

**BYLAWS**

**CENTRAL COAST BLUE REGIONAL RECYCLED WATER AUTHORITY**

**Preamble**

The Central Coast Blue Regional Recycled Water Authority. (“Authority”) is a public agency voluntarily established by its Member Agencies pursuant to a Joint Exercise of Powers Agreement (“Agreement”), dated December 2, 2022, for the purpose of providing a vehicle for the Member Agencies to construct, operate and maintain a regional recycled water project that will enhance supply reliability by injecting advanced purified water into the Northern Cities Management Area of the Santa Maria Groundwater Basin (“Project”). In addition, the Agreement will enable the Member Agencies to develop the Project in a manner that will reduce vulnerability to drought and seawater intrusion by creating a seawater intrusion barrier and supplementing the naturally occurring groundwater.

To the extent that any provision of these Bylaws is inconsistent with the Agreement, the provisions of the Agreement will govern and supersede these Bylaws.

**Article I - Definitions**

The terms defined within the Agreement including Section 1.1 are incorporated by reference into these Bylaws.

**Article II - Membership and Representation**

- A. Membership. Member agencies shall withdraw from the Authority in accordance with Article 8 of the Agreement.
- B. Representation. Appointment of the Board of Directors or any alternate of the Board of Directors shall be consistent with Section 2.2 of the Agreement.

**Article III - Board of Directors**

- A. Powers and Duties. The powers and duties of the Board of Directors, subject to the limitations of applicable law, the Agreement, and these Bylaws, shall include:
  - 1. All of the powers of the Authority provided in Section 1.6 of the Agreement except as may be expressly delegated to others pursuant to the provisions of the Agreement these Bylaws or the direction of the Board of Directors shall be exercised by and through the Board of Directors.
  - 2. Making policy decisions and determining policy matters for the Authority.
  - 3. Conducting the affairs of the Authority.
  - 4. Appointing, fixing the compensation of and removing an Authority Manager and other staff of the Board of Directors.

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5. Annually reviewing the proposed Authority budget and adopting an annual budget.
6. Appointing standing committees and, if necessary, ad hoc committees to study specific problems, programs, or other matters the Authority Board of Directors has approved for study consistent with Provision 5.1 of the Agreement.
7. Acting upon policy recommendations, including policy recommendations from committees.
8. Appointing a Board Chair and Vice Chair to serve for a calendar year. The Vice Chair would then serve as Chair in the subsequent calendar year with the third member being the new Vice Chair.

### B. Duties of the Board Chair.

1. To act as Presiding Officer over the holding and running of all Authority Board of Director meetings. The duties of the Presiding Officer are as follows:
  - i To open all meetings of the Board at the appointed hour by taking the Chair and calling the Board to order.
  - ii To call for the approval of the minutes.
  - iii To maintain order and proper decorum.
  - iv To announce the business before the Board in the order prescribed by these Bylaws.
  - v To receive and submit all matters properly brought before the Board, to call for votes upon the same, and to announce the results.
  - vi To make known all procedures when so requested, and to decide all questions of order, subject, however, to appeal by a board member to the board as a whole, in which event the majority shall govern and conclusively determine such questions of order.
  - vii To preside at all closed sessions of the Board.
  - viii To perform such other duties as may be required by law or as may pertain to such office.
2. To sign all instruments requiring execution or agreement by the Board.
3. To serve as the chief spokesperson and representative for the Board for matters before the public, the State and federal governments, and the Member Agencies unless delegated to a designee.
4. To work with staff in the development of an Annual Calendar of events and meetings to include, but not be restricted to Board meetings, recesses, special meetings, holidays, etc.
5. To delegate by administrative directive any of the duties assigned to the Board Chair.
6. To assist in preparing the Board meeting agenda.

### C. Duties of the Board Vice-Chair.

1. To serve with the Board Chair as spokesperson and representative for the Board.
2. To assist the Board Chair in anticipating issues and problems deserving or in need of special meetings.
3. In the absence of the Board Chair, the Vice-Chair shall exercise the duties and powers of the Board Chair.

