

**SECOND AMENDED AND RESTATED BYLAWS OF THE  
SANTA MARGARITA GROUNDWATER AGENCY**

a Joint Powers Agency composed of the Scotts Valley Water District, the San Lorenzo Valley Water District, and the County of Santa Cruz

**November 16, 2020**

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*a Joint Powers Agency composed of the Scotts Valley Water District,  
the San Lorenzo Valley Water District, and the County of Santa Cruz*

**PREAMBLE**

These Second Amended and Restated Bylaws are adopted and effective as of November 16, 2020, pursuant to the Joint Exercise of Powers Agreement by and among the Scotts Valley Water District, the San Lorenzo Valley Water District and the County of Santa Cruz creating the Santa Margarita Groundwater Agency dated June 1, 2017 (“**Agreement**”).

**ARTICLE 1  
THE AGENCY**

1.1 DEFINITIONS.

Unless specifically defined in these Bylaws, all defined terms shall have the same meaning ascribed to them in the Agreement.

If any term of these Bylaws conflicts with any term of the Agreement, the Agreement's terms shall prevail, and these Bylaws shall be amended to eliminate such conflict of terms. Unless the context or reference to the Agreement requires otherwise, the general provisions, rules of construction, and definitions in the Agreement and in the California Civil Code shall govern the construction of these Bylaws.

“**Agency**” has the meaning in section 1.2

“**Agreement**” has the meaning in the Preamble

“**Applicant**” or “**Applicants**” has the meaning in section 2.3.3

“**Board of Directors**” or “**Board**” has the meaning in section 2.1

“**Business Agent**” has the meaning in section 1.3

“**Deadline**” has the meaning in section 2.3.4.3.2

“**Designated Staff**” has the meaning in section 6.1.1

“**Individual Water System**” means a private well that serves 1-4 connections

“**Members**” means the Scotts Valley Water District, the San Lorenzo Valley Water District, and the County of Santa Cruz

“**Member Directors**” has the meaning in section 2.1

“**Principal Office**” has the meaning in section 1.3

“**Qualifications**” has the meaning in section 2.3.3

“**Represented Entity**” has the meaning in section 2.2

“**Rotation**” has the meaning in section 2.2

“**Small Water System**” means private or public well(s) that serve 5-199 connections

“**Well Owner Director**” has the meaning in section 2.1

“**Well Owners**” has the meaning in section 2.2.

1.2 THE AGENCY. The name of the Agency created by the Agreement is the Santa Margarita Groundwater Agency (“**Agency**”), a joint powers agency composed of the Members.

1.3 PRINCIPAL OFFICE AND BUSINESS AGENT.

1.3.1 The principal office and the business agent of the Agency shall be at the Scotts Valley Water District (“**Business Agent**”) located at 2 Civic Center Drive, Scotts Valley, CA 95066 (“**Principal Office**”), or at an alternate location as the Board may designate.

1.3.2 The Principal Office shall be used for the main mailing address for all correspondence and for the Agency’s central records storage, except the Agency’s financial records shall be maintained by the Treasurer (Government Code Section 6505.5). The records of the Agency shall be open to inspection by any members of the Board at all reasonable times for a purpose related to the Agency’s business: there shall be no right review records if the disclosure would violate the privacy rights of others, would result in or be in furtherance of a conflict of interest or would be inconsistent with information protected by the attorney-client privilege, attorney work product, or privileged information under the Public Records Act.

1.3.3 The Business Agent shall provide administrative services pursuant to the Agreement, these Bylaws or an administrative services agreement with the Agency.

1.3.4 The administration, management and operation of the Agency shall be in accordance with the Business Agent’s existing policies and procedures, unless and until the Agency adopts its own administration, management, and operations policies and procedures.

1.3.5. The Agency shall adequately protect all records, physical and electronic, from loss, damage, or destruction, except as otherwise provided in a records retention policy.

1.4 POWERS. The powers of the Agency are set forth in Article 4 of the Agreement.

## **ARTICLE 2 BOARD OF DIRECTORS**

2.1 BOARD OF DIRECTORS. The Agency shall be governed by a Board of Directors (the “**Board of Directors**” or “**Board**”) consisting of 11 Directors as set forth in Article 6 of the Agreement and as follows:

Two (2) representatives appointed by the governing body of each of the Members (“**Member Directors**”)

One (1) representative appointed by the governing body of the City of Scotts Valley

One (1) representative appointed by the governing body of the City of Santa Cruz

One (1) representative of the Mt. Hermon Association Community Water System

Two (2) representatives of private well owners or small public water systems within the boundaries of the Agency (“**Well Owner Director**”).

Alternate Directors are appointed pursuant to Section 6.4 of the Agreement.

2.2 TERM OF APPOINTMENTS. The term of the appointment for each Director on the Board shall be established by each entity they represent (“**Represented Entity**”). If a Director has no Represented Entity (as may be the case for the Well Owner Directors or the Well Owner Alternate, collectively referred to herein as “**Well Owners**”), the term of appointment shall be three (3) years and such term shall continue until the successor is duly appointed by the Board. At the expiration of a Well Owner’s term, the Board may (i) elect to initiate the appointment procedure for a Well Owner position under section 2.3 of the Bylaws; or (ii) authorize a then-serving Well Owner to serve another term, subject to Board approval with the unanimous approval of the Member Directors participating in voting. Subject to Board approval, a Well Owner Director and the Well Owner Alternate may mutually agree to rotate positions so that the Well Owner Alternate assumes the role of Well Owner Director, and the Well Owner Director assumes the role of Well Owner Alternate (“**Rotation**”) for a period of time not to exceed the respective terms of either Well Owner, or six months, whichever is earlier. The Rotation shall automatically terminate upon the expiration of the term of either Well Owner, or upon six months from the date of the appointment, unless the Board approves an extension of the term of the Rotation.

2.3 PROCEDURE FOR APPOINTMENT OF WELL OWNERS.

2.3.1 Under section 6.3.7 of the Agreement, Well Owners shall be nominated and approved by the procedure described in these Bylaws.

2.3.2 At minimum, one (1) of the two (2) Well Owner Directors shall be from an Individual Water System. If one (1) of two (2) Well Owner Directors is from a Small Water System, then the preference in choosing a Well Owner Alternate shall be given to an Individual Water System representative.

2.3.3 Any person meeting the requirements of section 2.3.2 and the following qualifications may apply to serve as a Well Owner (individually, an “**Applicant**”). At a minimum, an Applicant

shall (a) be an owner of a private well located within the boundaries of the Agency, a tenant leasing property with a private well located within the boundaries of the Agency, or a representative of a small public water system with a well located within boundaries of the Agency; (b) be at least 18 years of age; and (c) exhibit high standards of integrity, commitment, and good judgment; (collectively, 2.3.3 (a)-(c) shall be the “**Qualifications**”). Once appointed, a Well Owner shall meet the Qualifications for the duration of his or her service as a Well Owner.

