

MEINERS OAKS WATER DISTRICT

**BOARD OF DIRECTORS
BYLAWS**

(Adopted: February 21, 2023)

BYLAWS

MEINERS OAKS WATER DISTRICT

ARTICLE I. NAME

Section 1.01 Name. The name of this organization is MEINERS OAKS WATER DISTRICT, formerly known as Meiners Oaks County Water District (hereinafter referred to as the “District”). The District is a California special district formed in 1949 and operating under the provisions of the County Water District Law, Water Code Section 30000 *et seq.* (hereinafter, the “Act”).

ARTICLE II. PURPOSE AND FUNCTION

Section 2.01 Purpose and Powers. The District is an independent special district established in accordance with and having the authority and powers as set forth in the Act. The mission of the District is to deliver a safe, reliable and sustainable supply of water to meet the needs of the residents and properties within the District’s service area. To that end, the District maintains and operates both water procuring and water distribution systems.

Section 2.02 Territory. A map of the District and its boundaries is attached hereto as Attachment 1.

Section 2.03 Principal Office. The District’s administrative office shall be located at 202 W. El Roblar Drive, Ojai, California, or at such other place as the Board of Directors shall determine.

ARTICLE III. GOVERNING BODY

Section 3.01 Board of Directors. The Board of Directors (hereinafter, the “Board”) is the governing body of the District and the powers of the District shall, except as otherwise provided in the Act, be exercised by and under the direction of the Board. The Board receives its power from the California Constitution and State laws passed by the legislature, including the Act. State law takes precedence if a conflict occurs between State law and these Bylaws or any action by the Board.

Section 3.02 Number and Qualifications. The Board shall consist of five (5) Directors, each representing the District as a whole, and each of whom shall be a voter and resident of the District and otherwise qualified to hold office as provided in the Act and other applicable law. In accordance with Section 30508 of the Act, if a Director’s place of residence, as defined in Section 244 of the Government Code, is moved outside the District’s boundaries, and if within one hundred eighty (180) days of the move the Director fails to reestablish a place of residence within the District, it shall be presumed that a permanent change of residence has occurred and that a vacancy exists on the Board pursuant to Section 1770 of the Government Code.

Section 3.03 Elections.

A. Election. Board member elections are conducted in the manner provided in the Act and in accordance with the Uniform District Election Law, Elections Code

Section 10500 *et seq.* Elections are held in even-numbered years in November and are consolidated with the County of Ventura general election. Board members serve four (4) year terms that are staggered so that every two years elections are held for either three or two of the seats on the Board. The terms of newly-elected Directors, following election, begin as determined and provided for in Section 10554 of the Elections Code.

- B. Term of Office. The term of office for each member of the Board is four (4) years. A member's term can be terminated by his or her resignation, removal, or disqualification from office.
- C. Vacancies. Vacancies on the Board shall be filled for the unexpired term as provided in Government Code Section 1780.

Section 3.04 Oath of Office. Each Director elected or appointed to the Board shall, before entering upon the duties of his or her office, take and subscribe the following oath of office and file it with the Board Secretary:

“I, *[state name]*, do solemnly swear (or affirm) that I will support and defend the Constitution of the United States and the Constitution of the State of California against all enemies, foreign and domestic; that I will bear true faith and allegiance to the Constitution of the United States and the Constitution of the State of California; that I take this obligation freely, without any mental reservation or purpose of evasion; and that I will well and faithfully discharge the duties upon which I am about to enter.”

Section 3.05 Board Compensation. Directors shall be compensated for each day's attendance at meetings of the Board and meetings of District committees, and for each day's service rendered as a member of the Board by request of the Board, as provided in the District's Director Compensation Ordinance (Ord. No. 22-01-18) and the District's Board Compensation Policy, as the same may be amended from time to time.

ARTICLE IV. ETHICS GUIDELINES FOR BOARD OF DIRECTORS

Section 4.01 Act in the Public Interest. Directors must recognize that stewardship of the public interest must be their primary concern. Directors will work for the common good of the people of the District and not for any private or personal interest, and they will assure fair and equal treatment of all persons, claims and transactions coming before the Board.

