



**NAPA-VALLEJO WASTE
MANAGEMENT AUTHORITY**

AUTHORITY RESOLUTION #2013-02

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
THE NAPA-VALLEJO WASTE MANAGEMENT AUTHORITY
AMENDING AND READOPTING THE AUTHORITY'S BYLAWS**

WHEREAS, pursuant to Section 8.1 of the Joint Exercise of Powers Agreement of the Napa-Vallejo Waste Management Authority ("Authority"), the Board of Directors of the Authority has previously adopted Bylaws for the conduct of the Authority's affairs, the last adoption of which occurred on July 9, 2009; and

WHEREAS, the Board of Directors desires to amend the current Bylaws and readopt them into one integrated document; and

WHEREAS, the proposed amended Bylaws were presented to the Board of Directors at a regular meeting of the Board of Directors held on April 4, 2013;

NOW, THEREFORE, BE IT RESOLVED as follows:

1. The Board hereby amends and readopts the Bylaws as attached hereto as Exhibit "A", entitled "Bylaws of the Napa-Vallejo Waste Management Authority (Effective April 4, 2013)". Said Bylaws shall be effective on the date of the adoption of this resolution.

2. The Secretary of the Authority is hereby authorized and directed to execute a certificate of the adoption of the foregoing Bylaws and to see that a copy of the Bylaws is kept at the principal office for the transaction of business of this Authority.

THE FOREGOING RESOLUTION was duly and regularly adopted by the Board of Directors of the Napa-Vallejo Waste Management Authority at a regular meeting of said Board held on the ____ day of _____, 2013, by the following vote:

AYES: _____
NOES: _____
ABSTAIN: _____
ABSENT: _____

By: _____
ATTEST: MARTHA BURDICK
Secretary of Board of Directors

By: Robert Paul (e-signature)
APPROVED AS TO FORM: ROBERT PAUL
Legal Counsel to Board of Directors

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently designated and acting Secretary of the Napa-Vallejo Waste Management Authority, a joint powers agency created pursuant to the Joint Powers Act (California Government Code section 6500 et seq.) and that the above Bylaws are the Bylaws of this Authority and Board thereof as adopted at a meeting of the Board of Directors held on _____, 2013.

Executed on _____, 2013, at Napa, California.

MARTHA BURDICK, Authority Secretary

EXHIBIT "A"

BYLAWS OF THE NAPA-VALLEJO WASTE MANAGEMENT AUTHORITY

(Amended and Readopted April 4, 2013)

1. DEFINITIONS. Those terms defined in Section 1 of the Joint Powers Agreement ("Agreement"), which created the Authority, shall have the same meaning in these Bylaws. Except as provided in Bylaw No. 7(a), all references to "Director" shall include the alternate to a Director when acting in that Director's absence or disability.
2. PRINCIPAL OFFICE. The principal office for the transaction of the activities and affairs of the Authority shall be located in the Napa County Administration Building, 1195 Third Street, Napa, California, 94559. The Board may change the principal office from one location to another upon fifteen days' prior notice to all Members of the Authority. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.
3. OTHER OFFICES. The Board may at any time establish branch or subordinate offices at any place or places where the Authority is qualified to conduct its activities.
4. REGULAR MEETINGS: TIME AND LOCATION. Regular meetings of the Board shall be held on the first Thursday of each month. If the meeting date in January, July or September falls in the same work week as a holiday for any member jurisdictions' employees, the regular meeting set for that date shall be continued to the next Thursday which is not a holiday, unless canceled altogether by action of the Board. Regular meetings shall commence at 9:00 a.m. and shall continue until all business is completed unless the Board determines by majority vote to continue all or some of the remaining items to a later meeting. The location of Regular meetings shall be as noted below, except that such locations may be changed for a given Regular meeting by the Chair or Executive Director with the approval of the Chair to any other location within the building specified below, without amendment of these Bylaws, as long as the new location is posted in writing on the door of the room noted below prior to and during the meeting.

MEETING LOCATION:

City of American Canyon
4381 Broadway, Suite 201
American Canyon, California 94503

5. SPECIAL MEETINGS: MANNER OF CALL AND LOCATION. Special meetings of the Board may be called at any time by the Chair of the Board or the Executive Director with the approval of the Chair. Upon written request of at least two of the Directors, the Chair or Executive Director shall call a Special meeting of the Board which shall be held no more than thirty (30) days after such request. Special meetings shall terminate upon completion of the item or items of business for which the meeting was expressly called, unless the Board determines by a majority vote to continue said item or items to a later meeting.

