

MINUTES OF THE ADJOURNED MEETING OF THE
BOARD OF DIRECTORS OF
VISTA IRRIGATION DISTRICT

October 20, 2021

An Adjourned Meeting of the Board of Directors of Vista Irrigation District was held on Wednesday, October 20, 2021, at the offices of the District, 1391 Engineer Street, Vista, California.

1. CALL TO ORDER

President Sanchez called the meeting to order at 9:00 a.m.

2. ROLL CALL

Directors present: Vásquez, Dorey, Sanchez, and MacKenzie.

Directors absent: Miller.

Staff present: Brett Hodgkiss, General Manager; Lisa Soto, Secretary of the Board; Don Smith, Director of Water Resources; Frank Wolinski, Director of Operations and Field Services; Robert Scholl, Engineering Services Manager; and Ramae Ogilvie, Administrative Assistant.

Other attendees: None.

3. PLEDGE OF ALLEGIANCE

Director Vasquez led the pledge of allegiance.

4. APPROVAL OF AGENDA

21-10-113	<i>Upon motion by Director Dorey, seconded by Director MacKenzie and unanimously carried (4 ayes: Vásquez, Dorey, MacKenzie, and Sanchez; 1 absent: Miller), the Board of Directors approved the agenda as presented.</i>
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5. ORAL COMMUNICATIONS

No public comments were presented on items not appearing on the agenda.

6. CONSENT CALENDAR

There was a brief discussion regarding consent calendar Item. 6.A (a 179-unit apartment project) in light of the statewide drought emergency declaration the previous day by Governor Gavin Newsom. In the declaration, urban water users from San Diego to Sacramento have been asked to voluntarily reduce consumption by 15 percent. It was noted that the San Diego County Water Authority (Water Authority) has repeatedly assured residents that the region has enough water thanks to a diverse water supply portfolio. Mr. Hodgkiss stated that since 2013 the region has conserved significantly; when comparing 2013 to 2021 water production for August and September, the District's customers have reduced their water consumption by 15% and 21% respectively so to cut another 15 percent would be difficult. He stated the District is in Level 1 of its Water Supply Response Program; violation letters and water conservation fees may be issued for non-compliance with mandatory water-use efficiency measures.

Director Vásquez commented that the authority to allow or disallow new developments in the District's service area lies with planning commissions and the city councils, and District's only role is to provide the water.

21-10-114 *Upon motion by Director MacKenzie, seconded by Director Dorey and unanimously carried (4 ayes: Vásquez, Dorey, MacKenzie, and Sanchez; 1 absent: Miller), the Board of Directors approved the Consent Calendar, including Resolution No. 21-39 approving disbursements.*

A. Acceptance of water system

See staff report attached hereto. Staff recommended and the Board accepted the water system for a 179-unit apartment project, known as Monarch Buena Vista, consisting of approximately 7.98 gross acres owned by Monarch Buena Vista L.L.C., located at 740 Paseo Buena Vista, Vista (I-3080; LN 2017-033; APN 176-300-61; DIV NO 3).

B. Minutes of Board of Directors meetings on September 29 and October 6, 2021

The minutes of September 29 and October 6, 2021 were approved as presented.

C. Resolution ratifying check disbursements

RESOLUTION NO. 21-39

BE IT RESOLVED, that the Board of Directors of Vista Irrigation District does hereby approve checks numbered 67842 through 67923 drawn on Union Bank totaling \$746,148.13.

FURTHER RESOLVED that the Board of Directors does hereby authorize the execution of the checks by the appropriate officers of the District.

PASSED AND ADOPTED unanimously by a roll call vote of the Board of Directors of Vista Irrigation District this 20th day of October 2021.

7. 2022 BOARD MEETING DATES

See staff report attached hereto.

Director Vásquez stated that he has inquired as to the dates for the Urban Water Institute's Spring and Fall Conferences; the dates are still unknown, so at this time he is not aware of any scheduling conflicts for himself. He said he may request a change to the calendar if a conflict arises.

President Sanchez noted that he has a conflict on May 25, 2022; he would not be present for the Board meeting scheduled for that date.

21-10-115 *Upon motion by Director MacKenzie, seconded by Director Dorey and unanimously carried (4 ayes: Vásquez, Dorey, MacKenzie, and Sanchez; 1 absent: Miller), the Board of Directors established 2022 Board meeting dates to resolve conflicts as follows: shifted the Board meeting dates in May and June to the second and fourth Wednesdays of the month and scheduled one Board meeting in December on December 7. All Board meetings to begin at 9:00 a.m.*

8. CALIFORNIA SPECIAL DISTRICTS ASSOCIATION BYLAWS AMENDMENT

See staff report attached hereto.

Following a brief discussion, the Board took the following action:

21-10-116 *Upon motion by Director MacKenzie, seconded by Director Vasquez and unanimously carried (4 ayes: Vásquez, Dorey, MacKenzie, and Sanchez; 1 absent: Miller), the Board of Directors cast the District's vote to adopt the proposed changes to the California Special Districts Association bylaws.*

9. MATTERS PERTAINING TO THE ACTIVITIES OF THE SAN DIEGO COUNTY WATER AUTHORITY

See staff report attached hereto.

Mr. Hodgkiss stated that he received an email from the Water Authority following Governor Newsom's declaration of a statewide drought emergency indicating that the Board of Directors will consider taking action to move to Level 1 of its Water Shortage Contingency Plan at its next meeting scheduled for October 28, 2021. Mr. Hodgkiss noted that confirmation of Director Miller's appointment as a delegate to the Metropolitan Water District was also on the agenda for the Water Authority's next Board of Directors meeting.

10. MEETINGS AND EVENTS

See staff report attached hereto.

Director Vásquez reported on his attendance at a virtual meeting of the Council of Water Utilities the previous morning in which Allen Carlisle of Padre Dam Municipal Water District (MWD) gave a presentation regarding the East County Advanced Water Purification project. This is a joint project between Helix Water District, Padre Dam MWD, the City of El Cajon and the County of San Diego. Director Vásquez said it was noted that this project would produce enough water to meet up to 30 percent of east county's current demands.

Director Vasquez requested authorization to attend the virtual Water Education Foundation Water Summit on October 28, 2021 and the California Special Districts Association (CSDA) Quarterly meeting on November 18, 2021.

Director MacKenzie reported on her attendance at the California Local Agencies Formation Commission (CALAFCO) Conference in which she attended a business meeting to ratify the delegates to the Board of Directors. She said the following day there was another meeting held at the conference in which nominations for the incoming Secretary of the Board were received and the budget for the coming year was approved.

Director MacKenzie reported on her attendance at a meeting of the CSDA Member Services Committee in which it was noted that there are now over 1,000 member agencies. She reported that CSDA is rolling out two new programs; one to facilitate the continued involvement of retirees with CSDA, and the other is to assist small special districts (revenue budget less than \$50,000) with paying membership dues.

Director MacKenzie reported on her attendance at a San Diego Chapter CSDA (Chapter) Executive Committee meeting. She reported that the venue for the future CSDA quarterly Chapter meetings would be the 94th Aero Squadron.

Director MacKenzie reported on her attendance at a CALAFCO webinar presented by the Federal Bureau of Investigation (FBI) on cybersecurity. She suggested an upcoming agenda item on the District's security measures in areas such as cybersecurity. President Sanchez stated that he and General Manager Hodgkiss attended a session by Cyber Security Sharing & Analytics (CSSA) while at the CSDA Annual Conference. He stated that Director of Administration Marlene Kelleher and her staff are currently working with CSSA staff to do some initial testing on the District's cybersecurity vulnerabilities. Mr. Hodgkiss stated that the results of the testing done by CSSA will help inform the District's needs related to cybersecurity services and aid in the development of a Request for Proposal for said services. Mr. Hodgkiss said that the cybersecurity topic would be presented to the Board in closed session.

President Sanchez reported on his attendance at a CSDA Professional Development Committee meeting in which 2021 conference, workshop, and seminar attendance and expenses were reviewed and compared to previous years. President Sanchez stated that the registration fee for the CSDA Annual Conference would be increased \$50 next year due to increases in the cost of food and beverage services at the venue. Revisions to streamline the application packages for the CSDA annual awards were also discussed. President Sanchez reported that Pete Blank, former Disney University leader, would be the keynote speaker at the upcoming Board Secretary/Clerk Conference.

21-10-117	<i>Upon motion by Director Dorey, seconded by Director MacKenzie and unanimously carried (4 ayes: Vásquez, Dorey, MacKenzie, and Sanchez; 1 absent: Miller), the Board of Directors authorized Director Vasquez to attend the virtual Water Education Foundation Water Summit on 10/28/21 and the CSDA Quarterly meeting on 11/18/21.</i>
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11. ITEMS FOR FUTURE AGENDAS AND/OR PRESS RELEASES

See staff report attached hereto.

The Board reviewed the list of tentative items for future agendas. Mr. Hodgkiss advised that the first three items on the list (Fees and Charges other than Water Rates; Water Rates and Rate Adjustment Policy; and Voting proxy for Association of California Water Agencies President and Vice President election), will be placed on the November 3, 2021 Board of Directors agenda. He stated that regarding the General Counsel interviews and selection item the deadline to submit proposals is Friday, October 22, 2021, and three firms had indicated their intent to submit proposals. Mr. Hodgkiss stated that after the deadline for submitting proposals passes that he would review applications and determine the number of qualified attorneys/firms; interviews would be conducted over one or two days depending on the number of qualified firms/attorneys. He said that he would email the Board with potential interview dates once the number of firms/attorneys to be interviewed was established.

The Board briefly discussed the “Redistricting division boundaries – appointment of ad hoc committee” item. It was noted that Directors Vásquez and MacKenzie have past experience on the District’s ad hoc committee for redistricting division boundaries and would be willing to serve again. President Sanchez expressed interest in participating on the ad hoc committee as well. It was noted that the ad hoc committee must be comprised of no more than two Board members.

12. COMMENTS BY DIRECTORS

President Sanchez commented that it had recently come to his attention that the Riverside County Parks and Open Space District uses blue stone (copper sulfate) for algae control in Lake Skinner. The blue stone is applied to the lake via helicopter. He said he was offering this bit of information in case it might be relevant to the treatment of the harmful algal bloom in Lake Henshaw.

13. COMMENTS BY GENERAL MANAGER

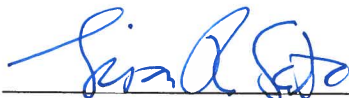
Mr. Hodgkiss informed the Board that the Navy would be conducting a training event at the Remote Training Center at Warner Springs on Thursday, October 21, 2021. He also noted that the water level at Lake Henshaw was currently at 4,000 acre-feet.

14. ADJOURNMENT

There being no further business to come before the Board, at 10:24 a.m., President Sanchez adjourned the meeting.


Patrick Sanchez, President

ATTEST:



Lisa R. Soto, Secretary
Board of Directors

VISTA IRRIGATION DISTRICT



STAFF REPORT

Agenda Item: 6.A

Board Meeting Date:	October 20, 2021
Prepared By:	Rob Scholl
Reviewed By:	Randy Whitmann
Approved By:	Brett Hodgkiss

SUBJECT: ACCEPTANCE OF WATER SYSTEM

RECOMMENDATION: Accept this water system for a 179-unit apartment project, known as Monarch Buena Vista, consisting of approximately 7.98 gross acres owned by Monarch Buena Vista L.L.C., located at 740 Paseo Buena Vista, Vista (I-3080; LN 2017-033; APN 176-300-61; DIV NO 3).