Section 4.02 Comply with the Law. Directors shall comply with all applicable federal, state and local laws and regulations in the performance of their public duties. These laws include, but are not limited to: the United States and California Constitutions; California Political Reform Act of 1974 (Gov. Code Sections 87100-87500) and corresponding Fair Political Practices Commission regulations (Title 2 Calif. Code of Regs., Section 18701 *et seq.*); laws pertaining to conflicts of interest, election campaigns, financial disclosures, employer responsibilities, Brown Act Open Meetings Law (Gov. Code Section 54950 *et seq.*), Public Records Act (Gov. Code Section 6250 *et seq.*), AB 1234

(Local agencies: ethics; Stats. 2005, ch. 700) and AB 1661 (Local governments: sexual harassment prevention training and education; Stats. 2016, ch. 816).

- Section 4.03 Conduct of Directors. The professional and personal conduct of Directors must be above reproach and avoid even the appearance of impropriety. Directors shall refrain from abusive conduct, personal charges or verbal attacks upon the character or motives of other Directors, District staff, other public agencies, representatives of other public agencies, and the public.
- A. Duty of Care. A Director must pay attention to organization matters and participate fully in Board review and decision-making. He or she must exercise the care that an ordinarily prudent person would exercise in a like position and under similar circumstances.
 - B. Duty of Loyalty. A Director must put the needs of the organization ahead of any personal interest when making decisions affecting the District and may not use information obtained as a Director for personal gain. A Director must always maintain confidentiality regarding confidential District operations and business.
 - C. Duty of Obedience. A Director must be faithful to the District’s mission and may not act in a manner that is inconsistent with this mission. This requirement is based on the public trust afforded to governmental entities, and the assumption that the agency will manage constituent funds in fulfillment of the District’s statutory purpose.
 - D. Fiduciary Duty. A Director has a fiduciary (i.e., “one who must exercise a high standard of care in managing another’s money or property” (Black’s Law Dictionary, 10th ed., p. 743)) duty to the organization and is responsible for assuring the District’s fiscal health.
- Section 4.04 Respect for Process. Directors shall perform their duties in accordance with the processes and rules of order established in these Bylaws.
- Section 4.05 Conduct at Public Meetings. Directors shall be prepared to attend and participate at Board meetings and Board committee meetings; listen courteously and attentively to all public discussions before the body; and focus on the business at hand. They shall refrain from interrupting other speakers; making personal comments not germane to the business of the body; or otherwise interfering with the orderly conduct of meetings.
- Section 4.06 Decisions Based on Merit. Directors shall base their decisions on the merits and substance of the matter at hand, rather than on unrelated considerations.
- Section 4.07 Communication. Directors shall publicly share substantive information that is relevant to a matter under consideration by the Board which they may have received *ex parte* from sources outside of the public decision-making or public hearing process.
- Section 4.08 Conflict of Interest. To ensure their independence and impartiality on behalf of the common good, Directors shall not use their official positions to influence government decisions in which they have a material financial interest as defined by California law.

In accordance with governing law, Directors shall disclose investments, interests in real property, sources of income, and gifts; and they shall abstain from participating in deliberations and decision-making where conflicts may exist pursuant to Federal and California laws.

