

AMENDED AND RESTATED
BYLAWS OF
PLEASANT VALLEY WATER DISTRICT
COUNTY OF FRESNO, STATE OF CALIFORNIA

ARTICLE I. DISTRICT POWERS

All District powers shall be those established by the California Water District Law and shall be exercised by, under, and by virtue of the authority of the Board of Directors (the "Board"). All powers for the management, government and control of the District and its affairs, not by law or these Bylaws conferred upon any other person, officer, or official are hereby reserved in the Board of the District to the maximum extent permitted by law.

ARTICLE II. OFFICE.

1. PRINCIPAL OFFICE.

The principal office for the transaction of the business of the District is hereby fixed and located at 2775420959 West ~~Conn~~Dorris Avenue, Coalinga, California 93210.

2. METHOD OF CHANGING LOCATION OF OFFICE.

If for any reason it is necessary that the location of the District office be changed or that a change of location of such office will better suit the convenience of the District and its members, the Board is hereby expressly authorized and empowered to enact a resolution by a majority vote to be entered upon its minutes to change the location of the District office to some other place or location.

ARTICLE III. MEETINGS

1. ORGANIZATION MEETING.

At the first regular meeting after the Directors take office following the general election of the District, the Directors shall meet and organize as a Board, and may transact any other business of the District. At its organizational meeting, the Board shall elect the President and the Vice President from its members and appoint a Secretary, a Treasurer and an Assessor-Tax Collector, who need not be members of the Board.

2. REGULAR MEETINGS.

The Board shall hold one regular meeting annually on the second Tuesday of October at the District office at the hour of 10:00 a.m. At least 72 hours before a regular

meeting, the Board or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in a closed session. Agenda packets shall be delivered to the Board members one week prior to the meeting by personal delivery, mail, or electronic mail. The agenda shall specify the time and location of the regular meeting and shall be posted in a location that is freely accessible to members of the public: and on the District's website, if it has one. No action or discussion shall be taken on any item not appearing on the posted agenda. However, members of the Board may briefly respond to statements made or questions posed by persons exercising their public testimony rights. Also, either on their own initiative or in response to questions posed by the public, members of a legislative body may ask a question for clarification, provide a reference to staff or other resources for factual information or request staff to report back to the Board at a subsequent meeting concerning any matter. A member of the Board or the Board may also take action to direct staff to place a matter of business on a future agenda. The Board may take action on items of business not appearing on the posted agenda under any of the following conditions: (i) upon a determination by a majority vote of the Board that an emergency situation exists, which for purposes of these Bylaws shall mean any of the following (a) work stoppage or other activity which severely impairs public health, safety, or both, as determined by a majority of the members of the Board, or (b) crippling disaster which severely impairs public health, safety, or both, as determined by a majority of the members of the Board; (ii) upon a determination of a 2/3 vote of the Board, or, if less than 2/3 of the members of the Board are present, a unanimous vote of those members present, that there is a need to take immediate action and the need to take action came to the attention of the local agency subsequent to the agenda being posted as specified herein; or (iii) the item was posted pursuant to this Article III, Section 2 for a prior meeting of the Board occurring not more than five (5) calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which the action is being taken. Every agenda for regular meetings shall provide an opportunity for members of the public to directly address the Board on any item of interest to the public, before or during the Board's consideration of the item, that are within the subject matter jurisdiction of the Board. The agenda need not provide an opportunity for members of the public to address the Board on any item that has already been considered by a committee composed exclusively of the Board at a public meeting wherein all interested members of the public were afforded an opportunity to address the committee on the item (before or during the committee's consideration of the item) unless the item has been substantially changed since the committee heard the item. Whether an item has been substantially changed shall be determined by the Board. No action or discussion shall be taken on any item not appearing on the agenda unless the action is otherwise authorized by these Bylaws. The Board may adopt reasonable regulations to ensure that the intent of the preceding sentence is carried out including, but not limited to, regulations limiting the total amount of time allocated for public testimony on particular issues and for each individual speaker but the Board may not prohibit public criticism of the policies, procedures, programs or services of the District or of the acts or omissions of the Board.

