

MINUTES OF THE ADJOURNED MEETING OF THE
BOARD OF DIRECTORS OF THE
VISTA IRRIGATION DISTRICT

October 21, 2015

An Adjourned Meeting of the Board of Directors of Vista Irrigation District was held on Wednesday, October 21, 2015, at the offices of the District, 1391 Engineer Street, Vista, California.

1. CALL TO ORDER

President MacKenzie called the meeting to order at 9:02 a.m.

2. ROLL CALL

Directors present: Miller, Vásquez, Dorey, Reznicek, and MacKenzie.

Directors absent: None.

Staff present: Roy Coox, General Manager; Lisa Soto, Secretary of the Board; Eldon Boone, Assistant General Manager; Don Smith, Director of Water Resources; Brian Smith, Director of Engineering; Brett Hodgkiss, Administrative Services Manager; Frank Wolinski, Operations and Field Services Manager; and Marian Schmidt, Administrative Assistant. General Counsel Joel Kuperberg was also present.

Other attendees: John Carter joined the meeting at 9:50 a.m.

3. PLEDGE OF ALLEGIANCE

Director Vásquez led the pledge of allegiance.

4. APPROVAL OF AGENDA

15-10-105	<i>Upon motion by Director Vasquez, seconded by Director Reznicek and unanimously carried (5 ayes: Miller, Vásquez, Dorey, Reznicek, and MacKenzie), the Board of Directors approved the agenda as presented.</i>
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5. PUBLIC COMMENT TIME

No public comments were presented on items not appearing on the agenda.

6. CONSENT CALENDAR

It was noted that in Item 6.C, the draft minutes of October 7, Item 11, "Statewide Rate Structure Initiative" a reference was mistakenly made to the House of Representatives, which should have been a reference to the Legislative Assembly. The Secretary made the correction.

Assistant General Manager Eldon Boone provided clarification regarding a payment noted in Item 6.D, the "Cash Disbursement Report" to ACWA/JPIA for Dam Failure Liability" insurance coverage. Mr. Boone said that the level of coverage and the cost of this policy have remained consistent over the years.

15-10-106 *Upon motion by Director Vasquez, seconded by Director Miller and unanimously carried (5 ayes: Miller, Vásquez, Dorey, Reznicek, and MacKenzie), the Board of Directors approved the Consent Calendar, with a minor correction to the Minutes of October 7, 2015, and including Resolution No. 15-36 approving disbursements.*

A. Private development waterline project

See staff report attached hereto. Staff recommended and the Board approved the waterline project and directed staff to file the Notice of Exemption over a 3-lot single-family subdivision, consisting of approximately 1.68 gross acres owned by Savage Family Revocable Trust, located at 1151 Greenbush Lane, Vista (LN 2014-041; APN 181-121-20; DIV NO 3).

B. Water system improvements for the South Santa Fe Streetscape Improvement Project

See staff report attached hereto. The Board noted and filed this informational item regarding the City of Vista's water system improvements for the South Santa Fe Streetscape Improvement Project – Phase I (CIP #8232) located within a portion of South Santa Fe Avenue from Main Street to Ocean View Drive (LN 2013-022; D-2242; DIV NO 3).

C. Minutes of Board of Directors meeting on October 7, 2015

The minutes of October 7, 2015 were approved with a correction to Item 11, changing "the House of Representatives" to "the Legislative Assembly".

D. Resolution ratifying check disbursements

RESOLUTION NO. 15-36

BE IT RESOLVED, that the Board of Directors of Vista Irrigation District does hereby approve checks numbered 51435 through 51543 drawn on Union Bank totaling \$516,862.78.

FURTHER RESOLVED that the Board of Directors does hereby authorize the execution of the checks by the appropriate officers of the District.

PASSED AND ADOPTED unanimously by a roll call vote of the Board of Directors of Vista Irrigation District this 21st day of October 2015.

7. DESIGNATION OF VOTING PROXY FOR ACWA ELECTION

See staff report attached hereto.

15-10-107 *Upon motion by Director Dorey, seconded by Director Vásquez and unanimously carried (5 ayes: Miller, Vásquez, Dorey, Reznicek, and MacKenzie), the Board of Directors designated President MacKenzie as the voting delegate for VID, to vote in the election for ACWA President and Vice President and on the proposed bylaws amendments.*

The Board discussed briefly the recommended slate in the election for ACWA President and Vice President, and the recommended amendments to the ACWA bylaws. The Board characterized the changes to the bylaws as ministerial and noted no disagreement with the recommended slate for the election.

15-10-108 *Upon motion by Director Reznicek, seconded by Director Dorey and unanimously carried (5 ayes: Miller, Vásquez, Dorey, Reznicek, and MacKenzie), the Board of Directors directed President MacKenzie to cast the District's vote in the upcoming ACWA election in favor of the recommended slate for ACWA President and Vice President, and in favor of the recommended amendments to the ACWA bylaws.*

8. MATTERS PERTAINING TO THE ACTIVITIES OF THE SAN DIEGO COUNTY WATER AUTHORITY

See staff report attached hereto.

Director Miller reported that Water Authority General Counsel, Dan Hentschke has left the Water Authority amicably. The Water Authority is now in the process of finding a new General Counsel.

Director Miller said that it was reported at the North County Water Group meeting that the Metropolitan Water District (MWD) is considering the issuance of a \$500 million bond after exhausting all of its reserves to fund turf replacement projects. It is expected that this bond would necessitate rate increases for member agencies.

Director Miller reported on Phase 2 of the Pumped Storage Project. He stated that a consultant has been hired to be the owner's representative and to assess the project feasibility, costs, and benefits. The consultant will control the design of the project and will determine how the project will move forward. Director Miller said that the project will take approximately 10 years to complete, and the Water Authority is currently studying the value of the stored energy that this project will create.

General Manager Roy Coox reported on the Member Agencies General Managers meeting he attended the previous week. Mr. Coox said that several agencies reported on how they are dealing with revenue shortfalls as a result of conservation. Mr. Coox said that they are either increasing rates, or implementing drought rates or drought tiers. Mr. Coox reiterated what was noted at the previous Board meeting, that the District is in the fortunate position of being able to get through the revenue shortfall without any rate increase.

9. REPORTS ON MEETINGS AND EVENTS ATTENDED BY DIRECTORS, AND AUTHORIZATION FOR DIRECTOR ATTENDANCE AT UPCOMING MEETINGS AND EVENTS

See staff report attached hereto.

Director Reznicek reported on his attendance on October 15 at the Water Symposium hosted by the Water Authority. Director Reznicek said that the event was well attended with representation from

water agencies, cities, and the State from all over Southern California. Director Reznicek said that Maureen Stapleton spoke at the event and he was quite impressed with her credentials and with what she had to say. Director Reznicek said that Ms. Stapleton commented in her presentation that by 2020 the Region will receive only about 26 percent of its water from MWD; and by 2035 it will receive only about 18 percent.

Director Vasquez reported on his attendance at the ACWA Regulatory Summit on October 14 where the main topic was the Sustainable Groundwater Management Act (SGMA). Director Vásquez said that some of the thoughts he took away is that there was a good bit of confusion in the forming of the Groundwater Sustainability Agencies because of the various overlapping basins. Director Vásquez updated the Board on what he learned about how new groundwater agencies will affect land planning, and urban water management.

Director Dorey reported on his attendance at the Annual Meeting of the Groundwater Resources Association (GRA) where the topic centered on the SGMA. Director Dorey said that he believes geologists are now realizing that while the SGMA was a good idea, it needs to be refined. Director Dorey said that perhaps the SGMA should have been watershed oriented rather than basin oriented, since watersheds do not overlap like basins do. Director Dorey said that we may see legislation proposed to resolve some of the issues which have arisen with SGMA. Director Dorey noted that the GRA will be 25 years old next year, and planning is already in the works for celebrating this milestone.

Director Dorey and President MacKenzie reported on their attendance at the meeting of the Council of Water Utilities (COWU), where cyber security was the topic presented by Ostari and Dell SecureWorks. Director Dorey said the presentation was somewhat technical and better suited for people who work in the Information Technology field. President MacKenzie said she found interesting the information about cyber threats from hackers, hacktivists, and by criminals who access utility billing systems to perpetrate fraud.

President MacKenzie reported on her attendance at the ACWA Regulatory Summit where the topic was the SGMA. She commented on information that was presented regarding AB 1390 which is intended to streamline groundwater adjudications. President MacKenzie said that with regard to the SGMA, it is not clear to every agency exactly how to respond to this new legislation. She said that the theory put forth at the summit was that it is preferable to act early while standards and norms are being established in response to the Act.

President MacKenzie reported on her participation in an ACWA conference call regarding the draft ballot initiative proposing an amendment to the California Constitution to provide an alternative method of funding water and sewer services. President MacKenzie said that the Water Authority requested that the ACWA Board delay its consideration of supporting a co-lead role in the advancement of the draft initiative. The Water Authority asked that ACWA undertake outreach efforts to engage in a statewide water community discussion among its membership about the initiative. President MacKenzie reported that ACWA has formed a subcommittee to monitor the progress of this ballot initiative.

Director Dorey announced that due to the recent retirement of Lin Burzell as General Manager of the Yuima Municipal Water District, he has been appointed as President of the Upper San Luis Rey Watershed Authority (USLRWA). Director Dorey said that he has a call in to Jeremy Jungreis to seek his assistance in drafting bylaw changes which will allow for the formation of a Joint Powers Association outside of the USLRWA's status as a non-profit organization. Director Dorey said that the USLRWA is still looking for someone to represent the San Luis Rey Indian Watershed Authority on the USLRWA to replace Ben Magante whose schedule has become too busy to allow for his participation.

Directors Reznicek and Miller requested to attend the Special Districts Leadership Academy in January in La Quinta, provided that the two modules they both need towards their certifications in Special District Governance will be presented at that time. The two modules they need are Setting Direction & Community Leadership and the Board's Role in Human Resources.

Director Reznicek and President MacKenzie both requested to attend the ACWA Legislative Symposium on March 9, 2016. Director Dorey requested authorization to attend COWU in November.

Director Miller said that he plans to attend Sexual Harassment Prevention Training while at ACWA in December. Mr. Boone said that since most of the Board and some staff are all due to renew this training in 2016, staff could look into making arrangements to hold the training in-house. President MacKenzie commented that it would be good to have everyone on the same two-year cycle, and she directed Mr. Boone to see if arrangements could be made to hold the training on-site.

Special Counsel John Carter and Finance Manager Marlene Kelleher both joined the meeting at separate times during the above discussion.

15-10-109	<i>Upon motion by Director Dorey, seconded by Director Reznicek and unanimously carried (5 ayes: Miller, Vásquez, Dorey, Reznicek, and MacKenzie), the Board of Directors authorized the following attendances: Directors Reznicek and Miller to attend the Special Districts Leadership Academy in January; Director Reznicek and President MacKenzie to attend ACWA Legislative symposium on March 9, 2016; and Director Dorey to attend COWU in November.</i>
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10. ITEMS FOR FUTURE AGENDAS AND/OR PRESS RELEASES

See staff report attached hereto.

None were presented.

11. COMMENTS BY DIRECTORS

Director Vásquez announced that he was reelected to the Region 10 Board of Directors. President MacKenzie announced that she was reelected to her seat on the CSDA Board of Directors. She thanked the Board for its support. The Board congratulated Director Vásquez and President MacKenzie.

12. COMMENTS BY GENERAL COUNSEL

Mr. Kuperberg informed the Board about new legislation that will take effect in 2017 that will require water agencies to conduct water loss audits. It was noted that the District already tracks this information and produces a report for internal use. Mr. Kuperberg said that it is not clear what level of detail will be required, but he assumes the requirement will be for more detail than the report already produced by the District. Mr. Kuperberg reported on other new legislation which will require Districts to do an assessment of seismic safety of their facilities beginning with the 2020 Urban Water Master Plan.

Mr. Kuperberg reported on a bill that will require all coastal sanitation districts to reduce the outfall release of wastewater by 50 percent by 2024, and cut it to zero outfall by 2034 (subject to some limitations). Mr. Kuperberg said that the intent is to require more recycling of wastewater, at least by coastal sanitation districts. If enacted, the bill promises to create a much greater incentive for recycling along the coast which would be beneficial to the District.

13. COMMENTS BY GENERAL MANAGER

Mr. Coox informed the Board that as the District continues to pump, the water level at Lake Henshaw was at 2,680 acre feet. Mr. Coox reminded the Board that the website workshop was scheduled for November 3 at 9:00 a.m.

Operations Manager Frank Wolinski updated the Board on the recent water main break, stating that there were 10 customers affected for a few hours, and a few homes that got mud in their garages and/or front yards. Mr. Wolinski said that the leak was caused by a saddle failure on a six inch PVC main. Mr. Wolinski said that the District crews received compliments on their work and quick response from members of the media who were on-site filming. Mr. Wolinski said that the break was reported at 2:45 a.m. and someone from VID was on-site and had the water shut off within 30 minutes. Mr. Wolinski said the water was back in service by 9:30 a.m. Mr. Wolinski said that staff would be going back to replace some of the facilities in that area as a preventative measure. The Board commended Mr. Wolinski and the District crews on a job well done.

Mr. Coox passed out a flyer for the Board's perusal regarding the upcoming grand opening of Warner Springs Ranch Golf Club. Mr. Coox said that Fred Grand of Pacific Hospitality Group called him to personally invite the Board to this event on Thursday, November 5. Mr. Coox said that Mr. Grand indicated that there will be a ribbon cutting ceremony with dignitaries that will include as Supervisor Bill Horn and someone from Duncan Hunter's office. Mr. Grand invited the Board to the event and asked the Board President stand up as a dignitary at the event. President MacKenzie responded that she would unfortunately be out of town that day. Directors Miller, Dorey, and Vásquez all indicated that they too had schedule conflicts that day. Director Reznicek said that he might be able to attend. He said he would check his calendar and let staff know. Mr. Coox said that someone from staff would also attend.

14. CLOSED SESSION FOR CONFERENCE WITH LEGAL COUNSEL

President MacKenzie adjourned the meeting to closed session at 10:22 a.m. for a conference with legal counsel per Paragraph (1) of subdivision (d) of Government Code section 54956.9 to discuss the following pending litigation:

A. San Luis Rey Indian Water Rights Litigation (Settlement)

The meeting reconvened in open session at 10:33 a.m. President MacKenzie declared that no reportable action had been taken.

15. CLOSED SESSION TO CONSIDER PUBLIC EMPLOYEE APPOINTMENT PURSUANT TO GOVERNMENT CODE SECTION 54957

President MacKenzie adjourned the meeting to closed session at 10:33 a.m. to consider public employee appointment pursuant to Government Code section 54957.

The meeting reconvened in open session at 11:27 a.m. President MacKenzie declared that the Board offered the position of General Manager to Assistant General Manager Eldon Boone, to be effective upon the departure of current General Manager Roy Coox, who plans to retire on June 3, 2016. President MacKenzie further reported that the Board appointed an ad hoc committee consisting of President MacKenzie and Director Miller to negotiate an agreement with Mr. Boone.

16. ADJOURNMENT

There being no further business to come before the Board, at 11:27 a.m., President MacKenzie adjourned the meeting.


Jo MacKenzie, President

ATTEST:


Lisa R. Soto, Secretary
Board of Directors
VISTA IRRIGATION DISTRICT



STAFF REPORT

Agenda Item: 6.A

Board Meeting Date:	October 21, 2015
Prepared By:	Al Ducusin
Reviewed By:	Brian Smith
Approved By:	Roy Coox

SUBJECT: PRIVATE DEVELOPMENT WATERLINE PROJECT

RECOMMENDATION: That the Board approve this waterline project and direct staff to file the Notice of Exemption over a 3-lot single-family subdivision, consisting of approximately 1.68 gross acres owned by Savage Family Revocable Trust, located at 1151 Greenbush Lane, Vista (LN 2014-041; APN 181-121-20; DIV NO 3).

PRIOR BOARD ACTION: None.

FISCAL IMPACT: None.

SUMMARY: The District's Engineer signed the improvement plans for this waterline project on July 22, 2015. The approval of this water system will allow the General Manager to sign the construction contract when the owner returns it and will allow the owner to continue with the development of the project.