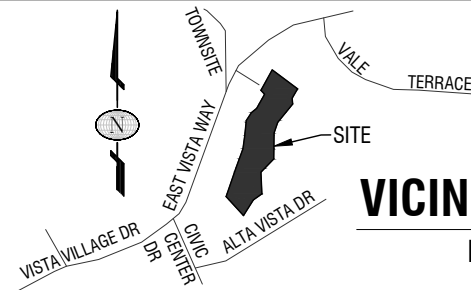
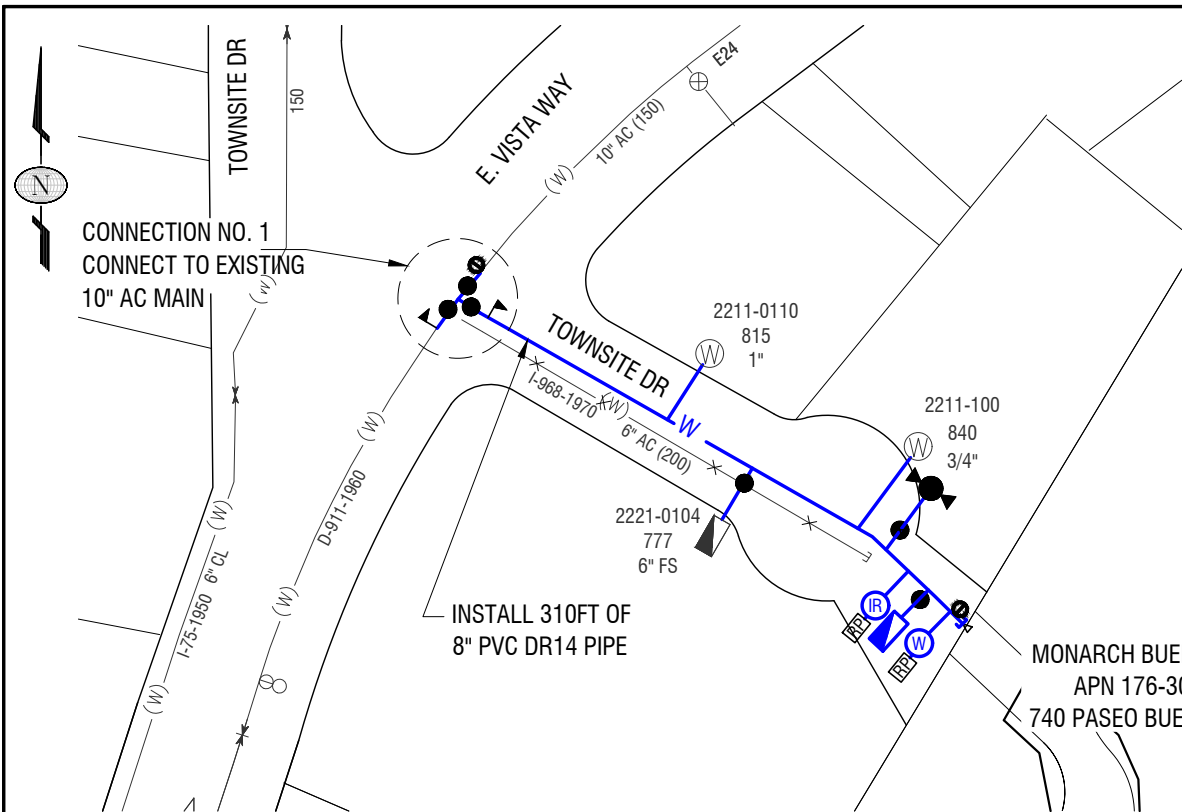
PRIOR BOARD ACTION: On August 1, 2018, the Board approved the waterline project.

FISCAL IMPACT: None.

SUMMARY: The water system is ready for acceptance by the Board, which will allow the Notice of Acceptance to be filed with the County Recorder.

DETAILED REPORT: All of the work required by the construction agreement (I-3080) has been completed. Under District inspection, the owner's contractor installed approximately 310 feet of 8-inch waterline, one 6-inch fire hydrant, one 2-inch irrigation service, one 4-inch domestic service, two 8-inch fire services and made the necessary connections. The owner has paid for one 1 1/2-inch irrigation meter, one 4-inch domestic meter and installed all necessary backflow devices. This project will be completed with the filing of the Notice of Acceptance.

ATTACHMENT: Map



VICINITY MAP

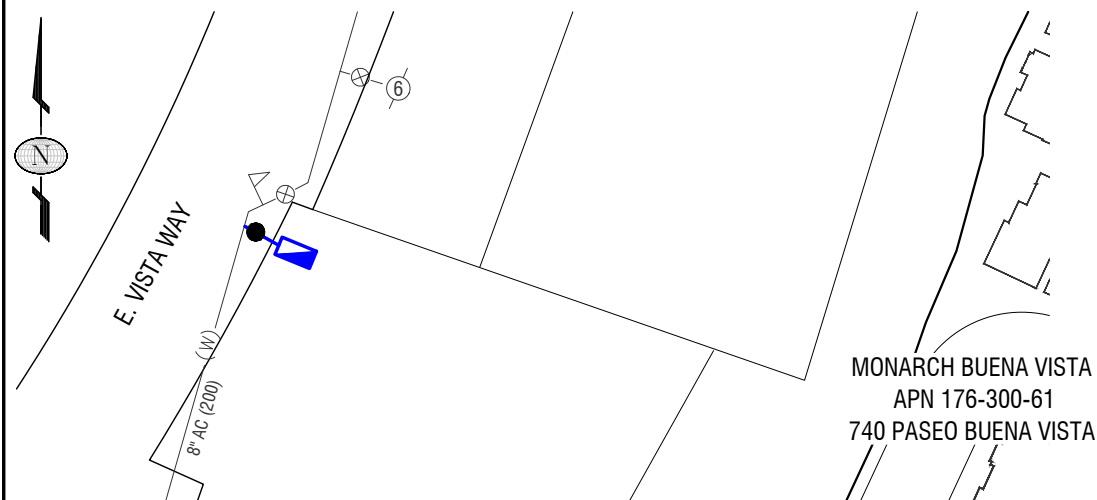
NTS

LEGEND

(W)	EXISTING WATER MAIN
x-x (W) x-x	ABANDONED WATER
8	BLOW OFF
▲	AIR VENT
⊗	VALVE
W	WATER SERVICE
6	FIRE HYDRANT
■	PRIVATE RPDA
W	NEW PUBLIC PVC (DR14) WATER
⊕	BLOW OFF
▲	AIR VENT
●	VALVE
IR	IRRIGATION SERVICE
W	DOMESTIC SERVICE
●	6" FIRE HYDRANT
■	NEW PRIVATE RPDA
RP	RP

OWNER:
 MONARCH BUENA VISTA
 7727 HERSCHEL AVE
 LA JOLLA, CA 92037

ENGINEER:
 HUNSAKER & ASSOC.
 9707 WAPLES STREET
 SAN DIEGO, CA 92121



VISTA IRRIGATION DISTRICT		
MONARCH BUENA VISTA		
NOTICE OF ACCEPTANCE		
APN 176-300-61	T.B.	
SCALE: NONE	L.N. 2017-033	
APPD. BY	DATE	W.O. I-3080
DRAWN BY JB	DATE 09/24/2021	
SHEET 1 of 1	MAP F12	
REVISED: 10/5/21 Jeanette Bradshaw		
Z:\Engineering\JOBS\J-Jobs\3080_Monarch Buena Vista\3080 Monarch NOA Map.dwg		



Cash Disbursement Report

Payment Dates 9/23/2021 - 10/6/2021

Payment Number	Payment Date	Vendor	Description	Amount
67842	09/29/2021	Refund Check 67842	Customer Refund	1,023.29
67843	09/29/2021	Allied Electronics Inc	SCADA Circuit Breakers (4)	193.64
67844	09/29/2021	Amazon Capital Services	Seat Cushion Covers	123.36
67845	09/29/2021	Auto Specialist Warehouse	Rear Brake Pads - Truck 20	529.68
67846	09/29/2021	Bennett-Bowen & Lighthouse Inc	Strobe Lamps (2)	284.45
67847	09/29/2021	Cecilia's Safety Service Inc	Traffic Control - Warmlands Ave	617.50
	09/29/2021		Traffic Control - Elevado Rd / Vista Grande Dr	10,545.00
	09/29/2021		Traffic Control - Buena Creek Rd	1,520.00
	09/29/2021		Traffic Control - Bella Vista Dr	1,710.00
	09/29/2021		Traffic Control - Watson Way	1,235.00
	09/29/2021		Traffic Control - Parker Place /Beaumont Dr	1,330.00
	09/29/2021		Traffic Control - Lado de Loma	1,330.00
	09/29/2021		Traffic Control & Design - Bobier Dr	1,612.50
67848	09/29/2021	City Of Escondido	Escondido Water Treatment Plant 07/2021 - 08/2021	334,576.00
67849	09/29/2021	County of San Diego	Permit Fees 08/2021	2,100.50
67850	09/29/2021	DIRECTV	Direct TV Service	102.99
67851	09/29/2021	Ferguson Waterworks	Pipe 10" PVC DR-14 C900 (720)	21,207.47
	09/29/2021		Tee 0.75" PVC S x S x S Sch 40 (5)	2.81
	09/29/2021		Ell 0.75" 90° PVC S x S Sch 40 (10)	4.33
	09/29/2021		Ell 1" 45° PVC S x S Sch 40 (10)	12.12
	09/29/2021		Coupling 0.75" Copper (with stop) (10)	13.10
	09/29/2021		Adapter 1" PVC Sch 40 (20)	14.29
	09/29/2021		Ell 1.5" PVC 90° S x S Sch 80 (5)	15.16
	09/29/2021		Ell 1" 90° PVC S x S Sch 40 (20)	16.02
	09/29/2021		Coupling 0.75" Copper (no stop) (10)	17.86
	09/29/2021		Coupling 1" PVC S x S Sch 40 (30)	18.84
	09/29/2021		Adapter Male 0.75" C x MIP Copper (5)	15.16
	09/29/2021		Adapter 1" PVC Sch 80 (40)	165.84
	09/29/2021		Adapter Male 1" C x MIP Copper (20)	155.01
	09/29/2021		Coupling 1" Copper (no stop) (30)	112.36
	09/29/2021		Ell 0.75" 90° C x C Copper (10)	19.27
	09/29/2021		Bushing 1.5: Slip x 1" Threaded Sch 80 (5)	21.70
	09/29/2021		Ell 2.5" PVC 90° S x S Sch 80 (5)	42.92
	09/29/2021		Tee 1.5" PVC S x S x S Sch 80 (5)	51.96
	09/29/2021		Bushing 2.5" Slip x 1" Threaded Sch 80 (5)	66.90

