

**NOTICE AND AGENDA OF A MEETING
OF THE BOARD OF DIRECTORS
MENDOCINO COAST HEALTH CARE DISTRICT**

Thursday January 27, 2022

6:00 P.M. Open Session

Mendocino Coast Health Care District is inviting you to a scheduled Zoom meeting.

Topic: Special Board of Directors Meeting

Time: Pacific Time (US and Canada)

Join Zoom Meeting

Mendocino Coast Health Care District is inviting you to a scheduled Zoom meeting.

Topic: January 2022 MCHCD Schedule BOD

Time: Jan 27, 2022 06:00 PM Pacific Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/82306112839?pwd=ZVFhVjN2OS9ZUERKaEkrYzB5L3pvdz09>

Meeting ID: 823 0611 2839

Passcode: 553231

One tap mobile

+17207072699,,82306112839#,,,,*553231# US (Denver)

+12532158782,,82306112839#,,,,*553231# US (Tacoma)

Dial by your location

+1 720 707 2699 US (Denver)

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 646 558 8656 US (New York)

+1 301 715 8592 US (Washington DC)

+1 312 626 6799 US (Chicago)

Meeting ID: 823 0611 2839

Passcode: 553231

Find your local number: <https://us06web.zoom.us/j/82306112839>

PLEASE TAKE NOTICE a Board of Directors meeting has been called for Thursdays January 27, 2022 at 6:00 pm. **This meeting will be held via Zoom Conference only in order to reduce the risk of spreading coronavirus (COVID-19) and pursuant to the Governor's Executive Orders N-25-20 and N-29-20.**

1. 6:00 P.M. OPEN SESSION CALL TO ORDER AND ROLL CALL

1.1 Call to order and roll call

1.2 Approval of the agenda

Items to be removed from the agenda or changed should be done at this time.

2. PUBLIC COMMENTS ON NON-AGENDA ITEMS AND ISSUES

2.1 This portion of the meeting is reserved for persons desiring to address the Board of Directors on non-agenda issues. Please state your name for the record. A three-minute limit is set for each speaker on all items. The total time for public input on each item is limited to 20 minutes (Government Code 54952). The Brown Act does not permit the Board to act on any item that is not on the agenda.

3. INFORMATION/DISCUSSION/POSSIBLE ACTION ITEMS

3.1 AB 361 Resolution Continuing Remote Meetings: Amy McColley

TAB 1

3.2 Consideration of Adoption of Parliamentary Procedures: Norm de Vall /Amy McColley

TAB 2 (a & b)

3.3 Measure C Accounting Compliance: Amy McColley

TAB 3

3.4 District Health Care Benefit: Amy McColley

3.5 District Meeting Minutes: Sara Spring

3.6 Appointment of Treasurer: Amy McColley

TAB 4

3.7 Savings Bank of Mendocino County Resolution: Amy McColley

TAB 5

3.8 Tri Counties Resolution: Amy McColley

TAB 6

3.9 Bank of America Resolution: Amy McColley

TAB 7

3.10 Authorizing Investment of Monies in the Local Agency Investment
Fund Resolution: Amy McColley

TAB 8

4. FUTURE AGENDA ITEMS

5. BOARD COMMENTS

6. ADJOURNMENT

Dated: January 24, 2022

STATE OF CALIFORNIA
COUNTY OF MENDOCINO

I declare under penalty of perjury that I hold the position of Chair of the Mendocino Coast Health Care District Board of Directors; and that I posted the original signed notice outside the Neva Canon Room and next to the entrance to the District's Offices at 775 River Dr. on January 24, 2022.

Sara Spring, Secretary of the MCHCD BOD

All disabled persons requesting disability - related modifications or accommodations, including auxiliary aids or service may make such request in order to participate in a public meeting to Sara Spring, Secretary of the Board of Director at sspring@mcdh.org or 700 River Drive, Fort Bragg, CA 95437 no later than 1 working day prior to the meeting that such matter be included on that month's agenda.

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RESOLUTION NO. 2021 - _____

**RESOLUTION OF THE MENDOCINO COAST HEALTH CARE DISTRICT
MAKING THE LEGALLY REQUIRED FINDINGS TO CONTINUE TO
AUTHORIZE THE CONDUCT OF REMOTE “TELEPHONIC”
MEETINGS DURING THE STATE OF EMERGENCY**

WHEREAS, on March 4, 2020, pursuant to California Gov. Code Section 8625, the Governor declared a state of emergency; and

WHEREAS, on September 17, 2021, Governor Newsom signed AB 361, which bill went into immediate effect as urgency legislation; and

WHEREAS, AB 361 added subsection (e) to Gov. Code Section 54953 to authorize legislative bodies to conduct remote meetings provided the legislative body makes specified findings; and

WHEREAS, as of November 1, 2021, the COVID-19 pandemic has killed more than 72,140 Californians; and

WHEREAS, social distancing measures decrease the chance of spread of COVID-19; and

WHEREAS, this legislative body previously adopted a resolution to authorize this legislative body to conduct remote “telephonic” meetings; and

WHEREAS, Government Code 54953(e)(3) authorizes this legislative body to continue to conduct remote “telephonic” meetings provided that it has timely made the findings specified therein;

NOW, THEREFORE, IT IS RESOLVED by the Mendocino Coast Health Care District as follows:

1. This legislative body declares that it has reconsidered the circumstances of the state of emergency declared by the Governor and at least one of the following is true: (a) the state of emergency continues to directly impact the ability of the members of this legislative body to meet safely in person; and/or (2) state or local officials continue to impose or recommend measures to promote social distancing.

The above and foregoing Resolution was introduced by Board Member _____, seconded by Board member _____, and passed and adopted at a regular meeting of the Mendocino Coast Health Care District held on the 27th day of January, 2022, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

RECUSED:

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RULES OF PROCEDURE

**BOARD OF SUPERVISORS
COUNTY OF MENDOCINO
STATE OF CALIFORNIA**

**ADOPTED: January, 2022
(*Resolution No. 22-_____*)**

FORWARD

TO THE CITIZENS OF MENDOCINO COUNTY:

This booklet containing the Rules of Procedure of the Board of Supervisors of the County of Mendocino has been prepared upon direction of the Board of Supervisors. It attempts to outline the working procedures of the Board meetings and legislative activities.

We hope that it will be of value to all citizens to better participate in the important work of local government, and assist citizens in better understanding the procedural aspects of County legislative enactments.

BOARD OF SUPERVISORS

Glenn McGourty
1st District

Maureen Mulheren
2nd District

John Haschak
3rd District

Dan Gjerde
4th District

Ted Williams
5th District

Carmel J. Angelo
Chief Executive Officer
Clerk of the Board

Christian M. Curtis
County Counsel

TABLE OF CONTENTS

I. ORGANIZATION AND MEETINGS	3
Rule 1. Applicability of Rules	3
Rule 2. Organizational Meeting	3
Rule 3. Election of Officers.....	3
Rule 4. Chair and Vice-Chair.....	3
Rule 5. Regular Meetings.....	3
Rule 6. Special Meetings, Final Budget Hearings, Workshops, and Planning Meetings	4
Rule 7. Clerk of the Board	4
Rule 8. County Counsel.....	4
Rule 9. Chief Executive Officer	4
Rule 10. Quorum and Action.....	4
Rule 11. Order of Business	4
Rule 12. Roll Call.....	5
Rule 13. Minutes of Previous Meetings.....	5
Rule 14. Agenda Procedure	5
Rule 15. Matters Not on the Agenda	5
Rule 16. Public Expression	5
II. PROCEDURE AND VOTING	6
Rule 17. Order and Decorum	6
Rule 18. Privilege of the Floor	6
Rule 19. Rules of Debate	6
Rule 20. Motions – General.....	7
Rule 21. Ordinances.....	7
Rule 22. Questions Continued by Rule	8
Rule 23. Planning Matters – Request for Continuance	8
Rule 24. Rules of Voting.....	8
Rule 25. 4/5 th s Vote.....	9
Rule 26. Motion to Rescind	9
Rule 27. Motion to Reconsider	9
Rule 28. Substitute Motion	9
III. COMMITTEES.....	9
Rule 29. Committees in General	9
Rule 30. Standing Committees	10
Rule 31. Ad Hoc Committees.....	10
Rule 32. Board Assignments/Reporting Requirements.....	10
Rule 33. Suspension or Amendment of Rules	10
Rule 34. Parliamentary Questions.....	10
IV. OTHER	11
Appendix A. Order of Agenda	11
Appendix B. 4/5 th s Vote Requirement.....	11

REVISED RULES OF ORDER AND PROCEDURE
OF THE BOARD OF SUPERVISORS
MENDOCINO COUNTY, CALIFORNIA

I. ORGANIZATION AND MEETINGS

Rule 1. Applicability of Rules

These rules shall apply to the Board of Supervisors of the County of Mendocino, whether sitting as the Board of Supervisors of the County or as the governing board of any other governmental agency.

Rule 2. Organizational Meeting

The organizational meeting of the Board of Supervisors shall be held on the first Tuesday succeeding the first Monday after the first day of January of each year, at which time there shall be an election of officers of the Board. No meeting shall be held the day of, or the day after, a state holiday.

Rule 3. Election of Officers

The Clerk of the Board shall call the meeting to order and the first order of business shall be the election of a Chair and Vice-Chair for the ensuing calendar year. The Board observes a tradition of numerical rotation by District for the election of Chair and Vice-Chair, but a member shall not be elected to serve as Chair unless he or she has been a member of the Board for the preceding calendar year. The Chair may be referred to as ~~Mr. Chair or Madam Chair~~ or Chairperson, as the case may be. The Vice-Chair may be referred to as ~~Mr. Vice-Chair or Vice-Chairperson or Madam Vice-Chair, as the case may be.~~

Rule 4. Chair and Vice-Chair

The Chair shall serve as presiding officer of the Board, rule on questions of procedure, appoint annual standing committees and all special assignments, attend agenda review meetings, execute official Board records and documents presented by the Clerk of the Board, and shall also represent the Board at ceremonial and official functions. The Chair may be considered first among equals, but has no power to set policy or direct staff except as may be approved by the Board. Rulings on questions of procedure and appointments by the Chair shall be subject to appeal to the Board.

