

**BYLAWS OF WESTLANDS WATER DISTRICT
AS AMENDED MARCH 20, 2018**

I. MANNER OF CALLING ELECTIONS

All District elections, both general and special, shall be called by majority vote of the Board of Directors in accordance with the requirements of the California Water District law (District law), the Uniform District Election Law (UDEL), and other applicable law. The resolutions calling each and all such elections shall be entered in full in the minutes of the Board.

II. TIME, PLACE AND MANNER OF CONDUCTING ELECTIONS

All District elections, both general and special, shall be held at a time and place and conducted in accordance with District law, UDEL, and other applicable law.

All District elections, both general and special, shall be conducted within the District.

All District elections, both general and special, shall be conducted by all-mail ballot as prescribed by District law, UDEL, and other applicable law. The Board of Directors shall, before any general or special District election is held, give public notice of the time, place, and purpose of the election in accordance with the requirements of District law, UDEL, and other applicable law.

III. MANNER OF VOTING

At all District elections, both general and special, each holder of title to land within the District shall have one vote for each dollar's worth of land to which he holds title, in accordance with California Water District Code Section 35003 and other applicable law. The next preceding assessment book of the District is conclusive evidence of ownership and of the value of the land so owned.

Every voter, or his legal representative, shall be entitled to vote by mail ballot at any District election. Voting shall be conducted in a manner prescribed by the District law, UDEL, and other applicable law.

IV. NOMINATION AND APPOINTMENT OF DIRECTORS

The District's Board of Directors shall be comprised of nine directors. Persons shall be nominated as candidates for election to the office of director by filing a nomination petition at the District office in the form, manner, and during the period of time prescribed by District law, UDEL, and other applicable law. Only names of persons properly nominated shall be printed on the ballots, but a blank space for each office of director to be filled shall be left after the names of the candidates in which the voters may write in another name if they desire. If at the close of the prescribed nomination period, only one person has been nominated for any office of director to be filled at that election, or no one has been nominated for such office, or, in the case of directors to be elected from the District at large the number of nominees for director does not exceed the number of offices of director to be filled at the election, and unless a petition signed by 10 percent of the voters or 50 voters, whichever is the smaller number, in the District, requesting that the general District election be held has been presented to the officer conducting the election, the District shall submit a certificate of these facts to the Fresno County Board of Supervisors. The District shall also request the Board of Supervisors of the County of Fresno, in which the greatest portion of the District is situated, to appoint to such office or offices the person or persons nominated or, if no person has been nominated for an office, any qualified person. The persons appointed by the Board of Supervisors of Fresno County shall qualify and take office and serve as if elected at a general election.

In the event of a vacancy on the Board of Directors, the Board of Directors may fill the vacancy by appointment in accordance with Government Code Section 1780 or other law applicable to California water districts.

V. QUALIFICATION AND DUTIES OF DIRECTORS, THEIR TENURE OF OFFICE AND TIME AND MANNER OF THEIR APPOINTMENT

A director of the District shall be a holder of title to land within the District or the legal representative of a holder of title to land. If a corporation holds title to land, any person selected by resolution of its board of directors filed with the District may serve as a director.

At the first general election following the formation election, two directors shall be elected for the full term of four years, and thereafter a general election shall be held every two years upon the expiration of the respective terms. The term of each director subsequent to the directors elected at the formation election is four (4) years. Each director shall hold office until his successor is elected and qualified. After winning a general election, a

director shall take his office at noon on the first Friday in December following the general election. After winning a special election or after appointment, a director shall take his office in the time and manner and for the term provided by District law, UDEL, and other applicable law.

The Board of Directors shall manage and conduct the business and affairs of the District. Meetings of the Board of Directors shall be noticed and convened in accordance with applicable California law.

The Board of Directors shall elect one of its members as President who shall serve until the Board has elected a successor. The President shall preside over all meetings of the Board. The President and his or her delegatee shall develop the agenda for all meetings of the Board. The President shall appoint Directors to any Standing Committee the Board establishes and shall appoint a chairperson for any such Standing Committee. The President shall serve as a member of all Advisory and Standing Committees; provided, that the President shall not have the authority to control any Committee's agenda and his or her powers shall be the same as the other non-chair members of the respective Committee. In the event of an absence by the respective Committee's chairperson, the President shall not serve as acting Chairperson. The President shall have other powers and duties as may be prescribed by the Board or the bylaws.