3. CHANGE OF TIME AND PLACE OF REGULAR MEETINGS.

The Board, by resolution entered upon its minutes, may change the place, date and/or time of the regular meeting at any time. Unless otherwise permitted by law, every meeting shall take place within the territorial boundaries of the District.

4. ADJOURNED MEETINGS.

The Board, or any members of the Board if less than a quorum, may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Any act done at an adjourned meeting shall have the same force and effect as if done at the meeting from which it was adjourned. A notice specifying the time and place of the adjourned meeting together with the order of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held, as well as at the District office, within twenty-four (24) hours after the time of adjournment.

5. SPECIAL MEETINGS.

Special meetings of the Board may be called at any time by the President or by ~~three (3)~~four (4) members of the Board by delivering written notice to each member of the Board. Notice and agenda packets shall be delivered to the Board members personally, by mail, or by electronic mail at least seven (7) days before the time of the meeting as specified in the notice. Notice shall be given personally or by mail to each local newspaper of general circulation, radio or television station requesting notice in writing and posting a notice on the District's website, if it has one. The notice shall be received at least 24 hours before the time of the meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted, and no other business shall be considered at such special meeting. Unless otherwise permitted by law, every special meeting shall be held within the territorial boundaries of the District. The Board or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. The agenda shall be posted in a location that is freely accessible to members of the public; and posted on the District's website, if it has one. The agenda shall provide an opportunity for members of the public to directly address the Board on any item of which action is proposed to be taken prior to action on the item. The Board may adopt reasonable regulations to ensure that the intent of the preceding sentence is carried out including, but not limited to, regulations limiting the total amount of time allocated for public testimony on particular issues and for each individual speaker. The Board shall not prohibit public criticism of the policies, procedures, programs or services of the District or of the acts or omissions of the Board. The written notice may be dispensed with as to any member of the Board who, prior to the time the meeting convenes, files with the Secretary a written waiver of notice or as to any member who is actually present at the meeting at the time it convenes. The waiver may be given by telegram. The call and notice of the special meeting shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public, which may be the District office.

6. CLOSED SESSIONS.

The Board may enter into a closed session during a regular, adjourned regular, special or adjourned special meeting to consider such matters as may lawfully be considered in such sessions. Prior to any closed session, the item(s) to be discussed shall be disclosed and only those matters covered in such disclosure may be considered in such closed session. Disclosure may take the form of a reference to the item(s) as listed by number or letter on the agenda. After any closed session, the Board shall report publicly, orally or in writing, any action taken in closed session, as well as the vote or abstention of every member present in the manner provided by law.

7. QUORUM.

A majority of the Board shall constitute a quorum for the transaction of business and a vote of majority of the Directors present at any meeting attended by a quorum shall determine any proposition or resolution presented.

8. CONDUCT OF MEETINGS.

The President, or in his absence the Vice President, shall preside at all meetings of the Board. In the absence of the President and Vice President at any meeting where a quorum is present, the Board shall appoint a President Pro Tem (who shall be a Director), who shall preside at the meeting.

ARTICLE IV. ELECTIONS

1. GENERAL DISTRICT ELECTION.

The general district election of the District shall be held at the time provided by the California Elections Code (California Elections Code Section 23500, *et seq.*), and any other applicable laws of the State of California. Such election shall be called, noticed, held and conducted in a manner determined by the Board which is consistent with such California Elections Code, the California Water District Law, and all other applicable laws of the State of California, and the Directors and the elective officers (if any) of the District shall be elected at said election.

2. SPECIAL ELECTIONS.

The Board by resolution may call a special election on any proposition which the Board desires to present or is required by law to present to the voters of the District. Such special election shall be called, noticed, held, and conducted in a manner determined by the Board which is consistent with the California Elections Code, the California Water District Law and all other applicable laws of the State of California.

3. NOTICE OF ELECTIONS.

The Board or the Fresno County Clerk shall, before any general or special district election is held, give notice of the time and place and purpose of the election as required by law. The polling place or places in all elections shall be determined by the Board and set forth in the notice of election, or as may be provided by the applicable laws of the State of California.

