



A Tradition of Stewardship
A Commitment to Service

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To: BOARD OF SUPERVISORS	From: Susan Ingalls, Paralegal
Date: December 20, 2016	Re: December 20, 2016 BOS Agenda Agenda Item No. 10A

The Resolution Amending the Watershed Information and Conservation Council Bylaws attached to Agenda Item No. 10A of the December 20, 2016 Board of Supervisors agenda have been revised.

The formatting changes made to the Bylaws are reflected in the attached tracked version of the Resolution. A final, clean Resolution is also attached.

RESOLUTION NO. 2016-_____

**A RESOLUTION OF THE NAPA COUNTY BOARD OF SUPERVISORS,
STATE OF CALIFORNIA, AMENDING THE WATERSHED INFORMATION
AND CONSERVATION COUNCIL BYLAWS**

WHEREAS, on May 21, 2002, the Board adopted Resolution No. 02-103 creating the joint Napa River Watershed Conservancy and Watershed Information Center Board which was later renamed the Watershed Information and Conservation Council (“Council”); and

WHEREAS, since creation of the Council in 2002, the Board of Supervisors has adopted several resolutions affecting the role, structure and meeting details of the Council and those changes need to be memorialized and incorporated into the Council’s bylaws; and

WHEREAS, the Council is an advisory committee and its bylaws can only be amended by the Board of Supervisors; and

WHEREAS, on November 3, 2016 the Council discussed and recommended that the Board of Supervisors amend the Council’s bylaws to change the Council’s regular meeting time and location; and

WHEREAS, the Board of desires to change the time and location of the Council’s meetings to better secure the Council’s meeting location and address the needs of the Council membership;

NOW, THEREFORE BE IT RESOLVED that the Napa County Board of Supervisors hereby finds as follows:

1. The Bylaws of the Watershed Information and Conservation Council shall be amended effective immediately to read in full as set forth in Exhibit “A”, attached hereto and incorporated by reference herein.
2. All other terms and provisions of prior Resolutions pertaining to the Watershed Information and Conservation Council not in conflict with the terms and provisions of this Resolution shall remain unchanged and in effect.
3. The County Executive Officer is directed to place a copy of this Resolution, or appropriate summary thereof, in Section 28 of Part II of the Napa County Policy Manual.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED
by the Napa County Board of Supervisors, State of California, at a regular meeting of said Board
held on the ____ day of December, 2016 by the following vote:

AYES: SUPERVISORS _____

NOES: SUPERVISORS _____

ABSTAIN: SUPERVISORS _____

ABSENT: SUPERVISORS _____

NAPA COUNTY, a political subdivision of the State
of California

Alfredo Pedroza, Chairman of the Board of
Supervisors

APPROVED AS TO FORM Office of County Counsel By: <u>Robert Martin, Deputy</u> <u>County Counsel</u> Date: <u>December 19</u> November 23, 2016	ATTEST: GLADYS I. COIL Clerk of the Board of Supervisors By: _____	APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS Date: _____ Processed By: _____ Deputy Clerk of the Board
---	---	--

EXHIBIT A-1 TRACK CHANGES

Adopted May 21, 2002; Resolution 02-103
Amended February 24, 2004; Resolution 04-26
Amended June 8, 2004; Resolution 04-77
Amended July 13, 2004; Resolution 04-102
Amended November, 1, 2005; Resolution 05-202
Amended April 25, 2006; Resolution 06-82
Amended January 29, 2013; Resolution 2013-06
Amended June 23, 2015; Resolution 2015-82

BYLAWS OF THE WATERSHED INFORMATION AND CONSERVATION COUNCIL OF NAPA COUNTY

I. THE WATERSHED INFORMATION AND CONSERVATION COUNCIL OF NAPA COUNTY

- A. **Name.** The official name of the ~~Board~~ Council shall be the Watershed Information and Conservation Council of Napa County, hereinafter referred to as the "WICC."
(Per Resolution No. 2015-82)

