

BYLAWS OF THE BEAR RIVER RECREATION & PARK DISTRICT

ARTICLE I ORGANIZATION

- 1 .1 Name. The name of this organization is the Bear River Recreation & Park District ("District"). The District is organized pursuant to Chapter 4 of the California Public Resources Code, Sections 5780, et seq., otherwise known and referred to herein as the "Recreation and Park District Law."
- 1 .2 General Purposes. The District is formed for the purposes delineated in the Public Resources Code Section 5780 and all things necessary to carry out the provisions of the Recreation and Park District Law and these District Bylaws.
- 1 .3 Location. The boundaries of the District are depicted and attached hereto, and made a part hereof, as Exhibit A.
- 1 .4 Principal Office. The principal office for the transaction of the activities and affairs of the District shall be established by the Board of Directors ("Board"). The Board shall have the authority to change the location of the principal office.
- 1 .5 Other Offices. The Board may at any time establish branch or subordinate offices at any place(s) where the District is qualified to conduct its activities.

ARTICLE II GOVERNING BOARD

- 2.1 General Powers and Responsibilities. Subject to the provisions and limitations of applicable law and these Bylaws, the activities and affairs of the District shall be managed or under the direction of the Board of Directors. In the discharge of their duties, Board members shall act as a Board and not as individuals. The individual Board member has no more authority over District policy or personnel than any other member. Furthermore, each individual Board member should:
 - (a) Understand the significance and importance of recreation programs and park services in the community and keep abreast of the changing conditions.
 - (b) Be aware of the relationship of recreation programs and park services to other public agencies and community services.
 - (c) Be willing to assist with the planning and implementation of programs or to serve as an officer or on a committee; continuously reassessing their efforts and reasons for service.
 - (d) Resist pressures of all types and endeavor to make decisions in the best interest of the public and avoid situations that may suggest or result in a conflict of interest.
 - (e) Prepare for and attend all meetings and notify the General Manager if unable to attend.
 - (f) Be aware of their role as Board members being well informed and up-to-date on all issues, acting independently and avoiding pursuit of personal objectives.
- 2.2 Specific Powers and Duties. Subject to the provisions and limitations of these Bylaws and applicable local, state and federal laws the Board shall have the power to do the following:

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- (a) To perform its legal responsibilities;
 - (b) To establish and modify Bylaws, rules, regulations, policies and procedures to govern the operation of the District.
 - (c) To appoint and remove Board appointed officers and agents;
 - (d) To appoint committees and delegate to such committees certain powers of the Board;
 - (e) To select, employ, and if necessary, dismiss the General Manager;
 - (f) To adopt and control all operating budgets and to provide for regular audits;
 - (g) To authorize the borrowing of money and the incurrence of indebtedness on behalf of the District;
 - (h) To minimize risk and provide appropriate liability and workers compensation insurance;
 - (i) To ensure property and equipment are cared for and maintained;
 - (j) To select and change the principle office of the District within District boundaries.
 - (k) To designate the date, time and place of Board meetings in accordance with applicable laws;
 - (l) To enter into legally permissible contracts and agreements;
 - (m) To lease, purchase and sell real property;
 - (n) To engage legal counsel to advise the Board on matters pertaining to the District.
 - (o) To levy special taxes and benefit assessments pursuant to Government Code
 - (p) To charge fees to cover the cost of District services or to enforce District regulations
 - (q) To incur a general obligation bonded indebtedness for the acquisition or improvements of real property or for funding or refunding of any outstanding indebtedness;
- 2.3 Number of Directors. The Board shall consist of five (5) members elected by District residents pursuant to Public Resources Code Section 5784(b), who meet the eligibility requirements delineated in Public Resources Code Section 9352.
- 2.4 Term of Office. Directors shall take office at noon on the first Friday in December following their election or their appointment to a fixed term. Members of the Board shall serve a term of four (4) years pursuant to Public Resources Code Section 5784.3. (a). The expiration of the term of any director does not constitute a vacancy, and the director shall hold office until his or her successor has qualified.

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2.5 Vacancies.

- (a) Vacancies on the Board of Directors shall be filled following the process outlined by the Nevada County Elections Official, pursuant to Section 1780 of the Government Code.
- (b) An office shall be considered vacant upon the occurrence of any of the circumstances listed in Section 1770 of the Government Code and if the Board, by resolution, declares the Director disqualified and that a vacancy exists on the Board. The remaining members of the Board may excuse a Director, at their discretion for being absent.