2.3.4 If a Well Owner position becomes vacant for any reason, including death, permanent disability, inability to perform his or her responsibilities, resignation, removal, or failure to meet the Qualifications, the following process shall apply:

2.3.4.1 In the event of Well Owner Director vacancy, the Well Owner Alternate shall fill the vacancy as a Director if the Well Owner Alternate is willing to serve as a Director, subject to compliance with section 2.3.2 of these Bylaws. The Well Owner Alternate who fills a vacancy under this section shall serve as a Director for the remainder of the term of the departing Well Owner Director.

2.3.4.2 If a Well Owner Director vacancy is not filled under section 2.3.4.1, or if a Well Owner position remains vacant, the Board shall appoint an ad hoc committee of three (3) Directors of the Agency to facilitate the appointment process (“**Committee**”). At least one (1) of the members of the Committee shall be a Member Director, and the Board shall give preference to then-serving Well Owners to fill the remaining two (2) Committee positions.

2.3.4.2.1 The Committee shall provide or cause to be provided a notice of the opportunity for individuals to submit an application to serve as a Well Owner to fill a vacancy. The notice may include a description of the work of the Agency, the minimum qualifications of a Well Owner, the desired characteristics and skills of a Well Owner, criteria to be used in evaluating applications received, as well as deadlines and the timeline for decision-making on appointees. The notice shall also inform Applicants that if there are more Well Owner Applicants than the number of positions available, the Applicants will have the opportunity to self-nominate a Well Owner by reaching agreement among themselves by having some Applicants voluntarily withdraw their applications so that the remaining number of applications is the same as the number of vacant positions. To encourage participation, a variety of print media, electronic or other formal and informal communication mechanisms may be utilized, and the period of notice shall cover, at a minimum, ten (10) working days.

2.3.4.2.2 The Committee shall be given the names and contact information of all Applicants. The Applicants shall be informed that they have at least twenty (20) days but no more than forty (40) days (“**Deadline**”) to meet and/or confer and endeavor to seek agreement on which Applicants elect to voluntarily withdraw their applications and which Applicants will be recommended to fill the vacant positions. Committee members are encouraged to attend the meetings of the Applicants. The Committee may recommend the rejection of an application if the Applicant fails to meet the Qualifications or if an Applicant fails to attend a meeting of Applicants called for the purpose of nominating an Applicant to fill a vacancy.

2.3.4.2.3 An Applicant may withdraw his application prior to the Deadline by sending a written request to the Principal Office by mail, email or facsimile.

2.3.4.2.4 If by the Deadline, the number of Applicants equals the number of vacancies, then the applications shall be forwarded to the Board for consideration, provided the Applicants meet the Qualifications.

2.3.4.2.5 If no applications are forwarded to the Board under section 2.3.4.2.4, then the Committee shall report its findings and forward all of the applications of the Applicants to the Board. The Board may then appoint any Applicant to fill each vacant Well Owner position.

2.3.4.2.6. If a Well Owner position remains vacant after the conclusion of the forgoing process, the Board may appoint any person meeting the requirements of section 2.3.3.

2.3.5. Notwithstanding anything to the contrary herein, the final appointment of any person to fill a Well Owner vacancy shall be subject to the approval of the Board and the unanimous approval of the Member Directors participating in voting.

2.4 GUIDING PRINCIPLES; CODE OF CONDUCT. The Board understands the importance and value of a positive and constructive culture to the overall performance of the Agency. In order for the Board to function in an effective manner, it is important that the Directors acknowledge their respective roles and the level of performance necessary to carry out the duties of a Director. All Directors shall agree in writing to follow the Guiding Principles of the Agency set forth in **Appendix A**, and the Code of Conduct of the Agency set forth in **Appendix B**.

2.5 DIRECTOR COMPENSATION. Directors and Committee members shall serve without compensation from the Agency. Each Director may, however, be compensated by their Represented Entity. Directors or Committee members may be reimbursed his or her necessary and actual expenses by the Agency, including travel expenses relating to Agency business, as approved by the Board. Any Director or Committee member may elect to decline said reimbursement.

### **ARTICLE 3 BOARD MEETINGS**

3.1 MEETINGS. On an annual basis, the Board shall approve a calendar of meeting dates for the regular meetings of the Board at a location determined by the Board within the County. Special meetings of the Board may be called by a) the Chair; b) the Chair upon the written request of any four (4) Directors or c) a majority of Directors. Board meetings shall be conducted in compliance with Article 8 of the Agreement, these Bylaws, and all applicable laws and regulations.

3.2 QUORUM. In determining a quorum as defined by Section 9.1 of the Agreement, Alternate Directors attending meetings shall not be counted as part of any meeting quorum unless such Alternate Director is representing an absent appointed Director. Under Section 9.1 of the Agreement, a quorum consists of “an absolute majority of Directors plus one Director,” which is seven (7) Directors.

3.3 GENERAL ORDER OF BUSINESS. The general order of business for regular and special meetings of the Board shall be established by the Designated Staff and may include any combination of consent items, regular business items, informational items or public hearing items.



3.4 REQUEST TO PLACE ITEMS ON THE AGENDA. Any Director may request that an item be placed on the agenda of any regular meeting of the Board by submitting a written request to the Chair, Vice Chair, and Designated Staff at least thirty (30) calendar days before the meeting.

3.5 ACTION BY THE BOARD. Action by the Board on all resolutions or ordinances shall be taken using a roll-call vote and shall be recorded in writing, signed by the Chair and attested to by the Secretary. All other actions of the Board shall be by motion recorded in written minutes. The minutes shall reflect the results of the vote, including the names of the Directors if any, voting in the minority.

3.6 RULES OF ORDER. All rules of order not otherwise provided for in these Bylaws shall be determined, to the extent practicable, in accordance with "Rosenberg's Rules of Order" (a copy of which is attached hereto as **Appendix C**). If Rosenberg's Rules of Order does not address the issue, Robert's Rules of Order can be consulted for guidance. Notwithstanding the foregoing, no action of the Board shall be invalidated or its legality otherwise affected by the failure or omission to observe or follow "Rosenberg's Rules of Order" or "Robert's Rules of Order."

## **ARTICLE 4 OFFICERS**

4.1 OFFICERS. The Officers of the Agency are the Chair, Vice-Chair, Secretary and Treasurer as provided in Article 7 of the Agreement. All Directors are eligible to serve as an Officer. The Chair, the Vice-Chair, and the Secretary must be Directors. The Treasurer shall be appointed consistent with the provisions of Section 14.3 of the Agreement and shall not be a Director. Officers shall serve at the pleasure of the Board.