II. OFFICERS. The officers of the WICC shall be the Chair, Vice-Chair and Secretary, chosen as follows:

- A. **Time of Election of the Chair and Vice-Chair.** At the first organizational meeting and thereafter at the WICC's annual organizational meeting, the membership of the WICC shall elect the Chair and Vice-Chair from among themselves.
- B. **Term of the Chair and Vice-Chair.** The Chair and Vice-Chair shall serve one calendar year or until their successors are elected and assume office. If the office of Chair becomes vacant during the term, the Vice-Chair shall become Chair. Vacancy in the office of Vice-Chair during the term shall be filled by election to serve the remainder of the term.
- C. **Duties of the Chair and Vice-Chair.** The Chair, or the Vice Chair in the absence of the Chair, shall act as the presiding officer of the WICC and in that capacity shall preserve order and decorum, decide questions of order subject to being overruled by a two-thirds vote and perform such other duties as are required by the WICC. The Chair shall have all the rights and duties enjoyed by any other member of the WICC, including the right to make and second motions.
- D. **Secretary.** The Natural Resources Conservation Manager, in the Water Resources Division of the Public Works Department, shall serve ex officio as the Secretary of the WICC.
- E. **Authority to Bind the WICC** ~~Board~~. No member of the WICC shall have any power or authority to bind the WICC by any contract, to pledge its credit, or to render it liable for any purpose in any amount.
- F. **Term of WICC members.** Each member of the WICC shall serve for a period of four

(4) years. Members serving on the WICC as elected officials and their alternates ~~member acting for the County Board of Supervisors~~ shall serve the same term as their elected office.

G. Service and termination of WICC membership.

1. **Service.** Members appointed to the WICC by the County Board of Supervisors shall serve at the will and pleasure of the County Board of Supervisors.
2. **Termination.** A WICC member's term may be concluded before expiration if any one of the following events occurs:
 - a. The member's ~~His or her~~ absence from three consecutive regular meetings during the term year, unless confined by illness or other absence approved by a majority of the WICC at any meeting thereof, will be considered as having involuntarily resigned the her/his position as a member of the WICC.
 - b. The member's ~~His or her~~ resignation is submitted to the Chair.
 - c. The member no longer ~~His or her ceasing~~ residesney in Napa County.
 - d. The member is convicted ~~His or her conviction~~ of a felony or any offence involving a violation of the member's ~~his or her~~ official duties.
 - e. Refusal or neglect to file the required oath of office.

III. MEETINGS

- A. **Date of Regular Meetings.** All dates of regular meetings of the WICC shall be on the fourth Thursday of every other month beginning in January, apart from November, when the meeting shall be held on the third Thursday, as shown on a calendar, which the WICC shall adopt at the first meeting of the WICC, of each calendar year. Notwithstanding the foregoing, any regularly scheduled meeting of the WICC may be canceled by majority vote or, if there is not a quorum, be adjourned by the Chair or Secretary in the manner set forth in Section III(G) of these by-laws.
- B. **Time of Regular Meetings.** Regular meetings shall commence at 4~~3~~:00 pm and continue until all agendized business is concluded unless adjourned earlier on motion of the WICC for any reason or by the Secretary for lack of a quorum.
- C. **Location of Regular Meetings.** Unless specially noticed otherwise, regular meetings shall be held at 2751 Napa Valley Corporate Drive, Building A, First Floor Conference Room - Madrone ~~625 Burnell Street, in the NCTPA/NVTA Board~~ Room, Napa, California.
- D. **Emergency Meetings.** Emergency meetings shall be called in conformance with Section 54956.5 of the California Government Code