6. BROWN ACT/AGENDAS.

- a. In general. All meetings shall be held, an agenda prepared and posted, and conducted in accordance with those provisions of the Ralph M. Brown Act (California Government Code section 54950 et seq, hereinafter referred to as "Brown Act"), as such may be amended from time to time.
- b. Public Comment. In regard to meeting agendas, provision for public comment on items not specifically identified on the agenda shall be made at the beginning of the meeting following the roll call and, unless otherwise authorized by the Chair, such comments shall be limited to five (5) minutes per speaker. Any Director or Authority staff may briefly respond to statements made or questions posed by persons exercising their rights to public comment under this Bylaw. Any Director or Authority staff may also, as part of the public comment period and on his or her own initiative or in response to questions posed by the public, ask a question for clarification or make a brief report on his or her own activities. The Board may not take action on any item not on the agenda that is raised during the public comment period, except to direct the matter to staff or other resources for further inquiry, request staff to report back to the Board at a subsequent meeting regarding the matter, or agendize the item for consideration at a future meeting of the Board.
- c. Agendas. The Agendas required by the Brown Act shall be prepared by the Executive Director for each meeting of the Board, and shall list the regular order of business of the Board in substantially the following form:
 1. Call to order.
 2. Approval of the minutes of the previous meeting.
 3. Public Comment.
 4. Approval of Minutes.
 5. Consent Calendar.
 6. Administrative Items.
 7. Facilities Business Items.
 8. Other Business Items.
 9. Executive Director's Report.
 10. Future Agenda Items.
 11. Closed Sessions (While generally scheduled in this position, closed sessions may occur at any point on the Agenda).

7. OFFICERS.

- a. Chair and Vice-Chair. At the first regular meeting of each Calendar Year, the Directors shall elect a Chair and Vice Chair. The Vice-Chair during the previous Calendar Year (or the Vice-Chair's jurisdictional successor) shall be the automatic and sole nominee for Chair unless the Vice-Chair declines the nomination, in which case any Director may be nominated for Chair. Any director may be nominated for Vice-Chair. The Chair shall preside at all Board meetings, preserve order and decorum, and decide issues of parliamentary procedure; may make motions and exercise all the rights and duties enjoyed by any other member of the Board; and shall perform such other powers and duties as the Board may assign from time to time. In the absence or disability of the

Chair, the Vice-Chair shall act in the Chair's place. In the absence of the Chair, and the Vice-Chair, the Secretary shall have the authority to call and adjourn a meeting. If none of the regular Directors is available, the alternate for the Director who was elected Chair shall act as the Chair. The term of these officers shall be one Calendar Year. If the Chair ceases to be a Director during that Calendar Year, the Vice-Chair shall become the Chair and a replacement Vice-Chair shall be elected. If both the Chair and the Vice-Chair cease to be Directors, the Board shall elect a new Chair and Vice-Chair to serve the remainder of the Calendar Year. If only the Vice-Chair ceases to be a Director during the Calendar Year, the Board shall elect a new Vice-Chair to serve the remainder of the Calendar Year. All such elections for mid-term replacement officers shall occur at the next regular or special meeting following the appointment of replacement Directors by the affected Member.

- b. Executive Director. The Authority shall contract with an Executive Director for the provision of management services, and serve as the Manager of the Authority as provided under Section 5.2 of the Joint Powers Agreement. The Executive Director will plan, manage, coordinate, and evaluate the varied functions of the Authority including formulating policies, procedures and operational objectives; to provide administrative, research and advisory service to the Directors; and to act as liaison between the Directors, the general public and other units of government, customers, and contractors. The Executive Director also serves as the Purchasing Officer for the Authority. The Executive Director is authorized to cancel a scheduled regular or special meeting if it is determined a quorum would not be present for such meeting.

- c. Other Ex-Officio or Contract Officers. The remaining officers of the Authority shall be the, Secretary, Auditor-Controller, Treasurer, and Legal Counsel. In addition to any duties specifically imposed by the Agreement or any other provision of these Bylaws or resolution of the Board, the Executive Director shall be responsible for the executive implementation of the actions of the Board; the Secretary shall keep and certify all records of the Board and attest all official signatures of the Chair when the latter is acting on behalf of the Board; and the Auditor-Controller and Treasurer shall perform those functions for the Board within the powers of the Board which are equivalent to those which the Napa County Auditor-Controller and Treasurer-Tax Collector perform for the County of Napa. Unless and until the Board, by exercise of its powers under Sections 5.1 and 8.2 of the Agreement, designates other persons to serve in such positions, these offices shall be filled by the incumbents of the following Napa County offices or positions, or their duly authorized designees:

Secretary:	Designee of the Director of Public Works
Auditor-Controller:	Napa County Auditor-Controller
Treasurer:	Napa County Treasurer-Tax Collector
Legal Counsel:	Napa County Counsel

- 8. QUORUM FOR MEETINGS. A majority of the Directors shall constitute a quorum for the transaction of business of the Board, except that if there is less than a quorum present, a Director who is present or the Executive Director may adjourn any meeting.

