SONOMA VALLEY GROUNDWATER SUSTAINABILITY AGENCY

BOARD OF DIRECTORS BYLAWS

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ARTICLE I
INTRODUCTION

1.1. HISTORY

On September 16, 2014, Governor Edmund G. Brown Jr. signed three bills: AB 1739 by Assemblymember Roger Dickinson and SB 1168 and SB 1319 by Senator Fran Pavley which created a framework for sustainable, local groundwater management for the first time in California history. Collectively, this legislation is known as the Sustainable Groundwater Management Act ("SGMA") and gives power to local agencies (e.g. cities, counties, water districts, and resource conservation districts) to sustainably manage groundwater over the long term and requires them to develop Groundwater Sustainability Plans tailored to their regional economic and environmental needs.

The Sonoma Valley is designated as a medium-priority groundwater basin as defined by the Department of Water Resources ("DWR") requiring the formation of this Groundwater Sustainability Agency ("GSA"), development of a Groundwater Sustainability Plan ("GSP"), and required groundwater management activities. The service area for the Sonoma Valley Groundwater Sustainability Agency ("Sonoma Valley GSA") is defined by DWR's Bulletin 118. In the Sonoma Valley, this is mainly the alluvial valley floor stretching from north of Glen Ellen to the tidal marshlands in the south.

Through a collaborative process, the Sonoma County Water Agency, County of Sonoma, City of Sonoma, North Bay Water District, Sonoma Resource Conservation District, and the Valley of the Moon Water District created the Sonoma Valley GSA through a Joint Exercise of Powers Agreement ("JPA Agreement"). The Sonoma Valley GSA is the successor to the voluntary groundwater management activities and plan that have taken place in Sonoma Valley since the inception of the Sonoma Valley Groundwater Management Program in 2006.

Under the requirements of SGMA, the Sonoma Valley GSA is mandated to develop a GSP by January 31, 2022 and must achieve groundwater sustainability in the Sonoma Valley within 20 years of plan adoption.

1.2. PURPOSE AND SCOPE

It is the intent of the Sonoma Valley GSA Board of Directors ("Sonoma Valley GSA Board" or "Board") that the Bylaws facilitate proper conduct of Sonoma Valley GSA business. The policy of the Sonoma Valley GSA is to maintain the highest ethical standards for its Directors. The proper operation of the Sonoma Valley GSA requires that decisions and policies be made within the proper channels of governmental structure, that public office not be used for personal gain, and that Directors remain objective and responsive to the needs of the public they serve. Accordingly, it is the policy of the Sonoma Valley GSA that Directors and Sonoma Valley GSA employees maintain the highest standard of personal honesty and fairness in carrying out their duties. If all or any portion of these Bylaws or any Sonoma Valley GSA policy is in conflict with federal or state law or regulations that apply to the Sonoma Valley GSA, said legislation or regulations shall prevail. If any portion of these Bylaws conflicts with the JPA Agreement, the terms of the JPA Agreement shall govern.

1.3. BASIS OF AUTHORITY

(a) The Sonoma Valley GSA is a Joint Powers Authority of the Sonoma County Water Agency, County of Sonoma, City of Sonoma, North Bay Water District, Sonoma Resource Conservation District, and the Valley of the Moon Water District ("Member Agencies"),

authorized by the Joint Exercise of Powers Act (Chapter 5 of Division 7 or Title 1 of the California Government Code) for the express purpose of implementing the SGMA, as set forth in California Water Code Section 10720.1.

(b) The Board is the legislative body, and functions as the Sonoma Valley GSA's policymaking body. It can only function as a unit, where no individual Director has authority with regard to any aspect of Sonoma Valley GSA business, except as a member of the collective Board.

ARTICLE II
GOVERNANCE

2.1. COMPOSITION; TERMS; VACANCIES

(a) The Board shall be composed of one Director and one Alternate Director from each of Member Agency's governing body.