- E. Special Meetings.** A special meeting may be called at any time by the Chairman or upon the request of a majority of the members of the WICC by delivering written notice to each member and to each person or entity entitled by law to receive such notices in the manner required by Government Code Section 54956 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 or discussed and shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meetings by the WICC. Such written notice may be dispensed with as to any WICC member who at or prior to the time the meeting convenes files with the Secretary of the WICC a written waiver of notice. Such waiver may be given by telegram. Such written notice may also be dispensed with as to any member who is actually present at the time the meeting convenes.
- F. Agendas Involving Regular Meetings.** At least 72 hours before a regular meeting, an agenda containing a brief general description of each item of business to be transacted or discussed shall be posted at a location freely accessible to members of the public. All agendas shall include a time period for public comment and shall specify the time and location of the regular meeting. No discussion shall occur, or action be taken, on any item not appearing on the posted agenda except as permitted by law. Questions or comments regarding items not included on the agenda shall be limited to the scope permitted for "public comment". Supplemental agendas involved in a regular meeting will be prepared and considered by the WICC only under the following conditions:
- 1. Emergencies.** Upon a determination by the WICC that an emergency situation exists, as defined in Section 54956.5 of the Government Code.
 - 2. Need Arising after Posting.** Upon a determination by a two-thirds vote of the WICC or, if less than two-thirds of the potential votes are present, a unanimous vote of the WICC members present, that there is a need to take immediate action and the need to take action came to the attention of WICC or staff subsequent to the regular agenda being posted.
 - 3. Recently Continued Item.** The item was properly posted for a prior meeting of the WICC occurring not more than five 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 action is being taken.
- G. Adjourning Meetings.** The WICC may adjourn any meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all WICC members are absent from any regular meeting or adjourned regular meeting the Secretary or Acting Secretary of the WICC may declare the meeting adjourned to the next regular meeting of the WICC. 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 held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.

- H. **Meetings to be Open and Public.** All meetings of the WICC to take action or to deliberate concerning WICC business and its conduct shall be open and public. All persons shall be permitted to attend any such meetings except as otherwise provided or permitted by law.

IV. CONDUCT OF MEETINGS

- A. **Order of Business.** The regular order of business of the WICC shall be:
1. Call to order.
 2. Approval of the minutes of the previous meeting.
 3. Public comment on unagendized items.
 4. Consideration and Action on Agenda Items.
 5. Adjournment.
- B. **Parliamentary Procedure.** Unless otherwise provided by these Bylaws, all proceedings before the WICC shall be conducted in accordance with and pursuant to the parliamentary procedure prescribed in the most current version of the Sturgis "Standard Code of Parliamentary Procedure."
- C. **Recording of Meetings.** Any meeting of the WICC, other than a closed session permitted under the Brown Act, may be recorded by any person, unless the WICC determines that such recording could constitute a disruption of the proceedings.
- D. **Presentations to the ~~Board~~Council.** Any person desiring to address the WICC shall, when recognized by the Chair, give their ~~his or her~~ name and/or address. The Chair may, in the interest of facilitating the business of the WICC, set in advance of the presentation of testimony reasonable time limits for oral presentations. Persons may be required to submit written testimony in lieu of oral testimony if the Chair determines that a reasonable opportunity for oral presentations has been provided, and in such a case, the matter may be continued to a later date to allow a reasonable time for such submittals to occur.
- E. **Recordation of ~~Board~~Council Actions.** All official actions or decisions by the WICC shall be documented and kept by the Secretary. The vote or votes of each member of the WICC on every question shall be recorded. Only action minutes will be maintained, however, ~~tape~~ electronic recordings will be made of each meeting of the WICC whenever possible and shall be available to the public at the WICC offices.

V. VOTING AND QUORUM

- A. **Roll Call Vote.** A roll call vote may be required in voting upon any motion of the WICC at the discretion of the Chair.

