

- (5) Providing, by ordinance, compensation for each Boardmember for each attendance at the meetings of the Board, and for each day any Member is engaged in authorized District business other than attendance at meetings of the Board, as provided by Transit District Law (Ref: PUC Sec. 24908).
- (6) Appointing a District Secretary and General Counsel for the District and establishing compensation for said officers. (Ref: PUC Sec. 24931/24886)
- (7) Providing for the payment of insurance premiums for officers or employees of the District as specified in Transit District Law (Ref: PUC Sec. 25057, 99157, 99158).
- (8) Establishing a retirement system, retirement board, and associated authorities therewith as established in Chapter 5 of the Transit District Law, including but not limited to appointing members of the retirement board, prescribing the terms and conditions of retirement benefits, determining contribution levels to support the fund, and causing an actuarial valuation of the retirement fund at least once every four years (Ref: PUC Sec. 25301-25392).
- (9) Authorizing, by resolution, the sale, destruction or other disposition of any record, map, book or paper in the possession of the District or of any officer or employee thereof if the Board determines that such item is of no further value to the District (Ref: PUC Sec. 25772). Such authorization shall be in accordance with Board Policy 651 – Records Retention Policy or the public records requirements of the Government Code if applicable.
- (10) Submitting bond issues to the voters of the District (Ref: PUC Sec. 26202, 27451).

Section 2.7 Conflict of Interest

Pursuant to the Political Reform Act of the Government Code, Directors shall not make, participate in making, or in any way attempt to use his or her official position in any way to influence a Board decision in which he or she knows or has reason to know that he or she has a financial interest (GC Section 87100). Other state law generally prohibits a Director from having a financial interest in any contract which is awarded or to be awarded by the Board (PUC Section 25722) unless the interest is remote and the Director discloses the remote interest to the Board, the interest is noted in the District's official records, and thereafter the District authorizes, approves or ratifies the contract in good faith without counting the votes of those with a remote interest (GC Sections 1090-1091). State law also prohibits Directors from engaging for compensation in any activity which is inconsistent, incompatible, or in conflict with or inimical to his or her duties or with the duties, functions, or responsibilities of the District (GC Sections 1125-1127). Violators of such law(s) may be held accountable in the manner prescribed in the law.

Section 2.8 President of the Board

At its first meeting in January of each year the Board of Directors shall select from its membership a President. The President shall:

- (a) Preside at all meetings of the Board of Directors;
- (b) Appoint from the Board the members of all Limited Purpose and Liaison Committees. If necessary, the Board may convene a Board Retreat on the Wednesday immediately following the

- selection of the Board President, or as soon as practical thereafter, to discuss the interests of the Directors in serving on various committees. The appointments may be announced at the conclusion of the retreat or at the next Board meeting;
- (c) Serves as the official spokesperson for the Board of Directors at District and public events. The Board President may delegate this responsibility to the Vice President or another Director if deemed appropriate. All requests for the Board President's (or designee's) participation shall be coordinated through the District Secretary;
 - (d) Have all the powers and perform all of the duties as conferred by law; and
 - (e) Perform such other duties as may be required from time to time by the Board.

Section 2.9 Vice President of the Board

The Board of Directors shall select from its membership a Vice President who, in the absence or disability of the President, shall have all of the powers and shall perform all of the duties of the President. The Vice President shall have all of the powers and shall perform the duties conferred on this office by law and shall perform such other duties from time to time as may be prescribed by the Board of Directors.

Section 2.10 President as Presiding Officer

- (a) As provided for in Article 5 of these Rules for Procedure, the President shall review and approve all agendas of the Board of Directors prior to distribution of the agenda.
- (b) The President may move, second and debate from the Chair, subject only to such limitations of debate as are imposed on all Directors. He/she shall not be deprived of any rights and privileges of any Director by reason of his/her acting as Presiding Officer. However, the Presiding Officer is primarily responsible for the conduct of Board of Directors meetings.
- (c) When appropriate for clarification purposes or requested by a Boardmember, the President shall restate each motion immediately following its introduction. In situations where extensive discussion or debate occurs following introduction of a motion, or when an amendment(s) has been made to a motion, the President shall restate each motion immediately prior to calling for the vote. Following the vote, the President shall announce if the vote was unanimous or any dissenting votes or abstentions of each member present for the action and whether the motion carried or was defeated. In cases where the action of the Board may be unclear for those in the audience, the President shall summarize the action of the Board before proceeding to the next item of business.
- (d) Subject to additional Board direction, the President shall sign all ordinances and resolutions approved by the Board and shall sign all agreements and contracts as directed by the Board. In the event of the President's absence from a meeting where such documents are adopted and approved, the Vice President shall sign said documents on behalf of the District.
- (e) The President shall be responsible for the maintenance of order and decorum of Board meetings. No person shall be allowed to speak who has not first been recognized by the President. All questions and remarks should be addressed to the President.
- (f) The President shall determine all Points of Order subject to the right of any Director to appeal the determination to the entire Board. In the event of an appeal, General Counsel advice may