

CASITAS MUNICIPAL WATER DISTRICT
EXECUTIVE COMMITTEE

Kaiser/Baggerly
April 12, 2019 - 10:00 A.M.
District Office
1055 Ventura Ave.
Oak View, CA 93022

1. Roll Call
2. Public Comments
3. Board Comments
4. General Manager Comments
5. Discussion of Casitas MWD Draft Bylaws.
6. Board Priority List Update.
7. Discussion of the Alliance for Water Resources for Ventura County Political Action Committee (AWRPAC) Endorsement Request.

Right to be heard: Members of the public have a right to address the Board directly on any item of interest to the public which is within the subject matter jurisdiction of the Board. The request to be heard should be made immediately before the Board's consideration of the item. No action shall be taken on any item not appearing on the agenda unless the action is otherwise authorized by subdivision (b) of §54954.2 of the Government Code. If you require special accommodations for attendance at or participation in this meeting, please notify our office in advance (805) 649-2251 ext. 113. (Govt. Code Section 65954.1 and 54954.2(a)). Please be advised that members of the Board of Directors of Casitas who are not members of this standing committee may attend the committee meeting referred to above only in the capacity of observers, and may not otherwise take part in the meeting. (Govt. Code Sections 54952.2(c)(6))



ARNOLD LAROCHELLE MATHEWS
VANCONAS & ZIRBEL LLP

MEMORANDUM

TO: Casitas Municipal Water District Board President Peter Kaiser and
Members of the Board Executive Committee

FROM: Robert N. Kwong *RNK*

DATE: April 8, 2019

SUBJECT: Recommendations for Board of Director Decision-Making Governance

I. Introduction

Governing an organization, whether it is a voluntary, governmental, for profit or non-profit corporate body or agency involves a certain level of formality and consistency to promote:

- thoughtful and orderly decision-making;
- simplified board minutes and record-keeping; and
- the legitimacy and acceptance of such decisions to the organization, its constituents, and those it serves.

The goal of this memorandum is to set forth and apply time-tested principles, best management practices and applicable statutory provisions for the Casitas Municipal Water District Board of Directors (“District Board”). Specifically, this memorandum makes recommendations for what and how each District Board agenda item should look like and how agenda items ought to be formulated and presented for District Board review and action. It is my hope that these recommendations will help the District Board conduct its business with greater efficiency, accountability, transparency and order.

II. Context and Governance Principles for Board of Director Decision-Making

The United States of America and all its governmental subsidiaries are founded on Greco-Roman and Judeo-Christian principles¹ that can be summarized as doing all things decently and in order. The principle of law and order in democratic governmental decision-

¹ Lane, Melissa, “Ancient Political Philosophy,” The Stanford Encyclopedia of Philosophy (Winter 2018 Edition), Edward N. Zalta (ed.), URL = <<https://plato.stanford.edu/archives/win2018/entries/ancient-political/>>.

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making is found in the earliest Greek and Roman texts to the Magna Carta to the Constitution of the Commonwealth of Virginia to the United States Constitution.²

In California, the state constitution mandates that, “The people have the right of access to information concerning the conduct of the people’s business, and, therefore, the meetings of public bodies and the writings of public officials and agencies shall be open to public scrutiny.” Cal.Const. Art.1, §3(b)(1). The part of the state constitution further states that, “A statute, court rule, or other authority . . . shall be broadly construed if it furthers the people’s right of access, and narrowly construed if it limits the right of access.” Cal.Const. Art. 1§3(b)(2).

This constitutional precept of a high degree of transparency in government activities for democratic accountability makes the Brown Act Open Meetings Law (“Brown Act”) (Gov. Code §54950 *et seq.*) all the important for purposes of good Board of Director governance. The Brown Act’s foundational principle is that:

[P]ublic commissions, boards and councils and the other public agencies in this State exist to aid in the conduct of the people’s business. It is the intent of the law that their actions be taken openly and that their deliberations be conducted openly. The people of this State do not yield their sovereignty to these agencies which serve them. The people, in delegating authority, do not give their public servants the right to decide what is good for the people to know and what is not good for them to know. The people insist on remaining informed so that they may retain control over the instruments they have created.

Carlson v. Paradise Unified School Dist. (1971) 18 Cal.App.3d 196.

Governmental open meetings laws provide as good a basis as there is upon which any governing board or decision-making body can go about the deliberative process of making decisions that affect an organization. Stated another way, governing boards or decision-making bodies exist to aid in the conduct of the organization’s business, and their deliberations should be conducted as openly as possible and with due process. These basic foundations of board governance due process are explained further below.