- B. Inaudible Votes.** Any member present who does not vote in an audible voice or abstains for a legally insufficient reason shall be recorded as voting "aye".
- C. Quorum.** A majority of the members of the WICC shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other official purposes, except that less than a quorum may adjourn from time to time until a quorum is obtained.
- D. Number of Votes Required for Action.** All actions require a motion and a second. No action or recommendation of the WICC shall be valid and binding unless a quorum is present and the motion is approved by at least a majority of the members present. Each member shall have one vote. No votes may be cast by proxy. Tie votes shall be considered as denial of the motion.
- E. Voting Affected by Conflict of Interest.** As a general rule, no member shall participate as a member in any discussion or voting if to do so would constitute a conflict of interest. However, if a quorum cannot be achieved or the required number of affirmative votes for action obtained because conflicts of interest exist that prevent members having such conflicts from discussing or voting on the matter, and the conflicts are such that the members with conflicts will be unable to vote at a later date even if the matter is continued, the matter shall not be continued and a sufficient number of members having conflicts of interest, selected by lot, shall be allowed to participate to provide enough votes for the WICC to form a quorum and take affirmative action.
1. A final vote on any matter before the WICC may be reconsidered during the meeting at which the vote was taken provided all persons concerned with the matter are still present, and further provided the motion to reconsider shall be made by a member voting with the majority on the final vote.
 2. If all persons concerned with a matter are not present, or if a member so chooses, a motion to reconsider a final vote on any matter may be given not later than the next regular meeting by a member voting with the majority on the final vote, provided notice of intention to move such reconsideration shall have been given at the meeting on which the final vote was taken.
 3. A motion for reconsideration shall have precedence over every motion except a motion to adjourn.

VI. CHANGES TO BYLAWS

The provisions of these Bylaws may be altered, amended, or repealed at any time, within limitations imposed by the Brown Act.

EXHIBIT A-2 CLEAN COPY

Adopted May 21, 2002; Resolution 02-103
Amended February 24, 2004; Resolution 04-26
Amended June 8, 2004; Resolution 04-77
Amended July 13, 2004; Resolution 04-102
Amended November, 1, 2005; Resolution 05-202
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(Per Resolution No. 2015-82)

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- B. Term of the Chair and Vice-Chair.** The Chair and Vice-Chair shall serve one calendar year or until their successors are elected and assume office. If the office of Chair becomes vacant during the term, the Vice-Chair shall become Chair. Vacancy in the office of Vice-Chair during the term shall be filled by election to serve the remainder of the term.
- C. Duties of the Chair and Vice-Chair.** The Chair, or the Vice Chair in the absence of the Chair, shall act as the presiding officer of the WICC and in that capacity shall preserve order and decorum, decide questions of order subject to being overruled by a two-thirds vote and perform such other duties as are required by the WICC. The Chair shall have all the rights and duties enjoyed by any other member of the WICC, including the right to make and second motions.
- D. Secretary.** The Natural Resources Conservation Manager, in the Water Resources Division of the Public Works Department, shall serve ex officio as the Secretary of the WICC.
- E. Authority to Bind the WICC.** No member of the WICC shall have any power or authority to bind the WICC by any contract, to pledge its credit, or to render it liable for any purpose in any amount.
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(4) years. Members serving on the WICC as elected officials and their alternates shall serve the same term as their elected office.

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 - b. The member's ~~His or her~~ resignation is submitted to the Chair.
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III. MEETINGS

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- B. **Time of Regular Meetings.** Regular meetings shall commence at 3:00 pm and continue until all agendaized business is concluded unless adjourned earlier on motion of the WICC for any reason or by the Secretary for lack of a quorum.
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- E. **Special Meetings.** A special meeting may be called at any time by the Chairman or upon the request of a majority of the members of the WICC by delivering written notice

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AND CONSERVATION COUNCIL BYLAWS**

WHEREAS, on May 21, 2002, the Board adopted Resolution No. 02-103 creating the joint Napa River Watershed Conservancy and Watershed Information Center Board which was later renamed the Watershed Information and Conservation Council (“Council”); and

WHEREAS, since creation of the Council in 2002, the Board of Supervisors has adopted several resolutions affecting the role, structure and meeting details of the Council and those changes need to be memorialized and incorporated into the Council’s bylaws; and

WHEREAS, the Council is an advisory committee and its bylaws can only be amended by the Board of Supervisors; and

