

CLEARLAKE OAKS COUNTY WATER DISTRICT

P.O. Box 709, 12952 E. HWY. 20

CLEARLAKE OAKS, CA 95423

(707) 998-3322

RESOLUTION NO. 24-05

A RESOLUTION OF THE BOARD OF DIRECTORS OF CLEARLAKE OAKS COUNTY WATER DISTRICT ADOPTING BOARD BYLAWS

WHEREAS, Clearlake Oaks County Water District (“District”) is a County Water District organized and existing pursuant to the “County Water District Law,” Water Code section 30000, et seq.;

WHEREAS, the District’s Board of Directors (“Board”) are authorized by Water Code section 30530 to adopt rules for its proceedings;

WHEREAS, the Board adopted “Rules and Regulations” on July 21, 2016, regarding certain issues relating to governance of the Board that the Board desires to repeal and replace with Bylaws;

NOW, THEREFORE, BE IT RESOLVED:

1. Adoption of Bylaws

The “Clearlake Oaks County Water District Board of Directors Bylaws” attached hereto as Exhibit 1, and incorporated herein by reference, is hereby approved and adopted.

2. Repeal of the Rules and Regulations.

The “Rules and Regulations of the Clearlake Oaks County Water District,” as amended, is hereby repealed and replaced in full by the Bylaws attached as Exhibit 1.

3. Other.

This Resolution takes effect on July 1, 2024.

THE ABOVE RESOLUTION is hereby passed and adopted by the Board of Directors of the Clearlake Oaks County Water District at a regular meeting thereof held on the 18th day of July 2024, by the following vote:

AYES: ARCHACKI, HERMAN, MONCHER, MUKTON, MURPHY

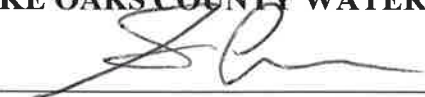
NOES:

ABSTAN:

ABSENT:



CLEARLAKE OAKS COUNTY WATER DISTRICT

By: 
Stanley Archacki, Board President

Attest: 
Olivia Mann, Board Secretary

EXHIBIT 1

BYLAWS OF THE BOARD OF DIRECTORS

Clearlake Oaks County Water District

BOARD OF DIRECTORS BY LAWS



Our mission, to provide the best quality water and the safest, most efficient treatment and disposal of wastewater at a reasonable cost.

Our vision, to provide high quality drinking water and environmentally safe disposal of wastewater.

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TITLE 1 – BOARD OF DIRECTORS

CHAPTER 1 – NAMES AND POWERS

This governmental body shall be known as the "BOARD OF DIRECTORS" of the CLEARLAKE OAKS COUNTY WATER DISTRICT, a County Water District formed pursuant to the provisions of the County Water District Code and California Water Code, Division 23, Section 30000, et seq. and other applicable law.

All District powers shall be those established by the County Water District Code and other applicable law, and shall be exercised by, under, and by virtue of the Board of Directors.

CHAPTER 2 – GENERAL

1-2.101 Membership

The Board of Directors shall consist of five Directors, elected as provided by law. Each Director shall be a resident of the District and shall be registered as a District voter at the time of their election and during their term of office.

1-2.102 General Authority and Duties

The Board of Directors is the legislative body and unit of authority within the District. Power is centralized in the elected Board collectively and not in an individual Director. The Board may at any time appoint or employ and prescribe the authorities and duties of other officers, employees, attorneys, and engineers or convenient business of the District, each of whom shall serve at the pleasure of the Board. As individuals, Directors may not commit the District to any policy, act or expenditure.

The Board of Directors has general oversight responsibility for the management of the District's affairs. Except as otherwise specifically provided by law or by these Bylaws, the Board collectively and individually shall have the following powers:

- To attend regularly scheduled meetings;
- To act with the highest ethical standards and good conduct, including compliance with all state and federal laws;
- To participate in two tours of all facilities, one for water and one for wastewater;

