

BY-LAWS FOR THE GOVERNMENT AND
CONTROL OF THE AFFAIRS
OF WYNOLA WATER DISTRICT FORMED
OCTOBER 6, 1969

ARTICLE I

OFFICES

Section 1. LOCATION OF DISTRICT OFFICE. The location of the district office shall initially be at 1200 Home Tower, 707 Broadway, San Diego, California.

Section 2. CHANGING OF OFFICE. The Board of Directors is hereby granted power and authority to change, by resolution, the location of the district office.

ARTICLE II

DIRECTORS

Section 1. POWERS. Subject to limitations of the constitution and laws of the State of California, and these By-Laws, all district powers other than those vested in the Assessor-Tax Collector-Treasurer, shall be exercised by or under the authority of, and the business and affairs of the district shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to wit:

First -- To select and remove all the officers, agents and employees of the district, other than the Directors and the Assessor-Tax Collector-Treasurer, prescribe such powers and duties for them and delegate such powers and duties to them as may not be inconsistent with law or the By-Laws, fix their compensation and require from them security for faithful service.

Second -- To conduct, manage and control the affairs and business of the district, and to make such rules and regulations therefor not inconsistent with law or the By-Laws, as they may deem best.

Third -- To change the principal place of business and/or the office for the district from one location to another within the State of California; to fix and locate from time to time one or more subsidiary offices of the district within the State of California; to adopt, make and use a seal for the district and to alter the form of such seal from time to time as in their judgment they may deem best.

Fourth -- To borrow money and incur indebtedness for the purposes of the district on such terms and for such periods of time as may not be inconsistent with law, and to cause to be executed and delivered therefor, in the district named, promissory notes, bonds, warrants, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities therefor.

Fifth -- To establish, by resolution, rates for the sale of water, and to change said rates from time to time as in their judgment they may deem best.

Sixth -- To fix charges for the installation of water meters and for other services of the district and to change said rates and charges from time to time as in their judgment they may deem best.

Seventh -- To appoint a managing committee from members of the Board of Directors and to appoint other committees from members of the Board of Directors and holders of title, and to delegate to the managing committee any of the powers and authority of the Board in the management of the business and affairs of the district, except the power to establish policy of the district, the power to remove the President and Secretary and any power that may not by law be delegated.

Eighth -- To, by motion, authorize the paying out of district money and to authorize a warrant therefor, to be drawn and executed for the Board by such officers as the Board designates.

Ninth -- To recommend a bank or banks in which the funds of the district shall be maintained.

Tenth -- To procure insurance for the district and its officers against all risks and hazards, as in their judgment they may deem proper.

Section 2. NUMBER. The number of directors shall be five, each of whom shall be a holder of title to land within the district.

Section 3. ELECTION AND TERM OF OFFICE. Directors shall be elected at the time and in the manner provided by the Uniform District Election Law, and each shall take office at the time provided therein.

Section 4. VACANCIES. Vacancies in all elected offices may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each officer so appointed shall hold office for the remainder of the term of the person he succeeds.

Section 5. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at any place within or without the County of San Diego, but within the State of California, and at any time which has been designated from time to time by resolution of the Board of Directors as the regular meeting time of said Board or by an order of adjournment of the Board of Directors. In the absence of such designation, regular meetings shall be held at the principal office of the district on the second Friday of each month at 11 o'clock a.m.

Section 6. ORGANIZATION MEETING. The first regular meeting following the time that elected or appointed officers qualify for office under the Uniform District Election Law shall be an organization meeting at which time the officers of the district shall be appointed.

Section 7. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose or purposes may be called at any time in the manner prescribed by law.

Section 8. QUORUM. Three directors constitute a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held, at which a quorum is present, shall be regarded as the act or decision of the Board of Directors, unless a greater number be required by law.

Section 9. ADJOURNMENT. A quorum of the directors may adjourn any directors' meeting to meet again at a stated day, hour and place; provided, however, that in the absence of a quorum, a majority of the directors present at any directors' meeting, may adjourn from time to time to a stated day, hour and place.

Section 10. FEES AND COMPENSATION. Directors shall not be compensated for services rendered as a director, but each director shall be reimbursed for any expenses incurred on behalf of the district as directed by order of the Board, except expenses incurred in traveling between his residence and the place at which directors' meetings are held.