WHEREAS, on November 3, 2016 the Council discussed and recommended that the Board of Supervisors amend the Council’s bylaws to change the Council’s regular meeting time and location; and

WHEREAS, the Board of desires to change the time and location of the Council’s meetings to better secure the Council’s meeting location and address the needs of the Council membership;

NOW, THEREFORE BE IT RESOLVED that the Napa County Board of Supervisors hereby finds as follows:

1. The Bylaws of the Watershed Information and Conservation Council shall be amended effective immediately to read in full as set forth in Exhibit “A”, attached hereto and incorporated by reference herein.

2. All other terms and provisions of prior Resolutions pertaining to the Watershed Information and Conservation Council not in conflict with the terms and provisions of this Resolution shall remain unchanged and in effect.

3. The County Executive Officer is directed to place a copy of this Resolution, or appropriate summary thereof, in Section 28 of Part II of the Napa County Policy Manual.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED
by the Napa County Board of Supervisors, State of California, at a regular meeting of said Board
held on the ____ day of December, 2016 by the following vote:

AYES: SUPERVISORS _____

NOES: SUPERVISORS _____

ABSTAIN: SUPERVISORS _____

ABSENT: SUPERVISORS _____

NAPA COUNTY, a political subdivision of the State
of California

Alfredo Pedroza, Chairman of the Board of
Supervisors

APPROVED AS TO FORM Office of County Counsel By: <u>Robert Martin, Deputy County Counsel</u> Date: <u>December 19, 2016</u>	ATTEST: GLADYS I. COIL Clerk of the Board of Supervisors By: _____	APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS Date: _____ Processed By: _____ Deputy Clerk of the Board
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EXHIBIT A-1 TRACK CHANGES

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[Amended July 13, 2004; Resolution 04-102](#)
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I. THE WATERSHED INFORMATION AND CONSERVATION COUNCIL OF NAPA COUNTY

- A. **Name.** The official name of the ~~Board~~ Council shall be the Watershed Information and Conservation Council of Napa County, hereinafter referred to as the "WICC."
(Per Resolution No. 2015-82)

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- B. **Term of the Chair and Vice-Chair.** The Chair and Vice-Chair shall serve one calendar year or until their successors are elected and assume office. If the office of Chair becomes vacant during the term, the Vice-Chair shall become Chair. Vacancy in the office of Vice-Chair during the term shall be filled by election to serve the remainder of the term.
- C. **Duties of the Chair and Vice-Chair.** The Chair, or the Vice Chair in the absence of the Chair, shall act as the presiding officer of the WICC and in that capacity shall preserve order and decorum, decide questions of order subject to being overruled by a two-thirds vote and perform such other duties as are required by the WICC. The Chair shall have all the rights and duties enjoyed by any other member of the WICC, including the right to make and second motions.
- D. **Secretary.** The Natural Resources Conservation Manager, in the Water Resources Division of the Public Works Department, shall serve ex officio as the Secretary of the WICC.
- E. **Authority to Bind the WICC ~~Board~~.** No member of the WICC shall have any power or authority to bind the WICC by any contract, to pledge its credit, or to render it liable for any purpose in any amount.
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(4) years. Members serving on the WICC as elected officials and their alternates ~~member acting for the County Board of Supervisors~~ shall serve the same term as their elected office.

G. Service and termination of WICC membership.

1. **Service.** Members appointed to the WICC by the County Board of Supervisors shall serve at the will and pleasure of the County Board of Supervisors.
2. **Termination.** A WICC member's term may be concluded before expiration if any one of the following events occurs:
 - a. The member's ~~His or her~~ absence from three consecutive regular meetings during the term year, unless confined by illness or other absence approved by a majority of the WICC at any meeting thereof, will be considered as having involuntarily resigned the ~~her/his~~ position as a member of the WICC.
 - b. The member's ~~His or her~~ resignation is submitted to the Chair.
 - c. The member no longer ~~His or her ceasing~~ resides ~~ney~~ in Napa County.
 - d. The member is convicted ~~His or her conviction~~ of a felony or any offence involving a violation of the member's ~~his or her~~ official duties.
 - e. Refusal or neglect to file the required oath of office.

