RESOLUTION NO. 4044-25

A RESOLUTION OF THE TOWN COUNCIL OF THE TOWN OF WINDSOR RESCINDING RESOLUTION NO. 3937-24 AND AMENDING RULES FOR THE TOWN COUNCIL CONDUCT OF MEETINGS

WHEREAS, Section 36813 of the Government Code, State of California, authorizes a Town Council to establish rules for the conduct of its meetings; and

WHEREAS, review of rules for Council meeting conduct on an annual or as needed basis allows staff the opportunity to update and edit language to correspond with current meeting practices, as well as update areas directed by the Council; and

WHEREAS, on December 17, 2008, pursuant to Resolution No. 2407-08, the Town Council adopted rules for the conduct of its meetings, and adopted revisions to said rules on September 18, 2013, by Resolution No. 3033-13; January 21, 2015, by Resolution No. 3165-15; July 15, 2015, by Resolution No. 3218-15; November 18, 2015, by Resolution No. 3246-15; March 2, 2016, by Resolution No. 3262-16; February 15, 2017, by Resolution No. 3336-17; and April 17, 2024 by Resolution No. 3936-24; and May 1, 2024 by Resolution No. 3937-24.

NOW, THEREFORE BE IT RESOLVED that the Town Council of the Town of Windsor supersedes Resolution No. 3936-24, with Resolution No 4044 -25; to include updates to the Rules of Conduct Sections: I.G — Attendance of Councilmembers; I.K — Agenda; II.A. Business of the Council; and V.I. Public Meetings.

PASSED, APPROVED AND ADOPTED this 20th day of August 2025, by the following vote:

AYES: **COUNCILMEMBERS LEEP, SALMON, WALL, VICE MAYOR POTTER AND MAYOR REYNOZA**
NOES: **NONE**
ABSTAIN: **NONE**
ABSENT: **NONE**

ROSA REYNOZA, MAYOR

ATTEST:

IRENE CAMACHO-WERBY, TOWN CLERK

Attachment:

- **Exhibit A** - Windsor Town Council Rules of Conduct

Windsor Town Council Rules of Conduct

Adopted by Resolution No. 4044 -25

Section I — Meetings

Town Council meetings are governed by the **Ralph M. Brown Act** (Cal. Gov. Code §§ 54950–54962), which requires public access to deliberations and actions. Council policy is to comply fully with both the letter and spirit of these open meeting laws. Brown Act rules also apply to elected officials before they take office.

I.A — Regular Meetings

1. **Time**
   - Held **first and third Wednesday** of each month at **6:00 p.m.**
   - May start earlier for closed sessions, workshops, or study sessions.
   - If a regular meeting date falls on a holiday, the meeting will be canceled or rescheduled.
2. **Public Hearings**
   - Begin at **6:00 p.m.** or as soon as possible thereafter.
3. **Place**
   - As designated by **Ordinance No. 02-92**.
4. **Public Access**
   - All meetings are open to the public; closed sessions permitted per state law.
5. **Special Needs**
   - Reasonable accommodations provided for persons with disabilities; contact Town Clerk in advance.

I.B — Special Meetings

- Called by the Mayor (or upon written request of three Councilmembers).
- **Written notice** must be delivered to each Councilmember and posted for the public at least **24 hours before** the meeting.
- Notice specifies time, place, and business to be transacted; no other business shall be heard or considered at the special meeting.
- Written notice can be waived by a Councilmember in writing or by attendance at the meeting.

I.C — Adjournment / Adjourned Meetings

- Any meeting may be adjourned to a stated time and place.
- If a quorum is not present, the Town Clerk may adjourn the meeting.
- Notice of adjournment must be posted within **24 hours** at the meeting location.
- An adjourned regular meeting is treated as a regular meeting.

I.D — Emergency Meetings as Allowed by the Brown Act, Open Meeting Law

1. **With One-Hour Notice**
   - Allowed during work stoppage, crippling disaster, or activity severely impairing public health or safety (majority vote required).
2. **Without One-Hour Notice**
   - Allowed for disasters, terrorist attacks, or threats so severe that even one-hour notice would endanger public health or safety (majority vote required).

