

**WINTERS CEMETERY DISTRICT  
BOARD OF TRUSTEES  
RESOLUTION #2015-02**

**A RESOLUTION TO IMPLEMENT NEWLY ADOPTED BYLAWS  
INCLUDING DIRECTORS COMPENSATION**

**WHEREAS**, the Winters Cemetery District Board of Directors has determined the district's need for Bylaws to be established as a means to be governed by; and

**WHEREAS**, the Winters Cemetery District Board of Directors in establishing the District's Bylaws has determined Directors compensation is allowable for attendance at meetings according to Government Code Section 53232(c) and Government Code Section 53232.1 and Health and Safety Code 9031(a); and

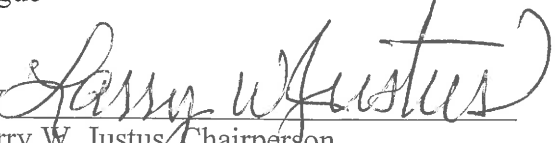
**WHEREAS**, the Winters Cemetery District Board of Directors in establishing the District's Bylaws has determined Directors may be reimbursed for their actual and necessary traveling expenses incurred while on official business other than Board meetings according to Health and Safety Code 9031(c); and

**WHEREAS**, the Winters Cemetery District Board of Directors in establishing the District's Bylaws has determined Director's may wish to waive any or all of their compensation permitted according to Health and Safety Code 9031(d).

**NOW, THEREFORE, BE IT RESOLVED**, the Winters Cemetery Board of Directors is now governed by the approved Bylaws.

**PASSED AND ADOPTED**, this 8th day of April, 2015, by the following vote:

AYES: Justus, Knabke, Kilkenny, Bristow, Hague  
NAYES: 0

BY   
Larry W. Justus, Chairperson  
Winters Cemetery District

ATTEST:

  
Sheila Carbahal  
Manager/Board Clerk

# WINTERS CEMETERY DISTRICT

## BYLAWS

### GENERAL PROVISIONS AND GOVERNMENT

#### A. GENERAL

1. Formation. The Winters Cemetery District is a public cemetery district formed on December 3, 1941. Buckeye Lodge No. 195 of the Masonic Order deeded the Cemetery over to the County of Yolo.

2. Purpose. The provisions of these Bylaws (“Bylaws”) and Policies and Procedures (“Policies”) and Rules and Regulations (“Rules”) enacted by the Board of Trustees of the Winters Cemetery District (“District”) are to assist the Board of Trustees of the District as it sets policy and conducts the business and affairs of the District. It is the intent and purpose of these Policies to help clarify and define the responsibilities of the officials of the District. The purpose of these Bylaws are to supplement state law and to provide more specific guidelines for the actions of the Board of Trustees of the District by means which are fair, fiscally responsible, and protective of the interests of the people of the District. These Bylaws express the consensus of the Board as to policy matters covered but are not intended to be exhaustive nor are they intended to restrict the otherwise lawful authority of the Board. Notwithstanding any other term, provision or condition of these Bylaws, no otherwise lawful act of the Board or the officers of the District shall be invalidated by reason of any term, provision or condition of these Bylaws.

3. Roster of Public Agencies. Pursuant to Government Code #53051, each time a change is made in the name of the District, the address of the District, or a change in the members of the governing board, a statement of facts will be filed with the Secretary of State and the Yolo County Clerk within ten (10) days of the change.

4. Applicable Law. That which is contained in the applicable provisions of the California Health and Safety Code and the applicable provisions of the California Government Code govern the actions of the District and its Board of Trustees.

#### B. ORGANIZATION

1. Board of Trustees. The District is governed by a Board of Trustees consisting of Five (5) members appointed by the Yolo County Board of Supervisors. The Trustees shall hold office for four (4) years and until their reappointment or appointment of their successors. All Trustees’ terms shall commence on the Board’s first meeting in February following appointment and end on January 31. To the extent possible, Trustees’ terms shall be staggered so that no more than two (2) terms expire in the same calendar year.

2. Oath. Each Trustee shall accomplish a notarized “Oath or Affirmation of Allegiance and Affidavit of Citizenship.” Two copies of the form will be mailed to the Trustees

by the Yolo County Board of Supervisors upon his or her appointment. One copy of the executed Oath will be forwarded to the County Clerk and one copy kept on file in the District Office.

3. Officers. The officers of the Board of Trustees shall be Chairperson, Vice Chairperson and a Secretary. In the event any of the District's funds are withdrawn from the County and managed by the District, the Board shall also appoint a Treasurer, which requires being bonded.