(b) Each Member Agency shall elect or appoint one Director and one Alternate Director. Director and Alternate. In the event any Director or Alternate Director is removed, has resigned, or a new appointment has been made, the Member Agency shall notify the Sonoma Valley GSA within fifteen (15) days of occurrence.

(c) The Alternate Director shall serve and assume the rights and duties of the Director when the Director is unable to attend Board meetings or is otherwise incapacitated from carrying out the duties of their office.

(d) Directors and Alternate Directors shall serve at the pleasure of their Member Agency's governing body. Directors may be removed at any time, with or without cause, at the sole discretion of their Member Agency's governing body.

(e) Except in cases of removal by their Member Agency's governing body or resignation, Directors shall hold office until their successor is selected and the Sonoma Valley GSA has been notified of the succession. In cases of removal or resignation, the position shall be vacant until the Member Agency appoints a new Director. At the Member Agency's election, the Member Agency may designate their Alternate Director to automatically fill any such vacancy or alternatively may keep their position on the Board until such time as their governing body elects or appoints a new Director.

(f) If the Member Agency's governing body fails to fill a vacancy within ninety (90) days, the Sonoma Valley GSA Board may appoint someone to fill the vacancy according to these procedures:

(i) The Sonoma Valley GSA Board shall post notice of its intent to fill the vacancy by appointment for no less than fourteen (14) days and solicit interested parties to submit applications.

(ii) At its first regularly scheduled meeting or special meeting following the minimum notice period, the Sonoma Valley GSA Board shall consider all applicants to fill the vacancy unless the Member Agency has acted to fill the vacancy in the interim.

The Sonoma Valley GSA may reject all applicants and continue to hold the position vacant.

(iii) If the Sonoma Valley GSA Board falls below a quorum by reason of a vacancy, a majority of the remaining Directors may waive the ninety-(90) day period and appoint immediately. Under these circumstances, the Board shall only fill enough vacancies to provide a quorum. Seats with the longest vacancy will be filled first.

(iv) Board appointees shall hold office through the unexpired balance of the term of office or until the Member Agency's governing board appoints a replacement of the Sonoma Valley GSA's appointee.

(g) In serving on the Sonoma Valley GSA Board, Directors do not represent any other political or elected bodies, fractional segment or region of the community, but are part of a legislative body that represents and acts for the Sonoma Valley GSA as a whole.

2.2. **SOLICITING POLITICAL CONTRIBUTIONS**

(a) Directors shall not solicit political funds or contributions at Sonoma Valley GSA facilities or at times and places where Sonoma Valley GSA business is being conducted, and Directors shall not accept, solicit or direct a political contribution from:

(i) Sonoma Valley GSA employees, officers, consultants or contractors; or

(ii) Vendors or consultants who have a material financial interest in a contract or other matter while that contract or other matter is pending before the Sonoma Valley GSA.

(b) Directors shall not use the Sonoma Valley GSA's logo, trademark, stationery or other indicia of the Sonoma Valley GSA's identity, or facsimile thereof, in any solicitation for political contributions contrary to state or federal law. Gov. Code section 3205.

2.3. **DUTIES AND RESPONSIBILITIES**

(a) Directors shall uphold the Constitution of the United States and the Constitution of the State of California.

(b) Directors shall comply with all applicable laws regulating their conduct, including laws relating to conflicts of interest, financial disclosures, and open government laws.

(c) The Board shall set the policy for the Sonoma Valley GSA in accordance with these Bylaws.

(d) The Board shall monitor Sonoma Valley GSA's progress in attaining its goals and objectives, while pursuing its mission.

(e) The Board shall establish goals, objectives, expectations, and measurement criteria for the Administrator's performance.

(f) For the benefit of operational efficiency, Directors shall direct all requests for information to the Administrator. If the Administrator's response is inadequate, Directors may contact the Board Chairperson or raise the issue at a Board meeting. Issues brought to the Board may be added to the agenda of a future meeting at the discretion of the Board.

