

**BYLAWS OF THE BOARD OF DIRECTORS OF THE
SOUTH SANTA CLARA VALLEY MEMORIAL DISTRICT**

ARTICLE I-BOARD OF DIRECTORS

Section 1. Name of Authority.

The official name shall be the “Board of Directors of the South Santa Clara Valley Memorial District” (the “Board”).

Section 2. Purpose and Powers.

The Board shall be vested with all the rights, powers, duties, privileges and immunities established by the California Military & Veterans Code Sections 1170 et al.

Section 3. Place of Business.

The office and regular place of business of the Board shall be at the Gilroy Veterans Memorial Building, (a.k.a. Gilroy Veterans Hall) at 74 West 6th Street, Gilroy, California. The Board may hold its meetings at this location or at such other locations as the Board may from time to time designate in its notice of any meeting.

ARTICLE II- OFFICERS

Section 1. Officers and Officials.

The Board shall be composed of five (5) board members, a majority shall be designated as veterans as defined in California Military and Veterans Code Section 1197. The members shall elect one of their members as the president and another as Vice President. All board members shall be elected pursuant to the guidelines set forth in California Military & Veterans Code sections 1195 or 1195.2, except the general district election shall be held in even-numbered years per the District Resolution 8.

Section 2. Election of President, Vice President and Secretary.

The President and Vice President shall be chosen annually by the Board from among its members by the affirmative vote of three or more of the Board members.

Section 3. Term of Office.

The term of office for the President and Vice President shall be one year. However, each shall hold office until his/her successor is elected and qualifies. In casting their votes for President and Vice President, members of the Board may consider the candidate's leadership qualities, his/her ability to conduct meetings of the Board expeditiously and fairly, and his/her willingness to represent and implement positions adopted by the Board

when such positions are at variance with his/her personal views, as well as other factors as they deem pertinent, including seniority, rotation, or prior service as President and Vice President.

Section 4. President.

The President of the Board shall preside at all meetings of the Board. The President shall preserve strict order and decorum at all meetings of the Board and announce its decisions on all subjects, and decide all questions of order, subject, however, to an appeal as herein as described. The President shall sign all ordinances and resolutions adopted and contracts approved by the Board at meetings at which he/she is in attendance.

Section 5. Vice President.

In the absence of the President, the Vice President shall assume all duties and responsibilities of the President.

Section 6. Vacancies.

When a seat of the Board becomes vacant, a new Board member shall be appointed in accordance with Military & Veterans Code section 1195.2 or elected in accordance with Military & Veterans code section 1195.

Section 7. Compensation.

Board members shall serve without compensation, but shall be entitled to actual and necessary expenses incurred in the performance of duties.

ARTICLE III- MEETINGS

Section 1. Regular Meetings.

Regular meetings of the Board shall be held on the third Monday of each month, except for January and February, in which months the meetings will be the fourth Monday. All meetings will be held at 5:00 p.m.

Section 2. Special Meetings.

The President of the Board may, when he/she deems it necessary, and, upon the written notice to the members of the Board, call a special meeting of the Board for the purpose of transacting the business designated. The means and method for calling such a special meeting shall be as set forth in the Ralph M. Brown Act, California Government Code section 54950 et seq., as it now exists or may hereafter be amended.

Section 3. Quorum.

Three (3) board members of the Board shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes. Every official act of the Board shall be adopted by an affirmative vote of at least three (3) members of the Board except in situations where the law calls for a vote of greater than a majority.

Section 4. Conducting Business.

The order of business of each meeting shall be as contained in the Agenda prepared by the staff with input from the President of the Board. The Agenda shall be a listing by topic of the subjects which shall be taken up for consideration:

- (I) Call to Order
- (II) Roll Call
- (III) Pledge of Allegiance
- (IV) Public Comment Time
- (V) Consent Calendar
- (VI) Regular Agenda Items
- (VII) Adjournment

The President or a majority of the Board may change the order of business under Orders of the Day. The Board may set hearings for a specific time and, in that event, such hearings shall begin at the stated time, regardless of the order of business; otherwise, business shall be considered in the order shown above.

Section 5. Meetings to be Public.

All regular, adjourned, and special meetings of the Board shall be open and public; provided, however, the Board may hold closed sessions from which the public may be excluded for the consideration of those matters permitted by the Ralph M. Brown Act (Government Code §§ 54950 et seq.) to be held in closed session. No member of the Board or any other person present during a closed session of the Board shall disclose to any person the content or substance of any discussion which took place during said closed session without prior authorization by a majority vote of the Board. A Board member who is found by the Board to have made disclosure in violation of the foregoing provisions shall be subject to either or both (i) a motion of censure, or (ii) removal from any one or more of the offices which he or she holds by reason of election or appointment by the Board, such as President or Secretary.