- Section 4.09 Gifts and Favors. Directors shall not take any special advantage of services or opportunities for personal gain, because of their public office, that are not available to the public in general. They shall refrain from accepting any gifts, favors or promises of future benefits which might compromise their independence of judgment or action or give the appearance of being compromised.
- Section 4.10 Confidential Information. Directors shall respect the confidentiality of information concerning the property, personnel or affairs of the District that they learn or receive from their interactions with other Board members, staff, or legal counsel outside of a public meeting, especially for those matters discussed and acted upon in closed session. Directors shall not disclose confidential information unless required to fulfill their fiduciary duty. Nor shall they disclose confidential information to advance their personal, financial or other private interest.
- Section 4.11 Representation of Private Interests. In keeping with their role as stewards of the public interest, Directors shall not appear on behalf of the private interests of third parties before the Board.
- Section 4.12 Advocacy. Directors shall represent the official policies of the District to the best of their ability when designated as representatives or delegates for this purpose. When presenting or communicating their individual opinions and positions to the public or to other agencies or agency staff, Directors shall: (a) explicitly state that they do not represent the District or the Board; (b) explicitly state that their views do not reflect the views of the District or the Board; (c) explicitly state that their opinions and positions are theirs alone; and (d) not allow any inference that they are speaking or acting as District or Board representatives.
- Section 4.13 Policy Role of Directors. The primary roles of the Directors are policy setting and policy review. Directors shall not participate in, interfere with, nor direct the daily administrative functions of the District or the professional duties of District staff or consultants; nor shall they impair the ability of District staff to implement Board policy decisions. Due to the small size of the District's staff, a Board member may from time to time provide support to staff. In those instances, the Director shall work closely with the General Manager and/or Board Secretary, and with the knowledge and consent of the Board. A Board member shall not attempt to circumvent Board direction by attempting to influence others outside of a public Board meeting.
- Section 4.14 Positive Workplace Environment. Directors shall support the maintenance of a positive and constructive workplace environment for District employees and for citizens and businesses dealing with the District. Directors shall recognize their special role in dealings with District employees and shall not provide direct or indirect direction to staff other than the General Manager or the Board Secretary.

ARTICLE V. OFFICERS OF THE BOARD

Section 5.01 Titles and Functions. The officers of the Board shall consist of the following, who shall be elected or appointed by the Board in the manner provided in the Act:

- A. President. The President shall preside at all meetings of the Board, have general supervision of the affairs of the Board, represent the Board in any actions taken by the Board, be an *ex officio* member of all Board committees, sign all contracts on behalf of the District, and perform such other duties and have such other powers and authority as prescribed by these Bylaws or as provided in the Act.
- B. Vice-President. The Vice-President shall assist the President in performance of his or her duties and in his or her stead when required.
- C. Board Secretary. The Board Secretary shall attest to all resolutions and ordinances adopted by the Board, countersign all contracts on behalf of the District, and perform such other duties and have such other powers and authority as imposed by the Board, as prescribed by these Bylaws, or as provided in the Act.

Section 5.02 Terms of Board Officers.

- A. Length of Term. The terms of all officers shall be from the date of their election by the Board for the following approximately one year period when elections are held again. Any officer can be re-elected to continue in the same office.
- B. Vacancies. If the President fails to complete his or her term, the Vice-President shall act in his or her stead and a new Vice-President shall be elected for the remainder of the term. If the Vice-President fails to complete his or her term, the Board shall elect a Board member to serve as Vice-President for the remainder of the term. If the Secretary fails to complete his or her term, the Board shall appoint a new Secretary to serve for the remainder of the term.

Section 5.03 Board Office Election/Appointment Process.

- A. President and Vice-President Election Process. At its regular meeting held in the month of January of each year, the Board shall elect one of its members as President and one of its members as Vice-President.
- B. Appointment of Board Secretary. At its regular meeting held in the month of January of each year, the Board shall appoint, by majority vote, the Board Secretary in the manner provided in the Act. A Director may not serve as the Secretary.
- C. Assumption of Duties. Officers shall assume the duties of their offices immediately following completion of the election or appointment process for all offices.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

Section 6.01 Time and Place. Regular meetings of the Board shall be held on the third (3rd) Tuesday of each month, or as otherwise set by resolution of the Board. All meetings shall be conducted pursuant to and in compliance with the provisions of Government Code Section 54950 *et seq.*, commonly known as the Brown Act.

Section 6.02 Agenda.

