

**Westport County Water District**

**Bylaws**

**Adopted and Approved April 10, 2021**

**ARTICLE 1**

**ESTABLISHMENT, OFFICES, PRIOR RESOLUTIONS**

1.1 **Establishment.** The Westport County Water District (“WCWD”) was created by the Mendocino County Board of Supervisors. The WCWD is an Independent Special District as defined in California Government Code (“Gov Code”) §56044 and was created in accordance with Gov Code §61000 et seq. to provide water and sewer services.

1.2 **Principal Office.** The principal office for the transaction of business of the WCWD is hereby located at 37551 N. Highway 1, P.O. Box 55, Westport, California 95488. The WCWD Board of Directors (“Board”) is hereby granted full power and authority to change said principal office from one location to another in the District. Any such address change shall be noted in the Bylaws by the Secretary as this section may be changed from time to time and does not require an amendment to these bylaws.

1.3 **Prior Resolutions.** With the approval of these Bylaws, language in any and all prior resolutions which may be inconsistent with these Bylaws is hereby superseded. These Bylaws shall prevail in the case of any conflict.

**ARTICLE 2**

**MEETINGS**

2.1 **Place and Time of Meetings.** Regular monthly meetings of the Board shall be held in the Westport Volunteer Fire Department Firehouse (“WVFD Firehouse”) on the second Thursday of each and every month, at the WVFD Firehouse at 7:00 p.m. (unless an earlier or later hour is set in case of necessity) until adjournment. In the event that a Board Quorum cannot be achieved or the regular scheduled monthly meeting should fall on a legal holiday, the regular monthly meeting of the Board of Directors may either be rescheduled or canceled by the Board. Videoconference or teleconference meetings of the Board are also permissible, provided each Director can be heard and hear every other Director present.

2.2 **Special Meetings.** Special Meetings of the Board, for any purpose or purposes whatsoever, may be called upon at least forty-eight (48) hours written notice (electronic mail is acceptable) at any time by the President or the Vice President/Treasurer, or by any three (3) members of the Board. Due to the nature of the water and sewer services provided by the WCWD, Emergency Special Meetings may be called at any time by the President, Vice President/Treasurer, or at least three (3) Board members.

2.3 **Public Notification.** All meetings, whether regular, special or emergency, shall be open and public with the exception of closed sessions as authorized by statute, and notice thereof shall be given to the Board members and to the public, as reasonably practicable, in accordance with the provisions of the Ralph M. Brown Act, §54950-§54962 as amended, of the Gov Code.

2.4 **Form of Action.** Except as specifically provided pursuant to these bylaws or law, the Board shall act only by ordinance or resolution, properly presented by motion and approved by majority vote of the Quorum of the Board.

2.5 **Quorum.** The authorized number of Board Directors is five (5) members. At least three (3) Directors constitute a Quorum. A Quorum shall be necessary for the transaction of business at a meeting. No ordinance or resolution shall be approved or become effective without the affirmative vote of at least a majority of the Quorum of the Board, which is at least two Directors.

2.6 **Proceedings.** The Board shall endeavor to refer to and utilize aspects of *Roberts Rules of Order* as the parliamentary procedures and processes to guide the conduct and process of meetings.

### ARTICLE 3

#### **WCWD POWERS**

3.1 **Powers.** The Board of Directors is the governing body of the WCWD. As provided by the laws governing a community services district (Gov Code §61000 et seq.), all WCWD powers shall be exercised by or under the authority of, and the business and affairs of the WCWD shall be controlled by, the Board. Without prejudice to such general powers, but subject to the same provisions/limitations, the Directors shall have the following powers, to wit:

- a) Select, appoint, and remove all other officers, agents, and employees of the WCWD; prescribe such powers, obligations, and duties for these individuals as are consistent with law and these Bylaws; fix their compensation; and may require fidelity bonds from them to insure faithful service.
- b) Conduct, manage, and control the affairs and business for the WCWD and make rules and regulations such as are consistent with California State Law.
- c) Change the monthly meeting place and/or time, and change the principal office for the transaction of business of the WCWD from one location to another within the WCWD, as provided in Article 1, Section 2, hereof.
- d) Represent the residents of the WCWD on any WCWD issues as may arise with various regulatory State and County agencies and departments or outside agencies and organizations.
- e) Supply the residents of the WCWD with water and sewer services.
- f) Acquire sites and lands, construct and maintain buildings, and cooperate/coordinate with other government agencies for water and sewer services.
- g) Acquire real or personal property within the WCWD by grant, purchase, gift, lease, or condemnation, solely for water and sewer services.
- h) Hold, use, enjoy, lease, or dispose of any WCWD property.
- i) File and pursue legal actions and proceedings in all courts and tribunals of competent jurisdiction.
- j) Borrow money, or incur or assume indebtedness, only in connection with water and sewer services.
- k) Adopt rules and regulations binding upon all persons to govern the use of the District's water and sewer facilities and property, including regulations imposing reasonable charges for the use thereof.
- l) Contract with any city, Special District, Municipal Corporation, political subdivision, political corporation, or other public agency of the state, to purchase or acquire from, or sell to, or jointly acquire, construct, operate, or maintain a water supply and sewer system to serve the WCWD residents.