- 9. PERSONS ADDRESSING THE BOARD. Any person desiring to address the Board shall, when recognized by the Chair, give his or her name or address and, if acting on behalf of another person, the name and address of that person. The Chair may, in the interest of

facilitating the business of the Board, limit the amount of time which a person may use in addressing the Board, determine the admissibility of evidence, and may require persons addressing the Board to submit written testimony in lieu of oral if the Chair determines that a reasonable opportunity for oral presentations has been provided. This Bylaw shall not apply to Directors or Officers of the Board except when specifically requested by the Chair in relation to a particular item of business.

10. ORDER OF TESTIMONY. Testimony and argument relative to any agenda item, whether or not a public hearing is involved, shall, unless otherwise ordered by the Chair, be presented in the following order:
 - a. The Chair shall identify the matter and, if the matter is a public hearing, declare the public hearing open.
 - b. The report(s) of Authority staff shall be presented. Questions by the Board of the staff.
 - c. Letters, petitions, or other documentary evidence filed with the Secretary by any person prior to consideration of the item shall be presented to the Board and may be considered by the Board when deciding the action before it. All such evidence shall become part of the Board's file on the agenda item. If such evidence has been received by the Secretary prior to preparation of agenda packets for the meeting, the Secretary shall include copies of the evidence in the packet and at the meeting shall only describe the source and, if available, date of the evidence. If such evidence is received prior to consideration of the item but subsequent to preparation of the agenda packet, the Secretary shall make copies of the evidence available to each Director and to the public prior to the Board taking final action on the item.
 - d. Persons wishing to speak in favor of the matter, or with additional information although having no particular stance, shall be heard. Questions by the Board of the witnesses.
 - e. Persons wishing to speak in opposition to the matter shall be heard. Questions by the Board of the witnesses.
 - f. Rebuttal in the same order (if any). Questions by the Board of the witnesses.
 - g. Additional questions by the Board of the witnesses or staff.
 - h. Board discussion. Any Directors who has obtained information relevant to the agenda item outside of the meeting which has not been presented at the meeting by any other person, shall describe such information and the manner in which it was obtained.
 - i. Closure of the public hearing, if any.
 - j. Voting.
11. EVIDENCE.
 - a. Admission of evidence. Cumulative, repetitious, immaterial, irrelevant, abusive, derogatory, or defamatory evidence may be excluded by the Chair. Subject to the foregoing, evidence shall be admissible if it is of a type commonly relied upon by

reasonable and prudent persons in the conduct of serious affairs. Erroneous admission of evidence shall not invalidate any action taken unless it is shown in a court of law or equity to have prejudiced the substantial rights of a person directly affected by the action.

- b. Exhibits. All exhibits proffered by any person testifying at the meeting on an agenda item shall be marked by the Secretary upon submission with the Agenda item number and a number or letter unique for each item marked, to provide identification in the event of later litigation. No item of graphic or documentary evidence shall be shown to the Board unless so marked and offered for submission. All exhibits so marked and submitted shall be retained by the Secretary until the expiration of all applicable statutes of limitation, at which time they will be returned to applicant. Unclaimed exhibits may be disposed of by the Secretary within ten (10) days after the expiration of the last applicable statute of limitations.

12. VOTING.

- a. One vote per Director. Each Director shall have one vote on all matters presented to the Board for a vote. In the absence of a Director, physically or by reason of a conflict of interest, the alternate for the Director shall vote in place of the absent Director as long as the alternate was either present during the presentation of all evidence presented on the matter or indicates on the record that he or she has reviewed all such evidence prior to participating in any Board discussion and vote. No proxy votes shall be permitted.
- b. Majority vote. Except as provided in (c), the vote of a majority of the Directors of the Board shall constitute the act of the Board.
- c. Weighted Majority Vote. A majority vote of the Directors of the Board representing at least two thirds of the waste entering the Authority's solid waste facilities during the prior calendar year, as defined below, shall be required to approve any of the following items:
 - 1. Annual capital and operating budget of the Authority such that revenues exceed the Authority's anticipated expenditures and contractual obligations, including debt service covenants on bonds or other indebtedness.
 - 2. Issuance, execution or delivery of Revenue Bonds or other indebtedness.
 - 3. Any change in an adopted budget during the Fiscal Year for that budget which exceeds 10% of the total amount of that budget.
 - 4. Any amendment to or termination of the Agreement, including amendments pertaining to the admission of any additional Member or consent to substitution of any Member by a lawful successor in interest of that Member.
 - 5. Voting rules regarding the approval of contracts between the Authority and any one or more Members (it being understood that all such contracts must be approved pursuant to rules adopted in this manner); and
 - 6. The admission of an additional member or a substitute member including by means of assignment.

