



**LiSWA**



# **Bylaws**

**January 12, 2024**

**BYLAWS OF THE  
LINCOLN-SMD 1 WASTEWATER AUTHORITY**

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## **Section 1   Introduction**

LiSWA was established pursuant to the Joint Exercise of Powers Act, Government Code section 6500 *et seq.*, and the JPA Agreement. The purpose of LiSWA is to own, acquire, expand, manage, maintain, operate, and control facilities for the collection and transmission, treatment, reclamation, recycling, reuse, sale and disposal of water, wastewater, and recycled water.

## **Section 2   Definitions**

Definitions are as set forth in Chapter 1, Section 1.5.

## **Section 3   Offices**

### **3.1   Principal Office.**

The principal office of the JPA shall be located at: 1245 Fiddymment Road in the City of Lincoln, California 95648.

### **3.2   Additional Offices.**

The JPA may also have offices at such other places both within and outside the State, as the Board may from time to time determine or the business of the JPA may require.

## **Section 4   Board**

### **4.1   Purpose of the Board.**

The Board is the legislative body of LiSWA. It operates under the provisions of the Joint Exercise of Powers Act (California Government Code Section 6500, *et seq.*) and all other applicable statutes and laws. It is the power and duty of the Board to manage and conduct the business and affairs of LiSWA pursuant to the JPA Agreement between the Member Agencies.

### **4.2   Power and Duties of the Board.**

The Board shall have the responsibility for the general management of the affairs, property and business of the JPA and may, from time to time, adopt and modify these Bylaws and other rules and regulations for that purpose and for the conduct of its meetings as it may deem proper. The Board may exercise and shall be vested with all powers of the JPA insofar as not inconsistent with law, the JPA Agreement or these Bylaws.

Specifically, the Board shall:

- a)     Produce and maintain written policies that ensure high quality of governance and clear roles in decision-making between the Board and LiSWA staff and consultants.
- b)     Hire and discharge, the General Manager, General Counsel, and Board Secretary and regularly monitor the performance of the General Manager, General Counsel, and

Board Secretary.

- c) Serve as ambassadors for LiSWA and develop relationships with cooperating entities.
- d) Establish policies to guide the General Manager, General Counsel, and staff and consultants.
- e) Adopt strategic directives for LiSWA and review them annually.
- f) Adopt the LiSWA budget to meet the financial policies and achieve the strategic directives.
- g) Direct the preparation and issuance of bonds for capital projects as needed.
- h) Adopt an organizational structure and employee policies to support the mission, vision, core values, and goals as identified by the Board.
- i) Hold regular meetings to conduct the business of LiSWA in an open and transparent manner consistent with the applicable open meeting laws, including the Ralph M. Brown Act.
- j) Authorize the General Manager to perform actions, make decisions, and direct staff and consultants as needed to accomplish the goals, policies, and directives established by the Board.
- k) Take such other actions as may be required by law and as needed in furtherance of the purposes of the JPA Agreement including without limitation the powers set forth in the JPA Agreement at Section 4 (Powers of Authority).

#### 4.3 Directors.

Directors of the Board are appointed to serve as Directors of the JPA pursuant to the JPA Agreement at Section 7 (Governance).

#### 4.4 Compensation.

Compensation shall be as set forth below in Chapter 10.

#### 4.5 Regular Meetings.

Regular meetings of the JPA shall be held on the second Friday of each month, currently set for 10:00 a.m. Regular meetings may be cancelled by the JPA's General Manager upon consultation with the Board or if not feasible then with at least the Board Chair. Regular meetings will be held at 600 6<sup>th</sup> Street, Lincoln, CA 95648. The meeting time and location can be changed in accordance with applicable legal requirements and/or as duly authorized by the Board of Directors.

At all Meetings of the Board, including Regular Meetings and Special Meetings, the Board and its members should act in an ethical, businesslike, productive, and lawful manner. Board members will strive to avoid even the appearance of impropriety to ensure and maintain public confidence.

Board members shall review each Board Agenda packet and all accompanying materials, reports, and recommendations prior to the Regular or Special Meeting to allow for focused and efficient discussion.

The Board and its members shall at all times perform their respective duties in accordance with applicable laws, LiSWA's Board Member Code of Conduct, and other such codes and policies as the Board may adopt.

#### 4.6 Special, Emergency, and Adjourned Meetings.

Special, emergency, and adjourned meetings of the Board may be called and held in the manner authorized in the Ralph M. Brown Act, Government Code Section 54950, *et seq.*, as may be amended from time to time.