- m) Levy and collect fees and special assessments for the purpose of carrying on the operations and paying the obligations of the WCWD.
- n) Enter into contracts for any and all purposes necessary for the full exercise of the District's powers.
- o) Perform any and all acts reasonably necessary to carry out fully the provisions of the powers hereinabove set forth, and those set forth in the Gov Code, as amended from time to time.
- p) The WCWD may, upon reasonable notice, enter upon the private property of any person or organization within the jurisdiction of the WCWD in order to investigate compliance with ordinances/laws the WCWD is required to monitor/enforce (Gov Code §61612.5). This investigation shall be with the consent of the owner or tenant of the property or, if consent is refused, with a warrant duly issued upon probable cause per codes of civil procedure. The WCWD may seek the assistance of law enforcement and/or other public agencies as appropriate. Additionally, only in the event of an emergency, the WCWD may enter upon the private or public property of a WCWD resident solely to carry out WCWD public safety or emergency services functions related to the provision of water and sewer services.

## **ARTICLE 4**

### **DIRECTORS**

4.1 **Number of Directors.** The authorized number of Directors of the WCWD shall be five (5) as prescribed in the original formation documents. The Directors shall be elected at-large by voters registered in the District and in the manner prescribed by the Mendocino County Registrar of Voters. As a prerequisite, each candidate and Director must be a registered voter within the WCWD.

4.2 **Election and Term of Office.** Beginning in 2022, to align with the Statewide General Election, Directors shall be elected for four (4) year terms on the first Tuesday after the first Monday in November in even numbered years, with terms staggered such that three (3) Directors shall be elected in a single election, and the remaining two (2) Directors elected two (2) years later, in accordance with applicable provisions of Gov Code and Elections Code. It is the intention of the WCWD to minimize the need for Special Elections.

4.3 **Seating of Directors.** All elected Directors shall take the fiduciary oath of office in the December meeting following election or upon certification of the election results, or following appointment by the County of Mendocino Board of Supervisors in lieu of election.

4.4 **Terms of Succeeding Directors.** The term of office of each Director shall be four (4) years.

4.5 **Vacancies.** All vacancies on the Board occurring between election periods will be filled either by subsequent elections or by appointment by the Mendocino County Board of Supervisors, in accordance with Gov Code 1780 and §61204. Vacancies must be publicly noticed in conspicuous places for 15 days and filled within 60 days or the position shall remain vacant until the next scheduled election cycle. Newly appointed Directors shall take office in the first scheduled Board meeting following their appointment. Such vacancy appointments shall be for the remainder of the unexpired terms of office only.

4.6 **Compensation of Directors.** WCWD Board members shall serve without compensation except for reimbursement of actual expenses reasonably incurred in the performance of their duties. All reimbursement of such expenses must be authorized by the Board. All expense reimbursement payments shall be properly recorded and documented in the WCWD accounting records, and shall be made available for reasonable public inspection according to law.

4.7 **Training.** As required by California Fair Political Practices Commission Title 2, Division 6, California Code of Regulations, all Directors shall receive documented ethics training as specified in §18371. Directors shall also receive documented training on Brown Act requirements for public meetings, legislative bodies, agendas, etc. (Gov Code §54950 et seq.). Records of completed training of each Director shall be maintained by the WCWD Administrator-Financial Controller.

4.8 **Public Disclosure of Economic Interests/Conflict of Interests.** California State Form 700, Statement of Economic Interests, must be filed annually by each Director in accordance with the Political Reform Act of 1974 (Gov Code §87100). These annual disclosures are available to the public through the California Fair Political Practices Commission.

## ARTICLE 5

### **OFFICERS**

5.1 **Officers.** The Officers of the WCWD shall be a President, Vice President/Treasurer, and Secretary. All Officers must also be Directors and the Directors may not serve in more than one Officer position. Officers do not earn or receive financial compensation. The WCWD may also have non-Officer positions of Operational Manager and Administrator-Financial Controller.

5.2 **Compensation and Performance Review.** The Board may at any time appoint or employ, fix the compensation of, and prescribe the authority and duties of the employees, attorneys, engineers, or other licensed professionals whose service are deemed by the Board to be reasonably necessary for conducting the business of the WCWD. The Board shall endeavor to conduct periodic work performance evaluations of WCWD employees, attorneys, engineers, and other licensed professionals on a regular basis, but annually at the minimum. The details of such work performance evaluations may be undertaken and discussed in Board Executive Session with summary results disclosed on a reasonable need-to-know basis.

