

RESOLUTION NO. 2-22-02

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE LOS VAQUEROS
RESERVOIR JOINT POWERS AUTHORITY APPROVING AUTHORITY BYLAWS**

WHEREAS, Section 2.4 of the Joint Exercise of Powers Agreement for the Los Vaqueros Reservoir Joint Powers Authority authorizes the adoption of Bylaws to address the Authority's governance and operations; and

WHEREAS, the Authority's staff has prepared Bylaws, which have been reviewed and revised based on comments received from the Authority's Board of Directors; and

WHEREAS, the Authority's Board of Directors finds and determines that the adoption of the Bylaws, in the form presented to the Board at this meeting, is in the best interest of the Authority,

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY DOES HEREBY RESOLVE TO ADOPT THE AUTHORITY'S BYLAWS IN THE FORM PRESENTED AND ATTACHED TO THIS RESOLUTION.

PASSED AND ADOPTED by the Board of Directors of the Los Vaqueros Reservoir Joint Powers Authority this 9th day of February, 2022 by the following vote:

AYES: Ramirez Holmes, Hansen, Sethy, Borba, Coleman, Wehr, LeZotte, Ritchie

NOES:

ABSTAIN:

ABSENT:

Angela Ramirez Holmes
Angela Ramirez Holmes (Feb 15, 2022 19:46 PST)

Angela Ramirez Holmes, Chair

Attest:

Ellen Wehr
Ellen Wehr (Feb 16, 2022 09:17 PST)

Ellen Wehr, Secretary

**BYLAWS OF THE
LOS VAQUEROS RESERVOIR JOINT POWERS AUTHORITY**

1. Members

- 1.1. The initial members of the Los Vaqueros Reservoir Joint Powers Authority (the “Authority”) are: Alameda County Water District, Contra Costa Water District, East Bay Municipal Utility District, Grassland Water District, San Francisco Public Utilities Commission, San Luis & Delta-Mendota Water Authority, Santa Clara Valley Water District and Zone 7 Water Agency. New members may be admitted to the Authority as specified in Sections 3.3.1.1 and 10.3 of the Authority’s Joint Exercise of Powers Agreement (the “JPA Agreement”).

2. Relationship: JPA Agreement and Bylaws

- 2.1. JPA Agreement: The JPA Agreement is the chartering document of the Authority that defines, among other things:
- 2.1.1. The members and general limitations on membership in the Authority;
 - 2.1.2. The Authority’s powers;
 - 2.1.3. The governance of the Authority through its Board of Directors, officers and other key positions;
 - 2.1.4. Voting rights and requirements and specified veto rights; and
 - 2.1.5. Budget and finance issues, including future agreements which will provide the structure to fund the Authority.
- 2.2. Definitions: Except for any terms defined in these Bylaws, terms used herein shall have their same definitions as set forth in the JPA Agreement.
- 2.3. Bylaws: In accordance with Section 2.4 of the JPA Agreement, these Bylaws are intended to implement and provide further clarity for certain provisions of the JPA Agreement and to provide procedures for administration of the Authority.
- 2.4. Severability: If one or more of the clauses, sentences, paragraphs or provisions of these Bylaws is held to be unlawful, invalid, or unenforceable, the remainder of the JPA Agreement shall be deemed reformed as to be lawful, valid, and enforced to the maximum extent possible.
- 2.5. Amendment of Bylaws: These Bylaws may only be amended by an affirmative vote of at least six (6) of the total number of Directors.
- 2.6. Conflicts between Agreement and Bylaws: Should one or more provisions of these Bylaws come into conflict with any portion of the JPA Agreement, the JPA Agreement shall take precedence.

- 2.7. Principal Office: The Authority's principal place of business is at 1331 Concord Avenue, Concord, California 94520 and its mailing address is P. O. Box H20, Concord, California 94524.

3. Board of Directors and Officers

- 3.1. Role, and Powers and Duties of the Board of Directors: The Board of Directors shall provide the overall policy direction and have the power to approve the activities and actions of the Authority. The Board shall have the responsibility for the general management of the affairs, property and business of the JPA and may, from time to time, modify these Bylaws and adopt and modify other rules and regulations for that purpose and for the conduct of its meetings as it may deem proper. The Board shall be vested with all powers of the JPA insofar as not inconsistent with law, the JPA Agreement or these Bylaws. As provided in Section 2.3 of the JPA Agreement, the Board may, in its discretion, delegate powers, including, but not limited to, to any Administrator or Executive Director, with the exception of its legislative powers.