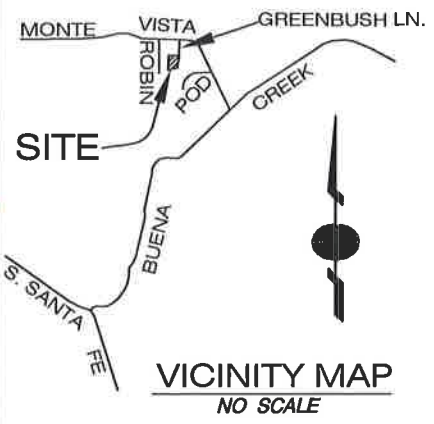
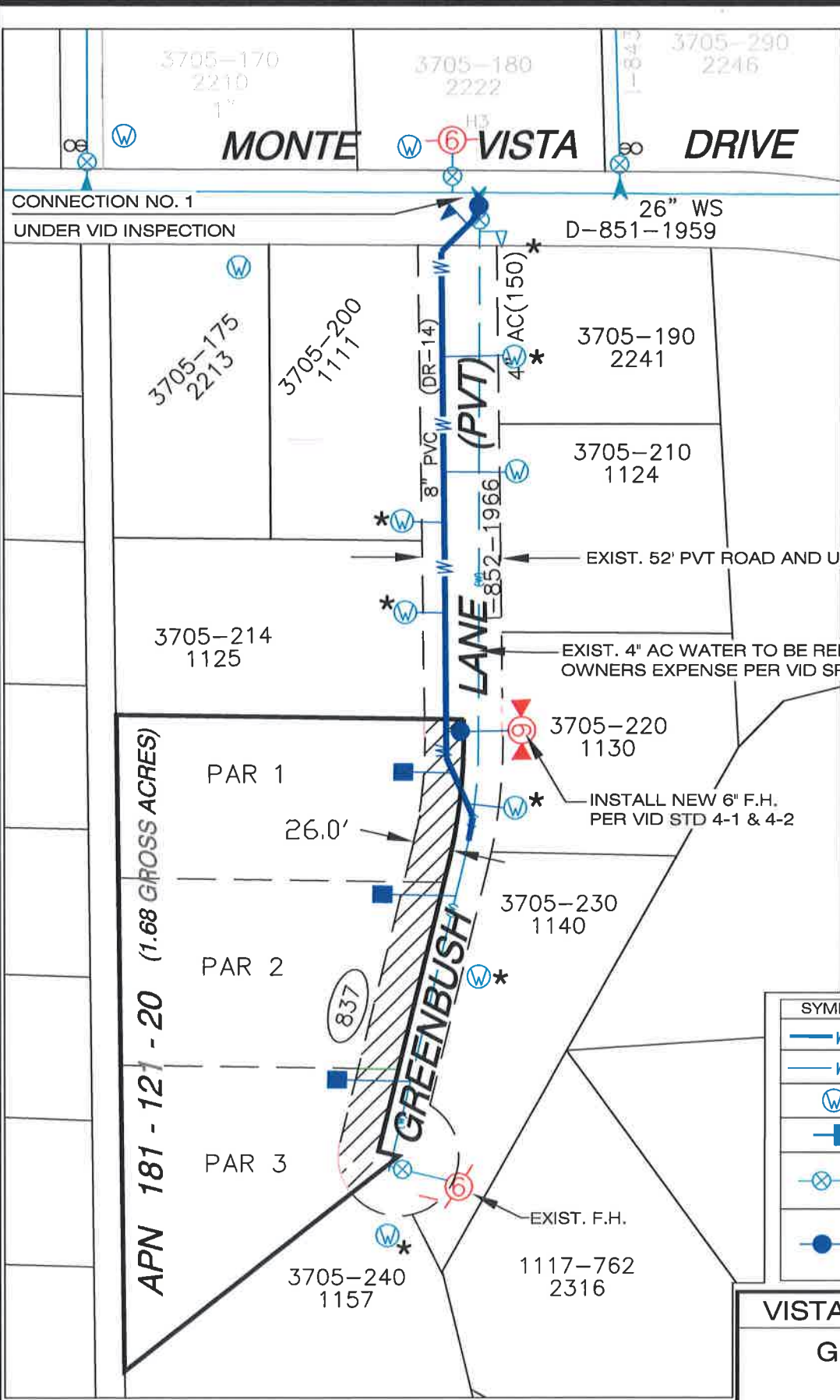
DETAILED REPORT: The owner is in the process of developing APN 181-121-20 into three single-family parcels.

Under District inspection, the owner's contractor will install approximately 320 feet of 8" PVC, 10 feet of 4" PVC, three 1" domestic water services, one standard 6" fire hydrant, and remove/dispose of approximately 330 feet of 4" AC pipe as shown on the approved plans.

The District currently has Reserved Easement (N1) encumbering this area. The owner will be granting the District a Specific Easement over Greenbush Lane (Private Road) via parcel map for consideration at a subsequent Board meeting.

The approval of this waterline project will allow the owner to proceed with the development of the project.

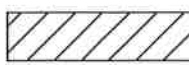
ATTACHMENTS: See attached map.



OWNER:
 JOHN & POLLY SAVAGE
 365 RANCHO VISTA PLACE
 VISTA, CA 92083
 760-419-7417

ENGINEER:
 ACAL ENGINEERING
 145 N. MELROSE DRIVE, STE. 200
 VISTA, CA 92083
 760-724-7674

SYMBOL:	DESCRIPTION:
	NEW 8" PVC DR-14 WATER MAIN
	EXIST. 4" A.C. (150) WATER MAIN
	EXIST. WATER METER
	NEW WATER METER
	EXIST. FIRE HYDRANT
	NEW FIRE HYDRANT



SPECIFIC WATER ESMT TO BE GRANTED TO VID VIA PARCEL MAP

* EXISTING WATER METERS TO BE CONNECTED TO NEW 8" PVC WATER AT OWNER'S EXPENSE

VISTA IRRIGATION DISTRICT	
GREENBUSH LANE (PRIVATE ROAD)	
APN 181-121-20	T.B. 1108-D1
SCALE NONE	L.N. 2014-041
APPD. BY	DATE 10/9/15 W.O.
DRAWN BY M.S.	DATE 12/10/14
SHEET 1 OF 1	MAP J15 & J16
REVISED	
PATH Z:\Engineering\JOBS\JOBS\LN2011-028	



STAFF REPORT

Agenda Item: 6.B

Board Meeting Date: October 21, 2015
Prepared By: Al Ducusin
Reviewed By: Brian Smith
Approved By: Roy Coox

SUBJECT: WATER SYSTEM IMPROVEMENTS FOR THE SOUTH SANTA FE STREETSCAPE IMPROVEMENT PROJECT

RECOMMENDATION: Informational item regarding the City of Vista's water system improvements for the South Santa Fe Streetscape Improvement Project – Phase I (CIP #8232) located within a portion of South Santa Fe Avenue from Main Street to Ocean View Drive (LN 2013-022; D-2242; DIV NO 3).

PRIOR BOARD ACTION:

06/12/13 Approved South Santa Fe Project- Paseo (Budget Item No. 14-03) in the FY2014 Capital Budget for the amount of \$650,000.

01/22/14 Approved Construction Agreement with the City of Vista (D-2242).

FISCAL IMPACT: The FY2014 Capital Budget amount of \$650,000 included the design, installation, and inspection of water system improvements for Phase I of the South Santa Fe Improvement project. To date, the cost of the water system improvements is \$547,984.71, and is pending minimal inspection costs for the City's final streetscape improvements.

SUMMARY: The City of Vista has completed the water system contract with the District for the Downtown Redevelopment Project, known as Phase I of South Santa Fe Streetscape Improvement Project, which encompasses South Santa Fe Avenue between Main Street to Ocean View Drive. District water mains and related appurtenances were relocated within the new South Santa Fe alignment. All the water system improvements required in the contract documents for Phase I have been completed by the City's contractor under District inspection.

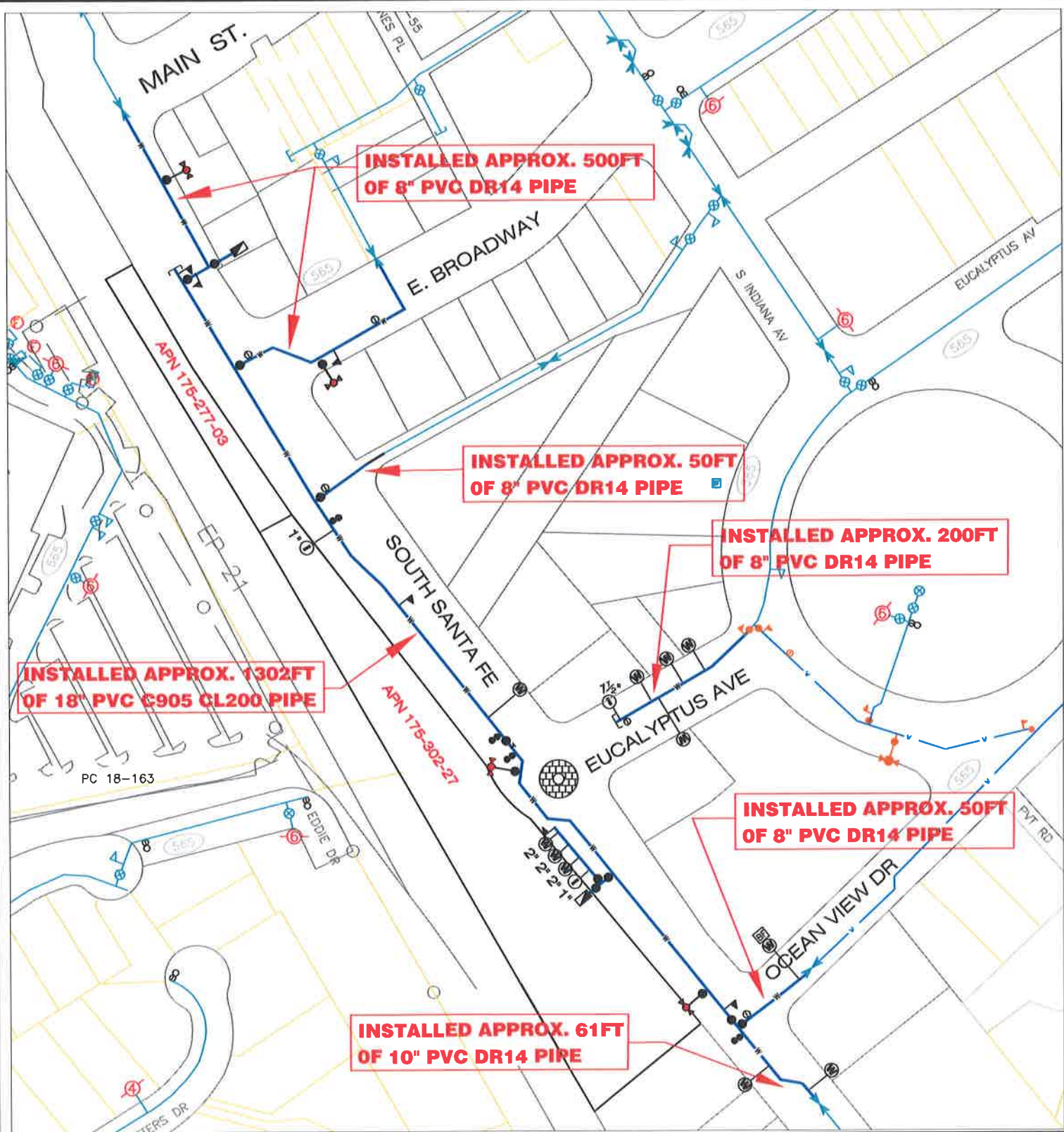
The City's final streetscape improvements will include the reconfiguration of South Santa Fe Avenue from four lanes into two lanes, a roundabout, new sidewalks, streetlights, pedestrian furniture, and landscaping, and is scheduled to be completed the first quarter of 2016.

DETAILED REPORT: To accommodate the project, relocation of the District's facilities were required. Under District inspection, the City's contractor, PK Mechanical Systems, Inc., installed approximately 1,302 feet of 18" PVC, 61 feet of 10" PVC, 799 feet of 8" PVC, two 18" butterfly valves, four 8" gate valves, eight 1" water services, one 1 1/2" water service, two 1" air-vent, three 2" air-vents, five 2" blow-offs, four 4" blow-offs, and four standard 6" fire hydrants.

On May 26, 2015, the City issued a Notice of Completion for Phase I of the South Santa Fe Streetscape Improvement Project (CIP #8232) for the water, sewer, and storm drains improvements.

On September 14, 2015, District received the final As-Built drawings for the water system improvements. All the water system improvements required in the contract documents have been completed.

ATTACHMENT: See attached map.



**INSTALLED APPROX. 1302FT
OF 18" PVC C905 CL200 PIPE**

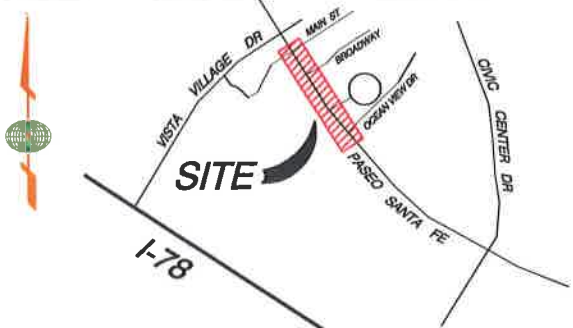
**INSTALLED APPROX. 500FT
OF 8" PVC DR14 PIPE**

**INSTALLED APPROX. 50FT
OF 8" PVC DR14 PIPE**

**INSTALLED APPROX. 200FT
OF 8" PVC DR14 PIPE**

**INSTALLED APPROX. 50FT
OF 8" PVC DR14 PIPE**

**INSTALLED APPROX. 61FT
OF 10" PVC DR14 PIPE**



VICINITY MAP
NO SCALE

VISTA IRRIGATION DISTRICT

**SOUTH SANTA FE PHASE 1
STREET IMPROVEMENTS**

APN		T.B. 1087-J7	
SCALE		L.N. 2013-022	
APPD. BY	DATE	W.O.	
DRAWN BY	DATE	D-2242	
SHEET 1 OF 1	MAP F14		
REVISED: 9/22/15 Jay Vittachi			
PATH: Z:\Engineering\JOBS\D-Jobs\D-2242 Paseo Santa Fe\In2013-022\Paseo Santa Fe St			



Cash Disbursement Report

Payment Dates 9/23/2015 - 10/7/2015

Payment Number	Payment Date	Vendor	Description	Amount
51435	09/30/2015	Airgas USA LLC	Argon Gas Cylinder Rental	19.65
51436	09/30/2015	Alliance Environmental Group, Inc	Lead Removal - Bathroom Remodel (Lake Henshaw)	3,295.00
51437	09/30/2015	ASBURY ENVIRONMENTAL SERVICES	Oil Filters Disposal - Shop	45.00
51438	09/30/2015	AT&T	Calnet3 08/13/15 - 09/12/15	971.30
51439	09/30/2015		Web Security	66.00
51440	09/30/2015	Medina Construction	Road Repair - Santa Clara Drive	20,305.00
51441	09/30/2015	Big Drip Plumbing	Meter Tie Backs	1,350.00
51442	09/30/2015	Boot World Inc	Footwear Program	145.76
51443	09/30/2015	CDW Government Inc	Belkin 4 Ft Cat 6 Snagless Patch Cable	8.46
	09/30/2015		Belkin 5 Ft Cat 6 Snagless Patch Cable	11.72
	09/30/2015		C2G 12 Ft C-13 to 5-15P Univ. Power cord	4.56
	09/30/2015		Belkin 6 Ft Cat 6 Snagless Patch Cable	15.62
	09/30/2015		Belkin 3 Ft Cat 6 Snagless Patch Cable	7.16
	09/30/2015		McAfee SaaS E-mail Protection & Continuity	4,180.00
	09/30/2015		Office Supplies	1,041.60
	09/30/2015		Office Supplies	390.60
	09/30/2015		C2G 8 Ft C-13 to 5-15P Univ. Power cord	6.51
51444	09/30/2015	Cecilia's Safety Service Inc	Traffic Control - Estrelita Dr	4,440.00
	09/30/2015		Traffic Control - W Vista Way	2,263.00
	09/30/2015		Traffic Control - Poinsettia Ave	945.00
51445	09/30/2015	Chamberlain Prop Mgmt, Inc	Customer Refund - Closing	105.06
51446	09/30/2015	Clairemont Equipment	Fuel Tank Cap, Float, Strainer - B17	168.99
51447	09/30/2015	CW Wulff Associates	Water Distribution Training	4,800.00
51448	09/30/2015	Diesel Pollution Solutions Inc	Diesel Exhaust Cleaning - Truck 7	334.00
	09/30/2015		Diesel Exhaust Cleaning - Truck 11	334.00
	09/30/2015		Diesel Exhaust Cleaning - Truck 22	300.00
	09/30/2015		Diesel Exhaust Cleaning - Truck 44	334.00
	09/30/2015		Diesel Exhaust Cleaning - Truck 51	334.00
	09/30/2015		Diesel Exhaust Cleaning - Truck 52	300.00
	09/30/2015		Diesel Particulate Filter Cleaning - Truck 1	300.00
	09/30/2015		Diesel Particulate Filter Cleaning - Truck 48	334.00