ARTICLE III

OFFICERS

Section 1. ASSESSOR-TAX COLLECTOR-TREASURER. The offices of Assessor, Tax Collector and Treasurer are consolidated. The officer filling such consolidated office shall be elected for a term of four years at every second general district election.

Section 2. OTHER OFFICERS. The other officers of the district shall be a President, who shall be a member of the Board of Directors, and a Secretary, who may be any elected officer or any other person. The district may also have, at the discretion of the Board of Directors, one or more Vice Presidents, one or more Assistant or Deputy Secretaries, one or more Assistant Assessor-Tax Collector-Treasurers, one or more Engineers, one or more Attorneys, and such other officers as may be appointed in accordance with the provisions of Section 4 of this Article. Each person may hold two or more offices, except those of President and Secretary, and may be any elected officer of the district.

Section 3. ELECTION. The officers of the district, except the directors, the assessor-tax collector-treasurer, and such officers as may be appointed in accordance with Sections 4 and 6 of this Article, shall be chosen at each organization meeting of the Board of Directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 4. SUBORDINATES. The Board of Directors may appoint such other officers as the business of the district may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws, or as the Board of Directors may from time to time determine.

Section 5. REMOVAL AND RESIGNATION. Any officer, other than a director or the assessor-tax collector-treasurer, may be removed, either with or without cause, by a majority of the directors at the time in office, at any meeting of the Board, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless, otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective, provided, however, that such resignation shall not relieve a director or the assessor-tax collector-treasurer, until his successor is appointed and qualifies.

Section 6. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause, may be filled by a resolution of the Board of Directors, and each person so elected shall hold office for the remainder of the term of the person he succeeds.

Section 7. PRESIDENT. The President of the Board of Directors shall act as Chairman of the Board of Directors and as President of the district and shall exercise and perform such powers and duties as may be from time to time assigned to him by law or by the Board of Directors or be prescribed by the By-Laws. In his absence, the Vice President, if any, shall perform the duties of the President and in the absence of a Vice President, a President pro tempore appointed by the Board of Directors, shall perform such duties.

Section 8. POWERS. Subject to such duties as may be given by the Board of Directors to a general manager, if there be such an officer, the President shall be the chief executive officer of the district and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the district, and shall have such other powers and duties as may be prescribed by the Board of Directors and the By-Laws.

Section 9. VICE PRESIDENT. In the absence or disability of the President, the Vice President shall perform all of the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board of Directors or the By-Laws.

Section 10. SECRETARY. The Secretary shall keep, or cause to be kept, a book of Minutes and a Book of Resolutions, at the office or such other place as the Board of Directors may order, of all the meetings and resolutions of directors. He shall keep all official records of the district.

Section 11. ASSESSOR-TAX COLLECTOR-TREASURER. The assessor-tax collector-treasurer shall, each year at the time fixed by law, assess all land and prepare an assessment book, except that if all funds required to be raised are raised other than by assessment, no assessment need be levied and no assessment book need be prepared or equalized. The foregoing duties shall be unnecessary if the Board of Directors, by resolution, elects pursuant to Part 7.5 of Division 13 of the Water Code to levy, collect and enforce district assessments in the manner therein provided. The assessor-tax collector-treasurer shall also receive all money as treasurer of the district and deposit said money in a depository designated according to law. He shall disburse funds of the district on warrants drawn and executed by the Board as evidenced by the signatures of the officers designated by the Board affixed thereto. He shall render to the Board whenever requested by it to do so, and not less frequently than annually, an account of all of his transactions as treasurer and of the financial condition of the district, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, the By-Laws, or law.

ARTICLE IV

ELECTIONS

Section 1. GENERAL ELECTIONS. General district elections shall be held on the first Tuesday after the first Monday in November in each odd numbered year in the manner provided in the Uniform District Election Law.

Section 2. SPECIAL ELECTIONS. The Board of Directors may, by resolution, call a special election at any time.

A. Prior to the time for giving notice of any special election, the Board shall, by order:

(i) Appoint from among the persons qualified and entitled to vote at the election, a Board of Election consisting of an Inspector and two Judges and three alternate members of the Board of Election who shall, in the order in which they are appointed, fill any vacancies on the Board of Election if any members do not attend at the opening of the polls.

