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| <b>Olivenhain Municipal Water District</b><br><br><b>ADMINISTRATIVE AND ETHICS<br/>CODE</b> | Article No. 2                                     | Page 1 of 9          |
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|   | Latest Revision Date<br>June 16, 2021             | ORDINANCE NO.<br>488 |

## ARTICLE 2. ORGANIZATION OF BOARD OF DIRECTORS

*Sec. 2.1 revised by Ordinance No. 488 / June 16, 2021*

*Sec. 2.1 revised by Ordinance No. 482 / January 13, 2021*

*Sec. 2.1 revised by Ordinance No. 480 / December 9, 2020*

*Sec. 2.1 revised by Ordinance No. 461 / December 12, 2018*

*Sec. 2.1. revised by Ordinance No. 447 / January 18, 2017*

*Sec. 2.1. revised by Ordinance 422 / January 14, 2015*

*Sec. 2.1. revised by Ordinance 413 / February 12, 2014*

*Sec. 2.1. revised by Ordinance 404 / January 16, 2013*

*Sec. 2.1. revised by Ordinance 393 / January 18, 2012*

*Sec. 2.1. revised by Ordinance 385 / February 9, 2011*

*Sec. 2.1. revised by Ordinance 368 / December 10, 2008*

*Sec. 2.1. revised by Ordinance 342 / January 12, 2007*

*Sec. 2.1. revised by Ordinance 331 / June 9, 2006*

*Sec. 2.1. revised by Ordinance 320 / July 27, 2005*

*Sec. 2.1. revised by Ordinance No. 299 / November 27, 2002*

*Sec. 2.1. revised by Ordinance No. 298 / September 18, 2002*

Sec. 2.1 Executive Officers. All powers, privileges, and duties vested in or imposed upon the District by law and the Municipal Water District Act shall be exercised and performed by the Board of Directors except such powers as the Board may delegate to others by ordinance, resolution or motion.

Effective December 2014, per AB 72, elected water Directors will now be required to take office at noon on the first Friday in December succeeding their election. Outgoing Directors will end their term on the first Friday in December at 11:59 A.M.

The current terms of the Board of Directors of the District are as follows:

| <u>DIVISION</u> | <u>CURRENT TERM</u>  | <u>DIRECTOR</u> |
|-----------------|----------------------|-----------------|
| 1               | 12/05/18 to 12/02/22 | Topolovac       |
| 2               | 12/04/20 to 12/06/24 | Watt            |
| 3               | 12/04/20 to 12/06/24 | Guerin          |
| 4               | 12/04/20 to 12/02/22 | Bruce-Lane      |
| 5               | 05/19/21to 12/02/22  | Meyers          |

The Executive Officers of the Board shall consist of the President, Vice President, Secretary, Treasurer; and they shall serve a two-year term or until their successors are elected. Elections shall be held at the January meeting of the Board in the odd numbered years.

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At the Board's first meeting in January of each odd-numbered year, in accordance with Section 71273 of the Municipal Water Code as amended, election of officers shall be rotated sequentially by Director Divisions, commencing with the Office of President, except that the District's Representative serving on the San Diego County Water Authority Board shall not hold the office of President on the Olivenhain Municipal Water District Board. Any Board Director not wishing to hold a particular office may pass on filling that position.

If a Board Member passes on filling a particular position, consensus shall be reached on the remaining Board Officer positions to be filled by the Board. If consensus cannot be reached, all remaining Board Officer positions with the exception of President, shall be voted on individually by a majority vote of the board. The office of President shall always rotate sequentially by division. A board member may pass on filling the office of President.

- A. President. It shall be the duty of the President to preside over the meetings of the Board of Directors, and the President shall authenticate all official records of the District where required by law or as directed by a majority of the Board, and such other duties and responsibilities as required or imposed by law or a majority of the Board of Directors.
- B. Vice-President. The Vice-President shall exercise the powers and duties of the President, if the President is absent or unable to act.
- C. Secretary. The Secretary shall authenticate all official records of the District, and shall maintain in a safe location the official records of the District, certify all records wherever required and where necessary, and perform such other duties and responsibilities as imposed upon the Secretary by law or by a majority of the Board of Directors.

In the absence of the Secretary, the duties of the Secretary shall be performed by the Assistant Secretary.