4.2 APPOINTMENT. At the first meeting of the Board of each calendar year, nominations for the Officers shall be made. If more than two (2) Directors are nominated for any one office, voting occurs until a nominee receives a majority of the votes cast. The initial term of the elected Officers shall run from the date of their appointment to office until the first Board meeting in 2018. Thereafter, each Officer shall serve a term of one (1) year, or until the first Board meeting of the year, whichever is later. An Officer may succeed himself/herself and may serve any number of consecutive or non-consecutive terms.

4.3 REMOVAL. An Officer may be removed, with or without cause, by a majority vote of the Board at a regular or special meeting.

4.4 RESIGNATION. An Officer may resign at any time by giving written notice to the Board Chair or Secretary. Any resignation takes effect at the date of the receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation is not necessary to make it effective.

4.5 VACANCIES. An Officer's position that is vacant because of death, resignation, removal, disqualification or any other cause shall be filled for the remainder of the term in the manner prescribed in these Bylaws for regular appointment to that position, at any regular or special meeting of the Board.

#### 4.6. RESPONSIBILITIES

4.6.1 The Chair shall preside at meetings of the Board and exercise and perform such other powers and duties as prescribed by these Bylaws, the policies of the Agency and as may be assigned to him/her by the Board.

4.6.2 The Vice-Chair shall fulfill all the duties of the Chair in his/her absence and exercise and perform such other powers and duties as may be assigned to him/her by the Board.

4.6.3 The Secretary shall perform, but not be limited to, the following duties:

4.6.3.1 Keep or cause to be kept, at the Principal Office of the Agency or such other place as the Board may direct, a book of minutes of all meetings and actions of Directors and committees of the Agency, with the time and place of holding the meeting, whether regular or special, and, if special, how authorized, the notice given, the names of those present and absent at such meetings and the proceedings of such meetings. Minutes shall be in the form of Action Minutes and a meeting summary.

4.6.3.2 Prepare, give or cause to be prepared or given, notice of, and agendas for, all meetings of the Board and committees of the Agency.

4.6.3.3 Exercise and perform such other powers and duties as prescribed by these Bylaws, the policies of the Agency and as may be assigned to him/her by the Board.

#### 4.7. TREASURER.

4.7.1 The Treasurer shall be the depository and have custody of all the money of the Agency from whatever source and shall provide strict accountability of said funds in accordance with Government Code Sections 6505 and 6505.5. The Treasurer shall possess the powers of and shall perform those functions required by Government Code Sections 6505, 6505.5, 6505.6 and all other applicable laws and regulations, including any subsequent amendments thereto. The Agency shall procure a public official bond as required by Government Code Section 6505.5. The Treasurer shall cause an independent audit to be made.

4.7.2 The Board shall appoint the Finance Manager from one of the Members to serve as Treasurer. The Board shall also appoint an Auditor who shall be from the same Member as the Treasurer. Pursuant to Government Code Section 6505.6, the position of Treasurer and Auditor may be held by separate employees or combined. The Board may also contract for accounting and financial services as needed.

4.7.3 The Treasurer shall perform, but not be limited to, the following duties:

4.7.3.1. Be responsible, upon the Treasurer's official bond, for the safekeeping and disbursement of all Agency money so held by the Treasurer.

4.7.3.2 Keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of Agency, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

4.7.3.3 Consistent with the provisions of Article 14 of the Agreement, deposit all money and other valuables in the name and to the credit of the Agency within such depository accounts as may be designated by the Board; disburse the funds of the Agency as may be ordered or otherwise authorized by the Board; and render to the Board, whenever requested, an account of all of his/her transactions as Treasurer and of the financial condition of the Agency.

4.7.3.4 Exercise and perform such other powers and duties as prescribed by these Bylaws, the policies of the Agency and as may be assigned to him/her by the Board.

## **ARTICLE 5 COMMITTEES AND WORKING GROUPS**

5.1 COMMITTEES. The Board may establish by action item one or more standing or ad hoc committees and appoint committee members to assist in carrying out the purposes and objectives of the Agency. No committee or participant on a committee shall have any authority to act on behalf of the Agency except as duly authorized by the Board. Except as otherwise approved by the Board, Directors shall comprise a majority of each committee. Standing committees shall comply with applicable provisions of the Ralph M. Brown Act.

5.2 LIMITS ON POWERS. Any Committee shall exercise such powers as may be expressly delegated to it, except that no Committee may: (a) take any final action on matters which, under the Agreement, require approval by a majority vote of the Board; (b) amend or repeal the Bylaws or adopt new Bylaws; (c) amend or repeal any resolution of the Board; or (d) appoint any other Committees of the Board or the members of these Committees.

5.3 WORKING GROUPS. Informal working groups may meet from time to time to provide opportunities to work on, for example, specific planning, analytical, or community engagement activities.

## **ARTICLE 6 AGENCY ADMINISTRATION, MANAGEMENT, AND STAFFING**

6.1 COLLABORATIVE MANAGEMENT. Agency administration and management shall be conducted using a collaborative staffing model in which professional and technical staff designated by each of the Members (“**Designated Staff**”) work together to provide staff leadership, management, and administration of the Agency.

6.1.1 Designated Staff shall work together to provide administrative, technical or professional support to the Agency. Board agenda and meeting materials shall generally be prepared by or reviewed by the Designated Staff prior to being finalized. Should Designated Staff not be in

agreement on a topic, the Chair and Vice Chair shall be consulted to provide the necessary direction. Any issue not resolved by the Chair and Vice Chair shall be referred to the Board for decision.

6.1.2 The Agency shall budget for and reimburse the Member providing the services of the Agency Treasurer and the Member providing the services of the Agency Administrative Office Assistant. The Board may also contract for staffing resources as needed.

6.1.3 Professional and technical staff may be required to support the Agency. The Agency may contract for professional and technical support as needed.

6.1.4 Unless otherwise specified in the Agreement, these Bylaws or as expressly approved by the Board, contributions by Designated Staff shall be “in kind,” and without reimbursement for work contributed to the Agency.

6.2 STAFFING MODEL REVIEW. The collaborative staffing model for the Agency may be periodically reviewed and revised from time to time, or upon completion of the Groundwater Sustainability Plan.

## **ARTICLE 7 FINANCES**

7.1 DEPOSIT AND DISBURSEMENT OF FUNDS. All funds of the Agency shall be deposited in one or more depository accounts as may be designated by the Board. Such accounts shall be independent of any account owned by or exclusively controlled by any of the Members.

7.2 BUDGET. The Agency shall operate pursuant to a budget to be adopted prior to the beginning of each new fiscal year. The Agency shall endeavor to operate each year pursuant to an annually balanced budget so that projected annual expenses do not exceed projected annual revenues. Budget adjustments to the annual budget shall be reviewed and acted upon by the Board.