(g) Directors shall attend all meetings of the Board and of any Committee to which they may be assigned. Directors are required by law to abstain from participating in consideration of any item involving a personal or financial conflict of interest. Even the appearance of a conflict should be avoided. Unless such a conflict of interest exists, Directors should fully participate in the Board's decision-making responsibilities.

(h) Directors shall not individually commit the Sonoma Valley GSA to any policy, act, or expenditure without prior Board approval nor give direction to the Administrator, staff, contract personnel or consultants without prior Board approval.

(i) Directors shall abide by the provisions of the Ralph M. Brown Act, Government Code section 54950, et seq., by only exercising their authority during duly noticed public meetings.

(j) Directors shall not delegate his or her authority to act as a Director, nor will any Director's vote be recorded in the proceedings of any Board meeting at which the Director is not present.

2.4. **CONFLICTS OF INTEREST**

Directors shall abide by the Sonoma Valley GSA Conflict of Interest Code.

2.5. **BOARD OFFICERS**

(a) With the exception of certain matters specified in the JPA Agreement and where the law requires a supermajority (two-thirds or greater) or unanimous vote, affirmative votes of a majority (51% or greater) of Directors are required for the Board to act on any matter.

(b) Chairperson and Vice-Chairperson shall be elected by the Directors. Commencing January 1, 2018, Directors shall annually elect a Chairperson and Vice-Chairperson of the Board. These Officers shall hold office for a term of one year commencing on January 1 of each and every calendar year and they may serve for multiple consecutive terms. Officers of the Board may be removed and replaced at any time, with or without cause by a Board vote. In the event that an Officer of the Board loses their position, their Officer becomes vacant and the Board shall elect a new Officer from existing Board members to serve the remaining Officer term.

(c) The Chairperson presides at all Board meetings and leads the Board in conducting its business. The Chairperson may refer items to committees prior to Board action. The Chairperson votes last in any roll call vote.

(d) The Chairperson has the same rights in voting, introducing motions, resolutions and ordinances, and discussions as other Directors.

(e) The Chairperson shall ensure that each Director is provided all necessary information pertaining to Sonoma Valley GSA business in sufficient time to participate in discussions and decisions in an informed manner.

(f) The Chairperson, or his or her designee, shall execute Sonoma Valley GSA documents, as directed by the Board.

(g) On occasion, the Board will delegate to the Chairperson or to his or her designee, authority to represent the Sonoma Valley GSA at a meeting or event. When this occurs, the Director only has the authority that was specifically delegated by the Board.

(h) In the Chairperson's absence, the Vice-Chairperson serves as the Chairperson in all capacities described in these Bylaws. If both the Chairperson and Vice-Chairperson are absent, the Secretary calls the meeting to order and acts as Chairperson until the remaining Directors select one of themselves to act as the presiding officer until such time as either the Chairperson or the Vice-Chairperson is able to assume its responsibilities.

(i) In order to present a positive image to the public, customers, and residents, Directors should strive to maintain a professional appearance while performing their duties as Directors.

ARTICLE III
ADMINISTRATION

3.1. APPOINTED STAFF

Appointed Staff includes the Administrator of the Sonoma Valley GSA, the Secretary of the Board, Legal Counsel, and the Auditor who is appointed by the Board and reports to the Board as a whole.

(a) ***Administrator***

(i) The Administrator shall be appointed by the Board of Directors and serve at its pleasure. The Administrator is the chief executive officer of the Sonoma Valley GSA, and carries out Board policies, directs Sonoma Valley GSA operations, provides daily supervision to Sonoma Valley GSA staff, controls Sonoma Valley GSA expenditures, and ensures conformance with Sonoma Valley GSA policies. Based on the delegation of authority made by the Member Agencies in the JPA Agreement and the Board under these Bylaws, the Administrator shall have the following responsibilities and has the authority to:

(A) Make and carry out day-to-day management decisions.

(B) Employ, compensate, terminate, assign duties to, and direct the daily activities of all Sonoma Valley GSA employees.

(C) Provide day-to-day directions and guidance to, but not appoint or dismiss, Sonoma Valley GSA Legal Counsel, Auditor, and other Board appointees.

