

**DRAFT BYLAWS
VINA GROUNDWATER SUSTAINABILITY AGENCY**

BOARD OF DIRECTORS

I. PURPOSE AND AUTHORITY

- a. Authority. These bylaws are adopted pursuant to the Joint Exercise of Powers Agreement (“Agreement”) forming the Vina Groundwater Sustainability Agency (“Agency”), dated (April 9, 2019).
- b. Purpose. The purpose of these bylaws is to establish procedures for the conduct of meetings of the Agency Board of Directors (“Board”), provide for the formation and function of committees, and to provide guidelines for other activities of the Board.
- c. Incorporation of Provisions of the Agreement. Various provision of the Agreement set forth the powers, duties and procedures of the Board. Those provisions are attached hereto and incorporated herein as Exhibit A for ease of reference. If any inconsistency exists between the provisions of the Agreement and these bylaws, the provisions of the Agreement shall control.

II. DIRECTORS

- a. General. The number, manner of appointment, removal, filling of vacancies, and duties of Primary and Alternate Directors are set forth in Article 7 of the Agreement. Primary and Alternate Directors are expected to communicate with each other from time-to-time so that the Alternates may participate in Board meetings in an informed manner when called upon to do so. When a Primary Director is present, an Alternate may attend a Board meeting as a member of the public, but may not participate in any Board discussion or vote on a matter.
- b. Notice to Directors. Whenever written notice is required by law or these bylaws to be given or delivered to Directors, such notice will be considered effective when the notice is left at the Directors’ residence or usual place of business by personal messenger, when the notice is sent to the Director via fax transmittal to the fax number given to the Agency by the Director, when the notice is sent to the Director via electronic mail transmittal to an electronic mail address given to the Agency by the Director, or five days after the notice is deposited in the U.S. mail, first class postage prepaid, properly addressed to the Director.

III. OFFICERS

- a. Officers. The officers of the Board shall be the Chair and the Vice-Chair.
- b. Qualification, Selection, and Term. The Chair and Vice-Chair shall be Primary Directors and elected by the Board at the Board’s first meeting and shall serve for one year. Officers may serve consecutive or multiple terms.
- c. Duties of Chair. The Chair shall preside at all meetings of the Board. The Chair shall execute contracts, correspondence, conveyances, and other written

instruments as authorized by the Board, and exercise and perform such other powers and duties as may be assigned by the Board. In the absence of the Chair, the Vice-Chair may act in the capacity of the Chair.

- d. Duties of Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or disability of the Chair. The Vice-Chair shall exercise and perform such other powers and duties as may be assigned by the Board. In the absence of both the Chair, Vice-Chair, the Board shall elect a Chair Pro-Tem from the Primary Directors to preside at a meeting.
- e. Vacancies and Removal of Officers. Officers of the Board may be removed and replaced at any time, with or without cause, by a Majority vote. A vacancy in any office shall be filled by nomination and election by the Board from the Primary Directors as soon as it is reasonably possible to fill the remaining terms. In the event that an officer loses their position as a Primary Director, that officer position shall become vacant.

IV. MEETINGS

- a. Conduct of Meetings. All meetings of the Board shall be subject to the provisions of the Ralph M. Brown Act (Government Code section 54950 et seq.) (“Brown Act”), the Agreement and these bylaws. If any inconsistency between the provisions of the Act and the Agreement or these bylaws, the provision of the Act shall control.
- b. Regular Meetings Time and Place. Regular meetings of the Board shall occur at least annually; however, meetings may occur more frequently. Regular meetings may be cancelled by the Chair due to the anticipated lack of a quorum or lack of business to be addressed. At its regular first meeting of the fiscal year, the Board shall establish a regular meeting schedule for the following fiscal year, including the date, time and location. The Board shall meet regularly in the Chico City Council Chamber. Notice and posting of agendas for regular meetings shall be pursuant to the provisions of the Brown Act.
- c. Special Meetings. Special meetings may be called by the Chair at any time for a specific, announced purpose. Written notice of a special meeting shall be delivered to all Directors at least 48 hours in advance of any such meeting. Notice and posting of agendas for special meetings shall be pursuant to the provision of the Brown Act.
- d. Emergency Meetings. Emergency meetings may be called by the Chair under the circumstances and conditions set forth in the Brown Act.
- e. Quorum. A quorum of the Board shall consist of a majority of the members of the Board. No action shall be taken by the Board unless a quorum is present at the meeting, except as otherwise provided herein or in the Brown Act.
- f. Voting. Actions of the Board shall be majority vote, super majority vote, or unanimous vote, as set forth in the Agreement. If a Director is recused or prohibited from voting due to an actual or perceived conflict of interest under the California Political Reform Act (Government Code section 8700 et seq.) or

Government Code section 1090 et seq., the Director shall leave the dais, and his or her presence shall not be counted towards a quorum. The presence of any Director who otherwise abstains from voting shall be counted for purposes of determining a quorum, and shall be considered to vote in favor of the majority, or, if a tie vote results not considering the abstaining Director's vote, in favor of the motion voted upon. Voting on all motions and resolutions of the Board shall be by a roll call vote, calling for ayes, noes and abstentions, that will be recorded by the Clerk.