III. MEETINGS

- A. **Date of Regular Meetings.** All dates of regular meetings of the WICC shall be on the fourth Thursday of every other month beginning in January, apart from November, when the meeting shall be held on the third Thursday, as shown on a calendar, which the WICC shall adopt at the first meeting of the WICC, of each calendar year. Notwithstanding the foregoing, any regularly scheduled meeting of the WICC may be canceled by majority vote or, if there is not a quorum, be adjourned by the Chair or Secretary in the manner set forth in Section III(G) of these by-laws.
- B. **Time of Regular Meetings.** Regular meetings shall commence at 43:00 pm and continue until all agendized business is concluded unless adjourned earlier on motion of the WICC for any reason or by the Secretary for lack of a quorum.
- C. **Location of Regular Meetings.** Unless specially noticed otherwise, regular meetings shall be held at 2751 Napa Valley Corporate Drive, Building A, First Floor Conference Room - Madrone ~~625 Burnell Street, in the NCTPA/NVTA Board~~ Room, Napa, California.
- D. **Emergency Meetings.** Emergency meetings shall be called in conformance with Section 54956.5 of the California Government Code

- E. Special Meetings.** A special meeting may be called at any time by the Chairman or upon the request of a majority of the members of the WICC by delivering written notice to each member and to each person or entity entitled by law to receive such notices in the manner required by Government Code Section 54956 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 or discussed and shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meetings by the WICC. Such written notice may be dispensed with as to any WICC member who at or prior to the time the meeting convenes files with the Secretary of the WICC a written waiver of notice. Such waiver may be given by telegram. Such written notice may also be dispensed with as to any member who is actually present at the time the meeting convenes.
- F. Agendas Involving Regular Meetings.** At least 72 hours before a regular meeting, an agenda containing a brief general description of each item of business to be transacted or discussed shall be posted at a location freely accessible to members of the public. All agendas shall include a time period for public comment and shall specify the time and location of the regular meeting. No discussion shall occur, or action be taken, on any item not appearing on the posted agenda except as permitted by law. Questions or comments regarding items not included on the agenda shall be limited to the scope permitted for "public comment". Supplemental agendas involved in a regular meeting will be prepared and considered by the WICC only under the following conditions:
- 1. Emergencies.** Upon a determination by the WICC that an emergency situation exists, as defined in Section 54956.5 of the Government Code.
 - 2. Need Arising after Posting.** Upon a determination by a two-thirds vote of the WICC or, if less than two-thirds of the potential votes are present, a unanimous vote of the WICC members present, that there is a need to take immediate action and the need to take action came to the attention of WICC or staff subsequent to the regular agenda being posted.
 - 3. Recently Continued Item.** The item was properly posted for a prior meeting of the WICC occurring not more than five 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 action is being taken.
- G. Adjourning Meetings.** The WICC may adjourn any meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all WICC members are absent from any regular meeting or adjourned regular meeting the Secretary or Acting Secretary of the WICC may declare the meeting adjourned to the next regular meeting of the WICC. 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 held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.

- H. **Meetings to be Open and Public.** All meetings of the WICC to take action or to deliberate concerning WICC business and its conduct shall be open and public. All persons shall be permitted to attend any such meetings except as otherwise provided or permitted by law.