Payment Number	Payment Date	Vendor	Description	Amount
	09/29/2021		Tee 2.5" PVC S x S x S Sch 80 (5)	70.63
67852	09/29/2021	Glennie's Office Products Inc	Office Supplies	353.65
	09/29/2021		Office Supplies	10.97
67853	09/29/2021	Grainger	SCADA UPS	197.48
67854	09/29/2021	Hawthorne Machinery Co	Battery Core - B21	(5.39)
	09/29/2021		Engine Belts - B18	46.87
67855	09/29/2021	InfoSend Inc	Support & Storage 06/2021	1,543.00
	09/29/2021		Data Processing/Mailing Service 08/1/21 - 8/28/21	5,227.74
	09/29/2021		Data Processing/Mailing Services 08/30/21 - 8/31/21	13.10
	09/29/2021		Support & Storage 08/2021	1,555.06
67856	09/29/2021	Kronick Moskovitz Tiedemann & Girard	Legal 08/2021	7,037.00
67857	09/29/2021	Liebert Cassidy Whitmore	Webinar - Preparing for Expiration of COVID-19 SPSL	75.00
67858	09/29/2021	Panera, LLC	Lunch 09/21/21 - Training	314.31
67859	09/29/2021	Moodys	Dump Fee (1)	300.00
67860	09/29/2021	Mutual of Omaha	LTD/STD/Life Insurance 10/2021	6,836.30
67861	09/29/2021	NAPA Auto Parts	Filter - Truck 54	36.21
	09/29/2021		Vinyl Repair Kit, Masking Tape	39.65
	09/29/2021		Coolant, Surge Tank - Truck 79	157.98
67862	09/29/2021	North County Auto Parts	Degreaser	23.60
	09/29/2021		Front Brake Pads - Truck 20	82.53
	09/29/2021		Diesel Exhaust Fluid (40	43.26
	09/29/2021		Chemicals - Garage	53.53
67863	09/29/2021	North County Industrial Park	Association Fees 10/2021	879.30
67864	09/29/2021	North County Rebuilders	Starter - Truck 28	334.49
67865	09/29/2021	O'Reilly Auto Parts	Battery - T8	32.46
67866	09/29/2021	Penn Stainless Products	Beam Repair Support Post Materials - Pechstein	2,761.05
67867	09/29/2021	Powerland Equipment, Inc	D-rings, Radiator Cleaner	93.94
67868	09/29/2021	Ramona Disposal Service	Trash Service 07/2021	167.50
	09/29/2021		Trash Service 09/2021	167.50
67869	09/29/2021	Robert Scholl	Reimburse - Water Audit Renewal Workshop Webinar	200.00
67870	09/29/2021	San Diego Gas & Electric	Electric 09/2021 - Warner Ranch House	53.37
	09/29/2021		Electric 08/2021 - Cathodic Protection & T&D	240.06
	09/29/2021		Electric 08/2021 - Reservoirs	195.52
	09/29/2021		Electric 08/2021 - Pump Stations	10,140.45
	09/29/2021		Electric 08/2021 - Plants	115.65
67871	09/29/2021	Southern Counties Lubricants, LLC	Fuel 09/01/21 - 09/15/21	6,289.36
	09/29/2021		Fuel - Henshaw	108.27
67872	09/29/2021	Spok, Inc	Pagers	44.44
67873	09/29/2021	Sunrise Materials Inc	Pallet Deposit (2)	75.78
	09/29/2021		Delivery Fee	156.96

Payment Number	Payment Date	Vendor	Description	Amount
	09/29/2021		Wooden Lath (bundle of 50) (10)	530.43
	09/29/2021		Rock Bags (140)	598.62
	09/29/2021		Pallets (2)	(64.95)
67874	09/29/2021	Bend Genetics, LLC	HABs Lab Analysis	925.00
67875	09/29/2021	TS Industrial Supply	Cutter 1/8" to 1 5/8" Ridgid #RC-1625 PVC (1)	76.15
	09/29/2021		Pry Bar 18" Rolling Head (1)	24.46
	09/29/2021		Mirror 3.25" Diameter Telescopic (1)	25.71
	09/29/2021		Measuring Tape Holder 25' (2)	32.15
	09/29/2021		Poly Sprayer 1 gallon (2)	172.36
	09/29/2021		Towel Wypall X80 (10)	370.22
	09/29/2021		Impact Sockets - Truck 21	47.48
	09/29/2021		3" White Paint Brush (20)	30.31
	09/29/2021		Wire Brush Small w plastic handle (5)	13.31
	09/29/2021		Electrical Tape 0.75" x 60' (30)	38.32
	09/29/2021		Stanley Utility Knife (5)	43.03
	09/29/2021		Striping Paint White #710 (12)	67.55
	09/29/2021		Striping Paint Blue #750 (12)	67.55
	09/29/2021		Striping Paint Asphalt Black #770 (12)	67.55
	09/29/2021		Sea 2" Pipe Wrap Tape (18)	139.90
	09/29/2021		Max Earplug Uncorded # Max-1 (200 per box) (1)	31.93
	09/29/2021		Locks 2029 Master (54)	774.53
	09/29/2021		Hammer 3lb Brass Sledge (1)	106.36
	09/29/2021		Measuring Tape Holder 25' (1)	16.08
	09/29/2021		Mirror 3.25" Diameter Telescopic (1)	25.71
	09/29/2021		Sling Lifting 2"x8' Heavy Duty (2)	59.15
	09/29/2021		Measuring Tape 25' Engineering (3)	60.08
	09/29/2021		Welding Cutting Tip 1-1-101 (6)	72.74
	09/29/2021		Nozzle #4W Welding (1)	92.12
67876	09/29/2021	UniFirst Corporation	Uniform Service	334.91
67877	09/29/2021	Verizon Wireless	Cell Phones 08/16/21 - 09/15/21	1,549.92
67878	09/29/2021	Video Fact Documentation Service	Pre-Construction Video - San Clemente Ave & Way	600.00
67879	09/29/2021	Water District Jobs	Recruitment Advertising - Construction Worker	145.00
67880	10/06/2021	Refund Check 67880	Customer Refund	241.80
67881	10/06/2021	Refund Check 67881	Customer Refund	83.45
67882	10/06/2021	ABABA Bolt	Bolts	44.34
67883	10/06/2021	ACWA/JPIA	Medical & Dental Insurance 11/2021 - Cobra	33.72
	10/06/2021		Medical & Dental Insurance 11/2021 - Cobra	33.72
	10/06/2021		Medical & Dental Insurance 11/2021 - Cobra	33.72
	10/06/2021		Medical & Dental Insurance 11/2021 - Cobra	33.72
	10/06/2021		Medical & Dental Insurance 11/2021 - Cobra	69.09

Payment Number	Payment Date	Vendor	Description	Amount
	10/06/2021		Medical & Dental Insurance 11/2021 - Cobra	69.09
	10/06/2021		Medical & Dental Insurance 11/2021 - Cobra	888.10
	10/06/2021		Medical & Dental Insurance 11/2021 - Employees	181,124.81
	10/06/2021		Medical & Dental Insurance 11/2021 - Retirees	30,382.52
	10/06/2021		Medical & Dental Insurance 11/2021 - P Sanchez	1,786.85
	10/06/2021		Medical & Dental Insurance 11/2021 - P Dorey	1,845.29
	10/06/2021		Medical & Dental Insurance 11/2021 - M Miller	1,786.85
	10/06/2021		Medical & Dental Insurance 11/2021 - J MacKenzie	1,786.85
	10/06/2021		Medical & Dental Insurance 11/2021 - R Vasquez	1,845.29
67884	10/06/2021	Amazon Capital Services	Gas Cans (2)	73.58
	10/06/2021		First Aid Kit Supplies	127.00
67885	10/06/2021	AT&T	SIP Trunks	457.62
	10/06/2021		Data Service	698.93
67886	10/06/2021	Atlassian Pty Ltd	Jira Service Desk Annual Renewal	1,400.00
67887	10/06/2021	Basic	Cobra Administration 09/2021	55.00
67888	10/06/2021	Bay City Electric Works	Annual Maintenance & Load Testing - Stationary Generator	1,981.40
	10/06/2021		Annual Maintenance & Load Testing - G25	845.79
	10/06/2021		Annual Maintenance & Load Testing - G24	1,515.79
67889	10/06/2021	California Department of Tax and Fee Administration	Sept '21 Use Tax Return	1,822.00
67890	10/06/2021	Citi Cards	CAPPO Conference	495.00
	10/06/2021		AWWA Western US Drought Webinar	75.00
	10/06/2021		Kitchen & Restroom Supplies	626.09
	10/06/2021		Kitchen & Restroom Supplies	682.25
	10/06/2021		Tyler Utility Billing Class	150.00
	10/06/2021		Microsoft Azure Cloud Service	114.74
	10/06/2021		GFI FaxMaker Online Service	12.75
	10/06/2021		Microsoft Basic Office 365 Licenses	18.00
	10/06/2021		Refreshments for Training	182.64
	10/06/2021		CSDA Conference - P Sanchez	443.82
	10/06/2021		Urban Water Conference - J MacKenzie	133.80
	10/06/2021		CSDA Conference - R Vasquez	(75.00)
	10/06/2021		Urban Water Conference - J MacKenzie	(290.00)
	10/06/2021		CSDA Conference - B Hodgkiss	443.82
67891	10/06/2021	Clinical Lab of San Bernardino Inc	Stage 2 DBP Samples	920.00
67892	10/06/2021	Core & Main	2" Copper Tube 20ft (40)	991.30
67893	10/06/2021	Corinthian Title Company, Inc	Preliminary Title Report APN 224-180-22	500.00
	10/06/2021		Preliminary Title Report APN 224-180-35	500.00
67894	10/06/2021	Cozad & Fox	Pechstein Intermediate Beam Repair 4/11/21-8/29/21	5,422.80
67895	10/06/2021	Craneworks Southwest Inc	Temperature Switch	176.74
	10/06/2021		Hydraulic Hose - B6	88.20