- To conduct business only as a Board;
- To not act alone to disrupt the work of, or request work from, or direct any member of the staff without permission from the General Manager.
- To prepare for any meeting by reviewing all relevant materials before the meeting;
- To request the General Manager for any additional information directly related and necessary for consideration of any item on the agenda for the scheduled Board or Committee meeting;
- To establish and set the District's mission, goals, rules and regulations, and guidelines for carrying out these directions;
- To appoint the Board Secretary from the employees of the District;
- To ensure compliance with all applicable federal, state and local laws and ordinances;
- To set the rates charged for District water and wastewater, and impose rates and special assessments as may be necessary to cover planned, unplanned or unanticipated contingencies pursuant to the procedures and requirements of Article XIID of the California Constitution, and applicable statutory law;
- To have the authority to levy fines to ratepayers who violate District rules as authorized by law;
- To approve a budget consistent with District needs and resources by June 30th, the last day of the fiscal year;
- To approve expenditures allocated to the Capital Replacement Project (CRP) accounts;
- To require two Directors' signatures on all checks and/or payments;
- To ensure that all records, minutes and notices are created, maintained and made available according to federal and state laws;
- To exercise rights and powers for, and on behalf of the District with diligence and care;
- To ensure that the District's water and wastewater systems receives, records and spends funds in accordance with modern accounting, purchasing and record-keeping standards;
- To assure that system revenue covers operations plus debt service plus reserves; and,
- To hire, direct, evaluate, compensate, and terminate the General Manager

ARTICLE 1 - MEETINGS

1-2.103 Regular Meeting

Regular meetings of the Board of Directors shall be held at a time and location set by the Board of Directors by resolution. Notice shall be given 72 hours in advance as follows: to Board Members via email or text or voice; physically posting the agenda in a conspicuous place accessible to the public 24 hours a day; on the home page of the District website or by a prominent link (but not in a contextual menu); and by written notice to members of the public who have requested and paid for such notice. Prior to the Secretary posting the agenda any Director may add agenda items by submitting them in writing to the President or General Manager.

1-2.104 Special Meeting

Special meetings may be called at any time by the President or any two Directors. Notice shall be made no less than 24 hours in advance in the manners specified in Section 1-2.104. In addition, notice shall be given to each newspaper, television station, and radio station that has requested notice in writing. Prior to the Secretary posting the agenda any Director may add agenda items by submitting them in writing to the President or General Manager.

1-2.105 Emergency Meeting

Emergency meetings may be called at any time by the President or any two Directors. Whether the meetings are called by the President or by the Directors, notice thereof shall be made 1 hour in advance to each Board Member via email or text or voice, and to local media who have requested notice by the most rapid means of communication available

1-2.106 Committee Meeting

Ad hoc Committee meetings may be called as required without public notice and cannot include more than two Directors. Committee Reports and Recommendations will be presented to the Board for final approval. Meetings of standing committees shall be called in the same manner as regular, special, or emergency meetings of the Board.

1-2.107 Public

Meetings are to be Open to the Public. All of the sessions of the Board of Directors, whether regular, special or emergency, shall be open to the public. All non-agenda items shall be limited to a maximum of 3 minutes per Speaker.

1-2.108 Closed Session

Closed Sessions of the Board of Directors are permitted during a regular or special meeting to consider any matter permitted under the Ralph M. Brown Act.

1-2.109 Conduction

Meetings shall be held and conducted pursuant to the agenda and notice requirements of the Ralph M. Brown Act.

1-2.110 Quorum; Vote Necessary

Three Directors shall constitute a quorum of the Board for the transaction of business. If only three Directors are at a meeting then all three shall be necessary and sufficient to determine any proposition or resolution presented.

If more than three Directors are present then the vote of a majority of the Directors shall be necessary and sufficient to determine any proposition or resolution presented.

ARTICLE 2 - GENERAL

1-2.201 Terms of Office

The term of office of each Director elected at a general District election is four years or until his or her successor qualifies and takes office. If a Director resigns, dies, or is otherwise ineligible to continue as a Member of the Board, the office of that Director shall be filled pursuant to the Elections Code.

1-2.202 Organization of the Board

At the December meeting of the Board in each calendar year, the Board shall organize and elect its officers. Interim reorganization may be undertaken by the Board as deemed necessary.

1-2.203 Compensation

Compensation. Directors shall be paid \$100.00 for each day's attendance at meetings of the Board, or for each day's service rendered as a Director by request of the Board, not to exceed six (6) days in any calendar month. A Director shall not be compensated for more than one (1) meeting per day even if more than one meeting is attended in one day.

Approved Meetings: Except as provided herein, Directors shall only be compensated only for attendance at meetings previously approved by the Board. Meetings for which Directors are entitled to compensation for attending are:

- (1) A meeting of the district board within the meaning of Government Code section 54952.2(a);
- (2) A meeting of a district committee within the meaning of Government Code section 54952(b);
- (3) An advisory body meeting within the meaning of Government Code section 54952(b);
- (4) A conference or organized educational activity conducted in compliance with Government Code section 54952.2(c), including ethics training required by Government Code sections 53234 and following;
- (5) A meeting of any multi-jurisdictional governmental body on which the District director serves as the District's designated representative;
- (6) Any meeting attended or service provided on a given day at the formal request of the District board and for which the District board approves payment of a daily meeting stipend;

1-2.204 Censure and Removal

A Director may be recalled at a special or general election by resident voters as provided in the Uniform District Election Law.