**ARTICLE IV – Meetings**

**A. Protocol for Meetings**

1. Regular meetings of the Board of Directors shall be held at least once each quarter of the fiscal year. Special meetings of the Board of Directors may be called by the Chair. All meetings shall be called and conducted, and an agenda posted, in accordance with the Ralph M. Brown Act (Government Code Sections 54950 et seq.), as it now exists or may hereafter be amended. The official agenda for each meeting shall be posted by the city clerk of the member agency in whose jurisdiction the meeting is scheduled to take place. City clerks of other member agencies will be provided a copy of the agenda and are encouraged to post the agenda at their official posting location to assure widespread notice of the meetings.
2. The time and date of regular meetings of the Board of Directors shall be established by resolution of the Board. The location of each meeting shall be determined the preceding meeting or by resolution of the Board of Directors.
3. Authority committees shall meet on the call of their Chair or as otherwise provided herein and in compliance with applicable law.

**B. Voting.** Voting on the Board of Directors shall be conducted as prescribed in Sections 3.3 and 3.4 of the Agreement and these Bylaws. To the extent not inconsistent with the Agreement, voting shall be conducted as follows:

1. There shall be three methods of counting votes of the Board; by a call of the roll of the Board members; by a voice vote; or by unanimous consent. The vote of each member in any of the prior options shall be recorded by the Secretary of the Board. In the event any given form of counting votes is unclear as to the vote of each member, the Secretary of the Board shall take a call of the roll of the Board members.
2. The Board Chair shall determine the method for voting unless overruled by a majority of the Board Members present.
3. Unless a present Board member states that he or she is not voting, silence shall be recorded as an affirmative vote.
4. The Secretary of the Board shall record each vote and each abstention in the minute Book and announce the results to the Board.

5. After the announcement of results, a Board member shall not be permitted to vote or to change a vote or an abstention, except in the case of a motion to reconsider as set forth in the most recent edition of Rosenberg's Rules of Order which are hereby incorporated by reference, as amended. Rosenberg's Rules of Order shall be used by the Board of Directors for all parliamentary procedures. Procedural rules are for the purpose of running an orderly meeting and the convenience of the Board, and failure to follow any procedural rule shall not invalidate any action taken by the Board.
- C. Order of Business. The general order of business will be as follows, unless the Board Chair determines that the order for a particular meeting or item needs to be modified:
1. Call To Order
  2. Flag Salute
  3. Roll Call
  4. Agenda Review
  5. Approval of Minutes
  6. Public Comments
  7. Consent Agenda
  8. Continued Business
  9. New Business
  10. Board Member Items
  11. Manager Items
  12. General Counsel Items
  13. Board Communications
  14. Closed Session (May be placed first in order of business)
  15. Closed Session Announcements
  16. Adjournment
- D. A workshop may be placed on the agenda from time to time, for informational purposes only. The Board may also invite one or more speakers to address the item, with or without time limits.
- E. Timed items may be heard at or later than the time stated on the agenda. Untimed items may be called by the Board Chair at any time during the meeting.
- F. Board Agenda. The agenda shall be prepared as follows:
1. The Manager, General Counsel or a majority of Board members may place items on a Board Agenda, as provided herein.
  2. All proposed resolutions and contracts shall be approved as to form by the General Counsel prior to placement on the Board Agenda.
  3. The Manager or designee shall arrange a list of Agenda matters according to the order of business as determined by these Bylaws.
  4. The Manager or designee shall furnish each member of the Board and the General Counsel a copy of the Agenda prior to the Board meeting as far in advance of the meeting as time permits.

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5. No item shall be placed on the Board Agenda except in accordance with the Brown Act and these Bylaws.
6. The Secretary of the Board shall post and prepare the Agenda in accordance with the Brown Act.