Payment Number	Payment Date	Vendor	Description	Amount
67896	10/06/2021	Diamond Environmental Services	Portable Restroom Service	119.03
	10/06/2021		Portable Restroom Service	84.39
67897	10/06/2021	Direct Energy	Electric 09/2021 - Henshaw Buildings & Grounds	410.69
	10/06/2021		Electric 09/2021 - Henshaw Well Field	29,571.01
	10/06/2021		Electric 09/2021 - T & D / Cathodic Protection	47.30
	10/06/2021		Electric 09/2021 - Reservoirs	37.62
	10/06/2021		Electric 09/2021 - Pump Stations	11,210.46
	10/06/2021		Electric 09/2021 - Treatment Plants	32.47
67898	10/06/2021	Don Smith	Board Tour of Local Water System - Staff	177.07
	10/06/2021		Board Tour of Local Water System - P Sanchez	35.42
	10/06/2021		Board Tour of Local Water System - P Dorey	35.42
	10/06/2021		Board Tour of Local Water System - R Vasquez	35.42
	10/06/2021		Board Tour of Local Water System - J MacKenzie	35.42
67899	10/06/2021	EDCO Waste & Recycling Services Inc	Trash & Recycle	250.96
67900	10/06/2021	Fastenal Company	Washers	(8.17)
	10/06/2021		Flat Washers	49.03
	10/06/2021		Rivets	37.90
67901	10/06/2021	Ferguson Waterworks	14" x 2" Service Saddle (PVC) (1)	434.27
	10/06/2021		14" x 10" Flange Tee (DI) (1)	1,133.25
	10/06/2021		14" Nut, Bolt & Gasket Kit (2)	71.45
	10/06/2021		6" P.O. End Cap (DI) (1)	64.95
	10/06/2021		2" Copper Male 90's (2)	31.83
	10/06/2021		Union 1" CTS COMP X PEP (2)	105.61
	10/06/2021		Gate Valve 6" POxFL R/W (3)	1,818.37
	10/06/2021		Gate Valve 6" POxFL R/W (1)	622.97
	10/06/2021		Corp Stop 2" MIP X FIP (2)	450.58
	10/06/2021		Wire 10 Copper (500)	173.20
	10/06/2021		Service Saddle 12x1 PVC (8)	1,603.66
	10/06/2021		Corp Stop 2" MIP X FIP (9)	2,027.61
	10/06/2021		Gate Valve 6" POxFL R/W (6)	3,737.81
67902	10/06/2021	Glennie's Office Products Inc	Office Supplies	80.06
67903	10/06/2021	Hawthorne Machinery Co	Replaced EGR Manifold - B21	5,002.57
67904	10/06/2021	InfoSend Inc	eCCR 2021 Notice Inserts	90.01
	10/06/2021		Backflow Notices	145.71
	10/06/2021		Backflow Notices	155.26
67905	10/06/2021	Lawson Products	Large Velcro Sheets	61.34
	10/06/2021		Hardware & Supplies - Garage	484.65
	10/06/2021		Carriage Bolt Assortment w/drawer	209.90
67906	10/06/2021	Moodys	Dump Fees (2)	600.00
67907	10/06/2021	NAPA Auto Parts	Pressure Switch - Truck 30	35.71

Payment Number	Payment Date	Vendor	Description	Amount
	10/06/2021		Back-up Alarm - AR14	32.46
	10/06/2021		Pressure Switch	35.71
	10/06/2021		Bit Driver Socket Adapters - Truck 66	4.32
	10/06/2021		Parts Washer Solution	184.00
	10/06/2021		Degreaser	25.95
67908	10/06/2021	North County Auto Parts	Electric Cooling Fan - Truck 30	107.31
	10/06/2021		Electrical Wire - AR14	10.85
	10/06/2021		Rear Brakes - Truck 21	144.75
	10/06/2021		Brake Rotor Finishing Hone	40.78
	10/06/2021		Silicone Grease	8.06
	10/06/2021		Combustion Leak Tester	(47.55)
67909	10/06/2021	O'Reilly Auto Parts	Brake Controller Pigtail Harness - Truck 52	17.31
67910	10/06/2021	Pacific Pipeline Supply	Angle Stops	383.96
67911	10/06/2021	Raymond Handling Solutions Inc	Replaced Forklift Wheels - F3	1,196.06
67912	10/06/2021	Registry	Registration for Asphalt Roller	108.00
67913	10/06/2021	SiteOne Landscape Supply, LLC	Weld On 725 Wet Dry PVC Glue (12)	163.93
	10/06/2021		PVC Pipe, Fittings	153.39
67914	10/06/2021	Steven Engineering	Ethernet Switches	155.54
67915	10/06/2021	The UPS Store 0971	Shipping 09/2021	830.36
67916	10/06/2021	Tifco Industries	Pop Rivets, Silicone Sealant	128.23
67917	10/06/2021	Bend Genetics, LLC	HABs Lab Analysis	925.00
67918	10/06/2021	TS Industrial Supply	Shop Supplies, Chemicals	207.67
67919	10/06/2021	UniFirst Corporation	Uniform Service	347.81
67920	10/06/2021	Verizon Wireless	SCADA Remote Access 08/21/21 - 09/20/21	392.53
67921	10/06/2021	Vista Brake & Smog	Tires (2) - L10	200.69
67922	10/06/2021	Vulcan Materials Company and Affiliates	Cold Mix	1,801.24
67923	10/06/2021	WIN-911 Software	SCADA Alarm Software Renewal	660.00
Grand Total:				746,148.13



STAFF REPORT

Agenda Item: 7

Board Meeting Date: October 20, 2021
Prepared By: Lisa Soto
Approved By: Brett Hodgkiss

SUBJECT: 2022 BOARD MEETING DATES

RECOMMENDATION: Establish 2022 Board meeting dates to resolve conflicts as follows: shift the Board meeting dates in May and June to the second and fourth Wednesdays of the month, and schedule one Board meeting in December on December 7. All Board meetings to begin at 9:00 a.m.

PRIOR BOARD ACTION: On October 21, 2020, the Board adopted the 2021 meeting calendar.

FISCAL IMPACT: None.

SUMMARY: In 1997, the Board set its regular meeting schedule to include the first and third Wednesdays of each month at 8:30 a.m. On October 2, 2019, the Board adjusted its Board meeting start times to 9:00 a.m. The Board's practice has been to adopt its calendar for the coming year taking into consideration any anticipated scheduling conflicts; staff has identified scheduling conflicts in May and December 2022.

DETAILED REPORT: Staff has reviewed the 2022 calendar taking into consideration the District's established times for Regular and Adjourned meetings of the Board of Directors (first and third Wednesdays of the month at 9:00 a.m.), while considering upcoming events such as holidays, annual conferences and other potential conflicts. Staff proposes the following scheduling adjustments to the 2022 Board meeting calendar.

1. Due to the Association of California Water Agencies (ACWA) Spring Conference in the first week of May and the California Special Districts Association (CSDA) Legislative Days in the third week of May, shift the Board meetings in May to the second and fourth Wednesdays of the month (May 4 and 18 to May 11 and 25).
2. In order to maintain a week between Board meetings needed for agenda preparation for the first meeting in June, shift the meetings in June to the second and fourth Wednesdays of the month (from June 1 and 15 to June 8 and 22).
3. Due to the ACWA Conference in the first week of December and the Colorado River Water Users Conference in the third week of December, and in keeping with past practice, schedule one Board meeting in December, on December 7, and forgo a second meeting in December in order to avoid conflicts with holidays and vacation schedules.

ATTACHMENT: Draft 2022 Board meeting calendar

Vista Irrigation District 2022 BOARD MEETINGS

Draft

JANUARY						
S	M	T	W	T	F	S
			5	6	7	1
2	3	4				8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30	31					

JULY						
S	M	T	W	T	F	S
						1
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30
31						

FEBRUARY						
S	M	T	W	T	F	S
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28					

AUGUST						
S	M	T	W	T	F	S
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			

MARCH						
S	M	T	W	T	F	S
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

SEPTEMBER						
S	M	T	W	T	F	S
					1	2
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	

APRIL						
S	M	T	W	T	F	S
						1
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30

OCTOBER						
S	M	T	W	T	F	S
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30	31					

MAY						
S	M	T	W	T	F	S
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

NOVEMBER						
S	M	T	W	T	F	S
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30			

JUNE						
S	M	T	W	T	F	S
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30		

DECEMBER						
S	M	T	W	T	F	S
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

Board meeting, start time 9:00 a.m.	Purple = District holidays
Yellow = ACWA Conference	Green = CSDA Annual Conference
Blue = Colorado River Water Users Conference	Pink = CSDA Legislative Days



STAFF REPORT

Agenda Item: 8

Board Meeting Date: October 20, 2021
Prepared By: Lisa Soto
Approved By: Brett Hodgkiss

SUBJECT: CALIFORNIA SPECIAL DISTRICTS ASSOCIATION BYLAWS AMENDMENT

RECOMMENDATION: Consider proposed amendments to the California Special Districts Association Bylaws and cast the District's vote to adopt or not adopt the changes.

PRIOR BOARD ACTION: The Board approved previous amendments to the California Special Districts Association (CSDA) Bylaws on June 1, 2016.

FISCAL IMPACT: None.

SUMMARY: The CSDA Board of Directors have approved the proposed bylaw amendments. If approved by the voting members of CSDA, the updated bylaws will take effect immediately.

DETAILED REPORT: Highlights to the recommended amendments include minor verbiage and grammar updates as well as the following

- Revised rights of regular membership based on California Non-Profit Public Benefit Corporation Law;
- Added a new category for retired non-voting individual membership;
- Added a new section on the use of "member" in reference to Associate and Business Affiliate members;
- Updated the Termination of Membership section and added a section regarding the procedure for terminating membership;
- Clarified the process for handling a vacancy on the Board of Directors outside of the nomination period;
- Added a new annual report section; and
- Added a new section prohibiting dual directorships with Special District Risk Management Authority.

The deadline to complete voting through CSDA's electronic voting system is November 12, 2021 at 5:00 p.m. The results of the bylaws ballot will be announced in the CSDA e-News on November 16, 2021.

ATTACHMENTS:

- Email from CSDA (vote@simplyvoting.com) dated 9/27/21
- CSDA bylaws showing amendments in mark-up form

From: vote@simplyvoting.com <vote@simplyvoting.com>
Sent: Monday, September 27, 2021 12:03 AM
To: Brett Hodgkiss <BHodgkiss@vidwater.org>
Subject: CSDA 2021 Bylaw Vote

Dear CSDA Regular Voting Member:

The last CSDA bylaws updates were made in 2016 with the primary change being the addition of electronic voting for elections and other matters that require Regular Member approval.

Following receipt of feedback and suggestions over the last few years from members, CSDA has conducted a review of the CSDA Bylaws making the necessary updates as well as additions or improvements. There are numerous minor verbiage and grammar updates as well as more significant proposed updates that are listed in summary below and in detail in the mark-up form via the link provided below:

- Revised Rights of Regular Membership;
- A new category for Retired Non-Voting Individual Membership;
- A new section on the use of “member” in reference to Associate Members and Business Affiliate Members;
- Updates to the Termination of Membership section and adds a section regarding Procedure for Termination of Membership;
- Clarification on the process for handling a vacancy on the Board of Directors outside of nomination period;
- New Annual Report section added; and
- A new section prohibiting dual directorships with CSDA’s Alliance partner, Special District Risk Management Authority (SDRMA)

[A full copy of the CSDA Bylaws, including the tracked changes are attached.](#)

The deadline to complete your voting through the system is November 12, 2021 at 5:00 pm.

If you have any questions please contact Amber Phelen at 916.442.7887 or amberp@csda.net

Thank you!

DRAFT DRAFT DRAFT DRAFT DRAFT DRAFT



BYLAWS

California Special Districts Association

Approved Bylaw Revision Dates:

Revised 1996

Revised 1999

Revised 2004

Revised October 1, 2009

Revised August 2, 2010

Revised August 1, 2011

Revised July 1, 2014

Revised July 1, 2016

[Revised November XX, 2021](#)

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ARTICLE I – GENERAL

Section 1. Purpose:

In addition to the general and specific purposes set forth in the Articles of Incorporation of the California Special Districts Association ([hereinafter referred to as "CSDA"](#)), CSDA will provide outreach, [advocacy, professional development, information, and other various services to member districts](#). CSDA will interact [and collaborate, where appropriate](#), with the associations and groups that support or oppose its membership's interests. [The control and governance of CSDA shall be the responsibility of CSDA's Board of Directors \(the "Board of Directors"\)](#).

Section 2. CSDA Networks:

The state of California shall be divided along county boundaries into six voting networks. The areas of the networks [are](#) determined by the Board of Directors of CSDA.