(D) Prepare Sonoma Valley GSA employee job classifications, description of duties, with corresponding salary ranges for review and approval by the Board.

(E) Define scope and select, dismiss, and direct activities of contractors and consultants performing services for the Sonoma Valley GSA.

(F) Manage Sonoma Valley GSA financial operations including overseeing Sonoma Valley GSA's investments and ensure conformity with the Sonoma Valley GSA's Investment Policy.

(G) Expend budgeted funds in compliance with Chapter 2, Article V of the Sonoma County Code of Ordinances.

(H) Authorize purchases of up to and including $50,000 in conformance with the annual Board-approved budget. Purchases of more than $50,000 shall require the approval of the Board.

(I) Expend up to and including ten thousand dollars ($10,000) for each item not specifically enumerated in the Sonoma Valley GSA's annual budget, provided there are sufficient budgetary appropriations within the Operations and Maintenance budget and the Capital Improvement Projects budget.

(J) Expend non-budgeted funds to meet an Emergency. An Emergency is defined as any circumstance which directly or potentially adversely affects the ability of the Sonoma Valley GSA to perform its services, which puts Sonoma Valley GSA personnel or property in jeopardy, or which may jeopardize public health or property of the community or its residents. The Administrator shall determine that an emergency exists and shall immediately inform the Directors of the Emergency. Such notification shall include the nature of the Emergency, the steps taken or necessary to address the Emergency, and any expenditures incurred to address the Emergency. If applicable, the Administrator shall seek ratification of the decisions made.

(K) Solely sign Sonoma Valley GSA checks and/or claims request in the amount of twenty-five thousand dollars ($25,000) or less. Any amount over twenty-five thousand dollars ($25,000) requires the signatures of the Administrator and one Director. In the event the Administrator is unavailable to sign checks, checks of any amount require the signatures of two Directors.

(L) Execute time and cost Change Orders.

(M) Appoint a Deputy Secretary, if the Board appoints the Administrator as Board Secretary. The Deputy Secretary shall assist the Administrator, acting as Board Secretary, to fulfill the duties set forth in Section 3.1(b) and may act in the Board Secretary's place in his or her absence.

(ii) Terms and conditions of the Administrator's employment shall be specified in an employment agreement between the Administrator and the Board and any amendment(s) thereto.

(b) ***Board Secretary***

The Board Secretary is appointed by the Board, reports to the Board as a whole, and shall be responsible for the following:

(i) Provide a record of all proceedings conducted at meetings of the Board and Standing Committees, to be retained at the Sonoma Valley GSA office.

(ii) Maintain accurate, up-to-date records of Sonoma Valley GSA documents in a safe location.

(iii) Post all legal notices.

(iv) Receive all correspondence or documents addressed to the Board, and serve as the Sonoma Valley GSA's agent for receipt of subpoenas, petitions or other legal documents that are served on the Sonoma Valley GSA.

(v) Call meetings to order in the absence of the Chairperson and Vice-Chairperson and preside until the remaining members present select one of themselves to preside at the meeting.

(vi) Administer the Oath of Office to members of the Board.

(vii) Verify and attest signatures on all legal documents.

(viii) In consultation with Legal Counsel, respond to all Public Records Act requests.

(ix) Possess working knowledge of the Ralph M. Brown Act and Robert's Rules of Order.

(c) ***Legal Counsel***

Legal Counsel shall be a law firm (or consortium of member agencies' legal counsel – represented by a uniform voice) that is appointed by and reports to the Board. Legal Counsel shall have an attorney-client relationship with the Board, not with any individual Director or Sonoma Valley GSA employee or contractor. Legal Counsel shall represent the Board on all legal matters pertaining to the operation, maintenance, and other business of the Sonoma Valley GSA. Legal Counsel shall take direction from the Board and the Administrator.

(d) ***Auditor***

Auditor shall be a certified audit firm that is appointed by and reports to the Board. Auditor shall annually conduct an audit of the Sonoma Valley GSA and prepare an annual

audit report. Auditor shall be rotated on a periodic basis and under no circumstances audit the Sonoma Valley GSA for more than five (5) consecutive years.