- 3.2. Directors, Alternate Directors and Ex Officio Directors:

3.2.1. Directors and Alternate Directors. Directors of the Board and their alternates are appointed to serve as Directors of the JPA in accordance with the provisions of Section 2.2.1 of the JPA Agreement. Alternate Directors may participate in Board meetings and discussions but shall not be permitted to make or second motions, nominate any officers or vote on motions unless the Director representing their Member is not present. Similarly, an Alternate Director may not attend a closed session of the Board unless the Director representing their appointing Member is not present. Directors and Alternate Directors may serve on Authority committees established under Article 4, below.

3.2.2. Ex Officio Directors. In accordance with Water Code Section 79759(b), the Department of Water Resources ("DWR") is a non-voting ex officio member of the Authority. The Director of DWR shall, in his or her discretion, appoint representatives to serve as an ex officio director and an alternate to serve on the Board, who may participate in Board meetings as a Director, but shall not be counted toward establishing a quorum, shall not vote, shall not be present during closed sessions of the Board, shall not be entitled to review any documents or information relating to or resulting from any such closed session (including, but not limited to, memoranda, recordings or minutes), and shall serve without compensation from the Authority. The alternate appointed by DWR shall have the authority to attend and participate in meetings when the ex officio Director is absent. Each ex officio Director and Alternate Director shall serve at the pleasure of DWR.

- 3.3. Compensation: Pursuant to Section 2.2.2 of the JPA Agreement, the Board shall serve without compensation from the Authority. Compensation may be provided as

approved by the Member who appoints each Director and Alternate Director, and any such compensation will be the responsibility of the appointing Member.

- 3.4. Board of Director Meetings: All meetings of the Board of Directors will be held in accordance with the Ralph M. Brown Act (Government Code Sections 54950 et seq.), which includes provisions for remote meetings conducted by teleconference or video conference during emergency conditions. Regular meetings of the Authority's Board of Directors shall be held as established by resolution of the Board, on the dates and times and at the locations specified in any such resolution or other Board action. Special and adjourned meetings of the Board may be called and held in the manner authorized in the Brown Act. The location of any special or adjourned meeting shall be specified in the notice of a special or adjourned meeting.
- 3.5. Election of Officers: Commencing in 2023, elections of the Authority's officers shall occur annually at the regularly scheduled Board meeting in January, or, if for any reason the election does not occur in January, at the next regular meeting of the Board. For each position, the candidate receiving the majority of votes from Directors present at such meeting shall be the successful candidate. Officers shall assume office upon their election and shall serve until their successor is elected. Officers to be elected shall include the Chair and Vice-Chair. The Authority's Secretary, Treasurer and Auditor-Controller shall be appointed by the Board or by the Administrator in accordance with the provisions of the JPA Agreement.
- 3.6. Officer Terms and Term Limits: Commencing with the officers elected in 2023, officers shall serve a term that does not exceed one year in duration and until their successor is duly elected or appointed and is able to serve in that position. A Chair may not serve more than four consecutive terms.
- 3.7. Chair and Vice-Chair Roles and Responsibilities: As detailed in Section 4.1 of the JPA Agreement, the Chair shall preside at all meetings and shall perform such other duties as are specified by the Board through order, resolution or motion, and as are specified in these Bylaws. The Vice-Chair shall perform all the duties of the Chair in the absence of the Chair, or in the event the Chair of the Board is unable to perform such duties and shall perform such other duties as are specified by the Board.
- 3.8. Director and Officer Resignations. Any Director or officer of the Authority may, subject to any contrary provision in any applicable contract, resign at any time by giving written notice to the Board, the Chair or the Secretary of the Authority. Any such resignation shall take effect at the time specified in the notice of resignation or, if not specified, upon receipt of the notice. Unless otherwise specified in the notice of resignation, acceptance of the resignation is not necessary to make the resignation effective.
- 3.9. Removal or Involuntary Resignation of Officer. The Board, in its discretion and by majority vote of the total number of Directors, may remove from office or request the resignation of any officer elected or appointed pursuant to these Bylaws, except for any Secretary, Treasurer or Auditor-Controller employed by the Administrator. In

the event of the removal of an officer, the date of removal shall be as specified in the action taken by the Board. In the event of a request for resignation, such officer shall resign by giving written notice to the Board and such resignation shall be effective as of the time specified in the request for resignation.