## **ARTICLE 8 DEBTS AND LIABILITIES**

The debts, liabilities, and obligations of the Agency are not and shall not be the debts, liabilities or obligations of any or all of the Members, Directors or any of the Represented Entities. However, nothing in this Article or in the Agreement prevents, or impairs the ability of, a Member or Members, from agreeing, in a separate agreement, to be jointly and/or severally liable, in whole or in part, for any debt, obligation or liability of the Agency, including but not limited to, any bond or other debt instrument issued by the Agency.

**ARTICLE 9  
CONFLICTS OF INTEREST**

The Agency shall be subject to the conflict of interest rules set forth in the Political Reform Act (commencing with Section 81000 of the Government Code of the State of California) and Sections 1090 et seq. of the Government Code of the State of California. The Agency shall adopt a conflict of interest code as required by the implementing regulations of the Political Reform Act.

**ARTICLE 10  
AMENDMENT**

These Bylaws may be restated, repealed or amended from time to time by resolution of the Board at a regular or special meeting of the Board. No such restatement, repeal or amendment shall be adopted unless at least twenty (20) days written notice thereof has previously been given to all Directors unless a longer period of time is requested by any Director and approved by the Board. Such notice shall identify the Article to be amended, the proposed amendment and the reason for the proposed amendment.

**ARTICLE 11  
NUMBER, GENDER**

Whenever the context so requires, the singular number shall include the plural and the plural shall include the singular, and the gender of any pronoun shall include the other genders.

## **APPENDIX A**

### **Santa Margarita Groundwater Agency Board of Directors GUIDING PRINCIPLES**

1. The Santa Margarita Groundwater Basin (Basin) is located entirely within Santa Cruz County (County). The Basin is a diverse area. It:
  - Is characterized by different communities with various land uses, and land and water management approaches.
  - Is defined by a complex set of aquifers through which groundwater passes and on which residents and ecosystems depend.
  - Has extensive biodiversity hotspots that support important terrestrial and aquatic ecosystems and species, many of which are protected by the California and Federal Endangered Species Acts.
  - Provides essential connectivity between groundwater and surface water on which the base flows of several creeks and rivers (including the San Lorenzo River) depend.
  - Is subject to climatological changes that alone, can significantly impact the availability of water.
  - Is hydrogeologically disconnected from other groundwater basins. There are no current plans to receive imported water from outside of the county. The Basin's Beneficial Users (as defined in the Sustainable Groundwater Management Act [SGMA] – See Attachment A) rely on the effective management of a water budget to achieve sustainable groundwater and surface water conditions.
2. SGMA affects all Beneficial Users in the Basin. It describes groundwater sustainability requirements and mandates that Beneficial Users are able to fully participate to achieve and maintain sustainable groundwater conditions in the Basin.
3. The Santa Margarita Groundwater Agency (SMGWA) represents and preserves the water interests of all Beneficial Uses / Users in the Basin equitably and transparently. The SMGWA is a governing public agency, granted with regulatory authorities as provided in SGMA, to ensure that the Basin achieves and maintains sustainable groundwater conditions.
4. Consistent with SGMA, groundwater users that extract two acre-feet of groundwater or less per year for domestic purposes are defined as “de minimis”. This classification limits the statutory financial and measurement responsibilities of these groundwater extractors and is a means through which some SGMA-related burdens are minimized. The SMGWA is committed to the definition of de minimis and will explore opportunities to minimize SGMA-related impacts to all groundwater extractors.
5. While the Member agencies and participants serving as Directors of the SMGWA Board have unique responsibilities to serve their respective organizations and interests, these individuals also have a sworn responsibility (as signatory parties to the Joint Powers Agreement that formed the

SMGWA) to serve the interests and regulatory authorities of the SMGWA in its required role to identify, achieve and maintain sustainable groundwater conditions in the Basin. SMGWA Directors and staff are committed to fulfill this SGMA-specific responsibility.

6. In addition to its statutory responsibilities and authorities, the SMGWA is committed to provide consistent, transparent educational opportunities for all Beneficial Users about water resources, land uses and water management in the Basin.
7. Historic groundwater management, surface water management, and land use practices in the Basin have created overdraft conditions in some of the underlying aquifers. The practices that created overdraft conditions were not sustainable and the practices that took place will not be repeated by any member of the SMGWA nor any Beneficial User in the Basin.
8. Future sustainable groundwater conditions will depend on Basin land uses and water demand targets being in balance with available water resources. The SMGWA is committed to working with land use agencies in the Basin to promote land use practices and water demand targets that achieve sustainable water resources.
9. The SMGWA will ensure that a Groundwater Sustainability Plan (GSP) is in place by and after January 2022. Actions to achieve sustainable conditions will be described in the GSP for the Basin. Objectives and thresholds may be set Basin-wide or may be defined differently for unique parts of the Basin in “Management Areas” (as allowed for under SGMA).
10. Beyond minimum sustainability thresholds and objectives described in the GSP, the SMGWA will examine possibilities to recover/restore the Basin’s aquifers and restore tributary base flows to the best extent possible.
11. SMGWA members and Beneficial Users may have different requirements under different water resource conditions to ensure that minimum thresholds are achieved or exceeded. These potential different requirements will be defined in the GSP and implemented by the SMGWA.
12. Actions to achieve sustainable outcomes, report outcomes to the State and maintain the daily activities of the SMGWA will require consistent funding. Financial contributions to support this work will be proportionally distributed among the SMGWA membership and many Beneficial Users, based on impacts and benefits to groundwater and surface water resources. Specific proportional contributions will be determined in the future.
13. The SMGWA also recognizes its duty to taxpayers, ratepayers, and future generations to ensure that our financial resources are used effectively and responsibly as a tool to promote sustainable groundwater conditions.
14. Integrated water management is a set of methods to extract, transport, store, use and share groundwater and surface water throughout a groundwater basin to ensure a resilient water supply for all water users. To support SGMA objectives and Basin-wide water needs, the SMGWA will pursue an integrated water management approach for this Basin. An integrated water management approach will honor the social, cultural, natural and economic diversity of the

Basin. It will capitalize on the diverse water resources throughout the Basin and will seek to ensure that all Beneficial Users have the necessary water resources. An integrated water management approach may rely on but may not be limited to:

- Science-based decision-making.
- Projects and Methods to recover and restore the Basin aquifers.
- Collective and individual groundwater use requirements to ensure that groundwater elevations are not depleted below minimum thresholds.

15. Discussions between SMGWA Directors, Directors and staff, and SMGWA representatives and Beneficial Users to address the above responsibilities and outcomes may be challenging at times. Consistent with the SMGWA Board of Directors Code of Conduct (as presented in Appendix A of the SMGWA Bylaws), the SMGWA will conduct these discussions at all times in a collaborative manner with a commitment to respectful civil discourse between all participants.

