

RESOLUTION NO. 02-1996

RURAL NORTH VACAVILLE WATER DISTRICT
COUNTY OF SOLANO, STATE OF CALIFORNIA

BYLAWS

WHEREAS, this board of directors desires to establish rules and bylaws relating to qualifications of directors, powers of the board, meetings, officers and their duties and other matters,

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE RURAL NORTH VACAVILLE WATER DISTRICT DOES HEREBY RESOLVE AS FOLLOWS:

ARTICLE I
DIRECTORS, TERMS OF OFFICE, QUALIFICATIONS, ETC.

1. **Membership of Board.** The board shall consist of five (5) members, each of whom shall be a member of the Solano County Board of Supervisors [Govt C. § 61121]

2. **Term of Office.** The term of office of each appointed officer of the District shall be four years, or until his/her successor on the Solano County Board of Supervisors is elected and has qualified [Govt. C. § 61206]. "Appointed Officers" shall mean directors of the District.

ARTICLE II
POWERS OF THE BOARD

The board of directors may exercise all of the powers conferred upon it by the Community Services District Law found in Division 2 of Title 6 of the Government Code. It may adopt such rules and regulations not inconsistent with the law as may be necessary for the exercise of the powers conferred [Govt. C. §§ 61600 et seq.] and the performance of duties imposed upon the board.

ARTICLE III MEETINGS OF BOARD OF DIRECTORS

- 1. Regular Meetings.** The regular meeting of the board of directors shall be a noticed meeting held at 9:00 o'clock a.m., on the first, second and fourth Tuesday of each month at the Board of Supervisors Chambers, Courthouse, 580 Texas Street, Fairfield, California, or at such other place as the board may provide by resolution. If at any time any regular meeting falls on a holiday, such regular meeting shall be held on the next business day. If by reason of fire, flood, earthquake or other emergency it shall be unsafe to meet in the place designated, the meetings may be held for the duration of the emergency at such place as is designated by the president.
- 2. Special Meetings.** Special meetings may be called by two directors and notice of the holding thereof shall be mailed to each member at least forty-eight hours before the meeting. A special meeting may also be called at any time by the president, and whether the meetings are called by the president or by the directors, notice thereof shall be given by delivering personally or by mail written notice to each member of the board and to each local newspaper of general circulation, radio or television station requesting notice in writing. Such notice must be delivered personally or by mail at least forty-eight hours in the case of notice to others, before the time of such meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such special meeting by the board of directors. Such written notice may be dispensed with for a member who, at the time of or prior to the convening of the meeting, files with the secretary of the board a written waiver of notice. Such waiver may be given by telegram. Such written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.
- 3. Adjournment of Meetings.** The board may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all members are absent from any regular or adjourned regular meeting, the secretary of the board may declare the meeting adjourned to a stated time and place and he/she shall cause a written notice of adjournment to be given in the same manner as provided for special meetings unless such notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held within twenty-four hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided herein, the resulting adjourned regular meeting is a regular meeting for all purposes. But if an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.

4. **Quorum.** A majority of the members of the board of directors shall constitute a quorum for the transaction of business [Govt. C. § 61224] and majority vote shall be a minimum of 3 votes.

5. **Meetings to be Open to Public.** All of the sessions of the board of directors, whether regular or special, shall be open to the public [Govt. C. § 61229]. A member of the public must state their name if they wish to speak.

6. **Executive Sessions.** The board of directors may hold executive sessions during a regular or special meeting to consider the appointment, employment or dismissal of a public officer or employee, or to hear complaints or charges brought against such officer or employee by another public officer, person or employee unless such officer or employee requests a public hearing. During the examination of a witness, in a public or a private meeting, the board may exclude any or all other witnesses in the matter being investigated by the board.

ARTICLE IV OFFICERS

1. **Number.** The officers of the District shall be a president [Govt. C. § 61221], vice-president, secretary, treasurer, general manager and such other officers as may be determined by the board [Govt. C. §§ 61240 et seq.] from time to time to perform such duties as may be designated by the board. The president shall be a member of the board, but neither the secretary nor general manager may be a member of the board.

2. **President.** The president: (a) shall be the chairperson of the Solano County Board of Supervisors, (b) shall be the principal executive officer of the corporation and unless otherwise determined by the members of the board shall preside at all meetings of the members and the board, (c) may sign any deeds, notes, bonds, contracts or other instruments authorized by the board to be executed, except in cases in which the signing and execution thereof shall be expressly designed by the board or by these bylaws to some other officer or agent of the district or shall be required by law to be otherwise signed or executed, and (d) shall perform in general all duties incident to the office of president and such duties as may be prescribed by the board from time to time.

3. **Vice-President.** The vice-president (a) shall be the vice-chairperson of the Solano County Board of Supervisors, and (b) shall preside at all meetings of the members and the board in the absence of the president.

4. **Secretary.** The secretary shall: (a) keep the minutes of the meetings of the members and of the board in one or more books provided for that purpose, (b) see that all notices are duly given in accordance with these bylaws or as required by law, (c) be custodian of the District records and of the seal of the District and affix the

seal of the District to documents, the execution of which on behalf of the District under its seal is duly authorized in accordance with the provisions of these by laws, (d) perform in general all duties incident to the office of secretary and such other duties as from time to time may be assigned by the board.

5. **Treasurer.** The treasurer shall see that all funds and securities of the District are deposited with the District's depository [Govt C. § 61730] and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the board.

6. **General Manager.** The general manager shall be responsible for the overall and general management of the affairs of the District and shall perform such duties as from time to time may be assigned by the board.

7. **Bonds of Officers.** The general manager, secretary, treasurer and any other officer or agent of the District charged with the responsibility for the custody of any of its funds or property shall give bond in the sum and with such surety as the board shall determine [Govt. C. § 61245].

ARTICLE V CONFLICTS OF INTEREST

Directors and officers of the District shall not be interested in any contract made by the District and shall not be purchasers at any sale nor vendors of any purchase made by the District. [Govt. C. §§ 61302, 61303].

PASSED AND ADOPTED by the Board of Directors of the Rural North Vacaville Water District, County of Solano, State of California, this 27th day of August, 1996, by the following vote:

AYES: Carroll, Gojkovich, Kondylis, Schlenker, and President Thomson

NOES: None

ABSENT OR NOT VOTING: None

ATTEST:

Steve Thomson
President

Maggie Jinnery
Secretary