5.3 **Appointment of Officers.** Each year, the Board shall appoint the President, Vice President/Treasurer, and Secretary at the regular December meeting of the Board. Following resignation or by majority vote of the Board, an Officer may be replaced during the year in an agenda public meeting of the Board.

5.4 **President of the Board.** The President of the Board shall preside at all meetings of the Board of Directors, and exercise and perform such other powers and duties as may from time to time be assigned to her/him by the Board of Directors or as prescribed by these Bylaws. The President shall be an ex-officio member of all standing committees. The President shall be the primary contact of record for the WCWD and may act as necessary on behalf of the WCWD. Any such actions by the President are subject to review and final approval/authorization by the Board. The President, Vice President/Treasurer, and/or Secretary shall keep all members of the Board fully informed of all matters important or relevant to the operation of the WCWD.

5.5 **Vice President/Treasurer.** In the absence or disability of the President, the Vice President/Treasurer shall perform all 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/Treasurer shall have such powers and perform such other duties as from time to time may be prescribed to her/him by the Board of Directors.

As Treasurer, the Vice President/Treasurer shall oversee the Administrator-Financial Controller in the execution of that individual's duties, and serve as the primary liaison between the Administrator-Financial Controller and the Board.

5.6 **Secretary.** The Secretary shall prepare the minutes of each Board meeting, and shall keep or cause to be kept at the principal office, or such other place as the Board of Directors may order, a book of minutes of all Board Meetings, whether regular or special, with the time and place of holding, the name of the individual who authorized the notice given thereof, and the names of those present at each meeting. The Secretary shall keep or cause to be kept at the principal office a register showing the names and addresses of the members of the Board of Directors as required by the Bylaws or the laws of the State of California, and shall keep the seal (if relevant) of the WCWD in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

5.7 **Bonds.** At WCWD expense, a third party fidelity bond for faithful performance of duties for the WCWD Vice President/Treasurer, Administrator-Financial Controller, and other employees handling WCWD monies shall be required and shall be fixed at a minimum amount of triple the annual WCWD revenues.

## ARTICLE 6

### STAFF

6.1 **Operational Manager.** The Operational Manager shall serve as advisor to the President and Board of Directors and shall, if directed by the Board, execute and direct enforcement of resolutions passed by the Board. The Operational Manager serves at the pleasure of the Board of Directors. The Operational Manager shall develop information pertinent to the water and sewer services to be performed by the WCWD and report this information to the Board. The Operational Manager shall within those areas/portions/aspects of the WCWD: (i) have charge and control of the maintenance, construction, and the day-to-day operations of the WCWD; (ii) in consultation and with approval of the board fill authorized positions and or discharge any employee working in operations and or maintenance.; (iii) prescribe the duties of operations/maintenance, employees, and assistants; (iv) perform other duties imposed by the Board; and (v) report to the Board with written monthly reports in accordance with the rules and regulations as it adopts.

6.2 **Administrator-Financial Controller.**

The Administrator-Financial Controller shall keep and maintain all financial records of the WCWD, including records of its assets, liabilities, deposits, receipts, disbursements, gains, losses, capital, surplus, and bank accounts. The Administrator-Financial Controller shall prepare such checks/payments to disburse funds of the WCWD as may be ordered by the Board of Directors, and shall render to the President and Directors, whenever they request it, an account of all transactions and of the financial position of the WCWD, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

The Administrator-Financial Controller shall utilize an accounting system that completely and at all times shows the WCWD's financial position (Gov Code §61053). The Administrator-Financial Controller shall have an independent certified public accountant or independent public accountant audit the WCWD's accounts and records annually (Gov Code §61118) at the end of each fiscal year, in accordance with California Law (Gov Code §26909). This auditor shall also file such financial reports as required by the State of California or other public agencies on behalf of the WCWD.

## ARTICLE 7

### GENERAL

7.1 **Depository and Investment of WCWD Money.** The Board shall designate one or more banks, credit unions, or savings & loan associations for the depository of the WCWD funds which shall be kept separate from the treasury of Mendocino County (Gov Code §61053). The Board shall ensure compliance with Gov Codes commencing with §53600 and also commencing with §53630 as specified in Gov Code §61053 relating to the investment and deposit of funds.

7.2 **Inspection of WCWD Records.** The books of account and minutes of proceedings and other records of the Board of Directors shall be open to inspection upon request of any person, in accordance with the California Public Records Act (Gov Code §6250 et seq.) and subject to such reasonable rules/fees and processes as may be adopted from time to time by the Board.