Payment Number	Payment Date	Vendor	Description	Amount
51449	09/30/2015	DIRECTV	Direct TV Service	63.99
51450	09/30/2015	Eldon Boone	CSDA Annual Conf 09/21/15-09/24/15 - R Reznicek	116.80
	09/30/2015		CSDA Annual Conf 09/21/15-09/24/15 - R Coox	77.51
	09/30/2015		CSDA Annual Conf 09/21/15-09/24/15 - E Boone	164.33
51451	09/30/2015	Electrical Sales Inc	SCADA Enclosure	916.67
51452	09/30/2015	Fastenal	Washer, Bolts -Shop	22.97
	09/30/2015		Brass Air Fittings - Shop	44.15
51453	09/30/2015	Ferguson Waterworks	Pulse Control Rebuild Kits (6) - Plant 10	732.38
	09/30/2015		Regulator Diaphragm	385.18
	09/30/2015		Curb Stop 1" Ball Valve Super Grip (30)	2,696.12
	09/30/2015		Curb Stop 1" Flare (30)	2,605.95
	09/30/2015		Ball Valve 1" Brass Lockwing (30)	2,383.31
	09/30/2015		Flange 2" Brass Meter (15)	374.33
	09/30/2015		Corp Stop 1.5" (2)	211.90
	09/30/2015		Corp Stop 1" Flare (30)	1,378.82
	09/30/2015		Corp Stop 2" (15)	2,611.81
	09/30/2015		Flange 1.5" Brass Meter (10)	238.70
	09/30/2015		Adapter for Valve Installation	205.03
51454	09/30/2015	Fresno Irrigation District	User Group Training 10/28-10/29/15	200.00
	09/30/2015		User Group Training 10/28- 10/29/15	250.00
51455	09/30/2015	Gemini Pest Control Inc	Bee Removal Service	85.00
	09/30/2015		Bee Removal Service	85.00
	09/30/2015		Bee Removal Service	85.00
	09/30/2015		Bee Removal Service	85.00
51456	09/30/2015	Glennie's Office Products Inc	Office Supplies	1.83
	09/30/2015		Office Supplies	111.63
	09/30/2015		Office Supplies	335.63
	09/30/2015		Office Supplies	(16.42)
51457	09/30/2015	Greg Gerardo	Customer Refund - Closing	190.44
51458	09/30/2015	H F Scientific Inc	DPD for Colorimeters	316.06
51459	09/30/2015	Hawthorne Machinery Co	Fuel Gauge Sender, Gasket, Fuel Filter - L5	99.86
51460	09/30/2015	HD Supply Waterworks	Meter Box 4.5 Concrete (12)	185.55
51461	09/30/2015	Interstate Battery of San Diego Inc	Battery Core - B17	(96.00)
	09/30/2015		Battery - B13	110.89
51462	09/30/2015	IPMA-HR	Membership Dues 12/01/15 - 11/30/16	390.00
51463	09/30/2015	Iron Mountain Records Management	Offsite Data Storage	219.24

Payment Number	Payment Date	Vendor	Description	Amount
51464	09/30/2015	JOS Hospitality Group Inc	Customer Refund - Closing	118.53
51465	09/30/2015	Ken Grody Ford Carlsbad	Temperature Control Switch	46.85
	09/30/2015		Dash Switch - Truck 68	25.82
51466	09/30/2015	McMaster-Carr Supply Company	Safety Rail Parts - "A" & MD Reservoirs	1,228.36
	09/30/2015		Speed Rail Parts for Safety Railing	192.17
51467	09/30/2015	Moody's	Dump Fees (2)	500.00
51468	09/30/2015	Mutual of Omaha	LTD/STA/Life Insurance 01/2016	6,238.68
51469	09/30/2015	NAPA Auto Parts	Rivet Pack - Shop	(12.95)
	09/30/2015		Hydraulic Hose Fittings	(9.85)
	09/30/2015		Hydraulic Hose Fittings	9.85
	09/30/2015		Air Compressor Valves	247.32
	09/30/2015		Filters, Light Bulb	29.52
	09/30/2015		Battery Switch & Cable - B13	57.97
51470	09/30/2015	North County Auto Parts	Battery - T21	(19.53)
	09/30/2015		Tool Box Shocks (4) - Truck 70	99.47
51471	09/30/2015	North County Industrial Park	Association Fees 10/2015 - Vacant Lot	256.40
	09/30/2015		Association Fees 10/2015 - VID Headquarter	879.30
51472	09/30/2015	Pacific Pipeline Supply	2-Part Epoxy	227.33
	09/30/2015		Gate Valve 4" POxFL R/W C900	3,400.82
	09/30/2015		Reducer 10x8 Cast Iron POxPO (2)	287.31
	09/30/2015		Ell 10" Cast Iron POxFL 11.25 Degree (2)	338.52
	09/30/2015		Ell 4" Cast Iron FL 90 Degree	64.88
	09/30/2015		Ell 6" Cast Iron POxFL 45 Degree (2)	213.53
	09/30/2015		Ell 6" Cast Iron POxFL 11.25 Degree	77.47
	09/30/2015		Cover 8" Valve Cast Iron Water (200)	4,665.50
	09/30/2015		Coupling 12" Repair PVC C900 (6)	924.42
	09/30/2015		Ell 4" Cast Iron PO 90 Degree (2)	121.09
	09/30/2015		Air Vent Enclosure (6)	1,868.37
51473	09/30/2015	Parkhouse Tire Inc	Tire Repair - Truck 72	32.71
51474	09/30/2015	PHED Corp	All Thread Bolts (100)	1,519.00
51475	09/30/2015	RC Auto & Smog	Smog Test - Truck 70	50.00
	09/30/2015		Smog Test - Truck 63	50.00
51476	09/30/2015	Roy Coox	CSDA Annual Conf 09/24/15-09/24/15	154.08
51477	09/30/2015	San Diego Gas & Electric	Electric 09/2015 - Wellfield	16,382.45
	09/30/2015		Electric - Cathodic Protection & T&D 08/2015	191.46
	09/30/2015		Electric - Reservoirs 08/2015	98.48

Payment Number	Payment Date	Vendor	Description	Amount
	09/30/2015		Electric - Pump Stations 08/2015	6,652.34
	09/30/2015		Electric - Plants 08/2015	111.10
51478	09/30/2015	SimplexGrinnell	Replaced Fire Sprinkler Heads (5)	497.47
51479	09/30/2015	Southern Counties Lubricants, LLC	Oil - Shop	131.19
51480	09/30/2015	Sun Country Builders	Customer Refund - Closing	339.83
51482	09/30/2015	The Lincoln National Life Insurance Co	LTD/STD/Life Insurance 10/2015	5,008.25
51483	09/30/2015	TS Industrial Supply	Tips for Hammer	100.11
	09/30/2015		Stainless Wire Brushes, Tape - Warehouse	112.17
51484	09/30/2015	UniFirst Corporation	Uniform Service	441.50
51485	09/30/2015	Verizon Wireless	Air Cards	80.02
51486	09/30/2015	Vista Printing	Printing	651.00
51487	09/30/2015	Volt	Temporary Service	2,900.00
51488	09/30/2015	Vulcan Materials Company and Affiliates	Cold Mix	2,012.47
51489	10/07/2015	Able Restoration Inc	Bathroom Remodel @ Lake Henshaw	4,670.75
51490	10/07/2015	ACWA/JPIA	Dam Failure Liability 10/01/2015 - 10/01/2016	35,552.00
51491	10/07/2015	Airgas USA LLC	Argon Tank Lease 08/28/2015 - 08/27/2016	108.00
51492	10/07/2015	Alignment Plus	Alignment Check - Truck 76	45.00
51493	10/07/2015	AT&T	Web Security Service	66.96
51494	10/07/2015		Internet Service	1,062.10
51495	10/07/2015	Big Apple Bagels	All Hands Mtg 09/29/2015	58.97
51496	10/07/2015	Blue Shield of CA Life & Health	Vision Insurance 10/2015 - Employees	1,638.16
	10/07/2015		Vision Insurance 10/2015 - M Miller	14.24
	10/07/2015		Vision Insurance 10/2015 - R Reznicek	22.54
	10/07/2015		Vision Insurance 10/2015 - P Dorey	14.24
	10/07/2015		Vision Insurance 10/2015 - J MacKenzie	14.24
	10/07/2015		Vision Insurance 10/2015 - R Vasquez	14.24
51497	10/07/2015	Boot World Inc	Footwear Program	175.00
51498	10/07/2015	Brithinee Electric	US Motors H50P2E 50 HP Motor (2)	5,533.50
51499	10/07/2015	Capital One Commercial	Monitor	311.15
	10/07/2015		Toaster Ovens (2)	260.38
	10/07/2015		Compact Refrigerator	173.59
	10/07/2015		Supplies for VID Picnic	25.97
	10/07/2015		Warehouse Supplies	1,187.96
	10/07/2015		Supplies for D1-D5 Training	95.53
51500	10/07/2015	City Of Escondido	Escondido Water Treatment Plant 07/2015 & 08/2015	237,300.00
51501	10/07/2015	City of Vista	Annual Sewer Charges 07/2015 - 06/2015	4,268.00

Payment Number	Payment Date	Vendor	Description	Amount
51502	10/07/2015	Coastal Chlorination & Backflow	Chlorination of Main - Estrelita	362.00
51503	10/07/2015	Craneworks Southwest Inc	Clear Sight Glass - Truck 7	76.57
51504	10/07/2015	Diamond Environmental Services	Portable Restroom Service	83.25
	10/07/2015		Portable Restroom Service	85.91
	10/07/2015		Portable Restroom Service	190.72
51505	10/07/2015	Dion International Trucks Inc	Heater/AC Control - Truck 52	357.81
51506	10/07/2015	Electrical Sales Inc	Electrical Connectors & Misc Hardware	227.84
51507	10/07/2015	Central Voice	Answering Service 09/2015	46.00
51508	10/07/2015	Escondido Metal Supply	Aluminum Pipe For Safety Railing	1,347.57
	10/07/2015		Metal for Truck Bed - Truck 39	77.04
51509	10/07/2015	Eurofins Eaton Analytical Inc	QC Test for Agar	60.00
51510	10/07/2015	Ferguson Waterworks	Ell 2" Brass 90 Degree St. (15)	415.83
	10/07/2015		Adapter 1" Copper Male (50)	217.00
	10/07/2015		Adapter 4" FIP Schedule 80 SxT (3)	87.89
	10/07/2015		Gate Valve 10" POxFL R/W C900 (6)	9,940.77
	10/07/2015		Gate Valve 8" POxFL R/W C900 (4)	4,214.15
	10/07/2015		Tee 10x8 Cast Iron Flange (4)	1,302.00
51511	10/07/2015	Gemini Pest Control Inc	Bee Removal Service	85.00
	10/07/2015		Bee Removal Service	85.00
51512	10/07/2015	Glennie's Office Products Inc	Office Supplies	72.52
	10/07/2015		Office Supplies	17.90
	10/07/2015		Office Supplies	15.27
	10/07/2015		Office Supplies	13.96
51513	10/07/2015	Hach Company	CL17 Replacements Parts	495.27
51514	10/07/2015	Hawthorne Machinery Co	Ignition Switch - L5	106.93
51515	10/07/2015	HD Supply Waterworks	Meter Box Lid Jumbo (8)	651.00
	10/07/2015		Ell 12" Cast Iron PO 45 Degree (2)	488.25
	10/07/2015		Copper Tubing (100)	628.56
51516	10/07/2015	Hidden Valley Pump Sys Inc	Well 78 Liner Installation	48,765.84
51517	10/07/2015	IDAC West Inc	SCADA Support - Motor Saver Programming	6,240.00
51518	10/07/2015	Jo MacKenzie	CSDA Annual Conference 09/2015	596.97
	10/07/2015		ACWA Board Workshop/Board of Directors Mtg 09/2015	509.51
51519	10/07/2015	Ken Grody Ford Carlsbad	Stop Switch - Truck 5	24.72
51520	10/07/2015	Kimball Midwest	Spray Lube, Drill Bits, Sealer	158.45
51521	10/07/2015	Lightning Messenger Express	Messenger Service 09/11/2015	43.50
51522	10/07/2015	NAPA Auto Parts	Gasket Sealer, Rivets, Choke Kit - Shop	79.34

Payment Number	Payment Date	Vendor	Description	Amount
	10/07/2015		Hydraulic Hose Fittings - Shop	9.85
	10/07/2015		Choke Kit - Shop	(19.97)
51523	10/07/2015	North County Auto Parts	Oil (36 qts)	116.79
	10/07/2015		Filters, Carb Cleaner, WD40, Washer Solvent	204.89
51524	10/07/2015	Pacific Pipeline Supply	Sleeves for Valve Maintenance (12)	119.78
	10/07/2015		Pipe 8" PVC DR-14 C900 (80)	749.95
	10/07/2015		Pipe 10" PVC DR-14 C900 (160)	2,213.40
	10/07/2015		Tee 10x8 Cast Iron Flange	317.25
	10/07/2015		Gate Valve 8" POxFL R/W C900	1,254.69
	10/07/2015		Gate Valve 10" POxFL R/W C900 (2)	3,946.80
	10/07/2015		Coupling 8" Deflection C900 (3)	170.89
51525	10/07/2015	PHED Corp	Hydraulic Regulator Disc Retainer (6)	4,231.50
	10/07/2015		Control Disc Retainers (100)	1,908.52
51526	10/07/2015	Ramona Disposal Service	Trash Service 09/2015	153.43
51527	10/07/2015	Raymond Handling Solutions Inc	Electric Forklift Service	98.00
51528	10/07/2015	RC Auto & Smog	A/C Service - Truck 22	123.20
	10/07/2015		Smog Test - Truck 42	50.00
51529	10/07/2015	RDO Water LLC	Roundup Pro Max	202.91
	10/07/2015		Maxforce Ant Bait	91.09
51530	10/07/2015	San Diego Gas & Electric	Electric 09/2015 - T&D	88.18
	10/07/2015		Electric 09/2015 - Reservoirs	63.40
51531	10/07/2015	SD Rubber & Gasket Inc	Diaphragms for Hydraulic Controls	756.00
51532	10/07/2015	Sherry Thorpe	Recruitment Ads (2)	400.00
	10/07/2015		Cal/JPIA Conference	152.66
51533	10/07/2015	SKS Inc	Fuel	49.65
51534	10/07/2015	Stanford University	VID Scholarship Award 09/2015	500.00
51535	10/07/2015	Sunrise Materials Inc	Pavers, Pallet, Waddles	921.17
	10/07/2015		Concrete Hardener	44.49
51536	10/07/2015	Suzanne Dutchyshyn	Customer Refund - Overpayment	200.29
51537	10/07/2015	TS Industrial Supply	Deep Socket	20.98
	10/07/2015		Plastic Statue Owls (16)	336.78
	10/07/2015		Broom Brushes - B20	629.04
	10/07/2015		Chisel Bit	33.32
51538	10/07/2015	Tyco Integrated Security LLC	Access Fobs	110.97
51539	10/07/2015	UniFirst Corporation	Uniform Service	329.58
51540	10/07/2015	Vista Firestone Brake & Smog	Alignment - Truck 32	69.50

Payment Number	Payment Date	Vendor	Description	Amount
51541	10/07/2015	Vista Paint Corporation	Paint for Regulator	46.76
51542	10/07/2015	Weaver's Upholstery Service	Seat Recovered - Truck 69	371.75
51543	10/07/2015	WIN-911 Software	SCADA Annual Alarm Software Maint/Support	395.00
Grand Total:				516,862.78



STAFF REPORT

Board Meeting Date: October 21, 2015
Prepared By: Lisa Soto
Approved By: Roy Coox

SUBJECT: DESIGNATION OF VOTING PROXY FOR ACWA ELECTION

RECOMMENDATION: Designate a voting delegate for VID to vote in the election for ACWA President and Vice President as well as on the proposed bylaws amendments.

PRIOR BOARD ACTION: None.

FISCAL IMPACT: None.

SUMMARY: ACWA has requested that member agencies designate one individual to cast a vote on behalf of the agency in the election for ACWA's President and Vice President for the 2016-17 term and on proposed amendments to the ACWA bylaws. The vote for both matters will take place at the General Session Membership Meeting at the 2015 ACWA Fall Conference in Indian Wells, CA on Wednesday, December 2.

DETAILED REPORT: The ACWA Nominating Committee has announced a 2016-17 slate that recommends current Vice President Kathleen Tiegs for ACWA President and Region 2 board member Brent Hastey for ACWA Vice President. Nominations from the floor will also be accepted prior to the vote. The proposed amendments to the ACWA bylaws were recommended by the ACWA Board of Directors at its meetings on July 31, 2015 and September 25, 2015. The ACWA Board of Directors recommends adoption of the bylaws amendments through a vote of the membership. The proposed bylaws amendments represent the ACWA Board's actions to address the following issues:

1. Consistency with updated Board Policy Manual
2. Consistency with California nonprofit corporation law requirements
3. Consistency with business practices post 2012 reorganization
4. Clarification of roles and responsibilities
5. Clarification of election procedures of ACWA's Board Officers
6. Other minor clean-up items

In order to expedite the sign-in process of the voting delegates from each agency, each member agency is asked to designate one individual to cast the vote on behalf of the agency by faxing or emailing the completed proxy to the ACWA Executive Assistant/Clerk of the Board prior to the Conference.