4. QUALIFIED VOTERS.

All persons voting at a general or special election of the District shall be qualified as provided by the California Elections Code, the California Water District Law and all other applicable laws of the State of California and shall be entitled to the number of votes as therein provided. When any parcel or parcels of land lying within the boundaries of this District are assessed to more than one person, as shown by the next preceding assessment book of the District, each person whose name appears on said assessment book for said parcel shall be entitled to his or her pro rata share of all votes cast by the reason of ownership of said parcel. Every qualified voter, or his or her legal representative, may vote either in person or by proxy at any District election. The manner of voting either in person or by proxy shall be as specified in the California Elections Code, the California Water District Law, and these Bylaws.

5. PROXY.

No appointment of a proxy shall be valid, accepted, or vote allowed thereon at any general or special District election unless it meets all of the following requirements:

- a. It is in writing.
- b. It is executed by the person or legal representative of the person who under California law and these Bylaws is entitled to the votes for which the proxy is given.
- c. It is acknowledged or certified in accordance with Section 2015.5 of the California Code of Civil Procedure.
- d. It specifies the election at which it is to be used. An appointment of a proxy shall be used only at the election specified.
- e. It shall be on a form prescribed by the Fresno County Clerk meeting the above requirements.

Every appointment of a proxy is revocable at the pleasure of the person executing it at any time before the person appointed as proxy shall have cast a ballot representing the votes for which the appointment was given. Before a legal representative votes at a District election, he shall present to the precinct board a certified copy of his authority, which shall be kept and filed with the returns of the election.

6. NOMINATION OF OFFICERS.

All Directors and any other officers to be voted upon at a general or special District election, for election to the offices of the District, shall first qualify for their names to be placed on the ballot to be voted upon for the respective office to which they seek election as set forth in the California Elections Code, by the California Water District Law, and by any other applicable laws of the State of California.

7. RECALL ELECTIONS.

Recall elections shall be called, held and conducted as prescribed in Division 16 of the California Elections Code (Elections Code Section ~~27000~~16000, *et seq.*) and the California Water District Law.

ARTICLE V. DIRECTORS AND OFFICERS

1. QUALIFICATIONS.

Each Director of the District must be a holder of title to land in the District or the legal representative of a landholder. If the landholder is a corporation, the president of the corporation or a person selected by resolution of its board of directors, may serve as a Director. The Directors and officers of the District must be over eighteen (18) years of age, and be otherwise qualified in accordance with California law.

2. DUTIES.

The Board and the officers and employees of the District shall perform all duties set forth in the California Water District Law and these Bylaws, and shall at all times comply with the Constitution and the laws of the State of California.

3. OFFICERS.

The officers of the District shall be a President, a Secretary, a Treasurer and an Assessor-Tax Collector. Officers other than the President are not required to be Directors. One person may hold two or more offices, except that no one person shall hold any two or more of the offices of President and Secretary.

4. SUBORDINATE OFFICERS.

The Board shall employ and appoint such other officers and employees as the business of the District may require. Each such officer or employee shall hold such office for such period, have such authority and perform such duties, and receive such salary, as provided in the Bylaws or as the Board may from time to time determine.

5. TENURE OF OFFICE.

Directors and elective officers (if any) shall hold their office for the term provided in the California Elections Code or the California Water District Law. The President, Secretary, Treasurer, Assessor-Tax Collector and any other officer appointed by the Board shall serve at the pleasure of the Board and may be removed either with or without cause by a majority of the Directors at any time in office, at any regular or special meeting of the Board or, except in case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any Director or officer may resign at any time by giving written notice to the Board or to the President or to the Secretary of the District. Any such resignation shall take effect at the date of the receipt of such notice or a later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6. TIME AND MANNER OF APPOINTMENT OR ELECTION OF DIRECTORS AND OFFICERS.

The Board and elective officers (if any) shall be elected at the general election as herein provided, except as otherwise provided in the California Elections Code or the California Water District Law. The Secretary, the Treasurer and the Assessor-Tax Collector shall be appointed by the Board and the Board shall have the power to segregate the offices of Assessor and Tax Collector in any manner permitted by the California Elections Code or California Water District Law.

7. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled by appointment by the Board within sixty (60) days immediately subsequent to the effective date of such vacancy, and a notice of the vacancy shall be posted in three (3) or more conspicuous places in the District at least fifteen (15) days before the appointment is made. A person appointed to fill a vacancy on the Board shall hold office until the next district general election that is scheduled 130 or more days after the effective date of the vacancy, unless an election is also held on the same date for the purpose of electing a director to serve a full term in the same office to which the person was appointed, in which event the person appointed to the vacancy shall fill the balance of the unexpired term of his predecessor. In lieu of making an appointment to fill a vacancy on the Board, the remaining members of the Board may within 60 days of the vacancy call an election to fill the vacancy, which election shall be held on the next available election date provided by Chapter 1 of Division 4 of the California Elections Code that is 130 or more days after the vacancy occurs. In the event the Board elects not to fill a vacancy on the Board as provided by this Bylaw, it shall be filled in accordance with California Government Code Section 1780 or its successor.

8. PRESIDENT.

The Board shall elect one of its members as President of the District. The President shall be the chief executive officer of the District and shall, subject to the control of the Board, have general supervision, direction and control of the business and affairs of the District. He shall preside at all meetings of the members and all meetings of the Board. He shall be an

ex-officio member of all standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board or the Bylaws.

9. VICE PRESIDENT.

The Board may elect one of its members as Vice President of the District. In the absence or disability of the President, the Vice President, if any, shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as may from time to time be prescribed by the Board or these Bylaws.

10. SECRETARY.

The Secretary of the District shall be appointed by the Board. The Secretary shall keep a record of all proceedings had at meetings of the Board at the principal office of the District, or such other place as the Board may order. Such record shall include the time and place of holding the meetings, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, and the number of members present or represented at members' meetings, and the proceedings thereof. The Secretary shall file all documents pertaining to the District's affairs at the office of the District or such other place as the Board may order and the same shall be open to inspection at all times by any person interested. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of the members of the District as required by California law or the Bylaws, and s/he shall keep the seal of the District in safe custody and shall have such other powers and perform such other duties as may from time to time be prescribed and required by the Board or the Bylaws.

11. TREASURER.

The Treasurer shall be appointed by the Board. The Treasurer shall receive to the credit of the District and in trust for its use and benefit all monies belonging to the District, and shall deposit all such monies and other valuables in the name of and to the credit of the District with such depositories as may be designated by the Board. The Treasurer shall disburse funds of the District as may be ordered by the Board and shall render to the President and the Directors, whenever they request it, an account of all his or her transactions as Treasurer and the financial condition of the District. Books of account as maintained by the Treasurer shall at all times be open to inspection by any Director. The Treasurer shall do and perform such other duties as are required of the Treasurer by the California Water District Law or other applicable laws of the State of California.

12. ASSESSOR-TAX COLLECTOR.

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The Assessor-Tax Collector shall be appointed by the Board. The Assessor-Tax Collector shall in each fiscal year prepare the District assessment book, prepare and mail any assessments to be levied upon landowners within the District, submit to the Board of Supervisors a statement of all assessments levied against property in the District and do and perform such other duties as are required by the Assessor and/or Tax Collector by the California Water District Law or other applicable laws of the State of California. The Assessor-Tax Collector shall render to the President and Directors, whenever they request it, an account of all his or her transactions as Assessor-Tax Collector. The Board is expressly authorized to provide for the election of the office of Assessor-Tax Collector (or, if segregated, the offices of Assessor and/or Tax Collector) in accordance with the provisions of the California Water District Law.

13. DEPUTIES AND EMPLOYEES.

The Board may employ agents, officers and employees as required and prescribe their duties and fix their compensation. The Board may appoint deputies or assistants for the offices of Secretary, Treasurer and Assessor-Tax Collector in such numbers as may be necessary to perform the functions of said offices. The Board may consolidate the duties of any deputy or assistant so that such deputy or assistant may act as deputy or assistant to more than one officer of the District.

14. BONDS OF OFFICERS.

The Board may require a bond in an amount to be determined by the Board for any Director, officer or employee. The premium for any such bond shall be paid by the District.