The Vice-Chair shall have and exercise all powers and duties of the Chair at the meetings over which ~~he or she is~~ they are called to preside and at ceremonial and official functions, which the Chair cannot attend. In the absence of the Chair, the Vice-Chair shall call the meeting to order and serve as presiding officer. In the absence of the Chair and Vice-Chair, the senior member present shall preside until either the Chair or Vice-Chair appears.

Rule 5. Regular Meetings

Regular monthly meetings will be conducted pursuant to the master calendar adopted at the beginning of each calendar year, with the exception that a scheduled meeting may be canceled if deemed appropriate by a majority vote the Board.

Regular meetings and continuances thereof shall commence at 9:00 a.m. and shall be held at the Supervisors Chambers at 501 Low Gap Road, Ukiah, California, unless the time, date and location is changed by a majority vote of the Board. For both Regular and Special Meetings, ~~n~~Notice of any continuance must be posted within 24 hours of adjournment, at or near the place where the meeting was held. At each regular meeting, or any continuance thereof, the Board may transact any and all business which it is authorized or permitted by law to transact.

Business shall normally be conducted between 9:00 a.m. and 5:30 p.m., but may continue past that time without objection from the members present. At any time from 5:30 p.m. onward, the “5:30 rule” may be invoked, at which time all business shall be adjourned except: (1) motions on the floor shall be voted upon; (2) closed session items may be considered by consent of a majority of the Board; (3) time sensitive items may be considered by unanimous consent of the members present. All items agendized for that meeting and not concluded shall be continued to the next regular meeting of the Board.

All open sessions of the Board shall be recorded by audio or visual means or both and may also be recorded and broadcast by any member of the public or media so long as it does not disrupt the proceedings.

Rule 6. Special Meetings, Final Budget Hearings, Workshops, and Planning Meetings

Special Meetings, Final Budget Hearings, Workshops, and Planning Meetings may be called by the Chair or by a majority of the Board at times and locations other than the above in accordance with the law and specified notice provisions set forth in Government Code §54956. In all cases the Board may transact any and all business which it is authorized or permitted by law to transact.

Rule 7. Clerk of the Board

The Clerk of the Board or Deputy Clerk of the Board shall be present during all meetings for the purpose of taking and maintaining the minutes of the meeting; presenting and receiving correspondence, records, documents, claims, reports, or petitions; preserving all records; marking or attesting all resolutions and ordinances; imparting information on Board documents of public record; and otherwise fulfilling all duties imposed by law or required by the Board or by the presiding officer.

Rule 8. County Counsel

County Counsel or Deputy County Counsel shall be present during all meetings for the purpose of advising the Board on legal questions unless excused by the presiding officer.

Rule 9. Chief Executive Officer

The Chief Executive Officer ~~or~~, Assistant Chief Executive Officer, or a Deputy Chief Executive Officer shall be present during all meetings for the purpose of advising the Board unless excused by the presiding officer.

Rule 10. Quorum and Action

A majority of the members of the Board shall constitute a quorum for the transaction of business and no act of the Board shall be valid or binding unless a majority of all members are present and concur therein (unless a 4/5th vote is required). (See Appendix B for 4/5th vote requirements)

A Board directive may be given by informal action of a majority of the Board and shall be recorded in the minutes, including the names of any Board members who state their opposition to the action.

[Insert clearly stated definition of what a directive is and how it is validated]

Rule 11. Order of Business

The Board shall conduct business in the order specified in the posted agenda or as modified at the discretion of the Chair. Without amending these rules, the Board may modify or amend the Order of Business, which shall be attached to these rules as Appendix A.

Rule 12. Roll Call

The Clerk shall call the roll at the commencement of each meeting and shall record each member as being present or absent. The Clerk shall further record, during the course of each meeting, the arrival of any member listed as absent and the departure of any member listed as present.

Planned absences shall be communicated to the ~~Chief Executive Officer~~/Clerk of the Board at least one week in advance. Unanticipated absences shall be reported as soon as possible. If a member is absent, he or she may have entered into the record the reason why.

Rule 13. Minutes of Previous Meetings

The minutes of previous meetings shall be submitted to the Board for additions, corrections, and approval by majority vote of the Board.

Rule 14. Agenda Procedure

With the exception of items sponsored by Board members, all items to be placed on the agenda shall be presented to the Executive Office not later than 12:00 noon on the Monday two weeks preceding the regular meeting for which the agenda is prepared and shall include a complete agenda summary, all supporting documentation, and a fiscal analysis if necessary. The Chief Executive Officer/Clerk of the Board may authorize limited exceptions to the above procedure on a case by case basis to accommodate time sensitive items.

All Closed Session agenda items shall be submitted to County Counsel either prior to or simultaneously with submission to the ~~Chief Executive Officer~~/Clerk of the Board. County Counsel shall submit to the ~~Chief Executive Officer~~/Clerk of the Board a written agenda summary language for all Closed Session matters no later than eight-seven days prior to the intended meeting date.

Late agenda items may be included as "Modifications to Agenda" provided Brown Act noticing requirements are met.

Prior to agenda publication the Chair and ~~Chief Executive Officer~~/Clerk of the Board (or their designees) shall hold an agenda summary meeting to review the order and timing of agenda items.

The Chair, in collaboration with the Clerk of the Board, shall determine the appropriate scheduling of agenda items. Any Supervisor may seek to change a scheduling decision by appealing to the full Board of Supervisors.

Rule 15. Matters Not on the Agenda

No action shall be taken on any item not appearing on the posted agenda except: (1) upon a majority vote of the Board that an emergency situation exists as defined in Government Code §54956.5; (2) upon a determination by a 4/5^{ths} vote of the Board, or if less than 4/5^{ths} of the members are present, a unanimous vote of those members present, that the need to take immediate action arose subsequent to the agenda being posted; (3) when the item was posted for a prior meeting of the Board occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken. *(Also see Appendix B)*

Requests for Off-Agenda items shall be communicated to the Executive Office/Clerk of the Board and County Counsel.

Rule 16. Public Expression

Public expression on any item not appearing on the Board of Supervisors agenda, but which is within, or reasonably related to, the subject matter jurisdiction of the Board is permitted. The Board limits testimony on matters not on the agenda to 2-3 minutes per person and not more than 10 minutes for a particular subject at the discretion of the Chair. The Chair may also direct

comments left via voicemail be forwarded to the full Board in lieu of being played back during the meeting.

II. PROCEDURE AND VOTING

Rule 17. Order and Decorum

The Chair shall preserve order and decorum and shall decide all questions of order and procedure subject to an appeal to the Board.

The nature of any appeal shall be briefly stated and the Chair shall have the right to state the reason for his or her decision. The Board shall decide the case without debate, and the question shall be stated as follows: "Shall the ruling of the Chair be sustained?"

A point of order may only be raised by a member of the Board.

No member wishing to speak or debate shall proceed until he or she shall have addressed the Chair and been recognized thereby. When two or more members speak at the same time, the Chair shall determine who is entitled to the floor.

While a member is speaking, no member shall engage in or entertain a private discussion. Members shall refrain from using cellular phones or email while the Board of Supervisors are in Open Session.

All members shall use a formal style, including appropriate titles, in addressing the public, staff and each other. All members shall refrain from the use of profanity, emotional outbursts, personal attacks or any speech or conduct which tends to bring the organization into disrepute.

Any member desiring to leave the meeting room shall first obtain permission from the Chair. When a motion to adjourn is carried, the members shall remain seated until the Chair declares the meeting adjourned.

The Chair may determine when orderly conduct of a meeting is not feasible owing to disruptive behavior by persons in attendance. The Chair may order the removal of the person(s) disrupting the meeting. If order cannot be restored by removal of such person(s), the Chair may order the meeting room cleared and continue in session. Members of the news media, except those participating in the disturbance, shall be allowed to remain. The Chair may re-admit any person(s) provided their re-admission will not disrupt the continued orderly conduct of business.

Rule 18. Privilege of the Floor

Members of the public have the right to address the Board on any item within the subject matter jurisdiction of the Board pursuant to Government Code Section 54954.3.

At the invitation of the Chair, members of the public who wish to speak shall come to the podium and identify themselves by name. The Clerk shall enter into the minutes the names of all members of the public to whom the privilege of the floor has been granted.

Members of the public shall direct their comments and questions to the Chair who may, at his or her discretion, request a response from staff. The Chair may, in the interest of facilitating the business of the Board, limit the amount of time a citizen may use in addressing the Board.

Rule 19. Rules of Debate

When any member is about to speak in debate, ~~he or she~~they shall respectfully address ~~him/herself~~themselves to ~~"Mr. Chair" or "Madam Chair", as appropriate~~the Chair directly.

The member upon whose motion a subject is brought before the Board, or who reports a measure from Committee, is first entitled to the floor, even though another member has first addressed the Chair; and ~~he or she is~~they are also entitled to close the debate but not until every member choosing to speak has spoken. No member shall speak more than twice to the same question (unless entitled to close the debate) nor longer than five (5) minutes at one time, without leave of the Board, and the question upon granting the leave shall be decided by a majority vote of all the members of the Board without debate.

Rule 20. Motions – General

Any motion for action shall require a second before being acknowledged by the Chair. The Clerk shall enter into the minutes the motion and the names of the moving and seconding members. The Chair shall invite public comment for agenda items prior to a motion being presented, except as otherwise required by law. After a motion is stated by the Chair or read by the Clerk, it shall be open for debate, but may be withdrawn by the maker at any time before a decision is made or an amendment adopted. A motion may be amended with the consent of the moving and seconding members at any time before a decision is made or an amendment adopted unless another motion is pending. The Clerk shall enter into the minutes the vote of each member on each motion.

When a question is under debate, no motion shall be received except as stated with preference in the following order:

1. Adjournment of the Board
2. To lay on the table
3. The previous question
4. To postpone to a certain date
5. To refer to committee
6. To amend
7. To postpone indefinitely

The following motions are not amendable or debatable:

- To adjourn for the day
- To call the question (call the roll)
- The previous question
- To lay on the table

The motion to postpone indefinitely cannot be amended.

An amendment to an amendment cannot be amended.

Motions to adjourn or to take a recess shall always be in order, but may not be made while the Chair is acknowledging the question, or while a member has the floor, ~~or after the previous question has been ordered.~~

The Board observes a custom of granting the district supervisor the privilege of making the initial motion on planning applications and appeals that originate in his or her district. Should the initial motion fail, the floor is open for alternate motions.