I agree to uphold the mutual core values and commitments that the current Board and future Boards will ideally live by and do my work by.

---

Name/Title

---

Date



## **APPENDIX A**

### **Guiding Principles Attachment A**

#### **10723.2. CONSIDERATION OF ALL INTERESTS OF ALL BENEFICIAL USES AND USERS OF GROUNDWATER**

The groundwater sustainability agency shall consider the interests of all beneficial uses and users of groundwater, as well as those responsible for implementing groundwater sustainability plans. These interests include, but are not limited to, all the following:

- (a) Holders of overlying groundwater rights, including:
  - (1) Agricultural users.
  - (2) Domestic well owners.
- (b) Municipal well operators.
- (c) Public water systems
- (d) Local land use planning agencies.
- (e) Environmental users of groundwater.
- (f) Surface water users, if there is a hydrologic connection between surface and groundwater bodies.
- (g) The federal government, including, but not limited to, the military and managers of federal lands.
- (h) California Native American tribes.
- (i) Disadvantaged communities, including, but not limited to, those served by private domestic wells or small community water systems.
- (j) Entities listed in Section 10927 that are monitoring and reporting groundwater elevations in all or a part of a groundwater basin managed by the groundwater sustainability agency.

**APPENDIX B**

**Santa Margarita Groundwater Agency  
Board of Directors  
CODE OF CONDUCT**

As members of the Board of Directors of the Santa Margarita Groundwater Agency, we are committed to preserving the public trust and representing the best interests of our constituents.

Principles and Performance Expectations:

1. The Board functions as a participatory team,
2. The Board values a visionary, constructive, work environment,
3. The Board values open and honest communication with open agendas,
4. The Board works for the common good of its constituents,
5. Directors are prepared for Board meetings and are responsible for initiating resolutions,
6. Directors are respectful of each other, the staff and the public.

Board Interaction and Communication:

1. Directors maintain informal and professional relationships among each other,
2. Directors refrain from personal attacks against other Directors and staff,
3. Directors apply the rules governing communications among Directors in compliance with the Brown Act,
4. Directors function as a team and are not exclusive in their communications and interactions.

I agree to uphold the following values, which demonstrate my commitment to the Agency:

1. I shall recognize the worth of individual Directors and appreciate their talents, perspectives, and contributions.
2. I shall help to create an atmosphere of respect and civility where Directors, staff, and the public are free to express their ideas and work together to their full potential.
3. I shall conduct my personal business and public affairs with honesty, integrity, fairness, and respect for others.
4. I shall keep the common good as my highest purpose and focus on achieving constructive solutions for the public benefit.
5. I shall avoid and discourage conduct which is divisive or harmful to the best interest of the Agency.
6. I shall treat all people in a manner in which I wish to be treated.

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Name/Title

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Date

**APPENDIX C**

**Rosenberg’s Rules of Order  
Revised 2011**

*Simple Rules of Parliamentary Procedure for the 21<sup>st</sup> Century*

*By Judge Dave Rosenberg*

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## Introduction

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The rules of procedure at meetings should be simple enough for most people to understand. Unfortunately, that has not always been the case. Virtually all clubs, associations, boards, councils, and bodies follow a set of rules — *Robert's Rules of Order* — which are embodied in a small, but complex, book. Virtually no one I know has actually read this book cover to cover. Worse yet, the book was written for another time and for another purpose. If one is chairing or running a parliament, then *Robert's Rules of Order* is a dandy and quite useful handbook for procedure in that complex setting. On the other hand, if one is running a meeting of say, a five-member body with a few members of the public in attendance, a simplified version of the rules of parliamentary procedure is in order.

Hence, the birth of *Rosenberg's Rules of Order*.

What follows is my version of the rules of parliamentary procedure, based on my decades of experience chairing meetings in state and local government. These rules have been simplified for the smaller bodies we chair or in which we participate, slimmed down for the 21st Century, yet retaining the basic tenets of order to which we have grown accustomed. *Rosenberg's Rules* has found a welcoming audience. Hundreds of cities, counties, special districts, committees, boards, commissions, neighborhood associations and private corporations and companies have adopted *Rosenberg's Rules* in lieu of *Robert's Rules* because they have found them practical, logical, simple, easy to learn and user friendly.

This treatise on modern parliamentary procedure is built on a foundation supported by the following four pillars:

1. **Rules should establish order.** The first purpose of rules of parliamentary procedure is to establish a framework for the orderly conduct of meetings.
2. **Rules should be clear.** Simple rules lead to wider understanding and participation. Complex rules create two classes: those who understand and participate; and those who do not fully understand and do not fully participate.
3. **Rules should be user friendly.** That is, the rules must be simple enough that the public is invited into the body and feels that it has participated in the process.
4. **Rules should enforce the will of the majority while protecting the rights of the minority.** The ultimate purpose of rules of procedure is to encourage discussion and to facilitate decision making by the body. In a democracy, majority rules. The rules must enable the majority to express itself and fashion a result, while permitting the minority to also express itself, but not dominate, while fully participating in the process.

## Establishing a Quorum

The starting point for a meeting is the establishment of a quorum. A quorum is defined as the minimum number of members of the body who must be present at a meeting for business to be legally transacted. The default rule is that a quorum is one more than half the body. For example, in a five-member body a quorum is three. When the body has three members present, it can legally transact

business. If the body has less than a quorum of members present, it cannot legally transact business. And even if the body has a quorum to begin the meeting, the body can lose the quorum during the meeting when a member departs (or even when a member leaves the dais). When that occurs, the body loses its ability to transact business until and unless a quorum is reestablished.

The default rule, identified above, however, gives way to a specific rule of the body that establishes a quorum. For example, the rules of a particular five-member body may indicate that a quorum is four members for that particular body. The body must follow the rules it has established for its quorum. In the absence of such a specific rule, the quorum is one more than half the members of the body.

### **The Role of the Chair**

While all members of the body should know and understand the rules of parliamentary procedure, it is the chair of the body who is charged with applying the rules of conduct of the meeting. The chair should be well versed in those rules. For all intents and purposes, the chair makes the final ruling on the rules every time the chair states an action. In fact, all decisions by the chair are final unless overruled by the body itself.

Since the chair runs the conduct of the meeting, it is usual courtesy for the chair to play a less active role in the debate and discussion than other members of the body. This does not mean that the chair should not participate in the debate or discussion. To the contrary, as a member of the body, the chair has the full right to participate in the debate, discussion and decision-making of the body. What the chair should do, however, is strive to be the last to

speak at the discussion and debate stage. The chair should not make or second a motion unless the chair is convinced that no other member of the body will do so at that point in time.