- 2.6 Compensation. Pursuant to Public Resource Code 5784.15, Board members are eligible for compensation and reimbursement for necessary and actual District related activities. Prior to receiving any compensation, the Board must pass a resolution specifying the amount of compensation allowed and for what reasons (ie: meeting attendance or travel expenses incurred in the performance of official District business). While the Board discourages it's members from purchasing services, supplies or equipment on behalf of the District, if such a purchase is necessary, approved by the General Manager and authorized in the adopted budget, the expense can be reimbursed by the District. Pursuant to Government Code § 53065.5, the District shall annually publish a report of any payments to a Board member in excess of one hundred dollars (\$100.00).

ARTICLE III OFFICERS

- 3.1 Officers. The officers of the Board of Directors shall be a Chairperson, Vice-Chairperson and Secretary. The Board of Directors at their regularly scheduled Board meeting in December of each year shall elect officers to take office in January. No officer shall serve for more than two consecutive terms in one office, except that of the Secretary.

An officer may resign at any time or be removed by majority vote of the other members of the Board at any regular or special meeting of the Board, so long as such item is placed on the agenda. In the event of a resignation or removal of an officer, the Board shall elect a successor to serve for the remainder of that officer's unexpired term.

- 3.2 Chair. The Board shall elect one (1) of its members to act as Chair and, if at any time the Chair shall be unable to act, the Vice-Chair shall assume the role and perform all duties of the Chair. The duties of the Chair, or acting officer, include:
- (a) Presiding over all meetings of the Board and call Special Meetings when they may be deemed advisable.
 - (b) Execute all documents, agreements, warrants and other instruments in writing as the Board shall authorize or direct the Chair to sign.
 - (c) Act as liaison of the Board in matters that involve public relations, legal counsel, auditors and other consultants who report directly to the Board, unless the Board has delegated such responsibility to the General Manager.

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- (d) Appoint Committees and designating members of the Board to undertake special responsibilities and to report to the Board on those activities.
 - (e) Represent the Board at official functions when necessary, serve as the spokesperson for the Board regarding Board actions and keep the Board informed of such occasions.
 - (f) Performing other duties as they pertain to the office, as prescribed by the Board.
- 3.3 Vice-Chair. In the absence or inability of the Chair to serve, the Vice-Chair shall perform the duties of the Chair, including the ability to call a Special Meeting should the Chairperson refuse to do so.
- 3.4 Secretary. Pursuant to Public Resource Code Section 5784.7. (c), the Board of Directors may appoint one of its members as Secretary. The Board of Directors may also employ a Clerk to perform the duties of the Secretary. If the Board of Directors does not appoint a Secretary, a Clerk shall be employed to perform the duties of the Secretary.

The Secretary or Clerk, shall be present at all regular, special and adjourned meetings of the Board and be responsible for:

- (a) Keeping or causing to keep records of all actions, proceedings, and minutes of meetings of the Board and maintaining such records in the office of the District;
 - (b) Seeing that all resolutions of the Board are properly signed, recorded and securely filed in the office of the District;
 - (c) Provide notice or causing to provide notice of all Regular and Special Meetings of the Board of Directors, including notice to the Nevada County Clerk of the Board of all Special Meetings.
- 3.5 Finance Officer. Pursuant to 5784.9. (e), the Board of Directors shall appoint a person to the role of Finance Officer, who shall serve at the pleasure of the Board of Directors. The Finance Officer may be a member of the Board of Directors, the General Manager, or can be consolidated with the office of Secretary. The board of directors shall fix the amount of the Finance Officer's Compensation.

The Finance Officer shall be responsible for:

- (a) Leading the budget preparation process and for ensuring the annual budget is distributed to the proper authorities;
- (b) Ensuring that complete and accurate records of the district finances are kept;
- (c) Ensuring that receipts are issued for all monies received are that all funds are promptly deposited into the County treasury or District account;
- (d) Ensuring that all District expenses and salaries are authorized and paid when due;
- (e) Ensuring that monthly financial reports are prepared in a timely manner and are regularly presented to the Board of Directors;

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- (f) Assisting with financial audits and ensuring that annual financial reports are completed and reported to the proper authorities;
- 3.6 Additional Officers. Pursuant to Public Resource Code Section 5784.7 (b), the Board may create additional offices as the business of the District may require provided that no member of a board of directors shall hold more than one office.
- 3.7 Treasurer. Pursuant to Public Resource Code Section 5784.7 (d), the Nevada County Auditor-Controller (Treasurer) shall act as the District Treasurer and therefore the role is not considered a Board Officer.

