

**SPECIAL MEETING OF THE
FLORIN RESOURCE CONSERVATION DISTRICT
BOARD OF DIRECTORS**

Agenda

Tuesday, September 24, 2019

6:30PM

**9257 Elk Grove Blvd
Elk Grove, CA 95624**

Compliance with Government Code Section 54957.5

The Board will discuss all items on the agenda, and may take action on any item listed as an "Action" item. The Board may discuss items that do not appear on the agenda, but will not act on those items unless there is a need to take immediate action and the Board determines by a two-thirds (2/3) vote that the need for action arose after posting of the agenda.

If necessary, the Meeting will be adjourned to Closed Session to discuss items on the agenda listed under "Closed Session." At the conclusion of the Closed Session, the meeting will reconvene to "Open Session."

CALL TO ORDER, ROLL CALL AND PLEDGE OF ALLEGIANCE

- 1. Amended and Restated Bylaws of the Florin Resource Conservation District**
(Mark Madison, General Manager)

Associate Director Comment

Public Comment

Adjourn to New Regular Meeting Day – Tuesday, October 15, 2019

AMENDED AND RESTATED BYLAWS OF THE FLORIN RESOURCE CONSERVATION DISTRICT

ARTICLE I

ORGANIZATION

- 1.1 Name. The name of this organization is the Florin Resource Conservation District (“District”). The District is a Resource Conservation District organized pursuant to Division 9 of the California Public Resources Code, Sections 9001, et seq., otherwise known and referred to herein as the “Resource Conservation Law.”
- 1.2 General Purposes. The District is formed for the purposes delineated in Resource Conservation Law Section 9001 and all things necessary to carry out the provisions of the Resource Conservation Law and these District Bylaws.
- 1.3 Specific Purposes. In addition to the purposes stated in Section 1.02 above, all activities undertaken by the District shall be limited to water related activities that provide a benefit to Elk Grove Water District ratepayers.
- 1.4 Location. The geographic area served by the District is attached hereto as Exhibit A and made a part hereof.
- 1.5 Principal Office. The principal office for the transaction of the activities and affairs of the District shall be established by the Board of Directors (“Board”). The Board shall have the authority to change the location of the principal office.
- 1.6 Other Offices. The Board may at any time establish branch or subordinate offices at any place(s) where the District is qualified to conduct its activities.

ARTICLE II

GOVERNING BOARD

- 2.1 General Powers and Responsibilities. Subject to the provisions and limitations of California law and these Bylaws, the activities and affairs of the District shall be managed and all corporate powers shall be exercised by, or under the direction of, the Board.
- 2.2 Specific Powers and Responsibilities. Without prejudice to the general powers set forth in 2.01 of these Bylaws and Sections 9301, et seq. of the Resource Conservation Law, but subject to the same limitations, the Board shall have the power to do the following:

- (a) Perform any and all duties imposed upon them collectively or individually by California law or by these Bylaws;
- (b) Appoint and remove, subject to any employment agreement or applicable District policy, any Board appointed officers, agents, and employees of the District; prescribe powers and duties for them that are consistent with California law, and with these Bylaws;
- (c) Change the principal executive office within the District boundaries from one location to another; cause the District to conduct its activities within or without the State of California; and designate any place for holding any meeting of Directors in accordance with applicable law;
- (d) To approve an annual operating budget and capital expenditure budget, to authorize the borrowing of money and the incurrence of indebtedness on behalf of the District and cause to be executed and delivered for the District's purposes, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities; and
- (e) Pursuant to authority hereinafter granted, to appoint committees and to delegate to such committees powers and authority of the Board in the management of the activities and affairs of the District, except the power to adopt, amend or repeal Bylaws or Articles, and except as otherwise set forth herein.
- (f) To engage legal counsel to advise the Board on matters pertaining to the business of the District.

2.3 Number of Directors. The Board shall consist of five (5) members elected at large, or as revised pursuant to Resource Conservation Law Section 9301, who meet the eligibility requirements delineated in Resource Conservation Law Section 9352.

2.4 Term of Office. Members of the Board shall serve a term of four (4) years.

2.5 Election and Vacancies.

- (a) The election of the members of the Board shall be held on the first Tuesday after the first Monday in November in each even-numbered year, at which time a successor shall be chosen for each Director whose term shall expire on the last Friday of November following such election, or upon County certification of the election results, whichever is later. The election shall be consolidated with the Statewide General Election pursuant to Elections Code Sections 10400, et seq.
- (b) Vacancies on the Board shall be filled in accordance with applicable law, including Resource Conservation Law Sections 9316 and 9317, Elections Code Section 1000, et seq. and Government Code Section 1780, et seq.

- (c) As an alternative to the election of Directors, the Board may request that the Board of Supervisors for the County of Sacramento appoint Directors in accordance with Resource Conservation Law Section 9314(b).
- 2.6 Compensation. In accordance with Resource Conservation Law Section 9303, members of the Board shall serve without compensation, except each director shall be reimbursed for necessary travel and incidental expenses incurred in the performance of official District business.
- 2.7 Associate Directors. The Board may appoint up to five (5) associate directors who have special expertise in an area of interest to the District. Associate directors must meet the eligibility requirements of Resource Conservation Law Section 9352 and may participate in discussion at the Board meetings, provided they may not vote on any item before the Board or participate in closed session items.