Rule 21. Ordinances

Ordinances (other than zoning ordinances) are introduced at one meeting (first reading), then placed on the agenda for adoption at a subsequent meeting.

- The first reading will become the primary hearing at which: (1) the title of the ordinance will be read; (2) the Board will typically consider a motion to waive the reading of the text of the ordinance and to introduce the ordinance by title only; (3) members of the public shall have an opportunity to address the ordinance; (4) the ordinance shall be introduced by a motion and majority vote of the Board.
- At the second reading: (1) the ordinance may be placed on the Consent Calendar for adoption; (2) if pulled from the Consent Calendar for separate action, the title of the ordinance may be read; (3) a motion to adopt the ordinance may be made; (4) a majority vote by roll call or electronic voting will adopt the ordinance.
- Pursuant to Government Code §25123, ordinances shall generally become effective 30 days from the date of final passage.
- Zoning ordinances are publicly noticed and may be adopted by majority roll call or electronic vote at one hearing.

Urgency ordinances will take effect immediately upon adoption pursuant to Government Code §25123 and Elec. Code §9235. *(Must be supported by findings)*

Rule 22. Questions Continued by Rule

Any motion which by its terms calls for an appropriation or expenditure of money shall, upon request and without further action, be continued to the next regularly scheduled Board meeting.

Rule 23. Planning Matters – Request for Continuance

Any Board member may, at his or her sole discretion, continue a planning matter within his or her District from one agenda to the next regular meeting of the Board. More than one such continuance for a particular item shall require approval by a majority vote of the Board.

Rule 24. Rules of Voting

No act of the Board shall be valid or binding unless a majority of all the members concur therein, unless a 4/5^{ths} vote is required. *(See Appendix B for 4/5^{ths} vote requirements)*

The Chair shall use ~~his or her~~**their** discretion in deciding whether to call for an electronic or voice vote. When utilizing the electronic voting system all members shall cast their votes simultaneously.

As a matter of public policy, all members of the Board shall take a position and a vote on all issues brought before them. Any member who abstains shall state the reason why, either before or immediately following any abstention.

A member who has a disqualifying financial conflict of interest or is disqualified from voting for another legally compelling reason shall:

- Publicly identify the financial interest or other reason for being legally unable to vote in a manner sufficient to be understood by the public;
- Recuse him/herself from discussing and voting on the matter;
- Leave the room until after the discussion, vote, and other disposition of the matter is concluded, unless the matter has been placed on the Consent Calendar. However, the member, prior to leaving the room, may address the matter during the time that the general public is allowed to address the matter.

A supervisor who is absent from all or a part of: (1) a public hearing; (2) an item that requires findings; or (3) an item that is quasi judicial in nature, may subsequently vote on the matter heard if the supervisor states that he or she has reviewed all evidence received during his or her absence, and has also listened to the Clerk's recording or read a true and complete transcript of the proceedings.

Rule 25. 4/5th Vote

Particular items which may come before the Board and which require a 4/5th vote are listed in Appendix B, which may be updated without amending these rules. *(Also see: Rule 10 – Quorum and Action; Rule 27 – Motion to Reconsider (only in certain circumstances); and Rule 33 – Suspension or Amendment of Rules)*

Rule 26. Motion to Rescind

A motion to rescind any action or motion shall require four-fifths vote unless notice has been given at the previous meeting, either verbally or in writing. If notice has been given, the motion requires only a majority vote of all the members of the Board. A motion to rescind is not in order if action has already been taken which cannot be undone.

Rule 27. Motion to Reconsider

Any member of the Board who votes in the majority on a question, as well as any member who was absent, is eligible to make a motion to reconsider. A motion to reconsider shall be in order during the meeting at which the action to be reconsidered took place, provided members of the public in attendance during the original action are still present in the Board chamber. In all other cases, motions for reconsideration must be placed on a future agenda for action. Unless a member was absent, a motion to reconsider must be placed on the agenda for the next regular Board meeting. A member who was absent must place a motion to reconsider on the agenda for the next regular Board meeting after the regular Board meeting at which that member is in attendance. A motion to reconsider shall require a majority vote. A motion to reconsider, if lost, shall not be renewed nor shall any subject be a second time reconsidered within twelve (12) months, except by a 4/5th vote of the Board.

Rule 28. Substitute Motion

A substitute motion is an amendment where an entire resolution or section, or one or more paragraphs, is struck out and another is inserted in its place. The motion to substitute, if adopted by majority vote, does away entirely with the original motion. The vote shall then be taken on the motion that was substituted. A substitute motion is appropriate if amendments become involved or a paragraph requires considerable changes. A substitute motion may not be made when an amendment is pending.

III. COMMITTEES

Rule 29. Committees in General

The Chair of each committee shall call meetings as needed, provided they are held in conformance with the law and do not conflict with the Board master calendar.

Any committee vacancy shall be filled by the Chair of the Board without delay. The Chair of the Board may serve as a member of any committee whenever a committee member is absent or unable to serve, except in those circumstances that would cause a violation of the Brown Act.

Each committee shall have the authority to investigate as it deems best the matters referred to it by the Board of Supervisors, but shall not authorize any funding.

No committee shall investigate any matter unless referred to it by the full Board by way of a motion or a clearly stated directive.

Upon a majority vote of all members of the Board, any matter referred to any committee may be withdrawn from the consideration of such committee and referred to another committee, unless said referral would cause a violation of the Brown Act.

All committees shall report to the Board following each committee meeting. Committee reports shall be given by the Chair thereof either orally or in writing, but no report shall be made in the absence of either member of such committee unless the majority of the Board so orders and

directs.

The Executive Office and County Counsel shall serve as support staff to all committees. Other department heads and/or staff shall be present as requested by the Committee Chairs.

Rule 30. Standing Committees

The Chair shall appoint two (2) members to each standing committee, naming one as Chair, within ten (10) days from the date of the organizational meeting in January. Standing committees are subject to the Brown Act and their regular meeting times and location will be set by separate resolution. The standing committees of the Mendocino County Board of Supervisors shall be:

1. Public Health, Safety, and Resources
2. General Government

All standing committees shall be appointed for the calendar year, and the members shall continue in office until their successors have been appointed.

The General Government Committee will have a “standing” agenda item to receive and consider legislative matters pursuant to the County Legislative Program.

Rule 31. Ad Hoc Committees

Ad hoc committees may be formed by Chair directive or Board action taken in open session and shall include prescribed duties and membership of the committee. Status reports from ad hoc committees shall be made to the Board at each regular meeting, and may be submitted to the Clerk of the Board in writing. Ad hoc committees are encouraged to conclude their business at the end of each calendar year but may be extended at the recommendation of the committee and approval of the Board. The ~~Chief Executive Officer~~/Clerk of the Board will maintain a current index of ad hoc committees and their purpose.

Rule 32. Board Assignments/Reporting Requirements

All members who are assigned to special projects, committees, CSAC committees, and separate boards or commissions shall provide regular reports to the full Board regarding their activity in connection with the special assignment, and may be submitted to the Clerk of the Board in writing

AB 1234 Reporting Requirements

Pursuant to Government Code §53234, et. seq., regular reports shall be provided pursuant to the provisions of AB 1234.

Rule 33. Suspension or Amendment of Rules

Any rule may be suspended or amended upon the consent of 4/5^{ths} of all the members of the Board of Supervisors. Suspension of any rule shall apply only to those matters before the Board at that time.

A proposal to amend the rules shall be filed in writing with the ~~Chief Executive Officer~~/Clerk of the Board, and shall be made a special item of business at the next regular meeting of the Board.

Rule 34. Parliamentary Questions

On all points of order or procedure not governed by these rules, the general rules of parliamentary practice as outlined in Robert's Rules of Order (latest revised edition) shall govern.

IV. Other

Appendix A. Order of Agenda

The order of business at each regular meeting, except for such times as may be set apart for consideration of special items, shall be as follows:

1. Open Session
 - (a) Roll Call
 - (b) Pledge of Allegiance
- ~~2. Proclamations~~
- ~~3.2. Public Expression~~
- ~~4.3. Consent Calendar~~
- ~~5.4. County Executive Office and Departmental Matters (Includes standing agenda items for CEO Report and Legislative Matters)~~
- ~~6.5. Board of Supervisors and Board of Directors Matters~~ ~~Miscellaneous (Includes standing agenda item for Supervisors' Reports. Reports shall be in writing, whenever possible)~~
- ~~7. Board of Directors Matters~~
- ~~8.6. Modifications to Agenda~~
- ~~9.7. Closed Session~~
- ~~10. Communications Received and Filed~~

Appendix B. 4/5th Vote Requirement

The following actions require a 4/5th vote of the Board.

- A. Appropriation (Budget) Transfers
 1. Changes to proposed budget after budget hearing but prior to final budget (Gov. Code §29088).
 2. Transfers from the Contingency Fund (Gov. Code §29125).
 3. Transfers of unanticipated revenue (Gov. Code §29130).
 4. Appropriations for an emergency (Gov. Code §29127).
 5. Exceeding budget in emergencies (Gov. Code §5379.2).
 6. Transfer from designated reserves excluding General Reserve (Gov. Code §29130).
- B. Off-Agenda Item
 1. To consider an item not on the Agenda, the Board must make findings that the need to take action arose after the Agenda was posted. The vote on the matter requires at least four votes of the Board if 2/3rds of the members of the Board are present. If less than 2/3rds of the Board is present, it requires a unanimous vote of those members present.
- C. Planning Matters
 1. Adoption of interim zoning ordinance as urgency measure (Gov. Code §65858).
 2. Adopt or amend a general plan element, zoning ordinance, building regulation, or airport master plan that has been found by the Airport Land Use Commission to be inconsistent with the adopted Airport Land Use Plan (Pub. Util. Code §21676).
- D. General Matters
 1. Contracts, changes, or alterations which increase costs over the maximum allowed without advertising but are less than 10% of the original contracts (Pub. Contract Code §20137).
 2. Plans and specifications, for public buildings or structures, when changes increase costs (Pub. Contract Code §20135).
 3. Bridge construction contracts, modifications of contracts or plans (Pub. Contract Code §20405).
 4. Cooperation with cities in road work (Sts. and Hwy. Code §1680).