- D. Treasurer. The Treasurer shall be appointed by the Board of Directors and a Deputy Treasurer may also be appointed by the Board of Directors.

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The Treasurer shall be custodian of all monies deposited in the treasury. Such monies shall be paid out upon the presentation of warrants or demands legally drawn, and without such warrant or demand, shall pay out no money, except the principal and interest of bonds payable by the District when due. The Treasurer shall make payments by warrants drawn against the funds deposited in the commercial accounts of the District. Such warrants, when approved by the General Manager as to authorization of expenditure and availability of appropriated funds, shall be signed by the Treasurer or Deputy Treasurer.

The Treasurer shall, so far as practicable, deposit the money under the treasurer's supervision and control in such institutions and upon such terms as the laws of the State of California may permit and as directed by the Board of Directors, and evidence of such deposits shall be counted and considered as cash in the treasury of the District.

The Treasurer shall purchase, sell or exchange approved securities to the best advantage of the District, with discretion, and with approval of the Board of Directors.

The Treasurer shall report to the Board at least monthly the condition of the District's finances.

In the absence of the Treasurer, the duties of the Treasurer shall be performed by the Deputy Treasurer.

The Treasurer and the Deputy Treasurer shall be bonded in an amount to be determined by the Board of Directors.

The General Manager shall serve as the Assistant Secretary and the Finance Manager shall serve as the Deputy Treasurer.

*Sec. 2.2 revised by Ordinance 451 / July 19, 2017*

*Sec. 2. 2. revised by Ordinance 375 / March 24, 2010*

Sec. 2.2. Executive Committees. There may be committees created from time to time to take care of matters which arise and require committee study and recommendation.

Each committee shall have a chairperson and vice chairperson, to be appointed by the President of the Board. Each committee shall meet at stated times to be agreed upon by the committee chairperson, and shall

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consider matters referred to it by the Board, or matters within the scope of its duties, which are presented to it by its members or by the General Manager. Each committee, having authority only to recommend to the Board, shall carry on its work if two or more of its members are present at the Meeting. A meeting of any committee may be called by the President of the Board at any time for consideration of matters requiring immediate attention.

Each committee chairperson shall report to the Board of Directors at the next regularly scheduled Board of Directors' Meeting regarding matters considered at committee meetings.

The Safety, Personnel, and Finance, Committees shall conduct business in Public Session in conformance with the provisions of the Brown Act as amended, Government Code 54950 et. seq. Ad Hoc Committees may be appointed from time to time and shall only meet as necessary. Not more than two Board Directors shall serve on any one committee.

*Sec. 2.3. revised by Ordinance 409 / July 24, 2013*

Sec. 2.3. Appointment of Staff Personnel. The Board of Directors shall appoint the following staff personnel and fix their compensation: General Manager, Attorney, Auditor, and any other employee who may not be subject directly to the supervision of the General Manager.

*Sec. 2.4. revised by Ordinance No. 423 / Mar. 18, 2015*

*Sec. 2.4 revised by Ordinance No. 368 / Dec. 10, 2008*

*Sec. 2.4. revised by Ordinance No. 356 / Dec. 5, 2007*

*Sec. 2.4. revised by Ordinance No. 321 / Sept. 20, 2005*

*Sec. 2.4. revised by Ordinance No. 310 / May 14, 2004*

Sec. 2.4. Time and Place of Regular Board Meetings. There shall generally be one regular Board Meeting per month scheduled by annual calendar to be presented to the Board for consideration on or before November of each calendar year. The regular Board Meeting shall usually be held with notice on the second or third Wednesday of every month at 4:00 P.M. In the event a second regular Board Meeting is scheduled for a particular month, it shall usually be held with notice on the fourth Wednesday of that month, also at 4:00 P.M. The annual calendar is considered in compliance with the standing policy of the Board of Directors that when a regular Board Meeting conflicts with holidays or conferences for the Association of

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California Water Agencies (ACWA) or California Special District Association (CSDA), the regular Board Meeting shall be scheduled so as not to conflict with the aforementioned conferences or holidays. Rescheduled Board meetings shall comply with Section 2.7 of the Administrative and Ethics Code for adjourned and continued meetings. One or both regular Board Meetings shall be held prior to the monthly San Diego County Water Authority Board Meeting.

