

# VENTURA RIVER WATER DISTRICT

## BY - LAWS

Revised: September 10, 2014

### ARTICLE I Purpose and Function

#### Section 1: PURPOSE:

The Ventura River Water District was formed by the Ventura County Board of Supervisors as a county utility for the purpose of furnishing water to residents and businesses within the district boundary, including portions of Oak View, the City of Ojai, Western Ojai Valley, and Casitas Springs. To that end it shall maintain and operate both water procuring as well as distribution systems.

#### Section 2: PRINCIPAL OFFICE:

The Office of the District shall be located at 409 Old Baldwin Road, Ojai, California, or such other place, as the Board of Directors shall determine.

#### Section 3: FACILITIES AND ASSETS:

District assets shall consist of well sites, including a storage and corporation yard facility at 409 Old Baldwin Road, Ojai, miscellaneous buildings, pipelines, pumps, wells, tanks, real property, equipment and an established boundary.

### ARTICLE II Directors

#### Section 1: Function:

The business and affairs of the District shall be managed and all District powers shall be exercised by and under the direction of a Board of Directors. The Board of Directors shall delegate the management of the day-to-day operation to a General Manager provided that all District power shall be exercised under the ultimate direction of the Board of Directors.

Each Director shall exercise such powers and otherwise perform such duties in good faith, in the manner such Director believes to be in the best interest of the District, and with care, including reasonable inquiry, using ordinary prudence as a person in like position would use under similar circumstances.

#### Section 2: NUMBER AND TERM OF OFFICE:

The authorized number of Directors for the District shall be five (5). Directors shall serve for a period of four years. The terms of the Directors shall be staggered.

Section 3: QUALIFICATIONS AND ELECTIONS:

Any bona fide resident of Ventura River Water District may be elected as a Director. In the event the number of qualified candidates running is equal to the vacancies to be filled, no election will be necessary as the candidates shall be appointed by the Ventura County Board of Supervisors. In the event there are more candidates for openings on the Board of Directors, it will be necessary for an election to be conducted by the District to determine the Director to be so elected. The cost of said election shall be assumed by the Ventura River Water District except the candidate statement, which shall be assumed by the candidate.

Section 4: DISQUALIFICATIONS AND ELECTIONS:

Directors shall serve in such a capacity as provided herein for the term of office unless such Director shall become disqualified from further service upon the occurrence of any of the following acts:

- (a) Rude or unmannerly conduct during Board of Directors meetings;
- (b) When such Director shall resign;
- (c) When such director is guilty of persistent absenteeism from the Board meetings, which shall be defined as absent from three (3) or more meetings consecutively without acceptable cause being given to the Board of Directors.
- (d) Moving from the District.

When a vacancy exists on the Board it shall be filled in accordance with California Government Code § 1780.

Section 5: POWERS:

Subject to the limitation of the Rules and Regulations and of the By-Laws, as well as the ordinances of Ventura County and statutes of the State of California, all powers vested in the Board of Directors shall be exercised by and under the authority of, and the business and affairs of the District shall be controlled by, the Board of Directors consistent with California Water Code commencing at § 30500, et seq. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to wit:

- (a) To conduct, manage, and control the affairs of the District, to make such rules and regulations consistent with the law or the By-Laws; to watch over the operations of the District; assist the General Manager with regard to the operations of the Ventura River Water District; to hear all complaints of any resident or user and to correct any problems concerning the District. The Board of Directors shall further establish an annual budget, determine pay scales, and determine all assets to be acquired by the District. The Directors shall also have the power to initiate and defend any litigation, to

maintain such insurance that is necessary, and do any and all acts in furtherance of their powers to operate the District affairs in a prudent manner.

- (b) The Directors shall further have the power to appoint or remove the General Manager of the District and to prescribe such powers and duties for the General Manager as may be consistent with these By-Laws.
- (c) To designate the place for holding District meetings; to change the principal office of the District from one location to another for the transactions of its business.

#### Section 6: COMPENSATION OF DIRECTORS:

Board Meeting/Day of Service - Each Director shall receive compensation in an amount not to exceed one hundred sixty dollars (\$160) per day for each regular, adjourned, or special Board meeting attended, or for each day of service rendered as a Director by request of the Board, not exceeding a total of ten (10) days in any calendar month, together with any expenses incurred in the performance of his duty as required or authorized by the Board or in accordance with the District Travel Policy described in the Personnel Policies & Procedures Manual. Board members shall not be compensated for a Board meeting and a day of service on the same day. A day of service at the request of the Board shall mean attendance at a meeting, conference, or seminar as specifically requested by a formal action taken by the Board.

Committee Meeting – Each member of the Board shall be paid a fee of one hundred dollars (\$100) for each committee meeting attended. Board members shall not be compensated for a committee meeting held on the same day as a Board meeting or day of service if such compensation would exceed the maximum daily limit of hundred sixty dollars (\$160).

#### Section 7: INDEMNIFICATION OF DIRECTORS

Each Director shall be wholly indemnified and defended by the District in any District related litigation in which that Director is named as a Defendant so long as the allegations against the Director fall within the course and scope of his duties as a Director. The District shall pay for costs of defense and damages for any judgment against a Director of VRWD. Such indemnification will not cover intentional acts outside of the scope of duties, which are reasonable and normal for a Director of the District.

#### Section 8: PLACE OF MEETINGS:

Regular meetings of the Board of Directors shall be held at the place, which has been designated from time to time by resolution of the Board, or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the District.

Section 9: REGULAR BOARD MEETINGS:

The regular board meeting will be held on the second Wednesday of each month at 3:00 P.M. at the District office at 409 Old Baldwin Road, Ojai, CA.

