

BYLAWS OF THE NAPA RIVER WATERSHED CONSERVANCY
AND WATERSHED INFORMATION CENTER BOARD

(adopted December 18, 2002; amended January 22, 2004, expected to be amended June 24, 2004)

I. THE NAPA RIVER WATERSHED CONSERVANCY AND WATERSHED INFORMATION CENTER BOARD

- A. Name.** The official name of the Board shall be the Napa River Watershed Conservancy and Watershed Information Center Board, hereinafter referred to as the "Conservancy/WIC Board."

II. OFFICERS. The officers of the Conservancy/WIC Board 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 Conservancy/WIC Board's annual organizational meeting, the membership of the Conservancy/WIC Board 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 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 Conservancy/WIC Board 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 Conservancy/WIC Board. The Chair shall have all the rights and duties enjoyed by any other member of the Conservancy/WIC Board, including the right to make and second motions.
- D. Secretary.** Deputy Director of the Conservation Division of the Napa County Conservation, Development and Planning Department shall serve ex officio as the Secretary of the Conservancy/WIC Board.
- E. Authority to Bind Conservancy/WIC Board.** No member of the Conservancy/WIC Board shall have any power or authority to bind the Conservancy/WIC Board by any contract, to pledge its credit, or to render it liable for any purpose in any amount.
- F. Term of Conservancy/WIC Board members.** The term of office for four (4) members of the Conservancy/WIC Board shall be two (2) years from the initial date of appointment, and three (3) years from the initial date of appointment for

five (5) members, and four (4) years from the initial date of appointment for five (5) members. Thereafter, each member shall serve for a period of four (4) years. Each alternate member acting for the cities or the County Board of Supervisors shall serve the same term as their elected office.

G. Service and termination of Conservancy/WIC Board membership.

- 1. Service.** Members appointed to the Conservancy/WIC Board by the County Board of Supervisors shall serve at the will and pleasure of the Board.
- 2. Termination.** A Conservancy/WIC Board member's term may be concluded before expiration if any one of the following events occurs:
 - a.** 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 Conservancy/WIC Board at any meeting thereof, will be considered as having involuntarily resigned her/his position as a member of the Conservancy/WIC Board.
 - b.** His or her resignation is submitted to the Chair.
 - c.** His or her ceasing residency in Napa County.
 - d.** His or her conviction of a felony or any offence involving a violation of 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 Conservancy/WIC Board shall be on the fourth Thursday of every other month as shown on a calendar, which the Conservancy/WIC Board shall adopt at the first meeting of the Conservancy/WIC Board, of each calendar year. Notwithstanding the foregoing, any regularly scheduled meeting of the Conservancy/WIC Board 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 4:00 p.m. and continue until all agenda business is concluded unless adjourned earlier on motion of the Conservancy/WIC Board 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 1125 Third Street, Hall of Justice Building, 2nd Floor Meeting/Training 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 Conservancy/WIC Board 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 Conservancy/WIC Board. Such written notice may be dispensed with as to any Conservancy/WIC Board member who at or prior to the time the meeting convenes files with the Secretary of the Conservancy/WIC Board 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 Conservancy/WIC Board only under the following conditions:

 - 1. Emergencies.** Upon a determination by the Conservancy/WIC Board 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 Conservancy/WIC Board or, if less than two-thirds of the potential votes are present, a unanimous vote of the Conservancy/WIC Board members present, that there is a need to take immediate action and the need to take action came to the attention of Conservancy/WIC Board or staff subsequent to the regular agenda being posted.
 - 3. Recently Continued Item.** The item was properly posted for a prior

meeting of the Conservancy/WIC Board 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 Conservancy/WIC Board 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 Conservancy/WIC Board members are absent from any regular meeting or adjourned regular meeting the Secretary or Acting Secretary of the Conservancy/WIC Board may declare the meeting adjourned to the next regular meeting of the Conservancy/WIC Board. 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 Conservancy/WIC Board to take action or to deliberate concerning Conservancy/WIC Board 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 Conservancy/WIC Board 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 Conservancy/WIC Board shall be conducted in accordance with and pursuant to the parliamentary procedure prescribed in "Sturgis Standard Code of Parliamentary Procedure, 3rd edition."
- C. Recording of Meetings.** Any meeting of the Conservancy/WIC Board, other than a closed session permitted under the Brown Act, may be recorded by any

person, unless the Conservancy/WIC Board determines that such recording could constitute a disruption of the proceedings.

- D. Presentations to the Board.** Any person desiring to address the Conservancy/WIC Board shall, when recognized by the Chair, give his or her name and address. The Chair may, in the interest of facilitating the business of Conservancy/WIC Board, 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 Actions.** All official actions or decisions by the Conservancy/WIC Board shall be entered in the minute book of the Conservancy/WIC Board kept by the Secretary. The vote or votes of each member of the Conservancy/WIC Board on every question shall be recorded. Only action minutes will be maintained, however, tape recordings will be made of each meeting of the Conservancy/WIC Board and shall be available to the public at the Conservancy/WIC Board offices.

V. VOTING AND QUORUM

- A. Roll Call Vote.** A roll call vote may be required in voting upon any motion of the Conservancy/WIC Board 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 Conservancy/WIC Board 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 WIC/WIC Board 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 Conservancy/WIC Board to form a quorum and take affirmative action.

- F. Motion to Reconsider.** The Conservancy/WIC Board may reconsider a matter during the meeting at which the vote was taken, provided all members who were present when the matter was discussed and voted upon are still present, provided that all persons who addressed the Conservancy/WIC Board regarding the matter are still present, and provided the motion to reconsider is made by a member who voted with the prevailing side. A motion for reconsideration shall have precedence over every motion except a motion to adjourn. A final vote on any matter may also be placed on any future agenda for reconsideration by the Conservancy/WIC Board or any member of the Conservancy/WIC Board at the meeting at which the actions was taken or at any later time. Any interested person may request that an action be reconsidered, provided that such a request must be in writing and filed with the Secretary of the Conservancy/WIC Board within ten calendar days of the action of the Conservancy/WIC Board.

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.