### **The Basic Format for an Agenda Item Discussion**

Formal meetings normally have a written, often published agenda. Informal meetings may have only an oral or understood agenda. In either case, the meeting is governed by the agenda and the agenda constitutes the body's agreed-upon roadmap for the meeting. Each agenda item can be handled by the chair in the following basic format:

*First*, the chair should clearly announce the agenda item number and should clearly state what the agenda item subject is. The chair should then announce the format (which follows) that will be followed in considering the agenda item.

*Second*, following that agenda format, the chair should invite the appropriate person or persons to report on the item, including any recommendation that they might have. The appropriate person or persons may be the chair, a member of the body, a staff person, or a committee chair charged with providing input on the agenda item.

*Third*, the chair should ask members of the body if they have any technical questions of clarification. At this point, members of the body may ask clarifying questions to the person or persons who reported on the item, and that person or persons should be given time to respond.

**Fourth**, the chair should invite public comments, or if appropriate at a formal meeting, should open the public meeting for public input. If numerous members of the public indicate a desire to speak to the subject, the chair may limit the time of public speakers. At the conclusion of the public comments, the chair should announce that public input has concluded (or the public hearing is closed, as the case may be, is closed).

**Fifth**, the chair should invite a motion. The chair should announce the name of the member of the body who makes the motion.

**Sixth**, the chair should determine if any member of the body wishes to second the motion. The chair should announce the name of the member of the body who seconds the motion. It is normally good practice for a motion to require a second before proceeding to ensure that it is not just one member of the body who is interested in a particular approach. However, a second is not an absolute requirement, and the chair can proceed with consideration and vote on a motion even when there is no second. This is a matter left to the discretion of the chair.

**Seventh**, if the motion is made and seconded, the chair should make sure everyone understands the motion.

This is done in one of three ways:

1. The chair can ask the maker of the motion to repeat it;
2. The chair can repeat the motion; or
3. The chair can ask the secretary or the clerk of the body to repeat the motion.

**Eighth**, the chair should now invite discussion of the motion by the body. If there is no desired discussion, or after the discussion has ended,

the chair should announce that the body will vote on the motion. If there has been no discussion or very brief discussion, then the vote on the motion should proceed immediately and there is no need to repeat the motion. If there has been substantial discussion, then it is normally best to make sure everyone understands the motion by repeating it.

**Ninth**, the chair takes a vote. Simply asking for the “ayes” and then asking for the “nays” normally does this. If members of the body do not vote, then they “abstain.” Unless the rules of the body provide otherwise (or unless a super majority is required as delineated later in these rules), then a simple majority (as defined in law or the rules of the body as delineated later in these rules) determines whether the motion passes or is defeated.

**Tenth**, the chair should announce the result of the vote and what action (if any) the body has taken. In announcing the result, the chair should indicate the names of the members of the body, if any, who voted in the minority on the motion. This announcement might take the following form: “The motion passes by a vote of 3-2, with Smith and Jones dissenting. We have passed the motion requiring a 10-day notice for all future meetings of this body.”

## **Motions in General**

Motions are the vehicles for decision making by a body. It is usually best to have a motion before the body prior to commencing discussion of an agenda item. This helps the body focus.

Motions are made in a simple two-step process. First, the chair should recognize the member of the body. Second, the member of the body

makes a motion by preceding the member's desired approach with the words "I move ..."

A typical motion might be: "I move that we give a 10-day notice in the future for all our meetings."

The chair usually initiates the motion in one of three ways:

1. **Inviting the members of the body to make a motion**, for example, "A motion at this time would be in order."
2. **Suggesting a motion to the members of the body**, "A motion would be in order that we give a 10-day notice in the future for all our meetings."
3. **Making the motion**. As noted, the chair has every right as a member of the body to make a motion but should normally do so only if the chair wishes to make a motion on an item but is convinced that no other member of the body is willing to step forward to do so at a particular time.

### The Three Basic Motions

There are three motions that are the most common and recur often at meetings:

**The basic motion.** The basic motion is the one that puts forward a decision for the body's consideration. A basic motion might be: "I move that we create a five-member committee to plan and put on our annual fundraiser."

**The motion to amend.** If a member wants to change a basic motion that is before the body, they would move to amend it. A motion to amend might be: "I move that we amend the motion to have a 10-member committee." A motion to amend takes the basic motion that is before the body and seeks to change it in some way.

**The substitute motion.** If a member wants to completely do away with the basic motion that is before the body, and put a new motion before the body, they would move a substitute motion. A substitute motion might be: "I move a substitute motion that we cancel the annual fundraiser this year."

"Motions to amend" and "substitute motions" are often confused, but they are quite different, and their effect (if passed) is quite different. A motion to amend seeks to retain the basic motion on the floor but modify it in some way. A substitute motion seeks to throw out the basic motion on the floor and substitute a new and different motion for it. The decision as to whether a motion is really a "motion to amend" or a "substitute motion" is left to the chair. So, if a member makes what that member calls a "motion to amend," but the chair determines that it is really a "substitute motion," then the chair's designation governs.

A "friendly amendment" is a practical parliamentary tool that is simple, informal, saves time and avoids bogging a meeting down with numerous formal motions. It works in the following way: In the discussion on a pending motion, it may appear that a change to the motion is desirable or may win support for the motion from some members. When that happens, a member who has the floor may simply say, "I want to suggest a friendly amendment to the motion." The member suggests the friendly amendment, and if the maker and the person who seconded the motion pending on the floor accepts the friendly amendment, that now becomes the pending motion on the floor. If either the maker or the person who seconded rejects the proposed friendly amendment, then the proposer can formally move to amend.

## Multiple Motions Before the Body

There can be up to three motions on the floor at the same time. The chair can reject a fourth motion until the chair has dealt with the three that are on the floor and has resolved them. This rule has practical value. More than three motions on the floor at any given time is confusing and unwieldy for almost everyone, including the chair.

When there are two or three motions on the floor (after motions and seconds) at the same time, the vote should proceed first on the last motion that is made. For example, assume the first motion is a basic “motion to have a five-member committee to plan and put on our annual fundraiser.” During the discussion of this motion, a member might make a second motion to “amend the main motion to have a 10-member committee, not a five-member committee to plan and put on our annual fundraiser.” And perhaps, during that discussion, a member makes yet a third motion as a “substitute motion that we not have an annual fundraiser this year.” The proper procedure would be as follows:

**First**, the chair would deal with the *third* (the last) motion on the floor, the substitute motion. After discussion and debate, a vote would be taken first on the third motion. If the substitute motion passed, it would be a substitute for the basic motion and would eliminate it. The first motion would be moot, as would the second motion (which sought to amend the first motion), and the action on the agenda item would be completed on the passage by the body of the third motion (the substitute motion). No vote would be taken on the first or second motions.

