

February 21, 2019

Special Meeting of the board of directors of Bear Mountain Recreation and Park District was held Thursday, January 17, 2019, at 5:00 p.m. in the Senior Center at 10300 San Diego Street, Lamont, California. The District is a political subdivision in the State of California.

1. **SPECIAL SESSION:** Special Session to Begin at 5:00 p.m. at David Head Center, Senior Center.

2. **CALL TO ORDER AND ROLL CALL:**

Mr. Rodriguez- called the meeting to order at 5:03 p.m. Board Members present Mrs. Villanueva, Mr. Jimenez is running late, Mr. Horton, Mr. Rodriguez, and Mr. Perez is also running late. Staff present Lorena Cervantes, District Manager. Legal Counsel; Mr. Hodges.

3. **APPROVE AGENDA AS TO FORM:**

MOTION Mr. Horton moved Mrs. Villanueva second to approve the agenda as form. Motion passed 3 ayes, 0 noes and 2 absent.

4. **BOARD MATTERS:**

a. Discussion and potential Action- By Laws Amendments

Section 3.03 Special Meeting, Section 4.00 Officers and Section 4.01 Election. Mrs. Cervantes- Mr. Jimenez has brought up regarding the special meeting that we had to hand deliver by mail the special meeting agenda because is under section 3.03 and that what it says, and we are thinking of amending section 3.03 so we can include that we can email the agenda Mr. Hodges- you could change it to first class mail over night mail electronic mail you could include any method of delivery in there that way there can't be any complain in how is delivered as long is it falls in one of those categories Mr. Rodriguez- we could go ahead and change that and amend that the section that she just read Mrs. Cervantes- section 3.03 special meeting Mr. Hodges- just for the boards understanding the changes that are going to be brought to the next board meeting its going to be reviewed and read to the public and the following meeting is when it could be voted on to actually make that modification Mrs. Villanueva- does the motion pass or do I need to wait Mr. Hodges- the motion passes to make the changes but it won't be affective till you vote on the actual change Mrs. Cervantes- there 3 sections here that we are going over the amendment just to update the chairman and Mr. Jimenez we just went over under board matters under section 3.03 we just voted to make that change were going to add electronic mail Mr. Hodges- overnight mail and multiple different types of delivery methods and then it will brought before the board at the next meeting and the board has to review it read the changes to the bylaws to the public and then at the following meeting if there's no comments or no changes to be maid the board can

approve that by resolution to be adopted into the bylaws Mr. Jimenez- who's going to be making those changes Mr. Rodriguez- first thing you have to do is get permission from the president to ask the question that is the proper way to do it lets run this meeting how it supposed to be done Mr. Perez- at 5:09 my self and director Jimenez came into the meeting were on section Mr. Hodges- board matters item a Mr. Rodriguez- we just voted on item 3.03 Mrs. Cervantes- we are still going to discuss items 4.00 and 4.01 Mr. Jimenez- who's going to be making these changes to the bylaws the district manger or the legal counsel Mr. Hodges- its up to the board Mr. Perez- the district counsel for section 4.00 and 4.01 Mr. Hodges- the question was who was going to make this modification to present to the board at the next meeting my response was that its up to the board Mr. Rodriguez- the board member asked who writes up the bylaws we already have some bylaws that are written up right now is that right Mr. Perez- yes Mr. Rodriguez- the bylaws were written by the past board Mr. Hodges- the original bylaws would have been created when this district was formed and likely it would have been drafted by an attorney specifically attorneys draft bylaws for corporations or organizations you have them inform of you and these are the current bylaws of this entity these bylaws have not been modified for sometime portions of your rules that are held inside of your bylaws and policies have been modified but these specific sections have not as far as I'm aware Mr. Rodriguez- can you give us a copy of the bylaws that are in affect right now for the next meeting and everyone can get a copy and review them and see if they want to make any changes Mr. Hodges- what it's in front of you is the portion of the bylaws that we are discussing Mr. Rodriguez- there are more bylaws than these right here what we need to do is see them all and then ask each board member and see if they want to make changes and give the reason why they want to change them but if one person wants to make a change I believe it has to be voted on Mr. Perez- yes, we have the portion here that does have the sections that we want to modify considering the fact that it's a legal document, the subject to change its going to be just to these three sections Mr. Rodriguez- were going to go into closed session and that's were we could discuss these rules and regulations for these special meetings we are not going to make any changes in this tonight Mr. Hodges- no you cant make changes to the bylaws the same day your looking at them the law requires you to provide notice to the public of modification and then at the following meeting you can make the change if its approve by the board so it takes a minimum of two meetings to make the modification to the bylaws Mr. Horton- we get our vote to go ahead change 3.03 Mr. Hodges- you voted to allow to draft a modification of 3.03 in order for the board to review it present it to the public and then if no comments are made vote on at the following meeting Mr. Perez- at this time do we cast a vote for the modification of items 4.00 and 4.01 Mr. Hodges- to bring them to make modifications and be presented to the board for the board to review and the publics review Mr. Perez- I think the legal counsel should be in charge to draft this is a legal document Mr. Jimenez- I believe that item 3.01 emails your just adding seven or eight words its not like your changing the whole paragraph and another thing that we can do so the legal fees wont be that high we can get the bylaws from different districts and then have the legal counsel review it and its going to be I assume a lower cost than having the legal counsel write it and then review it Mr. Horton- do we have to vote on who's going to write this Mr. Hodges- you can direct them Mr. Horton- were wasting to much time on this subject Mr. Jimenez- we are but we have to take into consideration that we are using the tax payers

