

**NORTH BAY WATER DISTRICT BYLAWS**

ARTICLE I

NAME, PURPOSE AND POWERS

1. This governmental body is known as the NORTH BAY WATER DISTRICT, a California water district (“District”).
2. The purpose of the formation of the District is to formulate and adopt policies on water and related issues that are in the best interest of the District as a whole.
3. All District powers shall be those established by the California Water District Law and shall be exercised by, under and by virtue of the Board or Directors.

ARTICLE II

BOARD OF DIRECTORS

1. Membership. The Board of Directors (“Board”) shall consist of five (5) Directors, elected, or appointed, as provided by law. Each Director shall be either a: (a) holder of title to land within the district; (b) a legal representative of a holder of title to land within the district in accordance with Section 34030 of the Water Code or (c) a representative designated by a holder of title to land within the District if the holder has filed with the District written evidence of that designation at the time of their election and during their term of office. A “Legal representative” under Section 34030 of the Water Code means either of the following: (a) a duly appointed and acting guardian, executor, or administrator of the estate of a holder of title to land or (b) a person duly authorized to act for, and on behalf of, a holder of title to land that is not a natural person.
2. General Authority. The Board of Directors, except as otherwise specifically provided by law or by these Bylaws (“Bylaws”), shall manage and conduct the business and affairs of the District.
3. Meetings. Regular meetings of the Board of Directors shall be held at such time and place as may be agreed upon by resolution of the Board. When required by law, meetings shall be held and conducted pursuant to the agenda and notice requirements of the Ralph M. Brown Act.
4. Quorum: Vote Necessary. Three Directors shall constitute a quorum of the Board for the transaction of business. The vote of a majority of the Directors present at any meeting attended by a quorum shall be necessary and sufficient to determine any proposition or resolution presented.

5. Terms of Office. The term of office of each Director elected at a general District election is four years or until his or her successor qualifies and takes office.

6. Conflict of Interest. No Director or official of the District shall make, participate in making or in any way attempt to use his or her official position to influence a decision in which he or she knows, or has reason to know, he or she has a financial interest in accordance with the Conflict or Interest provisions of California Government Code Section 1090, Section 87100 and Section 87103.

### ARTICLE III

#### Elections

1. General Elections. The Board of Directors shall be elected at the general election of the District by landowner voter election. General elections shall be called by a majority vote of the Board of Directors, by resolution, and shall be held in accordance with California Water Districts law, the Uniform District Election Law, and any other applicable laws. The resolutions calling each general election shall be entered in full in the minutes of the Board.

2. Special Elections. Special elections shall be called by a majority vote of the Board of Directors, by resolution, and shall be held in accordance with California Water Districts law, the Uniform District Election Law, and any other applicable laws. Special elections may be called on any proposition which the Board desires or is required to present to the voters of the District.

3. Time, Place, and Manner of Conducting Elections. Notwithstanding any other provision of law, or the Bylaws of the District, all elections within the District shall be conducted as landowner voter elections and in accordance with the California Water District law and California Elections laws. All District elections shall be conducted within the District. The Board of Directors shall, before any general or special election is held, give public notice of the time, place, manner, and purpose of the election in accordance with the requirements of the California Water Districts law, the Uniform District Election Law, and any other applicable laws.

4. Qualified Voters, Voting Methodology, and Process. Qualified voters within the District shall be holders of title to land within the District.

The number of votes any landowner has shall be determined in accordance with Water Code Section 35003 which provides in part that each voter shall have one vote for each dollar's worth of land to which he or she hold title. The last equalized assessment book of the District is conclusive evidence of ownership and of the value of the land so owned except that in the event that an assessment for the District shall not have been made and levied for the year in which the election is held, the last assessment roll of each affected county shall be used in lieu of the assessment book of the District as evidence of ownership. However, the Board may determine by resolution that the assessment book or assessment roll of each affected County shall be corrected to reflect, in the case of transfers of land, those persons who as of the 45th day prior to the election appear as owners on the records of the County. If an equalized assessment book of the District does not exist, then each voter shall be entitled to cast one vote for each acre owned

by the voter within the District, provided that if the voter owns less than one acre then the voter shall be entitled to one vote and any fraction shall be rounded to the nearest full acre.

In-person elections shall be allowed and shall be conducted in accordance with California Water Districts law, the Uniform District Election Law, and any other applicable laws. In the case of an in-person election, every qualified voter shall be entitled to vote at any District election either in person or by a person duly appointed as his or her proxy. No purported appointment of a proxy shall be valid, accepted, or vote allowed at any District election unless the appointment of the proxy meets the requirements of Water Code section 35005.

All-mailed ballot elections shall be allowed and shall be conducted in accordance with California Water District law, the Uniform District Election Law, and any other applicable laws. In the case of an all-mailed ballot election, every qualified voter or that voter's legal representative shall be entitled to vote at any District election; provided, however, that any purported legal representative shall present to the Secretary of the District, to the Secretary's satisfaction, a certified copy of the legal representative's specific authority to vote on behalf of the qualified voter, which authorization shall be retained by the District and filed with the returns of the election.

5. Vacancy on the Board. Should a vacancy on the board arise, the vacancy shall be filled in accordance with the procedures set forth in the California Water District law and California Elections laws.

#### ARTICLE IV

##### PRINCIPAL OFFICE

1. The principal office of the District shall be located in the County of Sonoma, State of California, at a place designated from time to time by the Board of Directors by resolution entered in its minutes.