I.E — Closed Sessions

- Permitted during regular or special meetings for matters authorized by law.
- Agenda should identify subject matter or parties to litigation unless disclosure would harm Town's interests (Town Attorney to explain in confidential memo).
- Mayor to make public report at the end of closed session and again at next regular meeting.

I.F — Meeting Cancellations

- May be canceled by majority vote of Council or due to lack of a quorum.
- In emergencies, the Town Manager may cancel if Mayor and/or Vice Mayor are unavailable.

I.G — Attendance of Councilmembers

- Members expected to attend all meetings.
- Absences should be reported to the Mayor in advance for their excusal before the scheduled regular meeting.
- Members missing two consecutive regular meetings requires Council vote for excusal at the second missed meeting.
- Being absent without permission from all regular meetings for 60 consecutive days results in vacancy (pursuant to California Government Code § 36513).
- Members must be physically present or lawfully teleconferencing to vote.
- Members needing to arrive late or leave the meeting early must advise the Mayor in advance whenever possible.
- Council may continue an action to allow absent member's participation later.

I.G.1 — Teleconference Attendance

- Allowed only in occasional circumstances.
- At least a quorum must participate from a location within the Town.
- Teleconference location must comply in all respects with the Brown Act, including:

    - Be posted on agenda and accessible 24/7 before meeting (72 hours for regular, 24 hours for special).
    - Be open to public, ADA compliant, and free of admission fees.
    - Allow public participation and quality audio connection.
- One-week advance written notice required to the Town Clerk, with teleconference details.
- Councilmember is responsible for posting agenda at remote site.
- All votes taken will be by roll call.

I.G.2 — Council Vacancies

- Must be filled within **60 days** by appointment or special election (Gov. Code § 36512).

I.H — Selection of Vice Mayor

- Occurs every December or upon vacancy.
- Vice Mayor selected from among Councilmembers (Gov. Code § 36801).
- Mayor sets the seating arrangement for regular meetings.

I.I — Chair

- Mayor presides over meetings; Vice Mayor acts in Mayor's absence.
- If both absent, temporary chair elected until they arrive.
- Mayor states motions, calls votes, announces results, and signs official actions.

I.J — Attendance by the Public

- Meetings where a quorum is required are open to the public except for lawful closed sessions or emergencies.
- Public comment limited to **3 minutes** unless otherwise allowed by Mayor, no conceding of time.
- Disorderly conduct may result in clearing the room and continue in session; press may remain unless disruptive.

I.K — Agenda

- Town Clerk must receive all materials **by 11:00 a.m., 13 days before** a regular meeting.
- Agenda arranged and distributed to Council, Town Manager, and Town Attorney.
- Items marked "Consent" may be approved together unless pulled for discussion.
- Members of Council wishing to make a comment on a consent item may do so before voting.

- If a Consent item is pulled at the request of any Councilmember or Town staff, the item shall be taken up for consideration either before the Regular Calendar or as determined by the Town Manager.

I.L — Agenda Posting

- Agenda posted at least **72 hours** before regular meetings (Gov. Code § 54954.2(a)).
- Agenda posted at least **24 hours** before special meetings.
- Posted on designated Town Hall bulletin boards and Town website.

I.M — Call to Order

- Mayor (or Vice Mayor) calls meeting to order.
- If both absent, Town Clerk calls to order and Council elects temporary chair.

II. ORDER OF BUSINESS

II.A. Business of the Council

The following is the suggested order of business for Council meetings. Informational items which do not require Council discussion or action may be moved, removed, or re-arranged when the meeting agenda is being set by the Mayor, Town Manager, and Town Clerk. Items that require further consideration, direction, or action by a quorum of the Council may be taken out of order with the unanimous consent of the Council at the meeting:

1. **Call to Order**
2. **Town Council Roll Call**
3. **Land Acknowledgment/Unity Statement**
4. **Pledge of Allegiance**
5. **Changes to the Agenda**
6. **Report Out from Closed Session***
7. **Presentation(s)/Proclamation(s)**
8. **Announcements**
9. **Town Manager's Report**
10. **Conflict of Interest Declaration**
11. **Public Comment**
12. **Consent Calendar** (including approval of minutes)
13. **Public Hearings** (set time certain)
14. **Regular Calendar**
15. **Mayor's & Councilmembers' Reports**
16. **Announcement of Closed Session Topic****

17. **Report Out of Closed Session**
18. **Adjournment**

* Appears only when there was a closed session at the prior meeting.