The meetings are held in the room designated as the Boardroom at the offices and principal place of business of the District located at 1966 Olivenhain Road, Encinitas, California.

*Sec. 2.4.1. DELETED by Ordinance No. 321 / Sept. 20, 2005*

*Sec. 2.4.1. revised by Ordinance No. 310 / May 14,, 2004*

*Sec. 2.4.1. revised by Ordinance No. 305 / October 22, 2003*

*Sec. 2.4.1. revised by Ordinance No. 295 / July 24, 2002*

Sec. 2.5. Call for Special Meeting. A special meeting may be ordered at any time by the President of the Board of Directors, or by members of the Board of Directors constituting a majority of the Board by delivering personally or by mail, written notice to each Board Director and to each local newspaper of general circulation, radio or television station requesting notice in writing. The call and notice shall be posted at least 24 hours prior to a special meeting in a location that is freely accessible to members of the public.

Such notice must be delivered personally or by mail at least twenty-four hours before the time of such meeting as specified in the notice. The order shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meetings by the Board of Directors.

Written notice need not be given to any Board Director who files a written waiver of notice at or before the meeting or for any Board member actually present at the meeting.

Sec. 2.6. Emergency Meetings. The Board may hold an emergency meeting without complying with the 24-hour notice and posting requirements if an emergency exists as defined in Government Code Section 54956.5. The President of the Board, or his/her designee, shall telephone any local newspaper of general circulation, radio, or television station, which has requested notice of special meetings one hour prior to the emergency meeting.

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If telephone services are not functioning, local newspapers of general circulation, radio, or television stations requesting notice of special meetings shall be contacted as soon after the emergency meeting as possible and advised of the purpose and actions taken at this meeting. The Board shall not meet in closed session during any emergency meeting.

All special meeting requirements, other than the 24-hour notice and posting requirements, shall be followed at the emergency meeting. Minutes of the emergency meeting, a list of persons the District notified or attempted to notify, a copy of the roll call vote, and any action taken shall be posted for a minimum of ten (10) days, in a public place, as soon after the emergency meeting as possible.

Sec. 2.7. Adjourned and Continued Meetings. The Board may adjourn or continue any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the order of adjournment or continuance. Less than a quorum of the Board may adjourn from time to time. The Clerk or Secretary of the District may adjourn a meeting if all Board members are absent as provided in the Brown Act.

A copy of any order of adjournment shall be posted on the door of the meeting room within twenty-four (24) hours after the time of adjournment continuance to a subsequent date. Notice of continued meetings held within twenty-four (24) hours of the meeting shall be posted on the door of the meeting room immediately after the meeting setting the continuance date. If an order of adjournment or continuance does not state a meeting time, the Board's normal meeting time for regular meetings shall be the designated time.

Sec. 2.8. Quorum. A quorum necessary for the transaction of business at any meeting of the Board shall be declared to exist whenever there are present at least three Board Directors. However, any regular or special meeting of the Board of Directors at which a quorum is not present may be continued from time to time until a quorum is present to transact the business of the Board.

*Section 2.9. revised by Ordinance 385 / January 26, 2011*

Sec. 2.9. Voting. Except as otherwise provided by law or ordinance, the decision of the Board of Directors shall be expressed and determined by motions duly made and adopted by a majority vote of the Board Directors who are present provided a quorum exists. A roll call vote shall be had if requested by any Board Director. When not requested or ordered by the President, a

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roll call vote shall be deemed dispensed with. A roll call vote shall be taken on all Ordinances.

Sec. 2.10. Order of Procedure at Meetings. Except as otherwise provided by law or Ordinance, the business of the meetings of the Board of Directors and the order of procedure shall be as provided by "Robert's Rules of Order, revised." The President shall preside at all meetings of the Board, and in his/her absence, the Vice-President. In the absence of both the President and Vice-President, the presiding officer shall be selected by a majority vote of the members of the Board attending such meeting.

