

**EASTERN SAN JOAQUIN
GROUNDWATER AUTHORITY
BYLAWS**

**BYLAWS
OF
EASTERN SAN JOAQUIN GROUNDWATER AUTHORITY**

**ARTICLE I
NAME**

This joint powers agency shall be known as the EASTERN SAN JOAQUIN GROUNDWATER AUTHORITY (“Authority”) and shall exercise its powers within the geographical area of the Eastern San Joaquin Subbasin as set forth in the joint powers agreement entered into by Calaveras County Water District on behalf of all the members of the Eastside San Joaquin Groundwater Sustainability Agency, Central Delta Water Agency, Central San Joaquin Water Conservation District, City of Lathrop, City of Lodi, City of Manteca, City of Stockton, Linden County Water District, Lockeford Community Services District, North San Joaquin Water Conservation District, Oakdale Irrigation District, San Joaquin County, South Delta Water Agency, South San Joaquin Groundwater Sustainability Agency, Stockton East Water District, and Woodbridge Irrigation District GSA (“Member” or collectively “Members”) establishing Authority.

**ARTICLE II
PURPOSE**

The purposes of Authority as set forth in the joint powers agreement are for the following reasons:

- A. Provide for coordination among the Members to develop and implement a Groundwater Sustainability Plan (GSP) and/or facilitate a coordination agreement, to the extent necessary;
- B. Provide for the joint exercise of powers common to each of the Members and powers granted to members by the Sustainable Groundwater Management Act (SGMA) (subject to the restrictions contained in the joint powers agreement);
- C. Cooperatively carry out the purposes of SGMA;
- D. Develop, adopt and implement a legally sufficient GSP covering those portions of the Basin that are within the jurisdictional boundaries of the Members, subject to the limitations set forth in the joint powers agreement; and
- E. Satisfy the requirements of SGMA for coordination among Groundwater Sustainability Agencies (GSAs).
- F. Allocation of Resources. The Members share common mission and issues, and at the same time, have different needs and priorities and are affected in different ways by these

issues. The resources of Authority should be allocated in a manner so that the needs of any portion of the area within the jurisdictional boundaries of the Authority are not ignored, recognizing, however, that resources are limited and that not all needs can be met, nor all portions of the area assisted equally at any one time.

ARTICLE III MEMBERSHIP

Section 1. Board. Authority shall be governed by a Board of Directors, herein referred to as the “Authority Board” or “Board”, which shall be comprised of:

A. One (1) member appointed from each of the Members. Members of the Board of Directors are not required to be members of the governing board of the appointing Member; however, it is the strong preference that members of the Board of Directors be members of the governing board of the appointing party.

B. In the event Members establish a separate or additional GSA pursuant to a separate agreement with any Member or other entity, the GSA so established will thereafter have one representative on the Board of Directors and the vote of the GSA member will be exercised in accordance with the separate agreement (*e.g., Memorandum of Agreement*).

Section 2. Appointment. Members shall be appointed by the governing body of each Member, or in the event any Member establishes a single GSA with another Member or other entity, pursuant to the separate agreement, and shall serve at the pleasure of their appointing body or bodies or until their respective successors are appointed. If a Member of the Board of Directors is a member of the governing body of the appointing member, termination of that member’s mayor, councilperson, supervisor, director or trustee status shall constitute automatic termination of that person’s membership on the Authority Board. The appointing body of a Member may appoint a new member or alternate immediately upon any vacancy in the Member’s representation.

Section 3. Alternates. The governing body of each Member, or in the event any Member establishes a single GSA with another Member or other entity, pursuant to the separate agreement, shall appoint an alternate member to the Authority Board. The alternate need not be a member of the governing board of the appointing member. During the absence of a regular member from any meeting of the Authority Board, the alternate shall be entitled to participate in all respects as a regular member of the Authority Board.

ARTICLE IV OFFICERS

Section 1. Elected Officers.

The elected officers shall be chosen by the Board from the members of the Board and shall consist of a Chair and a Vice-Chair.

Section 2. Terms of Elected Officers.

Elected officers of the Board shall be elected by the Board at the June meeting and shall serve for a two (2) year term, said term to commence upon election.

Section 3. Duties of Elected Officers.