- A. Formation, review and finalization of the agenda for each regular or special Board meeting shall be the joint responsibility of the Board President, General Manager, Board Secretary, and District legal counsel.
- B. For any agenda item that is complex or introduces topics unfamiliar to the Board, or for which the General Manager otherwise determines that a written staff report would be beneficial to the Board's review and discussion of the item, the General Manager shall prepare or direct the preparation of a written staff report or Board letter/memorandum that will explain the agenda item, indicate the fiscal impact, if any, of the agenda item, and clearly indicate a recommended action to be taken by the Board.
- C. The Board Secretary shall be responsible for complying with all applicable requirements for preparing, posting, mailing, emailing, and otherwise distributing each Board meeting agenda as required by the Brown Act.
- D. The Board President, or acting President, may make changes in the order of the items on the Board agenda unless a two-thirds vote of the Board members in attendance defeats the decision of the President.
- E. In accordance with Government Code Section 54954.2(a)(3), any Board member may request an item be placed on a future Board meeting agenda for discussion or action. The Board President, in cooperation with the District General Manager, shall determine when and how such a request for an item to be placed on a Board meeting agenda will be accomplished. When a Board member requests that a certain matter be placed on a future Board meeting agenda, its actual placement on a future Board meeting agenda shall depend upon several factors including, but not limited to: existing Board priorities, agenda items already in progress for placement on the Board meeting agenda, work load of affected District staff responsible for preparing a Board letter or memorandum on the subject as determined by the General Manager, and District Board consensus to place the matter on a future agenda.
- F. Emergency items can only be added pursuant to the provisions set forth in Government Code Section 54954.2.
- G. Members of the public may request to have an item placed on a future Board agenda during the public comment portion of a Board meeting. The President

shall ask if any Board member supports this request. If there is support, the General Manager will be directed to place the item on a future Board agenda.

Section 6.03 Quorum. A majority of the current Board membership shall constitute a quorum. A majority of the Board members voting shall be required to approve, disapprove or otherwise act on any proposal, except matters requiring action by a specific number or percentage of the full Board as required by statute. A tie vote shall constitute a denial.

Section 6.04 Record of Proceedings.

- A. Recordings. All Board meetings shall be either audio or video-recorded and these recordings may be destroyed once the written minutes are prepared and approved by the Board, but in any event no less than thirty (30) days after the recording or for such additional period of time as may otherwise be required by law or District policy.
- B. Written Minutes of Board Meetings. The Board Secretary shall prepare for approval by the Board minutes recording all resolutions, ordinances, actions, and determinations of the Board. Minutes shall contain mainly a record of what was done at the meeting, not what was said by the Board members, staff or public. Robert's Rules of Order (11th Ed.), Section 48.
- C. Official Signatures. All papers involving official acts of the Board shall be signed in accordance with appropriate legislation relating to such acts. In the absence of specific regulations, the signature of the President or Vice-President attested by the Board Secretary shall be deemed sufficient.

Section 6.05 Order of Business. Subject to the authority of the President to make changes to the order of the agenda as provided in Section 6.02.C above, the preferred order of business shall generally be as follows:

- a. Call to Order
- b. Roll Call
- c. Agenda Review
- d. Approval of Prior Meeting Minutes
- e. Public Comment for Items Not Appearing on the Agenda
- f. Closed Session Agenda
- g. Regular Agenda
- h. Public Hearings
- i. General Manager Informational Report on District Operations
- j. Board Secretary's Report
- k. Committee Reports
- j. Old Business/Information Items
- k. Director Announcements/Reports
- l. Adjournment

Section 6.06 Closed Sessions. The Board may meet in closed session in accordance with the Brown Act.