(ii) Designate within each precinct a place for its polls.

Section 3. NOTICE OF ELECTION. Not less than fifteen, nor more than forty days before any special election, the district shall commence to publish a notice of election in substantially the following form:

NOTICE OF GENERAL ELECTION

IN WYNOLA WATER DISTRICT

NOTICE IS HEREBY GIVEN that between the hours of 7:00 o'clock a.m. and 7:00 o'clock p.m., on the _____ day of _____, 19____, a special election will be held for the purpose of

_____.
Pollings place(s) are _____

_____.

DATED: _____

Secretary

Publication shall consist of publishing once a week for two successive weeks in a newspaper of general circulation published in the district, or if no newspaper of general circulation is published in the district, the Secretary shall either publish notice once a week for two successive weeks in a newspaper having general circulation in the district published in San Diego County. In any case, the Secretary shall post the notice in the district office, and in addition to publication or posting of notice, the Board shall cause notice of election to be mailed to voters.

Section 4. MANNER OF HOLDING SPECIAL ELECTIONS.

Special district elections shall be held and the results determined and declared as nearly as may be pursuant to Chapters 1 and 2 of Part 4 of Division 13 of the Water Code and the Uniform District Election Law, and to the extent permitted by law, the office of the Registrar of Voters of the County of San Diego shall be utilized for the purpose of preparing and furnishing ballots and other election supplies and for such other services as it may be equipped to perform.

Section 5. MANNER OF VOTING IN PERSON OR BY PROXY. Hold-

ers of title appearing at the polls in person shall vote on the form of ballot provided. In the event title to land is held by more than one person in undivided interests, each holder of title shall be entitled to vote his proportionate share of the total vote of that parcel of land. In the event title to land is held by a partnership, the votes to which the partnership are entitled shall be cast by a partner or any other person bearing a proxy executed by all partners other than the partner bearing the proxy. Any holder of title may designate a proxy on the following form:

PROXY

The undersigned holder of title hereby designates _____ as his proxy to vote all the votes which he is entitled to cast at the election to be held in Wynola Water District on the _____ day of _____, 19____.

Holder of Title

STATE OF CALIFORNIA)

COUNTY OF SAN DIEGO)

On _____, 19____, before me, a Notary Public, personally appeared _____, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same.

Notary Public in and for said
County and State.

(SEAL)

Any person voting by proxy must present a written acknowledged proxy in substantially the above form prior to his receipt of a ballot for such holder of title. All legal representatives of corporations owning land or of estates of a holder of title, shall file with the Board of Election a certified copy of their written evidence of authority as such legal representative.

Section 6. CANVASS. General and special district elections shall be held and the results determined and declared pursuant to Chapters 1 and 2 of Part 4 of Division 13 of the Water Code and the Uniform District Election Law, insofar as may be applicable.

ARTICLE V

AMENDMENT

Section 1. AMENDED BY-LAWS. New By-Laws may be adopted or these By-Laws may be amended or repealed by the assent of two-thirds of the total vote of the district, given either in writing or by a ballot cast at a district election. The By-Laws may also be amended by a four-fifths vote of the Directors and approval by the Board of Supervisors of San Diego County, California.

ARTICLE VI
MISCELLANEOUS

Section 1. CONTRACTS ETC. - HOW EXECUTED. The Board of Directors, except as the law or these By-Laws otherwise provide, may authorize any officer or officers, agent or agents, to execute any contract or other instrument in the name of and on behalf of the district, and such authority may be general or confined to specific instances.

Section 2. GENERAL POWERS. The district, its Board of Directors and its officers shall have such other powers as may be provided by law insofar as they are not inconsistent with these By-Laws.