A. Chair.

1. The Chair shall preside at all meetings of the Board and such other meetings approved by the Board.
2. The Chair shall serve as official spokesperson for the Board.
3. The Chair shall appoint such committees and other working groups as prescribed by the Board.
4. The Chair shall designate Directors or others to represent the Board at various meetings, hearings, and conferences.
5. The Chair shall perform such other duties as necessary to carry out the work of the Board.
6. The Chair shall perform such duties as prescribed by law.

B. Vice-Chair.

1. The Vice-Chair shall serve in the absence of the Chair.

C. Absences.

1. In the absence of both the Chair and Vice-Chair, a majority of the Board shall select a Director to serve as Chair Pro Tem.

**ARTICLE V
MEETINGS**

Section 1. Regular and Special Meetings.

A. The Authority Board shall hold a regular meeting on the second Wednesday of each month, at 9:30 a.m., or at a time, specified by the Authority Board. The Authority's Board may designate the location of such regular meetings in a duly adopted Resolution of the Authority Board. Such regular meetings shall be for considering reports of the affairs of Authority and for transacting such other business as may be properly brought before the meeting. Any regular meeting may be rescheduled on an individual basis as to date, time and place, by motion of the Authority Board or at the direction of the Authority Secretary, in the event of a

conflict with holidays, Directors' schedules, or similar matters, or, in the event of a lack of a quorum, as specified below.

B. Special meetings may be called in accordance with the California Ralph M. Brown Act. Special meetings may be called by the Chair, or by any nine Directors.

C. All meetings shall be conducted in accordance with the Ralph M. Brown Act.

Section 2. Closed Sessions.

A. All information presented in closed session shall be confidential.

B. Under Government Code section 54956.96, Authority adopts a joint powers agency limited disclosure policy as follows:

1. All information received by the legislative body of the local agency member in a closed session related to the information presented to Authority in closed session shall be confidential. However, a member of the legislative body of a member local agency may disclose information obtained in a closed session that has direct financial or liability implications for that local agency to the following individuals:

(a). Legal counsel of that member local agency for purposes of obtaining advice on whether the matter has directed financial or liability implications for that member local agency.

(b). Other members of the legislative body of the local agency present in a closed session of that member local agency.

2. Any designated alternate member of the legislative body of the Authority who is also a member of the legislative body of a local agency member and who is attending a properly noticed meeting of the joint powers agency in lieu of a local agency member's regularly appointed member may attend closed sessions of Authority.

Section 3. Quorum.

A. A quorum for conducting all matters of business shall be a majority of the Members.

Section 4. Voting.

A. Voting shall only be conducted at properly noticed meeting where a quorum has been established and members are physically present, except as provided in Government Code section 54953 for teleconferencing.

B. Voting shall be by voice, show of hands, or roll call vote. Any Director may request a roll call vote.

C. In all cases, a vote to “abstain” shall be counted as an “aye” vote unless there is a majority vote to defeat the motion and then the vote to abstain shall be counted as a “no” vote.

D. Supermajority Vote Requirement for Certain Actions. The following actions will require two-thirds (2/3) vote by the directors present:

1. Approval or modification or amendment of the Authority’s annual budget;
2. Decision related to the levying of taxes, assessments or property-related fees and charges;
3. Decisions related to the expenditure of funds by the Authority beyond expenditures approved in the Authority’s annual budget;
4. Adoption of rules, regulations, policies, bylaws and procedures related to the function of the Authority;
5. Decisions related to the establishment of the Members’ percentage obligations for payment of the Authority’s operating and administrative costs as provided in Article 5.1 of the joint powers agreement;
6. Approval of any contracts over \$250,000 or contracts for terms that exceed two (2) years;
7. Setting the amounts of any contributions or fees to be paid to the Authority by any Member;
8. Decisions regarding the acquisition by any means and the holding, use, sale, letting and disposal of real and personal property of every kind, including lands, water rights, structures, buildings, rights-of-way, easements, and privileges, and the construction, maintenance, alteration and operation of any and all works or improvements, within or outside the Authority, necessary or proper to carry out any of the purposes of the Authority;
9. Decisions related to the limitation or curtailment of groundwater pumping; and
10. Approval of a GSP.