Section 3. Principal Office:

The principal business office of CSDA [is](#) located [at 1112 I Street, Suite 200, Sacramento, California 95814](#). [The Board of Directors shall have authority to change the principal office from one location to another](#).

ARTICLE II – MEMBERSHIP

Section 1. Qualification of Membership:

There may be several classes of membership in CSDA, as determined by the Board of Directors. The following classes have been adopted:

A. Regular Voting Members:

Regular voting members shall be any public agency formed pursuant to either general law or special act for the local performance of governmental or proprietary functions within limited boundaries, and which meets any one of the following criteria:

1. Meets the definition of "independent special district" set forth in Government Code Section 56044 by having a legislative body comprised entirely of elected members, or which members are appointed to fixed terms; or
2. The following public agencies: (a) air quality management districts; (b) air
The following public agencies: (a) air quality management districts; (b) air
The following public agencies: (a) air quality management districts; (b) air
The following public agencies: (a) air quality management districts; (b) air
The following public agencies: (a) air quality management districts; (b) air
The following public agencies: (a) air quality
 management districts; (b) air pollution control districts; (c) county water agencies or authorities; (d) transit or rapid transit districts, or transportation authorities; (e) metropolitan water districts; (f) flood control or water conservation districts; (g) sanitation agencies.

Commented [MH1]: This was removed because it conflicts with the remaining portion of the provision and does not provide clarity on whom is included or excluded.

Regular voting members shall not include any state, cities, counties, school districts, community college districts, local agency formation commissions (LAFCOs), dependent districts, or joint powers authorities (JPAs) except as may be specifically referenced above.

Rights of Regular Membership: Regular voting members have voting privileges and may hold seats on the Board of Directors, All Regular Members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, Regular Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Commented [NM2]: New provision based on CA Nonprofit Law

B. Associate Non-Voting Members:

Associate members shall be public agencies such as dependent districts composed of appointees from a single public agency, cities, counties, joint powers authorities, and other public agencies that do not satisfy the criteria for regular voting membership specified in Section A above.

Associate members have no voting privileges, except as approved members on a CSDA committee, and may not hold a seat on the Board of Directors.

C. Business Affiliate Non-Voting Members:

Business Affiliate members shall be those businesses or organizations that provide services to special districts and have evidenced interest in the purposes and goals of CSDA. Business Affiliates have no voting privileges, except as approved members on a CSDA committee, and may not hold a seat on the Board of Directors.

D. Retired Non-Voting Member (Individual Membership):

Retired Individual members shall be those persons that are retired from service as a staff or board member at a special district and have at least 1 year of previous service.

Retired members shall not be affiliated with or serve as a consultant to any agency eligible for regular, associate, or business affiliate membership in CSDA. Retired members cannot be employed by a company that provides services or products to special districts.

Retired members have no voting privileges and may not hold a seat on the CSDA Board of Directors. Retired members may hold a seat and may have voting privileges on any CSDA committee, with the exception of the Legislative Committee.

CSDA benefits available to retired members shall be determined by the CSDA Board of Directors.

Commented [NM3]: New provision adding individual membership category for those that wish to stay involved/informed after retirement

Section 2. Membership Application:

Application for membership to CSDA will be directed to staff, who will determine if the applicant's interest and purpose is in common with CSDA. If the applicant meets the requirements of membership, the Board of Directors shall approve the new member by a majority vote of the Board. Acceptance to membership shall authorize participation in CSDA activities as specified in these Bylaws. The Board shall retain the authority to deny membership in CSDA at its discretion.

Section 3. Membership Dues:

The membership dues of CSDA shall be established annually by a majority vote of the Board of Directors at a scheduled Board meeting. Authority to adjust the dues shall remain with the Board of Directors.

Section 4. Membership Voting:

Matters to be voted upon by the authorized voting membership shall be determined by the Board of Directors in accordance with these Bylaws. Only those matters of which notice has been given to voting members by CSDA may be voted upon.

A. Voting Designee:

In accordance with these Bylaws, regular voting members in good standing shall have voting privileges. The governing body of each regular voting member shall designate one representative from their respective district who shall have the authority to exercise the right of the regular voting member to vote. Such voting designee shall be a Board member or managerial employee of the regular voting member.

B. Voting Authorization:

Regular voting members who have paid the required dues as set by the Board of Directors are members in good standing. Each regular voting member in good standing shall be entitled to one vote on all matters brought before the membership for vote at any meeting or by ballot.

C. Non-Voting Members:

CSDA may refer to Associate Members and Business Affiliate Members or other persons or entities associated with it, as "members", even though those persons or entities are not voting Regular Members as set forth in Article II Section I A hereof. No such reference as "members" shall constitute anyone as a voting member of this corporation unless that person or entity has qualified for voting Regular Membership pursuant to Article II Section I A of these Bylaws. The Board of Directors may adopt policies which grant some or all of the rights of a Regular Member, other than voting rights, to an Associate Member or Business Affiliate Member, but no such person or entity shall be a Regular Member by virtue of such grant of rights.

Commented [NM4]: New provision clarifying the term 'members' and related references to the term

Section 5. Membership Quorum:

A. Meeting Quorum:

Twenty-five voting designees, as defined in Article II, Section 4, present at any annual or special meeting of the CSDA shall constitute a quorum. No regular voting member shall have the right to vote by means of an absentee or proxy ballot.

B. Mailed or Electronic Ballot Quorum:

Mail ballots or electronic ballots received from 25 voting designees officially designated by each regular voting member shall constitute a quorum. Each regular voting member shall be entitled to one vote. No regular voting member shall have the right to vote by means of a proxy.

Section 6. Membership Meetings:

A. Annual Business Meeting:

The annual business meeting of the members shall be held at the Annual CSDA Conference at such time and place as determined by the Board of Directors. Written notice of the annual business meeting distributed by mail or electronically shall include all matters that the Board intends to present for action and vote by the members.

B. Special Meetings:

Special meetings of the members may be called at any time by the President, by a majority of the Board of Directors, or at least a quorum of the members (25 members). Such a special meeting may be called by written request, specifying the general nature of the business proposed to be transacted and addressed to the attention of and submitted to the President of the Board. The President shall direct the Chief Executive Officer to cause notice to be given promptly to the members stating that a special meeting will be held at a specific time and date fixed by the Board. No business other than the business that was set forth in the notice of the special meeting may be transacted at a special meeting.

C. Notice of Meetings:

Whenever members are permitted to take any action at any annual or special meeting, written notice of the meeting distributed by mail or electronically shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting, and the means of communication to be utilized by and between CSDA and its members, if any, [through](#) which members may participate in the meeting. For the Annual Membership Meeting, the notice shall state the matters that the Board intends to present for action by the members. For a special meeting the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

1. Notice Requirements. Written notice of any annual membership meeting shall be given at least 45 days before the meeting date either personally, by first class registered or certified mail, or by electronic transmission.

2. Electronic Notice. Notice given by electronic transmission by CSDA shall be valid if delivered by either (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address for that main contact member on record with CSDA; (b) posting on an electronic message board or network that CSDA has designated for such communications, together with a separate electronic notice to each member of the posting; or (c) any other means of electronic communication. Such electronic transmission must be directed to a member which has provided to CSDA an unrevoked consent to the use of electronic transmission for such communications. The method of electronic communication utilized must create a record that is capable of retention, retrieval and review by CSDA.

All such electronic transmissions shall include a written statement that each member receiving such communication has the right to have the notice provided in non-electronic form. Any member may withdraw its consent to receive electronic transmissions in the place of written communications by providing written notice to CSDA of such withdrawal of consent.

Notice shall not be given by electronic transmission by CSDA if CSDA is unable to deliver two (2) consecutive notices to a member by that means, or otherwise becomes aware of the fact that the member cannot receive electronic communications.

D. Electronic Meetings:

Members not physically present in person at either an annual or special meeting of members may participate in such a meeting by electronic transmission or by electronic video screen communication by and between such members and CSDA. Any eligible member participating in a meeting electronically shall be deemed present in person and eligible to vote at such a meeting, whether that meeting is to be held at a designated place, conducted entirely by means of electronic transmission, or conducted in part by electronic communication between CSDA and those members who are not capable of being physically present at such designated meeting place.

Annual and special meetings of the members may be conducted in whole or in part by electronic transmission or by electronic video screen communication by and between CSDA and its members if all of the following criteria are satisfied: (1) CSDA implements reasonable procedures to provide members participating by means of electronic communication a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to hear the proceedings of the meeting including comments of members participating in person substantially concurrent with such proceedings; and (2) any votes cast by a member by means of electronic communication by and between CSDA and a member must be recorded and maintained in the minutes by CSDA.

E. Majority Vote:

Any matter submitted to the membership for action or approval shall constitute the action or approval of the members only when: (1) the number of votes cast by regular voting members present at the meeting equals or exceeds the quorum requirement of 25 registered voters; and (2) the number of votes approving the action or proposal equals or exceeds a majority (50% plus one) of the regular voting members present and casting votes on the issue.

F. Solicitation of Written Ballots from Members:

All solicitations of votes by written ballot, whether by means of electronic communication or first class mail, shall: (1) state the number of returned ballots needed to meet the quorum requirement ; (2) state, with respect to returned ballots other than for election of directors, that the majority of returned ballots must indicate approval of each measure in order to adopt such measure; and (3) specify the time by which the written ballot must be received by CSDA in order to be counted. Each written ballot so distributed shall: (1) set forth the proposed action; (2) give members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time in which to return the ballots to CSDA either electronically or by first class mail.

Each written ballot distributed by first class mail shall be mailed to each regular voting member at least 45 days in advance of the date designated for return of the ballot by each such member to CSDA. Written ballots transmitted electronically to members shall

be electronically communicated at least 45 days in advance of the date designated for return of the ballot by each member to CSDA.

G. Return of Ballots:

Written ballots shall be returned either by first class mail or by electronic communication to either the principal business address of CSDA or CSDA's designated electronic format specified on the ballot prior to the close of business (5:00 pm) on the designated election date. Written ballots received either by first class mail or electronic communication from regular voting members after the specified date shall be invalid and shall not be counted.

H. Number of Votes Required for Approval of Action on Written Ballot:

Approval by written ballot shall be valid only when (1) the number of votes cast by written ballot either by means of electronic communication or first class mail within the specified time equals or exceeds the quorum required to be present at a meeting authorizing the action (25 votes); and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting of members, i.e. 50% plus one of those participating members casting written ballots either electronically or by first class mail.

Section 7. Termination of Membership:

A member shall not be in good standing, and membership may be terminated, on occurrence of any of the following events:

A. Any member delinquent in the payment of dues for a period of three months after said dues are due and payable, shall be notified in writing of such arrearage, and shall be given written notice of possible termination. If such delinquent dues remain unpaid for 45 days after notice, the delinquent member shall automatically cease to be a member of CSDA. CSDA's Chief Executive Officer may approve special payment arrangements if deemed necessary including with those districts that may be members of the Special District Risk Management Authority (SDRMA).

A.B. Determination by the Board of Directors that a member has failed in a material and serious degree to observe the rules of conduct or operational policies of CSDA, including but not limited to the Corporation's Anti-Trust Policies or has engaged in conduct materially and seriously prejudicial to this CSDA's purposes and interests.