² “Where there is no law, but every man does what is right in his own eyes, there is the least of real liberty.”
Henry M. Robert

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III. Board Director Rights and Duties

In organizations of all kinds, good governance starts with the Board of Directors. “The board’s role and legal obligation is to oversee the administration and management of the organization and ensure that the organization fulfills its mission.”³ The Board does not execute the day-to-day management of the organization for that would be contrary to its oversight and visionary role. Good Board members monitor, guide, and enable good management. The Board of Directors has decision-making powers regarding matters of policy, direction, major transactions, fiscal management oversight, strategy and governance of the organization or government agency.⁴ To this end, every Board member or director has the following rights:

- Right to be informed regarding all activities and operations of the organization.
- Right to inspect all books and records of the organization.
- Right to contact staff or Board Committee members with questions and concerns.
- Right to receive notice of all board meetings and copies of meeting minutes.

For the most part, current District Board operations and practices and the proposed Bylaws ensure that these four Board member rights are upheld and satisfied. And with Board member rights comes the corresponding Board member duties as follows:

A. Duty of Care

A Board 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 Board director must put the needs of the organization ahead of any personal interest when making decisions affecting the organization and may not use information obtained as a director for personal gain. A director must always maintain confidentiality regarding the agency’s operations.

³ L. Rosenthal, Lincoln Center for the Performing Arts, *The Harvard Law School Forum on Corporate Governance and Financial Regulation* (April 15, 2012).

⁴ Water Code §§71270-71300

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C. Duty of Obedience

A Board director must be faithful to the organization'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 agency's statutory purpose.

D. Fiduciary Duty

A Board 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 agency's fiscal health.

IV. Best Practices for Due Notice of Board Meetings

These foregoing principles about Board governance in general and the role of Board members board governance provide the context for best practices for the conduct of board business and decision-making, which are primarily based upon the Brown Act.

Advance, prior notice of Board meetings is essential to a well-run and publicly accessible Board meeting. Ideally, a written and final board agenda is provided to the board members at least a week (7 days) in advance of the meeting. The agenda shall conform to set standards in terms of format and content so that the board is sufficiently informed ahead of time so that he or she can think through the proposed action items, if any, and to thoroughly read the supporting materials so that when the meeting arrives he or she can be an effective and substantive contributor to the board decision-making process.

Especially for informing the public, the Brown Act addresses this prior noticing principle in Section 54954(a) [i.e., each legislative body shall provide for the time and place for regular meetings by ordinance, resolution, or by-laws] and with a required 72 hours prior notice of a regular meeting in Section 54954.2.

V. Best Practices for Board Agendas & Board Letters

Board meetings should be governed by a published agenda with sufficient detail to prepare and guide the board in making the best decisions possible. The substantive aspect of due notice is also achieved through the proper description and explanation of board agenda items. A properly worded agenda item achieves the following important goals:

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- informing the board members on the issue that is to be discussed or acted upon;
- allowing the board members to learn about the issue prior to the meeting;
- informing interested parties and the public at large about what the governing board is considering; and
- helping any interested party make an intelligent decision on whether they should attend the board meeting and participate in the decision-making body's deliberations on an agenda item.

Freedom Newspapers, Inc. v. Orange County Employees Retirement System (1993) 6 Cal.4th 821. It cannot be overemphasized about how important it is for the District Board meeting agenda to be a tool of public communication and education about the activities, accomplishments, plans and programs of the District.

A. Agenda Item Titles & Synopsis of Agenda Item

Each board agenda shall be written and list each item of business to be considered by the governing body. Each agenda item shall "contain ... a brief general description of each item of business to be transacted or discussed at the meeting." Gov. Code §54952. Thus, each Board agenda item should:

- (1) Not exceed twenty (20) words;
- (2) Be worded to convey the essence of the agenda item so that any interested person reading it would know what would be discussed or decided by the Board; and
- (3) Not be so narrowly worded as to limit the governing board's discretion or options regarding the agenda item.

B. Recommended Action(s) for Agenda Items

Each Board memorandum or letter should be prepared to help the Board make the best decision possible given all the relevant facts, circumstances and applicable law. This Board governance goal is reflected in the detail with which District Staff recommendations are made to the Board for discussion, deliberation and decision. Recommendations should be worded in a way so that any board member can understand the project or recommended action. Recommended actions should specify the action to be taken in simple terms. Recommended actions should flow from the agenda item analysis. Finally, recommended actions, if worded correctly, enable the board member to simply say either:

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- (1) "Move approval of the recommended action(s)"
- (2) "Move denial of the recommended action(s);" or
- (3) "Move approval of the recommended action with the following modifications, conditions or changes ..."

This practice of crafting well-worded recommended action(s) for the Board minimizes the inevitable and oftentimes frustrating process of articulating motions for Board deliberation and action. This may not do away altogether with the struggle to articulate a motion for Board action but at least this gives the Board a good starting point for discussion and formulating actions. This practice of crafting well-worded recommended action(s) for the Board also has the additional benefit of focusing District staff to think in terms of what actions the Board will be asked to make.

C. Standardized Board Letter Format

The main objectives of this standardization are simply to create a consistent format for matters coming to the board for review and action, to provide a more "reader friendly" presentation of information; and to include helpful content to the Board for its decision-making. In this way, a Board member or interested party may quickly find and read certain information, such as policy issues or cost, about a Board agenda item.