ATTACHMENTS: ACWA Memorandum dated October 14, 2015 (with enclosures)

Memorandum enclosures: General Session/Election Procedures
Redline version of bylaws amendments
Clean version of bylaws amendments
Proxy Form



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MEMORANDUM

TO: ACWA Public Agency Members
General Managers and Board Presidents

CC: ACWA Board of Directors

FROM: John A. Coleman, ACWA President
Kathleen J. Tieg, ACWA Vice President
Timothy Quinn, ACWA Executive Director

DATE: October 14, 2015

SUBJECT: General Session Membership Meeting at ACWA 2015 Fall Conference

There will be a General Session Membership Meeting of ACWA's membership at the 2015 Fall Conference in Indian Wells, California, on **Wednesday, December 2**. The meeting will be held in the Crystal Ballroom, Renaissance Indian Wells at 1:05 p.m. The purpose of the meeting is to formally nominate and elect ACWA's President and Vice President for the 2016-2017 term and to conduct a vote by the membership on proposed amendments to the Association's Bylaws as recommended by the Board of Directors at its meetings on July 31 and September 25, 2015.

ELECTION OF PRESIDENT/VICE PRESIDENT

The ACWA Nominating Committee has announced a 2016-2017 slate that recommends current Vice President Kathleen J. Tieg for ACWA President and Region 2 Board Member Brent Hastey for ACWA Vice President. As provided by ACWA's Bylaws (Article 9), nominations from the floor will be accepted prior to the vote. Such nominations and seconds must be supported by a resolution of the governing body of the member making and seconding such nomination. (See attached for General Session/Election Procedures.)

PROPOSED AMENDMENTS TO ACWA'S BYLAWS

In response to the priority actions identified in the 2014-2015 Strategic and Business Plan, staff has been working to comprehensively review and update its governance documents (i.e., Board Policy Manual and the Association's Bylaws). The proposed bylaws amendments have been reviewed by a Legal Affairs Committee Workgroup and represent the Board's actions to address the following issues:

1. Consistency with updated Board Policy Manual
2. Consistency with California nonprofit corporation law requirements
3. Consistency with business practices post 2012 reorganization
4. Clarification of roles and responsibilities

5. Clarification of election procedures of ACWA's Board Officers
6. Other minor clean-up items

The Board of Directors recommends adoption of the proposed amendments to the Association's Bylaws through a vote of the membership. ACWA staff is available in advance of the membership meeting on December 2 to answer any questions you may have. A Legal Affairs Committee representative will also provide an overview of these changes during the General Session Membership Meeting before the item is called for a vote. (The proposed bylaws amendments are attached.)

MEMBERSHIP VOTING PROCESS

ACWA will issue each member agency **present** one proxy card for voting purposes based on the designated voting representative identified by the member agency on the proxy designation form. The designated voting representative is required to register and sign as the proxy holder to receive the proxy card. Proxy cards will **only** be available for pick-up on **Wednesday, December 2**, between **9:00 a.m. and 12:30 p.m.** at the **ACWA General Session Desk** in the alcove area outside of the **Crystal Ballroom, Renaissance Indian Wells**, where the luncheon and General Session Membership Meeting will be held.

To expedite the sign-in process at the **ACWA General Session Desk**, please indicate your voting delegate on the enclosed proxy designation form and return it by email (**donnap@acwa.com**) or fax (**916-325-4857**) at your earliest convenience. If there is a last minute change of delegate, please let us know before the meeting date by contacting ACWA's Executive Assistant/Clerk of the Board, Donna Pangborn, at 916-441-4545 or donnap@acwa.com.

If you have any questions, do not hesitate to contact us by telephone or e-mail.

dgp

Enclosures:

1. General Session/Election Procedures
2. Proposed ACWA Bylaws Amendments – Redline Version
3. Proposed ACWA Bylaws Amendments – Clean Version
4. Proxy Form

GENERAL SESSION/ELECTION PROCEDURES FOR ACWA 2015 FALL CONFERENCE

The following information is provided to inform the ACWA member agency delegates attending the 2015 Fall Conference of the procedures to be used pertaining to the nomination and election of ACWA officers and the vote by the membership on proposed amendments to the bylaws during the General Session Membership Meeting.

PROXY CARDS – (REQUIRED FOR VOTING)

ACWA will issue each member agency **present** one proxy card for voting purposes based on the designated voting representative identified by the member agency. In order to vote during the General Session Membership Meeting, the designated voting representative is required to register and sign as the proxy holder by 12:30 p.m. on Wednesday, December 2. Upon registration and sign-in, the voting delegate will receive the required proxy cards. Proxy cards will be available for pick-up on **Wednesday, December 2, between 9:00 a.m. and 12:30 p.m.** at the ACWA General Session Desk in the alcove area outside of the **Crystal Ballroom, Renaissance Indian Wells**, where the luncheon and General Session Membership Meeting will be held.

GENERAL SESSION MEMBERSHIP MEETING, WEDNESDAY, DEC. 2 (DOORS OPEN AT 12:50 P.M.)

1. The General Session Membership Meeting will be called to order at 1:05 p.m. and a quorum will be determined. The presence of 50 formally designated voting representatives is required to establish a quorum for transacting business.
2. A Legal Affairs Committee representative will provide an overview of the agenda and election procedures.
3. Nominating Committee Chair Paul Kelley will present the committee's report and announce the candidate for ACWA President.
4. President John Coleman will call for floor nominations for ACWA President.
5. If there are no floor nominations for President, the election will proceed. President Coleman will close the nominations and delegates will vote by holding up their "Yes" or "No" proxy voting cards.
6. If there are floor nominations for President, the nomination will follow the procedures established by Article 9 of ACWA's Bylaws, stating floor nominations and seconds must be supported by a resolution of the governing body of the member making and seconding such nomination. **Note: If there are floor nominations, the election of officers will proceed during Wednesday's General Session as outlined below and the proposed bylaws amendments will move to Thursday as outlined in item 12 below.**
 - a. Ballots will be distributed to the voting delegates.
 - b. Delegates will complete their ballots and place them in the ballot box, which will be centrally located in the Crystal Ballroom meeting room.
 - c. Tellers' Committee will count the ballots. President Coleman has appointed the following staff members to serve as the Teller's Committee: Clerk of the Board Donna Pangborn, Director of Member Services Paula Currie, and Regional Affairs Representative Katie Dahl.
 - d. A Legal Affairs Committee representative will serve as the proctor to oversee the ballot counting process.
 - e. Candidates are welcome to designate an observer to be present during the ballot counting process.
 - f. Results of the ballot count will be announced. Election of ACWA's officers will be determined by a majority of the members present and voting. If any one candidate does not receive a majority of the vote, successive ballot counts will be conducted until a candidate is elected, consistent with Robert's Rules of Order.

➤ next page

7. Nominating Committee Chair Paul Kelley will announce the candidate for ACWA Vice President.
8. President John Coleman will call for floor nominations for ACWA Vice President.
9. If there are no floor nominations for Vice President, the election will proceed. President Coleman will close the nominations and delegates will vote by holding up their “Yes” or “No” proxy voting cards.
10. If there are floor nominations for Vice President, the nominations will follow the procedures described in item 6 above, and the election will proceed according to the steps outlined in 6.a. through 6.f.

IF THERE ARE NO FLOOR NOMINATIONS FOR THE ELECTION OF OFFICERS, THE WEDNESDAY GENERAL SESSION MEMBERSHIP MEETING WILL PROCEED WITH A VOTE ON THE PROPOSED BYLAWS AMENDMENTS.

11. A Legal Affairs Committee representative will provide an overview of the proposed bylaws amendments.
 - a. Consideration of bylaws amendments.
 - b. Request for motion / second from the floor to approve the proposed bylaws amendments.
 - c. Discussion of proposed amendments.
 - d. Opportunity for members to offer changes to proposed bylaws amendments (should there be any proposed changes to the proposed bylaws amendments, a majority vote of the voting members present is required for the changes to be added to the bylaws amendment for consideration of adoption of complete package.)
 - e. Call for the question. A two-thirds vote of the members present and voting is required to amend the ACWA Bylaws.

IF THERE ARE FLOOR NOMINATIONS FOR THE ELECTION OF OFFICERS, THE PRESENTATION AND VOTE ON THE PROPOSED BYLAWS AMENDMENTS WILL BE HANDLED IN THE FOLLOWING MANNER.

12. There will be a **Q&A Session** for the proposed bylaws amendments on Thursday, December 3, at the Hyatt Regency, Indian Wells Ballroom I-M, at 8:00 a.m. Replacement proxy cards will be available at the end of the Q&A Session, if needed.
13. The vote by the membership on the proposed bylaws amendments will occur at the Thursday, General Session Membership Meeting, at the Hyatt Regency, Indian Wells Ballroom I-M, at 1:20 p.m.
 - a. The General Session Membership Meeting will be called to order at 1:20 p.m. and a quorum will be determined. The presence of 50 formally designated voting representatives is required to establish a quorum for transacting business.
 - b. Request for motion / second from the floor to approve the proposed bylaws amendments.
 - c. Opportunity for members to offer changes to proposed bylaws amendments (should there be any proposed changes to the proposed bylaws amendments, a majority vote of the voting members present is required for the changes to be added to the bylaws amendment for consideration of adoption of complete package.)
 - d. Call for the question. A two-thirds vote of the members present and voting is required to amend the ACWA Bylaws.



Association of California Water Agencies

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BYLAWS of the Association of California Water Agencies

Proposed Bylaws Amendments – Redline Version

Amended by the ACWA Members: May 7, 2014

Proposed amendments: July 31 and September 25, 2015

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*(As amended by the Members on May 7, 2014)
Proposed amendments approved by ACWA Board: July 31 and September 25, 2015*

ARTICLE 1 – GENERAL

Section 1. Name. The name of this California nonprofit corporation shall be the Association of California Water Agencies (hereinafter referred to as the Association).

Section 2. Principal Office. The principal office for the transaction of business of the Association is located at 910 K Street, Suite 100, Sacramento, California; provided, however, that the Board of Directors may change the location of the principal office by resolution and without amendment of these bylaws.

Section 3. Purposes. The purposes of the Association shall be to work together with its members and others for the best interests of California and its citizens and landowners who use, need and depend upon water; to encourage the orderly development of the waters of the state; to seek means of obtaining and making available to all of California a dependable water supply of the best possible quality at the lowest possible cost, giving due consideration to environmental factors involved therein; to provide inspiration and leadership in meeting and solving the water supply problems of this state; to propose and advocate such policies and measures—local, state and federal—that serve the best interests of the Association, opposing those of contrary nature; to assist in promoting the health, safety and welfare of the employees of its members; and to do all other things that are in the best interests of its members.

ARTICLE 2 – MEMBERSHIP AND DUES

Section 1. Membership.

- A. **Members.** Only a public district, public agency, or public organization created and operated for the purpose of controlling, treating, developing, acquiring, using or supplying water for any purpose for inhabitants or lands within the state of California, or for the protection, drainage or reclamation of lands within the state of California, may become a member of the Association. Such an entity will become a member upon written application, approval by the Board of Directors, and the payment of the required dues. Acceptance to membership shall authorize full participation in Association activities. Except as otherwise provided in subsection (B) below, in no case may an organization other than a state, a political subdivision (as defined in § 1.103-1(b) of the Income Tax Regulations) of a state or an entity the income of which is excluded from gross income under § 115 of the Internal Revenue Code be a member of the Association.

- B. **Honorary Life Members.** Any person who has rendered conspicuous service in furthering the purposes of the Association may, by vote of the Board of Directors, be granted an honorary life membership in the Association without payment of dues or assessments. All past presidents of the Association shall automatically be honorary life members without vote of the Board of Directors. Honorary life members shall not be entitled to a vote or to hold office automatically because of their status as honorary life members.
- C. **Termination of Members.** Membership shall cease upon the failure of any member to pay the dues provided for in Section 2 of this Article. The membership of any member may be terminated at any time by such member sending written notification of its intention to withdraw to the Association's principal office. The Board of Directors may terminate the membership of any member upon 30 days' written notice by first-class mail when it is determined at any regular Board meeting or at any special Board meeting called for that purpose that continuance of such membership would not be in the best interests of the Association. Withdrawal or termination of membership ends any participation in Association activities and shall terminate a member's interest in the Association's assets.

Section 2. Dues. The annual dues of each member of the Association shall be established by the Board of Directors; provided, however, that any member may apply for a change in its dues because of conditions that differentiate such applicant from other members.

Section 3. Liability of Members. No member shall be liable for any obligation incurred by the Association with the following exception: (1) the payment of the annual dues while it remains a member; and (2) the payment of emergency assessments, which shall not exceed 10 percent of current annual dues for each member in any calendar year while it remains a member. No emergency assessment may be levied against any member during its first two years of membership in the Association.

ARTICLE 3 – OFFICERS

Following is an overview of the proposed amendments to Article 3:

- Provides language clarifying that the President and Vice President are the **elected** officers of the Association.
- Deletes the general counsel language since the position does not exist in ACWA's organizational structure. ACWA's legal counsel is provided by outside counsel based on direction from the Board during the 2012 reorganization.
- Deletes the fidelity bond language, which is now covered in newly proposed Article 10, Indemnification of Directors, Officers, and Other Agents.

Section 1. President and Vice President.

- A. **General.** The president and vice president of the Association shall be the elected officers of the Association. At the time of their election the president and vice president shall each be an elected or appointed member of the governing body or commission (as appropriate) of a member agency of the Association. The president and vice president shall be elected by the members of the Association at its fall conference in each odd-numbered year, shall take office on January 1 of the calendar year following election, and shall hold office until such time as their successors take office or are appointed. An elected president shall not be permitted to succeed himself/herself to that office. Except as provided in this Article, should vacancies occur in either office of the president or vice president, the Board of Directors shall appoint persons to fill such offices for the unexpired terms thereof.
- B. **President.** The president shall preside at all meetings of the Board of Directors, the Executive Committee, and the general membership; shall appoint members of all committees, including the chair and vice chair of each, upon recommendation from members and regions (as communicated by the region chairs), with each such committee chair and vice chair ratified by the Board of Directors; and shall perform all other duties necessary to carry out the functions of the office. The president shall be a non-voting *ex officio* member of each committee, but shall not be an *ex officio* member of the Nominating Committee or the region boards.

The president may be expelled from office with or without cause, upon the satisfaction of the following two events: (1) a two-thirds vote of the Board of Directors; and (2) a subsequent simple majority vote of the members of the Association during a meeting of the membership.

- C. **Vice President.** The vice president shall, in the absence of the president, assume all of the duties of that office and, if a vacancy occurs, succeed thereto for the unexpired term. The vice president shall sit as a member of the Executive Committee of the ACWA Joint Powers Insurance Authority and shall perform such other duties as assigned by the president.

Section 2. Executive Director/Secretary, and Controller-~~/~~Treasurer, and General Counsel.

- A. **General.** The executive director/secretary and controller-~~/~~treasurer of the Association shall also be officers of the Association. The executive director/secretary shall be appointed by and hold office at the pleasure of the Board of Directors of the Association.
- B. **Executive Director/Secretary.** The executive director/secretary shall: (1) advise and assist the Board of Directors, all committees, the boards of each region, and the workgroups of each region; (2) be responsible for administering the total operations of the Association; (3) employ, direct, and release all employed staff in accordance with the policies adopted by the Board of Directors and consistent with the budget adopted by the Board of Directors; (4) provide relevant information to the Board of Directors needed by the Board to take actions; (5) give members notice and record minutes of all meetings of the membership, Board of Directors, and Executive

Committee; and (6) have such other powers and perform such other duties as may be provided and assigned by the Board of Directors directly or through the president of the Board or the Executive Committee. The executive director/secretary, with the assistance of the controller-/treasurer, shall render a report to the Board of Directors at the first meeting following the close of each calendar year showing the membership of the Association, the receipts and expenditures during the year, and the work accomplished during the previous year.

C. **Controller-/Treasurer.** The controller-/treasurer shall report to and act under the direction of the executive director/secretary. The controller-/treasurer shall be a signatory on all accounts held by the Association and shall act as a fiduciary for all assets of the Association.

~~D. **General Counsel.** The general counsel shall advise the Board of Directors and executive director/secretary on all legal issues facing the Association including maintaining and developing the legal and contractual infrastructure required of a US-based nonprofit and such internal issues as organizational policy, document retention, filing and registration requirements, labor law, contracts, and leases.~~

~~**Section 3. Bonds.** The Board of Directors shall require fidelity bonds to be furnished for all officers and/or employees handling the finances of the Association in such amounts as it shall deem desirable or necessary, said bond, or bonds, to be approved by the Board of Directors and premiums paid by the Association.~~

ARTICLE 4 – BOARD OF DIRECTORS

Following is an overview of the proposed amendments to Article 4:

- Moves the Council of Past Presidents from the Board membership section to its own section under Article 8 to comply with the nonprofit corporation requirements set forth in the California Corporations Code which does not allow for non-voting directors.
- Provides language clarifying the role and function of the Immediate Past President position.
- Deletes the reference to general counsel as previously explained in Article 3.

Section 1. Membership. The Board of Directors shall consist of:

- A. The Association president and vice president.
- B. The chair and vice chair of each region.
- C. The chair of each standing committee.
- D. The most immediate active past president.
- E. The vice president of the ACWA/Joint Powers Insurance Authority.