**Second**, if the substitute motion failed, the chair would then deal with the second (now the last) motion on the floor, the motion to amend. The discussion and debate would focus strictly on the amendment (should the committee be five or 10 members). If the motion to amend *passed*, the chair would then move to consider the main motion (the first motion) as *amended*. If the motion to amend *failed*, the chair would then move to consider the main motion (the first motion) in its original format, not amended.

**Third**, the chair would now deal with the first motion that was placed on the floor. The original motion would either be in its original format (five-member committee) or if *amended*, would be in its amended format (10-member committee). The question on the floor for discussion and decision would be whether a committee should plan and put on the annual fundraiser.

## To Debate or Not to Debate

The basic rule of motions is that they are subject to discussion and debate. Accordingly, basic motions, motions to amend, and substitute motions are all eligible, each in their turn, for full discussion before and by the body. The debate can continue as long as members of the body wish to discuss an item, subject to the decision of the chair that it is time to move on and take action.

There are exceptions to the general rule of free and open debate on motions. The exceptions all apply when there is a desire of the body to move on. The following motions are not debatable (that is, when the following motions are made and seconded, the chair must immediately call for a vote of the body without debate on the motion):



**Motion to adjourn.** This motion, if passed, requires the body to immediately adjourn to its next regularly scheduled meeting. It requires a simple majority vote.

**Motion to recess.** This motion, if passed, requires the body to immediately take a recess. Normally, the chair determines the length of the recess which may be a few minutes or an hour. It requires a simple majority vote.

**Motion to fix the time to adjourn.** This motion, if passed, requires the body to adjourn the meeting at the specific time set in the motion. For example, the motion might be: “I move we adjourn this meeting at midnight.” It requires a simple majority vote.

**Motion to table.** This motion, if passed, requires discussion of the agenda item to be halted and the agenda item to be placed on “hold.” The motion can contain a specific time in which the item can come back to the body. “I move we table this item until our regular meeting in October.” Or the motion can contain no specific time for the return of the item, in which case a motion to take the item off the table and bring it back to the body will have to be taken at a future meeting. A motion to table an item (or to bring it back to the body) requires a simple majority vote.

**Motion to limit debate.** The most common form of this motion is to say, “I move the previous question” or “I move the question” or “I call the question” or sometimes someone simply shouts out “question.” As a practical matter, when a member calls out one of these phrases, the chair can expedite matters by treating it as a “request” rather than as a formal motion. The chair can simply inquire of the body, “any further discussion?” If no one wishes to have further discussion, then the chair

can go right to the pending motion that is on the floor. However, if even one person wishes to discuss the pending motion further, then at that point, the chair should treat the call for the “question” as a formal motion and proceed to it.

When a member of the body makes such a motion (“I move the previous question”), the member is really saying: “I’ve had enough debate. Let’s get on with the vote.” When such a motion is made, the chair should ask for a second, stop debate, and vote on the motion to limit debate. The motion to limit debate requires a two-thirds vote of the body.

**NOTE:** A motion to limit debate could include a time limit. For example: “I move we limit debate on this agenda item to 15 minutes.” Even in this format, the motion to limit debate requires a two-thirds vote of the body. A similar motion is a *motion to object to consideration of an item*. This motion is not debatable, and if passed, precludes the body from even considering an item on the agenda. It also requires a two-thirds vote.

### **Majority and Super Majority Votes**

In a democracy, a simple majority vote determines a question. A tie vote means the motion fails. So, in a seven-member body, a vote of 4-3 passes the motion. A vote of 3-3 with one abstention means the motion fails. If one member is absent and the vote is 3-3, the motion still fails.

All motions require a simple majority, but there are a few exceptions. The exceptions come up when the body is taking an action which effectively cuts off the ability of a minority of the body to take an action or discuss an item.

These extraordinary motions require a two-thirds majority (a super majority) to pass:

**Motion to limit debate.** Whether a member says, “I move the previous question,” or “I move the question,” or “I call the question,” or “I move to limit debate,” it all amounts to an attempt to cut off the ability of the minority to discuss an item, and it requires a two-thirds vote to pass.

**Motion to close nominations.** When choosing officers of the body (such as the chair), nominations are in order either from a nominating committee or from the floor of the body. A motion to close nominations effectively cuts off the right of the minority to nominate officers and it requires a two-thirds vote to pass.

**Motion to object to the consideration of a question.** Normally, such a motion is unnecessary since the objectionable item can be tabled or defeated straight up. However, when members of a body do not even want an item on the agenda to be considered, then such a motion is in order. It is not debatable, and it requires a two-thirds vote to pass.

**Motion to suspend the rules.** This motion is debatable but requires a two-thirds vote to pass. If the body has its own rules of order, conduct or procedure, this motion allows the body to suspend the rules for a particular purpose. For example, the body (a private club) might have a rule prohibiting the attendance at meetings by non-club members. A motion to suspend the rules would be in order to allow a non-club member to attend a meeting of the club on a particular date or on a particular agenda item.

## Counting Votes

The matter of counting votes starts simple but can become complicated.

Usually, it’s pretty easy to determine whether a particular motion passed or whether it was defeated. If a simple majority vote is needed to pass a motion, then one vote more than 50 percent of the body is required. For example, in a five-member body, if the vote is three in favor and two opposed, the motion passes. If it is two in favor and three opposed, the motion is defeated.

If a two-thirds majority vote is needed to pass a motion, then how many affirmative votes are required? The simple rule of thumb is to count the “no” votes and double that count to determine how many “yes” votes are needed to pass a particular motion. For example, in a seven-member body, if two members vote “no” then the “yes” vote of at least four members is required to achieve a two-thirds majority vote to pass the motion.

What about tie votes? In the event of a tie, the motion always fails since an affirmative vote is required to pass any motion. For example, in a five-member body, if the vote is two in favor and two opposed, with one member absent, the motion is defeated.

Vote counting starts to become complicated when members vote “abstain” or in the case of a written ballot, cast a blank (or unreadable) ballot. Do these votes count, and if so, how does one count them? The starting point is always to check the statutes.

In California, for example, for an action of a board of supervisors to be valid and binding, the action must be approved by a majority of the board. (California Government Code Section 25005.) Typically, this means three of

the five members of the board must vote affirmatively in favor of the action. A vote of 2-1 would not be sufficient. A vote of 3-0 with two abstentions would be sufficient. In general law cities in California, as another example, resolutions or orders for the payment of money and all ordinances require a recorded vote of the total members of the city council. (California Government Code Section 36936.) Cities with charters may prescribe their own vote requirements. Local elected officials are always well-advised to consult with their local agency counsel on how state law may affect the vote count.

After consulting state statutes, step number two is to check the rules of the body. If the rules of the body say that you count votes of “those present” then you treat abstentions one way. However, if the rules of the body say that you count the votes of those “present and voting,” then you treat abstentions a different way. And if the rules of the body are silent on the subject, then the general rule of thumb (and default rule) is that you count all votes that are “present and voting.”