- g.** Minutes. The Board shall designate a Clerk of the Board of Directors who shall keep a record of proceedings of all minutes of the Board.
- h.** Preparation of the Agenda. The agenda for each meeting of the Board shall be prepared in the first instance by the Management Committee but subject to final approval of the Chair. Any item voting affirmatively out of a standing committee shall be placed on a Board agenda as directed by the committee if Board action is required. The Board may not take action on or discuss items not listed on the agenda except as otherwise allowed by the Brown Act.
- i.** Time for Public Comment.
 - i.** Each agenda of the Board shall provide an opportunity for members of the public to address the Directors on any agenda items of interest to the public, before or during the Directors' consideration of the item. The Chair may limit the time allowed for each person to speak.
 - ii.** Each agenda for regular meetings will include a regular time near the beginning of the agenda to receive public comment on items that are within the jurisdiction of the Agency but that are not on the agenda. Directors are not required to respond to any issues raised during the public comment period, and may not take any action on such issues other than to refer the item to Staff or schedule action for a future agenda.
- j.** Procedure for Discussion Items. All items for discussion and decision by the Board shall be heard with the following procedure:
 - i.** Introduction by the Chair.
 - ii.** A Management Committee designee presents the staff report to the Directors.
 - iii.** The Chair inquires if Directors have any questions of Staff.
 - iv.** The Chair opens the items for public comment; public speakers are requested to identify themselves.
 - v.** Public testimony is closed and the item returned to the Board for further questions and discussion.
 - vi.** The Chair entertains any motion on the item.
 - vii.** Board votes.

The Chair may alter the order specified above, if the Chair believes such a change in the order would facilitate the hearing process. Should the Board be required to undertake a noticed public hearing on an application for a permit or other entitlement, the Chair may modify the above described procedure to allow time for proponents and

opponents of the matter to address the Board outside of the general public comment, including appropriate time for rebuttal.

- k. Reconsideration. The Board may reconsider any item upon which a final vote has been taken at the same or future meeting upon motion by a Director who voted in the majority on the item. If a motion for reconsideration is made and passes, the items will be reconsidered at the same meeting, or may be continued to a future meeting for reconsideration. A motion for reconsideration shall have precedence over every other motion except a motion to adjourn.
- l. Continuance and Adjournment. The Directors may continue any items to another meeting specified in the order of continuance, may adjourn any meeting without specifying a new meeting date, and may adjourn any meeting to a time and place specified in order of adjournment. Less than a quorum may so continue an item or adjourn a meeting.

V. **BOARD ACTIONS.**

- a. The Board may take action in one of three ways:
 - i. By ordinance for matters that are regulatory in nature, as determined by Agency Counsel, for example the adoption of rules and regulations regarding the operation or placement of wells, the imposition of a permit requirement, or as otherwise may be required by law. Ordinances may be passed and adopted on the same day, and shall require a noticed public hearing pursuant to Government Code section 6061 at least ten days prior to the hearing. Ordinances may be codified upon order of the Board;
 - ii. By Resolution for matter not requiring an Ordinance by otherwise requiring special Board attention or the creation of an appropriate record, as determined by Agency Counsel, for example the setting of a fee schedule; and
 - iii. By Board Order for routine and non-controversial matters, as determined by Agency Counsel, for example Consent Items.
- b. The introductory clause of Ordinances shall be: “Be it ordained by the Board of Directors of the Vina GSA...” The introductory clause of resolutions shall be: “Be it resolved by the Board of Directors of the Vina GSA...”

VI. **COMMITTEES.**

- a. Management Committee. The Board shall establish a Management Committee as provided in the Agreement.
- b. Stakeholder Advisory Committee. The Board shall establish a Stakeholder Advisory Committees as provided in the Agreement.
- c. Internal Committees. The Board shall establish internal committees from time to time as provided in the Agreement.

- d. Additional Committees. The Board may by majority vote establish additional committees from time to time, including standing and ad hoc committees. Ad hoc committees are not subject to the provisions of the Brown Act.
 - e. Staff Assistance to Committees. The Management Committee shall provide assistance to all committees of the Directors, at the request of the Board.
 - f. Role of Committees. The role of each committee is limited to the matters expressly assigned to the committee by the Agreement, these bylaws or by motion of the Board, together with all matters necessarily incidental thereto. Except as otherwise expressly provided in these bylaws or by resolution of the Board, the committee does not make binding decisions on those matters; rather, the committee makes recommendations to the Board on those matters that are to be considered by the Board.
 - g. Removal of Committee Members. With exception to the Management Committee, whose representatives are appointed by the GSA Members, Committee members serve at the will of the Board and may be removed by the Board with or without cause upon a super majority vote by the Board.
- VII. **OPTION AND AMENDMENT OF BYLAWS**
- a. These bylaws shall be adopted by resolution, approved by a majority of the Directors. The bylaws may be amended at any properly noticed meeting, by resolution approved by a majority of the Directors.