Based upon my experience as general legal counsel for various government agency boards and committees, I recommend that the District develop standardized Board letter from the District General Manager or his designee to the Board⁵ that provides the Board of Directors with:

- Prominent display of Board agenda item number;
- A Board agenda item title consistent with subsection V.A., above, that basically summarizes the agenda item;
- Proposed recommended action(s) (i.e., Approve and Authorize, Receive and File, Consider and Adopt, etc.);
- Whether the agenda item was reviewed by a Board Committee and what that Committee recommended if anything;
- Fiscal impact, if any, of proposed recommended action;

⁵ This means ending the practice of using interoffice memorandum from District staff to the General Manager on certain agenda items as the "Board letter/memorandum" for that matter. The use of interoffice memorandum in this way may jeopardize or waive the District's ability to assert the deliberative due process privilege when and if it receives a Public Records Act request for information and communications that led to a Board agenda item.

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- Background Facts; and
- Explanation and Analysis of Proposed Recommended Action.

A proposed standardized Board letter containing these core elements is attached as Exhibit A. Many current Board agenda items are accompanied with District staff memorandum that includes some or all of this information but not in a standardized format.

D. Length of Standardized Board Letter

Each Board agenda item should be accompanied by its own Board letter or memorandum written on District letterhead using the same format, usually 1-2 pages in length for simple, routine matters and rarely more than 3-4 pages for complex matters. The emphasis is on succinct writing and full analysis.

E. Pagination

Not only should each Board agenda item be paginated, the entire Board meeting package should be serially paginated from page 0001 to the end for reader convenience and reference.

F. Handling Board Business Not Listed on the Board Agenda

Due process in Board governance is tested whenever a Board member raises an issue, problem or proposed action that is neither listed on the Board meeting agenda nor analyzed in a Board letter or memorandum. Thankfully, the Brown Act has foreseen this common occurrence and addressed it as follows:

- (1) A decision-making body may not consider, act on or discuss any issue, matter, project or proposal not specifically listed or appearing on the decision-making body's written agenda which was made available to the Board prior to the meeting. (Gov. Code §54954.2)
- (2) However, a Board member may *briefly* respond to statements made or questions posed by persons exercising their public testimony rights under Section 54954.3. (Gov. Code §54954.2(a)(3); emphasis added.)
- (3) In addition, on their own initiative or in response to questions posed by the public, a Board member may:

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- ask a question for clarification;
 - make a brief announcement; or
 - make a brief report on his or her own activities.
- (4) Furthermore, a Board member, subject to rules or procedures of the legislative body (i.e., Proposed Board Bylaws), may:
- provide a reference to District staff or other resources for information;
 - request District staff to report back to the Board at a subsequent meeting concerning any matter within the District's jurisdiction or mission; or
 - act to direct staff to place a matter of business on a future Board meeting agenda.

Items V.F.(2)-(4) above are best reserved for a regular Board meeting agenda item simply entitled "Board Member Comment" with a citation to this portion of the Brown Act to remind the Board members of what can and cannot be handled at this juncture of a Board meeting.

VI. Conclusion

Although much of the current Board meeting agenda meets many of the above Brown Act requirements and corresponding board governance best practices, please consider these recommendations for an improved board decision-making process as starting points and goals that are subject to change and flexibility considering the District's organizational needs, resources and circumstances.

EXHIBIT A

EXAMPLE OF STANDARDIZED BOARD LETTER FORMAT

[insert Casitas Municipal Water District logo/letterhead]

[insert BOARD MEETING DATE]: AGENDA NO. _____

BOARD AGENDA ITEM TITLE or SUBJECT:

[In accordance with Government Code §54954.2 provide an approximately 20-word description of the agenda item. For example, "Approve and Authorize General Manager to sign a Professional Services Contract with EFG Corporation for Hydrogeologic Services in an amount not to exceed \$85,000"]

RECOMMENDED ACTION(S):

[Succinct statement of recommended action or actions. For example: "(1) Authorize FY 2019-20 Budget Adjustment in the amount of \$65,000 from Account No. XYZ to Account No. JKL; (2) Approve Contract with EFG Corporation and Authorize GM to Sign"]

FISCAL IMPACT:

[Explain if the item has any fiscal impact, if it is covered in the FY budget or if budget adjustments are necessary, etc.]

COMMITTEE:

[Whenever applicable, state the name of the Committee, date reviewed, and the action taken by the Committee. For Example: "Reviewed by Finance Committee on September 1, 2019 and voted to recommend this item to the full Board for approval."]

BACKGROUND:

[Explain relevant facts and circumstances leading to this agenda item being placed on the Board meeting agenda. Provide context and helpful information leading up to proposed action.]

ANALYSIS:

[Explanation of the proposed action; pros and cons; alternatives; justification.]

[Signed by District General Manager or his designee]

RESOLUTION NO.