Commented [NM5]: New provision based on CA Nonprofit Law and Federal anti-trust laws

Section 8. Procedure for Termination of Membership:

If grounds exist for terminating the membership of a member under Section 7 hereof, the following procedures shall be followed:

A. The Board of Directors shall give the member at least 15 days prior written notice of the proposed termination and the reasons for the proposed termination of membership. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class mail to the member's last address as shown on CSDA records.

B. The member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed termination of membership. The hearing shall be held, or the written statement considered, by the Board of Directors which is responsible for determining in its sole discretion whether the termination of membership should occur.

C. The Board of Directors shall determine whether the membership shall be terminated. The decision of the Board of Directors shall be final.

Commented [NM6]: New provision based on CA Nonprofit Law and to outline process

ARTICLE III – DIRECTORS

Section 1. Number of Directors:

The authorized number of elected directors to serve on the Board of Directors shall be 18. Each regular voting member shall be limited to one seat on the Board.

There shall be three directors elected from each of the six CSDA networks. Directors elected from each of the six networks shall hold staggered [three-year](#) terms.

Section 2 Term of Office:

Directors elected from each of the six networks shall hold staggered [three-year](#) terms. After the annual election of directors, a meeting of the Board shall be held to ratify the election results. The term of office of the newly elected persons shall commence on the following January 1 and shall [automatically](#) terminate three years [thereafter](#).

Section 3. Nomination of Directors:

Nomination [of Directors seeking to serve on the Board](#) shall be by network. Any regular voting member in good standing is eligible to nominate one person from their district to run for director of CSDA. The [CSDA](#) director nominee shall be a [member of the board of directors](#) of the district or a managerial employee as defined by that district's [board of directors](#). Nomination of the director designee shall be made by a resolution or minute action of the regular voting member's Board of Directors. Only one individual from each regular voting member district may be nominated to run at each election.

CSDA staff, in conjunction with the Elections and Bylaw Committee, will review all nominations received and accept all that meet the qualifications set by these Bylaws. A slate of each network's qualified nominees will be [transmitted](#) by mail or electronic ballot to that network's regular voting membership for election pursuant to Article III, Section 4

Section 4. Election of Directors:

The Election and Bylaws Committee shall have primary responsibility for establishing and conducting elections [for the Board of Directors](#). The Committee may enforce any regulation [to facilitate the conduct of said elections](#). [Directors shall be voted upon and elected](#) by the regular voting members from the network from which they are nominated.

The Election and Bylaws Committee shall meet each year to review, with staff, the networks where election of directors will be necessary. The Committee will coordinate, with staff, the dates nomination requests shall be mailed to the regular voting members, the official date for the nomination requests to be received at the CSDA office, and set the date of the election.

A. Written Notice:

Written notice requesting nominations of candidates for election to the Board of Directors shall be sent by first class mail or electronically to each regular voting member in good standing on the date specified by the Election and Bylaws Committee, which shall be at least 120 days prior to the election. The nominations must be received either by mail or electronically by CSDA before the established deadline which shall be no later than 60 days prior to the election. Nominations received after the deadline date shall be deemed invalid. [In the event an incumbent does not re-run for their seat, the nomination period for that network shall be extended by ten days.](#)

B. Balloting and Election:

Voting for directors shall be by written ballot distributed by mail or by electronic transmission by CSDA directly or via [authorized](#) third-party to members eligible to vote in each network.

After the nomination period for directors is closed, a written ballot specifying the certified nominees in each network shall be distributed by first class mail or electronically to each regular voting member in that network. Each such regular member in good standing in each network shall be entitled to cast one vote for each of that network's open seats on the Board. [In the event there is more than one seat available for election, regular members shall be entitled to a number of votes equal to the seats available for election in their network.](#)

The ballot for each network shall contain all nominations accepted and approved by CSDA staff. In the event there is only one nomination in a network, the nominee shall automatically assume the Seat up for election and a ballot shall not be mailed or electronically transmitted. Staff will execute a Proof of Service certifying the date upon which all regular voting members of each network were sent a ballot, either by first class mail or by electronic transmission. The form of written ballot and any related materials sent by electronic transmission by CSDA and completed ballots returned to CSDA by electronic transmission by participating members must comply with all of the requirements of Article II, Section 6(F-H) of these Bylaws. If a member does not consent to electronic communication for balloting purposes, a form of written ballot will be mailed to such participating member no later than 45 days prior to the date scheduled for such election. All written ballots shall indicate that each participating member may return the ballot by electronic communication or first class mail.

All solicitations of votes by written ballot shall: (1) state the number of returned ballots needed to meet the quorum requirement ; (2) state, with respect to ballots for election of directors, that those nominees receiving the highest number of votes for each Board position subject to election will be certified as elected to that Board position.

Election of a nominee to a Board position shall be valid only when: (1) the number of votes cast by written ballot, transmitted either electronically or by first class mail, within the time specified, equals or exceeds the quorum required to be present at a meeting of members authorized in such action ; and (2) the number of written ballots approving the election of a nominee must be the highest number of votes cast for each Board position subject to election as would be required for an election of a nominee at a meeting of the members.

Written ballots shall be returned either by first class mail or by electronic mail communication to either the principal business address of CSDA or CSDA's designated electronic format specified on the ballot prior to the close of business (5:00 pm) on the designated election date, which shall be at least 45 days prior to the Annual Conference. Written ballots received either by first class mail or electronic communication after the specified date shall be invalid and shall not be counted.

All written ballots received by mail shall remain sealed until opened in the presence of the Election and Bylaws Committee chairperson or [their](#) designee. All electronic ballots will be prepared, distributed, authenticated, received, tabulated, and kept secure and confidential. [Election documents will be retained as outlined in CSDA's Board approved records retention policy.](#)

Section 5. Event of Tie:

In the event of a tie vote, a supplemental written ballot containing only the names of those candidates receiving the same number of votes shall be distributed either by first class mail or electronically to each regular voting member in the network where the tie vote occurred.

Those written ballots received by mail or electronically prior to the close of business (5:00 pm) on the date designated by the Election and Bylaws Committee shall be considered valid and counted. All supplemental written ballots received after the designated date whether by first class mail or electronically shall be deemed invalid. All written ballots received either by mail or electronically shall remain sealed as provided in Article III, Section 4.B of these Bylaws.

In the event the supplemental written ballot also results in a tie vote, the successful candidate will be chosen by a drawing by lot.

Section 6. Director Vacancy:

In the event of a director vacating [their](#) seat on the Board of Directors, an individual who meets the qualifications as specified in these Bylaws may be appointed or elected to complete the director's unexpired term.

A. Two or Three Vacant Seats in the Same Network:

In the event more than one seat on the CSDA Board of Directors in any one network is vacant at the same time, such vacancies shall be filled by election. A written ballot shall

be prepared; listing all nominees for that network accepted and approved by CSDA and distributed to each regular voting member in each such network either by first class mail or by electronic communication pursuant to the provisions of Article III, Section 4.A and B of these Bylaws

Regular members of each network shall be entitled to cast one vote for each open seat in that network by returning a completed written ballot to CSDA either by first class mail or by electronic communication. The candidate receiving the most votes will be elected to the vacant seat with the longest remaining term. The candidate receiving the second highest number of votes will be elected to fill the vacant seat with the second longest remaining term. The candidate receiving the third highest number of votes will be elected to fill the vacant position with the third longest remaining term.

B. Vacancy Outside of Nomination Period

In the event of a vacancy occurring outside of the nomination period timeframe, at the discretion of the CSDA Board, the vacancy may be filled by appointment or special election. The CSDA Board at its discretion may leave a vacancy that occurs outside of the nomination period unfilled until the next regularly scheduled election.

Should the CSDA Board choose to fill the vacancy by appointment, notification of the vacancy and request for nominations shall be sent by regular mail or electronic communication to all regular members in good standing in the network in which the vacancy occurred. The network's existing directors sitting on the CSDA Board shall interview all interested candidates of that network and bring a recommendation to the CSDA Board of Directors for consideration. The Board shall make the appointment to fill the unexpired term of the vacated Board position.

Should the CSDA Board choose to fill the vacancy by special election, written notification of the vacancy and request for nominations shall be sent either by first class mail or electronically to each regular member in good standing in the network in which the vacancy occurred. Nominations will be accepted for the vacant seat by first class mail or by electronic communication and shall be placed on the written ballot for election in that network. Such election shall be conducted pursuant to the provisions of Article III, Section 4.A and B hereof.

C. Vacancy During Nomination Period:

In the event of a vacancy occurring during the nomination period, the vacancy shall be filled by election. Written notification of the vacancy and request for nominations shall be sent either by first class mail or electronically to each regular member in the network in which the vacancy occurred. Nominations will be accepted for the vacant seat by first class mail or by electronic communication and shall be placed on the written ballot for election in that network. Such election shall be conducted pursuant to the provisions of Article III, Section 4.A and B hereof.

D.

Section 7. Director Disqualification:

A. A director shall become disqualified from further service on the Board of Directors or any committee upon the occurrence of any of the following:

Commented [NM7]: Based on edits to item "B" above, this provision is no longer necessary

1. A director's district is no longer a member of CSDA;
2. A director is no longer a board member or an employee of a member district;
3. A director is elected or appointed to the Board of Directors of the Special District Risk Management Authority (SDRMA) or
- 1.4. A director's resignation.

Any officer or director may resign at any time by giving written notice to the President or CEO. Any such resignation shall take effect at the date of the receipt of such notice or at any time specified therein.

- B. The position of a director may be declared vacant by a majority vote of the CSDA Board of Directors when a director is unexcused and fails to attend three consecutive meetings of the Board or has not completed the Board Member requirements and expectations as outlined in policy.

Section 8. Powers of Directors:

Subject to the limitations of these Bylaws, the Articles of Incorporation, and the California General Nonprofit Corporation Law, all corporate powers of the CSDA shall be exercised by or under the authority of the Board of Directors.

Directors shall serve without compensation. However, they shall be allowed reasonable reimbursement for pre-approved expenses incurred in the performance of their duties as Directors.

Commented [MH8]: This has been added to reflect current policy.

Annual Report: The Board of Directors shall cause an annual report to be sent to the members within 120 days after the end CSDA's fiscal year. That report shall contain the following information, in appropriate detail:

- The assets and liabilities of CSDA as of the end of the fiscal year;
- The principal changes in assets and liabilities;
- CSDA's revenue or receipts, both unrestricted and restricted to particular purposes;
- CSDA's expenses or disbursements for both general and restricted purposes.

The CSDA Annual Financial Audit shall serve as the Annual Report of CSDA.

Commented [NM9]: New provision based on CA Nonprofit Law

Section 9. No Dual Directorships:

During any period that CSDA is a participant in the Alliance Executive Council Memorandum of Understanding (MOU), the Board of Directors of CSDA shall appoint three (3) members of its board to serve as members of the Alliance Executive Council. No member of the Board of Directors of CSDA shall serve as a director on the board of SDRMA during the term of the MOU. In the event a director is elected to SDRMA, that director shall immediately be disqualified from further service on the Board of Directors of CSDA.