**Appears only when there is a closed session following the regular meeting.

II.B. Matters Not on the Agenda

The Council may take action on items not on the posted agenda only under these conditions:

1. **Emergency** – By majority vote, determining that an emergency exists as defined in Government Code §54956.5.
2. **Immediate Need** – By two-thirds vote of members present (or unanimous vote if fewer than two-thirds are present), determining there is an urgent need for action that arose after the agenda was posted. Not valid if the need was known beforehand or caused by oversight.
3. **Recently Continued Item** – The item appeared on an agenda within the last five calendar days and was continued to the current meeting.

II.C. Reading of Minutes

Minutes may be approved without reading if previously provided to Councilmembers, unless a member requests a reading.

III. RULES OF MEETING CONDUCT

Business is brought before the Council by motion, according to the following standards:

III.A. Obtaining the Floor

A Councilmember must be recognized by the Mayor to speak. The Mayor must recognize any member entitled to the floor.

III.B. Motions

- With approval by the Mayor, items on the agenda may be discussed before requesting a motion and second.
- A motion must be seconded before consideration or debate.

- Once a motion has been made and seconded, the Mayor shall open the matter for debate, offering the first opportunity to debate, to the person who made the motion followed by any Councilmember who wishes to speak on the matter.
- Once the matter has been debated and after the Mayor calls for a vote, no further debate is allowed, an exception will be made to allow a Councilmember to explain their vote prior to the voting being cast.

III.C. Voting

- All members present must vote unless disqualified due to a conflict of interest.
- Results must clearly record all "ayes" and "noes."

III.C.1. Tie Votes

A tie vote means the motion fails. If a proposal fails, any member of Council may offer a new motion. For matters involving appeals, where an affirmative vote does not occur, the result is that the decision appealed stands as decided by the decision-making person or body from which the appeal was taken. On the occasion tie votes occur, the Town Attorney or Town Manager will advise of the their effects and the available options to resolve them.

III.C.2. Silence During the Vote

Silence is recorded as an affirmative vote unless the member declares an abstention.

III.D. Conflicts of Interest

Members with a potential conflict must consult with the Town Attorney, Attorney General, or the Fair Political Practices Commission, as necessary by law, before the meeting. If confirmed, they must declare the conflict, state the reason, and leave the room during discussion (unless on the Consent Calendar).

III.E. Procedural Rules of Order

III.E.1. Subsidiary Motions (in order of precedence), all require a second.

1. **Lay on the Table** – Any councilmember may move to lay the matter under discussion on the table. Must be moved and seconded. Suspend debate with no set time to resume (majority vote). To bring a matter back before the Council, a member must move that the matter be taken from the table, seconded and passed by a majority.

   A motion to take from the table must be made at the same meeting at which it was placed on the table or at the next regular meeting of the Council. Otherwise, the motion that was tabled dies, although it can be raised later as a new motion.

2. **Move Previous Question** – Any Councilmember may move to immediately bring the questions being debated by the Council to a vote, suspending any further debate. The motion must be made and seconded without interrupting the member who already has the floor (two-thirds vote).
3. **Limit or Extend Debate** – Any Councilmember may move to set debate limits, motion and a second (two-thirds vote).
4. **Postpone to a Time Certain** – Any Councilmember may move to postpone the pending question to a time certain. This motion continues the pending main motion to a specific future date and time (majority vote).
5. **Commit or Refer** – Send to a committee/commission for further study (majority or two-thirds depending on circumstances). The motion may contain directions for the committee or commission, as well as a date upon which the item will be returned to the Council.
6. **Amend** – Any Councilmember may amend the main motion or any amendment made to the main motion. Before the main motion is acted upon, all amendments must first be acted upon. An amendment must be related to the main motion or amendment to which it is directed. Any amendments which substitutes a new motion rather than amending the existing motion is out of order and may be so declared by the Mayor (majority vote).
7. **Postpone Indefinitely** – Any Councilmember may move to postpone indefinitely the motion on the floor, thus avoiding a direct vote on the pending motion and end any further action on the matter (majority vote).