~~F. The members of the Council of Past Presidents, who will be non-voting members.~~

Section 2. Term of Office. The term of office of all members of the Board of Directors shall commence on January 1 of the calendar year following election of the president and vice president, except for those persons who serve on the Board of Directors by nature of their position as chairs of standing committees, whose terms shall instead commence upon their ratification by the Board of Directors. Except as provided in Article 4, Section 11, the term of office for all members of the Board of Directors shall terminate on December 31 of the following odd-numbered year two years later, or until their successors take office.

Section 3. Attendance Requirement. Any member of the Board of Directors who misses two consecutive regular Board meetings without being excused by the Board will no longer be a member of the Board of Directors.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held bimonthly at such times and places as the Board may determine.

Section 5. Special Meetings. Special meetings may be called by the president upon the president's own volition or shall be called by the president when requested in writing by five directors. Prior to conducting such a special meeting, the president shall consult with the Executive Committee to ensure that adequate information is available to the Board of Directors for any necessary decisions; and where such meeting is called upon the president's own volition, the president shall also consult with the Executive Committee as to the necessity of the special meeting. Notice for special meetings shall be provided in the following manner: (1) upon 10 days' written notice sent by mail to each director and addressed to each at the address as shown upon the records of the Association; or (2) upon 48 hours' notice with notice provided by electronic means. When the meeting is called upon the president's own volition, the president shall choose the form of notice; when the meeting is called by a request of five directors, the five directors shall choose the form of notice and the president shall promptly call the meeting. No business except those items described in the notice shall be transacted at any special meeting, except by consent of three-fourths of the members of the Board of Directors present.

Section 6. Meeting Requirements and Quorums. Any meeting, regular or special, may be held in person or by telephone conference, web video conference, or other electronic video screen communication or electronic transmission. At any meeting of the Board of Directors, the attendance of 50 percent of the voting members of the Board of Directors, or their permitted alternates as specified in these bylaws, shall constitute a quorum for the transaction of any business. The Board may hold a closed session for discussion of personnel matters or enforcement of violations of the code of conduct.

Section 7. Alternates. Each region shall designate an alternate for each chair and vice chair, who shall meet the qualification requirements for chair and vice chair, to act at meetings of the Board of Directors when the chair or vice chair is unable to attend. The vice chair of each standing committee will be the alternate to act at meetings of the Board of Directors when the chair is unable to attend. An alternate

may not act or vote on behalf of more than one member of the Board of Directors. A member of the Board of Directors may not act as an alternate for any other member.

Section 8. Vacancies for Standing Committee Chairs and Vice Chairs. Should a vacancy occur in the office of any standing committee chair or vice chair before the end of the term, the president shall appoint a new committee chair or vice chair to fulfill the unexpired term of such committee chair or vice chair subject to ratification by the Board of Directors. A vacancy in the office of any such standing committee chair or vice chair as described in the previous sentence shall be deemed to exist when the chair or vice chair: (1) resigns the office; (2) no longer is an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member; or (3) is otherwise removed by a member agency of the Association.

Section 9. Duties, Authorities, and Delegation. Subject to the provisions and limitations of California Nonprofit Corporation Law, other applicable laws, and the provisions of these bylaws, the Association's activities and affairs are to be exercised by or under the direction of the Association's Board of Directors. The Board of Directors is responsible for the overall supervision, control, and direction of the Association. The Board of Directors shall: (1) employ and release the executive director/secretary; (2) set performance expectations for the executive director/secretary; (3) receive, review, and consider approval of executive director/secretary recommended compensation, other terms and conditions of employment, and annual evaluations as prepared by the Executive Committee; (4) annually adopt a budget; and (5) set the level of dues for the Association. Except as to the duties listed in the previous sentence, and subject to Article 3, Section 2, the Board of Directors may delegate the supervision, control, and direction of the Association's affairs to any person or group, including a committee, provided the Association Board retains ultimate responsibility for the actions of such person or group. Where such powers are delegated, the delegation shall be documented in writing.

~~**Section 10. Council of Past Presidents.** There shall be a Council of Past Presidents composed of all past presidents of the Association. Each member of the council shall be non-voting members of the Board of Directors, except for the most immediate active past president who shall be a voting member. Past presidents shall serve on the council until each no longer is able to or wishes to serve. The president and/or executive director/secretary, with approval of the Board of Directors, may assign specific responsibilities to the council from time to time.~~

~~**Section 10. Immediate Past President.** The immediate past president automatically assumes this position after serving as the Association's elected president and is a voting member of the Board of Directors and Executive Committee. The term of office for the immediate past president shall commence on January 1 of the calendar year following election of the president and vice president and shall terminate on December 31 of the following odd-numbered year two years later. In the event the most immediate active past president is unavailable to serve, the most recent and available active past president in succession shall serve in this capacity.~~

Section 11. Code of Conduct of Board Members.

- A. **Code of Conduct: Purpose and Adoption.** The Board of Directors shall establish, and update as appropriate, a code of conduct for its Directors that recognizes the Association's commitment of integrity, respect, and fair representation to its members and the public they serve and establishes minimum ethical standards for the performance of the duties of office. The code shall be consistent with the procedural processes contained in this section. The code shall be distributed to all new Directors and shall be distributed annually to all members of the Association.
- B. **Violations and Enforcement Process.** A violation of the code of conduct may result in removal, public censure, or private reprimand of a Director, or such other action as contained in the code of conduct. However, removal and public censure shall be reserved only for serious violations. A Director may not be removed or publically censured absent an affirmative vote of two-thirds of the voting members of the Board of Directors. A Director may be privately reprimanded for a violation of the code of conduct upon the majority vote of the quorum. Complaints of violation of the code of conduct may be filed with the president, or the vice-president if the allegations are made against the president. The president may refer a complaint of violation to the executive director/secretary ~~or the general counsel~~ for investigation. The executive director/secretary ~~or general counsel~~ may retain a special investigator or special counsel to conduct or assist the investigation. A Director accused of a violation shall be provided a copy of the complaint. A Director that takes any hostile or retaliatory action, directly or indirectly, against a complainant is subject to removal from the Board in conformance with the process identified above. Prior to scheduling a Board action on a complaint, the president shall consult with the Executive Committee, ~~the general counsel~~, and the chair of the Legal Affairs Committee. A Director accused of a violation of the code of conduct shall be provided at least 15 days' written notice of any meeting of the Board at which a determination of enforcement will be considered. A determination of enforcement may be made only at a regular meeting of the Board and shall be made in closed session. The determinations of the Board under this section shall not be admissible in any criminal or civil proceeding brought against the Director for conduct that violates any other law.

ARTICLE 5 – REGIONS

Following is an overview of the proposed amendments to Article 5:

- Provides clean-up language that correlates with Board policies and region guidelines.

Section 1. Boundaries of Each Region.

- A. There shall be a maximum of 10 regions within the state. The Board of Directors shall determine the regional boundaries. Insofar as is practicable, the regions shall have a numerical balance in members of the Association; make geographic sense; and promote regional problem solving.

- B. A member of the Association may file a written petition to the Board of Directors requesting a change in regions. Such petition shall set forth the reasons for such requested change. The Board shall, within a reasonable time, act upon such petition and set forth the reasons for its action. Such action by the Board shall be based on factors in (A) above, as well as others deemed by the Board of Directors to be relevant to the decision.

Section 2. Officers.

- A. The officers of each region shall be a chair and vice chair and three to five region board members who shall be elected by the region by September 30, or the preceding Friday if September 30 falls on a weekend, of odd-numbered years. ~~By resolution of the region board, the A region board may choose to maintain a board of fewer than five to seven but not less than three members as provided in the region's rules and regulations.~~ The officers of the region board shall take office on January 1 of the calendar year following election and shall hold office for two years, or until their successors take office. Regions shall hold elections by electronic ballot. ACWA staff shall verify the legitimacy of the ballots.
- B. The officers of each region shall: (1) exercise the powers and perform duties of the region during the interim between region meetings; and (2) make recommendations to the president regarding appointments to committees. The chair and vice chair shall be the region's representatives to the ACWA Board of Directors.
- C. Each officer of a region shall be an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member at the time of the appointment. Where an individual ceases to meet these criteria during the term of the office, the individual may not serve during the remaining term of that office unless that individual can again meet the criteria for the office and is appointed to complete the term ~~pursuant to the next sentence.~~ The region board, ~~by resolution,~~ may adopt more stringent criteria for ~~the qualifications of its board members.~~ qualifications as part of the region's rules and regulations.
- D. Should a vacancy occur in any of the region board positions before the end of the term, the remaining members of the region board shall appoint a new member. A vacancy in the office of any region board position ~~as described in the previous sentence~~ shall be deemed to exist when a region board member: (1) resigns the office; (2) no longer is an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member of the Association to represent that member; or (3) is otherwise removed by a member agency of the Association.

Section 3. Nominating Committees. There shall be a nominating committee for each region consisting of three or more designees, each representing a member of the Association located within the region, appointed by the chair of the region and approved by the region board. Nominating committees shall be formed by February 28 of each odd-numbered year. The nominating committee shall announce its

nominations for chair, vice chair, and region board members by August 1 of an election year. All regions must complete the election process by September 30 of the election year, or the preceding Friday if the September 30 falls on a weekend.

Section 4. Meetings. The meetings of each region shall be held at both the spring and fall conferences and at such other times and places as may be determined by the region chair. Representatives of five or more members of the Association from the region present at any region meeting shall constitute a quorum for purposes of conducting the business of the region. Any meeting, regular or special, may be held in person or by telephone conference, web video conference, or other electronic video screen communication or electronic transmission.

Section 5. Workgroups. Workgroups may be appointed by the region chair as needed.

Section 6. Rules. Each region shall organize and adopt rules and regulations for the conduct of its meetings and affairs not inconsistent with the Articles of Incorporation or bylaws of the Association. Each region shall abide by the code of conduct adopted by the Board of Directors of the Association.

ARTICLE 6 – EXECUTIVE COMMITTEE

Following is an overview of the proposed amendments to Article 6:

- Provides additional language clarifying the discrete powers and defined authority of the Executive Committee.
- Clarifies the following pertaining to meeting attendance:
 - All Board members may attend any meeting of the Executive Committee.
 - Meetings may be closed to others at the discretion of the President or committee.

Section 1. Membership. There shall be an Executive Committee consisting of the following: the president of the Association, who shall be the chair thereof; the vice president; the most immediate active past president; the chair of the Finance Committee; and three at-large representatives selected from and by the members of the Board of Directors. The election of the three at-large representatives to the Executive Committee shall occur at the first Board of Directors meeting held in each even-numbered year and the elected representatives shall serve immediately following their election and until such time as their successors take office. To the extent practical, the Executive Committee should be constituted so as to reflect the geographic extent of the Association and the functions of the members of the Association.

Section 2. Powers. The Executive Committee shall have the following authority:

- A. **Personnel.** Subject to the budget adopted by the Board of Directors, the Executive Committee shall perform the following personnel actions: (1) recommend compensation for the executive director/secretary to the Board of Directors for approval; (2) perform annual reviews of the executive director/secretary and submit that review to the Board of Directors; (3) review and

approve ~~employee the classification and compensation plan and publicly posted salary schedule for Association employees and compensation levels~~ submitted by the executive director/secretary, which shall be reviewable by the Board of Directors, in closed session, upon request of the Board of Directors; (4) establish personnel policies for the conduct and behavior of employees, which shall be reviewable by the Board of Directors; and (5) undertake such other personnel actions as may be requested by the executive director/secretary in support of his or her oversight of all other personnel matters, which shall be reviewable by the Board of Directors, in closed session, upon request of the Board of Directors.

B. **Delegation.** The Executive Committee may act pursuant to any authority specifically delegated to it by the Board of Directors. The delegation shall indicate whether the authority is still subject to the ultimate authority of the Board.

C. **Authority to Act Between Meetings.** The Executive Committee may act for the Board of Directors between Board meetings when calling a special meeting of the Board of Directors is impracticable, provided that no such action of the Executive Committee shall be binding on the Board of Directors until authorized or approved by the Board. The Executive Committee has the authority to authorize actions recommended by the Legal Affairs Committee (such as the filing of letter briefs and amicus curiae briefs) by electronic means without the need for an in-person or telephonic meeting, but such actions shall be ratified by the Board of Directors at its next meeting.

~~D. **Other Duties.** The Executive Committee shall perform such other duties and assume such other responsibilities as are referred to it by the president.~~

Section 3. Reporting. The president, or any person designated by the president, shall report to the Board of Directors, at each regular Board meeting, any action taken by the Executive Committee since the last preceding regular Board meeting. The minutes of Executive Committee meetings, which at that time may still be in draft form, shall be mailed (using the U.S. Postal Service, express delivery, electronic means, or otherwise) to each member of the Board of Directors at least five days prior to Board meetings, except in cases in which the Executive Committee meets during or immediately prior to a conference of the Association or immediately prior to a Board meeting, in which case the minutes, which may still be in draft form, shall be mailed to each director promptly thereafter.

Section 4. Meetings. The Executive Committee shall hold regularly scheduled meetings as set by the president. Special meetings of the Executive Committee may be called by the president upon notice to the members of that committee or upon written request of three Executive Committee members. Notice for special Executive Committee meetings shall be provided to the entire Board: (1) upon five days' written notice sent by mail, or (2) upon 24 hours' notice with notice provided by electronic means; and all such meetings shall be open to the Board of Directors. Any meeting, regular or special, may be held in person or by telephone conference, web video conference or other electronic video screen communication or electronic transmission. All members of the Board of Directors may attend any The meetings of the Executive Committee. Meetings of the Executive Committee may be closed to others at

~~the discretion of the President or committee, shall be open to all members of the Board of Directors, but may be closed to others at the discretion of the Executive Committee. Only members of the Executive Committee are allowed to vote on matters at a meeting of the committee.~~

Section 5. Minutes. The minutes of the Executive Committee meetings shall be kept by the executive director/secretary at the Association's principal office. Actions of the Executive Committee shall be reported to the Board of Directors as provided in Section 3 of this Article and shall be available to any member of the Board of Directors upon request to the executive director/secretary.

ARTICLE 7 – STANDING COMMITTEES

Following is an overview of the proposed amendments to Article 7:

- Clarifies terms for standing committee vice chairs.

Section 1. Qualification. In order to serve on any ACWA standing committee, an individual must be an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member at the time of the appointment. Where an individual ceases to meet these criteria during the term of the appointment, the individual may not serve during the remaining term of that appointment unless that individual can again meet the criteria for appointment and is appointed to complete the term.

Section 2. Term of Office. The term of office of standing committee members shall be two years commencing on January 1 of each even-numbered year. The term of office of standing committee chairs ~~and vice chairs, who serve on the Board of Directors,~~ shall be approximately two years and shall commence as soon after January 1 of the even-numbered year as they may be appointed by the president and ratified by the then-seated Board of Directors, and shall terminate on December 31 of the odd-numbered year approximately two years later or until their successors are appointed and ratified.

Section 3. Meetings. Meetings of standing committees may be called at such times and places designated by the respective chair thereof except where provided otherwise by these bylaws. Subject to the provisions of these bylaws and any actions that may be taken by the Board of Directors, the chairs of each standing committee may establish their own rules for the efficient operation of the committee they each chair. The chairs of each standing committee are authorized to create subcommittees and workgroups in order to complete the work of the committee.

Section 4. Business Development Committee. There shall be a Business Development Committee whose duty it is to develop and recommend to the Board of Directors programs and activities to be provided or administered by the Association that generate non-dues revenue and provide a service or benefit to Association members. The committee shall consist of at least one representative from each region and one representative from the other standing committees.

Section 5. Communications Committee. There shall be a Communications Committee whose duty it shall be to develop and make recommendations to the Board of Directors regarding a comprehensive internal and external communications program for the Association and to promote development of sound public information and education programs and practices among members of the Association. The committee shall consist of no more than 40 individuals. Of that number, at least one individual shall be from each region.

Section 6. Energy Committee. There shall be an Energy Committee whose duty it shall be to recommend policies and programs to the Board of Directors and to the State Legislative Committee and/or Federal Affairs Committee as appropriate. The committee shall consist of at least one representative from each region.

Section 7. Federal Affairs Committee. There shall be a Federal Affairs Committee whose duty it shall be to review all federal legislative proposals and regulatory proposals affecting members of the Association, after consulting with other appropriate committees, and to develop Association positions consistent with existing policy, where it has been established; recommend sponsorship of bills that will resolve problems or improve conditions for members of the Association; and assist in the establishment of the Association's federal legislative program. The committee shall consist of at least one and no more than five individuals from each region.

Section 8. Finance Committee. There shall be a Finance Committee whose duty it shall be to make recommendations to the Board of Directors regarding annual budgets, dues formula and schedules and other revenue-producing income, annual audit and selection of an auditor, and investment strategies. The committee shall consist of the president and vice president of the Association as *ex officio* members, the Finance Committee chair, one member of the region board from each of the Association's 10 regions (either chair or vice chair), and one additional representative from each region with experience in financial matters.

Section 9. Groundwater Committee. There shall be a Groundwater Committee whose duty it shall be to recommend policies and programs to the Board of Directors and to the State Legislative Committee and/or Federal Affairs Committee as appropriate. The committee shall consist of at least one representative from each region.