5. City Streets – designation as a county highway (Sts. and Hwy. Code §1700).
6. County roads, improvement through use of the General Fund monies (Sts. and Hwy. Code §1070).
7. Private roads, improvement and repair with County funds (Sts. and Hwy. Code §969.5).
8. Leasing of Road equipment (Sts. and Hwy. Code §942).
9. Establishment of Rights of Way Revolving Fund (Sts. and Hwy. Code §1627).
10. Adoption of resolution of intention to sell or lease County property (Gov. Code §25526).
11. Leasing of certain County property for certain specified usage (Gov. Code §25536); Amendment of lease of contract (Gov. Code §25536.5).
12. Parks, resolution of intention to abandon all or part – 5 votes (Gov. Code §25583).
13. Condemnation proceedings, resolution of necessity (Code Civ. Proc. §1245.240).
14. County property, conveyance or exchange of to another governmental agency (Gov. Code §25365).
15. County property, conveyance to cities for park purposes without reimbursement – unanimous vote of members present (Gov. Code Sects. 25550 and 25550.5); County aid to cities for park purposes – 4/5^{ths} vote (Gov. Code §25553); Dedication of unused parklands – 4/5^{ths} vote of all its members (Gov. Code §25560.4).
16. Property acquisition for airport purposes by purchase, condemnation or lease; Resolution for County aid (Gov. Code §26021).
17. Airports, contribution of funds to U.S. Government (Gov. Code §26026).
18. Special Assessment District, exceptions to proceedings relating to sanitary projects (Sts. and Hwy. Code §2808).
19. 1911 Act, Majority Protest, over-ruling of protest (Sts. and Hwy. Code §5222).
20. County sanitation, maintenance and flood control district loans, establishment of revolving fund (Gov. Code §23014).
21. County Service Area Loans, establishment of revolving fund for making loans (Gov. Code §25210.9(c)).
22. County Service Area, extension of period for repayment of loans (Gov. Code §25210.9(b)).
23. Investment of Retirement Funds in real property sold or leased to County, requires unanimous vote of Board of Retirement and 4/5^{ths} vote of Board of Supervisors.
24. Records, destruction of original records which have not been microfilmed (Gov. Code §26202).
25. Delinquent Accounts – Assignment to a collection agency (Gov. Code §26220).
26. Urgency / Emergency Ordinance for preservation of public peace, health or safety – to become effective immediately (normally requires 30 days for ordinance to become effective) (Gov. Code §25123 and Elec. Code §9235).
27. Destruction of records exposed to asbestos (Gov. Code §26202.5).
28. Replacement of annual Special Audit with a biennial audit for Special Districts: Requires unanimous request of governing board, and unanimous approval of the Board of Supervisors (Gov. Code §26909(e)).
29. Employ counsel to assist District Attorney, County Counsel or other counsel for the County (Gov. Code §25203).
30. Cash sale or lease of any property, not required for public use, at a noticed public auction, 4/5^{ths} vote; sale or lease at an unadvertised, private sale can be authorized by simple majority, but only after the Board unanimously finds that the value of property does not exceed \$500, monthly rental value is less than \$75, or it is a product of a County farm (Gov. Code §25363).
31. Resolution negating public bidding (Pub Contract Code §20150.10)
32. Authorizing condemnation (Code Civ. Proc. §1241 Repealed 1975).
33. Delegation by majority vote to appropriate County Executive Officer of the power to declare a public emergency for purpose of permitting certain construction work subject to Board confirmation at its next meeting by 4/5^{ths} vote, for counties

electing to become subject to the Uniform Construction Cost Accounting Procedures (Pub. Contract Code §22035); hiring County employees to perform a project by “force account”, if the Board rejects bids for a public contract (Pub. Contract Code §22038).

[NOTE: This is a partial listing.]

Adopted: , 2022

B



Rosenberg's Rules of Order

REVISED 2011

Simple Rules of Parliamentary Procedure for the 21st Century

By Judge Dave Rosenberg



MISSION AND CORE BELIEFS

To expand and protect local control for cities through education and advocacy to enhance the quality of life for all Californians.

VISION

To be recognized and respected as the leading advocate for the common interests of California's cities.

About the League of California Cities

Established in 1898, the League of California Cities is a member organization that represents California's incorporated cities. The League strives to protect the local authority and autonomy of city government and help California's cities effectively serve their residents. In addition to advocating on cities' behalf at the state capitol, the League provides its members with professional development programs and information resources, conducts education conferences and research, and publishes Western City magazine.

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ABOUT THE AUTHOR

Dave Rosenberg is a Superior Court Judge in Yolo County. He has served as presiding judge of his court, and as presiding judge of the Superior Court Appellate Division. He also has served as chair of the Trial Court Presiding Judges Advisory Committee (the committee composed of all 58 California presiding judges) and as an advisory member of the California Judicial Council. Prior to his appointment to the bench, Rosenberg was member of the Yolo County Board of Supervisors, where he served two terms as chair. Rosenberg also served on the Davis City Council, including two terms as mayor. He has served on the senior staff of two governors, and worked for 19 years in private law practice. Rosenberg has served as a member and chair of numerous state, regional and local boards. Rosenberg chaired the California State Lottery Commission, the California Victim Compensation and Government Claims Board, the Yolo-Solano Air Quality Management District, the Yolo County Economic Development Commission, and the Yolo County Criminal Justice Cabinet. For many years, he has taught classes on parliamentary procedure and has served as parliamentarian for large and small bodies.



TABLE OF CONTENTS

About the Author	ii
Introduction	2
Establishing a Quorum.....	2
The Role of the Chair.....	2
The Basic Format for an Agenda Item Discussion	2
Motions in General.....	3
The Three Basic Motions.....	3
Multiple Motions Before the Body.....	4
To Debate or Not to Debate.....	4
Majority and Super-Majority Votes	5
Counting Votes.....	5
The Motion to Reconsider.....	6
Courtesy and Decorum	7
Special Notes About Public Input	7

INTRODUCTION

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. Interestingly enough, *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, 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.



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FULL TEXT OF MEASURE C

MENDOCINO COAST HEALTH CARE DISTRICT
HEALTHCARE FUNDING MEASURE C

INTRODUCTION AND PURPOSE

To provide funding for maintaining emergency room services, attracting and retaining high quality doctors and nurses, maintaining ambulance and related 911 services and providing essential healthcare to residents of Mendocino County, with no proceeds used for administrators' salaries, benefits and pensions, the Mendocino Coast Health Care District ("District") proposes a healthcare parcel tax for a period of twelve years starting on July 1, 2018 at a rate of \$144 per parcel per year, and to implement accountability measures, including independent taxpayer oversight, to ensure the funds are used to help:

- Maintain local emergency room services;
- Attract and retain high quality doctors and nurses;
- Maintain local ambulance and related 911 services;
- Make critical repairs and upgrades to medical equipment and facilities;
- Maintain local surgical services; and
- Maintain local obstetric services.

The proceeds of the healthcare parcel tax shall be deposited into a separate account created by the District.

DEFINITION OF "PARCEL"

For purposes for the healthcare parcel tax, the term "Parcel" means any parcel of land which lies wholly or partially within the boundaries of the Mendocino Coast Health Care District, that receives a separate tax bill for *ad valorem* property taxes from the Mendocino County Assessor/Tax Collector, as applicable. All property that is otherwise exempt from or upon which are levied no *ad valorem* property taxes in any year shall also be exempt from the healthcare parcel tax in such year.

For purposes of this healthcare parcel tax, any such "Parcels" which are (i) contiguous, and (ii) used solely for owner-occupied, single-family residential purposes, and (iii) held under identical ownership may, by submitting to the District an application of the owners thereof by June 15 of any year, be treated as a single "parcel" for purposes of the levy of the healthcare parcel tax.

REDUCTION IN TAX IF RESULT IS LESS OTHER GOVERNEMENT SUPPORT

The collection of the healthcare parcel tax is not intended to decrease or offset any increase in local, state or federal government revenue sources that would otherwise be available to the District during the period of the healthcare parcel tax. In the event that the levy and collection does have such an effect, the District may cease the levy or shall reduce the healthcare parcel tax to the extent that such action would restore the amount of the decrease or offset in other revenues.

ACCOUNTABILITY MEASURES

The following accountability measures, among others, shall apply to the healthcare parcel tax: (a) the specific purposes of the healthcare parcel tax shall be those purposes identified above; (b) the proceeds of the healthcare parcel tax shall be applied only to those specific purposes identified above; (c) a separate, special account shall be created into which the proceeds of the healthcare parcel tax must be deposited; and (d) an annual written report shall be made to the Board of Directors of the District showing (i) the amount of funds collected and expended from the proceeds of the healthcare parcel tax and (ii) the status of any projects or programs required or authorized to be funded from the proceeds of the healthcare parcel tax, as identified above. In addition to the accountability measures required by law, if any, the District will establish an independent

FULL TEXT OF MEASURE C – continued

taxpayer oversight committee to provide oversight as to the expenditure of healthcare parcel tax revenues.

s/Steve Lund
President, Board of Directors
Mendocino Coast Health Care District

ATTEST:
s/ Peter Glusker, MD, Ph.D
Secretary, Board of Directors
Mendocino Coast Health Care District

IMPARTIAL ANALYSIS
MEASURE C

A Measure by the Mendocino Coast Healthcare District to Levy a Healthcare Parcel Tax for Emergency Room and Other Health Care Services

This Measure was placed on the ballot by the Mendocino Coast Health Care District's ("District") Board of Directors to seek voter approval to create a special tax of \$144.00 per parcel for each parcel of taxable real property within the District each year for a period of twelve (12) years, beginning July 1, 2018. The District estimates that the annual parcel tax revenues will be \$1.7 million dollars.

"Parcel" means any parcel of land which lies wholly or partially within the boundaries of the District.

The purpose of the parcel tax is to provide funding to help maintain local emergency room services, attract and retain high quality doctors and nurses, maintain local ambulance and related 911 services, make critical repairs and upgrades to medical equipment and facilities, maintain local surgical services, and maintain local obstetric services. The revenue raised by the special tax may only be used for those purposes described in the full text of the measure ("Full Text") and cannot be used for administrators' salaries, benefits or pensions. These special tax revenues will be deposited in a separate account to be used only for the purposes described above.