3.10. Officer Vacancies: Should any officer position become vacant by reason of the death, resignation, retirement, disqualification or removal of an officer, the Board shall make an appointment for the remainder of the position's term, or, to the extent permitted under the JPA Agreement, may delegate such appointment to the Administrator.

3.11. Voting. Except as otherwise required by law, votes on all questions shall be voice vote. Votes shall be taken by roll call on any resolution and where any Board meeting occurs by teleconference or video conference. A simple majority of the total number of Directors of the Authority shall be required for the Board to take action, subject to the provisions of Section 3.3 of the JPA Agreement. In the event of a tie vote, the matter will not be considered to have passed.

3.12. Board Actions. The Board may take action by motion, resolution or ordinance, provided that it shall take any appropriate action in accordance with applicable law.

3.13. Closed Sessions. All information received by a Director, or Alternate Director attending in the Director's absence, in a closed session related to the information presented to the Board in closed session shall be confidential. However, a Director may disclose information obtained in a closed session that has direct financial or liability implications to his/her Member to the following individuals:

3.13.1 Legal counsel of that Member for purposes of obtaining advice on whether the matter has direct financial or liability implications for that Member; and

3.13.2 Other members of the Member's governing body present in a closed session of that Member held as provided below.

Upon advice of its legal counsel, a Member may conduct a closed session with its legislative body in order to receive, discuss, and take action concerning information obtained in a closed session of the Authority.

4. Committees.

4.1. Formation. The Board may form committees by majority vote, and any such Board action shall include the purpose of the committee and details concerning the appointment of the chair and members of the committee. Related Activity Committees may be formed and operated in accordance with Section 6.1 of the JPA Agreement.

4.2. Committee Membership: Each committee of the Board shall be comprised of at least three (3) and not more than four (4) committee members, who shall serve one (1) year

terms through January 31 of each year. The Chair shall select the members of each committee and the chair and, in the Chair's discretion, a vice chair of each committee. The Chair, in the Chair's discretion, may fill any vacancies on a committee as needed. There will not be any alternate members for Authority committees and an Alternate Director shall not serve as a substitute for a Director from the same Member Agency who is appointed to serve on a committee. No Authority Member shall have more than one representative on any single committee. Directors and Alternate Directors are eligible to serve as members of committees. Staff members of any Authority Member may provide technical assistance to any committee but shall not be voting members of the committee; provided, however, that any staff member of an Authority Member who is serving as a Director or Alternate Director may serve as a voting member on a committee.

- 4.3. Committee Charters: After its formation, each committee shall develop a charter that sets forth the subject matter areas and scope of activities for that committee and, in conjunction with the Administrator or Executive Director, develop an annual work plan for the committee. Committee charters shall be provided to and be approved by the Board.
- 4.4. Reports. Each committee shall provide a report of its meetings and activities at each regular Board meeting.
- 4.5. Standing or Ad Hoc Committees: Committees shall either be standing committees, with ongoing jurisdiction, or ad-hoc committees, with temporary jurisdiction to address issues on a limited basis. Standing committees are subject to the notice and agenda posting requirements of the Brown Act. Ad-hoc committees are not subject to the Brown Act's requirements. The nature of the committee shall be specified in its charter.
- 4.6. Committee Powers. Committees shall provide advice and/or recommendations to the Board but shall not have power to take any actions to bind the Authority.

These Bylaws are hereby adopted on February 9, 2022.

Angela Ramirez Holmes

Angela Ramirez Holmes (Feb 15, 2022 19:46 PST)

Angela Ramirez Holmes, Chair

SECRETARY'S CERTIFICATE

The undersigned hereby certifies that she is the Secretary of the Los Vaqueros Reservoir Joint Powers Authority, a joint exercise of powers authority; that attached hereto is a true, correct and complete copy of the Bylaws of the Los Vaqueros Reservoir Joint Powers Authority; and that said Bylaws are in full force and effect as of the date hereof.

Dated: Feb 16, 2022

Ellen Wehr
Ellen Wehr (Feb 16, 2022 09:17 PST)

Ellen Wehr, Secretary