Section 10: RULES OF ORDER FOR BOARD MEETINGS:

The rules of order for conducting Board Meetings for the Ventura River Water District shall be Robert's Rules of Order, eleventh edition.

Section 11: QUORUM:

Three (3) Directors shall constitute a quorum for the purpose of transacting the business of the District. However, when only three Directors are present, unanimous action shall be required on all motions, ordinances and resolutions.

Section 12: SPECIAL MEETING:

Special meetings of the board shall be held either at a place so designated or at the principal office. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or, if he is unable or absent, is unable to act or refuses to act, then by any three (3) Directors. All Directors shall be notified of the time and place of such special meeting by personal contact, telephone or in writing. The person who has given notice of the special meeting shall file with the Secretary of the District an affidavit, which shall contain the time, date, and manner of how such special meeting notice is given to each of the Directors, if any Director is absent from the meeting.

Section 13: NOTICE OF ADJOURNED MEETING:

Notice of time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned.

ARTICLE III  
Officers

Section 1: RESPONSIBILITY

The officers are subordinates and responsible to the Board of Directors.

Section 2: NUMBER AND SELECTION:

The officers of the District shall be the President, Vice President, and Treasurer. The President and Vice-President must be chosen from the Board of Directors. Such officers shall be elected annually by the Board of

Directors. There shall be no prohibition from one Director serving in a single capacity for more than one term.

**Section 3: DUTIES OF THE PRESIDENT:**

The President shall be the chief executive officer of the District and shall be subject to control by the Board of Directors. He shall preside at all meetings of the Board of Directors, and call any special meeting that may be necessary. He shall be ex-officio member of all committees and shall have such powers and duties and management usually vested in the office of President of a corporation, and he shall have such other powers and duties as may be prescribed by the Board of Directors or By-Laws.

**Section 4: DUTIES OF THE VICE-PRESIDENT:**

The Vice-President shall, in the absence of the President, assume all duties of the President, including the chairing of meetings and the appointment of committees, and such other powers normally reserved for the President.

**Section 5: DUTIES OF THE SECRETARY - GENERAL MANAGER:**

The General Manager shall also act as Secretary of the District. The General Manager shall be in charge of the production and distribution system and maintain both operations in an efficient manner. The General Manager shall oversee all contracts performed on behalf of the District. He shall also attend all Board meetings and report on the condition of the District, as well as participate in budget-making process, projections, and such necessary planning and operations as from time to time he shall report to the Board of Directors. The General Manager shall act as Secretary to all Board meetings and shall be responsible for the monthly reports, which shall be prepared by office manager under the General Manager's control and direction.

**Section 6: DUTIES OF OFFICE MANAGER:**

The Office Manager shall maintain an efficient office and keep complete and accurate sets of books, collect all monies due the District, deposit all funds received in an authorized bank, pay all bills authorized by the Board of Directors and shall maintain complete records of all Board meetings, keep a set of minutes for each regular meeting and attend all special meetings if secretarial work is necessary.

**Section 7: INDEMNIFICATION OF OFFICERS:**

Each Officer shall be wholly indemnified and defended by the District in any District related litigation in which that Officer is named as a Defendant so long as the allegations against the Officer fall within the course and scope of his duties as an Officer. The District shall pay for costs of defense and damages for any judgment against an officer so long as the action and judgment are related to his official duties as an Officer of VRWD. Such indemnification will not cover intentional acts outside of the scope of duties, which are reasonable and normal for an Officer of the District.

ARTICLE IV  
Amendments

Section 1: RULES AND REGULATIONS:

The Board of Directors shall periodically adopt, amend, or change the Rules and Regulations of the District. Such Rules and Regulations shall be made available to any user within the District who so requests. All operations shall be determined by the Rules and Regulations including water rates, collection procedures, and day-to-day operations.

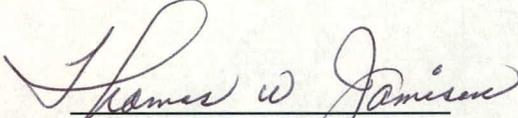
The Rules and Regulations may be altered and amended to or added to at any regular Board meeting by a majority vote of the entire Board of Directors.

Section 2: BY-LAWS:

These By-Laws may be altered, amended, or added to at any regular Board Meeting by a majority vote of the entire Board of Directors.

These By-Laws, having been approved by the District Board of Directors, the undersigned hereby signs on behalf of the Directors.

IN WITNESS WHEREOF, I have executed these By-Laws on behalf of the Ventura River Water District this 10<sup>th</sup> day of September 2014 at Ojai, California.

  
Thomas W. Jamison,  
President Board of Directors

## Amendments or Additions

<b>Section</b>	<b>Description</b>	<b>Date</b>
Sec 3	Amend cost of candidate Statement to be paid by candidate	6/8/2005
Sec 6	Amend in accordance with AB 1234 and Water Code § 20202	2/8/2006
Art II Sec 9	Change regular meeting time	12/11/2013
Art II Sec 9	Add rules of order – Rosenberg’s Rules of Order	12/11/2013
Misc.	Remove “County” from name	9/10/2014
Art I Sec 1	Delete “both domestic and irrigation”	9/10/2014
Art II Sec 4	Filling Board vacancies in accordance w/ Gov. Code § 1780.	9-10-2014
Art II Sec 5 (b)	Insert General Mgr; Delete “all officers, agents & employees”	9-10-2014
Art II Sec 6	Reference location of Travel Policy	9-10-2014
Art II Sec 10	Use Roberts Rules of Order	9-10-2014
Art III Sec 3	Delete “and have supervision, direction, and control of...”	9-10-2014