4. Election of Officers. At the first meeting in January of each year the Board shall elect a Chairperson, Vice Chairperson and Secretary to serve terms of one year. Upon the occurrence of a vacancy in one or more of the officer positions, the Board shall fill such vacancy in accordance with the law. An interim election for Board Officers may be held upon the written request of the majority of the trustees on the Board at the time.

5. Vacancies.

(a) The office of a member of the Board of Trustees shall become vacant upon:

- (1) The death of the incumbent;
- (2) The resignation of the incumbent;
- (3) The Trustee's ceasing to discharge the duties of his or her office for the period of three (3) consecutive months, except when prevented by sickness;
- (4) The physical or mental incapacitation of the incumbent due to disease, illness or accident for a period of six (6) months or more where the remaining Board members have reasonable cause to believe that the incumbent will not be able to perform the duties of his or her office for the remainder of his or her term;
- (5) His or her conviction of a felony or of any offense involving a violation of his or her official duties;
- (6) His or her refusal or neglect to file his or her required oath or required Statement of Financial Interest (Form 700) within the time prescribed; or
- (7) Any other event specified in Government Code section 1770;
- (8) Moving out of the District

(b) Upon the occurrence of an event specified in subsection (a) above, the remaining Board of Trustees shall by letter declare the Trustee office vacant, and request the Yolo County Board of Supervisors to promptly appoint a replacement pursuant to Health & Safety Code section 9024(c).

(c) At least three (3) months notice of resignation when possible.

6. Duties of Trustees – General. The Trustees' duties shall be legislative in nature. They shall formulate and adopt policy, rules and regulations for the operation and management of the District.

(a) **Open Meeting.** The Trustees shall conduct their business for the public benefit,

abiding by the California “Open Meeting Law” (Govt. Code section 54950 et seq.) as interpreted by court decisions and Attorney General opinions, concerning the requirements for open meetings of governmental agencies in California.

(b) **Sound Judgment.** They shall exercise sound and prudent judgment in conducting the business of the District and shall deal always in an ethical, honest, straight-forward, open and above-board manner with the community, the District Manager and the staff.

(c) **Finances and Budgets.** They shall in all ways prudently manage, preserve and account for the District’s financial resources. They shall review and approve a budget annually. They shall provide, within applicable budget limitations, adequate personnel, equipment and materials for the operation and maintenance of the Winters Cemetery.

(d) **Personnel.** They shall use “Guide For Public Cemetery Districts” and the Yolo County “Memorandum of Understanding”, to establish Personnel Policies which shall provide for the recruitment, selection, retention, evaluation, discipline and termination of District employees.

(e) **District Manager.** They shall employ a qualified, competent person as District Manager who will manage, administer and supervise the District under the direction of the Board. The Manager shall serve at the will and pleasure of the Board. The Board shall conduct at least an annual job evaluation and review of the District Manager.

(f) **Board Studies.** They shall study ways of improving the District and the services the District provides.

(g) **Collective Action.** They shall act collectively and they will not individually involve themselves in the day-to-day operation of the District. They shall function as a Board rather than as individuals to adopt public policies and Board procedures for guidance of the Board and Staff.

(h) **Community Relations.** They shall keep the District Manager informed of community reaction to the District’s services and assist in building positive community relations.

(i) **Official Functions.** They shall represent the District at official functions that pertain to the District as required.

(j) **Litigation.** They shall initiate legal action when appropriate, and vigorously defend the District against unwarranted claims or demands.

(k) **Workshop Meetings.** It is the duty of the Chairperson to call a workshop meeting upon the appointment of any new Board Member. This is to benefit the newly appointed Trustees and acquaint them with the law governing public cemetery districts, District Bylaws, Policies and Procedures, Rules and Regulations, the Brown Act (Open

Meeting Laws), the District's annual budget, and current issues under study by the Board of Trustees.

7. Secretary of the Board. The Secretary of the Board shall attend each regular meeting of the Board and maintain a record of all proceedings thereof as required by law. If the Secretary of the Board cannot attend a meeting, the Chairperson shall make arrangements to have someone in attendance to properly record the Board's proceedings. It shall be the duty of the Secretary of the Board to attest to all District Resolutions. The Secretary of the Board shall attend all closed sessions of the Board as provided for in Government Code s. 54957.2(a). The Secretary of the Board shall also keep a record of Board Agendas and Board Action Synopses. The Secretary is responsible for signing all legal documents and affixing the District Seal as required. The Secretary is responsible for the publication of legal notices, appropriate action and certification and filing of documents, e.g., budgets, election reports, audits, resolutions and other legal documents. The Secretary is responsible for receiving and answering all official Board correspondence, after appropriate consideration if given to the correspondence by the Board acting collectively.

