Revisions:
3-24-2011 as adopted on 3-11-2011
4-11-2011 as amended on 4-8-11

BY-LAWS AND

RULES AND PROCEDURES

FOR THE

TRUCKEE RIVER FLOOD MANAGEMENT AUTHORITY

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1. General

a. Definitions.

Authority	means the Truckee River Flood Management Authority. [Adopted 3/11/2011]
Board	means the Board of Directors of the Authority. [Adopted 3/11/2011]
Director	means a member of the Board of Directors. [Adopted 3/11/2011]
Executive Director	means the Executive Director of the Authority. [Adopted 3/11/2011]
ICA	means the Interlocal Cooperative Agreement (Truckee River Flood Management Project) dated as of March 11, 2011, and as amended from time to time. [Adopted 3/11/2011]
Member	means the Members of the Authority, namely Washoe County, and the Cities of Reno and Sparks. [Adopted 3/11/2011]

b. Relationship to Interlocal Cooperative Agreement. The ICA is the charter for the Authority. These By-laws supplement the ICA and if there is a conflict between these By-Laws and Rules of Procedure and the ICA as it may be amended from time to time, the ICA shall control. [Adopted 3/11/2011]

2. Appointment and terms of Directors and alternates. ¶3.03.B of the ICA provides for the appointment and terms of Directors and alternates. A letter from the

City/County Manager or City/County Clerk is sufficient to indicate such appointments by the governing bodies of the Members, and shall be delivered to the Executive Director. [Adopted 3/11/2011]

3. **Meetings.**

   a. **Regular meetings.** Regular meetings of the Board shall occur monthly generally on the second Friday of each month. Each year, the Board will prepare and publish a schedule of regular meetings. However, the Chair may postpone or cancel regular meetings. [Adopted 3/11/2011]

   b. **Special meetings.** Special meetings may be called by the Chair or by two Directors. [Adopted 3/11/2011]

   c. **Emergency meetings or agenda items.** Emergency meetings may be called by the Executive Director, or emergency items may be added to an agenda for a regular or special meeting of the Board under conditions specified in NRS 241.020. Before proceeding with any emergency meeting or considering any emergency item, the Board must, by unanimous consent of all the voting members present, find that an emergency exists and specify the reasons for the emergency meeting. [Adopted 3/11/2011]

   d. **Caucus Meetings.** The Chair may from time to time or on a regular basis schedule caucus meetings to discuss matters with the Executive Director and staff prior to a regular or special meeting. Caucus meetings are subject to the Nevada Open Meeting Law. [Adopted 3/11/2011]

4. **Quorum.** Four Directors shall constitute a quorum and be necessary for the transaction of business. If a quorum is not present, those in attendance will be named in the record and the meeting shall adjourn. [Adopted 3/11/2011]

5. **Attendance.** If a Director cannot attend all or any part of a meeting, or must abstain from a vote, an alternate designated as provided in Rule 2 above can fill in for the absent or abstaining Director. [Adopted 3/11/2011]

6. **Recording secretary; tapes and minutes of meetings.** The Executive Director shall designate a recording secretary for each meeting who shall take minutes of the meeting and cause the meeting to be recorded by audio or video method. Minutes and recordings are public records and shall be kept at the principal office of the Authority. Minutes shall be approved by a unanimous consent of all the Directors. [Adopted 3/11/2011]

7. **Selection of Chair and Vice-Chair.** The Board shall annually elect a Chair and Vice Chair in January. Unless sooner removed from office, the Chair and Vice-Chair shall serve until a successor is elected and qualified. [Adopted 3/11/2011]

8. **Duties of the Chair and Vice-Chair.** The Chair shall preside over and run the Board meetings in an orderly way according to Section 12, the Rules of Procedure. In the absence of the Chair, the Vice-Chair shall preside over and run the Board meetings in an orderly way according to the Rules of Procedure. In the absence of both the Chair and Vice-Chair, the Directors shall select a Chair for that meeting. [Adopted 3/11/2011]

9. **Placement and removal of agenda items; Board packets.**

   a. Any Director may place items on upcoming agendas. Other persons may request to place an item of special interest on an agenda by contacting the Executive Director who shall decide whether to place the item on an agenda or to present the request at the next regular meeting of the Board. [Adopted 3/11/2011]

   b. The Executive Director shall prepare draft agendas for each Board meeting and discuss it with the Board Chair. Together they will determine the final agenda. [Adopted 3/11/2011]

   c. The Executive Director shall deliver to the Directors an electronic packet containing the agenda and any supporting documentation approximately five working days before each meeting. [Adopted 3/11/2011]

