

BYLAWS

MONTEREY COUNTY WATER RESOURCES AGENCY BOARD OF DIRECTORS (As amended 2/20/24)

I. PURPOSE AND AUTHORITY.

1.01. Authority. These bylaws are adopted pursuant to the Monterey County Water Resources Agency Act, as amended by the statutes of 1991, Chapter 1130 (West's California Water Code, Appendix, Chapter 52; hereinafter "Agency Act"), and pursuant to Monterey County Water Resources Agency Ordinance No. 3559.

1.02. Purpose. The purpose of these bylaws is to establish procedures for the conduct of meetings of the Monterey County Water Resources Agency Board of Directors and to provide guidelines for the other activities of the Board of Directors.

1.03. Relations between Board and Staff. The purpose of the Board of Directors is to set policy for implementation by the General Manager and Staff. The Board will adopt a hands-off policy regarding day-to-day management as that is the duty of the General Manager. Board members shall direct requests of Staff to the General Manager.

II. MEMBERS.

2.01. Number and Appointment. There are nine members on the Board of Directors. The members are appointed by the Monterey County Water Resources Agency Board of Supervisors.

2.02. Duties. The Board of Directors shall perform the duties delegated to them by the Monterey County Water Resources Agency Act and by Ordinance No. 3559.

2.03. Vacancies and Removal of Directors. A vacancy occurs on the Board of Directors when a Director resigns or dies or when the position is declared vacant by the Supervisors, on the recommendation of the Directors due to the incumbent Director's incapacity or failure to attend meetings. A vacancy shall be filled by appointment in the same manner as the appointment of the original holder of the office. If a Board member is absent from three consecutive meetings of the Board or its committees, the ~~Personnel/Finance &~~ Administration Committee shall review the matter within 30 days and determine whether it should be heard by the full Board. The Board may, based on the recommendation of the ~~Personnel/Finance &~~ Administration Committee, by resolution, recommend to the Board of Supervisors that the Board of Supervisors declare a vacancy and appoint

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a replacement Director.

2.04. Compensation.

(a) Each member of the Board of Directors of the Monterey County Water Resources Agency appointed pursuant to the Monterey County Water Resources Agency Act shall receive compensation for his or her services at the rate of \$100.00 for each meeting attended by such Director. A meeting shall be a regular or special meeting of the Board of Directors, a meeting of any of the standing committees or additional committees, or any meeting so designated as such by the Chair.

(b) In addition, the Directors shall be reimbursed for actual necessary expenses incurred in the performance of official business of the Agency pursuant to assignment of the Board of Directors consistent with the reimbursement schedules and policies of the County of Monterey.

2.05. Conflicts of Interest. No Board member shall participate in any matter which comes before the Board of Directors, or in any matter in which he or she is required to act in his or her capacity as a Board member, when the Board member has or may have a direct or indirect economic interest which may be affected as a result of such action, unless such participation is otherwise required or permitted by law. No Board member shall undertake any employment, activity, or economic enterprise for compensation which is inconsistent, incompatible, in conflict with or inimical to his or her duties as a Board member. Board members shall comply with the conflict of interest code to be adopted by the Board.

2.06. Notice to Directors. Whenever written notice is required by these bylaws to be given or delivered 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, or five days after the notice is deposited in the U.S. mail, first class postage prepaid, properly addressed to the Director.

2.07. Authority of Director to speak for the Board or Agency. No director will speak on behalf of the Board of Directors in any public forum unless expressly authorized to do so by the Board of Directors. No director will speak on behalf of the Agency in any public forum unless expressly authorized to do so by the Board of Supervisors.

III. OFFICERS.

3.01. List of Officers. The officers of the Board shall be the Chair, Vice-Chair, and

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Secretary.

3.02. Qualification, Selection, and Term. Each Chair and Vice-Chair shall be members of the Board of Directors. The General Manager of the Agency shall be the Secretary for the Board but shall not vote at Board meetings. The Chair and Vice-Chair shall be elected by the Board at the Board's first meeting of January 2019, and shall serve for a period of one year or until a successor has been duly elected. The Chair and Vice Chair shall serve for a period of two years beginning January 2020. The Chair and Vice Chair shall be elected by the Board at the Board's first meeting of January 2020 or until a successor has been elected. The Board shall elect the Chair and Vice Chair at the Board's first meeting of January every subsequent even year thereafter. A Board member shall not simultaneously hold more than one office. At the last regular meeting of the year when the Chair's and Vice Chair's terms end, the Chair shall appoint an ad hoc nominating committee consisting of a chairperson and two directors. The Chair shall be an ex-officio member.

Commented [AA1]: The Planning Committee discussed potentially shortening the term of service from two years to one.