For any period in which the Sonoma Valley GSA uses the County Treasury as provided under Water Code section 10730(d), the Auditor shall annually conduct an audit of the Sonoma Valley GSA and prepare an annual audit report, or alternatively review the Sonoma Valley GSA's finances in another manner consistent with Government Code section 26909, et seq.

3.2. **CONSULTANTS**

The Board may from time-to-time select, retain, compensate, define the scope and efforts of, and dismiss consultants to support or provide information to the Board in developing policy-level decisions or in implementing Board actions. The responsibility for day-to-day direction of the work of the Consultant is delegated to the Administrator.

ARTICLE IV
DIRECTORS' COMPENSATION AND EXPENSE REIMBURSEMENT

4.1. **COMPENSATION**

(a) Board members shall serve without compensation. However, Board members may receive reasonable and necessary reimbursement for meals, lodging, and travel expenses incurred in attending any conference, meeting, or other event approved by the Board in advance.

(b) For a Board member to be reimbursed for reasonable and necessary travel expenses to and from a meeting, the meeting must be: (1) a "meeting" as defined in Government Code section 54952.2(a); (2) Sonoma Valley GSA Board or committee meetings; or (3) conferences, meetings, or events related to or intended to inform Board members on matters within the jurisdiction of the Sonoma Valley GSA, provided that such conferences, meetings or events deal with substantive issues and consume more than a minor amount of the Board member's time.

(c) At the regular meeting of the Board following any meeting, conference, educational activity or other authorized event for which reimbursement is requested; the Director attending the event shall give a brief report of the meeting or event. If more than one (1) Director of the Sonoma Valley GSA attended the same meeting or event, a joint report may be made. Reports may be written or oral, but in the event a written report is submitted, the Director shall give a brief oral summary of the report at the meeting following the event.

4.2. **REIMBURSEMENT**

(a) Directors are encouraged to participate in outside activities and organizations that in the judgment of the Board further the interests of the Sonoma Valley GSA. Where authorized in advance, actual expenses incurred by Board members in connection with such activities are reimbursable. Under extraordinary circumstances, the Board may subsequently authorize reimbursement.

(i) All expenses must be reasonable and necessary, and Directors are encouraged to exercise prudence in all expenditures. This policy is intended to result in no personal gain or loss to a Director.

(ii) Mileage will be reimbursed at the then-current IRS rate.

(iii) Directors may claim meal expenses at the rates specified by the California Department of Human Resources as such rates may be adjusted from time to time.

(iv) *Travel / Transportation Expenses*. The most economical mode and class of transportation reasonably consistent with scheduling needs must be used, using the most direct and time-efficient route. If requested, Directors will be reimbursed for expenses incurred in traveling to and from conferences, meetings, and other events that are attended on behalf of the Sonoma Valley GSA in their capacity as Directors. Travel expenses will include round-trip airfare, actual reasonable expenses for ground transportation to and from airports and hotels, car rental, and or mileage reimbursement (at the maximum allowable per mile established from time to time by the IRS) for use by the Directors of privately owned vehicles in the conduct of Sonoma Valley GSA business.

(v) *Overnight Accommodations*. No reimbursement claim or request for overnight accommodations will be approved for expenses incurred within the Sonoma Valley GSA's service area, except upon approval of the Board. Reasonable accommodation expenses will be reimbursed only for the Directors, and such expenses will not be reimbursed for guests or family members of Directors. Where reasonably possible, accommodations will be obtained in proximity to the conference or meeting site.

(vi) Liquor, entertainment, travel insurance, personal telephone calls, child, pet, or household care, losses relating to theft or casualty of personal effects, fines and penalties for actions or inactions of the traveler, laundry, dry cleaning, or pressing of personal items, and expenses of any other person accompanying a Director are not eligible for reimbursement.