10. **Public comments and written communications to the Board.**

   a. Addressing the Board. In order to allow the recording secretary to properly document those individuals speaking to the Board, persons desiring to address the Board shall first provide the recording secretary with a written request to speak on an agenda item so the presiding officer may recognize them. Each person addressing the Board shall step up to the microphone, give his/her name and limit the time of his/her presentation to three minutes. No person, other than Directors and the person having the floor, shall be permitted to enter into any discussion, either directly or through the Directors. Speakers shall avoid undue repetition of points previously presented to the Board. [Adopted 3/11/2011]

   b. Disruptive Conduct. As per NRS 241.030, any person who willfully disrupts a meeting to the extent that its orderly conduct is made impractical may be removed from the meeting by order of the presiding officer. Willfully disrupting a meeting includes but is not limited to: (1) use of physical violence, threatening to use physical violence, or provoking the use of physical violence, or (2) continuing to use loud, boisterous, unruly, or provocative behavior after being asked to stop, which behavior is determined by the presiding officer or all of the Directors present at the meeting to be disruptive to the orderly conduct of the meeting, or (3) failing to comply with any lawful decision or order of the presiding officer or all of the Directors present relating to the orderly conduct of the meeting. The presiding officer shall request that a

person who is engaging in conduct which is disrupting, disturbing, or otherwise impeding the orderly conduct of the meeting to desist from such conduct. If, after receiving a warning from the presiding officer, such person persists in disrupting the meeting, the presiding officer may order him/her to leave the meeting. [Adopted 3/11/2011]

c. **Written Communications.** Interested parties, or their authorized representatives, may address the Board by written communication in regard to any matter concerning Board business or over which the Board has supervision, control, jurisdiction or advisory power at any time by direct mail to the Directors or by addressing it to the Executive Director. Copies will be distributed to the Directors. [Adopted 3/11/2011]

11. Voting. Except in the case of an abstention under Paragraph 14 of these By-Laws, all Directors (including the Chair) must vote on all matters before them. Actions of the Board shall be decided upon by the unanimous consent of the Directors present at the meeting as provided in ¶3.05.B of the ICA. If a Director chooses to abstain or vote against a matter, it is the responsibility of that Director to clearly and audibly announce the abstention or vote against the matter; otherwise the Director will be deemed to have consented to the matter. Any Director may demand a vote by roll call. [Adopted 3/11/2011]

12. Rules of Procedure.

a. **Use of Roberts Rules of Order or other methods.** These By-laws and Rules of Procedure are adopted as provided in ¶3.04.E of the ICA, and therefore the use of Roberts Rules of Order are not mandatory in governing the conduct of meetings of the Board but may be used as guidelines for orderly conduct of the meeting. Considering the need for unanimous consent, the Chair is authorized to employ procedures and methods reasonably calculated to build consensus. [Adopted 3/11/2011]

b. **Precedence of motions.** When a motion is before the Board, no motion shall be entertained except (1) to limit comment, (2) to adjourn or fix the hour of adjournment, (3) to lay the motion on the table, (4) to call for the previous question, (5) to continue to a certain day, (6) to refer, (7) to amend, (8) to postpone indefinitely, or (9) to divide the question. Such motions have precedence in the order indicated. [Adopted 3/11/2011]

i. **Motion to lay on the table.** A motion to lay on the table is to temporarily by-pass the subject, and may be voted upon without debate. If the motion to lay on the table is unanimously approved, the item shall be listed on the agenda for each successive regular meeting until it is taken off the table. [Adopted 3/11/2011]

ii. **Call for previous question.** The purpose of this motion is to close debate on the main motion. It is undebatable and no further

discussion shall be permitted until the motion for previous question is acted upon. If the motion for previous question fails, debate is reopened on the main motion. If the motion for previous question passes, the Board shall vote on the main motion. [Adopted 3/11/2011]

iii. **Continue to a certain day.** The purpose of this motion is to delay consideration of a subject until a future time. A motion to continue shall include the specific date when the subject shall again be considered. [Adopted 3/11/2011]

iv. **Motion to amend.** No more than one amendment to an amendment is permitted. When an amendment is before the Board, the Board shall first vote on the amendment, and after the amendment has passed or failed, the Board shall vote on the main motion. [Adopted 3/11/2011]

v. **Division of Question.** If the question contains two or more propositions which may be divided, the Chair may, or upon motion approved by the Board, divide the same. [Adopted 3/11/2011]

c. **Reconsideration.** If a motion is defeated by one or more votes against it, any Director who voted against it may move to reconsider the vote on that specific motion during the same meeting or at the next regular meeting of the Board. [Adopted 3/11/2011]

d. **New motions on matters defeated.** If a motion is defeated by one or more votes against it, any Director may make a new motion regarding the same subject matter of the defeated motion if the new motion proposes a variation or alternative result in order to facilitate achievement of unanimous consent. [Adopted 3/11/2011]

e. **Block votes.** If a motion for a block vote or the simultaneous consideration of multiple questions is defeated by one or more votes, any Director may ask for a division of the question or make a new motion on any question within the block vote or simultaneous consideration. [Adopted 3/11/2011]

f. **Procedure for public hearings.** When a public hearing is required for a matter (such as setting rates), the following procedures shall be followed:

i. The Chair shall advise the audience of general hearing procedures;

ii. The Chair may request a show of hands to canvas positions on the matter, and to determine how many people wish to provide testimony;

iii. Staff may make a presentation, including expert testimony;

iv. Board members may ask questions of staff and expert witnesses;