3.03. Duties of Chair. The Chair shall preside at all meetings of the Board; execute contracts, correspondence, conveyances, and other written instruments as authorized by the Board; and appoint ~~chairpersons and~~ members of Board established committees, including the Chair and Vice-Chair.

Commented [AA2]: Should this be moved to November, to provide more time for consideration through the holiday season?

Commented [AA3]: Is this to mean only "standing" committees, as described in Section 4.03 below, or all Board established committees, as described in Section 4.01

Commented [AA4]: Added to conform with language in Section IV.

3.04. Duties of Vice-Chair. The Vice-Chair shall, in the absence of the Chair, assume the duties of the Chair and perform such reasonable duties as may be required by the Board or the Chair of the Board.

3.05. Duties of Secretary. The Secretary shall be responsible for maintaining Board meeting minutes and other records that may from time to time be required by the Boards' activities, and shall perform such reasonable duties as may be required by the Board or Chair of the Board. The Secretary may delegate the actual performance of the tasks necessary to fulfill these duties.

3.06. Vacancies and Removal of Officers. A vacancy in any office shall be filled by nomination and election by the Board of Directors as soon as it is reasonably possible. Officers may be removed by a majority vote of the Board of Directors for failure to perform the duties of the office or for malfeasance in office.

IV. COMMITTEES.

4.01. Establishing Committees. The Board of Directors may, by a majority vote, establish committees from time to time, including standing, advisory, ad hoc, and/or special committees.

~~4.02. Appointment and Terms of Committees. The Board Chair shall appoint members of the Board committees, and the Chair and Vice Chair of each Board committee. Appointments are~~

Commented [AA5]: This is already established under Section 3.03, unless 3.03 is interpreted to mean just "standing" committees.

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~~for one year.~~ Members of the public may be appointed as members of advisory, ad hoc, or special committees by the Board of Directors, and if so appointed, shall have the right to vote only at committee meetings. Appointments are for one year. Members of committees may be re-appointed for succeeding terms, without limitation.

Commented [AA6]: If Section 3.30 is interpreted to mean just “standing” committees, then this works. Greater clarity would be beneficial. Also, should we discuss a nominating process?

4.032. Standing Committees. The Directors shall maintain the following standing committees: ~~a Finance Committee, Personnel/ & Administration Committee, and a Planning Committee.~~ Standing committees shall be comprised of four Board members. Appointments are for one year. Members of committees may be re-appointed for succeeding terms, without limitation.

Commented [AA7]: This may be what is called “Board” committees in Section 3.03.

Commented [AA8]: The Planning Committee is proposing to combine the Finance and Personnel & Administration committees.

(a) Finance & Administration Committee. The Finance ~~& Administration~~ Committee (FAC) consists of a Chair, Vice Chair, and two other Board members. ~~The Finance Committee FAC assists in~~ advises staff and the Board establishing and enhancing validon matters related to the Agency’s business and financial management systems, including personnel, administration, and governmental affairs. It annually reviews and recommends the budget, and each month it reviews the Agency’s financial performance under the adopted budget. ~~The committee FAC acts as the audit committee for the Board of Directors and makes recommendations on capital expenditures. The committee reviews the financial aspects of projects proposed to be implemented by the Agency, reviews charges proposed to be levied by the Agency (including, but not limited to, standby charges, and assessments), and may recommend revisions to the Agency’s accounting system.~~

(b). Planning Committee. The Planning Committee consists of a Chair, Vice Chair, and two other Board members. The Planning Committee shall help to develop short- and long-range plans for the Agency with respect to all activities in which the Agency is involved, or might become involved, including strategic planning. The Planning Committee helps to screen, evaluate, and prioritize projects and programs considered for implementation by the Agency, ~~and reviews the Agency’s ongoing projects and programs consistent with the Agency’s Board approved Strategic Plan.~~

Commented [AA9]: Oversight of established projects and programs should be in the purview of the FAC. The Planning Committee should remain forward looking, focusing on plan development.

(c) ~~Personnel/Administration Committee. The Personnel/Administration Committee consists of a Chair, Vice Chair, and two other Board members. The Personnel/Administration Committee reviews Agency personnel matters, and governmental affairs.~~

4.043. Advisory and Ad Hoc Committees. The Chair may appoint, with the approval of the Board of Directors, advisory or ad hoc committees as the need arises, and define the mission and duties thereof. The following advisory committees ~~are is~~ hereby confirmed and recognized:

(a) Water Resources Advisory Committee: The Water Resources Advisory Committee (WRAC) reviews the Agency’s operation of the Nacimiento and San Antonio Dams and Reservoirs, the Salinas Valley Water Project, and the resultant effects upon the Salinas Valley Groundwater Basin, including the hydrologic conditions therein. The WRAC shall consist of up-to thirteen

Commented [AA10]: Establishing a quorum of the existing ResOps committee is always difficult. This proposal reduces the total number of committee members by 4 by retiring the “Lakes resort concessionaire”, the defunct “Salinas River Channel Coalition”, and two at-large members of the public.