Unless otherwise specified in the notice of a special or adjourned meeting, all such meetings shall be held in the same location as regular meetings.

#### 4.7 Agenda Planning.

The Board shall conduct its meeting pursuant to agendas established and provided to the public in accordance with applicable laws.

Members of the Board, the General Manager, and her or his designees may place matter on Board agendas in accordance with policy and procedures adopted by the Board.

Items may be placed on the agenda on either the consent calendar or the discussion/action item calendar. An item placed on the consent calendar may be moved from the consent calendar to the discussion/action item calendar at the request of any Board member during a Board meeting prior to the vote to approve the consent calendar.

The General Manager shall regularly prepare, conferring with the Board Chair as needed or as appropriate, and issue an agenda for each meeting of the Board.

#### 4.8 Organization.

Each meeting of the Board shall be presided over by the Chair or, in her or his absence, by the Vice Chair. The Secretary, or in her or his absence, any person designated by the JPA's General Manager, shall act as secretary of the meeting.

#### 4.9 Method of Voting.

Except as otherwise required by law, votes on all questions shall be *viva voce*, orally.

#### 4.10 Ralph M. Brown Act.

All meetings of the Board, including without limitation, regular, adjourned regular, and special meetings, shall be called, noticed, held and conducted in accordance with the Ralph M. Brown Act, commencing with Section 54950 of the Government Code.

#### 4.11 Closed Session.

All information received by a Director, or alternate Director attending in the Director's absence, in a closed session related to the information presented to the JPA Board in closed session shall be confidential. However, a Director may disclose information obtained in a closed session as set forth Chapter 2, Section 4 of the LiSWA Policies and Procedures Manual.

#### 4.12 Board – General Manager Relationship.

The Board of Directors governs LiSWA and is the policy-making body of LiSWA. The Board operates under the provisions of the law governing JPAs and all other applicable statutes and laws as well as the JPA Agreement.

- a. The Board of Directors shall have the responsibilities as provided for in the JPA Agreement and in this Policies and Procedures Manual adopted by the Board.
- b. The General Manager is responsible for the following in implementing Board policy, administration of LiSWA business functions, and proposing new or modified Board policy, subject to periodic review by the Board:
  - i. Manage all day-to-day operations and business affairs of LiSWA.
  - ii. Achieve the goals and results established by the Board within the appropriate and ethical standards of business conduct set by the Board.
  - iii. Regularly prepare and submit to the Board for approval budgets, rules and regulations to achieve the Board's financial policies and strategic directives.
  - iv. Attend meetings of the Board and report on the general affairs of LiSWA and keep the Board advised on the needs of LiSWA.
  - v. Prepare and submit to the Board for approval, as needed, organizational designs for LiSWA; manage the employees and consultants of LiSWA, including the hiring and terminating of any and all officers and employees except the General Counsel and Board Secretary; and maintain an Employee Handbook meeting the requirements of law if such a handbook is prepared.
  - vi. Direct labor negotiations based on Board direction and develop labor contract proposals for Board consideration.
  - vii. Enforce a code of ethics applicable to all employees, providing clear guidelines for ethical standards of conduct.
  - viii. Administer LiSWA procurement of goods and services, and treatment of salvage or discard items in accordance with Board policy.

- ix. Ensure the smooth and continuous operation of LiSWA in the event of any planned or unplanned absences by the General Manager.
- x. Interact with the public and other entities pursuant to policies adopted by the Board. The General Manager shall assure, in cooperation and consultation with the Board, that LiSWA is appropriately represented in the community.
- xi. Perform other responsibilities as they are delegated by the Board, either by resolution or by contract of employment.

#### 4.13 Board – General Counsel Relationship.

The General Counsel provides legal counsel to LiSWA and to the Board. The General Counsel reports to both the Board and to the General Manager.

The Board of Directors is ultimately responsible for the hiring and terminating of the General Counsel. As a general practice, the Board and General Manager shall participate jointly in the hiring and terminating of the General Counsel.

The General Manager will assist as directed by the Board in preparing performance evaluations, recommendations for compensation as applicable, and review of job duties for the General Counsel.