Section 10. Legal Affairs Committee. There shall be a Legal Affairs Committee whose duty it shall be to support the mission of the Association, and more particularly to deal with requests for assistance involving legal matters of significance to members of the Association, including but not limited to state and federal court litigation, water rights matters, selected regulatory and resources agency matters, proposed bylaw revisions, review of legislation as requested by the State Legislative Committee, etc. The committee shall consider matters and issues submitted to it in order to determine which ones are of major significance to the members of the Association and, assuming a finding of major significance, recommend to the Board of Directors the position(s) which the committee believes the Association should take with respect thereto. The committee shall be composed of between 35 and 45 attorneys, each of whom shall be, or act as, counsel for a member of the Association, representing diverse interests

within the Association, including but not limited to, different geographical areas throughout the state, large and small agencies, agricultural and urban agencies, agencies created under the various enabling statutes, etc. Further, there shall be at least one representative from each region on the committee.

Section 11. Local Government Committee. There shall be a Local Government Committee whose duty it shall be to recommend policies to the State Legislative Committee, as appropriate, and Board of Directors on matters affecting water agencies as a segment of local government in California. The committee shall consist of at least one and no more than three individuals from each region.

Section 12. Membership Committee. There shall be a Membership Committee whose duty it shall be to assist staff in developing membership recruitment and retention programs, make recommendations to the Board of Directors regarding membership policies, eligibility, and applications for membership and review and make recommendations to the Finance Committee regarding an equitable dues structure. The committee shall consist of at least one member from each region.

Section 13. State Legislative Committee. There shall be a State Legislative Committee whose duty it shall be to review all state legislative proposals affecting members of the Association and to establish Association positions, consistent with existing policy, where it has been established; sponsor bills that will resolve problems or improve conditions for members of the Association; and assist in the establishment of the Association's legislative program. The committee shall consist of individuals representing a variety of types of members and at least one and no more than four individuals from each region.

Section 14. Water Management Committee. There shall be a Water Management Committee whose duty it shall be to recommend policy and programs to the Board of Directors on any area of concern in water management. The committee shall consist of at least one and no more than four individuals from each region.

Section 15. Water Quality Committee. There shall be a Water Quality Committee whose duty it shall be to develop and recommend Association policy, positions, and programs to the Board of Directors, to promote cost-effective state and federal water quality regulations that protect the public health, to enable interested members of the Association to join together to develop and coordinate with other organizations, and to present unified comments regarding agricultural and domestic water quality regulations. The committee shall consist of at least one individual from each region.

ARTICLE 8 – SPECIAL COUNCILS, COMMITTEES, AND TASK FORCES

Following is an overview of the proposed amendments to Article 8:

- Moves the Council of Past Presidents from Article 4, Board of Directors, to its own section under Article 8 to comply with the nonprofit corporation requirements set forth in the California Corporations Code which does not allow for non-voting directors. The language describes the

Council as the means by which past presidents continue to make valuable contributions to the Association.

- Provides additional language to clarify the role and function of the Nominating Committee.

Section 1. Council of Past Presidents. There shall be a Council of Past Presidents composed of all past presidents of the Association who serve on the council until each is no longer able to or wishes to serve. The council shall provide a mechanism for past presidents to continue to make valuable contributions to the Association. With approval of the Board of Directors, the president and/or executive director/secretary may assign specific responsibilities to the council from time to time. Members of the Council of Past Presidents are invited to attend and participate in the Association's Board meetings.

Section ~~1~~ 2. Nominating Committee. There shall be a Nominating Committee consisting of five or more persons appointed by the president prior to the Association's fall conference in each odd-numbered year, whose purpose shall be to nominate qualified individuals for the offices of president and vice president of the Association. Not later than 48 hours prior to the election of officers of the Association, ~~the~~ Nominating ~~e~~Committee shall publish its nominations for the offices of president and vice president of the Association not less than 10 or more than 90 days before the membership meeting is held at fall conference. Additional nominations may be made by any member of the Association for candidates for the office of president and vice president. Additional nominations shall be made from the floor during the election of president and vice president at the membership meeting scheduled for said purposes.

Section 2. Other Committees and Task Forces. Other committees and task forces may be appointed by the president from time to time as needed, consistent with and supportive of the mission of the Association.

ARTICLE 9 – MEETINGS OF MEMBERS

Following is an overview of the proposed amendments to Article 9:

- Expands the definition of membership meeting to include the timing of officer elections, to comply with nonprofit corporation requirements set forth in the California Corporations Code.
- Provides detailed information on how membership meetings and special meetings are noticed to comply with nonprofit corporation requirements set forth in the California Corporations Code.
- Provides clarifying language for how quorums are determined for purposes of transacting business at membership meetings.
- Provides detailed information pertaining to the election process for the Association's Board officers.

Section 1. Meetings. Meetings of the members of the Association shall be held at the Association's conferences at such times as may be determined by the Board of Directors to conduct necessary business and to elect the president and vice president, which occurs at the fall conference in each odd-numbered year.

Section 2. Special Meetings. Special meetings of the members of the Association may be called by the Board of Directors, the president of the Board of Directors, or by 5 percent or more of the members of the Association. Except when called by the Board, a request for a special meeting must be in writing and must be delivered in person or mailed by first-class mail addressed to the president of the Board at the principal office of the Association, with a copy to the executive director/secretary. The request must state the general nature of the business proposed to be transacted at the meeting.

A special meeting that has been called by written request of 5 percent of the member agencies of the Association to the Board of Directors shall be set by the Board of Directors on a date that is not less than 35 or more than 90 days after receipt of the request. ~~The executive director/secretary shall cause notice to be given to all members of the Association, which notice shall state the place, date, and time of the meeting and the general nature of the business to be transacted at the meeting. No business except that specified in the request and notice may be transacted at said special meeting.~~

Section 3. Notice Requirements for Membership Meetings. Written notice of any membership meeting shall be given to each voting member of the Association. The notice shall state the date, time, and place of the meeting; the means by which members may participate; and the general nature of the business to be transacted. The notice of any meeting at which Board officers are to be formally nominated and elected shall include the names of the recommended slate of candidates for the offices of president and vice president in addition to the election procedures. The member notification information shall also be posted on the Association's website.

Except as otherwise provided in these bylaws or California law, a written notice of regular membership meetings shall be given not less than 10 or more than 90 days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than 20 days before the meeting.

Section 4. Notice Requirements for Special Meetings. The executive director/secretary shall cause notice to be given to all members of the Association of the date, time, and place of the meeting and the general nature of the business to be transacted at the meeting. No business except that specified in the request and notice may be transacted at said special meeting. If notice of the requested special meeting is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice.

Section 3.5 Voting. Each member of the Association shall be entitled to one vote that shall be cast by its authorized representative. All questions, except amendments or revisions of these bylaws, shall be

determined by a majority of the members present and voting. A roll call may be requested by any representative.

Section 4.6 Amendment of Bylaws. These bylaws may be amended or revised by two-thirds of the member agencies of the Association present and voting at any meeting.

Section 5.7 Quorums. The presence of the authorized representative of 50 members of the Association at any meeting of the members shall constitute a quorum for transacting business.

Section 6.8. Amendments, Revisions, and Resolutions. Before any amendments or revisions to the bylaws, or resolutions, may be considered at any meeting of the Association, any such amendment, revision, or resolution shall be submitted to the executive director/secretary at least 30 days prior to the first day of such meeting. The executive director/secretary shall promptly distribute any proposed amendments or revisions to the Legal Affairs Committee for the Legal Affairs Committee to develop an unbiased analysis of the amendments or revisions. Following development of an analysis for the proposed amendments or revisions, the executive director/secretary shall distribute copies of any resolutions, amendments or revisions, including any applicable analyses, to all members of the Association at least five days prior to presentation at such meeting. The 30-day rule may be suspended at any meeting of the Association by consent of three-fourths of the members present. Voting on resolutions, amendments, or revisions shall proceed as provided by Sections 3 and 4 of this Article.

Section 9. Nomination of President and Vice President.

A. Qualification. At the time of their election, the president and vice president of the Association shall each be an elected or appointed member of the governing body or commission (as appropriate) of a member agency of the Association.

B. Nominating Committee Process. All nominations for the positions of president and vice president shall be accompanied by an official resolution from the Association member agency on whose board the nominee serves. Said resolution shall be signed by an authorized signatory of the member agency's Board of Directors.

C. Nominations from the Floor. Additional nominations may be made by any member of the Association for the office of president and vice president. Said nominations and seconds shall be made from the floor during the election of the offices of president and vice president at the membership meeting scheduled for said purposes (as provided for in the penultimate sentence of Article 8, Section 2). Such nominations and seconds shall be made by a member of the Association and must be supported by a resolution of the governing body of the member making and seconding such nomination. The member agency on whose board the nominee serves shall submit a resolution of support if they are not the agency making the floor nomination or second.

Section 10. Additional Procedures for Election of Officers. The Board shall have the authority to develop additional procedures for elections of president and vice president when not otherwise covered by these bylaws.

~~**Section 7. Nominations for Officers from the Floor.** Additional nominations and seconds, if any, for candidates for the office of president and vice president (as provided for in the last sentence of Article 8, Section 1) will be made from the floor, during the election of the officers of president and vice president, by a member of the Association. Such nominations and seconds must be supported by a resolution of the governing body of the member making and seconding such nomination.~~

ARTICLE 10 – INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AGENTS

Following is an overview of the proposed amendments to Article 10:

- Creates new article/language that sets forth provisions for the indemnification of directors, officers, and other agents to comply with nonprofit corporation requirements which are set forth in the California Corporations Code.

Section 1. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 4. Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any

liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such.

ARTICLE ~~11~~ – MISCELLANEOUS

Following is an overview of the proposed amendments to Article 11:

- Creates new language that sets forth the parameters for the disposition of the Association's assets upon dissolution of the organization consistent with the California Corporations Code and the Articles of Incorporation.

Section 1. Conduct of Meetings. All meetings of the Association shall be conducted in accord with the code of conduct and in substantial accordance with the latest edition of Robert's Rules of Order Newly Revised unless the Board adopts alternate rules of conduct for itself and/or its committees, region boards, and region workgroups.

Section 2. Funds. The funds of the Association shall be used to further the aims and purposes of this Association. They shall be kept by the controller-~~/~~treasurer and paid out by checks or other electronic means, which shall only be valid with two authorized signatures. The Board of Directors shall designate by resolution which persons, other than the controller-~~/~~treasurer, may sign for expenditures. The Finance Committee shall implement procedures to ensure necessary internal controls over the receipt and expenditures of Association funds and arrange for an external audit. Audit reports shall be presented to the Board of Directors.

Section 3. Disposition of Assets upon Dissolution. The Association's properties and assets are irrevocably dedicated to the fulfillment of the Association's purposes as described in Article 2 of the Articles of Incorporation. No part of the Association's net earnings, properties and assets, on dissolution or otherwise, may inure to the benefit of any private person. Upon the dissolution of the Association, all debts thereof shall be paid and its affairs settled, and all remaining assets shall be distributed to the Association's member political subdivisions for a public purpose, consistent with the provisions of the California Nonprofit Corporation Law relating to public benefit corporations then in effect and with the Articles of Incorporation.

Section 3. Definitions. As used in these bylaws, the term "notice provided by electronic means" shall refer to notice given by fax or e-mail.

Amended comprehensively December 1, 2010

Amended May 9, 2012

Amended May 7, 2014

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Association of California Water Agencies

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BYLAWS of the Association of California Water Agencies

Proposed Bylaws Amendments – Clean Version

Amended by the ACWA Members: May 7, 2014

Proposed amendments: July 31 and September 25, 2015

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*(As amended by the Members on May 7, 2014)
Proposed amendments approved by ACWA Board: July 31 and September 25, 2015*

ARTICLE 1 – GENERAL

Section 1. Name. The name of this California nonprofit corporation shall be the Association of California Water Agencies (hereinafter referred to as the Association).

Section 2. Principal Office. The principal office for the transaction of business of the Association is located at 910 K Street, Suite 100, Sacramento, California; provided, however, that the Board of Directors may change the location of the principal office by resolution and without amendment of these bylaws.

Section 3. Purposes. The purposes of the Association shall be to work together with its members and others for the best interests of California and its citizens and landowners who use, need and depend upon water; to encourage the orderly development of the waters of the state; to seek means of obtaining and making available to all of California a dependable water supply of the best possible quality at the lowest possible cost, giving due consideration to environmental factors involved therein; to provide inspiration and leadership in meeting and solving the water supply problems of this state; to propose and advocate such policies and measures—local, state and federal—that serve the best interests of the Association, opposing those of contrary nature; to assist in promoting the health, safety and welfare of the employees of its members; and to do all other things that are in the best interests of its members.

ARTICLE 2 – MEMBERSHIP AND DUES

Section 1. Membership.

- A. **Members.** Only a public district, public agency, or public organization created and operated for the purpose of controlling, treating, developing, acquiring, using or supplying water for any purpose for inhabitants or lands within the state of California, or for the protection, drainage or reclamation of lands within the state of California, may become a member of the Association. Such an entity will become a member upon written application, approval by the Board of Directors, and the payment of the required dues. Acceptance to membership shall authorize full participation in Association activities. Except as otherwise provided in subsection (B) below, in no case may an organization other than a state, a political subdivision (as defined in § 1.103-1(b) of the Income Tax Regulations) of a state or an entity the income of which is excluded from gross income under § 115 of the Internal Revenue Code be a member of the Association.

- B. **Honorary Life Members.** Any person who has rendered conspicuous service in furthering the purposes of the Association may, by vote of the Board of Directors, be granted an honorary life membership in the Association without payment of dues or assessments. All past presidents of the Association shall automatically be honorary life members without vote of the Board of Directors. Honorary life members shall not be entitled to a vote or to hold office automatically because of their status as honorary life members.
- C. **Termination of Members.** Membership shall cease upon the failure of any member to pay the dues provided for in Section 2 of this Article. The membership of any member may be terminated at any time by such member sending written notification of its intention to withdraw to the Association's principal office. The Board of Directors may terminate the membership of any member upon 30 days' written notice by first-class mail when it is determined at any regular Board meeting or at any special Board meeting called for that purpose that continuance of such membership would not be in the best interests of the Association. Withdrawal or termination of membership ends any participation in Association activities and shall terminate a member's interest in the Association's assets.

Section 2. Dues. The annual dues of each member of the Association shall be established by the Board of Directors; provided, however, that any member may apply for a change in its dues because of conditions that differentiate such applicant from other members.

Section 3. Liability of Members. No member shall be liable for any obligation incurred by the Association with the following exception: (1) the payment of the annual dues while it remains a member; and (2) the payment of emergency assessments, which shall not exceed 10 percent of current annual dues for each member in any calendar year while it remains a member. No emergency assessment may be levied against any member during its first two years of membership in the Association.

ARTICLE 3 – OFFICERS

Section 1. President and Vice President.

- A. **General.** The president and vice president of the Association shall be the elected officers of the Association. At the time of their election the president and vice president shall each be an elected or appointed member of the governing body or commission (as appropriate) of a member agency of the Association. The president and vice president shall be elected by the members of the Association at its fall conference in each odd-numbered year, shall take office on January 1 of the calendar year following election, and shall hold office until such time as their successors take office or are appointed. An elected president shall not be permitted to succeed himself/herself to that office. Except as provided in this Article, should vacancies occur in either office of the president or vice president, the Board of Directors shall appoint persons to fill such offices for the unexpired terms thereof.

- B. **President.** The president shall preside at all meetings of the Board of Directors, the Executive Committee, and the general membership; shall appoint members of all committees, including the chair and vice chair of each, upon recommendation from members and regions (as communicated by the region chairs), with each such committee chair and vice chair ratified by the Board of Directors; and shall perform all other duties necessary to carry out the functions of the office. The president shall be a non-voting *ex officio* member of each committee, but shall not be an *ex officio* member of the Nominating Committee or the region boards.

The president may be expelled from office with or without cause, upon the satisfaction of the following two events: (1) a two-thirds vote of the Board of Directors; and (2) a subsequent simple majority vote of the members of the Association during a meeting of the membership.

- C. **Vice President.** The vice president shall, in the absence of the president, assume all of the duties of that office and, if a vacancy occurs, succeed thereto for the unexpired term. The vice president shall sit as a member of the Executive Committee of the ACWA Joint Powers Insurance Authority and shall perform such other duties as assigned by the president.

Section 2. Executive Director/Secretary and Controller/Treasurer.

