

BYLAWS
SOUTH SAN JOAQUIN GROUNDWATER SUSTAINABILITY AGENCY

ARTICLE I
NAME

The South San Joaquin Irrigation District (“SSJID”), the City of Ripon (“RIPON”), and the City of Escalon (“ESCALON”), individually referred to as (“Member”) or collectively referred to as (“Members”), have entered into a Joint Exercise of Powers Agreement pursuant to the Joint Exercise of Powers Act, Cal. Government Code §§ 6500 *et seq.* establishing the South San Joaquin Groundwater Sustainability Agency (“SSJGSA”).

ARTICLE II
PURPOSE

The Members have formed the SSJGSA as a joint powers agency for the purpose of jointly exercising the powers common to all the Member including the powers granted to Members by the Sustainable Groundwater Management Act (“SGMA”) subject to the restrictions contained in the Joint Exercise of Powers Agreement (“Agreement”) entered into by the Members.

The Purpose of these bylaws is as follows:

1. To implement the Agreement with more specific provisions;
2. To establish rules by which the SSJGSA is governed;
3. To establish the offices of the SSJGSA and the procedures for filling them;
4. To prescribe procedures for meetings of the board of directors;
5. To establish the committees of the board of directors; and,
6. Other provisions to generally regulate the conduct of SSJGSA business.

ARTICLE III
GOVERNANCE

Board of Directors. The SSJGSA shall be governed by a five-member board of directors.

Appointment of Directors. Directors and alternate directors shall be appointed by the governing body of each Member. Three directors shall be representatives of SSJID, one director shall be a representative of RIPON, and one director shall be a representative of ESCALON. The Member’s governing body may appoint a new director to fill a vacancy at any time.

Alternates. Members shall appoint alternate directors to the SSJGSA Board of Directors. Alternate directors shall be entitled to participate in all respects in the absence of the appointed

director. The Member's governing body may appoint a new alternate director to fill a vacancy at any time.

Term of Directors and Alternates. Directors and alternate directors will serve until replaced by their respective Member's governing body.

ARTICLE IV OFFICERS

Officers. The SSJGSA Board of Directors shall elect a chairperson, a vice-chairperson, and designate an administrator, a board secretary and a treasurer. The chairperson and vice-chairperson shall be directors and the administrator, board secretary and treasurer need not be directors.

Duties of Officers.

1. Chairperson.
 - a. The chairperson shall preside at all meetings of the SSJGSA Board of Directors.
 - b. The chairperson shall create and appoint members to such ad hoc committees and other working groups as prescribed by the SSJGSA Board of Directors.
 - c. The chairperson shall designate directors or others to represent the SSJGSA Board of Directors at various meetings, hearings, conferences, or events.
 - d. The chairperson shall perform such other duties as necessary to carry out the work of the SSJGSA Board of Directors.
 - e. The chairperson shall perform such other duties as prescribed by law.
2. The vice-chairperson shall act as the chairperson in the absence of the chairperson.
3. The Members designate the SSJID General Manager as the SSJGSA Administrator.
4. The SSJGSA Secretary shall be the keeper of agency records. The secretary shall prepare agendas for meetings in accordance with the Ralph M. Brown Act, keep minutes of all meetings and shall, as soon as possible after each meeting, forward a copy of the minutes to each Director and Alternate Director. The secretary shall provide agendas to each Member for posting in accordance with the Ralph M. Brown Act.
5. The SSJGSA Treasurer shall meet the qualifications set out in Government Code section 6505.5 as a depository of funds for the SSJGSA.

Terms of Officers. All officers shall be chosen at the first SSJGSA Board of Directors meeting and serve a term of two (2) years. An officer may serve for multiple consecutive terms. Any officer may resign at any time upon written notice to the Board of Directors.

ARTICLE V MEETINGS

Meetings. The SSJGSA Board of Directors shall provide for regular and special meetings in accordance with the Ralph M. Brown Act.

1. The third Wednesday of the Month, 9:00 a.m., in the SSJID Board Room is designated as the regular meeting time and place of the SSJGSA Board of Directors.
2. The SSJGSA Board of Directors or the chairperson may cancel or re-schedule an individual regular meetings due to holidays, scheduling conflicts, lack of a quorum, or similar matter.
3. The chairperson or a majority of the SSJGSA Board of Directors may call a special meeting.
4. All regular meetings and special meetings of the SSJGSA Board of Directors and all committee meetings defined below shall be noticed and conducted in accordance with the Ralph M. Brown Act.
5. Any director or the SSJGSA Administrator may cause an item to be placed on the agenda.
6. 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.
7. In the case of special meetings, the written or electronic notice shall specify the specific nature of the business to be transacted.
8. All information presented in closed session shall be confidential.
9. The SSJGSA hereby adopts as part of its bylaws a limited disclosure policy for closed sessions as stated in Government Code Section 54956.96.
 - a. All information received by the legislative body of the local agency member in a closed session related to the information presented to the SSJGSA Board of Directors 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:

- i. 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.
 - ii. Other members of the legislative body of the local agency present in a closed session of that member local agency.
- b. Any designated alternate director appointed by the legislative body of a Member and who is attending a properly noticed meeting of the SSJGSA Board of Directors in the place of a designated director may attend closed session.