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members: a Chair, Vice-Chair, and two other members of the Board of Directors; one representative of a Salinas Valley City; one representative each of the Pressure, East Side, Forebay, and Upper Valley groundwater subareas; one representative from the San Luis Obispo County Public Works Department; one representative from the Monterey County Public Works, Facilities, and Parks Department; one representative from the Nacimiento Regional Water Management Advisory Committee; and one member of the public at large.

~~(a) — Reservoir Operations Advisory Committee. The Reservoir Operations Advisory Committee reviews all matters pertaining to Nacimiento and San Antonio Reservoirs. The Reservoir Operations Advisory Committee consists of a Chair, Vice Chair, two other Board members, and non-Director members. The Chair shall appoint non-Director members to the Reservoir Operations Advisory Committee as follows: one representative of a Salinas Valley City; one representative each of the Pressure, East Side, Forebay, and Upper Valley groundwater subareas; three members of the public at large; and one representative each from the San Luis Obispo County Public Works Department, Monterey County Parks Department, the Lakes resort concessionaire, Nacimiento Regional Water Management Advisory Committee, and the Salinas River Channel Coalition.~~

~~(b) — Basin Management Advisory Committee. The Basin Management (BMP) Advisory Committee reviews all matter concerning basin management. The Basin Management Advisory Committee consists of a Chair, Vice Chair, two other Board members, and non-Director members. The Chair shall appoint non-Director members to the Basin Management Advisory Committee as follows: one representative each of the Pressure, East Side, Forebay, and Upper Valley groundwater subareas; and three members of the public at large.~~

~~4.04. Additional Committees. The Directors may by majority vote establish additional committees from time to time, including standing committees and special committees.~~

4.05. Staff Assistance to Committees. ~~Water Resources~~ Agency Staff ~~shall may~~ provide assistance to all committees of the Directors, at the request of the committee or the Board, consistent with Section 1.03 of these bylaws.

Commented [AA11]: This description requires clarification. Is this “standing” or all committees? Also, per Section 1.03, requests of staff shall be made through the GM. Perhaps we need to establish greater clarity about the role of staff in supporting a committee meeting as opposed to responding to a committee request.

4.06. Role of Committees. The role of each committee is limited to the matters expressly assigned to the committee by these bylaws or by resolution of the Board of Directors, together with all matters necessarily incidental thereto. Except as otherwise expressly provided in these bylaws or by resolution of the Board of Directors, the committee does not make binding decisions on those matters. Rather, the committee makes recommendations to the Board of Directors on those matters that are to be considered by the Board of Directors.

V. MEETINGS.

5.01. Conduct of Meetings. All meetings of the Board shall be subject to the provisions of the Ralph M. Brown Act (Government Code sections 54950, *et seq.*) (“Brown Act”), the Agency

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Act, and these bylaws. If any inconsistency exists between the provisions of the Brown Act and these bylaws, the provisions of the Brown Act shall control.

5.02. Regular Meetings. Time and Place. The Board of Directors will establish a regular meeting date and time, which shall be not less than once each month, and shall establish a regular place for holding such meetings. Committees of the board shall meet as frequently as is necessary to fulfill the committee's duties, but in any event, not less than quarterly. Notice and posting of agendas for regular meetings shall be pursuant to the provisions of the Brown Act.

5.03. Special Meetings. Special meetings may be called by the Board Chair at any time for a specific, announced purpose. At the request of any three Board members, the Board Chair shall call such a special meeting. Written notice of a special meeting shall be delivered to all Board members at least 48 hours in advance of any meeting. Attendance at a special meeting by any Director amounts to a waiver of any defect in the giving of notice to such Director, unless at the meeting the Director specifically objects to the holding of the meeting on the grounds of such defect. Notice and posting of agendas for special meetings shall be pursuant to the provisions of the Brown Act.

5.04. Quorum. No action shall be taken by the Board or by a committee unless a quorum is present at the meeting, except as otherwise provided herein or as allowed under *Roberts Rules of Order*. For Board of Directors meetings, a quorum shall be five members. For committees, a quorum shall be 50% of all the members of the committee, including at least one Board member.

5.05. Majority Vote. Actions of the Board shall be by a majority vote of Board members present and voting on the issue. 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 the Board chambers, and his or her presence shall not be counted towards a quorum. If the recusal of a Director on a certain item will upset the quorum, such item shall be trailed to the end of the meeting and continued to a future meeting when a quorum can be obtained. The presence of any Director who otherwise abstains from voting shall be counted for purposes of determining a quorum, but the vote of such abstaining members shall not be counted either for or against a measure in determining whether a majority vote has been obtained.