CASITAS MUNICIPAL WATER DISTRICT

**RESOLUTION FOR THE ADOPTION OF THE
CASITAS MUNICIPAL WATER DISTRICT
BYLAWS**

BE IT RESOLVED that the Casitas Municipal Water District Board of Directors does hereby approve and adopt the attached Bylaws, to become effective immediately. These Bylaws supersede all previously adopted Bylaws.

PASSED AN ADOPTED this _____ day of April, 2019, upon the following vote:

AYES:

NAYES:

ABSENT:

ABSTAIN:

Peter Kaiser – Board President

CERTIFICATION:

I, _____, Secretary of the Board of Directors of the Casitas Municipal Water District, do certify that the above is a true and accurate copy of Resolution No. _____, adopted by the Board of Directors on _____.

– Secretary

CASITAS MUNICIPAL WATER DISTRICT

BYLAWS

(April , 2019)

DRAFT

Casitas Municipal Water District

[insert map and of District showing overall jurisdiction/ service area and Board district boundaries]

DRAFT

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BYLAWS

CASITAS MUNICIPAL WATER DISTRICT

ARTICLE I **NAME**

The name of this organization is the CASITAS MUNICIPAL WATER DISTRICT (“District”). The District was formed in 1952 under Municipal Water District Law of 1911 (California Water Code §71010 et seq.). The original name for the District was the Ventura River Municipal Water District and it was changed to its current name in 1971.

ARTICLE II **PURPOSE**

The District is an independent special district established in accordance with and having the authority and powers defined in the State of California’s Water Code Section 71010 et seq. The purpose of the District is to acquire, control, distribute, store, spread, sink, treat, purify, recycle, recapture, and salvage any water, including sewage and storm waters, for the beneficial use or uses of the District, its inhabitants, or the owners of rights to waters in the District. (Water Code §71610(a); see also Ventura River, California Reclamation Project Act (Pub.L. No. 70-423 (March 1, 1956), 70 Stat. 32)) The District may also undertake water conservation programs to reduce water use, sell water under its control to cities, other public corporations and agencies, sell surplus water, and set rates for water sales. (Water Code §§ 71610.5, 71611, 71612, 71614 and 71616, respectively.)

ARTICLE III **MISSION AND OBJECTIVES**

The mission of the District is to serve the people of the District by effectively managing, controlling and delivering water for beneficial uses in order to protect and preserve human health and the environment in a competent and cost-effective manner in full compliance with applicable federal, state and local laws and regulations.

ARTICLE IV **TERRITORY**

A map of the District and its boundaries is shown inside the front cover of this document.

ARTICLE V

PLACE OF BUSINESS

The District's administrative office is located at 1055 Ventura Avenue, Oak View, California 93022.

ARTICLE VI

GOVERNING BOARD

The Board of Directors is the governing and decision-making body of the District, and exercises all District powers. (Water Code §§ 71270 and 71300) The Board receives its power from the California Constitution and State laws passed by the legislature, including the District's principal act, the Municipal Water District Act of 1911, Water Code §71010 et seq. State law takes precedence if a conflict occurs between State law these bylaws or any action by the Board.

Section 1. Powers

The powers of the District are set forth in Water Code §71300 et seq., and as they may be amended by the State Legislature from time to time.

Section 2. Ethics Guidelines

2.1 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.

2.2 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 §§87100-87500) and corresponding Fair Political Practices Commission regulations (title 2 Calif. Code of Regs., §18701 et seq.); laws pertaining to conflicts of interest, election campaigns, financial disclosures, employer responsibilities, Brown Act Open Meetings Law (Gov. Code §54950 et seq.), and Public Records Act (Gov. Code §6250 et seq.).

2.3 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, the staff or public.

2.4 Respect for Process

Directors shall perform their duties in accordance with the processes and rules of order established in these Bylaws.

2.5 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.

2.6 Decisions Based on Merit

Directors shall base their decisions on the merits and substance of the matter at hand, rather than on unrelated considerations.

2.7 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.

2.8 Conflict of Interest

In order to assure 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.

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 State laws.

2.9 Gifts and Favors

Directors shall not take any special advantage of services or opportunities for personal gain, by virtue 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.

2.10 Confidential Information

Directors shall respect the confidentiality of information concerning the property, personnel or affairs of the District. Directors shall not disclose confidential information unless required to fulfill their fiduciary duty nor shall disclose confidential information to advance their personal, financial or other private interest.

2.11 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.

2.12 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 their individual opinions and positions, Directors shall explicitly state they do not represent the District or the District Board, nor will they allow the inference that they do.

2.13 Policy Role of Directors

Directors have as their primary role -- policy setting and policy review. Directors shall not interfere with the administrative functions of the District or the professional duties of District staff; nor shall they impair the ability of staff to implement Board policy decisions.

2.14 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. District shall recognize their special role in dealings with District employees and in no way create the perception of inappropriate direction to staff.

Section 3. Number of Directors

Pursuant to Section 71250 of the Water Code, the number of members of the board of directors is five (5), each representing one of five districts within the District.

