

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 the Public Resources Code Section 9001 and all things necessary to carry out the provisions of the Resource Conservation Law and these District Bylaws. The District also owns a public water system known as the “Elk Grove Water District,” which operates as a department of the District.
- 1.3 Location The boundaries of the District are depicted and attached hereto, and made a part hereof, as Exhibit A. The geographic service area of the Elk Grove Water District is depicted and attached hereto, and made a part hereof, as Exhibit B.
- 1.4 Specific Purposes In addition to the purposes stated in Section 1.2 above, all activities undertaken by the District shall be limited to water related activities that provide a benefit to Elk Grove Water District ratepayers.
- 1.5 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 applicable 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 In the discharge of their duties, Board members shall act as a Board and not as individuals. The individual Board member has no more authority over District policy or personnel than any other citizen. A

Board member has no legal or moral right to speak for the Board, unless specifically authorized to do so by action of the Board. Without prejudice to the general powers set forth in Section 2.1 of these Bylaws and Public Resources Code Sections 9301, et seq., 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 applicable law or by these Bylaws;
- (b) Appoint and remove, subject to any employment agreement or applicable District policy, any Board appointed officers, agents, or employees of the District; prescribe powers and duties for them that are consistent with applicable law, and with these Bylaws;
- (c) Change the principal office within the District boundaries from one (1) location to another; cause the District to conduct its activities within or outside the State of California; and designate any place for holding any meeting of Directors in accordance with applicable law;
- (d) Approve an annual operating budget and capital expenditure budget, 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 any other evidences of debt and securities;
- (e) Pursuant to authority hereinafter granted, appoint committees and 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, and except as otherwise set forth herein;
- (f) Engage legal counsel to advise the Board on matters pertaining to the business of the District; and
- (g) Adopt a comprehensive set of Board policies to govern the operation of the District. These policies shall be amended and revised as appropriate and shall be compiled and published in a Board Policies Manual. The District shall keep a master copy of such manual, which shall be the official record of the Board policies of the District.

2.3 Number of Directors The Board shall consist of five (5) members elected at large, or as revised pursuant to Public Resources Code Section 9301, who meet the eligibility requirements delineated in Public Resources Code 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 Public Resources Code Sections 9316 and 9317, Elections Code Sections 1000, et seq. and Government Code Sections 1780, et seq.
- (c) Notwithstanding any other provision of law, the term of any member of the Board may be deemed expired if he or she is absent from three (3) consecutive Board meetings and the Board, by resolution, declares the term of that member expired and that a vacancy exists on the Board. The remaining members of the Board may excuse such absences in their discretion.
- (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 Public Resources Code Section 9314(b).

2.6 Compensation In accordance with Public Resources Code Section 9303, members of the Board shall serve without compensation, with the exception 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 residency, property ownership or agency eligibility requirements of Public Resources Code Section 9352. Associate Directors may participate in discussions at the Board meetings, however, they may not vote on any item before the Board or participate in closed session discussions.

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 Chair and Vice-Chair. The Chair, Vice-Chair and additional 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, 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 Government Code Sections 54950, et seq., otherwise known and referred to herein as the Ralph M. Brown Act ("Brown Act"). In the event of a resignation or removal of an officer, the Board shall elect a successor to serve for the remainder of that officer's unexpired term.

3.2 Chair The Board shall elect one (1) of its members to act as Chair and, if at any time the Chair shall be unable to act, the Vice-Chair shall assume the role and perform all duties of the Chair. The duties of the Chair, or acting officer, include:

- (a) Presiding over all meetings of the Board;
- (b) Signing contracts, conveyances and other instruments in writing as the Board shall authorize or direct the Chair to sign;
- (c) Being 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) Designating members of the Board to undertake special responsibilities and to report to the Board on those activities;
- (e) Representing 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; and
- (f) Performing other duties as they pertain to the office, as prescribed by the Board.

3.3 Vice-Chair In the absence or inability of the Chair to serve, the Vice-Chair shall perform the duties of the Chair, and shall perform other duties pertaining to the office as are prescribed by the Board.

3.4 Additional Officers The Board may create additional offices as the business of the District may require. The elected officer shall hold office for a specified period of time, have authority, and perform such duties as are provided in these Bylaws, or as the Board determines from time to time. Additional offices may be filled either by members or non-members of the Board.

ARTICLE IV
COMMITTEES

- 4.1 Committees of the Board The Board shall have the power to create and appoint members to Advisory and Standing Committees. Any 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.
- 4.2 Meetings and Actions of Committees Meetings and actions of committees shall be governed by, held, and taken in accordance with, the provisions of these Bylaws. The time for committee meetings may be determined either by Board motion or the Chair. 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.
- 4.3 Advisory Committees Advisory Committees may be created for special tasks as circumstances warrant. 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, the Advisory Committee shall be terminated.
- 4.4 Standing Committees The Standing Committees of the Board shall consist of: (a) Conservation; (b) Finance; (c) Infrastructure; and such additional bodies as created by the Board in accordance with the Brown Act.

ARTICLE V
GENERAL MANAGER

- 5.1 General Provisions The Board shall select and contract with a 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:
 - (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, and 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. 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:

- (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) Posting all notices required either by applicable law or these Bylaws;
- (d) Signing, along with the Chair, all official documents of the Board; and
- (e) Administering oaths and affirmations.

ARTICLE VII
TREASURER

The Treasurer shall be appointed by the Board. The Treasurer, or his or her designee, shall be present at all regular, special and adjourned meetings of the Board and be responsible for:

- (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 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 the Brown Act.
- (b) Regular Meetings The regular meetings of the Board shall be held on such day, time, and location as the Board may from time to time establish, so long as the meetings are within the District's boundaries. The agenda for any regular meeting of the Board shall be posted on the District website and 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.
- (c) Special Meetings Notwithstanding Public Resources Code 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 Chair or a majority of the members of the Board. The agenda for any special meeting shall be posted on the District website and in a clearly visible and accessible site

where the meeting is held, at least twenty-four (24) hours in advance of the special meeting.

- (d) Agenda The agenda shall contain a description of each item to be discussed. Items not appearing on the agenda shall not be discussed, 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 Chair's discretion. The agenda for Board meetings shall be developed by the Chair 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 the item shall be added to the Board agenda unless a majority of the Board votes that the 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 Chair and the General Manager with sufficient detail so the 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 Chair.

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 keep a record of minutes of all meetings in compliance with Robert's Rules of Order, following the District's Records Retention Policy.
- (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 Public Resources Code 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 two-thirds of its members at any regular or special meeting of the Board.

Adopted: February 24, 2010

Amended: January 21, 2020