- A. **General.** The executive director/secretary and controller/treasurer of the Association shall also be officers of the Association. The executive director/secretary shall be appointed by and hold office at the pleasure of the Board of Directors of the Association.
- B. **Executive Director/Secretary.** The executive director/secretary shall: (1) advise and assist the Board of Directors, all committees, the boards of each region, and the workgroups of each region; (2) be responsible for administering the total operations of the Association; (3) employ, direct, and release all employed staff in accordance with the policies adopted by the Board of Directors and consistent with the budget adopted by the Board of Directors; (4) provide relevant information to the Board of Directors needed by the Board to take actions; (5) give members notice and record minutes of all meetings of the membership, Board of Directors, and Executive Committee; and (6) have such other powers and perform such other duties as may be provided and assigned by the Board of Directors directly or through the president of the Board or the Executive Committee. The executive director/secretary, with the assistance of the controller/treasurer, shall render a report to the Board of Directors at the first meeting following the close of each calendar year showing the membership of the Association, the receipts and expenditures during the year, and the work accomplished during the previous year.
- C. **Controller/Treasurer.** The controller/treasurer shall report to and act under the direction of the executive director/secretary. The controller/treasurer shall be a signatory on all accounts held by the Association and shall act as a fiduciary for all assets of the Association.

ARTICLE 4 – BOARD OF DIRECTORS

Section 1. Membership. The Board of Directors shall consist of:

- A. The Association president and vice president.
- B. The chair and vice chair of each region.
- C. The chair of each standing committee.
- D. The most immediate active past president.
- E. The vice president of the ACWA/Joint Powers Insurance Authority.

Section 2. Term of Office. The term of office of all members of the Board of Directors shall commence on January 1 of the calendar year following election of the president and vice president, except for those persons who serve on the Board of Directors by nature of their position as chairs of standing committees, whose terms shall instead commence upon their ratification by the Board of Directors. Except as provided in Article 4, Section 11, the term of office for all members of the Board of Directors shall terminate on December 31 of the following odd-numbered year two years later, or until their successors take office.

Section 3. Attendance Requirement. Any member of the Board of Directors who misses two consecutive regular Board meetings without being excused by the Board will no longer be a member of the Board of Directors.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held bimonthly at such times and places as the Board may determine.

Section 5. Special Meetings. Special meetings may be called by the president upon the president's own volition or shall be called by the president when requested in writing by five directors. Prior to conducting such a special meeting, the president shall consult with the Executive Committee to ensure that adequate information is available to the Board of Directors for any necessary decisions; and where such meeting is called upon the president's own volition, the president shall also consult with the Executive Committee as to the necessity of the special meeting. Notice for special meetings shall be provided in the following manner: (1) upon 10 days' written notice sent by mail to each director and addressed to each at the address as shown upon the records of the Association; or (2) upon 48 hours' notice with notice provided by electronic means. When the meeting is called upon the president's own volition, the president shall choose the form of notice; when the meeting is called by a request of five directors, the five directors shall choose the form of notice and the president shall promptly call the meeting. No business except those items described in the notice shall be transacted at any special meeting, except by consent of three-fourths of the members of the Board of Directors present.

Section 6. Meeting Requirements and Quorums. Any meeting, regular or special, may be held in person or by telephone conference, web video conference, or other electronic video screen communication or electronic transmission. At any meeting of the Board of Directors, the attendance of 50 percent of the voting members of the Board of Directors, or their permitted alternates as specified in these bylaws, shall constitute a quorum for the transaction of any business. The Board may hold a closed session for discussion of personnel matters or enforcement of violations of the code of conduct.

Section 7. Alternates. Each region shall designate an alternate for each chair and vice chair, who shall meet the qualification requirements for chair and vice chair, to act at meetings of the Board of Directors when the chair or vice chair is unable to attend. The vice chair of each standing committee will be the alternate to act at meetings of the Board of Directors when the chair is unable to attend. An alternate may not act or vote on behalf of more than one member of the Board of Directors. A member of the Board of Directors may not act as an alternate for any other member.

Section 8. Vacancies for Standing Committee Chairs and Vice Chairs. Should a vacancy occur in the office of any standing committee chair or vice chair before the end of the term, the president shall appoint a new committee chair or vice chair to fulfill the unexpired term of such committee chair or vice chair subject to ratification by the Board of Directors. A vacancy in the office of any such standing committee chair or vice chair as described in the previous sentence shall be deemed to exist when the chair or vice chair: (1) resigns the office; (2) no longer is an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member; or (3) is otherwise removed by a member agency of the Association.

Section 9. Duties, Authorities, and Delegation. Subject to the provisions and limitations of California Nonprofit Corporation Law, other applicable laws, and the provisions of these bylaws, the Association's activities and affairs are to be exercised by or under the direction of the Association's Board of Directors. The Board of Directors is responsible for the overall supervision, control, and direction of the Association. The Board of Directors shall: (1) employ and release the executive director/secretary; (2) set performance expectations for the executive director/secretary; (3) receive, review, and consider approval of executive director/secretary recommended compensation, other terms and conditions of employment, and annual evaluations as prepared by the Executive Committee; (4) annually adopt a budget; and (5) set the level of dues for the Association. Except as to the duties listed in the previous sentence, and subject to Article 3, Section 2, the Board of Directors may delegate the supervision, control, and direction of the Association's affairs to any person or group, including a committee, provided the Association Board retains ultimate responsibility for the actions of such person or group. Where such powers are delegated, the delegation shall be documented in writing.

Section 10. Immediate Past President. The immediate past president automatically assumes this position after serving as the Association's elected president and is a voting member of the Board of Directors and Executive Committee. The term of office for the immediate past president shall commence on January 1 of the calendar year following election of the president and vice president and

shall terminate on December 31 of the following odd-numbered year two years later. In the event the most immediate active past president is unavailable to serve, the most recent and available active past president in succession shall serve in this capacity.

Section 11. Code of Conduct of Board Members.

- A. **Code of Conduct: Purpose and Adoption.** The Board of Directors shall establish, and update as appropriate, a code of conduct for its Directors that recognizes the Association's commitment of integrity, respect, and fair representation to its members and the public they serve and establishes minimum ethical standards for the performance of the duties of office. The code shall be consistent with the procedural processes contained in this section. The code shall be distributed to all new Directors and shall be distributed annually to all members of the Association.
- B. **Violations and Enforcement Process.** A violation of the code of conduct may result in removal, public censure, or private reprimand of a Director, or such other action as contained in the code of conduct. However, removal and public censure shall be reserved only for serious violations. A Director may not be removed or publically censured absent an affirmative vote of two-thirds of the voting members of the Board of Directors. A Director may be privately reprimanded for a violation of the code of conduct upon the majority vote of the quorum. Complaints of violation of the code of conduct may be filed with the president, or the vice-president if the allegations are made against the president. The president may refer a complaint of violation to the executive director/secretary for investigation. The executive director/secretary may retain a special investigator or special counsel to conduct or assist the investigation. A Director accused of a violation shall be provided a copy of the complaint. A Director that takes any hostile or retaliatory action, directly or indirectly, against a complainant is subject to removal from the Board in conformance with the process identified above. Prior to scheduling a Board action on a complaint, the president shall consult with the Executive Committee and the chair of the Legal Affairs Committee. A Director accused of a violation of the code of conduct shall be provided at least 15 days' written notice of any meeting of the Board at which a determination of enforcement will be considered. A determination of enforcement may be made only at a regular meeting of the Board and shall be made in closed session. The determinations of the Board under this section shall not be admissible in any criminal or civil proceeding brought against the Director for conduct that violates any other law.

ARTICLE 5 – REGIONS

Section 1. Boundaries of Each Region.

- A. There shall be a maximum of 10 regions within the state. The Board of Directors shall determine the regional boundaries. Insofar as is practicable, the regions shall have a numerical balance in members of the Association; make geographic sense; and promote regional problem solving.

- B. A member of the Association may file a written petition to the Board of Directors requesting a change in regions. Such petition shall set forth the reasons for such requested change. The Board shall, within a reasonable time, act upon such petition and set forth the reasons for its action. Such action by the Board shall be based on factors in (A) above, as well as others deemed by the Board of Directors to be relevant to the decision.

Section 2. Officers.

- A. The officers of each region shall be a chair and vice chair and three to five region board members who shall be elected by the region by September 30, or the preceding Friday if September 30 falls on a weekend, of odd-numbered years. A region may maintain a board of fewer than five but not less than three members as provided in the region's rules and regulations. The officers of the region board shall take office on January 1 of the calendar year following election and shall hold office for two years, or until their successors take office. Regions shall hold elections by electronic ballot. ACWA staff shall verify the legitimacy of the ballots.
- B. The officers of each region shall: (1) exercise the powers and perform duties of the region during the interim between region meetings; and (2) make recommendations to the president regarding appointments to committees. The chair and vice chair shall be the region's representatives to the ACWA Board of Directors.
- C. Each officer of a region shall be an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member at the time of the appointment. Where an individual ceases to meet these criteria during the term of the office, the individual may not serve during the remaining term of that office unless that individual can again meet the criteria for the office and is appointed to complete the term. The region board may adopt more stringent criteria for board member qualifications as part of the region's rules and regulations.
- D. Should a vacancy occur in any of the region board positions before the end of the term, the remaining members of the region board shall appoint a new member. A vacancy in the office of any region board position shall be deemed to exist when a region board member: (1) resigns the office; (2) no longer is an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member of the Association to represent that member; or (3) is otherwise removed by a member agency of the Association.

Section 3. Nominating Committees. There shall be a nominating committee for each region consisting of three or more designees, each representing a member of the Association located within the region, appointed by the chair of the region and approved by the region board. Nominating committees shall be formed by February 28 of each odd-numbered year. The nominating committee shall announce its nominations for chair, vice chair, and region board members by August 1 of an election year. All regions

must complete the election process by September 30 of the election year, or the preceding Friday if the September 30 falls on a weekend.

Section 4. Meetings. The meetings of each region shall be held at both the spring and fall conferences and at such other times and places as may be determined by the region chair. Representatives of five or more members of the Association from the region present at any region meeting shall constitute a quorum for purposes of conducting the business of the region. Any meeting, regular or special, may be held in person or by telephone conference, web video conference, or other electronic video screen communication or electronic transmission.

Section 5. Workgroups. Workgroups may be appointed by the region chair as needed.

Section 6. Rules. Each region shall organize and adopt rules and regulations for the conduct of its meetings and affairs not inconsistent with the Articles of Incorporation or bylaws of the Association. Each region shall abide by the code of conduct adopted by the Board of Directors of the Association.

ARTICLE 6 – EXECUTIVE COMMITTEE

Section 1. Membership. There shall be an Executive Committee consisting of the following: the president of the Association, who shall be the chair thereof; the vice president; the most immediate active past president; the chair of the Finance Committee; and three at-large representatives selected from and by the members of the Board of Directors. The election of the three at-large representatives to the Executive Committee shall occur at the first Board of Directors meeting held in each even-numbered year and the elected representatives shall serve immediately following their election and until such time as their successors take office. To the extent practical, the Executive Committee should be constituted so as to reflect the geographic extent of the Association and the functions of the members of the Association.

Section 2. Powers. The Executive Committee shall have the following authority:

- A. **Personnel.** Subject to the budget adopted by the Board of Directors, the Executive Committee shall perform the following personnel actions: (1) recommend compensation for the executive director/secretary to the Board of Directors for approval; (2) perform annual reviews of the executive director/secretary and submit that review to the Board of Directors; (3) review and approve the classification and compensation plan and publicly posted salary schedule for Association employees submitted by the executive director/secretary, which shall be reviewable by the Board of Directors, in closed session, upon request of the Board of Directors; (4) establish personnel policies for the conduct and behavior of employees, which shall be reviewable by the Board of Directors; and (5) undertake such other personnel actions as may be requested by the executive director/secretary in support of his or her oversight of all other personnel matters, which shall be reviewable by the Board of Directors, in closed session, upon request of the Board of Directors.

- B. **Delegation.** The Executive Committee may act pursuant to any authority specifically delegated to it by the Board of Directors. The delegation shall indicate whether the authority is still subject to the ultimate authority of the Board.
- C. **Authority to Act Between Meetings.** The Executive Committee may act for the Board of Directors between Board meetings when calling a special meeting of the Board of Directors is impracticable, provided that no such action of the Executive Committee shall be binding on the Board of Directors until authorized or approved by the Board. The Executive Committee has the authority to authorize actions recommended by the Legal Affairs Committee (such as the filing of letter briefs and amicus curiae briefs) by electronic means without the need for an in-person or telephonic meeting, but such actions shall be ratified by the Board of Directors at its next meeting.

Section 3. Reporting. The president, or any person designated by the president, shall report to the Board of Directors, at each regular Board meeting, any action taken by the Executive Committee since the last preceding regular Board meeting. The minutes of Executive Committee meetings, which at that time may still be in draft form, shall be mailed (using the U.S. Postal Service, express delivery, electronic means, or otherwise) to each member of the Board of Directors at least five days prior to Board meetings, except in cases in which the Executive Committee meets during or immediately prior to a conference of the Association or immediately prior to a Board meeting, in which case the minutes, which may still be in draft form, shall be mailed to each director promptly thereafter.

Section 4. Meetings. The Executive Committee shall hold regularly scheduled meetings as set by the president. Special meetings of the Executive Committee may be called by the president upon notice to the members of that committee or upon written request of three Executive Committee members. Notice for special Executive Committee meetings shall be provided to the entire Board: (1) upon five days' written notice sent by mail, or (2) upon 24 hours' notice with notice provided by electronic means; and all such meetings shall be open to the Board of Directors. Any meeting, regular or special, may be held in person or by telephone conference, web video conference or other electronic video screen communication or electronic transmission. All members of the Board of Directors may attend any meeting of the Executive Committee. Meetings of the Executive Committee may be closed to others at the discretion of the President or committee. Only members of the Executive Committee are allowed to vote on matters at a meeting of the committee.

Section 5. Minutes. The minutes of the Executive Committee meetings shall be kept by the executive director/secretary at the Association's principal office. Actions of the Executive Committee shall be reported to the Board of Directors as provided in Section 3 of this Article and shall be available to any member of the Board of Directors upon request to the executive director/secretary.

ARTICLE 7 – STANDING COMMITTEES

Section 1. Qualification. In order to serve on any ACWA standing committee, an individual must be an officer, employee, or member of the governing body of a member agency of the Association, or other representative duly designated by a member agency of the Association to represent that member at the time of the appointment. Where an individual ceases to meet these criteria during the term of the appointment, the individual may not serve during the remaining term of that appointment unless that individual can again meet the criteria for appointment and is appointed to complete the term.

Section 2. Term of Office. The term of office of standing committee members shall be two years commencing on January 1 of each even-numbered year. The term of office of standing committee chairs and vice chairs shall be approximately two years and shall commence as soon after January 1 of the even-numbered year as they may be appointed by the president and ratified by the then-seated Board of Directors, and shall terminate on December 31 of the odd-numbered year approximately two years later or until their successors are appointed and ratified.

Section 3. Meetings. Meetings of standing committees may be called at such times and places designated by the respective chair thereof except where provided otherwise by these bylaws. Subject to the provisions of these bylaws and any actions that may be taken by the Board of Directors, the chairs of each standing committee may establish their own rules for the efficient operation of the committee they each chair. The chairs of each standing committee are authorized to create subcommittees and workgroups in order to complete the work of the committee.

Section 4. Business Development Committee. There shall be a Business Development Committee whose duty it is to develop and recommend to the Board of Directors programs and activities to be provided or administered by the Association that generate non-dues revenue and provide a service or benefit to Association members. The committee shall consist of at least one representative from each region and one representative from the other standing committees.

Section 5. Communications Committee. There shall be a Communications Committee whose duty it shall be to develop and make recommendations to the Board of Directors regarding a comprehensive internal and external communications program for the Association and to promote development of sound public information and education programs and practices among members of the Association. The committee shall consist of no more than 40 individuals. Of that number, at least one individual shall be from each region.

Section 6. Energy Committee. There shall be an Energy Committee whose duty it shall be to recommend policies and programs to the Board of Directors and to the State Legislative Committee and/or Federal Affairs Committee as appropriate. The committee shall consist of at least one representative from each region.

Section 7. Federal Affairs Committee. There shall be a Federal Affairs Committee whose duty it shall be to review all federal legislative proposals and regulatory proposals affecting members of the Association,

after consulting with other appropriate committees, and to develop Association positions consistent with existing policy, where it has been established; recommend sponsorship of bills that will resolve problems or improve conditions for members of the Association; and assist in the establishment of the Association's federal legislative program. The committee shall consist of at least one and no more than five individuals from each region.

Section 8. Finance Committee. There shall be a Finance Committee whose duty it shall be to make recommendations to the Board of Directors regarding annual budgets, dues formula and schedules and other revenue-producing income, annual audit and selection of an auditor, and investment strategies. The committee shall consist of the president and vice president of the Association as *ex officio* members, the Finance Committee chair, one member of the region board from each of the Association's 10 regions (either chair or vice chair), and one additional representative from each region with experience in financial matters.

Section 9. Groundwater Committee. There shall be a Groundwater Committee whose duty it shall be to recommend policies and programs to the Board of Directors and to the State Legislative Committee and/or Federal Affairs Committee as appropriate. The committee shall consist of at least one representative from each region.