Section 6. Agendas.

An agenda shall be prepared for each regular meeting containing the specific items of business to be transacted and the order thereof. Items of business may be placed on the agenda by any Board member or any staff. A complete copy of the agenda shall be addressed to each Board member and delivered to each Board member at the Veterans Hall not later than 5:00 p.m. on the Friday preceding each regular Board meeting. The agenda shall be available to the public at the Veterans Hall and posted at the prescribed places no later than seventy- two (72) hours prior to the meeting and at the Veterans Hall during each meeting. During the day of the regular meeting, the agenda shall also be available for public inspection at the Veterans Hall.

No matters shall be finally acted upon by the Board other than those on the adopted agenda; provided, however, items of business not appearing on the posted agenda may be considered in accordance with Government Code section 54954.2 and as it may be amended from time to time.

Section 7. Reading of Minutes.

Unless the reading of the minutes of a Board meeting is requested by a majority of the Board, such minutes may be approved without reading if each Board member has previously been furnished with a copy.

Section 8. Getting the Floor.

Every person desiring to speak shall address the President, and upon recognition by the President, shall confine him/herself to the question under debate.

Section 9. Decorum.

While the Board is in session, the Board members and members of the public must preserve order and decorum, and no person shall, by conversation or otherwise, delay or interrupt the proceedings or the peace of the Board, nor disturb any Board member while speaking, or refuse to obey the orders of the Board or of the President, except as otherwise herein provided. When necessary to enforce decorum, the President, subject to Board appeal, or the Board itself may order a person removed from the public meeting, or the public meeting may be closed pursuant to state law.

Section 10. Interruptions.

A Board member, once recognized, shall not be interrupted when speaking unless called to order by the President, unless a point of order or personal privilege is raised by another Board member, or unless the speaker chooses to yield to a question by another Board member. If a Board member, while speaking, is called to order, he/she shall cease

speaking until the question or order is determined and, if determined to be in order, he/she may proceed.

Section 11. Failure to Vote

A Board member who fails to vote without stating his/her abstention or without being disqualified shall be deemed to have cast a "yes" vote.

ARTICLE IV- ADDRESSING THE BOARD

Section 1. Right to Address Board.

Every agenda for regular meetings shall provide an opportunity for members of the public to address the Board on any item of interest to the public that is within the jurisdiction of the Board. An opportunity shall be provided for public comment at any special meeting on any matter noticed to be heard at that meeting.

Section 2. Manner of Addressing the Board.

Any person wishing to address the Board shall stand or raise the hand and wait to be recognized by the President, he/she shall stand at the podium, if able, state his/her name and address for the record and proceed to address the Board. All remarks and questions shall be addressed to the Board through the President and not to any member thereof or the public. No question shall be asked a Board member without first obtaining permission of the President.

Section 3. Time Limitation.

Speakers shall have three (3) minutes to address the Board. The President or a majority of the Board may further limit the time speakers may have to make oral presentations to the Board. When any group of persons wishes to address the Board on the same subject matter, it shall be proper for the President or Board to inquire whether or not the group has a spokesperson, and if so, that the spokesperson be heard, with following speakers in the group limited to facts not already presented by spokesperson.

ARTICLE IV- MISCELLANEOUS

Section 1. Amendments to the Bylaws.

The Bylaws of the Board may be amended by the Board at any regular or special meeting by a vote of the majority of the Board Members, provided that no such amendment shall be adopted unless at least seven (7) days' written notice thereof has been previously given to all Board Members of the Board. Such notice shall identify the section or sections of the Bylaws proposed to be amended.

Section 2. Conflicts of Interest.

All Board Members are subject to the provisions of California law including Chapter 7, Title 9 of the California Government Code, relative to conflicts of interest and to any additional conflicts of interest codes adopted by the Board.

Section 3. Procedures in the Absence of Rules.

In the absence of a rule herein to govern a point or procedure, Robert's Rules of Order shall be used as a guide.

**Amended 10/19/15 for public comment time limit.*

**Amended 11/16/15 to include a time limit time for speakers at a public meeting.*

**Amended 1/22/18 to revise meeting times and dates.*

**Amended 4/19/21 to update officers, meeting dates and time and agenda contents.*