ARTICLE IV COMMITTEES

- 4.1 Committees of the Board. The Board may appoint Standing and Advisory committees to investigate and/or make recommendations on items of Board interest. Committee positions may be filled either by members or non-members of the Board. No more than two Board members may serve on any committee and a Board member will serve as the Committee Chair unless otherwise designated by the Board.
- 4.2 Committee Responsibilities: Any committee formed by the Board shall only have the authority delegated by the Board. In addition, committee activity shall be conducted as follows:
 - Committees are advisory to the Board and are not authorized to make decisions for nor speak on behalf of the District.
 - The Board may adopt rules to govern committee actions.
 - Committee chairmen are required to notify the General Manager of all committee meetings and the General Manager shall be responsible posting notice.
 - Committees shall report to the Board on meetings held, member attendance and the progress of their efforts.
 - Committee notes/reports shall be submitted to the General Manager for document retention.
 - Committee recommendations to the Board shall be by majority vote of the appointed members.
- 4.3 Advisory Committees. Advisory Committees may be created by the Board Chair for special tasks as circumstances warrant. An Advisory Committee shall contain no more than two (2) Board members and limit its activities to the accomplishments of the task for which it is appointed and shall not have power to act, except as is specifically conferred by action of the Board. Upon completion of the task for which appointed, the Advisory Committee shall be terminated.
- 4.4 Standing Committees. Standing Committees of the Board, with the exception of the Program/Maintenance/Safety Committee, shall contain no more than two (2) Board members. The Standing Committees of the District are as follows:
 - Budget/Finance: To make recommendations to the Board regarding adoptions and revisions to the budget, fiscal policies and the use of fund balance. Members

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of the Budget/Finance Committee shall include the Board Chair, General Manager, Fiscal Officer and any other individuals appointed by the Board Chair.

- Personnel: To make recommendations to the Board and General Manager on organizational structure, job descriptions, pay scale, hiring, discipline and release of employees. Members of the Personnel Committee shall include the Board Vice-Chair and one other member of the Board, as appointed by the Board Chair.
- Program/Maintenance/Safety: To make recommendations to the General Manager pertaining to programs, services, facilities, and review program policies, rules, regulations, facility conditions and incident reports. The Board of Directors acts as the Program Safety Committee.

The Board Chair may change the members of a Standing Committee if appropriate. Each committee shall, by majority vote, elect a Chair at its first meeting and thereafter from time to time as required. The District Secretary/Clerk shall maintain a list of Committee assignments and Committee Chairs. Additional standing committees may be added by amendment of these Bylaws in accordance with the Brown Act.

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ARTICLE V GENERAL MANAGER

- 5.1 General Provisions. The Board shall select and hire a General Manager, who shall be the chief administrator of the District. The General Manager shall have the operational authority for the day-to-day administration and management of the District in all its programs, services, facilities, subject only to such policies adopted and/or issued by the Board. The General Manager shall act as the duly authorized representative of the Board in all matters the Board has not otherwise formally designated to another or to itself.
- 5.2 Authorities and Duties. The General Manager shall have complete administrative authority over the District and shall be responsible for the efficient operation of all programs, services and administrative functions. The General Manager's duties may include, but are not limited to, the following:
- (a) Implementation of Board policies;
 - (b) Plan, supervise and direct recreation activities and parks facilities to achieve District goals.
 - (c) Recruit, select, and employ District personnel; supervise the training, assignment and professional development of lead staff. Dismissing District staff in consultation with the Personnel Committee.
 - (d) Provide leadership to the Board in identifying District needs, establishing priorities and determining planning objectives.
 - (e) Represent the District in a positive manner while relating with other governmental and private organizations.
 - (f) Encourages clubs and community organizations to volunteer and support community recreation and parks programs.
 - (g) Lead the process of preparing the District budget. Direct, control, and account for the expenditure of District funds in accordance with budget appropriations.
 - (h) Develop and maintain systematic, complete, and accurate records of services, finances, personnel, Board meetings, and property.
 - (i) Supervise the acquisition, planning, design, and construction of all recreation and parks facilities; administers the operation and maintenance of all recreation and parks facilities and special assessment areas.
 - (j) Negotiate contracts and agreements on the District's behalf.
 - (k) Prepare and submit documents, reports, budget information and financial audits to other public or private organizations as needed to maintain compliance with local, state and federal regulations.
 - (l) Other duties as prescribed by the Board.