Section 10. Legal Affairs Committee. There shall be a Legal Affairs Committee whose duty it shall be to support the mission of the Association, and more particularly to deal with requests for assistance involving legal matters of significance to members of the Association, including but not limited to state and federal court litigation, water rights matters, selected regulatory and resources agency matters, proposed bylaw revisions, review of legislation as requested by the State Legislative Committee, etc. The committee shall consider matters and issues submitted to it in order to determine which ones are of major significance to the members of the Association and, assuming a finding of major significance, recommend to the Board of Directors the position(s) which the committee believes the Association should take with respect thereto. The committee shall be composed of between 35 and 45 attorneys, each of whom shall be, or act as, counsel for a member of the Association, representing diverse interests within the Association, including but not limited to, different geographical areas throughout the state, large and small agencies, agricultural and urban agencies, agencies created under the various enabling statutes, etc. Further, there shall be at least one representative from each region on the committee.

Section 11. Local Government Committee. There shall be a Local Government Committee whose duty it shall be to recommend policies to the State Legislative Committee, as appropriate, and Board of Directors on matters affecting water agencies as a segment of local government in California. The committee shall consist of at least one and no more than three individuals from each region.

Section 12. Membership Committee. There shall be a Membership Committee whose duty it shall be to assist staff in developing membership recruitment and retention programs, make recommendations to the Board of Directors regarding membership policies, eligibility, and applications for membership and review and make recommendations to the Finance Committee regarding an equitable dues structure. The committee shall consist of at least one member from each region.

Section 13. State Legislative Committee. There shall be a State Legislative Committee whose duty it shall be to review all state legislative proposals affecting members of the Association and to establish Association positions, consistent with existing policy, where it has been established; sponsor bills that will resolve problems or improve conditions for members of the Association; and assist in the establishment of the Association's legislative program. The committee shall consist of individuals representing a variety of types of members and at least one and no more than four individuals from each region.

Section 14. Water Management Committee. There shall be a Water Management Committee whose duty it shall be to recommend policy and programs to the Board of Directors on any area of concern in water management. The committee shall consist of at least one and no more than four individuals from each region.

Section 15. Water Quality Committee. There shall be a Water Quality Committee whose duty it shall be to develop and recommend Association policy, positions, and programs to the Board of Directors, to promote cost-effective state and federal water quality regulations that protect the public health, to enable interested members of the Association to join together to develop and coordinate with other organizations, and to present unified comments regarding agricultural and domestic water quality regulations. The committee shall consist of at least one individual from each region.

ARTICLE 8 – SPECIAL COUNCILS, COMMITTEES, AND TASK FORCES

Section 1. Council of Past Presidents. There shall be a Council of Past Presidents composed of all past presidents of the Association who serve on the council until each is no longer able to or wishes to serve. The council shall provide a mechanism for past presidents to continue to make valuable contributions to the Association. With approval of the Board of Directors, the president and/or executive director/secretary may assign specific responsibilities to the council from time to time. Members of the Council of Past Presidents are invited to attend and participate in the Association's Board meetings.

Section 2. Nominating Committee. There shall be a Nominating Committee consisting of five or more persons appointed by the president prior to the Association's fall conference in each odd-numbered year, whose purpose shall be to nominate qualified individuals for the offices of president and vice president of the Association. The Nominating Committee shall publish its nominations for the offices of president and vice president of the Association not less than 10 or more than 90 days before the membership meeting is held at fall conference. Additional nominations may be made by any member of the Association for candidates for the office of president and vice president. Additional nominations shall be made from the floor during the election of president and vice president at the membership meeting scheduled for said purposes.

Section 2. Other Committees and Task Forces. Other committees and task forces may be appointed by the president from time to time as needed, consistent with and supportive of the mission of the Association.

ARTICLE 9 – MEETINGS OF MEMBERS

Section 1. Meetings. Meetings of the members of the Association shall be held at the Association's conferences at such times as may be determined by the Board of Directors to conduct necessary business and to elect the president and vice president, which occurs at the fall conference in each odd-numbered year.

Section 2. Special Meetings. Special meetings of the members of the Association may be called by the Board of Directors, the president of the Board of Directors, or by 5 percent or more of the members of the Association. Except when called by the Board, a request for a special meeting must be in writing and must be delivered in person or mailed by first-class mail addressed to the president of the Board at the principal office of the Association, with a copy to the executive director/secretary. The request must state the general nature of the business proposed to be transacted at the meeting.

A special meeting that has been called by written request of 5 percent of the member agencies of the Association to the Board of Directors shall be set by the Board of Directors on a date that is not less than 35 or more than 90 days after receipt of the request.

Section 3. Notice Requirements for Membership Meetings. Written notice of any membership meeting shall be given to each voting member of the Association. The notice shall state the date, time, and place of the meeting; the means by which members may participate; and the general nature of the business to be transacted. The notice of any meeting at which Board officers are to be formally nominated and elected shall include the names of the recommended slate of candidates for the offices of president and vice president in addition to the election procedures. The member notification information shall also be posted on the Association's website.

Except as otherwise provided in these bylaws or California law, a written notice of regular membership meetings shall be given not less than 10 or more than 90 days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than 20 days before the meeting.

Section 4. Notice Requirements for Special Meetings. The executive director/secretary shall cause notice to be given to all members of the Association of the date, time, and place of the meeting and the general nature of the business to be transacted at the meeting. No business except that specified in the request and notice may be transacted at said special meeting. If notice of the requested special meeting is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice.

Section 5. Voting. Each member of the Association shall be entitled to one vote that shall be cast by its authorized representative. All questions, except amendments or revisions of these bylaws, shall be determined by a majority of the members present and voting. A roll call may be requested by any representative.

Section 6. Amendment of Bylaws. These bylaws may be amended or revised by two-thirds of the member agencies of the Association present and voting at any meeting.

Section 7. Quorums. The presence of the authorized representative of 50 members of the Association at any meeting of the members shall constitute a quorum for transacting business.

Section 8. Amendments, Revisions, and Resolutions. Before any amendments or revisions to the bylaws, or resolutions, may be considered at any meeting of the Association, any such amendment, revision, or resolution shall be submitted to the executive director/secretary at least 30 days prior to the first day of such meeting. The executive director/secretary shall promptly distribute any proposed amendments or revisions to the Legal Affairs Committee for the Legal Affairs Committee to develop an unbiased analysis of the amendments or revisions. Following development of an analysis for the proposed amendments or revisions, the executive director/secretary shall distribute copies of any resolutions, amendments or revisions, including any applicable analyses, to all members of the Association at least five days prior to presentation at such meeting. The 30-day rule may be suspended at any meeting of the Association by consent of three-fourths of the members present. Voting on resolutions, amendments, or revisions shall proceed as provided by Sections 3 and 4 of this Article.

Section 9. Nomination of President and Vice President.

- A. **Qualification.** At the time of their election, the president and vice president of the Association shall each be an elected or appointed member of the governing body or commission (as appropriate) of a member agency of the Association.
- B. **Nominating Committee Process.** All nominations for the positions of president and vice president shall be accompanied by an official resolution from the Association member agency on whose board the nominee serves. Said resolution shall be signed by an authorized signatory of the member agency's Board of Directors.
- C. **Nominations from the Floor.** Additional nominations may be made by any member of the Association for the office of president and vice president. Said nominations and seconds shall be made from the floor during the election of the offices of president and vice president at the membership meeting scheduled for said purposes (as provided for in the penultimate sentence of Article 8, Section 2). Such nominations and seconds shall be made by a member of the Association and must be supported by a resolution of the governing body of the member making and seconding such nomination. The member agency on whose board the nominee serves shall submit a resolution of support if they are not the agency making the floor nomination or second.

Section 10. Additional Procedures for Election of Officers. The Board shall have the authority to develop additional procedures for elections of president and vice president when not otherwise covered by these bylaws.

ARTICLE 10 – INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AGENTS

Section 1. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 4. Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer’s, director’s, employee’s or agent’s status as such.

ARTICLE 11 – MISCELLANEOUS

Section 1. Conduct of Meetings. All meetings of the Association shall be conducted in accord with the code of conduct and in substantial accordance with the latest edition of Robert’s Rules of Order Newly Revised unless the Board adopts alternate rules of conduct for itself and/or its committees, region boards, and region workgroups.

Section 2. Funds. The funds of the Association shall be used to further the aims and purposes of this Association. They shall be kept by the controller/treasurer and paid out by checks or other electronic means, which shall only be valid with two authorized signatures. The Board of Directors shall designate by resolution which persons, other than the controller/treasurer, may sign for expenditures. The Finance Committee shall implement procedures to ensure necessary internal controls over the receipt and

expenditures of Association funds and arrange for an external audit. Audit reports shall be presented to the Board of Directors.

Section 3. Disposition of Assets upon Dissolution. The Association's properties and assets are irrevocably dedicated to the fulfillment of the Association's purposes as described in Article 2 of the Articles of Incorporation. No part of the Association's net earnings, properties and assets, on dissolution or otherwise, may inure to the benefit of any private person. Upon the dissolution of the Association, all debts thereof shall be paid and its affairs settled, and all remaining assets shall be distributed to the Association's member political subdivisions for a public purpose, consistent with the provisions of the California Nonprofit Corporation Law relating to public benefit corporations then in effect and with the Articles of Incorporation.

Section 3. Definitions. As used in these bylaws, the term "notice provided by electronic means" shall refer to notice given by fax or e-mail.

Amended comprehensively December 1, 2010

Amended May 9, 2012

Amended May 7, 2014

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PROXY DESIGNATION FORM

ASSOCIATION OF CALIFORNIA WATER AGENCIES
GENERAL SESSION MEMBERSHIP MEETING(S)
WEDNESDAY, DECEMBER 2, 2015 AT 1:05
THURSDAY, DECEMBER 3, 2015 AT 1:20 (IF NEEDED)

TO: Donna Pangborn, Executive Assistant/Clerk of the Board

EMAIL: donnap@acwa.com

FAX: 916-325-4857

The person designated below will be attending the ACWA General Session Membership Meeting(s) on **Wednesday, December 2, 2015, (and December 3 if necessary)** as our voting delegate.

<i>MEMBER AGENCY'S NAME</i>	<i>AGENCY'S TELEPHONE No.</i>
<i>MEMBER AGENCY'S AUTHORIZING REPRESENTATIVE</i>	<i>SIGNATURE</i>
<i>DELEGATE'S NAME</i>	<i>SIGNATURE</i>
<i>DELEGATE'S EMAIL</i>	<i>DELEGATE'S TELEPHONE No.</i>
<i>DELEGATE'S AFFILIATION (if different from assigning agency)¹</i>	<i>DATE</i>

¹ If your agency designates a delegate from another entity to serve as its authorized voting representative, please indicate the delegate's entity in the appropriate space above. Note: Delegates need to sign the proxy form indicating they have accepted the responsibility of carrying the proxy.

REMINDER: Proxy cards will be available for pick up on **Wednesday, December 2, 2015**, between **9:00 a.m.** and **12:30 p.m.** at the **ACWA General Session Desk** in the **alcove** area outside of the **Crystal Ballroom, Renaissance Indian Wells**, where the luncheon and General Session Membership Meeting will be held.



Agenda Item: 8

STAFF REPORT

Board Meeting Date: October 21, 2015
Prepared By: Roy Coox

SUBJECT: MATTERS PERTAINING TO THE ACTIVITIES OF THE SAN DIEGO COUNTY WATER AUTHORITY

SUMMARY: Informational report by staff and directors concerning the San Diego County Water Authority. No action will be required.



Agenda Item: 9.A

STAFF REPORT

Board Meeting Date: October 21, 2015
Prepared By: Lisa Soto
Approved By: Roy Coox

SUBJECT: REPORTS ON MEETINGS AND EVENTS ATTENDED BY DIRECTORS

SUMMARY: Directors will present brief reports on meetings and events attended since the last Board meeting.



STAFF REPORT

Board Meeting Date: October 21, 2015
Prepared By: Marian Schmidt
Approved By: Roy Coox

SUBJECT: SCHEDULE OF UPCOMING MEETINGS AND EVENTS AND DIRECTORS ATTENDING

SUMMARY: The following is a listing of upcoming meetings and events. Requests to attend any of the following events should be made during this agenda item.

	SCHEDULE OF UPCOMING MEETINGS AND EVENTS	ATTENDEES
1 *	Council of Water Utilities Meeting Oct. 20, 2015, 7:15 a.m., Stoneridge Country Club, Poway Reservation deadline: 10/15/15	MacKenzie (R) Dorey (R)
2	No Surface Water = No Groundwater GRACast Web Seminar Oct. 21, 2015 – 12:00 p.m. – 1:30 p.m. Registration deadline: 10/16/15	
3	Northern California Tour (Water Education Foundation) Oct. 21-23, 2015 – Begins and ends at Sacramento International Airport Reservation deadline: 9/21/15	
4	San Joaquin River Restoration Tour (Water Education Foundation) Nov. 5-6, 2015 – Begins and ends in Fresno; Reservation deadline: 10/5/15	
5	Hoover Dam & Colorado River Aqueduct System Tour (SDCWA) Nov. 13-14, 2015 – Meets at SDCWA Reservation deadline: First Come, First Serve basis	
6	Harassment Prevention Training – AB 1825 Webinar (CSDA) Nov. 17, 2015, 10:00 a.m. – 12:00 p.m. Reservation deadline: 11/13/15	
7 *	Council of Water Utilities Meeting Nov. 17, 2015, 7:15 a.m., Stoneridge Country Club, Poway Reservation deadline: 11/12/15	
8	Required Ethics Compliance Training AB 1234 Webinar (CSDA) Nov. 18, 2015, 10:00 a.m. – 12:00 p.m.; Registration deadline: 11/16/15	
9 *	CSDA Quarterly Dinner Meeting Nov. 19, 2015 – 6:00 – 9:00 p.m. - The Butcher Shop Steakhouse, Kearny Mesa Reservation deadline: 11/12/15	
10	Colorado River Aqueduct System Tour (SDCWA) Dec. 5-6, 2015 – Meets at SDCWA Registration not available	
11	ACWA Fall Conference Dec. 1-4, 2015–Renaissance Esmeralda/Hyatt Grand Champions Hotel, Indian Wells Registration deadline: 11/9/15	MacKenzie (H) Dorey (H) Reznicek (H) Vásquez (H) Miller (T,H)
12	Colorado River Water Users Association Annual Conference Dec. 16-18, 2015- Caesar's Palace, Las Vegas Registration deadline: 12/2/15	MacKenzie (H) Reznicek (H) Miller (H)
13	State Water Project and Bay-Delta System Tour (SDCWA) Jan. 23-24, 2016 – Meets at SDCWA Registration not available	

14	Special District Leadership Academy Conference (CSDA) <i>Jan. 24-26, 2016 – La Quinta</i> <i>Registration deadline: TBD</i>	
15	State of the Community Luncheon <i>Jan. 25, 2016 – 11:00 a.m. – 1:00 p.m. – Vista Civic Center</i> <i>Registration deadline: None</i>	
16	Urban Water Annual Conference <i>Feb. 10-12, 2016 – Hilton Palm Springs Hotel</i> <i>Registration deadline: 1/24/16</i>	
17	ACWA 2016 Legislative Symposium <i>Mar. 9, 2016 – Sacramento Convention Center</i> <i>Registration deadline: TBD</i>	
18	Colorado River Aqueduct System Tour (SDCWA) <i>Apr. 16-17, 2016 – Meets at SDCWA</i> <i>Registration not available</i>	
19	California Water Policy Conference <i>Apr. 20-21, 2016 – UC Davis Conference Center</i> <i>Registration deadline: TBD</i>	
20	ACWA Spring Conference <i>May 3-6, 2016 – Monterey Marriott</i> <i>Registration deadline: TBD</i>	
21	Legislative Days (CSDA) <i>May 17-18, 2016 – Sacramento</i> <i>Registration deadline: TBD</i>	
22	Colorado River Aqueduct System Tour (SDCWA) <i>May 21-22, 2016 – Meets at SDCWA</i> <i>Registration not available</i>	
23	Special District Leadership Academy Conference (CSDA) <i>July 10-13, 2016 – Napa</i> <i>Registration deadline: TBD</i>	
24	CSDA Annual Conference <i>Oct. 10-13, 2016 – San Diego</i> <i>Registration deadline: TBD</i>	
25	ACWA Fall Conference <i>Nov. 11-Dec. 2, 2016 – Anaheim Marriott Hotel</i> <i>Registration deadline: TBD</i>	
26	Colorado River Water Users Association Annual Conference <i>Dec. 7-9, 2016 – Caesar's Palace, Las Vegas</i> <i>Registration deadline: TBD</i>	

* Non-per diem meeting except when serving as an officer of the organization

The following abbreviations indicate arrangements that have been made by staff:

A=Airline; **R**=Registration; **C**=Car; **H**=Hotel; **T**=Tentative



Agenda Item: 10

STAFF REPORT

Board Meeting Date: October 21, 2015
Prepared By: Lisa Soto

SUBJECT: ITEMS FOR FUTURE AGENDAS AND/OR PRESS RELEASES

SUMMARY: This item is placed on the agenda to enable the Board to identify and schedule future items for discussion at upcoming Board meetings and/or identify press release opportunities.

Staff-generated list of tentative items for future agendas:

- Website Development Workshop
- Groundwater Study update
- Development of policy on sale/lease of District properties