### G. Public Comment.

1. At any meeting of the Board, the public has a right to speak on any agenda item on the Board Agenda within the time limits described below. The public shall also have the right at regular Board meetings to speak to matters not on the Agenda during the Community Comments and Suggestions portion of the meeting but must limit their comments to matters within the jurisdiction of the Board.
2. The public has a right at every Board meeting to provide oral testimony in accordance with the Brown Act, subject only to the following:
  - i. Each speaker shall limit his/her remarks on any item listed on a Board Agenda to three minutes (hereinafter “public comment period”), and at special Board meetings, to only those items on the agenda.
  - ii. The public comment period may be extended by the Board Chair subject to a vote of the majority of the Board of Directors.
  - iii. In situations where more than 20 people wish to speak on an item, the Board Chair, subject to a vote of the majority of the Board members, may place reasonable limits on the public comment period, including a specific time limit for the total presentation. Such time limits shall allow for full discussion of the item by interested parties or their representative(s). The purpose of this limitation is to ensure the Board can address its Agenda and avoid repetitious presentations.
  - iv. Items on the Consent Agenda are considered routine, not controversial, and are treated as one agenda item. Public comment on the Consent Agenda shall be limited to three minutes per speaker, and comments shall be limited to discussion of those items on the Consent Agenda.
  - v. A Board member may remove (“pull”) a specific item from the Consent Agenda for separate discussion. Board members may also record a “no” vote or abstention as to one or more items on the Consent Agenda in advance of the vote. The Board may then enact the Consent Agenda by one vote.
  - vi. Items removed for separate discussion by a Board member will be heard after the vote is taken on the Consent Agenda.
3. Speakers shall confine their remarks to those which are relevant to the subject under consideration and are encouraged to present new evidence and points of

view not previously considered, to avoid repetition of statements made by previous speakers.

4. Each person addressing the Board shall step up to the podium to speak. Each individual shall speak in an audible tone of voice for the record.
5. Consistent with the Americans with Disabilities Act, alternative methods of addressing the Board shall be allowed for persons with disabilities.

**Article V - Manager**

If an Authority Manager is appointed by the Board of Directors, the powers and duties of the Manager shall be:

- A. Subject to the authority of and as directed by the Board of Directors, to administer the affairs of the Authority.
- B. Subject to the authority of and as directed by the Board of Directors, to appoint, direct and remove all employees of the Authority and to retain consultants.
- C. Annually to prepare and present a proposed budget to the Board of Directors and to control the approved budget.
- D. To attend the meetings of the Board of Directors.
- E. To perform such other and additional duties as the Board of Directors, these Bylaws, the Agreement, or applicable law may require.
- F. To serve as Custodian of Records of the Authority.

In the event a Manager is not appointed by the Board of Directors, the Chair shall perform the duties set forth in subparagraphs A, B, C, and F, above.

**Article VI - Other Officers and Employees**

- A. Secretary. Pursuant to Section 4.1 of the Agreement, the Board of Directors shall appoint the Secretary who shall serve at the pleasure of the Board of Directors. The Secretary shall keep a record of all proceedings and shall perform all other duties as specified by the Board.
- B. Treasurer Pursuant to Section 4.2 of the Agreement, the Manager shall designate a Treasurer of the Authority. The Treasurer shall possess the powers to and shall perform those functions required by Government Code sections 6505 and 6505.5 and all other applicable laws and regulations, including any subsequent amendments thereto, the Agreement, these Bylaws or by the direction of the Manager. The Treasurer shall have custody of the funds and shall provide for strict accountability thereof in accordance with Government Code Section 6505.5 and other applicable laws. Pursuant to Government Code Section 6505.6, the Manager may appoint a qualified person to assist the Treasurer in the performance of its duties. The Treasurer shall annually cause an independent audit

to be made by a certified public accountant or public accountant in accordance with Government Code sections 6505 and 6505.6.