## C. MEETINGS

1. Regular Meetings. The regular meetings of the Board of Trustees shall normally be held on the second Wednesday of each month, and shall normally commence at the hour of 9:00 a.m. at the District Office. Notwithstanding the foregoing, the starting time of the meeting may be adjusted by order of the Chairperson to accommodate expected business.

2. Special Meetings. Special Meetings may be called at any time by the Board's Chairperson, or by a majority of the Trustees, by delivering personally or by mail, written notice of such meeting to each Trustee and by posting notice and agenda of the meeting at least 24 hours before the time of such meeting. The call and notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered.

3. Emergency Meetings. Emergency Meetings may be called without compliance with the 24-hour notice requirement in the case of any emergency situation involving matters upon which prompt action is necessary as set forth in Government Code s. 54956.5.

4. Closed Sessions. Closed sessions may be called during a regular or special meeting. The general reason for a closed session must be made public either before or after the closed session of a regular meeting, and in the advance notice of a special meeting. Closed sessions not expressly authorized by the Brown Act are prohibited.

5. Quorums. A quorum is established as a majority of the total membership of the District Board. The District Board, which has a total membership of five (5) members, requires three (3) members to conduct a meeting and requires three (3) votes in agreement to pass a motion, resolution or ordinance.

6. Meeting Procedures. The Chairperson, when present, shall preside at all meetings of the Board, shall take the chair at the hour appointed for every board meeting and immediately call the members to order and proceed with the business of the Board. The proceedings of the Board shall be conducted in accordance with the provisions of law applicable thereto and generally accepted rules of order and parliamentary procedure, except as otherwise expressly established from time to time by a majority of the total membership of the Board.
7. Meeting Attendance. Each member shall be in his or her respective seat at the hour set for each regular meeting and at the time set for any adjourned or special meeting. Any member not present when the board is called to order shall be designated in the minutes as absent. If a member arrives after a meeting commences, the recording secretary shall note his or her arrival in the minutes.
8. Agenda Organization. The business of each regular meeting of the Board shall be in the order as printed on the agenda or as directed by the Chairperson of the Board.
9. Motions and Seconds. Each motion made by any member of the Board shall require a Second. Motions and Seconds may be made by any member of the Board, including the Chairperson.
10. Roll Call Procedure. If the vote is not unanimous then a roll call vote will be taken for all resolutions regarding the District's Policies and Procedures, Rules and Regulations and finances which govern the District (Government Code s. 54953.C.2). A voice vote may be made on all routine motions.
11. Agenda Preparation. The District Manager or a designated representative will prepare the agenda for the regular monthly meetings for delivery and posting no later than three (3) days prior to the date of the meeting (Government Code s. 54954.2) or as required by the Board.
12. Agenda Contents. The agenda shall include those matters designated by the District Manager, Chairperson or any Trustee, complete with all appropriate papers and reports relating to each matter, addressed to the Board for action. The agenda shall list the items for the Board's consideration by number with a brief statement of the subject matter sufficiently defined to apprise the public of the matter to be considered for each of the items. The agenda may include suggested items for discussion, action or both. All persons having agenda items shall use their best efforts to have all necessary materials to the District Manager or designated representative on or before 12:00 noon on the fourth(4<sup>th</sup>) business day before the day of the regular meeting.
13. Agenda Distribution. Any written material given to a majority of the Board must be made available to the general public so long as those writings are public records. If these writings are distributed to members of the Board before the meeting, such writings must be made available to the public before the meeting. By the same token, any writings distributed to the Board during the course of the meeting must also be made available to the public at that time and will comply with Government Code s. 54957.5. The major exceptions to the obligation to provide the public with access to any writings distributed to members of the Board are those that deal with matters properly discussed in closed sessions or protected under Government Code s. 6250 et.seq., which

are to remain confidential. The Board has adopted a Public Records Policy and has established a reasonable fee schedule for copies of public records pursuant to Government Code s. 6257.

14. Audience Comment and Seating. Any member of the public wishing to address the Board shall first identify himself or herself. Unless addressing the Board or entering or leaving the board room, all persons in the audience shall remain seated in the seats provided. It is the Board's intent to accommodate all persons who wish to attend open public meetings.