2. Until different action of the Board or Directors, the principal office of the District shall be located at the North Bay Water District Administration Office located at: Schell-Vista Station #1. 22950 Broadway, Sonoma, CA 95476.

#### ARTICLE V

##### SEAL

The District shall have and maintain a seal, described as follows:

Two concentric circles, the outer circle being approximately one and one-half inches in diameter and the inner circle approximately one inch in diameter; with the words "NORTH BAY WATER DISTRICT" in the upper part of the space between the circles; with the word "CALIFORNIA" in the lower part of the space between the circles; and with the words "FORMED DECEMBER 17, 1963" inside the inner circle.

An impression of said seal appears in the margin hereof:

## ARTICLE VI

### OFFICERS

1. Officers Other Than Directors. In addition to the Directors, the officers of the District shall be: President, Vice President, Assessor-Tax Collector-Treasurer and Secretary.

2. Consolidation. The offices of Assessor and Tax Collector have been consolidated and are required to be held by the Treasurer, but the Board of Directors may at any time segregate any of such offices. Until such time as the Board shall segregate any such offices, the office of Assessor and Tax Collector shall constitute a consolidated office to be held by the Treasurer and known as Assessor-Tax Collector-Treasurer. No order of consolidation or segregation shall be made by the Board during the ninety (90) days immediately preceding a general election.

3. President. The President shall be elected by the Board of Directors from among its members. The term of the President shall be for one year, or until the election and qualification of his or her successor. The President shall be elected at the first regular meeting of the Board following each general election for the office of Director, or, at such other time as the Board may set for such election. The President shall act as Chairman of the Board of Directors also referred to as "Chair".

4. Vice President. The Vice President shall be elected by the Board of Directors from among its members, at the same time and for the same term as the President. In the event of absence of 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 duties and authority as may be assigned to him by the Board. The Vice-President shall also act as Vice-Chair of the Board of Directors, also referred to as "Vice-Chair".

5. Secretary. The Secretary shall be elected by the Board of Directors from among its members, at the same time and for the same term as the President. The Secretary shall keep a record of all the proceedings had at meetings of the Board. All documents pertaining to District affairs shall be maintained in an appropriate filing system and filed in the office of the District by the Secretary and shall be available for public inspection. The Secretary, or such other person designated by the Secretary who is qualified pursuant to the requirements of California Code of Civil Procedure Section 2093, shall be the person authorized to administer oaths to new Directors. The Secretary shall have such other duties and authority as may be assigned to him or her by the Board. The Board may from time to time appoint one or more Assistant Secretaries. Under the direction of the Board and the Secretary, each such Assistant Secretary shall assist the Secretary in the performance of his or her duties and shall have such other duties and authority as shall be provided by the Board.

6. Assessor-Tax Collector-Treasurer. The Assessor-Tax Collector-Treasurer shall be elected by the Board of Directors from among its members, at the same time and for the same

term as the President. He or she shall have the duties and authority assigned him or her by law and such other duties and authority, not inconsistent therewith, as shall be assigned him or her from time to time by the Board of Directors. The Assessor-Tax Collector-Treasurer shall be elected by the Board as soon as practicable following the certification of election results after each general election for the Board of Directors. The Treasurer shall also serve as the District's Assessor-Tax Collector and he or she shall have the duties and authority assigned him or her by law and such other duties and authority, not inconsistent therewith, as shall be assigned him or her from time to time by the Board of Directors.

7. Compensation. No compensation has been fixed for service of Directors. The Board may in the future direct that such compensation be fixed pursuant to the Water Code. The Board shall adopt compensation ordinances as deemed appropriate by the Board so long as authorized by the Water Code.

8. Employees. The Board of Directors may employ and appoint from time to time such other officers and such agents and employees as it shall deem appropriate to carry on the business of the District. The qualifications, duties, authority and compensation or such other officers and or such agents and employees shall be fixed by the Board of Directors.

9. Organization of the Board. At the December meeting of the Board in each calendar year, the Board shall organize and elect its officers. Interim reorganization may be undertaken by the Board as deemed necessary.

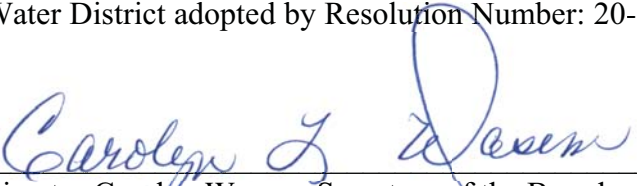
## ARTICLE VII

### AMENDMENT OR REPEAL OF BYLAWS

Notwithstanding any other provision of law, the board of directors may at any time alter, repeal, or amend the District's Bylaws by a majority vote. Any alteration, repeal or amendment to the Bylaws shall be recorded with the Sonoma County Clerk-Recorder.

These Bylaws shall at all times be consistent with the Constitution and laws of the State of California, including the provisions of Division 13 of the Water Code of the State of California, and shall be so construed. If any bylaw is or becomes in conflict with any law of the State of California, it shall be invalid and void to the extent of such conflict; but by such invalidity shall not affect the remaining valid provisions of these Bylaws which shall continue in full force and effect.

The Bylaws of the North Bay Water District adopted by Resolution Number: 20-1, dated: April 14, 2020.

  
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Director Carolyn Wasem, Secretary of the Board