III.E.2. Motions of Privilege, Order, and Convenience

1. **Call for Orders of the Day** – Request to follow the agenda in the order stated therein (no second is required; two-thirds vote to overrule).
2. **Question of Privilege** – Request to address Council needs through the Mayor. Admissibility of question is ruled on by the Mayor.
3. **Recess** – Any Councilmember may move to recess at any time, even if there is business pending. (majority vote; debatable).
4. **Adjourn** – Any Councilmember may move to adjourn at any time, even if there is business pending. (majority vote; not debatable).
5. **Point of Order** – Enforcement of the rules, by the Mayor.
6. **Appeal** – Should any councilmember be dissatisfied with a ruling from the Mayor, they may move to appeal the ruling to the full Council. (motion and a second; majority vote). A majority vote in the negative or a tie vote sustains the ruling of the Mayor. The motion is debatable and the Mayor may participate in the debate.
7. **Suspend the Rules** – Any Councilmember may move to suspend the rules if necessary to accomplish a matter that would otherwise violate the rules. (two-thirds vote).
8. **Division of Question** – Any Councilmember may move to divide the subject matter of a motion which is made up of several parts in order to vote separately on each part. The motion requires a second and a majority vote for passage. (majority vote).
9. **Reconsider** – Except for votes regarding matters which are quasi-judicial in nature or matters which require a noticed public hearing, any member of the Council with the prevailing may move for a reconsideration of that action at the same or next succeeding meeting to correct inadvertent errors or to consider new information not available at the time of the vote. The motion must be seconded and requires a majority vote for passage, regardless of the vote required to adopt the motion being reconsidered.

If the motion to reconsider is successful, the matter to be reconsidered takes no special precedence over other pending matters, any special voting requirements related thereto still apply, and the actual reconsideration of the question shall be heard at the next regularly scheduled meeting. After the actual reconsideration of the question has been acted upon, no other motion for reconsideration thereof will be made without unanimous consent of the members present. In the case of a tie vote, the prevailing side of the Council will be deemed to be those Councilmembers who voted in the negative. (majority vote).

10. **Rescind, Repeal, or Annul** – The Council may rescind, repeal or annul any prior action taken with reference to any legislative matter so long as the action to rescind, repeal or annul complies with all the rules applicable to the initial adoption, including any special voting or notice requirements or unless otherwise specified by law.

III.F. Authority of the Mayor

Subject to appeal, the Mayor shall have the authority to prevent the misuse of the legitimate form of motions, or the abuse of privilege of renewing certain motions, to obstruct the business of the Council by ruling such motions out of order. In so ruling, the Mayor shall be courteous and fair and should presume that the moving party is making the motion in good faith.

IV. ADDRESSING THE COUNCIL

IV.A. General Procedures for Addressing the Council

- Any person desiring to address the Council at a meeting must first secure the Mayor's permission.
- Under certain agenda headings, any interested person may address the Council upon recognition by the Mayor.
- Comments are limited to three minutes, conceded time will not be approved.

IV.A.1 Written Communications

- Interested persons or authorized representatives may submit written communications on Town business or matters under Council control.
- To be included on the agenda, written communications must be delivered to the Town Clerk by 11:00 a.m. on the Wednesday prior to the meeting.
- Persons unable to attend may submit written comments prior to or during the meeting for the record.

IV.A.2 Town Councilmembers' Comments

- Councilmembers unable to attend a meeting may submit written comments on agenda items.
- Comments will be distributed to all Councilmembers but not read aloud.

- Comments must be submitted to the Town Manager and/or Town Clerk and made available for public viewing.

IV.A.3 Public Comments / Citizen Public Appearances

- Interested persons or representatives may address the Council orally on items within the Council's jurisdiction.
- The Council may not take action on items not on the agenda unless authorized under Section II.B.
- Comments are normally limited to three minutes.
- The agenda will inform the public that speakers on consent calendar items should notify the Council during public comment.
- The Mayor may request but cannot require speakers to provide their name and address for the record per the Brown Act.

IV.B. Addressing the Council After a Motion Is Made

- After a motion is made, no person may address the Council without the Mayor's permission.

IV.C. Manner of Addressing the Council

- Speakers should come to the podium or be called upon (including teleconference participation).
- Speakers will be asked to state their name and address audibly for the record (though not required for public comment per the Brown Act).
- All remarks must be addressed to the Council as a body, not to individual members, staff, or the audience.
- No one other than the Council or the speaker may engage in discussion without the Mayor's permission.
- Questions to Councilmembers must be directed through the Mayor.