Section 4. Director Divisions

The Casitas Municipal Water District is governed by an elected five-member Board of Directors and each of the District's five directors represent a division or district within the District boundaries. The boundaries of these five divisions were established based on evenly distributing the population of the District. The divisions are broadly described as follows:

- Division No. 1 *[insert general description of division]*
- Division No. 2 “ “
- Division No. 3 “ “
- Division No. 4 “ “
- Division No. 5 “ “

See also the District map above.

Section 5. Selection of the Board

5.1 Election

Board member elections are held in November of even numbered years. Board members serve four year terms that are staggered so that every two years elections are held for either Divisions 2, 3, and 5 or Divisions 1 and 4. Each Board member must be a resident of the division that he or she represents. The detail of each division boundary for each Board Member can be accessed through the map links that are posted on this website. Additional information for candidates interested in serving on the Casitas Board of Directors is available on the County of Ventura Elections Website. (<https://recorder.countyofventura.org/elections/>) Each member of the Board is elected, in a general election, in their designated division within the District, pursuant to Elections Code Section 10500 et seq.

5.2 Election Year

Elections are held in even-numbered years in November and are consolidated with the County of Ventura's general election; the new terms, following election, begin as determined and provided for in Section 10554 of the Elections Code.

Election in three divisions within the District are held in one even-numbered year, and the other 4 divisions are held in the following even-numbered year, *which shall be evenly divisible by four*. The divisions are grouped as follows:

Group 1: Divisions 2, 4
Group 2: Divisions 1,3, 5

5.3 Residence Requirements

Each member of the Board is required to maintain their primary personal residence within the division from which they are elected in order to retain their eligibility to represent that division. (Water Code §71250)

5.4 Term of Office

The term of office of each member of the board is four years. (Water Code §71252) A member's term can be terminated by his/her resignation from office, or termination of residence within the District.

5.5 Vacancies

Vacancies on the District Board of Directors shall be filled for the unexpired term pursuant to Government Code Section 1780 et seq. by a qualified person who shall be a resident of, and otherwise qualified to be a director from, the division in which the vacancy occurred.

Section 6. Board Compensation

6.1 Compensation

Directors shall receive compensation in an amount not to exceed one hundred dollars (\$100) per day 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. (Water Code §71255)

6.2 Payment

Payment for Board and Committee meeting fees, or day of service, shall be made upon a "Board Meeting Fee Claim" form signed by the Director and submitted to the General Manager or his/her designee.

Payment for reimbursable mileage and other eligible expenses shall be made upon an "Expense Statement" form signed by the Director and submitted to the District Clerk of the Board.

[please confirm or correct]

ARTICLE VII OFFICERS OF THE BOARD

Section 1. Titles and Functions

The officers of the Board of Directors shall consist of the following:

1.1 President

The President shall preside at all meetings of the Board of Directors, have general supervision of the affairs of the Board of Directors, represent the Board of Directors in any actions taken by the Board, establish, in consultation with the District General Manager, the Board meeting agenda, and perform such duties as the Bylaws may prescribe. (Water Code §71360)

1.2 Secretary

The Secretary shall countersign with the President, on all contracts, deeds, warrants, releases, receipts, and documents, except as the Board may, by resolution, authorize the District General Manager or other District employees specified by the Board to sign such documents. The Secretary shall assist the President in performance of his/her duties and act in his/her stead when required.

1.3 Treasurer

The Treasurer shall draw checks or warrants to pay demands when such demands have been audited and approved in a manner prescribed by the Board. (Water Code §71361)

Section 2. Terms of Board Officers

2.1 Length of Term

The terms of all officers shall be from the date of their election (historically this election has been held at one of the December Board Meetings), for the following approximately 12 month period when elections are held again. Any member can be reelected to continue in the same office.

2.2 Vacancies

If the President fails to complete his/her term, the Secretary shall act in his/her stead and a new Secretary shall be elected for the remainder of the term.

If the Secretary fails to complete his/her term, the Treasurer shall act in his/her stead and a new Treasurer shall be elected for the remainder of the term.

If the Treasurer fails to complete his/her term, the Board of Directors will elect a Board member to serve out the remainder of the unexpired term.

Section 3. Election Process

The Clerk of the Board shall conduct the election process so all current Board officers may participate fully in the nomination and election process.

3.1 Nominations

Nominations for each office will be open to all members of the Board. Nominations will be made by members of the Board, and taken at the Board meeting at which the election of officers will occur. No member shall be nominated without his or her consent to serve if elected. A member may be nominated for more than one office, but may not serve simultaneously in more than one office. More than one member may be nominated simultaneously for the same office.