- Section 6.07 Amendments or Additions to the Agenda. Government Code Section 54954.2 provides that no action or discussion shall be undertaken on any item not appearing on the posted agenda, with certain specific exceptions. Subject to such specified exceptions, other amendments or additions to the agenda that are considered by the Board during Agenda Review shall be limited to removal, rearrangement, or movement of items that are included in the agenda between categories, or addition of informational items.
- Section 6.08 Adjournment. The Board may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the order of adjournment, pursuant to Government Code Section 54955.
- Section 6.09 Temporary President. In the absence of the President or Vice-President 15 minutes after the noticed time of any meeting of the Board, the Board Secretary shall convene the meeting and the Board shall elect a temporary President to conduct such meeting. Upon arrival of the President or Vice-President, the higher ranking regular officer shall become the presiding officer and conduct such meeting.
- Section 6.10 Rules of Order for Board and Board Committee Meetings.
- A. To the fullest extent practicable, the Board shall follow the latest edition of *Robert's Rules of Order Newly Revised* in the conduct of all Board and Board Committee business. If a conflict should arise between these Bylaws and *Robert's Rules of Order Newly Revised*, the latter shall take precedence over the former.
 - B. To obtain the floor, a Director, staff member or public attendee must be directly recognized by the President.
 - C. The Director making a motion shall clearly state the action or actions desired.
 - D. A motion may be amended, prior to the vote, if the first & second on that motion agree to the amendment.
 - E. A Board member who voted with the prevailing side on a question previously considered by the Board, may, prior to the adjournment of the meeting where such question was considered, move that the Board reconsider the vote on that question. Any member may second the motion to reconsider. If a majority of the Board votes in favor of the motion to reconsider, the question will be reheard before the Board. A motion to reconsider made at the same meeting has precedence over every main motion, and may be taken up at any time during the meeting if there is no other motion on the floor. Upon adoption, a motion for reconsideration cancels the previous vote on the question as though the previous vote had never taken place.
 - F. If, after the adjournment of a meeting where a question was previously considered, a Board member who voted with the prevailing side on that question requests reconsideration of the question, a motion for reconsideration will be

placed on the agenda of the Board's next scheduled meeting. At that next scheduled meeting, any member may second the motion to reconsider. If a majority of the Board votes in favor of the motion to reconsider, the question will be reheard before the Board. Upon adoption, a motion for reconsideration cancels the previous vote on the question as though the previous vote had never taken place.

- G. Agenda items which shall require a roll call vote are:
 - a) Contracts or any action involving the expenditure of over \$10,000 of District funds;
 - b) Board resolutions;
 - c) Quasi-legislative matters; and
 - d) Quasi-adjudicatory matters.
- H. All other Board votes on other Board meeting agenda items may be conducted by voice vote, (i.e., signifying affirmative or negative). The Board Secretary shall publicly report any action taken in the minutes and the vote or abstention on that action of each member present.

Section 6.11 Public Hearings. Public hearings will be conducted as follows:

1. Open public hearing
2. Receive staff report and recommendations
3. Report of written communications by Board Secretary
4. Public comment
5. Close public hearing
6. Discussion by Board of Directors

Further input by the public after the close of the public hearing shall be at the discretion of the Board President.

The formal rules of evidence applicable to an action at law shall not apply to hearings before the Board. The only rule that shall govern the admissibility or the reception of evidence is the requirement that the offered evidence have some reasonable tendency to explain or shed light on the matter at issue.

The testimony and argument of all persons appearing before the Board shall be limited to a reasonable time as determined by the Board President.

ARTICLE VII. BOARD COMMITTEES

Section 7.01 Establishment of Committees. The President may appoint such standing or temporary (*ad hoc*) committees as he or she deems appropriate and shall appoint, with the advice and consent of the Board, the members of committees from among the members of the Board. Committees shall be composed solely of members of the Board that are less than a quorum of the Board. All Board committees are advisory to the Board and thus

are not binding on the Board.

- Section 7.02 Committee Meetings. Committee meetings are public and subject to the requirements of the Brown Act. The committee meeting schedule shall be mutually determined by the committee membership. Committee meetings cannot be held without a majority of the committee membership present. If a committee member is unable to attend a scheduled committee meeting, it is the member's responsibility to notify the General Manager and Board Secretary at the earliest time possible. The attendance of a majority of the members of the Board at an open and noticed meeting of a standing committee of the District shall not constitute a meeting of the Board, provided that the members of the Board who are not also members of the committee attend only as observers. However, participation by a majority of the members of the Board (other than as observers, in the case of the non-committee members) in any committee meeting shall constitute a meeting of the Board and shall be noticed as a Board meeting in accordance with the requirements of the Brown Act.
- Section 7.03 Representation on Other Boards, Committees and Agencies. The President shall appoint individual Directors to serve as the Board's representative to board, committees and agencies outside the District. The President may appoint himself or herself to serve in any of these positions.