With respect to the Board, the General Counsel shall:

- a. Give her or his legal advice or opinion whenever he or she deems necessary or when required by the Board.
- b. Inform the Board of material legal issues impacting LiSWA or the Board.
- c. Provide legal counsel to the Board with regard to conflict of interest issues.
- d. Provide legal counsel to the Board with regard to other ethical matters.
- e. Assist the Board in complying with applicable statutes and regulations.
- f. When necessary, act independently of the General Manager with regard to the foregoing matters.

The General Counsel shall not provide legal counsel to individual Board members except in their role as Board members.

#### 4.14 Board – Secretary Relationship.

The Board Secretary helps the Board fulfill its various responsibilities. The Board Secretary serves under the direction and control of the Board.

The Board of Directors is ultimately responsible for the hiring and terminating of the Board Secretary. As a general practice, the Board and General Manager shall participate jointly in the hiring and terminating of the Board Secretary, or in the case of the General Manager serving also as the Board Secretary then the Board shall determine the hiring and terminating of the Board Secretary. The General Manager will assist as directed by the Board in preparing performance evaluations, recommendations for compensation, and review of job duties for the Board Secretary.

The General Manager will recommend to the Board the compensation of the Board Secretary, if applicable, but the Board may, at its discretion, provide to the General Manager its decision regarding the Board Secretary's compensation.

The Board Secretary shall:

- a. Maintain all Board records.
- b. Receive and disseminate Board communications.
- c. Act as recording secretary at all Board meetings.
- d. Coordinate with LiSWA management and staff and consultants in responding to Board member requests related to LiSWA affairs.
- e. Handle all other matters that are properly delegated to the Board Secretary by the Board.
- f. Notwithstanding these activities, the Board Secretary is not empowered to instruct or direct LiSWA management, staff, or consultants.

#### 4.15 Delegation of Board Authority to General Manager, Treasurer and Auditor.

The Board retains all authority to act on behalf of LiSWA. The Board may, except where prohibited by law, delegate responsibility to the General Manager to establish policies, make decisions, take actions, establish practices, and develop activities to further the policies and goals established by the board. The Board may also, except where prohibited by law, delegate responsibility to the Treasurer and/or Auditor to act in furtherance of duly provided direction from the Board including, without limitation, execution of documents for bond financing authorized by the Board with a resolution.

In carrying out her or his role, the General Manager shall at all times serve LiSWA only pursuant to the powers of the General Manager as delegated by the Board of Directors and to the extent authorized by these Bylaws, the LiSWA Policies and Procedures, or the General Manager's employment contract.

The Board may change its delegations to the General Manager at any time, subject to applicable law, policies adopted by the Board and any contract with the General Manager and/or the Treasurer and Auditor, as the case may be, thereby expanding or



limiting the authority of the General Manager, Treasurer or Auditor.

## **Section 5 Officers**

### **5.1 Appointment and Term of Officers.**

The Chair, the Vice Chair, Treasurer, and Secretary of the JPA shall be appointed and serve as set forth in Article 4 of the JPA Agreement.

## **Section 6 Resignations**

### **6.1 Voluntary Resignation; Notice of Effectiveness.**

Any member of the Board or officer of the JPA may, subject to contrary provision in any applicable contract, resign at any time by giving written notice to the Board or to the Chair or to the Secretary of the JPA. Any such resignation shall take effect at the time specified therein or, if the time be not specified, upon receipt thereof; and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

### **6.2 Involuntary Resignation; Request.**

The Board, in the exercise of its discretion, may request the resignation of any officer elected or appointed pursuant to Section 4 of these Bylaws. Pursuant to such request, but subject to contrary provisions in any applicable laws, regulations, or contracts, such officer shall resign by giving written notice to the Board. Any such resignation shall take effect at the time specified in such request.

## **Section 7 Vacancies Among Officers**

If the office of any officer elected or appointed pursuant to Section 4 of these Bylaws becomes vacant at any time by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, such vacancy may be filled at any time by the Board or as otherwise provided in the JPA Agreement or applicable law.

## **Section 8 Committees**

The Board, by a majority vote, may form standing or temporary committees as set forth in the JPA Agreement, Section 7.7 (Committees) for advice to the Board on matters of interest to the Board. Such vote shall designate the method for appointing committee members, the scope of the duties and responsibility of the committee, whether the committee is a standing or ad hoc committee, and such other matters as the Board may deem appropriate.

## **Section 9 Amendments**

These Bylaws may be modified, amended or repealed, or new Bylaws may be adopted, by the affirmative vote of the Board at any regular or special meeting of the Board.