3.2 Election Process

The election of officers shall take place as the last item of business at the regular meeting of the Board of Directors in December of each year. Officers shall be elected in the following order:

President
Secretary
Treasurer

3.3 Method of Election

There shall be one vote per slate of candidates for each office. The candidate (or nominee) who gains the majority of votes from the board members present shall win that office. Votes may not be cast in absentia. In elections with multiple nominees, where no one receives a majority, a run-off vote shall take place between the two top vote receivers. In non-majority situations where there are not two top vote receivers (e.g. 2-1-1), a second vote shall be taken. If the second vote results in a non-majority situation a coin toss shall be used to select the second top vote receiver. In the case of a tie, a run-off vote shall take place among all candidates who receive an equal number of votes. Any other vote result which does not result in a majority shall require another vote.

Written ballots will be used when more than one candidate is nominated for an office. The written ballots will consist of the name of the board member voting and the candidate they are voting for. There will be one ballot per board member per vote for each

office. The written ballots will be completed privately by each board member, and then individually read by the clerk of the board, disclosing the name of each board member and his/her vote, when tallying the vote for each office.

No abstentions are allowed in these Board Officer elections.

3.4 Impasse

If a run-off vote is required, per Section 3.3 above, and the run-off vote also results in a tie, a second run-off vote will be conducted. If the second run-off vote results in a tie, an impasse will be declared, and the run-off vote will be decided by the toss of a coin.

3.5 Assumption of duties

Officers shall assume the duties of their offices immediately following completion of the election process for all offices.

ARTICLE VIII MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Time and Place

The time and place of the regular meetings of the Board shall be set by Board resolution. All meetings shall be conducted in compliance with the Brown Act Open Meetings Law (Gov. Code Section 54950 et seq.). Board meetings are held on the second and fourth Wednesdays of each month at 3:00 p.m. in the Board Room of the Casitas main office, located at 1055 North Ventura Avenue, Oak View, California. Occasionally, regular Board meeting dates are changed to accommodate other commitments and Special Meetings may be called from time to time to facilitate the business of the District.

Section 2. Board Meeting Agenda

2.1 The Clerk of the Board is responsible for posting a copy of each Board meeting agenda at the District Administration Office, on the outside posting board, for regular meetings at least 72 hours prior to the meeting time as required by Section 54954.2 of the California Government Code, and for other meetings as required by the Brown Act.

2.2 The Clerk of the Board shall comply with all applicable Brown Act requirements for preparing and posting the Board Meeting Agenda. Gov. Code Sections 54954, 54954.2, and 54954.5.

2.3 The Clerk of the Board shall timely mail or email a copy of each Board meeting agenda to those people, agencies, organizations, etc. who have requested to be placed on the current recipient list for such notices, and the local news media.

2.3 The General Manager shall prepare or direct the preparation of a written staff report or Board letter/memorandum on all agenda items 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.

2.4 The Board President may change the sequence of items on the Board agenda.

2.5 In accordance with Government Code §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 considered. Emergency items can only be added pursuant to the provisions set forth in Government Code §54954.2.

Section 3. 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.

ARTICLE IX RECORD OF PROCEEDINGS

Section 1. Recordings

All Board of Directors' meetings shall be either audio or video recorded and these records shall be retained for a period of four years.

Section 2. Written Minutes of Board meetings

The Clerk of the Board shall prepare for approval by the Board of Directors action 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.), §48.

Section 3. 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 Secretary attested by the Clerk of the Board shall be deemed sufficient.

ARTICLE X RULES OF ORDER

Section 1. Order of Business -- Board Meetings

The Board President, or acting President, may make changes in the order of the agenda unless a two-thirds vote of the members in attendance defeats the decision of the Chairperson. The preferred order of business shall be as follows:

- (1) Call to order
- (2) Roll Call
- (3) Pledge of Allegiance
- (4) Agenda Review
- (5) Public Comment
- (6) Consent Agenda
- (7) Regular Agenda
- (8) Public hearings
- (9) Board Member Comments
- (10) Closed Sessions
- (11) Adjournment

Section 2. Rules of Order For Board and Board Committee Meetings

2.1 To the fullest extent practicable, the Board of Directors 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.

2.2 To obtain the floor, a Director, staff member or public attendee must be directly recognized by the Chairperson.

2.3 The Director making a motion shall clearly state the action or actions desired.

2.4 A motion may be amended, prior to the vote, if the first & second on that motion agree to the amendment.

2.5 A Motion to Reconsider Made at the Same Meeting. 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.

2.6 A Motion to Reconsider Made at a Subsequent Meeting. 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.

2.7 Agenda items which shall require a roll call vote are:

- a) Contracts or any action involving the expenditure of over \$15,000 of District funds;
- b) Resolutions;
- c) Quasi-legislative matters; and
- d) Quasi-adjudicatory matters.

2.8 All other Board votes on other Board Meeting Agenda items may be conducted by voice vote, (i.e., signifying affirmative or negative). The Clerk of the Board shall publicly report any action taken in the minutes and the vote or abstention on that action of each member present.

Section 3. 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 Clerk of the Board
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.

Section 4. Closed Sessions

Closed sessions of the District Board shall comply with all applicable provisions for closed sessions in Section 54950, et seq. of the California Government Code.