v. Chair opens the public hearing for public testimony; Speakers shall limit their presentations to three minutes unless they represent an organization, in which case they can speak for five minutes provided that no other testimony will be presented on behalf of the organization; The Chair or any Director may ask questions of a speaker (answering questions does not count against the time limits) and may invite a speaker to continue beyond his/her time limit;

vi. Unless otherwise directed by the Chair, speakers shall speak in the following order: (1) If the public hearing involves a development or other project, the owner or proponent of the project shall speak first; (2) initial speakers for the agenda item; (3) subsequent speakers for the agenda item – who will be asked to provide new pertinent information not covered by previous speakers; (4) initial speakers against the agenda item; (5) subsequent speakers against the agenda item -- who will be asked to provide any new pertinent information not covered by previous speakers; Questions asked by speakers and dialogue addressed to staff members and individual members will be directed, and limited as necessary, by the Chair;

vii. The public hearing shall be closed and the Board may ask questions of staff members or others, and staff may be asked to respond to any testimony during the public hearing;

viii. The Chair shall entertain motions, debate and a vote. [Adopted 3/11/2011]

g. Decorum. While the Board is in session, the Directors must preserve order and decorum. A Director shall not, by conversation or otherwise, delay or interrupt the proceedings or the peace of the Board or its presiding officer. [Adopted 3/11/2011]

13. Director correspondence. When a Director sends out correspondence stating that Director's official position regarding a constituent complaint or other issue of the Board, a copy of said correspondence will be placed on file in the Principal Office of the Authority and a copy shall be to the other Directors. [Adopted 3/11/2011]

14. Code of Ethical Conduct; abstentions. NRS Chapter 281A (Ethics in Government) applies to Directors and Directors shall scrupulously comply with the ethical limitations and requirements in that Code. When a Director abstains from a vote on a matter under NRS 281A.420, the abstention shall not be deemed as a vote in favor of the matter (as provided in NRS 241.0355), and either (i) the Alternate Director representing the Member may step in and vote on the matter, or (ii) per NRS

281A.420 (5) the number of votes necessary to act upon the matter, as fixed by the ICA and these Rules is reduced as though the Director abstaining were not a member of the Board, and the unanimous consent of the remaining Directors shall be sufficient to approve the matter. [Adopted 3/11/2011]

15. Technical Advisory Committee

a. A nine member standing Technical Advisory Committee (TAC) is hereby established which will consist of:

i. Two members appointed by the city manager of the city of Reno, two members appointed by the city manager from the city of Sparks, and two members appointed by the county manager of Washoe County; [Added 4-8-2011]

ii. One member appointed by the Storey County Manager; [Added 4-8-2011]

iii. One member appointed by the Tribal Council or chief executive of the Pyramid Lake Paiute Indian Tribe; [Added 4-8-2011] and

iv. One person from a state or local government agency who has expertise or experience in environmental science, recreation, or fish management, to be appointed by the Executive Director. [Added 4-8-2011]

b. Each member of the Technical Advisory Committee serves at the pleasure of the appointing authority but unless sooner removed shall serve for a term of two years or until a successor is appointed and qualified. Appointing authorities may select committee members on a meeting by meeting basis. If a committee member is absent from all or any part of a committee meeting, or abstains from a vote, then the appointing authority may select an alternate to stand in for the member. [Added 4-8-2011]

c. The Technical Advisory Committee may review and advise the Board on

i. Planning and priorities for Capital Projects including advice on the contents of the Capital Improvements Plan and Flood Control Facilities plans such as the Locally Preferred Plan; [Added 4-8-2011]

ii. Matters relating to the design, implementation, construction, ownership, operation, monitoring and maintenance of Capital Projects; [Added 4-8-2011]

iii. Professional service contracts relating to Capital Projects; [Added 4-8-2011]

iv. Proposed legislation, plans, planning recommendations, regulations and policy statements to be made by the Board; [Added 4-8-2011] and

v. Matters referred to it by the Executive Director or the Board. [Added 4-8-2011]

d. The Technical Advisory Committee is a public body under Nevada's Open Meeting law and shall comply with NRS Chapter 241. The committee shall meet monthly at least two working days before the regular meetings of the Board, and the chair of the committee (or his/her designee) shall make oral reports to the Board at its next meeting. The Executive Director shall arrange for minutes and recordings of the committee meetings. Minutes shall be approved by the Committee at a subsequent meeting and then submitted to the Board for review as soon as practicable. [Added 4-8-2011]

e. A majority of members actually appointed (vacant positions shall not be counted) constitute a quorum and must be present in order to conduct a meeting, and matters shall be decided by an affirmative vote of a majority of those present at a meeting of the committee, except that if a member of the committee abstains from a vote, the matter may be decided on an affirmative vote of a majority of the remaining members present at the committee meeting. The committee may adopt rules of procedure subject to approval by the Board. [Added 4-8-2011]

f. The Technical Advisory Committee shall annually elect from its members a Chair who will (1) preside over meetings of the committee; (2) make oral reports to the Board regarding committee activities and recommendations; and (3) perform other duties as required by the Chair of the Board. The committee will also elect a Vice Chair to perform the duties of the Chair in his/her absence. [Added 4-8-2011]