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ARTICLE VI MEETINGS AND ORDER OF BUSINESS

- 6.1 Meetings. A meeting includes “any congregation of a majority of the members of a legislative body at the same time and place to hear, discuss or deliberate upon any item that is within the subject matter jurisdiction of the legislative body”.
- (a) Compliance with Law. All Board meetings, whether regular or special, shall be conducted in accordance with the Ralph M. Brown Act; hereinafter referred to as the “Brown Act”..
 - (b) Regular Meetings. The regular meetings of the Board shall be held on the last Tuesday of each month, beginning at 4:30pm, and at a location as the Board may from time to time establish, so long as the meetings are within the District's boundaries. The agenda for any regular meeting of the Board shall be posted on the District website and in a clearly visible and accessible site where the District meeting is held, no less than seventy-two (72) hours prior to the regular meeting.
 - (c) Special Meetings. The Board Chair may call a Special Meeting at any time provided it meets all Brown Act requirements. In Vice-Chair or a majority of the Board may also call a Special meeting if the Board Chair refuses. The agenda for any special meeting shall be posted on the District website and in a clearly visible and accessible site where the meeting is held, at least twenty-four (24) hours in advance of the special meeting. It shall be the General Manager’s duty to deliver an agenda to each Director 24 hours before each Special Meeting. In addition, the District Secretary shall notify or cause to notify the Nevada County Clerk of the Board of the Special meeting.
 - (d) Agenda. The agenda shall be developed by the General Manager in consultation with the Board Chair. The Agenda shall contain a description of each item to be discussed. Items not appearing on the agenda shall not be discussed, except in compliance with the Brown Act.
 - (e) Order of Business. The order of business at Regular meetings shall be as follows unless changed by the Board Chair or by a majority vote Board of Directors.
 - 1. Call to Order and Roll Call
 - 2. Pledge of Allegiance
 - 3. Welcome Guests in Attendance
 - 4. Consent Items (routine business, no discussion, one motion)
 - 5. Financial Report
 - 6. General Manager’s Report
 - 7. Committee Reports (Budget/Fiscal, Personnel Program/Safety)
 - 8. Old Business (items that have appeared on previous agendas)
 - 9. New Business (new agenda items)

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10. Public Comment (items not on the agenda)
11. Closed Session (as needed)
12. Adjournment

6.2 Conduct of Business

- (a) Parliamentary Rules. All meetings of the Board shall be conducted in accordance with the Brown Act and Roberts Rules of Order - Revised, where it is not in conflict with other laws governing the conduct of meetings by public agencies.
- (b) Quorum. A majority of members of the Board shall constitute a quorum for the transaction of business.
- (c) Action. The Board of Directors shall act only by ordinance, resolution, or motion. Every act or decision done or made by a majority of the Board members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law, except as otherwise specifically provided in these Bylaws. All actions of the Board shall be entered into the minutes.
- (d) Minutes. The Board Secretary or designated Clerk, shall keep a record of minutes of all meetings, and following the District's Records Retention Policy.

ARTICLE VII SEVERABILITY

If any article, subsection, paragraph, sentence, clause or phrase of these Bylaws is for any reason held to be in conflict with the provisions of the Recreation and Park District Law or any other law, statute, rule or regulation, such conflict shall not affect the validity of the remaining portion of these Bylaws.

ARTICLE VIII INDEMNIFICATION

To the fullest extent permissible under California law, the District shall indemnify and provide a defense to its current and former members of the Board, officers and employees with respect to any civil action or proceeding brought against him or her on account of an act or omission in the scope of employment or other duties with the District, provided that the District need not provide a defense when it determines that the member, officer, or employee acted or failed to act because of actual fraud or corruption.

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ARTICLE IX
AMENDMENTS

The District Bylaws may be amended by Board Resolution with a majority vote of its members at any regular or special meeting of the Board.

Originally Adopted: June 27, 2023

Resolution #: 062723

Amended: July 30, 2024

Resolution #: 073024

APPROVED:

DATE:

Jessica Lee,
BRRPD, Board Chairperson

ATTEST:

DATE:

Adina Newberry
BRRPD, Office Manager and Acting Clerk

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EXHIBIT A – DISTRICT MAP