ARTICLE VI. COMPENSATION OF DIRECTORS AND OFFICERS

1. DIRECTORS.

Unless otherwise provided by a resolution adopted by the Board, no Director shall receive compensation for his or her attendance at meetings of the Board or for any other services rendered as a Director. Any resolution adopted by the board providing compensation to Directors shall not exceed the amount of One Hundred Dollars (\$100.00) per day for each day's attendance at meetings of the Board and for each day's service rendered as a Director by request of the Board, not exceeding a total of six (6) days in any calendar month, together with any expenses incurred in the performance of duties required or authorized by the Board.

2. SECRETARY.

Unless otherwise determined by the Board, the Secretary of the District shall serve without compensation, other than to receive such allowance as may be authorized by the Board from time to time to cover expenses incurred by the Secretary in the performance of his or her duties on behalf of the District.

3. TREASURER AND ASSESSOR-TAX COLLECTOR.

The Treasurer and Assessor-Tax Collector shall each be paid such amounts as may be determined by the Board for each fiscal year that they shall perform the duties of those offices, and if their services shall be terminated prior to the expiration of a fiscal year, their salaries shall be prorated to the date of termination, and such salaries shall be paid in one lump sum as soon as the District has sufficient funds with which to pay the same.

4. MISCELLANEOUS OFFICERS.

The Board, by resolution, may compensate officers, employees and deputies other than those set forth above in these Bylaws, with such sums as shall be fixed by the Board.

ARTICLE VII. COMMITTEES~~AMENDMENT OR REPEAL OF BYLAWS~~

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1. FORMATION OF COMMITTEES.

The Board may establish committees it deems necessary to carry out the purposes of the District.

a. ROLE OF COMMITTEE

At the time the Board establishes a committee, the Board shall specify (a) the purpose of the committee; (b) the duties of the committee; (c) the authority, if any, delegated to the committee; (d) whether the committee is a standing or ad hoc committee; and (e) any other reporting or other information required by law.

b. REPORTING TO BOARD

All committees shall provide reports and recommendations to the Board.

c. BOARD RETAINS DISCRETIONARY AUTHORITY

To the extent the Board delegates any authority to a committee under this Article VII, the Board shall have final discretionary authority over any decision made by such committee.

ARTICLE VIII. AMENDMENT OR REPEAL OF BYLAWS

The Bylaws of the District may be repealed or amended or new Bylaws adopted by the assent of two-thirds (2/3) of the total vote of the District, given either in writing or by ballot cast at a District election. The Bylaws may also be amended by four-fifths (4/5) vote of the Directors and approval of the Board of Supervisors of Fresno County.

ARTICLE ~~VIIIX~~ INCURRING INDEBTEDNESS BY DISTRICT

By resolution adopted by a majority of the Board, the District may, in any fiscal year, borrow money to pay its expenses and anticipated expenses for that fiscal year in the event the revenues received by the District to that date are insufficient to discharge such expenses as they mature, and to issue evidences of indebtedness for such borrowings executed by the President and the Secretary in the name of and on behalf of the District; provided, however, that the District shall not borrow any money or incur any indebtedness except by a bond issue or by warrants authorized as provided by California Water District Law, or as may otherwise be authorized by the laws of the State of California.

ARTICLE ~~IX~~. PENALTIES

Any person governed by these Bylaws who shall violate the same shall be subject to suitable penalties to be levied and assessed by the Board not to exceed Two Hundred Dollars (\$200.00) for any one offense.

ARTICLE ~~XI~~. SAVINGS CLAUSE

Should any provision of these Bylaws be inconsistent with the laws of the State of California, such laws (and not these Bylaws) shall govern and these Bylaws shall be interpreted to be consistent with such laws.

RESOLVED:

_____ The Board of Pleasant Valley Water District hereby amends the bylaws of the District to read in their entirety as set forth in the within Amended and Restated Bylaws for the government and control of the affairs of the District.

Dated this ~~19th~~ 20th of ~~July, 2010~~ October, 2015.

Ross M. Allen

Tom Lovelace, Jr.

Ken N. Kreyenhagen

Rod T. Stiefvater

William J. Mouren

Donald Devine

Bradford Gleason

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