(vii) Expenditures that are improper or otherwise not properly accounted for, or that are not consistent with the prohibition against gifts of public funds set forth in the California Constitution, will not be reimbursed or accepted by the Sonoma Valley GSA.

(b) Directors shall submit requests for reimbursement along with evidence of expenses within four (4) weeks of the last day of the month in which the expenses were incurred.

(c) In compliance with Government Code section 53065.55, the Sonoma Valley GSA will prepare a list of the amount and purpose of each expense reimbursement made to each Director for the preceding fiscal year, which will be available to the public.

(d) A Director shall not attend a conference or training event for which there is an expense to the Sonoma Valley GSA if it occurs after the Director has announced his or her

resignation, or if it occurs after an election in which it has been determined that they will not retain their seat on the Board.

ARTICLE V
BOARD MEETINGS, GENERAL

5.1. LOCATION; TIMING

All meetings of the Board shall be held in the Sonoma Valley GSA office, 19039 Bay Street, unless it is anticipated that the number of public expected to attend would exceed the capacity of the facility. In such case, another facility within the Sonoma Valley GSA may be used. Regular meetings of the Board shall be held on the fourth Monday of each calendar month, except if the fourth Monday coincides with a legal holiday, the regular meeting will be adjourned to a specified time and location. Regular Board meetings shall commence at 4pm local time and end at 8pm local time or earlier. Extension of time beyond 8pm requires the approval of the majority of the Board.

5.2. TRANSPARENCY

(a) The Board shall conduct the business of the Sonoma Valley GSA at meetings in conformance with the provisions of the Brown Act. All meetings of the Board, Standing Committees, and Advisory Committees shall be open to the public, except for closed sessions held in accordance with the Brown Act.

(b) The Board Chairperson and the Administrator shall ensure that appropriate information is available for the public at meetings of the Board, and that physical facilities for said meetings are functional and appropriate. Prior to the start of a meeting, the order of business (sequence of existing agenda only) may be amended.

5.3. NOTICE

(a) Regular meetings require posting of the agenda a minimum of seventy-two (72) hours in advance and written notification to the Board, Sonoma Valley GSA Counsel, the local news media, and to any person requesting notice.

(b) The agenda must contain a brief general description of each item to be acted upon or discussed during the meeting.

5.4. QUORUM

A quorum must be present at all meetings for any business to be conducted. A quorum shall consist of a majority of the Directors representing the then-current Members of the Sonoma Valley GSA.

5.5. SUBJECT MATTER

(a) The Administrator, in cooperation with the Board Chairperson, shall prepare an agenda for each meeting of the Board and for all Standing Committee meetings. The Administrator shall prepare written information on each item of business requiring

action or scheduled for discussion by the Board, and make this information available to the Board and members of the public prior to all meetings.

(b) An agenda and materials packet shall be prepared as specified for all Board meetings and shall be delivered to all Directors at least seventy-two (72) hours prior to a regular meeting and at least twenty-four (24) hours prior to special meetings. A full agenda packet will be available in the Sonoma Valley GSA foyer for public review.

(c) At least seventy-two (72) hours prior to the time of all regular meetings, an agenda, which includes all matters on which there may be discussion and/or action by the Board, shall be posted conspicuously for public review at the Sonoma Valley GSA office. The Sonoma Valley GSA has the option of posting the agendas at other places as deemed useful in keeping the public informed. In addition to the Sonoma Valley GSA office, agendas will be posted on the Sonoma Valley GSA website.

(d) The agenda for special meetings shall be posted in the same location as regular meeting agendas at least twenty-four (24) hours before the meetings. Agendas shall generally use the following order of business:

(i) Date, time, and location of meeting and information on how the public may review agenda materials and request any special accommodations needed

(ii) Meeting type (i.e., Regular or Special Meeting)

(iii) Call to Order – Pledge of Allegiance – Roll Call

(iv) Consent Calendar

(v) Chairperson and Directors' Reports or Comments

(vi) Advisory Committee Report

(vii) Public Presentations, Hearings and Workshops

(viii) General Business (Old/New Business)

(ix) Administrator and Operational Reports

(x) Closed Session

(xi) Reconvene in Open Session

(xii) Public Comments

(xiii) Request for Future Agenda Items

(xiv) Adjournment

5.6. **CLOSED SESSION**

At times during Board meetings, the Board may adjourn into closed session to discuss personnel matters, real estate negotiations, existing or anticipated litigation or other matters as specified in the exceptions set forth in the Brown Act. Appropriate agenda descriptions are also required for closed session items.