The Board of Directors shall elect one of its members as Vice-President who shall serve until the Board has elected a successor. In the absence or disability of the President, the Vice-President shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall have such other powers and perform other duties as may from time to time be delegated by the Board of Directors.

There may be, in accordance with the Brown Act and other applicable laws and at the discretion of the Board and at the appointment of the President, both Advisory and Standing Committees, the purpose of which is to provide advice and recommendations to the Board on discreet issues within the subject matter jurisdiction of the established Committee. Any Committee so established shall be chaired by a Chairperson. The Chairperson shall preside over all meetings of his or her respective Committee. The

Chairperson and his or her delagatee shall develop the agenda for all meetings of the respective Committee. The Chairperson shall have other powers and duties as may be prescribed by the Board or the bylaws.

VI. APPOINTMENT OF OFFICERS

The Secretary of the District shall be appointed by the Board of Directors and shall hold office at the pleasure of the Board. The Secretary shall keep a record of all the proceedings had at the meetings of the Board of Directors and shall perform such other duties as may be required by law or the Board. The Secretary shall file all documents pertaining to the District affairs in the office of the District and the same shall be open to inspection at all times by any interested person, in accordance with the Public Records Act and other applicable law.

The Assessor of the District shall be appointed by the Board of Directors and shall hold office at the pleasure of the Board. The Assessor 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 Directors a statement of all assessments levied against property in the District, and do and perform such other duties as are required of the Assessor by District law and other applicable law.

The Tax Collector of the District shall be appointed by the Board of Directors and shall hold office at the pleasure of the Board. The Tax Collector shall perform the duties required of the Tax Collector by District law and other applicable law.

The Treasurer of the District shall be appointed by the Board of Directors and shall hold office at the pleasure of 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 transactions as Treasurer and the financial condition of the District. Books of account as maintained by or under the authority of the Treasurer shall at all times be open to inspection by any Director. The Treasurer shall perform other duties required of the Treasurer by the Board of Directors, District law, and other applicable law.

VII. COMPENSATION OF DIRECTORS AND OFFICERS

Directors may be paid for their services in attending meetings of the Board or for any work performed by a director for the District, upon action of the Board, in the manner and to the extent provided for by District law or other state law applicable to California water districts. A director shall be entitled to reimbursement for reasonable expenses necessarily incurred by him for performing services on behalf of the District when authorized to perform such services by the Board of Directors.

The Assessor, Treasurer, Tax Collector, and Secretary shall be paid an amount as may be determined by the Board for each fiscal year that he or she shall perform the duties of the office. If their services shall be terminated prior to the expiration of a fiscal year, their salary shall be prorated to the date of cessation and such salary shall be paid up to the date of cessation of service. When a District employee is appointed to serve as Assessor, Treasurer, Tax Collector, or Secretary, that employee may receive additional compensation as determined by the Board above his/her annual salary as a District employee for the additional services rendered while serving as an officer of the District.

VIII. LOCATION OF THE DISTRICT OFFICE

The office of the District is hereby fixed at 3130 North Fresno Street, Fresno, California.

If for any reason it is necessary that the location of the District office be changed or that a change of location of said office will better suit the convenience of the District and its landowners, the Board of Directors is hereby expressly authorized and empowered by a four-fifths (4/5ths) vote to change the location of the District office to some other place or location within the County of Fresno.

IX. INCURRING INDEBTEDNESS BY DISTRICT

The District, upon action by the Board of Directors, in any fiscal year may 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 borrowing executed by the President and the Secretary in the name of and on behalf of the District. The District shall not borrow any money or incur any indebtedness which is not payable from the revenues of the current fiscal year except by a bond issue or by warrants authorized as provided by District law.

X. METHOD OF AMENDING OR REPEALING BYLAWS

The bylaws of the District may be repealed or amended or new bylaws adopted by more than a four-fifths (4/5ths) vote of the Board of Directors of the District, subject to approval by the Board of Supervisors, or by the assent of two-thirds (2/3rds) of the total vote of the District, given either in writing or by ballot cast at a District election.