Section 5. Additions to the Agenda

Items may be added to the Board agenda at the beginning of a regular meeting only when the item to be added meets the requirements in Government Code Section 54954.2, subdivision (b).

Section 6. Board Agenda Formation

6.1 Formation, review and finalization of the Board Agenda for each regular or special Board meeting shall be the joint responsibility of the Board President, General Manager, Clerk of the Board and Legal Counsel.

6.2 Each Board member, subject to the provisions in this section and Government Code §54954.2, may ask that a matter be placed on a future Board meeting agenda so long as that matter is within the jurisdiction of the District.

6.3 When a Board member requests that a certain matter be placed on a future Board meeting agenda in accordance with subsection 6.2 above, 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.

Section 7. 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 8. Temporary Chairperson

In the absence of the Chairperson and the Vice-Chairperson 15 minutes after the noticed time of any meeting of the Board, the Clerk of the board shall convene the meeting and the Board shall elect a temporary Chairperson to conduct such meeting. Upon arrival of the Chairperson or Vice-Chairperson, the higher ranking regular officer shall become the presiding officer and conduct such meeting.

ARTICLE XI BOARD COMMITTEES

Section 1. Board Committee Formation and Authority

Annually, following the election of Board officers, the Board will renew the Standing Committees deemed appropriate for the Board's needs. The President of the Board of Directors shall appoint from within the Board's membership, with the advice of the Board, Directors to serve on each of the standing committees, and any additional temporary ad hoc committees as he/she deems appropriate. All Board Committee actions are advisory and non-binding on the District unless otherwise provided for.

Section 2. Standing Board Committees

2.1 Board Standing Committees for the District are as follows:

Water Resources
Personnel
Finance
Recreation
Executive

2.2 Members of the Executive Committee are the President and Secretary of the Board of Directors. Board Committees shall consist of no more than 2 Board members. At the first meeting of each standing committee, the committee will select one member to act as Committee Chairperson.

2.3 Standing Committees will meet per the following schedule, specific dates and times will be determined prior to meeting:

Finance:
Personnel:
Recreation:
Water Resources:
Executive:

Section 3. Representation on Other Boards, Committees and Agencies

The Board President shall appoint individual Directors to serve as the Board's representative to boards, committees and agencies outside the District. The Board President may appoint himself/herself to serve in any of these positions.

Section 4. Brown Act Compliance

All Board Committee meetings are open to the public and shall comply with the Brown Act Open Meetings Law (Gov. Code §54950 et seq.).

ARTICLE XII ADMINISTRATION OF DISTRICT BUSINESS

Section 1. 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 2. 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 3. Independent Auditor

Pursuant to Government Code Section 26909, 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 4. 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 §81000 et seq.) and Fair Political Practices Commission regulations (2 Calif. Code of Regs., §18000 et seq.).

Section 5. Fiscal Matters

Consistent with the provisions of applicable laws of the State of California, and the operational needs of the District, the General Manager shall be authorized and responsible for the fiscal concerns of the District as follows:

5.1 Fiscal Year begins July 1st and ends June 30th.

5.2 Budget

Prepare, for adoption by the Board of Directors prior to July 1 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/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.

5.3 Finance Management

As authorized in the District 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 Board's current Investment Policy.

5.4 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.

5.5 Annual Audits

The General Manager shall, every five (5) years, periodically arranging for proposals from a group of independent auditors from which the Board of Directors shall select the firm to conduct the annual audit of the District's financial records.

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 §53891.

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

5.6 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 §53646.

5.7 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 §53065.5.

ARTICLE XIII

ADOPTION AND AMENDMENT OF BYLAWS

These bylaws are adopted by resolution and become effective on **April** , **2019**. Proposed amendments shall be presented in writing at a regular meeting of the Board of directors and may be adopted at the next regular meeting, provided at least 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.

DRAFT

2019 Board Priorities List

Category: Board Policy

		<u>Complete?</u>	<u>Status/Disposition</u>	<u>Result</u>
1	Equine prohibitions in the LCRA (check to see if there is a current policy/ordinance). (5) (Completion: 90 Days)	Yes	Presented to Executive Committee	Ordinance Already Exists
2	Review of allocation penalty policy. (Completion: 60 Days) (5)	No	Final Draft Ready - To Board on April 24,2019	
3	Review need for a Mission Statement and the ability to use this as a filter to discuss what goals can be accomplished (revenues, budgets, environmental issues, recreation elements, etc.) (Completion: 90 Days – Executive Committee) (5)	No	Scheduled for May 4, 2019	
4	Water rate analysis. (Update in 9 months) (4)	No	Starts October 2019	
5	Strategic plan for recreation area. (Completion: 9 Months – Recreation Committee)(5)	No	GM Cut from Budget	Review Mid-Year
6	Committee presentations to the Board. (Ongoing) (5)-	Yes	Complete	Ongoing
7	Gauge investment in policies/cost-benefit analysis. (Ongoing) (5)	No	Further Discussion with Executive Committee	