IV. CONDUCT OF MEETINGS

- A. **Order of Business.** The regular order of business of the WICC shall be:
1. Call to order.
 2. Approval of the minutes of the previous meeting.
 3. Public comment on unagendized items.
 4. Consideration and Action on Agenda Items.
 5. Adjournment.
- B. **Parliamentary Procedure.** Unless otherwise provided by these Bylaws, all proceedings before the WICC shall be conducted in accordance with and pursuant to the parliamentary procedure prescribed in the most current version of the Sturgis "Standard Code of Parliamentary Procedure."
- C. **Recording of Meetings.** Any meeting of the WICC, other than a closed session permitted under the Brown Act, may be recorded by any person, unless the WICC determines that such recording could constitute a disruption of the proceedings.
- D. **Presentations to the ~~Board~~Council.** Any person desiring to address the WICC shall, when recognized by the Chair, give their ~~his or her~~ name and/or address. The Chair may, in the interest of facilitating the business of the WICC, set in advance of the presentation of testimony reasonable time limits for oral presentations. Persons may be required to submit written testimony in lieu of oral testimony if the Chair determines that a reasonable opportunity for oral presentations has been provided, and in such a case, the matter may be continued to a later date to allow a reasonable time for such submittals to occur.
- E. **Recordation of ~~Board~~Council Actions.** All official actions or decisions by the WICC shall be documented and kept by the Secretary. The vote or votes of each member of the WICC on every question shall be recorded. Only action minutes will be maintained, however, ~~tape~~electronic recordings will be made of each meeting of the WICC whenever possible and shall be available to the public at the WICC offices.

V. VOTING AND QUORUM

- A. **Roll Call Vote.** A roll call vote may be required in voting upon any motion of the WICC at the discretion of the Chair.

- B. Inaudible Votes.** Any member present who does not vote in an audible voice or abstains for a legally insufficient reason shall be recorded as voting "aye".
- C. Quorum.** A majority of the members of the WICC shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other official purposes, except that less than a quorum may adjourn from time to time until a quorum is obtained.
- D. Number of Votes Required for Action.** All actions require a motion and a second. No action or recommendation of the WICC shall be valid and binding unless a quorum is present and the motion is approved by at least a majority of the members present. Each member shall have one vote. No votes may be cast by proxy. Tie votes shall be considered as denial of the motion.
- E. Voting Affected by Conflict of Interest.** As a general rule, no member shall participate as a member in any discussion or voting if to do so would constitute a conflict of interest. However, if a quorum cannot be achieved or the required number of affirmative votes for action obtained because conflicts of interest exist that prevent members having such conflicts from discussing or voting on the matter, and the conflicts are such that the members with conflicts will be unable to vote at a later date even if the matter is continued, the matter shall not be continued and a sufficient number of members having conflicts of interest, selected by lot, shall be allowed to participate to provide enough votes for the WICC to form a quorum and take affirmative action.
1. A final vote on any matter before the WICC may be reconsidered during the meeting at which the vote was taken provided all persons concerned with the matter are still present, and further provided the motion to reconsider shall be made by a member voting with the majority on the final vote.
 2. If all persons concerned with a matter are not present, or if a member so chooses, a motion to reconsider a final vote on any matter may be given not later than the next regular meeting by a member voting with the majority on the final vote, provided notice of intention to move such reconsideration shall have been given at the meeting on which the final vote was taken.
 3. A motion for reconsideration shall have precedence over every motion except a motion to adjourn.

VI. CHANGES TO BYLAWS

The provisions of these Bylaws may be altered, amended, or repealed at any time, within limitations imposed by the Brown Act.

EXHIBIT A-2 CLEAN COPY

Adopted May 21, 2002; Resolution 02-103
Amended February 24, 2004; Resolution 04-26
Amended June 8, 2004; Resolution 04-77
Amended July 13, 2004; Resolution 04-102
Amended November, 1, 2005; Resolution 05-202
Amended April 25, 2006; Resolution 06-82
Amended January 29, 2013; Resolution 2013-06
Amended June 23, 2015; Resolution 2015-82

BYLAWS OF THE WATERSHED INFORMATION AND CONSERVATION COUNCIL OF NAPA COUNTY

I. THE WATERSHED INFORMATION AND CONSERVATION COUNCIL OF NAPA COUNTY

- A. Name.** The official name of the Council shall be the Watershed Information and Conservation Council of Napa County, hereinafter referred to as the "WICC."
(Per Resolution No. 2015-82)