The District is required by law to issue an annual report on the amount of funds collected, expenditure of the funds, and the status of any project or program to be funded as described in the Full Text. The District will establish an independent taxpayer oversight committee to oversee the expenditure of healthcare parcel tax revenues.

This measure was placed on the ballot by the District.

This measure must be adopted by two-thirds (2/3) of the voters.

A "YES" vote would authorize the levy of the parcel tax.

A "NO" vote would not authorize the levy of the parcel tax.

DATED: March 19, 2018

s/Katharine L. Elliott
County Counsel

ARGUMENT IN FAVOR OF

MEASURE C

Our community counts on a fully staffed, quality hospital that is minutes, not hours, away. Medical treatment far from home costs money, time, and convenience. Our rural, Critical Access hospital delivers an exceptionally wide-range of services. These include life-saving and life-giving Emergency, Ambulance, and Obstetric care. Like police, fire fighters, and educators, health care providers are part of the social and economic bedrock of our diverse North Coast.

Vote YES on Measure C – Allow our local hospital to continue providing the wide-ranging quality care the community wants and deserves.

We all know medical industry costs have skyrocketed. 80% of our hospital's patients are covered by Medicare and Medi-Cal. On average, the Hospital receives less than the cost of services from these programs. Despite belt-tightening, the District's financial hardships are an ongoing reality.

Vote YES on Measure C – No bailouts exist. Cuts to government health care payments remain unpredictable. A parcel tax is the District's only legal option to secure a stable source of local funding for the Hospital. Passing Measure C – stabilizes finances as the Hospital works to further improve operations, manage costs, and maintain the critical, community healthcare services.

Measure C asks District property owners to pay \$144 a year per parcel for 12 years. That's \$12 a month.

Measure C mandates important taxpayer protections. Funds cannot be spent on administrative salaries or pensions. An independent Taxpayers' Oversight Committee will ensure the money ONLY supports:

- local emergency room and ambulance services
- attracting and retaining quality doctors and nurses
- critical repairs/upgrades to medical equipment and facilities
- maintaining local surgical and obstetric services.

A healthy community needs a healthy hospital. That takes a 67% **YES** vote.

Join your neighbors, law enforcement, doctors, nurses, taxpayer advocates, and business leaders – **vote YES on Measure C**.

s/Jason Kirkman, MD
Medical Director, NCFHC

s/Shelley Ware
Emergency Department Nurse Manager

s/Lucresha Renteria
Executive Director

s/Paul Clark
Business Owner

s/Jim Hurst
Business Owner

NO ARGUMENT AGAINST MEASURE C WAS SUBMITTED.

TEXTO COMPLETO DE LA INICIATIVA DE LEY C

DISTRITO DE CUIDADOS DE LA SALUD DE LA COSTA DE MENDOCINO

INICIATIVA DE LEY C PARA EL FINANCIAMIENTO DEL CUIDADO DE LA SALUD

INTRODUCCIÓN Y PROPÓSITO

Para proporcionar financiamiento para mantener los servicios de salas de emergencia, atraer y conservar médicos y enfermeras de alta calidad, mantener las ambulancias y los servicios relacionados con el 911, y proporcionar cuidados de la salud esenciales para los residentes del Condado de Mendocino, sin usar los ingresos para pagar salarios, beneficios y pensiones del personal administrativo, el Distrito de Cuidados de la Salud de la Costa de Mendocino ("Distrito") propone un impuesto a las parcelas para los cuidados de la salud durante un periodo de doce años, a partir del 1.º de julio de 2018, a una tasa de \$144 por parcela al año, e implementar medidas de rendición de cuentas, incluida la supervisión de contribuyentes independiente para garantizar que los fondos se usen para ayudar a:

- mantener los servicios locales de sala de emergencias;
- atraer y retener médicos y enfermeras de alta calidad;
- mantener las ambulancias locales y los servicios relacionados con el 911;
- hacer reparaciones y mejoras importantes al equipo e instalaciones médicas;
- mantener servicios quirúrgicos locales; y
- mantener los servicios obstétricos locales.

Los ingresos del impuesto a las parcelas de cuidados de la salud se depositarán en una cuenta separada creada por el distrito.

DEFINICIÓN DE "PARCELA"

Para fines del impuesto a las parcelas para cuidados de la salud, el término "Parcela" significa cualquier parcela de tierra que se extienda total o parcialmente dentro de los límites del Distrito de Cuidados de la Salud de la Costa de Mendocino, que recibe una factura fiscal de impuestos de propiedad *ad valorem* por separado del asesor o recaudador de impuestos del Condado de Mendocino, según corresponda. Toda propiedad que, de otro modo, esté exenta o por la que no se cobre impuestos de propiedad *ad valorem* en cualquier año, también estará exenta del impuesto a las parcelas para cuidados de la salud durante ese año.

Para fines de este impuesto a las parcelas para cuidados de la salud, cualquiera de estas "Parcelas" que sean (i) contiguas, y (ii) usadas únicamente para fines residenciales unifamiliares, ocupadas por el propietario, y (iii) mantenidas bajo idéntica propiedad pueden, al presentar al distrito una solicitud de los dueños, a más tardar el 15 de junio de cada año, ser consideradas como una sola "parcela" con el fin de gravar el impuesto a las parcelas de cuidados de la salud.

REDUCCIÓN DE IMPUESTOS SI EL RESULTADO ES MENOR A OTROS APOYOS DEL GOBIERNO

La recaudación del impuesto a las parcelas para cuidados de la salud no pretende disminuir o compensar ningún aumento de las fuentes de ingresos gubernamentales locales, estatales o federales que, de otro modo, están disponibles para el distrito durante el periodo del impuesto a las parcelas para cuidados de la salud. En caso de que el gravamen y la recaudación no tengan dicho efecto, el distrito podrá suspender la imposición o reducir el impuesto a las parcelas para cuidados de la salud, en la medida en que dicha acción recupere la cantidad de la reducción o la compensación en otros ingresos.

MEDIDAS DE RENDICIÓN DE CUENTAS

Las siguientes medidas de rendición de cuentas, entre otras, se aplicarán al impuesto a las parcelas para cuidados de la salud: (a) los fines específicos del impuesto a las parcelas para cuidados de la salud serán aquellos fines que se identificaron anteriormente; (b) los ingresos del impuesto a las parcelas para cuidados de la salud se

TEXTO COMPLETO DE LA MEDIDA C, continuación

aplicarán solo a los fines especificados anteriormente; (c) se creará una cuenta especial, separada, en la que se deberá depositar el impuesto a las parcelas para cuidados de la salud; y (d) se realizará un reporte anual por escrito para la Junta Directiva del distrito, donde se muestre (i) la cantidad de los fondos recaudados y gastados de los ingresos del impuesto a las parcelas para cuidados de la salud y (ii) el estado de cualquier proyecto o programa necesario o autorizado para su financiamiento a partir de los ingresos del impuesto a las parcelas para cuidados de la salud, según se identificó anteriormente. Además de las medidas de rendición de cuentas requeridas por la ley, si las hay, el distrito establecerá un comité de supervisión de contribuyentes independiente para supervisar el gasto de los ingresos del impuesto a las parcelas para cuidados de la salud.

f/Steve Lund
Presidente, Junta Directiva
Distrito de Cuidados de la Salud de la Costa de Mendocino

DA FE:
f/Peter Glusker, M.D., Ph. D
Secretario, Junta Directiva
Distrito de Cuidados de la Salud de la Costa de Mendocino

ANÁLISIS IMPARCIAL DE LA INICIATIVA DE LEY C

Una iniciativa de ley del Distrito de Cuidados de la Salud de la Costa de Mendocino para gravar un impuesto a las parcelas para cuidados de la salud para salas de emergencia y otros servicios de cuidado de la salud.

La Junta Directiva del Distrito de Cuidados de la Salud de la Costa de Mendocino ("Distrito") incluyó esta iniciativa de ley en la boleta electoral para buscar la aprobación del votante para crear un impuesto especial de \$144.00 por parcela, para cada parcela de propiedad inmobiliaria gravable dentro del Distrito, cada año durante un periodo de doce (12) años a partir del 1.º de julio de 2018. El Distrito estima que los ingresos anuales del impuesto a las parcelas serán de \$1.7 millones de dólares.

"Parcela" significa cualquier parcela de tierra que se extiende total o parcialmente dentro de los límites del Distrito.

La finalidad del impuesto a las parcelas es proporcionar financiamiento para ayudar a mantener los servicios locales de salas de emergencia, atraer y conservar médicos y enfermeras de alta calidad, mantener las ambulancias y los servicios relacionados con el 911, hacer reparaciones y mejoras importantes al equipo e instalaciones médicas, mantener servicios quirúrgicos locales y mantener los servicios obstétricos locales. El ingreso recaudado por este impuesto especial sólo puede usarse para los fines descritos en el texto completo de la iniciativa de ley ("Texto completo"), y no se puede usar para el pago de salarios, beneficios ni pensiones del personal administrativo. Estos ingresos del impuesto especial se depositarán en una cuenta separada para uso exclusivo de los fines descritos anteriormente.

La ley requiere que el Distrito realice un reporte anual sobre la cantidad de fondos recaudados, el gasto de los fondos y el estado de cualquier proyecto o programa que se financia, según se describe en el Texto completo. El Distrito establecerá un comité de supervisión de contribuyentes independiente para supervisar el gasto de los ingresos del impuesto a las parcelas para cuidados de la salud.

El Distrito incluyó esta iniciativa de ley en la boleta electoral.

Esta iniciativa de ley debe ser adoptada por dos tercios (2/3) de los votantes.

Un voto "**SÍ**" autorizaría el gravamen al impuesto a las parcelas.

Un voto "**NO**" no autorizaría el gravamen al impuesto a las parcelas.

FECHADO: 19 de marzo de 2018

f/Katharine L. Elliott
Concejo del condado

ARGUMENTO A FAVOR

DE LA INICIATIVA DE LEY C

Nuestra comunidad cuenta con un hospital de calidad y todo el personal necesario que está a minutos, y no a horas, de distancia. El tratamiento médico que está lejos de los hogares cuesta dinero, tiempo y es poco conveniente. Nuestro hospital de acceso crítico rural proporciona una amplia variedad de servicios excepcionales. Estos incluyen cuidados de emergencia, ambulatorios y de obstetricia vitales y para la supervivencia. Así como la policía, los bomberos y los educadores, los proveedores de cuidados de la salud son parte de los cimientos sociales y económicos de nuestra diversa costa norte.