15. Meeting Disruptions. The exception to the right of the public to attend all meetings of the Board applies to those who attempt to disrupt the conduct of the meeting. In the event that any meeting is willfully disrupted, by a group or groups of persons, so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of the individuals who are willingly interrupting the meeting, the Board may order the meeting room cleared and continue in session. However, only matters appearing on the agenda may be considered in such a session. Duly accredited representatives of the press and other news media, except those participating in the disturbance shall be allowed to attend any session held pursuant to this exception. (Government Code s. 54957.9.)

#### **D. POWERS, DUTIES AND COMPENSATION**

1. Chairperson. The Chairperson shall possess the powers and perform the duties prescribed as follows:

- a. General Direction. Have a general direction over the Board room and assign seats for the use of the Board members and members of the staff, if required.
- b. Management and Supervision. The Chairperson shall oversee the management of the cemetery. No other Trustee shall supervise or direct any employee of the District without delegation by the Chairperson or the Board. The Chairperson shall be responsible for responding to, and taking or directing others to take appropriate action necessary as a result of, events or occurrences which do not require action by the Board, but which are beyond the authority of the staff, or for which the staff seeks or requires assistance.
- c. Order and Decorum. Preserve order and decorum; prevent demonstrations; and, in accord with law, order removal from the Board room any person whose conduct is deemed objectionable; and order the Board room cleared whenever deemed necessary. (Government Code s. 54957.9.)
- d. Length of Time for Public Discussion. Allocate the length of time for public discussion of any matter in advance of such discussion with the concurrence of the Board. (Government Code s. 54954.3.)
- e. Other Powers. Other powers as may be prescribed by the Board.

f. Official Spokesperson. Shall be the official spokesperson for the Board, and the principal contact with other governmental agencies, legal counsel and the press, unless the Board delegates this authority to another.

2. Vice-Chairperson. In the absence or unavailability of the Chairperson to act, the Vice-Chairperson shall act as Chairperson.

3. Trustees. Each Trustee shall be entitled to request information, assistance, and financial or legal advice regarding matters involving the affairs of the District. Unless a particular power/authority is specifically conferred upon a Trustee or Trustees in the District's bylaws, A Trustee has no power or authority:

- To enter into contracts or make agreements on behalf of the District
- To commit the District to any course of action
- To give direction to employees of the District
- To speak officially on behalf of the District
- To take any other such actions without Board authorization

4. Board Committees. It shall be the responsibility of each member of a committee Appointed by the Board, to be fully informed concerning the business assigned to it by the Board. Each committee shall promptly perform tasks assigned to it and report to the Board such information and recommendations as shall be necessary or proper. It shall be the responsibility of each committee to meet as needed and keep minutes of each meeting, and these minutes are to be available to all Board members upon their request. Each committee chairperson or designee shall report on the committee's activities at least once monthly at a Regular Board meeting with a brief oral summary.

5. Board Compensation. The Trustees shall receive forty dollars (\$40) for each meeting of the Board of Trustees attended, not to exceed a total of 80 dollars (\$80) in any calendar month.

- a. Trustees shall be allowed actual and necessary traveling and incidental expenses incurred in the performance of official business of the District, as approved by the Board. (Health and Safety Code s. 9031.)

6. Notification of Impending Absence. If any member of the Board is unable to attend a meeting, the Board member shall, if possible, notify the District Manager.

## **E. PUBLIC HEARING PROCEDURE**

Procedures at public hearings shall be as follows:

1. Staff presentation/recommendations;
2. Questions of the staff;
3. Individuals speaking in support;
4. Questions of individuals speaking in support;



5. Individuals speaking in opposition;
6. Questions of individuals speaking in opposition;
7. Rebuttal (if any);
8. Public input (if any);
9. Board questions, discussion and disposition (Vote).

## **F. POLICY AMENDMENTS**

Except as otherwise provided by law, any policy guideline contained herein may be suspended or amended at any time, without notice, by action of the Board.

**(See attached summary)**

## DUTIES VS. POWERS

- Duties are those of each Trustee individually
- Powers belong to the Board as a whole

## TRUSTEES DUTIES:

- Attend & Participate in Meetings
- Be Prepared
- Educate Yourself
  - About your District
  - What your District is
  - Where do you fit?
  - To whom do you report?
- Employees
  - Their Functions
  - How Many
- Cemetery
  - Number of Burials
  - % Cremations
  - Trends
  - Operations
- Finances
  - Revenues
  - Sources
  - Optimized?
  - Controls
  - Expenditures
- Other Districts
  - Compare to yours?
- The Law
  - Health & Safety Code
  - Gov. Code
  - Ralph M. Brown Act
  - Ethics