II. OFFICERS. The officers of the WICC shall be the Chair, Vice-Chair and Secretary, chosen as follows:

- A. Time of Election of the Chair and Vice-Chair.** At the first organizational meeting and thereafter at the WICC's annual organizational meeting, the membership of the WICC shall elect the Chair and Vice-Chair from among themselves.
- B. Term of the Chair and Vice-Chair.** The Chair and Vice-Chair shall serve one calendar year or until their successors are elected and assume office. If the office of Chair becomes vacant during the term, the Vice-Chair shall become Chair. Vacancy in the office of Vice-Chair during the term shall be filled by election to serve the remainder of the term.
- C. Duties of the Chair and Vice-Chair.** The Chair, or the Vice Chair in the absence of the Chair, shall act as the presiding officer of the WICC and in that capacity shall preserve order and decorum, decide questions of order subject to being overruled by a two-thirds vote and perform such other duties as are required by the WICC. The Chair shall have all the rights and duties enjoyed by any other member of the WICC, including the right to make and second motions.
- D. Secretary.** The Natural Resources Conservation Manager, in the Water Resources Division of the Public Works Department, shall serve ex officio as the Secretary of the WICC.
- E. Authority to Bind the WICC.** No member of the WICC shall have any power or authority to bind the WICC by any contract, to pledge its credit, or to render it liable for any purpose in any amount.
- F. Term of WICC members.** Each member of the WICC shall serve for a period of four

(4) years. Members serving on the WICC as elected officials and their alternates shall serve the same term as their elected office.

G. Service and termination of WICC membership.

1. **Service.** Members appointed to the WICC by the County Board of Supervisors shall serve at the will and pleasure of the County Board of Supervisors.
2. **Termination.** A WICC member's term may be concluded before expiration if any one of the following events occurs:
 - a. The member's absence from three consecutive regular meetings during the term year, unless confined by illness or other absence approved by a majority of the WICC at any meeting thereof, will be considered as having involuntarily resigned the position as a member of the WICC.
 - b. The member's resignation is submitted to the Chair.
 - c. The member no longer resides in Napa County.
 - d. The member is convicted of a felony or any offence involving a violation of the member's official duties.
 - e. Refusal or neglect to file the required oath of office.

III. MEETINGS

- A. **Date of Regular Meetings.** All dates of regular meetings of the WICC shall be on the fourth Thursday of every other month beginning in January, apart from November, when the meeting shall be held on the third Thursday, as shown on a calendar, which the WICC shall adopt at the first meeting of the WICC, of each calendar year. Notwithstanding the foregoing, any regularly scheduled meeting of the WICC may be canceled by majority vote or, if there is not a quorum, be adjourned by the Chair or Secretary in the manner set forth in Section III(G) of these by-laws.
- B. **Time of Regular Meetings.** Regular meetings shall commence at 3:00 pm and continue until all agenda business is concluded unless adjourned earlier on motion of the WICC for any reason or by the Secretary for lack of a quorum.
- C. **Location of Regular Meetings.** Unless specially noticed otherwise, regular meetings shall be held at 2751 Napa Valley Corporate Drive, Building A, First Floor Conference Room - Madrone, Napa, California.
- D. **Emergency Meetings.** Emergency meetings shall be called in conformance with Section 54956.5 of the California Government Code
- E. **Special Meetings.** A special meeting may be called at any time by the Chairman or upon the request of a majority of the members of the WICC by delivering written notice to each member and to each person or entity entitled by law to receive such notices in

the manner required by Government Code Section 54956 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 or discussed and shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meetings by the WICC. Such written notice may be dispensed with as to any WICC member who at or prior to the time the meeting convenes files with the Secretary of the WICC a written waiver of notice. Such waiver may be given by telegram. Such written notice may also be dispensed with as to any member who is actually present at the time the meeting convenes.

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