XI. RESIDUAL POWERS

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 Directors of the District.

XII. PENALTIES FOR ANY BREACH OR INFRACTION OF THESE BYLAWS

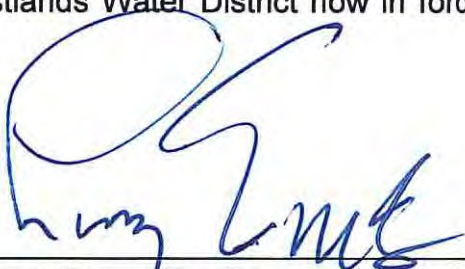
Any person amenable to these bylaws who shall violate the same shall be subject to levy of suitable penalties to be levied and assessed by the Board of Directors, not to exceed \$200 for any one offense.

The Board of Directors of WESTLANDS WATER DISTRICT, by the undersigned majority of the Directors thereof, and the undersigned Secretary of Westlands Water District, DO HEREBY CERTIFY that the foregoing amended bylaws of WESTLANDS WATER DISTRICT was duly adopted by more than a four-fifths (4/5ths) vote of the Directors; to wit, by eight of the nine members of the said Board at a meeting duly and regularly held on the 19th day of February, 2013; and that the foregoing amended bylaws of WESTLANDS WATER DISTRICT are, subject to the approval of the Board of Supervisors of the County of Fresno, the original amended bylaws of Westlands Water District now in force and effect.

Dated: March 20, 2018



Frank Coelho, Director



Larry Enos, Director



Jim Anderson, Director



Dan Errotabere, Director



Ryan Ferguson, Director



William Bourdeau, Director



Todd Neves, Director



Sarah Woolf, Director



Don Peracchi, Director



Bobbie Ormonde, Secretary

STATE OF CALIFORNIA)
)ss
COUNTY OF FRESNO)

I, Bobbie Ormonde, do hereby certify that I am the duly appointed, qualified and acting Secretary of Westlands Water District, a public district organized under the laws of the State of California with its offices at Fresno, California; that Resolution No. 110-18 was duly and regularly adopted by the Board of Directors of Westlands Water District at a meeting of said Board of Directors duly called and held on the 20th of March, 2018, at the offices of said Westlands Water District at which a quorum of said Directors was present and acting; and that said Resolution is still in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and seal as Secretary of said District this 12th day of April, 2018.



Bobbie Ormonde

Bobbie Ormonde
Secretary
Westlands Water District

RESOLUTION NO. 110-18

WESTLANDS WATER DISTRICT

**A RESOLUTION OF THE BOARD OF DIRECTORS
APPROVING AMENDED BYLAWS OF WESTLANDS WATER DISTRICT**

WHEREAS, California Water Code Section 35300 requires a California Water District to adopt bylaws for the government and control of its affairs; and

WHEREAS, the District has adopted bylaws which were last amended on February 19, 2013; and

WHEREAS, California Water Code Section 35305 provides for the amendment of such bylaws, with one alternative of doing so being a four-fifths vote of the Board of Directors and approval by the board of supervisors of the principal county of the District; and

WHEREAS, to facilitate conducting the District's business, it is advisable and in the best interest of the District that the President of the Board of Directors shall serve as a member of all Advisory and Standing Committees; provided, that the President shall not have the authority to control any Committee's agenda and his or her powers shall be the same as the other non-chair members of the respective Committee, and

WHEREAS, in the event of an absence by the respective Committee's chairperson, the President shall not serve as acting Chairperson, and

NOW, THEREFORE, BE IT AND IT IS HEREBY RESOLVED AS FOLLOWS:

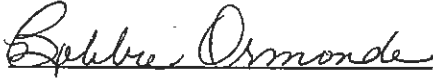
1. The Board of Directors does hereby approve and adopt the amended District bylaws attached hereto.
2. District staff is hereby authorized to take the additional actions necessary to obtain the approval of the board of supervisors of the County of Fresno, pursuant to the law.

Adopted at a regular meeting of the Board of Directors at Fresno, California, this 20th day of March, 2018.

AYES: Directors Anderson, Bourdeau, Coelho, Errotabere, Enos, Ferguson,
Neves, Peracchi and Woolf

NOES: None

ABSENT: None


Bobbie Ormonde, Secretary