Commented [NM10]: New provision to reflect provision in SDRMA's JPA and current practice

ARTICLE IV – DIRECTOR MEETINGS

Section 1. Place of Meetings:

Meetings of the Board of Directors shall be held in the state of California, at such places as the Board may determine. [Directors may participate and have voting privileges remotely from other states and countries.](#)

Section 2. Ratification Meeting:

Following the election of Directors, the Board shall hold a meeting at such time and place as determined by the Board for the purpose of ratifying the newly elected directors and to transact other business of CSDA.

Section 3. Organization Meeting:

After the ratification meeting, an organizational meeting of the Board shall be held at such time and place as determined by the Board for the purpose of electing the officers of the Board of Directors and the transaction of other business of CSDA.

Section 4. Planning Session:

As directed by the Board of Directors, a special Strategic Planning Meeting shall be held to review, evaluate, [and update](#) the plans, policies and activities related to the business interests of CSDA. [Timing and intervals of the Strategic Planning Meeting shall be determined by the Board of Directors.](#)

Section 5. Regular Meetings:

The dates of the regular meetings of the Board of Directors shall be ratified at the last Board meeting of the previous year. The meetings shall be held at such time and place as the Board may determine. The dates and places of the Board meetings shall be published in the CSDA's publications for the benefit of the members.

Section 6. Special Meetings:

A special meeting of the Board of Directors may be called [for any purpose](#) at any time by the President or by any group of 10 directors or as described in Article II, Section 6.B.

Such meetings may be held at any place designated by the Board of Directors. In the event directors are unable to personally attend the special meeting, teleconferencing means will be made available.

Notice of the time and place of special meetings shall be given personally to the directors, or sent by written or electronic communication. All written notices shall be sent at least ten days prior to the special meeting and electronic notices at least five days prior.

Section 7. [Board of Directors Meeting Quorum:](#)

A quorum of the Board of Directors for the purpose of transacting business of the CSDA shall consist of ten directors. A majority vote among at least ten directors present at a duly noticed meeting shall constitute action of the Board of Directors.

Section 8. Board Meetings by Telephone and Electronic Communications:

Any Board meeting may be held by conference telephone, video screen communication or other electronic communications equipment. Participation in such a meeting under this Section shall constitute presence in person at the meeting if both of the following apply: (a) each Board member participating in the meeting can communicate concurrently with all other Board members; and (b) each member of the Board is provided a means of participating in all matters before the Board, including the capacity to propose or interpose an objection to a specific action to be taken by CSDA, and the capacity to vote on any proposal requiring action of the Board.

Section 9. Official Records:

All official records of the meetings of the CSDA shall be maintained at the principal business office of the CSDA [or on official CSDA electronic file server\(s\)](#).

ARTICLE V – OFFICERS

Section 1. Number and Selection:

The officers of CSDA shall be the President, Vice President, Secretary, Treasurer and the Immediate Past President. The officers shall be elected annually from the members of the Board of Directors without reference to networks. All officers shall be subordinate and responsible to the CSDA Board of Directors and shall serve without compensation.

Each [officer](#) shall hold office for the term of one year, or until resignation or disqualification.

The Board of Directors may appoint such other officers as the business of CSDA may require. Each of the appointed officers shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board of Directors may determine.

Section 2. Duties of the President:

The President shall be the chief officer of the CSDA and shall, subject to the approval of the Board of Directors, give supervision and direction to the business and affairs of CSDA.

The President shall preside at all Board of Director and membership meetings. The President shall be an ex-officio member of all Standing Committees. The President shall appoint committee chairs and vice-chairs and members of the Standing Committees, subject to confirmation by the Board of Directors.

The President shall have the general powers, duties and management usually vested in the office of the president of a corporation. The President shall have such other powers and duties as may be prescribed by these Bylaws or by the vote of the Board of Directors.

Section 3. Duties of the Vice President:

In the absence of, or disability of the President, the Vice President shall perform all of the duties of the President. When so acting, the Vice President shall have all the powers of the President, and be subject to all the restrictions upon the President.

The Vice President shall be an ex-officio member of all of the Standing Committees.

Section 4. Duties of the Secretary:

The Secretary or a designee appointed by the Board of Directors shall give notice of meetings to the Board of Directors, and notices of meetings to the members as provided by these Bylaws.

The Secretary or designee shall record and keep all motions and resolutions of the Board. A record of all meetings of the Board and of the members shall be maintained. All written records of the Secretary shall be kept at the business office of CSDA.

A list of the membership of CSDA shall be maintained by the Secretary or such designee. Such record shall contain the name, address and type of membership, of each member. The date of membership shall be recorded, and in the event the membership ceases, the date of termination.

The Secretary or designee shall perform such other duties as may be required by law, by these Bylaws, or by the Board of Directors.

Section 5. Duties of the Treasurer:

The Treasurer or a designee appointed by the Board of Directors shall keep and maintain adequate and correct accounts of the properties and the business transactions of CSDA, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any director or member of the CSDA.

The Treasurer or designee shall be responsible to cause the deposit of all moneys of the CSDA, and other valuables in the name and to the credit of CSDA, with such depositories as may be designated by the Board of Directors.

The Treasurer or designee, shall disburse, or cause to be disbursed by persons as authorized by resolution of the Board of Directors, the funds of CSDA, as ordered by the Board of Directors.

The Treasurer or designee shall serve as chair of the CSDA Fiscal Committee. The Treasurer shall render to the President and the Board of Directors an account of all financial transactions and the financial condition of CSDA at each Board meeting and on an annual basis, or upon request of the Board.

The Treasurer or designee shall, after the close of the fiscal year of CSDA, cause an annual audit of the financial condition of CSDA to be done.

The Treasurer or such designee shall perform such other duties as may be required by law, by these Bylaws, or by the Board of Directors.

Section 6. Disbursement of Funds:

No funds shall be disbursed by CSDA unless a check, draft or other evidence of such disbursement has been executed on behalf of CSDA by persons authorized by resolution of the Board of Directors.

Section 7. Removal of Officers:

Officers of the Board may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of the Board of Directors present at such meeting.

ARTICLE VI – COMMITTEES

Section 1. Committee Structure:

Each committee shall have a chair and a vice-chair who shall be directors of the Board of Directors. Each committee shall have at least two Board members and no more than nine Board members. Directors may be appointed as alternate members of a committee, in the event of an absent committee member.

Other members of any committee may include designees of regular, associate or Business Affiliate members.

Section 2. Committee Actions:

All actions of any committee of the CSDA shall be governed by and taken in accordance with the provisions of these Bylaws. All committees shall serve at the pleasure of the Board and

have such authority as provided by the Board of Directors. Minutes of each committee meeting shall be kept and each committee shall present a report to the Board of Directors at each scheduled Board meeting.

No committee may take any final action on any matter that, under these Bylaws, or under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members of the CSDA.

All committees, regardless of Board resolution, are restricted from any of the following actions as imposed by the California Nonprofit Public Benefit Corporation Law:

- No committee may fill vacancies on the Board of Directors or on any committee that has authority of the Board, establish any other committees of the Board, or appoint the members of the committees of the Board.
- No committee may fix compensation of the directors for serving on the Board or on any committee, expend corporate funds to support a nominee for director, or approve any contract or transaction to which CSDA is a party and in which one or more of its directors has a material financial interest.
- No committee may amend or repeal Bylaws or adopt new Bylaws or amend or repeal any resolution of the Board that by its express terms is not subject to amendment or repeal.

Section 3. Committee Meetings:

Meetings of the committees of CSDA shall be held in accordance with the provisions of these Bylaws. The time and place for regular meetings of such committees may be determined by the Board or by such committees. Special meetings of the committees may be called by the chair of such committee, or by the Board of Directors.

Written notice of any regular or special committee meeting may be given either personally, by first class mail, or by electronic transmission as specified in Article II, Section 6.C.2 of these Bylaws. Any committee meeting may also be held by conference telephone, [web conference](#) or other electronic communication equipment. Participation in such a meeting under this Section shall constitute presence in person at the committee meeting if both of the following apply: (a) each committee member participating in the meeting can communicate concurrently with all other committee members; and (b) each member of the committee is provided a means of participating in all matters before the committee, including the capacity to propose or interpose an objection to a specific action to be taken by that committee, and the capacity to vote on any proposal requiring action or recommendation by the committee.

Section 4. Standing Committees:

Standing Committees of CSDA shall be advisory in nature except for the Finance Corporation (see Section 4D). The Standing Committees are: Executive, Professional Development, Elections and Bylaw, Finance Corporation, Fiscal, Legislative, Member Services and Audit.

The President shall recommend the appointment of committee officers and members of each Standing Committee except the Executive Committee. All committee members are subject to ratification by the Board of Directors.

A. Executive Committee:

The Executive Committee shall consist of all officers of CSDA:

Subject to these Bylaws and approval of the Board of Directors, the Executive Committee shall have full power, authority and responsibility for the operation and function of the CSDA.

B. Professional Development Committee:

The Professional Development Committee shall provide advice, feedback and general guidance for CSDA professional development programs and events.

C. Election and Bylaws Committee:

The Election and Bylaws Committee shall be responsible for conducting all elections for the CSDA Board of Directors as provided in these Bylaws. The Committee shall annually review the Bylaws and shall be responsible for membership vote on any bylaw changes and approval of election materials.

D. Finance Corporation Committee:

The Finance Corporation Committee shall serve as [ex officio members of](#) the Board of Directors of the CSDA Finance Corporation, a California non-profit public benefit corporation organized to provide financial assistance to CSDA members in acquiring, constructing and financing various public facilities and equipment for the use and benefit of the public. The Finance Corporation Committee is not an advisory committee, but [rather](#) has all of the powers described in the CSDA Finance Corporation Bylaws, which are incorporated herein by this reference. Such powers include the powers to manage and control the business affairs of the corporation, to approve policies for the corporation's operations, and to enter into all contracts necessary to provide financial assistance to CSDA members.

E. Fiscal Committee:

The Treasurer shall serve as the chair of the Fiscal Committee and shall, with the Committee, be responsible for oversight of all the financial transactions of the CSDA. An annual budget shall be reviewed by the committee and ratified by the Board of Directors.

F. Legislative Committee:

The Legislative Committee shall be responsible for the development of CSDA's legislative agenda [and advocacy priorities](#). The [Legislative](#) Committee shall review, direct and assist the CSDA Advocacy and Public Affairs Department with legislative and public policy issues.

G. Member Services Committee:

The Member Services Committee shall be responsible for recruitment and retention activities as well as recommendation of new members and benefits to the CSDA Board of Directors. All new members shall be ratified by the Board of Directors.

H. Audit Committee:

The Audit Committee is responsible for maintaining and updating internal controls. The Committee selects the Auditor for Board of Directors approval and provides guidance to the auditors on possible audit and fraud risks. The Committee reviews the audit and management letter and makes recommendation to the Board of Directors for action.

Section 5. Ad Hoc Committees:

The President may appoint other Ad Hoc Committees and their officers as may be determined necessary for the proper operation of the CSDA. The Standing Committees and the Ad Hoc Committees shall plan and authorize such programs as may be directed by the Board of Directors.

The Ad Hoc Committees shall be advisory in nature and shall be composed of at least two members of the Board of Directors. Other members of such committees may include designees of regular, associate or professional members, or members of the public, as approved by the Board of Directors.