Quorum. A majority of the SSJGSA Board of Directors, with at least one director or alternate director from each Member, shall constitute a quorum for the transaction of business.

Lack of Quorum. 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.

1. The SSJGSA Administrator shall post a copy of the order or notice of adjournment conspicuously posted on or near the door of the place where the meeting was to have been held within 24 hours after adjournment.
2. If all the members are absent from any regular or adjourned regular meeting, the SSJGSA Administrator 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.
3. 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 SSJGSA Board of Directors.

Voting.

1. Except as to certain actions identified in the Agreement requiring a supermajority vote, the SSJGSA Board of Directors will conduct all business by majority vote. Prior to voting, the board shall endeavor in good faith to reach consensus on the matters to be determined. If any director objects to a proposed action item, the board shall work in good faith to reasonably resolve such objection. If a director's objection is not resolved collaboratively, the matter will nonetheless proceed to a vote for final resolution as stated in the Agreement
2. Voting shall be only conducted at a properly noticed meeting where a quorum has been established and members are physically present, except as provided in Government Code section 54953 or by executive order of the Governor.
3. Voting shall be by voice, show of hands, or roll call vote. Any director may request a roll-call vote.

4. Supermajority Vote Requirement for Certain Actions. The following actions will require a two-thirds (2/3) vote by the directors present and with at least one director from each of the Members voting in favor of the action:
- a. Decisions related to the levying of taxes, assessments or property-related fees and charges;
 - b. Decisions related to the approval of construction or other major projects, acquisition of real estate, or the exercise of eminent domain powers;
 - c. Decisions related to the expenditure of funds by the SSJGSA beyond expenditures approved in the SSJGSA's annual budget;
 - d. Adoption of rules, regulations, policies, bylaws, and procedures related to the function of the SSJGSA;
 - e. Decisions related to the establishment of the annual budget and Members' percentage obligations for payment of the SSJGSA's costs as provided in Article 5.1; and
 - f. Approval or Adoption of a groundwater sustainability plan (GSP).

Adjournment. In addition to the adjournment of a meeting where no quorum exists, 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.

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

Advisory Committees. The chairman or SSJGSA Board of Directors may from time to time appoint one or more advisory committees or establish standing or ad hoc committees to assist in carrying out the purposes and objectives of the SSJGSA, and shall determine the purpose and need for such committees and the necessary qualifications for individuals appointed to them. A chair and members of each committee may be constituted by such individuals approved by the chairman or SSJGSA Board of Directors for participation on the committee. However, no committee or participant on such committee shall have any authority to act on behalf of the SSJGSA.

Technical Advisory Committee. The SSJGSA Board of Directors shall establish a Technical Advisory Committee made up of Member staff. At least one staff member from each Member may serve on the Technical Advisory Committee. The Technical Advisory Committee shall develop a process to direct and coordinate agency activities, including the development, planning, financing, environmental review, permitting, implementation, and long-term monitoring of the adopted GSP, and/or for the SSJGSA's participation in the Eastern San Joaquin Groundwater Authority. The Technical Advisory Committee may delegate tasks and responsibilities to Member staff. The Technical Advisory Committee shall keep the Board apprised of its activities, and may from time to time be asked by the SSJGSA Board of Directors to attend board meetings for the purpose of answering questions and providing information.

In addition to being responsible for advising the board in the development and implementation of a GSP, the Technical Advisory Committee shall be responsible for advising or making recommendations to the SSJGSA Board of Directors regarding:

1. Adoption of rules, regulations, policies, bylaws and procedures related to the activities of the SSJGSA;
2. Approval of work plans, budgets and schedules for projects and programs implemented as part of the adopted GSP;
3. Approval of GSP-related projects and programs;
4. The SSJGSA's annual budget, Members' cost-share allocation, financing mechanisms;
5. Hiring of agents, consultants, advisors, independent contractors, and employees;
6. Approval of contracts with public or private entities, including the State of California and the United States;
7. Securing of contributions, grants, and loans from any public or private agency for the purpose of financing SSJGSA activities;
8. Legislative or policy matters; and
9. Any other matter(s) delegated to the Technical Advisory Committee by the SSJGSA Board of Directors.

ARTICLE VII PARLIMENTARY 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 VIII

MISCELLANEOUS

In the case of any inconsistency between the provision of these Bylaws and the Joint Powers Agreement creating the SSJGSA, 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 IX AMENDMENTS

The Bylaws may be repealed or amended, or new Bylaws may be proposed, by the affirmative vote of two-thirds (2/3) 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.