- C. Additional Officers and Employees. The Board of Directors shall have the power to authorize such additional officers and employees as may be appropriate. Such officers and employees may also be, but are not required to be, officers and employees of the individual Member Agencies or contractors. The General Counsel for the Authority may not be employed by any of the Member Agencies while engaged by the Authority. None of the officers, agents, or employees appointed by the Board of Directors shall be deemed, by reason of their employment by the Board of Directors, to be employed by any of the Member Agencies or, by reason of their employment by the Board of Directors, to be subject to any of the requirements of such Member Agencies.
- D. Bonding requirement. The Board of Directors shall designate the officers or persons having charge of, handling, or having access to any property of the Authority who may be required by the Board of Directors to file an official bond with the Authority. The amount of any such bond, if any, shall be established by the Board of Directors. Should the existing bond or bonds of any such officer be extended to cover the obligations provided herein, said bond shall be the official bond required herein. The premiums on any such bonds attributable to the coverage required herein shall be appropriate expenses of the Authority.
- E. Status of Member Agencies' Officers and Employees. As provided in Government Code Section 6513, all of the privileges and immunities from liability and other benefits that apply to the activity of officers, agents, or employees of any of the Member Agencies when performing their respective functions within the territorial limits of their respective public agencies shall apply to them while engaged in the performance of any of their functions and duties extraterritorially under these Bylaws and in furtherance of the obligations of the Agreement.

**Article VII – City Managers Input**

The Board of Directors shall receive and consider recommendations made from time to time by the City Managers of the Member Agencies.

**Article VIII – General Assembly**

A General Assembly may be called by the Chair of the Board of Directors at any time to discuss issues and make recommendations to the Board of Directors. All elected officials of the legislative bodies of all Member Agencies shall be members of the General Assembly. The General Assembly is not required to meet. The Chair of the Board of Directors shall be the Chair of the General Assembly.

**Article IX – Budgets**

The budget for the Authority shall be adopted consistent with the provisions of Article 6 of the Agreement.

**Article X - Amendments**

Amendments to these Bylaws may be proposed by a Board of Directors Representative. The Amendment shall be submitted to the Board of Directors at a meeting at least one month prior to the meeting at which the Amendment is voted upon. A majority vote of all of the Board of Directors is required to adopt an Amendment.

**Article XI – Written Correspondence**

- A. Any written communication relating to a matter pending, or to be brought before the Board shall, whenever possible, be included in the agenda packet for the meeting at which such item is to be considered. If received after the delivery of the agenda packet, it shall be distributed to the Board as soon as practicable after receipt and to be made available to the general public as required by the Brown Act. The Secretary of the Board shall also have copies available for requests by members of the public.
- B. Unless otherwise required by law to be accepted by the Authority at or prior to a Board meeting or hearing, no documents shall be accepted for Board review unless they are submitted to the Secretary of the Board at least 24 hours prior to the Board Agenda being heard. Nonetheless, the Board Chair shall retain discretion to accept additional documents at or prior to the time the Board Agenda item is to be heard. The Secretary of the Board shall note on the Board Agenda, the 24-hour requirement for submitting documents to the Board.

**Article XII – Order and Decorum**

- A. While the Board is in session, the Board members must preserve order and decorum. A Board member shall neither by conversation or otherwise, delay or interrupt the proceedings or the peace of the Board nor disturb any Board member while speaking or refuse to obey the orders of the Board or its Chair, except as otherwise herein provided.
- B. A Board member or other person properly before the Board shall address the Board Chair, be recognized before proceeding, and confine remarks to the question under discussion.
- C. No person, except authorized by Authority officials and their representatives, may approach the Board's table in the Board's meeting room without the express consent of the Board.
- D. In the event that any meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of such meeting unfeasible, and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, the members of the Board conducting the meeting may order the meeting room cleared and continue in session. Only matters appearing on the agenda may be considered in such a session. Representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to this section. Nothing in this section shall prohibit the Board from establishing a procedure for readmitting an individual or individuals not responsible for willfully disturbing the orderly conduct of the meeting.