Determination of Members' calendar year's waste quantities shall be completed as part of the fiscal year budget setting process. The determination of the waste quantities shall be approved by the Board of Directors. The recorded waste tonnage quantities delivered to the Authority's facilities from each of the members' franchised solid waste collection companies for the prior calendar year of January 1 to December 31 shall be used to set the next fiscal year's weighted voting. The corresponding tonnages billed to each franchised collection companies for solid waste shall be obtained from the invoices sent to the companies in the prior calendar year.

- d. Roll call vote. A roll call vote may be required in voting upon any motion before the Board, in the discretion of the Chair. Any Director present and not barred from voting by a declared conflict of interest who does not vote in an audible voice or other method (such as electronic voting) simultaneously perceptible to the other Directors, the Secretary and the public present, shall be recorded as voting "aye". Abstentions shall be allowed only when a Director has a declared conflict of interest.
- e. Tie-votes. In the case of a tie-vote or other deadlock, the Secretary of the Board shall automatically cause the item of business to be placed on the next agenda for reconsideration and vote. No motion shall be required to take such action. If all the Directors who have not voted on the matter have not participated due to a conflict of interest and will, for that reason, be unable to vote even if the matter is continued to the next agenda, then the tie vote or deadlock shall constitute a final action of denial of the motion and the matter shall not be continued to the next agenda for reconsideration and vote.
- f. Conditional Actions. Resolutions of the Board may be adopted conditionally, by a motion of "intent to approve" and referred to the appropriate staff of the Authority for final form. Such actions shall not be final until the Board has considered and approved such resolutions in final form.

13. MOTIONS TO RECONSIDER.

- a. When made at the same meeting. A final vote on any matter which required specific statutory notice in addition to the notice required by Government Code section 54954.2 may be reconsidered during the Board meeting at which the vote was taken provided that all Directors who were present when the matter was discussed are still present.
- b. When not made at the same meeting. In all other cases, motions for reconsideration of such matters may be made only in accordance with the procedure set forth in Section 2.88.110 of the Napa County Code, with all references in said section to Board meaning the Board of Directors of the Authority, to Department or Director meaning the Executive Director, and to Clerk of the Board meaning the Secretary.
- c. Who may make the motion. Any motion to reconsider must be made by a Director voting with the majority on the final vote to be reconsidered. A motion for reconsideration shall have precedence over every motion except a motion to adjourn.

14. RECORDATION OF ACTIONS. All official actions or decisions of the Board shall be entered by the Secretary in the Minute Book of the Board. The vote of each Director shall be recorded.

15. RECORDING. Any meeting of the Board of Directors may be recorded by any person using any medium, unless the Chair determines that such recording method could disrupt the proceedings.
16. PARLIAMENTARY PROCEDURE. Except as expressly provided otherwise in the Agreement or these Bylaws, in case of disagreement regarding parliamentary procedure, the provisions of the Sturgis Standard Code of Parliamentary Procedure, Third Edition, shall prevail.
17. COMPENSATION OF BOARD MEMBERS. Each board member shall be compensated for attending one meeting per month, in the amount of One Hundred Dollars (\$100) per meeting, not to exceed Twelve Hundred Dollars (\$1200) per year. The above amounts do not include reimbursement for costs and /or expenses. In the event a meeting is not held in any particular month, there will be no compensation for board members for that month.
18. COMMITTEES.
 - a. Committees of the Board. The Board may create by resolution and without express amendment of these Bylaws one or more committees of the Board consisting of Directors to serve at the pleasure of the Board. The Board may appoint one or more Directors as alternate members of any such committee, who may replace an absent member at any meeting. Such committees shall have those powers specifically delegated to them by the Board, to the extent not inconsistent with the provisions of the Agreement or these Bylaws.
 - b. Committees advisory to the Board. The Board may create by resolution and without express amendment of these Bylaws one or more committees, consisting of staff, members of the public, and/or a minority of the Directors, to act in an advisory capacity to the Board. Such committees shall be subject to the Brown Act and the Local Appointments List statutes (Government Code section 54970 et seq.).
 - c. Committees advisory to the Executive Director. In his/her executive role, the Executive Director shall have the right to appoint in his discretion and on an as-needed basis, committees advisory directly to the Executive director, the members to be selected by and serve at the will and pleasure of the Executive Director. Such executive committees shall not include any Director or alternate Director. Such executive committees shall not be subject to the Brown Act or the Local Appointments List statutes.
19. INDEMNIFICATION
 - a. Right of indemnity. To the fullest extent permitted by the Agreement and by law, the Authority shall indemnify its Directors, officers, and employees, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any act or omission of the Board or Authority.
 - b. Approval of indemnity. Upon written request to the Board by any person seeking indemnification under (a), the Board shall promptly determine whether the act or