*Section 2.11. revised by Ordinance 486 / April 14, 2021*

Sec. 2.11. Agenda Posting and Public Comment. The Agenda for regular meetings shall be posted in a location accessible to the public at least seventy-two (72) hours in advance of the meeting date. The Agenda shall specify the time and location of the meeting and a brief general description of each item listed. No action shall be taken on any item not appearing on the Agenda except as provided by Government Code Section 54954.2 or any successor statute. The Agenda shall provide an opportunity for members of the public to address the Board. The Board may adopt reasonable regulations from time to time limiting the amount of time for public input and individual speakers on Agenda items.

Sec. 2.12. Minutes of the Board Meetings. The Minutes of the Meetings of the Board of Directors shall be recorded and kept permanently by the Secretary in a book maintained for that purpose entitled "Book of Minutes of the Meetings of the Board of Directors, Olivenhain Municipal Water District." Unless otherwise expressly directed by the Board at the time of their adoption, the Ordinances and Resolutions adopted by the Board may be referred to in the Minutes by number and title only, but the same shall be recorded in full in books kept for that purpose entitled "Book of Ordinances" and shall authenticate the Minutes, Ordinances and Resolutions after they have been transcribed and approved by the Board of Directors and placed into the appropriate books and when so authenticated shall constitute the official Minutes, Ordinances and Resolutions of the Board of Directors of the Olivenhain Municipal Water District.

Sec. 2.13. Official Seal of the District. The following design is hereby determined to be and it is hereby adopted as and for the official seal of the Olivenhain Municipal Water District:

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A CIRCLE WITH THE WORDS: "OLIVENHAIN MUNICIPAL WATER DISTRICT," INSCRIBED AROUND. THE PERIMETER THEREOF WITH THE WORDS: "ORGANIZED APRIL 6, 1959" AND "CALIFORNIA" IN THE CENTER THEREOF.

*Section 2.14. revised by Ordinance 486 / April 14, 2021*  
*Section 2.14. revised by Ordinance 320 / July 27, 2005*

Sec. 2.14. Agenda Creation. The General Manager shall prepare the Agenda for all meetings of the Board of Directors so that the Agenda can be posted in a location accessible to the public at least seventy-two (72) hours in advance of the meeting date. The General Manager shall place on the Agenda all matters reasonable to be brought before the Board within his/her knowledge, and any matters requested to be placed on the Agenda by any two Board Directors. The General Manager shall place on the Consent Calendar all items, which appear to be routine or which he/she believes will require no discussion by the Board.

Items may be removed from the Consent Calendar by request of a Board Director or the General Manager. No reason must be given for the request. The President will call all items on the Consent Calendar by Agenda number item. The request to remove from the calendar any item must be made prior to or at the end of the time of the call. All items not removed may then be voted upon at the conclusion of the Consent Calendar Call by one (1) motion and by one (1) vote. A Board Director may have his/her vote recorded differently on the various items on the Consent Calendar. A Consent Calendar item will be identified by a "C" in front of the Agenda item number.

Sec. 2.15. Closed Sessions. The Board may hold closed sessions on Agenda items as provided in the Brown Act.

Sec. 2.16. Directors Fees, Expenses. Effective April 17, 2000, each Board Director shall receive compensation in an amount not to exceed one hundred fifty dollars (\$150.00) per day for each day's attendance at meetings of the Board or for each day's service rendered as a Board Director by request of the Board, not to exceed a total of ten (10) days in any calendar month, together with expenses incurred in the performance of his/her duties requested or authorized by the Board.



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Sec. 2.17. Director Absence. Any Board Director who will be absent from the State for a period of sixty (60) days or more must receive permission from the Board of Directors prior to the expiration of the 60-day period. Failure to receive permission shall constitute abandonment of the position and shall create a vacancy on the Board of Directors.

*Section 2.18. added by Ordinance 483 / January 13, 2021*

Sec. 2.18. San Diego County Water Authority Representative. The Board shall select a representative by majority vote to fill its seat on the San Diego County Water Authority Board. If OMWD acquires a second seat on the San Diego County Water Authority Board in the future, the same process for selection shall be followed. Only a member of the Board or the General Manager may be selected to serve as the San Diego County Water Authority representative for OMWD. The term of appointment shall comply with the County Water Authority Act stated term of office of six years, and until their successors are appointed and qualified. The OMWD representative to the San Diego County Water Authority Board may be removed by a majority vote of the OMWD Board at any time without cause and serves at the will of the OMWD Board.