Vote Sí a la iniciativa de ley C: Permita que nuestro hospital local siga brindando la amplia gama de cuidados de calidad que la comunidad desea y se merece.

Todos sabemos que los costos de la industria médica se han disparado. El 80% de nuestros pacientes hospitalarios están cubiertos por Medicare y Medi-Cal. En promedio, el hospital recibe menos del costo de los servicios de estos programas. A pesar de las medidas restrictivas, las dificultades financieras que enfrenta el Distrito son una realidad continua.

Vote Sí a la iniciativa de ley C: No existe el rescate financiero. Los recortes a los pagos gubernamentales para el cuidado de la salud siguen siendo impredecibles. Un impuesto a las parcelas es la única opción legal del Distrito para asegurar una fuente estable de financiamiento local para el hospital. Aprobar la iniciativa de ley C: Estabiliza las finanzas mientras el hospital trabaja para mejorar sus operaciones, gestionar sus costos y mantener los servicios críticos y de cuidado de la salud de la comunidad.

La iniciativa de ley C solicita a los dueños de propiedades del Distrito que paguen \$144 al año por parcela, durante 12 años. Esto es \$12 al mes.

La iniciativa de ley C exige protecciones importantes para los contribuyentes. Los fondos no se pueden utilizar para pagar salarios ni pensiones del personal administrativo. Un comité de supervisión de contribuyentes independiente garantizará que el dinero ÚNICAMENTE apoye:

- servicios de sala de emergencias y ambulancias locales
- la contratación y retención de médicos y enfermeras de calidad
- las reparaciones y mejoras importantes al equipo e instalaciones médicas
- la conservación de los servicios obstétricos locales

Una comunidad sana necesita un hospital sano. Esto significa un 67% de un voto "**SÍ**".

Únase a sus vecinos, fuerzas del orden público, médicos, enfermeras, defensores de los contribuyentes y líderes empresariales: **vote SÍ a la iniciativa de ley C.**

f/Jason Kirkman, M.D.
Director médico, NCFHC

f/Shelley Ware
Jefa de enfermeras del Departamento de Urgencias

f/Lucresha Renteria
Directora ejecutiva

f/Paul Clark
Propietario de negocios

f/Jim Hurst
Propietario de negocios

NO SE PRESENTÓ NINGÚN ARGUMENTO EN CONTRA DE ESTA INICIATIVA DE LEY.

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**BYLAWS OF THE
BOARD OF DIRECTORS OF
MENDOCINO COAST HEALTHCARE DISTRICT
755 RIVER DRIVE
FORT BRAGG, CA 94537**

Adopted: NOVEMBER, 2020

ARTICLE I. GENERAL

Section 1. Title.

These Bylaws shall be known as the "Bylaws of the Board of Directors of Mendocino Coast Healthcare District," and may be referenced as the "Bylaws."

Section 2. The District.

(a) Mendocino Coast Healthcare District (the "District") is a local healthcare district organized on March 6, 1967, under the provisions of the Local Healthcare District Law, Health & Safety Code section 32000, et seq., (the "District Law"). Under the terms of the District Law, as amended from time to time, the District owns and leases a hospital (the "Hospital") and rural health clinics (collectively, "District Facilities").

(b) The District is governed by an elected five-member Board of Directors (the "Board"). The Board is responsible for oversight of all District Facilities, and shall make all rules and regulations necessary for the administration of the District Facilities.

Section 3. Bylaws and Policy Manual.

These Bylaws govern the conduct of the Board and implementation and compliance with the District Law and other applicable federal and state statutes and regulations. In addition to the Bylaws, the Board shall adopt a policy manual governing specific matters of the Board to augment the Bylaws (the "Policy Manual"), including, at a minimum, a Conflict of Interest Code and policies for ethics standards, Board and committee meetings, investments, legal claims, contracts and purchasing, environmental review of District projects and public records and retention.

Section 4. Effect of Bylaws on Past Actions and Obligations.

The adoption of these Bylaws or the repeal of a resolution by the Bylaws shall not affect:

- (1) Vested rights and obligations pertaining to any prior resolution; or
- (2) Other matters of record referring to resolutions and not included within the Bylaws.

All previous legal agreements will continue.

Section 5. Maintenance of Bylaws.

(a) At least three signed copies of the Bylaws shall be maintained on file in the District office and a current copy maintained on the district website. Each director shall be given a copy of the Board Bylaws and Policy Manual. Additional copies of the Bylaws shall be distributed as directed by the President.

(b) Each resolution making a change in the Bylaws shall be filed by the Secretary and digitally stored.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Mission of Board of Directors

The mission of the Board is to

- a) Ensure that the resources of the Health Care District are used in the best interests of the public.
- b) Meet its financial, contractual and regulatory obligations.
- c) Implement and support programs providing they are congruent with regulations and

- existing contracts.
- d) Ensure that the district maintain its fiscal solvency with its limited resources.
- e) The bylaws and the mission should be reviewed annually for continued relevance

Section 2. Membership.

(a) Assuming office: A person may assume the office of Director by election or appointment.

(b) Election: Directors shall be elected in accordance with the District Law, except the date of election shall be the same date as the statewide general election. The dates of any notices, canvass of voters, certification of election, and all other procedural requirements shall comply with those for the statewide general election. Directors shall take office at noon on the first Friday following certification of the election results by the Mendocino County Registrar of Voters, as provided by Elections Code section 10554.

(c) Appointment.

- (1) The office of director may become vacant before the end of the term because of death, resignation or other event causing vacancy. A resignation is effective when accepted by the Board and is irrevocable.
- (2) The position shall be filled in accordance health care district regulations. Regulations are as follows:

“(a) Notwithstanding any other provision of law, a vacancy in any elective office on the governing board of a special district, other than those specified in Section 1781, shall be filled pursuant to this section.

(b) The district shall notify the county elections official of the vacancy no later than 15 days after either the date on which the district board is notified of the vacancy or the effective date of the vacancy, whichever is later.

(c) The remaining members of the district board may fill the vacancy either by appointment pursuant to subdivision (d) or by calling an election pursuant to subdivision (e).

(d). (1) The remaining members of the district board shall make the appointment pursuant to this subdivision within 60 days after either the date on which the district board is notified of the vacancy or the effective date of the vacancy, whichever is later. The district shall post a notice of the vacancy in three or more conspicuous places in the district at least 15 days before the district board makes the appointment. The district shall notify the county elections official of the appointment no later than 15 days after the appointment.

(2) If the vacancy occurs in the first half of a term of office and at least 130 days prior to the next general district election, the person appointed to fill the vacancy shall hold office until the next general district election that is scheduled 130 or more days after the date the district board is notified of the vacancy, and thereafter until the person who is elected at that election to fill the vacancy has been qualified. The person elected to fill the vacancy shall hold office for the unexpired balance of the term of office.

(3) If the vacancy occurs in the first half of a term of office, but less than 130 days prior to the next general district election, or if the vacancy occurs in the second

half of a term of office, the person appointed to fill the vacancy shall fill the balance of the unexpired term

of office.

(e) (1) In lieu of making an appointment the remaining members of the board may within 60 days of the date the district board is notified of the vacancy or the effective date of the vacancy, whichever is later, call an election to fill the vacancy.

(2) The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is 130 or more days after the date the district board calls the election.

(f) (1) If the vacancy is not filled by the district board by appointment, or if the district board has not called for an election within 60 days of the date the district board is notified of the vacancy or the effective date of the vacancy, whichever is later, then the city council of the city in which the district is wholly located, or if the district is not wholly located within a city, the board of supervisors of the county representing the larger portion of the district area in which the election to fill the vacancy will be held, may appoint a person to fill the vacancy within 90 days of the date the district board is notified of the vacancy or the effective date of the vacancy, whichever is later, or the city council or board of supervisors may order the district to call an election to fill the vacancy.

(2) The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is 130 or more days after the date the city council or board of supervisors calls the election.

(g) (1) If within 90 days of the date the district board is notified of the vacancy or the effective date of the vacancy, whichever is later, the remaining members of the district board or the appropriate board of supervisors or city council have not filled the vacancy and no election has been called for, then the district board shall call an election to fill the vacancy.

(2) The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is 130 or more days after the date the district board calls the election.

(h) (1) Notwithstanding any other provision of this section, if the number of remaining members of the district board falls below a quorum, then at the request of the district secretary or a remaining member of the district board, the appropriate board of supervisors or the city council shall promptly appoint a person to fill the vacancy, or may call an election to fill the vacancy.

(2) The board of supervisors or the city council shall only fill enough vacancies by appointment or by election to provide the district board with a quorum.

(3) If the vacancy occurs in the first half of a term of office and at least 130 days prior to the next general district election, the person appointed to fill the vacancy shall hold the office until the next general district election that is scheduled 130 or more days after the date the district board is notified of the vacancy, and thereafter until the person who is elected at that election to fill the vacancy has been qualified. The person elected to fill the vacancy shall hold office for the unexpired balance of the term of office.

(4) If the vacancy occurs in the first half of a term of office, but less than 130 days prior to the next general district election, or if the vacancy occurs in the second half of a term of

office, the person appointed to fill the vacancy shall fill the balance of the unexpired term of office.

(5) The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is held 130 or more days after the date the city council or board of supervisors calls the election.

(Amended by Stats. 2007, Ch. 343, Sec. 4. Effective January 1, 2008.)

Oath of Office. Persons elected or appointed to the Board shall take the oath of office prior to assuming office in the manner and at the time prescribed by law. The Secretary or other person authorized by law shall administer the oath.

Section 3. Ethics and Conflict of Interest Code.

It is the intent of the Board to act in the highest ethical standard in carrying out its duties to the public. It is also the intent of the Board to protect the District's interests when entering in to a transaction or agreement, and not the private interests of any director, officer, or employee. To that end, the Board has adopted an "Ethics Policy" and a "Conflict of Interest Code" contained in the Board Policy Manual.

Section 4. Organization.