7.3 **Records.** All WCWD records shall be retained, in original and/or digital form, at the WCWD offices for a period of at least seven (7) years. Audio or video recordings of meetings are not considered WCWD records for purposes of this section; such recordings may be utilized to assist in the development of formal Board minutes and may be destroyed once those minutes have been prepared and approved.

7.4 **Checks, Drafts, Etc.** All checks, drafts, and other orders for payment of bills, notes, or other evidence of indebtedness issued in the name of or payable by the WCWD shall be signed or endorsed by the Administrator-Financial Controller and one (1) member of the Board, with the exception of petty cash disbursements (only up to \$500.00 per month) which may occur upon authorization of both the Operational Manager and the Administrator-Financial Controller. Bills and obligations shall be paid in a timely manner when due (Gov Code §61053).

7.5 **Contracts.** The Board, except as otherwise provided in the Bylaws, may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the WCWD, and such authority may be general or confined to specific instances, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the WCWD by any contract or engagement for a term of more than one (1) year or to pledge its credit or to render it liable for any purpose or to any amount.

7.6 **Website.** The WCWD shall maintain an internet website that includes contact information; copies of meeting agendas, minutes, and resolutions; limited financial information; a list of offered water and sewer services and fees; the list of Directors and Officers; and such legal documents, maps, and other information deemed important by the Board of Directors and/or required by law (Gov Code §53087.8). For security reasons, this website may require a special login/passcode and may not be offered to the general public and limited to the residents of the WCWD.

7.7 **Public Sessions.** All sessions of the Board shall be conducted in accordance with the Ralph M. Brown Act (Gov Code §54950, et seq.). Public sessions are expected to be conducted in a process utilizing *Roberts Rules of Order* as a basic guide, subject to these Bylaws and applicable statutes.

7.8 **Possible Recall of Directors.** Any Director, whether elected by popular vote for a full term or properly appointed, may be recalled by the WCWD voters in accordance with the recall provisions of Elections Code of the State of California.

7.9 **Seal.** The WCWD may adopt a seal and alter it at the Board's discretion.

7.10 **Contract Bids.** All contracts for the construction of any unit of work, except as otherwise statutorily provided, shall be based on the California Uniform Public Construction Cost Accounting requirements.

7.11 **Liability for Acts of Employees.** No Officer or Director shall be liable for any act or omission of any agent or employee appointed or employed, unless there was actual notice that the person appointed or employed was incompetent to perform the service for which he/she was appointed or employed, and the incompetent person was retained after notice of the incompetency. All employees shall be “at-will” employees under California law.

7.12 **Annual Budget Session.** The regular meeting scheduled for each June is designated as the Annual Budget Session of the WCWD. At this June meeting the Board shall determine the operating budget for the next fiscal year. The annual fiscal year commences July 1.

7.13 **Committees.** Both ad hoc and standing committees may be created and empowered by the Board as necessary. Such committees may be disbanded by the Board at any time and for any reason.

## ARTICLE 8

### AMENDMENTS

8.1 **Amendments.** These Bylaws may be altered, amended, repealed, in whole or in part, and new Bylaws may be adopted by the Board of Directors from time to time as the Board shall deem reasonably necessary, preferably at least biannually. Any changes must be proposed in writing in advance at least one regular meeting before adoption. Amendments or changes must be approved by at least a majority vote of the full five (5) member Board [three (3) Directors] in accordance with §61224 and §61225 of the Gov Code.

## ARTICLE 9

### ELECTIONS

9.1 **Elections Code Provisions Applicable.** The provisions of the State of California Election Code relating to the qualification of Directors, the manner of voting, the canvassing of returns, and all other particulars relevant to the management of a general election shall govern all WCWD Director elections.

9.2 **Nomination of Directors.** Candidates for election or appointment to the office of Director shall file their candidacy papers with the Mendocino County Assessor-Clerk-Recorder following timelines prescribed by statute.

9.3 **Notice of Election.** Notice of each WCWD election shall be published by the Mendocino County Assessor-Clerk-Recorder as set forth in §6066 of the Gov Code of the State of California. The WCWD shall pay all election costs using only public funds. All candidate expenses, including qualification statements included on the ballot, shall be paid by each candidate.

9.4 **Cancellation of Elections.** No election shall be held when an insufficient number of candidates are available to contest the office. In such a case, the Mendocino County Board of Supervisors shall, in accordance with Elections Code §10515, appoint by acclamation the person or persons whose names were submitted to the elections department as candidate(s) in lieu of elections.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify that I am the duly elected and acting WCWD Secretary and the foregoing Bylaws comprising eight (8) pages, including this page, were duly adopted on the 10th day of April, 2021 by a majority of the full Board and that they now constitute said Bylaws of the WCWD.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 10<sup>th</sup> day of April, 2021.

WESTPORT COUNTY WATER DISTRICT

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Ann B. Woodhead, Secretary