Category: Admin

		<u>Complete?</u>	<u>Status/Disposition</u>	<u>Result</u>
1	Committee packets to Board members 48 hours prior. (To Executive Committee – Ongoing)	Yes		Ongoing
2	Draft Board agendas to legal counsel prior to publishing. (To Attorney by Thursday – Ongoing)	Yes		Ongoing
3	— OBGMA link on website for OBGMA groundwater information		Deleted	
4	Gauging organizational capacity/bandwidth./Filing of open positions./Staffing plan(s)/ Understanding the adjustments necessary to cope with recent organizational changes. (Review/completion in 120 days) (5)	No	Position Adjustments & Additional Positions going through approval process. HR Manager Interviews April 2019. Assistant GM Applications being collected.	
5	Funding process and contracts. (Simplification of terminology). Contract = services, Purchase orders = materials (5) (90 days)	No	Staff needs to review and bring recommendation	
6	GANTT chart for process for projects, timelines, etc. (open purchase orders and contracts with monthly update) (Management Produce - 90 Days).	No	Project Tracker in place. Staff needs to discuss.	
7	Update of policy and procedures manual (including Board policy) and communication of results. (Completion: 12 months)	No	Bylaws being drafted by District Counsel. Working through Executive Committee.	
8	Staff recommendations with staff presentations on Board items. (Ongoing)	Yes		As needed
9	Have departments present at Board meetings and provide updates to efforts. (Ongoing)	Yes		As needed

Home › Campaign finance data › Committee profiles

› ALLIANCE FOR WATER RESOURCES FOR VENTURA COUNTY POLITICAL ACTION COMMITTEE (AWRPAC)

ALLIANCE FOR WATER RESOURCES FOR VENTURA COUNTY POLITICAL ACTION COMMITTEE (AWRPAC)

PAC - NONQUALIFIED - UNAUTHORIZED

ID: C00680231

Financial summary

TWO-YEAR PERIOD

2017-2018

Total raised

[Browse receipts](#)

Coverage dates: 06/01/2018 to 12/31/2018

TOTAL RECEIPTS	\$32,255.70
TOTAL CONTRIBUTIONS	\$32,255.70
Total individual contributions	\$32,255.70
<i>Itemized individual contributions</i>	<u>\$32,055.70</u>
<i>Unitemized individual contributions</i>	\$200.00
Party committee contributions	<u>\$0.00</u>
Other committee contributions	<u>\$0.00</u>
Presidential public funds	None
TRANSFERS FROM AFFILIATED COMMITTEES	<u>\$0.00</u>
ALL LOANS RECEIVED	<u>\$0.00</u>
LOAN REPAYMENTS RECEIVED	<u>\$0.00</u>
OFFSETS TO OPERATING EXPENDITURES	<u>\$0.00</u>
CANDIDATE REFUNDS	<u>\$0.00</u>
OTHER RECEIPTS	<u>\$0.00</u>
TOTAL TRANSFERS	\$0.00
Non-federal transfers	\$0.00
Levin funds	\$0.00
TOTAL FEDERAL RECEIPTS	\$32,255.70



Total spent

[Browse disbursements](#)

Coverage dates: 06/01/2018 to 12/31/2018

TOTAL DISBURSEMENTS	\$21,568.56
OPERATING EXPENDITURES	\$15,068.56
Allocated operating expenditures - federal	\$0.00
Allocated operating expenditures - non-federal	\$0.00
Other federal operating expenditures	<u>\$15,068.56</u>
TRANSFERS TO AFFILIATED COMMITTEES	<u>\$0.00</u>
CONTRIBUTIONS TO OTHER COMMITTEES	<u>\$6,500.00</u>
INDEPENDENT EXPENDITURES	<u>\$0.00</u>
PARTY COORDINATED EXPENDITURES	<u>\$0.00</u>
LOANS MADE	<u>\$0.00</u>
LOAN REPAYMENTS MADE	<u>\$0.00</u>
TOTAL CONTRIBUTION REFUNDS	<u>\$0.00</u>
Individual refunds	<u>\$0.00</u>
Political party refunds	<u>\$0.00</u>
Other committee refunds	<u>\$0.00</u>
OTHER DISBURSEMENTS	<u>\$0.00</u>

TOTAL FEDERAL ELECTION ACTIVITY	\$0.00
Allocated federal election activity - federal share	\$0.00
Allocated federal election activity - Levin share	\$0.00
Federal election activity - federal only	\$0.00
TOTAL FEDERAL DISBURSEMENTS	\$21,568.56

Cash summary

Coverage dates: 06/01/2018 to 12/31/2018

BEGINNING CASH ON HAND	\$0.00
ENDING CASH ON HAND	\$10,687.14
DEBTS/LOANS OWED TO COMMITTEE	\$0.00
DEBTS/LOANS OWED BY COMMITTEE	\$0.00