ARTICLE III
OFFICERS

- 3.1 Officers. The officers of the District shall be members of the Board and duly elected. The officers shall include a Chairperson and Vice-Chairperson. The Chairperson, Vice-Chairperson and such other officers as may be designated by the Board shall be elected by the Board at the first regular meeting in January of each year, or in the case of a year in which there has been an election of one (1) or more members of the Board, at the first regular meeting following certification of the results of said election. Each officer so elected shall serve a term of one (1) year, or until a successor is elected; provided, however, that an officer may resign at any time or be removed by majority vote of the other members of the Board then in office at any regular or special meeting of the Board so long as such item is placed on the agenda in a manner consistent with the Brown Act. In the event of a resignation or removal of an officer, the Board shall elect a successor to serve for the balance of that officer's unexpired term.
- 3.2 Chairperson. The Board shall elect one (1) of its members to act as Chairperson and, if at any time the Chairperson shall be unable to act, the Vice-Chairperson shall assume the role and perform all duties of the Chairperson. The duties of the Chairperson, or officer acting as such, include:
 - (a) Shall preside over all meetings of the Board.
 - (b) Shall sign, as Chairperson, such contracts, conveyances and other instruments in writing as the Board shall authorize or direct the Chairperson to sign.

- (c) Shall be responsible for coordination and liaison with District legal counsel, auditors and other consultants who report directly to the Board, unless delegated to the General Manager.
 - (d) Designate members of the Board to undertake special responsibilities and to report to the Board on those activities.
 - (e) Appoint members of Standing and Advisory Committees in accordance with the Brown Act.
 - (f) Represent the Board at official functions when necessary, serve as the spokesperson for the Board regarding Board actions, and keep the Board informed of such occasions.
 - (g) Shall perform such other duties as they pertain to the office, as prescribed by the Board.
- 3.3 Vice Chairperson. In the absence or inability of the Chairperson to serve, the Vice Chairperson shall perform the duties of the Chairperson, and shall perform other duties as pertain to the office as are prescribed by the Board.
- 3.4 Other Officers. The Board may create such other offices as the business of the District may require, and the holder of each such office shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws, or as the Board may from time to time determine. Such additional offices may be filled either by members or non-members of the Board.

ARTICLE IV

COMMITTEES

- 4.1 Committees of the Board. The Chairperson shall have the power to create committees as necessary to achieve the purposes of the District subject to the approval of a majority of the Board. Appointments to such committees, including alternate members, shall be by majority vote of the Directors then in office. Any such committee, to the extent provided in the Board motion, shall only have the authority delegated by the Board and may not bind the District regarding matters that should be before the Board. All Committees shall comply with the Brown Act.
- 4.2 Meetings and Actions of Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board motion or by the Chairperson. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the

committee may adopt such rules. All meetings of Standing Committees shall comply with the Brown Act as specified in Section 8.01(a) below.

- 4.3 Standing Committees. There shall be four (4) Standing Committees of the Board: (a) Finance; (b) Conservation; (c) Infrastructure; and (d) Planning.
- 4.4 Advisory Committees. Advisory Committees may be established by the Chairperson in accordance with Section 4.01 for such special tasks as circumstances warrant. It shall be the duty of the Chairperson to appoint the Chairperson and member of each Advisory Committee. The Advisory Committee shall limit its activities to the accomplishments of the task for which it is appointed and shall not have power to act, except as is specifically conferred by action of the Board. Upon completion of the task for which appointed, such Advisory Committee shall be terminated. Advisory Committees shall include no more than two (2) members of the Board.

ARTICLE V

GENERAL MANAGER

- 5.1 General Provisions. The Board shall select and contract with a competent experienced General Manager who shall be the chief administrator of the District. The General Manager shall have the operational authority for the day-to-day administration and management of the District in all its services, activities and departments, subject only to such policies adopted and/or issued by the Board. The General Manager shall act as the duly authorized representative of the Board in all matters the Board has not otherwise formally designated to another or to itself.
- 5.2 Authorities and Duties. The General Manager shall have complete administrative authority over the District and shall be responsible for the efficient operation of the system in all departments/divisions, as designated in their job description. The General Manager shall be responsible for the following duties:
 - (a) Implementing Board policies;
 - (b) Providing leadership to staff in identifying District needs, establishing priorities and determining the objectives, which will achieve the established goals of the District;
 - (c) Encouraging and assisting staff in the performance of their duties and encouraging professional growth;
 - (d) Interpreting and publicizing the programs and services of the District for and to the public;

- (e) Leading the District management team in the preparation of the budget, control of expenditures, inventory control, program planning, changing priorities, community relations; participating in community activities;
- (f) Hiring, evaluating, and dismissing District staff or delegating this responsibility to their designee;
- (g) Negotiating all contracts on the District's behalf; and
- (h) Other duties as prescribed by the Board.