ARTICLE VIII. ADMINISTRATION OF DISTRICT BUSINESS

- Section 8.01 General Manager. The Board of Directors shall appoint a General Manager to implement the policies and programs approved by the Board of Directors. The General Manager so selected shall meet such minimum qualifications as are established by the Board of Directors. The General Manager shall be an "at will" employee and shall serve at the pleasure of the Board.
- Section 8.02 Legal Counsel. The Board of Directors shall retain legal counsel to ensure all business of the District is conducted and all District Board actions taken conform to all applicable federal, state and local laws and regulations.
- Section 8.03 Independent Auditor. As required by law, the Board shall obtain the services of an independent certified public accountant to annually audit the financial books and records of the District. Such auditor shall annually present a written report of the District's financial position to the Board of Directors along with a management letter containing any observations or comments deemed pertinent.
- Section 8.04 Other Employees. The General Manager shall appoint such other employees as are necessary to carry out the programs and policies of the Board of Directors and shall have the authority to execute employment agreements and make appointments pursuant to relevant personnel rules and regulations and shall be within the framework of the annual budget approved by the Board of Directors. The General Manager shall be the primary point of contact with the Board of Directors and individual Directors and shall be the intermediary between the Board of Directors and individual Directors and District

staff.

Section 8.05 Conflict of Interest Code. All Board Members and covered employees are subject to the District's conflict of interest code and shall file periodic statements as required by the Political Reform Act of 1974 (Gov. Code Section 81000 *et seq.*) and Fair Political Practices Commission regulations (2 Calif. Code of Regs., Section 18000 *et seq.*).

Section 8.06 Fiscal Matters. Consistent with the provisions of applicable laws of the State of California, and the operational needs of the District, the General Manager or his or her designee shall be authorized and responsible for the fiscal concerns of the District as follows:

- A. District Fiscal Year. Fiscal Year begins July 1st and ends June 30th.
- B. Budget. Prepare, for adoption by the Board of Directors prior to July 1st of each year, a budget showing anticipated revenues and expenses for personnel, services, supplies, equipment and related expenses to perform the purposes and goals of the District. The Board-approved annual fiscal year budget shall authorize the General Manager and his or her staff to collect and expend funds for purposes identified in the adopted budget, as it may be amended by the Board of Directors from time to time. The General Manager shall control expenditures to be within the specific categories and purposes in the adopted or amended budget and within the available funds on hand and revenues received.
- C. Finance Management. As authorized by the Board, the General Manager will direct the collection and disbursement of all monies into and out of the District treasury. The General Manager is authorized to make investments and open and close bank accounts as necessary to conduct the business of the District and in accordance with the District's current investment policy adopted by the Board.
- D. Purchasing Authority. The General Manager has the authority to procure labor, supplies, services and equipment as necessary in accordance with policies established by the Board of Directors.
- E. Annual Audits. The General Manager shall arrange for entrance and exit interviews with the independent auditor as directed by the Board.

The General Manager is responsible for annually submitting financial reports to the State Controller's office (State Controller's Report) in accordance with Government Code Section 53891.

The independent auditor is to be instructed to provide the Board of Directors with access to all correspondence related to the audit, simultaneously submitting copies of such correspondence to the General Manager and the Board Secretary.

- F. Statement of Investment Policy. The General Manager is responsible to present to the Board, for review and approval, an annual Statement of Investment Policy

in accordance with Government Code Section 53646.

- G. Reimbursement Disclosure. The General Manager is responsible for a report being published, at least annually, to disclose any reimbursement paid by the District of at least one hundred dollars (\$100) for each individual charge for services or product received, in accordance with Government Code Section 53065.5.

ARTICLE IX. ADOPTION AND AMENDMENT OF BYLAWS

These Bylaws are adopted by resolution and become effective on February 21, 2023. Proposed amendments shall be presented in writing at a regular meeting of the Board and may be adopted at the next regular meeting, provided at least fourteen (14) days have elapsed since the first meeting. Amendments shall be approved by resolution of the Board.

Changes to the District's boundary map due to annexations or detachments, and changes to the sections of laws referenced, and any changes to these Bylaws by reason of a change in the District's principal act or other State law affecting the District, shall be automatically incorporated as part of this document without the need for specific amendment following such changes.