Section 5. Notice of Regular and Special Meetings.

A. Notices of regular meetings shall be sent in writing to each Director at the Director’s address at least seventy-two (72) hours prior to such meetings. Directors may choose to receive notices of regular meetings electronically and such electronic notices shall also be sent at least seventy-two (72) hours prior to such meetings. Such notices shall specify the place, the

day, and the hour of the meeting and accompanying the notice shall be a copy of the agenda for that meeting.

B. In the case of special meetings, the written or electronic notice shall specify the specific nature of the business to be transacted.

Section 6. Lack of Quorum.

A. If less than a quorum of the Directors are present at any properly called regular, adjourned regular, special, or adjourned special meeting, the member(s) who are present may adjourn the meeting to a time and place specified in the order of adjournment. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was to have been held within 24 hours after adjournment.

B. If all the members are absent from any regular or adjourned regular meeting, the Administrator of the Authority may so adjourn the meeting and post the order or notice of adjournment as provided, and additionally shall cause a written notice of the adjournment to be given in the same manner as for a notice of a special meeting.

C. If the notice or order of adjournment fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for the regular meeting of Authority.

Section 7. Agenda.

Any Director or the Administrator may cause an item to be placed on the agenda.

Section 8. Adjournment.

Except as provided in Section 6 above, a meeting may be adjourned by the presiding officer's own action; however, any Director may object to such adjournment by the presiding officer and then a motion and action is required in order to adjourn the meeting in accordance with Rosenberg's Rules of Order.

Section 9. Decorum.

All Directors, and staff, shall conduct themselves in accordance with Rosenberg's Rules of Order and in a civil and polite manner toward other board members, employees, and the public. Using derogatory names, interrupting the speaker having the floor, or being disorderly or disruptive, are prohibited actions. If any meeting is willfully interrupted by any individual so as to render the orderly conduct of that meeting infeasible, that individual may be removed from the meeting. If any group or groups of persons willfully interrupts a meeting so as to render the orderly conduct of that meeting infeasible, the presiding officer, or a majority of the Board, may clear the meeting room in accordance with Government Code section 54957.9.

**ARTICLE VI
COMMITTEES**

Section 1. Advisory Committee.

A. The Board may establish an Advisory Committee which contains no more than 8 representatives from the Board of the Authority.

B. The members of the Advisory Committee shall elect one (1) of their members to serve as Chairperson.

C. A majority of the Advisory Committee members attending a meeting of the Committee, given notice in writing not less than 72 hours in advance, shall constitute a quorum for discussion and action delegated to the Committee.

D. The Advisory Committee shall conduct the preliminary review of all Federal and State mandates. In conducting such reviews, the Advisory Committee will draw upon the expertise and assistance of any persons, committees, groups, or agencies it deems appropriate.

E. The Advisory Committee shall ensure maximum inter-agency coordination and consistence with adopted comprehensive plans.

F. The Advisory Committee shall carry out any duties as assigned by the Authority Board.

Section 2. Other Committees.

The Authority Board may appoint other committees as necessary. The Chair may appoint ad hoc committees.

**ARTICLE VII
REFERRALS**

The San Joaquin County may accept by letter or resolution referrals for study and report from any duly constituted advisory or legislative body or their representatives. Reports will be made and returned to the referring body within a reasonable time.

**ARTICLE VIII
PARLIAMENTARY AUTHORITY**

Rosenberg's Rules of Order, current edition or such other authority as may be subsequently adopted by resolution of the Board is to apply to all questions of procedure and parliamentary law not specified in these Bylaws or otherwise by law.

**ARTICLE IX
MISCELLANEOUS**

In the case of any inconsistency between the provision of these Bylaws and the Joint Powers Agreement creating the Authority, the provisions of the Joint Powers Agreement shall govern and control. Any capitalized term used in these Bylaws and not defined herein shall have the same meaning as used in the Joint Powers Agreement.

**ARTICLE X
AMENDMENTS**

The Bylaws may be repealed or amended, or new Bylaws may be proposed, by the affirmative vote of two-thirds of the Board of Directors present on a resolution presented at any regular meeting of the Board, provided notice of such proposal shall have been electronically mailed to each Director at least five (5) calendar days prior to the meeting at which the matter is to be acted upon.