1-2.205 Insurance

The District shall procure and maintain insurance, including coverage under an Errors and Omissions Liability insurance policy covering acts performed in connection with duties, and such other insurance as is necessary to protect the officers, Directors and employees of the District.

TITLE 2 – ELECTIONS

2-1.101 General Election

The Directors shall be elected as provided in the Uniform District Election Law, and shall be consolidated with the Statewide general election in accordance with California Elections Code.

TITLE 3 – SEAL

The District shall have and maintain a seal, described as follows:

Two concentric circles, the outer circle being approximately one and one-half inches in diameter and the inner circle approximately one inch in diameter; with the words "CLEARLAKE OAKS COUNTY WATER" in the upper part of the space between the circles; with the word "CALIFORNIA" in the lower part of the inner circle; and with the words "Oct. 25, 1960" inside the inner circle above "CALIFORNIA". An impression of said seal appears in the margin hereof.

IMPRINT SEAL BELOW



TITLE 4 – ROLES

CHAPTER 1 – OFFICERS

4-1.101 General

In addition to the Directors, the officers of the District shall be: President, Vice President, and Secretary.

4-1.102 President

The President shall be elected by the Board of Directors from among its members. The term of the President shall be for one year, or until the election and qualification of her/his successor. Nominations and election of the President shall be at the first regular meeting of the Board in December. The President:

- Is responsible for leading the Board in its activities and for serving as the principal liaison between the Board and District management;
- Is primarily responsible, with the input of other Directors, for setting the agenda for regularly scheduled Board meetings consistent with these Bylaws, and for determining whether and when special meetings should be held;
- Is responsible for presiding at and managing all meetings;
- Is responsible for coordinating Board representation for events and functions;
- Is expected to keep the Board apprised of his or her activities that have a material bearing on District affairs;
- Is to serve as the principal liaison between the Board and District management, and is expected to stay in regular contact with the Directors and officers of the Board, in accordance with the open meeting provisions of the Brown Act and to appraise the Board on important issues discussed with District management;
- Is not authorized to take unilateral action on any District matter or publicly represent the District on any issue without prior authorization of the Board in accordance with these Bylaws;
- Is expected to respect and reinforce the appropriate roles of the Board and District management, and to operate in a capacity as a member of the Board and not as a member of the District's management.
- Shall sign all District contracts, except the General Manager may sign contracts up to the limit of delegated authority per project or purchase.

4-1.103 Vice President

The Vice President shall be elected by the Board of Directors from among its members, at the same time and for the same term as the President. In the absence of or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other duties and authority as may be assigned to him/her by the Board.

4-1.104 Secretary

The Board of Directors shall appoint a District employee to serve as the Secretary. Once designated the Secretary shall: administer the Oath of Office to the Directors; manage all agenda requirements; keep a record of all the proceedings at meetings of the Board; perform all required state and federal filings; maintain all documents pertaining to District affairs in an appropriate filing system and filed in the office of the District and shall be available for public inspection. The Secretary, in consultation with the Board and General Manager, may be assigned other Secretarial duties to assist the Board in carrying out its role.

4-1.105 General Manager

The Board of Directors hires, directs, annually reviews in writing, compensates and terminates the General Manager. The General Manager is the sole District employee directly hired by the Board. The Board shall determine the spending and signing authority of the General Manager. The duty of the General Manager is to then manage the District consistent with the codes, policies, procedures and guidance of the Board. The General Manager will provide a proposed budget working with a Board appointed Committee. The annual proposed budget will be presented to the Board for consideration and review by the May regular meeting, and present the revised budget by the June meeting for final approval. The District staff are hired, terminated, reviewed, compensated, and report to the General Manager. The General Manager will bring a new position that expands the number of employees beyond what was included in the authorized budget to the Board for approval. Board communication to employees is through the General Manager. Employee communication to the Board is through the General Manager, except that an employee may direct a written statement to the President if it concerns misconduct by the General Manager. If the President is unavailable or the issue is

with the President and General Manager, the employee may direct the written statement to the Vice President.

TITLE 5 – FISCAL YEAR AND BUDGET

The fiscal year for the District shall begin on July 1st and end June 30th of the following year.

The Board shall adopt by June 30 and publish an annual budget setting forth the estimated cost for all activities and programs of the District for the next fiscal year.