Accordingly, under the “present and voting” system, you would **NOT** count abstention votes on the motion. Members who abstain are counted for purposes of determining quorum (they are “present”), but you treat the abstention votes on the motion as if they did not exist (they are not “voting”). On the other hand, if the rules of the body specifically say that you count votes of those “present” then you **DO** count abstention votes both in establishing the quorum and on the motion. In this event, the abstention votes act just like “no” votes.

***How does this work in practice?  
Here are a few examples.***

Assume that a five-member city council is voting on a motion that requires a simple majority vote to pass and assume further that the body has no specific rule on counting votes. Accordingly, the default rule kicks in and we count all votes of members that are “present and voting.” If the vote on the motion is 3-2, the motion passes. If the motion is 2-2 with one abstention, the motion fails.

Assume a five-member city council voting on a motion that requires a two-thirds majority vote to pass, and further assume that the body has no specific rule on counting votes. Again, the default rule applies. If the vote is 3-2, the motion fails for lack of a two-thirds majority. If the vote is 4-1, the motion passes with a clear two-thirds majority. A vote of three “yes,” one “no” and one “abstain” also results in passage of the motion. Once again, the abstention is counted only for the purpose of determining quorum, but on the actual vote on the motion, it is as if the abstention vote never existed — so an effective 3-1 vote is clearly a two-thirds majority vote.

Now, change the scenario slightly. Assume the same five-member city council voting on a motion that requires a two-thirds majority vote to pass, but now assume that the body **DOES** have a specific rule requiring a two-thirds vote of members “present.” Under this specific rule, we must count the members present not only for quorum but also for the motion. In this scenario, any abstention has the same force and effect as if it were a “no” vote. Accordingly, if the votes were three “yes,” one “no” and one “abstain,” then the motion fails. The abstention, in this case, is treated like a “no” vote and effective vote of 3-2 is not enough to pass two-thirds majority muster.

Now, exactly how does a member cast an “abstention” vote? Any time a member votes “abstain” or says, “I abstain,” that is an abstention. However, if a member votes “present” that is also treated as an abstention (the member is essentially saying, “Count me for purposes of a quorum, but my vote on the issue is abstain.”) In fact, any manifestation of intention not to vote either “yes” or “no” on the pending motion may be treated by the chair as an abstention. If written ballots are cast, a blank or unreadable ballot is counted as an abstention as well.

Can a member vote “absent” or “count me as absent?” Interesting question. The ruling on this is up to the chair. The better approach is for the chair to count this as if the member had left his/her chair and is actually “absent.” That, of course, affects the quorum. However, the chair may also treat this as a vote to abstain, particularly if the person does not actually leave the dais.

### **The Motion to Reconsider**

There is a special and unique motion that requires a bit of explanation all by itself; the motion to reconsider. A tenet of parliamentary procedure is finality. After vigorous discussion, debate and a vote, there must be some closure to the issue. And so, after a vote is taken, the matter is deemed closed, subject only to reopening if a proper motion to consider is made and passed.

A motion to reconsider requires a majority vote to pass like other garden-variety motions, but there are two special rules that apply only to the motion to reconsider.

First, is the matter of timing. A motion to reconsider must be made at the meeting where

the item was first voted upon. A motion to reconsider made at a later time is untimely. (The body, however, can always vote to suspend the rules and, by a two-thirds majority, allow a motion to reconsider to be made at another time.)

Second, a motion to reconsider may be made only by certain members of the body. Accordingly, a motion to reconsider may be made only by a member who voted in the majority on the original motion. If such a member has a change of heart, he or she may make the motion to reconsider (any other member of the body — including a member who voted in the minority on the original motion — may second the motion). If a member who voted in the minority seeks to make the motion to reconsider, it must be ruled out of order. The purpose of this rule is finality. If a member of minority could make a motion to reconsider, then the item could be brought back to the body again and again, which would defeat the purpose of finality.

If the motion to reconsider passes, then the original matter is back before the body, and a new original motion is in order. The matter may be discussed and debated as if it were on the floor for the first time.

### **Courtesy and Decorum**

The rules of order are meant to create an atmosphere where the members of the body and the members of the public can attend to business efficiently, fairly and with full participation. At the same time, it is up to the chair and the members of the body to maintain common courtesy and decorum. Unless the setting is very informal, it is always best for only one person at a time to have the floor, and it is always best for every speaker to be first

recognized by the chair before proceeding to speak.

The chair should always ensure that debate and discussion of an agenda item focuses on the item and the policy in question, not the personalities of the members of the body. Debate on policy is healthy, debate on personalities is not. The chair has the right to cut off discussion that is too personal, is too loud, or is too crude.

Debate and discussion should be focused, but free and open. In the interest of time, the chair may, however, limit the time allotted to speakers, including members of the body.

Can a member of the body interrupt the speaker? The general rule is “no.” There are, however, exceptions. A speaker may be interrupted for the following reasons:

**Privilege.** The proper interruption would be, “point of privilege.” The chair would then ask the interrupter to “state your point.” Appropriate points of privilege relate to anything that would interfere with the normal comfort of the meeting. For example, the room may be too hot or too cold, or a blowing fan might interfere with a person’s ability to hear.

**Order.** The proper interruption would be, “point of order.” Again, the chair would ask the interrupter to “state your point.” Appropriate points of order relate to anything that would not be considered appropriate conduct of the meeting. For example, if the chair moved on to a vote on a motion that permits debate without allowing that discussion or debate.

**Appeal.** If the chair makes a ruling that a member of the body disagrees with, that

member may appeal the ruling of the chair. If the motion is seconded, and after debate, if it passes by a simple majority vote, then the ruling of the chair is deemed reversed.

**Call for orders of the day.** This is simply another way of saying, “return to the agenda.” If a member believes that the body has drifted from the agreed-upon agenda, such a call may be made. It does not require a vote, and when the chair discovers that the agenda has not been followed, the chair simply reminds the body to return to the agenda item properly before them. If the chair fails to do so, the chair’s determination may be appealed.

**Withdraw a motion.** During debate and discussion of a motion, the maker of the motion on the floor, at any time, may interrupt a speaker to withdraw his or her motion from the floor. The motion is immediately deemed withdrawn, although the chair may ask the person who seconded the motion if he or she wishes to make the motion, and any other member may make the motion if properly recognized.

### **Special Notes About Public Input**

The rules outlined above will help make meetings very public- friendly. But in addition, and particularly for the chair, it is wise to remember three special rules that apply to each agenda item:

**Rule One:** Tell the public what the body will be doing.

**Rule Two:** Keep the public informed while the body is doing it.**Rule Three:** When the body has acted, tell the public what the body did.