V. COUNCIL NORMS

V.A. General

- Take courageous action to keep Windsor innovative and well managed.
- Provide leadership and participate in regional, state, and national programs.
- Utilize commissions and committees for advice and some legislative functions.
- Include other community leaders in Town governance.
- Encourage extensive community participation in Town programs and documents.
- Acknowledge numerous meetings beyond regular Council sessions.
- Emphasize training for staff, Council, and Commission members.

- Councilmembers should notify the Town Clerk of absences early for calendar posting.
- Provide Councilmembers with the same information (citizen complaints, letters, background, etc.).
- Use technology to reduce paper use.
- Return unwanted documents to staff for public distribution or recycling.
- Conduct business in public whenever possible.

V.B. Council Values, Interaction, and Mission Statement

- The Council and Town Manager strive to be a participatory team; agreement is not required but community good must be prioritized.
- Values include innovation, integrity, teamwork, collaboration, and public service.
- Respect the process and the opinions of all Councilmembers; keep an open mind.
- Commit to respectful disagreement and maintain decorum.
- The Mission Statement: Provide outstanding public services and preserve Windsor's small-town character for current and future generations.
- Show respect through words, tone, and body language; listen attentively to each other, staff, and the public.
- Promptly resolve significant disagreements and move on.
- Explain votes before voting but refrain from explanations afterward.
- Avoid negativity or misleading statements about fellow Councilmembers publicly or privately.
- Respect community traditions but do not feel bound by them.
- Humor is valued as a sign of healthy group dynamics.

V.C. Council Participation on Subcommittees, Boards, Commissions, and JPAs

- Subcommittees, Boards, Commissions, and Joint Powers Authorities (JPAs) belong to the entire Council, not individuals.
- Subcommittees must keep the full Council informed; Councilmembers should provide input as needed.
- Obtain Council direction before subcommittees pursue new directions.
- Councilmembers take reporting responsibilities seriously, sharing updates in noticed meetings as appropriate.
- Interim memos should update Council on issues, options, progress, and relationships.
- Maintain informal but professional public relationships.
- Attend and participate in all assigned meetings and be flexible in covering for each other.

V.D. Council Interaction and Communication with Staff

V.D.1 Town Manager

- Councilmembers should freely communicate with the Town Manager.
- Concerns about departments should be discussed with the Town Manager, not department heads.
- Council sets policy; staff implements it. Avoid micromanaging the Town Manager.
- Concerns about staff must be directed to the Town Manager.
- The Town Manager coordinates communications with the Mayor and Council as needed.
- Provide ongoing feedback to the Town Manager.
- At the discretion of the Town Manager, in some cases, critical information may be passed along to the Council by department heads.
- Contact the Town Manager if uncertain about departmental issues crossing boundaries.

V.D.2 Staff in General

- Per Municipal Code, Council and Members interact with administrative services only through the Town Manager, except for inquiries.
- Councilmembers may direct informational requests to Department Heads with the Town Manager copied.
- Extensive inquiries should be handled through the Town Manager.
- Information requested by any Councilmember that is not publicly available shall be shared with all Councilmembers.
- Staff must inform Council promptly about unusual public safety events.
- Avoid blindsiding staff or Council in public meetings.
- Treat staff with courtesy at all times; derogatory comments or body language are inappropriate.
- Council may raise staff concerns only with the Town Manager and may not direct hiring, firing, or discipline.

V.E. Council Options for Keeping Informed

- Watch Commission meetings or read minutes to track project progress.
- Review planning documents.
- Town Manager will regularly publish status reports on work programs and financial condition.
- Councilmembers are expected to prepare thoroughly.

V.F. Vice Mayor Selection

- Any Councilmember who wants or does not want a role has the responsibility to inform all other members in open session.
- Councilmembers will take turns as Vice Mayor as much as possible, until decided otherwise.
- The Vice Mayor's term is typically one year, from December to December. Roles are decided at the end of the year or when a vacancy occurs.
- This Council will not use a lock-step rotation system for selecting the Vice Mayor.

- The Vice Mayor is a peer of, and serves at the pleasure of, the other Councilmembers.