ARTICLE VI

SECRETARY TO THE BOARD

The Secretary to the Board shall be appointed by the Board and serve as an administrative staff person of the District. The Secretary to the Board, or his or her designee, shall be present at all regular, special and adjourned meetings of the Board and be responsible for the following duties:

- (a) Keeping records of all actions, proceedings, and minutes of meetings of the Board and maintaining such records in the office of the District;
- (b) Seeing that all ordinances and resolutions of the Board are properly recorded and are maintained in the office of the District;
- (c) Causing to be served all notices required either by law or these Bylaws;
- (d) Signing, along with the Chairperson, all official documents of the Board; and
- (e) Administering oaths and affirmations.

ARTICLE VII

TREASURER

The Treasurer shall be appointed by the Board and serve as an administrative staff person of the District. The Treasurer, or his or her designee, shall be present at all regular, special and adjourned meetings of the Board and be responsible for the following duties:

- (a) Keeping complete and accurate records of District revenues and expenditures;
- (b) Safekeeping and dispersal of funds in the treasury of the District, in accordance with applicable law and in accordance with such resolutions, procedures and directions as the Board may adopt;
- (c) Issuing receipts for money received by the District;

- (d) Paying District bills;
- (e) Completing monthly and annual financial reports; and
- (f) Completing financial audits as required by applicable law.

ARTICLE VIII
MEETINGS AND ORDER OF BUSINESS

8.1 Meetings.

- (a) Compliance with Law. All meeting sessions of the Board, whether regular or special, shall be conducted in accordance with the Resource Conservation Law and California Government Code Sections 54950, et seq., otherwise known and referred to herein as the Ralph M. Brown Act (“Brown Act”).
- (b) Regular Meetings. The regular meetings of the Board shall be held on such day, time, or location as the Board may from time to time establish so long as such meetings are within the District’s boundaries.
- (c) Special Meetings. Notwithstanding Resource Conservation Law Sections 9310 and 9311, special meetings of the Board may be held in conformance with the Brown Act. Special meetings may be called by the Chairperson or a majority of the members of the Board. Notice of holding a special meeting shall be provided in accordance with the Brown Act. Additionally, notice of each special meeting shall be posted at the District's offices and at the meeting location at least twenty-four (24) hours in advance of the special meeting.
- (d) Agenda. The agenda for any regular meeting of the Board shall be posted in a clearly visible and accessible site where the District meeting is held, no less than seventy-two (72) hours prior to the regular meeting. The agenda shall contain a description of each item to be transacted. Items not appearing on the agenda shall not be transacted, except in compliance with the applicable provisions of the Brown Act.
- (e) Order of Business. The order of business at the meetings of the Board shall follow the agenda for the meeting, provided, however, that the order of business may be varied in the Chairperson’s discretion. The agenda for Board meetings shall be developed by the Chairperson in conjunction with the General Manager. Any Director may request that a matter be added to a future Board meeting agenda. If a Director proposes during a Board meeting that an item be added to the agenda for a future Board meeting, then such

item shall be added to the Board agenda unless a majority of the Board votes that such item not be added to the agenda. If such a proposal is made between Board meetings, the Director shall communicate the substance of the proposed item to the Chairperson and the General Manager with sufficient detail so such item may be properly added to the agenda in accordance with the Brown Act. The finalization of the agenda is left to the discretion and is the responsibility of the Chairperson.

8.2 Conduct of Business.

- (a) Rules. All meetings of the Board shall be conducted in accordance with the Brown Act, the Resource Conservation Law, other laws governing the conduct of meetings by public agencies, and rules established from time to time by resolution of the Board. Robert's Rules of Order shall be the guide on all points not specified in these Bylaws.
- (b) Quorum. A majority of members of the Board shall constitute a quorum for the transaction of business.
- (c) Minutes. The Secretary of the Board or his or her designee shall cause to be kept at the Office of the Board a book of minutes of all meetings of the Board showing the time and place, whether regular or special, and, if special, how authorized, the notice given, the name of the Directors present, and a statement of the vote of the Directors on all motions and resolutions.
- (d) Action. The Board shall act only by vote, motion, resolution and ordinance all of which shall be entered into the minutes. In accordance with Resource Conservation Law Section 9312, all questions requiring a vote shall require a concurrence of at least the number constituting a quorum.

ARTICLE IX

SEVERABILITY

If any article, subsection, paragraph, sentence, clause or phrase of these Bylaws is for any reason held to be in conflict with the provisions of the Resource Conservation Law or any other law, statute, rule or regulation, such conflict shall not affect the validity of the remaining portion of these Bylaws.

ARTICLE X

INDEMNIFICATION

To the fullest extent permissible under California law, the District shall indemnify and provide a defense to its current and former members of the Board, officers and employees

with respect to any civil action or proceeding brought against him or her on account of an act or omission in the scope of employment or other duties with the District, provided that the District need not provide a defense when it determines that the member, officer, or employee acted or failed to act because of actual fraud or corruption.

ARTICLE XI
AMENDMENTS

The District Bylaws may be amended by affirmative vote of three (3) members of the Board at any Regular or Special meeting of the Board.

Adopted: February 24, 2010

Amended: October 16, 2019

DRAFT