RESOLUTION OF THE BOARD OF DIRECTORS OF
WYNOLA WATER DISTRICT ADOPTING BY-LAWS
AFTER APPROVAL BY THE BOARD OF SUPERVISORS
OF THE COUNTY OF SAN DIEGO

WHEREAS, by Resolution No. 1, adopted October 20, 1969, the Board of Directors of Wynola Water District did approve for submission to the Board of Supervisors of the County of San Diego BY-LAWS FOR THE GOVERNMENT AND CONTROL OF THE AFFAIRS OF WYNOLA WATER DISTRICT FORMED OCTOBER 6, 1969; and

WHEREAS, said by-laws were submitted to the Board of Supervisors, and on November 3, 1969, said Board of Supervisors did approve said by-laws;

NOW, THEREFORE, IT IS HEREBY RESOLVED, DETERMINED AND ORDERED by the Board of Directors of Wynola Water District as follows:

1. That said by-laws, a copy of which is attached to Resolution No. 1, be and they hereby are approved and adopted as the by-laws for the government and control of the affairs of Wynola Water District.

2. That the Secretary be and she hereby is authorized and directed to file said by-laws, a certified copy of this resolution and a copy of the approval of the Board of Supervisors with the County Recorder of the County of San Diego in accordance with Section 35306 of the Water Code of the State of California.

3. That said by-laws shall remain in effect until modified, amended or repealed in accordance with the California Water District Law.

PASSED AND ADOPTED at a special meeting of the Board of Directors of Wynola Water District held on December 19, 1969, by the following vote, to wit:

AYES: Joseph A. Mehm, Anna M. Mehm, Wallace R. Peck,
Donald R. Lincoln, Jerry B. Hicks

NOES: None

ABSENT: None

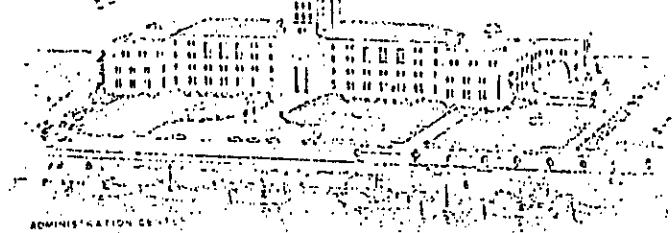
s/ Joseph A. Mehm
President

ATTEST:

s/ Mary Lea Jones
Secretary



County of San Diego



ADMINISTRATION CENTER
BOARD OF SUPERVISORS
306 COUNTY ADMINISTRATION CENTER
SAN DIEGO, CALIFORNIA 92101
239-7711, EXT. 471

- MEMBERS OF THE BOARD
- JACK WALSH
1ST DISTRICT
 - HENRY A. BONEY
2D DISTRICT
 - HARRY F. SCHEIDLE
3D DISTRICT
 - DE GRAFF AUSTIN
4TH DISTRICT
 - ROBERT C. COZENS
5TH DISTRICT
 - PORTER D. CREMANS
CLERK OF THE BOARD

November 12, 1969

Mr. Wallace R. Peck
Higgs, Jennings, Fletcher & Mack
1700 Home Tower, 707 Broadway
San Diego, California 92112

Dear Mr. Peck:

Re: 11-3-69 (87)

The Board of Supervisors on November 3 approved the By-laws submitted by the Board of Directors of the Wynola Water District.

Very truly yours,

PORTER D. CREMANS
Clerk of the Board of Supervisors

By Donna E. Jumble
Deputy

det

HIGGS, JENNINGS,
FLETCHER & MACK

NOV 15 1969

RECEIVED

am

CERTIFICATE OF
BOARD OF DIRECTORS
AND SECRETARY OF
WYNOLA WATER DISTRICT

We, the undersigned, being the duly elected members of the Board of Directors of Wynola Water District and the duly appointed Secretary of Wynola Water District, do hereby certify in accordance with Section 35306 of the Water Code of the State of California that the foregoing by-laws are the duly adopted by-laws for the government and control of the affairs of Wynola Water District formed October 6, 1969, that the foregoing resolution is a true and correct copy of a resolution of the Board of Directors of Wynola Water District adopting said by-laws, and that the letter, dated November 12, 1969, from the Clerk of the Board of Supervisors of the County of San Diego is a true and correct copy of a notice of approval of said by-laws by said Board of Supervisors.

Dated: December 19, 1969.

Jessie A. Mahan
Director

James M. Mahan
Director

William D. Jack
Director

Johnny B. Hicks
Director

Donald C. Swedlow
Director

Mary Lee Jones
Secretary