V.G. Mayor's Role

- The Mayor's primary role is to run Council meetings, preside and speak for the Town and Council at ceremonial events, and sign documents on behalf of the Council.
- Each Mayor may have a unique style, including involving the Vice Mayor for continuity.
- The Mayor will keep the Council informed of official correspondence related to Town business, balancing information sharing with avoiding paper-trail overload.

V.G.1 Appointments to Town Boards, Commissions, and Committees

- Following nominations by Councilmembers, the Mayor, with Council approval, makes all appointments to Town boards, commissions, and committees per California Government Code Section 40605.

V.H. Citizen Complaints

- When staff receives a citizen complaint copied to Council, staff attaches its response when sending it to Council.
- If a Councilmember receives a complaint directly, staff can draft a response upon request.
- Council will be informed of both telephone and written complaints directed to Council.
- Councilmembers should avoid "hands-on" involvement; issues will be referred to staff for response.
- Responses to citizens are customized.
- If Councilmembers want action based on a complaint, they should go through the Town Manager to ensure proper tracking.

V.I. Public Meetings

- Agendas are set by the Mayor and Town Manager.
- Public hearings are held as required.
- The Mayor meets with the Town Manager and Town to finalize the agenda and determine items for the consent calendar.
- Councilmembers should request agenda items during the "Future Agenda Items" portion of meetings.
- Any Councilmember may request an agenda item; if another member supports the request, it is submitted for scheduling. If objected, a motion is required to agendize.
- Informational updates may also be requested during the "Future Agenda Items" portion of meetings and may come in a form of a memorandum from the Town Manager.

- Time-sensitive items can be requested by contacting the Mayor or Town Manager by 11:00 a.m. Tuesday one week prior.
- Councilmembers should consider staff time required for agenda items.

- Agenda items must pertain to appropriate Town business; uncertain issues are referred to the Town Attorney.
- Councilmembers may request continuances if unprepared (e.g., late packet delivery).
- Items may be tabled at a member's request if they are ill or away, unless the item is time-sensitive or controversial.

V.J. Consent Calendar

- Used judiciously for routine matters such as minutes, previously approved budget items, or previously discussed items.
- Questions about Consent Calendar items should be addressed to staff in advance via the Town Manager.
- Councilmembers should notify the Mayor or Town Manager if they want an item pulled from the Consent Calendar to allow preparation of backup material.
- Staff is prepared to report on every item.
- The Mayor and Town Manager decide the amount of information presented at the meeting.
- No packing of the audience for specific agenda items by individual Councilmembers.
- Corrections to minutes are submitted to the Town Clerk one day before the meeting.

V.K. Public Comment

- Public comment is required by law.
- Comments are limited to three minutes, enforced at the Mayor's discretion.
- Public comment is done early in the meeting, in advance of the Consent Calendar.
- Councilmembers may ask staff to respond when appropriate.
- In times of high controversy, the Mayor may consider options to manage public comment.
- Speakers should avoid repetition; those concurring or disagreeing may give a brief statement for the record.
- The Mayor may ask the audience to signal agreement or disagreement to avoid repetition.
- Councilmembers cannot respond to items not on the agenda.
- The Mayor may adjust the agenda order to meet audience concerns.
- Everyone is treated courteously, including body language.
- The public is treated equally; familiarity with citizens is balanced with maintaining process integrity.

V.L. Mayor's and Councilmembers' Reports and Town Manager's Reports

- These agenda items allow reports requested or made by the Council and Town Manager.
- The Mayor allows other members to speak first, then summarizes.
- Attempts are made to reach consensus on major issues.
- On split votes, the Mayor may allow Councilmembers to briefly explain their votes.

- After a vote, Councilmembers support the decision; requests for reconsideration should be made to the Council.
- Roll call votes occur for major monetary issues, obvious division, or a decisive vote.
- Councilmembers may suggest procedural changes during meetings.
- The Town Manager directs appropriate staff attendance for Council meetings.
- Councilmembers avoid redundancy in remarks.

V.M. Closed Sessions in General

- Council receives written reports for Closed Session items whenever possible, turned in at the end of the session.
- Councilmembers and attendees are bound to confidentiality on Closed Session information.
- There will be no discussion of Closed Session items with affected parties, press, or others until after the official report out.
- Confidentiality applies to all non-public discussion items under the Ralph M. Brown Act.