money on this we need to make good decisions Mr. Horton- we want it done legally it's a legal document we want it done legally and correctly that's why we have a attorney Mr. Perez- and the modifications for 4.00 and 4.01 those modifications Mrs. Cervantes- it has to do we the secretary per 4.00 just reads how the officers from the board shall consist of chairman, vice chairman and the secretary Mr. Perez- as I see here I don't see why this section needs to be rewritten Mr. Horton- how I interpret it is that it has to have those few things Mr. Perez- they currently do if I'm not mistaken just for clarification the way that I read it is section 4.00 it says officers it gives us a definition of the term officers it says that the officers of the board of directors shall consist of chairman, vice chairman, and secretary-clerk and those three items we've been in compliant with on section 4.01 for the election of those officers it says the offices of chairman, vice chairman and secretary-clerk should be elected persons so elected shall serve for a term of one year or until there successor is elected so I think that's where the confusion came from director Jimenez had pointed out that his interpretation initially was that elected representative are board members should be or are officers of the board consist of board members and that's not how I read it the board does elect such a person however that person is not subject to being a board member they could actually be in this case is the general manager Mr. Hodges- just clarify the general practice of this district as long as I know the secretary clerk has been the general manager so its nothing new Mr. Perez- the secretary clerk are in charge of recording the minutes the motion or having the most accurate record of the meetings Mr. Hodges- before you take a motion you could address the final sentence 4.01 I think that has been a issue in the past and maybe an issue in the future no person can hold the chairman should be more than two years I know in the past a chairman was a chairman for like ten or twelve years which would have been a violation of this that is something that you guys should probably discuss if your thinking of making a modification on this section Mr. Horton- were electing who the chairman should be and they are doing a great job if no one else wants to do it so I think that sentence should be removed Mr. Perez- I agree I think in the past that was over looked but I agree the term that we serve are between two to four years and it would essentially tie to the board if that was the case Mr. Hodges- one other issue you guys should look at that elections should be the first meeting of December and looking at this because elections are in November but they are not certified typically much later than that I would recommend changing or modifying that so you can comply with the election results and state something along the line elections should be held the at the first meeting of December of each year unless the election falls during a election year and incase the election of the officer take after the county election has been certified and the new board member has been sworn in because even if you change it to January lets say there is a problem with the elections the new board member wouldn't have the ability to vote until him or she is sworn in make that modification so that the new board member has a say Mr. Perez- I just want to ask legal counsel in regards to section 4.00 are you comfortable the way is written there I just want to get the legal perspective on it I'm comfortable with the definition of the term officers at this time I entertain a motion to the bylaw amendments to have legal counsel to prepare and modify section of 4.01 in our bylaws election

MOTION Mr. Horton moved Mr. Rodriguez second to approve to have legal counsel to prepare and modify section of 4.01 in our by-law's election. Motion passed 5 ayes, 0 noes, and 0 absent.

5. DISTRICT CLOSED SESSION:

- a. Significant exposure to litigation pursuant to 54959.9(b): One case: District Policies Legal Compliance.

MOTION Mr. Rodriguez moved Mr. Horton second to go into District Closed Session at 5:27pm. Motion passed 5 ayes, 0 noes, and 0 absent.

The board came out of closed session no action taken.

6. DIRECTORS TIME:

7. ADJOURNMENT