(a) Officers of the board. The officers of the Board shall be Chair, Vice-Chair, Treasurer, and Secretary. Officers shall be elected at the Board's regular December meeting for the next calendar year, and shall serve until the successor assumes office.

(b) Chair. The Chair shall:

- (1) Preside over all the meetings of the Board.
- (2) Be responsible for coordination and liaison with community groups, public agencies, and residents served by the District.
- (3) Be responsible for the ongoing administrative affairs of the Board, including without limitation, supervision of financial matters, correspondence, and administrative activities of the Board.
- (4) Sign as Chair: contracts, conveyances, and other instruments in writing, and checks on the funds of the District as the Board shall authorize or direct the President to sign.
- (5) Be responsible for coordination and liaison with District legal counsel, auditors, and consultants.
- (6) Designate members of the Board to undertake special responsibilities and to report to the President on those activities.
- (7) Coordinate with the District's legal counsel:
 - a. Receive all requests from Board members for the preparation of legal opinions, legal memoranda, contracts, corporate documents, or other legal

- work for legal counsel so as to eliminate duplication of same before submitting to legal counsel;
- b. Prepare Board agendas with the assistance of the District Manager and legal counsel, and if necessary, instruct legal counsel to prepare memoranda which are necessary to hold closed session meetings, Board Resolutions, and other material pertinent to Board meetings as required;
- c. Serve as an alternate meeting, if able, upon the excused absence of a Committee member, and
- d. Invite legal counsel to attend Committee meetings, as desired.
- (8) Perform other duties as pertain to the office as prescribed by the Board.
- (9) Appoint, with the concurrence of the Board, members of standing and ad hoc committees.
- (10) Represent the Board at official functions and digital media platforms when necessary. Ensure that postings meet the requirement of the digital media policy, serves as a spokesperson for the Board regarding board actions, and keep the Board promptly informed of these occasions.

(c) Vice-Chair. In the absence or inability of the President to serve, the Vice-President shall perform the duties of the President, and shall perform other duties as are prescribed by the Board.

(d) Treasurer. The Treasurer or designee shall:

- (1) Keep, or cause to be kept, correct and accurate accounts of the properties and financial transactions of the District;
- (2) In conjunction with the District Manager, present an annual budget to the Board;
- (3) Cause an annual independent audit of the District to be performed in accordance with law; and
- (4) Perform all duties incident to the office and such other duties as prescribed by the Board.
- (5) Monitor the financial activities that result from the Agreements and ensure these are in compliance with such Agreements

(e) Secretary. The Secretary or designee shall ensure:

- (1) that minutes of all meetings of the Board occur, and assure such minutes are filed in the official records of the District;
- (2) that the official record of resolutions, actions and orders passed or adopted by the Board are maintained
- (3) all correspondence, financial records and reports in the records of the District;
- (4) appropriate notices in accordance with these Bylaws or as required by law;
- (5) Act as custodian of records of the District's records;
- (6) Certify the official status, capacity and signature of directors, officers and employees;
- (7) Assure the District Seal is affixed, when required by law, to documents executed on behalf of the District; and

- (8) Perform all duties incident to the office and such other duties as prescribed by the Board.
- (9) Oversee all official and communications on media to ensure propriety and posts in accordance

Section 5. Powers.

The powers of the District are set forth in the District Law and other applicable law. The powers of the District are vested in the Board, which may delegate one or more of its powers in its sole discretion. Specifically, the Board shall:

- (1) Establish by Resolution substantive and procedural policies regarding the affairs of the District in accordance with the best interests of the communities served by the District.
- (2) Monitor the activities of the District Manager (or other designee) as administrator of the District.
- (3) Enter into contracts and agreements with respect to the affairs of the District, including contracts for management services and for other activities approved by the Board.
- (4) Effectuate the purpose of the District to enhance the provision of quality healthcare in the communities served by the District by, among other efforts, working with public and private entities (including the provision of financial assistance where feasible).
- (5) The District and Adventist Health Mendocino Coast shall collaborate to develop and agree proactively on a comprehensive community needs assessment and plan. Both parties will abide by the lease provisions as stated in Section 25.8 Restrictive Covenant.
- (6) Exercise all other powers now or hereinafter set forth in and given to it by the District Law and other public agency laws applicable to the District.

Section 6. Meetings.

- (a) The board will be schedule meetings based on board need. The Board will meet at minimum once per quarter. All meetings of the Board and its committees shall be conducted in accordance with the Ralph M. Brown Act, Government Code section 54950, et seq. (the "Brown Act"), and any other applicable law or regulation. Regular meetings of the Board shall be held on the last Thursday of the month at 6:00 p.m. at the District's administrative office. November and December meetings will be held on the second Thursday of the month
- (b) Meetings of the Board shall be open and public, except as allowed by law. Persons shall be permitted to attend any portion of a meeting, except a closed session.
- (c) A quorum of the Board shall not discuss the business of the District directly, serially or through an intermediary, except at a properly noticed public meeting. A quorum of the Board may discuss the time, place and agenda for a meeting at any time. Two members of the Board (but not a standing committee) may discuss District business at any time.

Section 7. Compensation, Benefits and Expenses.

(a) Compensation.

(1) The members of the Board of Directors shall serve without compensation.

(b) Benefits.

Directors are entitled to the following benefits on the same terms as other officers:

(1) A Flexible spending account funded by the district to be used towards health care costs.

(c) Expenses.

(1) If previously approved by the Board, a Director shall receive actual, reasonable and necessary reimbursement for travel, meals, lodging, registration and similar expenses incurred on District business. The rate for reimbursement shall not exceed the rate published by the IRS for deduction from taxes. However, if the expenses are incurred in connection with a trade conference, the reimbursement rates shall not exceed the posted rates for the conference and if the posted rates are not available, the reimbursement rate shall be comparable to the IRS rates.

(2) Directors must be authorized in advance to incur expenses for District purposes, and shall submit a written request with supporting documents for reimbursement.

(3) During July of each year the District Manager shall prepare a list of amounts paid during the prior fiscal year to reimburse a director or employee for individual expenses of \$100.00 or more. To determine the value of an item, the total charges for the item for the day shall be considered. For example, several transportation bills each less than \$100.00, but totaling more than \$100, requires a report. During August of each year, each person receiving expense reimbursement shall review the list. The District Manager shall consider suggested corrections and post the final list at the District by September.

Section 8. Appointment of District Manager

(a) The Board shall be solely responsible for selecting a District Manager, who shall be responsible for managing the District's operations, facilities, and property. The Board shall adopt a written statement setting forth the qualifications, authority, and duties of the District Manager. The Board shall set the District Manager compensation.

(b) The Board shall at least annually conduct a review of the performance and compensation of the District Manager

(c) The District Manager may recommend and shall implement policies adopted by the Board. The Board is not responsible for day-to-day management or operations of the District.

(d) The Board and individual Directors may question the District Manager with respect to the development and implementation of District policy. The Board, but not the individual Directors, may direct the District Manager with respect to the development and implementation of District policy.

(e) Individual Directors shall not direct employees in the performance of their duties. Any such direction shall be reported to the Board and District Manager

(f) The District Manager may discuss District business with Directors outside a public meeting, but the District Manager shall not communicate the views of Directors to one another, except at a Board meeting. The Board shall not discuss or act on the District Manager's recommendations, except at a public meeting.

Section 9. Duties of the District Manager

The Board of Directors, unless otherwise stated, shall delegate to District Manager full charge and control of the affairs of the District consistent with the policies established by the Board. The District Manager shall work with the Board or any of its committees in a highly professional manner. The District Manager also shall:

- (1) Present to, and upon Board approval, implement a District strategic plan.
- (2) Develop and implement a plan, along with the appropriate budget and schedule, that will meet the state of California's seismic upgrade requirement
- (3) Administer the Agreements.
- (4) Serve as liaison between the Board and District employees.
- (5) If an emergency arises and there is insufficient time to notify the Board, the District Manager may take appropriate and reasonable action otherwise within the Board's jurisdiction. The District Manager shall report such action to the Board as soon as possible.
- (6) The District Manager shall hire, with the concurrence of the Board, other District officers as the District may require, each of whom shall perform such duties as the Board may determine from time-to-time. Officers shall serve at-will.
- (7) The District Manager may engage professional consultants to provide specialized service with the approval of the Board.
- (8) The District Manager may engage an engineer to assist in the planning and design of District facilities with the approval of the Board.

Section 10. Other Officers.

- (a) Other officers and employees shall assist the District Manager in the implementation of policy.
- (b) Directors may discuss District business with officers. The officers shall, if possible, supply information requested by Directors in writing, and shall inform the District Manager when information is supplied.

Section 11. Employees.

The District Manager shall serve as head of Human Resources. Directors are not encouraged to discuss District business with employees. If a Director inquires of an employee about District business, the employee shall respond to the Director and inform the District Manager

Section 13. Legal Counsel.

(a) An attorney shall be retained by the Board to act as General Counsel. The Board may appoint special counsel. The Board will set the compensation of General Counsel and Special Counsel. General and Special Counsel serve at the pleasure of the Board.

(b) The General Counsel is directly accountable to the Board. General Counsel shall provide legal advice and services as requested by the Board, and shall work with the District Manager on the District's legal matters.

(c) General Counsel represents the District. General Counsel shall not represent individual directors, officers or employees, unless authorized in writing by the Board.

(d) General Counsel will recommend appointment of special counsel when conflicts arise or if necessary to deal with matters requiring specialized knowledge.

ARTICLE III. BOARD COMMITTEES

Section 1. General

(a) Committees of the Board shall be standing or ad hoc. The committee members shall be appointed by the President at the January regular Board meeting and as otherwise needed. The President's action shall be final unless a majority of director's object. Two directors shall be appointed to each committee, one of whom shall be the committee chair, and both of whom shall be voting members. Any director not appointed to a committee may serve as an alternate to that committee. Regular meetings of committees shall be set at the same time at which committee members are appointed.

(b) All committees shall be advisory to the Board, except as otherwise expressly specified by the Board.

Section 2. Standing Committees.

(a) Standing committees are managed by the entire board.

(b) Every quarter at a board meeting there will be a planning and finance agenda item

(c) Finance will be represented by the Treasurer and Planning will be represented by Vice-chair.