omission of the person so requesting was within the scope of the official position or employment of said person within the Authority and, if so, the Board shall authorize indemnification.

- c. Approval of Indemnity; Conflict of Interest. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall request the court in which such proceedings is or was pending to determine whether the act or omission of the person requesting indemnification was within the scope of said person's official position or employment within the Authority and, if so, the Board shall authorize indemnification.
20. INSURANCE. The Board shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, Directors, employees and other agents, against any liability asserted against or incurred by an officer, Director, employee or agent in such capacity or arising out of the officer's, Director's, employee's or agent's status as such.
21. RECORDS AND REPORTS. The Board shall keep:
- a. Adequate and correct books and records of accounts;
 - b. Minutes, in written form, of the proceedings of the Board and committees of the Board;
 - c. A record of each Director's name and business address.
 - d. The original or a certified copy of the Agreement and the Bylaws, as amended to date.
 - e. Any other records prepared and/or received by the Board, or any of the officers, employees, or agents of the Board when acting within the scope of the Agreement which meet the definition of "public records" in the Public Records Act (California Government Code section 6250 et seq.), except that no such records, including records created and maintained in electronic form, need be kept which are duplicates of records in the possession of the Secretary or which are preliminary drafts, notes, or interagency or intra-agency memoranda which are not retained in the ordinary course of business, unless such preservation is specifically ordered by a court of competent jurisdiction.
 - f. All of the foregoing records shall be kept at the principal office of the Authority and shall be available for public inspection and copying in accordance with the procedures of and subject to the limitations for disclosure of public records contained in the Public Records Act.
22. AMENDMENT BY BOARD. The Board may adopt, amend or repeal these Bylaws at any time, to the extent not inconsistent with the Agreement and any applicable federal, state, or local law.
23. BUDGET AND RATE SETTING PROCESS. The annual budget for the Authority shall be developed and adopted, and user rates for the Transfer Facility shall be evaluated and approved in accordance with those procedures set forth in Exhibit 1, "Budget and Rate Setting Process", attached hereto and incorporated by reference herein.

EXHIBIT 1

BUDGET AND RATE SETTING PROCESS

The Executive Director, in cooperation with the Auditor-Controller, shall submit a proposed budget for the ensuing Fiscal Year to the Board of Directors at their first meeting in April. The budget shall include sufficient detail to constitute an operating guideline. It shall also include the anticipated sources of funds, and the anticipated expenditures to be made for the operations of the Authority including, but not limited to, the operation and capital improvements related to the Transfer Facility and any other facility owned and/or operated by the Authority and related site improvements, administration, special projects, maintenance and operating costs. The Executive Director, in cooperation with the Auditor-Controller, shall also propose rates to be charged at the Transfer Facility in amounts sufficient to provide for the efficient operation of the Transfer Facility, including administrative, processing, transportation and disposal costs, to discharge all indebtedness and liabilities relating to the acquisition, construction and maintenance of the Transfer Facility (including, without limitation, any Revenue Bonds issued in connection therewith) and the operation of the Transfer Facility and other Authority facilities. The Board may direct the Executive Director to modify the proposed budget and rates in whatever manner it deems appropriate.

The Executive Director shall meet with the Member representatives to discuss the proposed budget and rates and report any recommendations by the Member representatives to the Board.

During the month of May, the Board in order to establish or increase rates must conduct at least one public meeting. The Secretary must give notice of that meeting at least fourteen (14) days in advance to persons who have requested prior notice of new and increased fees. The Executive Director or Secretary must make available to the public at least ten (10) days in advance the data on which the new fee or increase is based.

At the conclusion of the public meeting, the Board shall establish the rates charged at the Transfer Facility and their effective date(s), and direct the Executive Director to provide thirty (30) days advance written notice to its Members. The Executive Director shall also provide advance notice at the Transfer Facility thirty (30) days prior to the effective date(s).

At the conclusion of that meeting and no later than June 30, the Board shall adopt the final budget.