Section 6. Special Committee of the Board:

A Special Committee may be granted authority of the Board as a Committee of the Board, as required by the California Nonprofit Public Benefit Corporation Law, provided by a specific resolution adopted by a majority of the Board of Directors then in office. In such case, the Special Committee shall be composed exclusively of two or more directors, but less than a quorum of the Board of Directors.

ARTICLE VII – INDEMNIFICATION

Section 1. Right of Indemnity:

To the fullest extent permitted by law, the CSDA shall defend, indemnify and hold harmless both its past and present directors, officers, employees and other persons described in Section 5238(a) of the California Corporations Code, against any and all actions, expenses, fines, judgments, claims, liabilities, settlements and other amounts reasonably incurred by them in connection with any “proceeding”, as that term is used in the Section 5238(a) of the California Corporations Code.

“Expenses”, as used in these Bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2. Approval of Indemnity:

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations code whether the applicable standard of conduct

set forth in Section 5238(b) or Section 5238(c) has been met, and if so, the Board shall authorize indemnification.

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 promptly call a meeting of the members.

At the request for indemnification meeting, the members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard or conduct set forth in Section 5238(b) or Section 5238(c) has been met, and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

Section 3. Insurance:

CSDA shall have the right to purchase and maintain insurance to the full extent permitted by law, on behalf of its officers, directors, employees, and agents, against any liability asserted against or incurred by any 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.

Section 4. Liability:

No member, individual, director, or staff member of the CSDA shall be personally liable to the CSDA's creditors, or for any indebtedness or liability. Any and all creditors shall look only to the CSDA's assets for payment.

ARTICLE VIII – AFFILIATED CHAPTERS

Section 1. Purpose:

The purpose of affiliated chapters is to provide local forums of members for the discussion, consideration and interchange of ideas concerning matters relating to the purposes and powers of special districts and the CSDA.

The affiliated chapters may meet to discuss issues bearing upon special districts and the CSDA. The chapters may make recommendations to the CSDA's Board of Directors.

Section 2. Organization:

The regular voting members of CSDA are encouraged to create and establish affiliated chapters. In order to be recognized as a CSDA Chapter, each Chapter must approve and execute a Chapter Affiliation Agreement in order to obtain the right to use the CSDA name, logo, membership mailing list, intellectual property, endorsements, and CSDA staff support and technical assistance in conducting Chapter activities. The terms and conditions of the Chapter Affiliation Agreement are incorporated herein by this reference.

Each chapter formed prior to August 1, 2011 must have at least one CSDA member in their membership at all times, [including but not limited to the following chapters](#): Alameda, Butte, Contra Costa, Kern, Marin, Monterey, Orange (ISDOC), Placer, Sacramento, San Bernardino, San Diego, San Luis Obispo, San Mateo, Santa Barbara, Santa Clara and Ventura. Such existing chapters may include as members: local organizations [and businesses](#), districts and professionals who are not members of CSDA.

New chapters formed after August 1, 2011, are required to have 100 percent of their special district members [as](#) current members of CSDA in order to be a chapter affiliate of CSDA. Such chapters may include [as](#) members: local organizations/[businesses](#) and professionals who are not members of CSDA.

Affiliated chapters shall be determined upon approval and execution of the Chapter Affiliation Agreement by the chapter and approval and ratification of the Chapter Affiliation Agreement by the CSDA Board of Directors. The chapters shall be required to provide updated membership lists to the CSDA at least annually [or upon request by the President or CEO](#).

[No partnership or joint venture shall be established between](#) CSDA and its affiliated chapters by reason of the provisions of these Bylaws or the Chapter Affiliation Agreement.

Section 3. Rules, Regulations and Meetings:

Each affiliated chapter shall adopt such rules and regulations, meeting place and times as the membership of such affiliated chapter may decide by majority vote. Rules and regulations of the affiliated chapter shall not be inconsistent with the Articles of Incorporation or Bylaws of CSDA.

Section 4. Financing of Affiliated Chapters:

No part of CSDA's funds shall be used for the operation of the affiliate chapters. CSDA is not responsible for the debts, obligations, acts or omissions of the affiliate chapters.

Section 5. Legislative Program Participation:

Affiliate chapters may function as a forum [regarding](#) federal, state and local legislative issues. The chapters may assist CSDA in the distribution of information to their members.

ARTICLE IX – AMENDMENTS TO THE BYLAWS

Section 1. Amendment Proposals:

Any regular voting member in good standing may propose changes to these Bylaws. The proposed amendments shall be reviewed by the Board of Directors and submitted to the Election and Bylaws Committee for their study.

After examination by the Election and Bylaws Committee and upon approval by the Board of Directors the amendment proposals may be submitted for vote at the Annual Business meeting of the members held by CSDA, at a specially called meeting, or by mail or electronic ballot.

Section 2. Amendment Membership Meeting:

Prior notice in writing of the proposed amendments to these Bylaws shall be given either by first class mail or by electronic transmission by the Board of Directors to the regular voting members

in good standing, not later than 45 days in advance of the amendment meeting pursuant to the provisions of Article II, Section 6.C of these Bylaws. The electronic notice shall include copies of the proposed amendments.

Electronic copies of the proposed amendments shall also be available on the CSDA website for review by the regular voting members prior to the meeting. Copies of the proposed amendments shall also be available for the regular voting members at the amendment membership meeting.

The amendment membership meeting may be conducted as an electronic meeting pursuant to the provisions of Article II, Section 6.D of these Bylaws.

Section 3. Written Bylaw Amendment Ballot:

The Board of Directors of CSDA may submit Bylaw amendments for approval of regular voting members by mail or electronic ballot rather than by means of an amendment membership meeting.

When a written ballot is used to amend these Bylaws, the ballot shall include the text of all proposed Bylaw amendments the Board of Directors intends to present for vote by the members. Such written ballot shall contain the information specified in Article II, Section 6.F of these Bylaws and shall be distributed to regular voting members either by first class mail or by electronic transmission at least 45 days in advance of the date designated for return of the ballot.

Written ballots shall be returned either by first class mail or by electronic communication to either the principal business address of CSDA or CSDA's designated electronic format specified on the ballot prior to the close of business (5:00 pm) on the designated election date. Written ballots received either by first class mail or electronic communication after the specified date shall not be counted and will be deemed invalid.

Section 4. Bylaw Amendment Ratification:

A. Membership Meeting:

The proposed Bylaw amendments shall be deemed adopted by the members when the number of votes cast by regular voting members present at such membership meeting meets or exceeds the required quorum of 25 regular voting members, and the number of votes cast approving the Bylaw amendments constitutes a majority of votes cast, i.e., 50% plus one of regular voting members casting ballots at such meeting.

B. Mail or Electronic Ballot:

The proposed Bylaw amendment/s shall be deemed adopted by a majority of the regular voting members by mail or electronic ballot when the provisions of Article II, Section 6.H of these Bylaws have been satisfied.

EXHIBIT A

Updated November 1, 2019



California Special Districts Association
DISTRICT NETWORKS





Agenda Item: 9

STAFF REPORT

Board Meeting Date: October 20, 2021
Prepared By: Brett Hodgkiss

SUBJECT: MATTERS PERTAINING TO THE ACTIVITIES OF THE SAN DIEGO COUNTY WATER AUTHORITY

SUMMARY: Informational report by staff and directors concerning the San Diego County Water Authority. No action will be required.



STAFF REPORT

Agenda Item: 10.A

Board Meeting Date: October 20, 2021
Prepared By: Lisa Soto
Approved By: Brett Hodgkiss

SUBJECT: REPORTS ON MEETINGS AND EVENTS ATTENDED BY DIRECTORS

SUMMARY: Directors will present brief reports on meetings and events attended since the last Board meeting.



STAFF REPORT

Agenda Item: 10.B

Board Meeting Date: October 20, 2021
Prepared By: Lisa Soto
Approved By: Brett Hodgkiss

SUBJECT: SCHEDULE OF UPCOMING MEETINGS AND EVENTS

SUMMARY: The following is a listing of upcoming meetings and events. Requests to attend any of the following events should be made during this agenda item.

	SCHEDULE OF UPCOMING MEETINGS AND EVENTS	ATTENDEES
1	Sexual Harassment Prevention Training AB 1661 <i>Nov. 2, 2021 –9:00 a.m. – 11:00 a.m., VID Board Room</i> <i>Registration deadline: None</i>	Miller (R) Vásquez (R) Dorey (R) Sanchez (R) MacKenzie (R)
2 *	CSDA Quarterly Meeting <i>Nov. 18, 2021, 6:00 p.m.; The Butcher Shop Steakhouse, Kearny Mesa</i> <i>Registration deadline: TBD</i>	
3	ACWA Fall Conference <i>Nov. 30-Dec. 3, 2021–Pasadena</i> <i>Registration deadline: 11/19/21</i>	Vásquez (H) Dorey (H) Sanchez (H) MacKenzie (H)
4 *	Vista Chamber of Commerce Business Mixer <i>Dec. 8, 2021; 5:00 p.m.–6:00 p.m.; Location TBD</i> <i>Registration deadline: None</i>	
5	Colorado River Water Users Association Conference (CRWUA) <i>Dec. 14-16, 2021; Caesar’s Palace Las Vegas</i> <i>Registration deadline: 11/30/21</i>	Sanchez MacKenzie Miller (T) Vásquez (T)
6	ACWA Spring Conference <i>May 3-6, 2022; Sacramento</i> <i>Registration deadline: TBD</i>	
7	Special Districts Legislative Days <i>May 17-18, 2022; Sacramento</i> <i>Registration deadline: TBD</i>	
8	CSDA Annual Conference <i>Aug. 22-25, 2022; Palm Springs</i> <i>Registration deadline: TBD</i>	
9	ACWA Fall Conference <i>Nov. 29-Dec. 2, 2022; Indian Wells</i> <i>Registration deadline: TBD</i>	

* Non-per diem meeting except when serving as an officer of the organization

The following abbreviations indicate arrangements that have been made by staff:

R=Registration; **H**=Hotel; **A**=Airline; **S**=Shuttle; **C**=Car; **T**=Tentative

◊=Attendee to self-register for virtual meeting.



Agenda Item: 11

STAFF REPORT

Board Meeting Date: October 20, 2021
Prepared By: Lisa Soto

SUBJECT: ITEMS FOR FUTURE AGENDAS AND/OR PRESS RELEASES

SUMMARY: This item is placed on the agenda to enable the Board to identify and schedule future items for discussion at upcoming Board meetings and/or identify press release opportunities.

Staff-generated list of tentative items for future agendas:

- Fees and charges other than Water Rates (November)
- Water Rates and Rate Adjustment Policy (November)
- Voting proxy for Association of California Water Agencies President and Vice President election (November)
- General Counsel interviews and selection (November/December)
- Redistricting division boundaries – appointment of ad hoc committee (December)



STAFF REPORT

Agenda Item: 12

Board Meeting Date: October 20, 2021
Prepared By: Lisa Soto

SUBJECT: COMMENTS BY DIRECTORS

SUMMARY: This item is placed on the agenda to enable individual Board members to convey information to the Board and the public not requiring discussion or action.



STAFF REPORT

Agenda Item: 13

Board Meeting Date: October 20, 2021
Prepared By: Brett Hodgkiss

SUBJECT: COMMENTS BY GENERAL MANAGER

SUMMARY: Informational report by the General Manager on items not requiring discussion or action.