5.06. Minutes. A record of proceedings of all minutes of the Board of Directors and of committees of the Board shall be kept on file with the Agency.

5.07. Public Meetings. All meetings of the Board of Directors shall be open to the public, unless otherwise provided by law.

5.08. Voting. Voting on all motions and resolutions of the Board of Directors shall be by

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voice vote, calling for ayes and noes, except that if any member of the Board or the Secretary requests a roll call vote, either before or after the voice vote is taken, then the vote shall be by roll call.

5.09. Agendas of Regular Meetings. At least 72 hours before regular meetings, an agenda shall be posted at the Directors regular place of posting that contains a brief description of each item of business to be transacted or discussed at the meeting.

5.10. Time for Public Comment.

(a) The Chair shall provide an opportunity for members of the public to address the Directors on any agenda item 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. Public participation need not be allowed on discussions of procedural issues, such as continuances, the order in which agenda items will be considered, and the like, and public participation need not be allowed on items which are presented by Staff to the Directors for information only.

(b) The agenda for each regular meeting will include a regular time near the beginning of the agenda to receive public comment on items that are within the jurisdiction of the Directors and are not otherwise discussed at the meeting. The 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.

5.11. Non-agenda Items. The Directors may take no action on any item not previously placed on the agenda except in the following situations:

(a) The Directors determine by a majority vote that an emergency situation exists. An emergency situation means work stoppage or other activity which severely impairs health, safety, or both, or a crippling disaster which severely impairs public health, safety, or both.

(b) The Directors determine by a vote of at least two-thirds of the authorized number of Directors, or if less than two-thirds of the authorized number of members are present, that the need to take action arose after the agenda was posted.

(c) The item was continued from a prior meeting held less than five days before the current meeting, and the item was properly placed on the agenda for the previous meeting.

5.12. Roberts Rules of Order. Except as otherwise provided in these bylaws or in rules and regulations adopted by the Directors, all meetings of the Directors shall be conducted pursuant to *Roberts Rules of Order*.

5.13. Hearing Procedure. All hearings shall be conducted by the Chair in the manner

Commented [AA12]: Should the Board consider acting under Rosenberg's Rules of Order instead?

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provided by law. All hearings of the Directors shall be open for public participation. When a proposal is being considered by the Directors, the public hearing will be opened when the Chair introduces the item for consideration by the Directors. The sequence of events relating to any proposal shall be as follows:

1. By reference to the agenda, the Chair announces the proposal to be heard or considered.
2. The General Manager or his or her designee presents the Staff report to the Directors.
3. The General Manager or his or her designee presents or summarizes any additional messages or communications regarding that proposal.
4. The Chair inquires if Directors have any questions of Staff.
5. The Board may ask all audience members who address the Board to volunteer their name and business or residence address before speaking; however, such information is not mandatory.
6. The Chair asks if there are any proponents in the audience who wish to be heard.
7. The proponents then may address the Board.
8. Following the proponents' remarks, the Chair asks for opponents to be heard.
9. The opponents then address the Board.
10. The Chair may ask for a brief period for rebuttal from proponents following opponents being heard.
11. After the public has been heard, the Chair will entertain a motion to close the public hearing.
12. Following successful passage of the motion to close the public hearing, the discussion will be limited to the Directors.
13. The hearing ends with an action to approve or deny the proposal by vote of the Board.
14. The Chair may alter the order specified above, if the Chair believes such change in the order would facilitate the hearing process.

5.14. Continuance and Adjournment. The Directors may continue any item to another

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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 the order of adjournment. Less than a quorum may so continue an item or adjourn a meeting. If all members are absent from any meeting, the Secretary may so adjourn the meeting, and shall provide notice of any new meeting date and time as required by law.

VI. ADOPTION AND AMENDMENT OF BYLAWS.

6.01 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.~~

Upon motion by Director _____, ~~seconded~~ by Director _____, these bylaws were amended to read as above on **February 20, 2024**, by the following votes:

Ayes:

Noes:

Abstain:

Absent:

Attest: I certify that ~~the~~ within instrument is a true and complete copy of the original Bylaws of the Board of Directors of the Monterey County Water Resources Agency on file within this office.

Dated:

Ara Azhderian
General Manager

History: Adopted 12/19/91; amended: 1/13/92, 9/14/92, 10/12/92, 10/26/92, 3/29/93, 5/9/94, 10/28/96, 4/25/16, 9/19/16, 11/19/18, 5/20/19, and 2/20/24