Section 3. Planning

- (1) Recommending and overseeing Human Resources policies and procedures;
- (2) Reviewing and recommending employee compensation and benefits;
- (3) Quality control and performance improvement; and
- (4) Overseeing short and long term facility planning and maintenance

Section 4. Finance

- (1) Recommending and overseeing fiscal and 0business policies and procedures;
- (2) Overseeing financial management and budgeting;
- (3) Recommending and overseeing fiscal controls;
- (4) Recommending and overseeing Investments;
- (5) Overseeing internal audits and ensuring an annual independent audit; and
- (6) Reviewing and presenting to the Board financial statements and reports. Monitoring the financial activities that arise from the Agreements to ensure compliance with the terms and conditions of such Agreement.

- The Treasure and one other board member will review the spending of the Measure c funds

Section 5. Ad Hoc Committees.

Ad hoc committees, including not more than two directors, may be established by the President, subject to approval of the Board, for defined tasks of a limited duration (for instance, not to exceed six months). An ad hoc committee shall only perform those duties assigned by the President, and upon their completion be discharged. The President, in consultation with the Board, shall determine the members of the committee.

ARTICLE IV. MISCELLANEOUS

Section 1. Review of Bylaws.

At least annually the Board shall review these Bylaws and the Policy Manual to ensure they comply with the District Law and all other applicable federal and state laws and regulations in keeping with the functions of the Board.

Section 2. Amendment of Bylaws.

These Bylaws may be amended by a majority of the Board at a duly noticed Board meeting, provided a full statement of each proposed amendment has been sent to each director along with the meeting agenda and packet.

Section 3. Indemnification.

(a) Civil proceedings. The District shall, to the full extent of the law, defend and indemnify each of its employees against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any civil claim arising out of the scope of his or her employment for the District. For purposes of this section, the term "employee" shall have the same meaning set for in Government Code section 810.2, or any successor statute thereof, and includes without limitation any person who was or is a director, officer, employee or servant of the District.

(b) Criminal and administrative proceedings. The District may but is not obligated to defend and indemnify its employees (as defined above). If an employee seeks defense and indemnification in any such proceeding he or she shall submit a written request to the Board, which shall conduct a review of the request in accordance with Government Code sections 995.6 and 995.8, or any successor statutes.

CERTIFICATION OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Mendocino Coast Healthcare District; and

2. That the foregoing Bylaws comprised of nine (9) pages constitute the Bylaws, as amended, of the District as duly adopted at a meeting of the Board of Directors thereof duly held on __, 20 .

IN WITNESS WHEREOF, I have hereunto subscribed my name on this ___ day of ____, 20 .

Secretary
Mendocino Coast Healthcare District

T A B 5

**MENDOCINO COAST HEALTH CARE DISTRICT
RESOLUTION NO. 2021-_____**

WHEREAS, the Mendocino Coast Health Care District (hereinafter "District") maintains various bank accounts with the Savings Bank of Mendocino County; and

WHEREAS, due to the District having new Board of Director Officers and no Chief Executive Officer, it is necessary to notify the Savings Bank of Mendocino County of the needed changes of signatory authority and

WHEREAS, all persons who act as authorized signatories for the District are required to be covered under BETA Directors & Officers Healthcare Insurance Program for government entities for the benefit of Mendocino Coast Health Care District

A complete list of the District's accounts (last three numbers) at the Savings Bank of Mendocino County is attached to this Resolution as EXHIBIT A and incorporated by reference herein as though set forth in full.

NOW, THEREFORE, IT IS ORDERED AND RESOLVED that the following District Officers and/or Directors of the District have authority to disburse or withdraw funds from the District's bank accounts with Savings Bank of Mendocino County: Amy McColley, Chair of the Board of Directors or Norman de Vall, Vice Chair of the Board of Directors or _____, Treasurer of the Board Directors. Disbursement or withdrawals of District funds in excess of \$10,000.00 require the authorization of at least two (2) of the Officers/ Directors identified in this Resolution.

The Board of Directors of the Mendocino Coast Health Care District at a regularly scheduled meeting of the Board passed this Resolution on January 27, 2022 by the following vote.

AYES: _____

NOES: _____

ABSENT: _____

ABSTAIN _____

Amy McColley, Chair of the Board of Directors

ATTEST:

Norman de Vall, Vice Chair of the Board of Directors

MENDOCINO COAST HEALTH CARE DISTRICT
BANK ACCOUNTS

ACCOUNT

ACCT#

SAVINGS BANK OF MENDOCINO

GIFT & MEMORIAL	686
PLAN FUND	748
CORPORATE ACCOUNT	660
HOME HEALTH & HOSPICE	678

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**MENDOCINO COAST HEALTH CARE DISTRICT
RESOLUTION NO. 2021- _____**

WHEREAS, the Mendocino Coast Health Care District (hereinafter "District") maintains various bank accounts with Tri-Counties Bank; and

WHEREAS, the District's accounts (last three numbers) at Tri-Counties Bank are:

MASTER	207
DEPOSIT ACCOUNT	219
ACCTS PAYABLE	244
PAYROLL	232
MCHCD CERTIFICATE OF DEPOSIT	039
HOME HEALTH ACCTS PAYABLE	888
HOME HEALTH PAYROLL	256
HELP II	827
PARCEL TAX	861

WHEREAS, due to the District having new Board of Director Officers and no Chief Executive Officer, it is necessary to notify Tri-Counties Bank of the needed changes of signatory authority.

WHEREAS, all persons who act as authorized signatories for the District are required to be covered under BETA Directors & Officers Healthcare Insurance Program for government entities for the benefit of Mendocino Coast Health Care District

NOW, THEREFORE, IT IS ORDERED AND RESOLVED that the following District Officers and/or Directors of the District have authority to disburse or withdraw funds from the District's bank accounts with Tri-Counties Bank: Amy McColley, Chair of the Board of Directors or Norman de Vall, Vice Chair of the Board of Directors or _____, Treasurer of the Board Directors. Disbursement or withdrawals of District funds in excess of \$10,000.00 require the authorization of at least two (2) of the Officers/ Directors identified in this Resolution.

The Board of Directors of the Mendocino Coast Health Care District at a regularly scheduled. meeting of the Board passed this Resolution on January 27, 2022 by the following vote.

AYES: _____

NOES: _____

ABSENT: _____

ABSTAIN: _____

Amy McColley, Chair of the Board of Directors

ATTEST:

Norman de Vall, Vice Chair of the Board of Directors

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**MENDOCINO COAST HEALTH CARE DISTRICT
RESOLUTION NO. 2021-05**

WHEREAS, the Mendocino Coast Health Care District (hereinafter "District") maintains various bank accounts with the Bank of America; and

WHEREAS, due to the District having new Board of Director Officers and no Chief Executive Officer, it is necessary to notify Bank of America of the needed changes of signatory authority; and

WHEREAS, all persons who act as authorized signatories for the District are required to be covered under the BETA Directors & Officers Healthcare Insurance Program for government entities for the benefit of Mendocino Coast Health Care District;

A complete list of the District's accounts (last three numbers) at Bank of America is attached to this Resolution as EXHIBIT A and incorporated by reference herein as though set forth in full.

NOW, THEREFORE, IT IS ORDERED AND RESOLVED that the following District Officers and/or Directors of the District have authority to disburse or withdraw funds from the District's bank accounts with Bank of America: Amy McColley, Chair of the Board of Directors or Norman de Vall, Vice Chair of the Board of Directors or _____, Treasurer of the Board Directors. Disbursement or withdrawals of District funds in excess of \$10,000.00 require the authorization of at least two (2) of the Officers/ Directors identified in this Resolution.

The Board of Directors of the Mendocino Coast Health Care District at a regularly scheduled meeting of the Board passed this Resolution on January 27, 2022 by the following vote.

AYES: _____

NOES: _____

ABSENT: _____

ABSTAIN: _____

Amy McColley, Chair of the Board of Directors

ATTEST:

Norman de Vall, Vice Chair of the Board of Directors

MENDOCINO COAST HEALTH CARE DISTRICT
BANK ACCOUNTS

ACCOUNT	ACCT#
<hr/>	
BANK OF AMERICA	
MASTER	██████████ 263
ACCTS PAYABLE	██████████ 268
PAYROLL	██████████ 282
CORE	██████████ 155
HOME HEALTH ACCTS PAYABLE	██████████ 743
HOME HEALTH PAYROLL	██████████ 680

T A B 8

MENDOCINO COAST HEALTH CARE DISTRICT
RESOLUTION NO. 2021-_____

AUTHORIZING INVESTMENT OF MONIES
IN THE LOCAL AGENCY INVESTMENT FUND; ACCOUNT NO 20-23-001

WHEREAS, the Local Agency Investment Fund is established in the State Treasury under Government Code Section 16429.1 et seq. for the deposit of money of a local agency for purposes of investment by the State Treasurer; and

WHEREAS, the Board of Directors hereby finds that the deposit and withdrawal of money in the Local Agency Investment Fund in accordance with Government Code Section 16429.1 et seq. for the purpose of investment as provided therein is in the best interests of the Mendocino Coast Health Care District;

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby authorizes the deposit and withdrawal of Mendocino Coast Health Care District monies in the Local Agency Investment Fund in the State Treasury in accordance with Government Code Section 16429.1 et seq. for the purpose of investment as provided therein.

BE IT FURTHER RESOLVED, as follows:

Section 1. The following Mendocino Coast Health Care District officers holding the title(s) specified herein below or their successors in office are each hereby authorized to order the deposit or withdrawal of monies in the Local Agency Investment Fund and may execute and deliver any and all documents necessary or advisable in order to effectuate the purposes of this resolution and the transactions contemplated hereby:

Amy McColley, Chair of the Board of Directors

Norman de Vall, Vice Chair of the Board of Directors

_____, Treasurer of the Board of Directors

Section 2. This resolution shall remain in full force and effect until rescinded by the Board of Directors by resolution and a copy of the resolution rescinding this resolution is filed with the State Treasurer's Office. This resolution rescinds any previous resolution pertaining to the District's LAIF account.

The Board of Directors of the Mendocino Coast Health Care District at a regularly scheduled meeting of the Board passed this Resolution on January 27, 2022 by the following vote.

AYES: _____

NOES: _____

ABSENT: _____

ABSTAIN: _____

Amy McColley, Chair of the Board of Directors

ATTEST:

Norman de Vall, Vice Chair of the Board of Directors