5.7. SPECIAL MEETINGS

Special meetings of the Board may be called by the Board Chairperson or a majority of the Board. Notice of at least twenty-four (24) hours is required for a special meeting, and must describe the business to be transacted or discussed. All appropriate notices required by the Brown Act shall be posted.

5.8. EMERGENCY SPECIAL MEETINGS

(a) In the event of an emergency situation where prompt action is necessary due to the disruption or threatened disruption of public facilities, the Board may hold an emergency special meeting without complying with the twenty-four (24) hour notice required for special meetings of the Board. An emergency situation means a work stoppage, crippling activity, or other activity that severely impairs public health, safety, or both, as determined by a majority of members of the Board. The Administrator, the Chairperson of the Board, or the Vice-Chairperson in the absence of the Chairperson, may determine that there is sufficient evidence to determine that an emergency exists and give notice of an emergency special meeting.

(b) Newspapers of general circulation in the Sonoma Valley GSA, radio stations, and television stations which have requested notice of special meetings in accordance with the Brown Act shall be notified at least one (1) hour prior to the emergency special meeting.

(i) In the event that telephone services are not functioning, the one-(1) hour notice requirement is waived, but the Administrator, or his or her designee, shall notify such newspapers, radio stations, or television stations of the holding of the meeting, and of any action taken by the Board, as soon after the meeting as possible.

(ii) During a crippling disaster, mass destruction, terrorist act, or planned terrorist activity that poses peril so immediate and significant that requiring one-(1) hour notice before holding an emergency meeting may endanger public health, safety, or both, notice shall be given by telephone to the news media at or near the time that the Board Chairperson or his designee notifies the Directors of the need for an emergency meeting.

(c) All rules governing special meetings shall be observed with the exception of the twenty-four-(24) hour notice. The minutes, a list of persons the Administrator or designee notified or attempted to notify, a copy of the roll call vote(s), and any actions taken at such meeting shall be posted for a minimum of ten (10) days in the Sonoma Valley GSA office as soon after the meeting as possible.

5.9. **ADJOURNMENT**

A majority vote by the Board may terminate any Board meeting at any place in the agenda to any time and place specified in the order of adjournment, except that if no Directors are present at any regular or adjourned regular meeting, the Administrator may declare the meeting adjourned to a stated time and place, and he or she shall cause a written notice of adjournment to be provided to the Board, Sonoma Valley GSA Counsel, and the local news media and also posted at the places specified in Section 5.5(c), above.

5.10. **MINUTES**

(a) The Secretary of the Board shall keep minutes of all Board meetings. Minutes are to record actions taken; they are not intended to be verbatim records. Anyone wishing more information about a meeting shall be encouraged to listen to the recording made of each meeting. Draft minutes shall be distributed to Directors for adoption at the next regular meeting.

(b) Minutes may be approved as part of the Consent Calendar. An audio recording shall be made of all regular and special meetings of the Board and shall be retained for thirty (30) days from the date of recording.

5.11. **LEGALITY OF PROCEEDINGS**

Any action taken by the Board which is subsequently ruled contrary to law by a decision of a court of competent jurisdiction shall be deemed revoked without further action by the Board.

5.12. **CONDUCT**

(a) Meetings of the Board shall be conducted by the Chairperson in a manner consistent with the policies of the Sonoma Valley GSA.

(b) Willful disruption of any meeting of the Board shall not be permitted. The Chairperson shall take whatever actions are necessary and legally appropriate to preserve order and decorum during Board meetings, including public hearings.

(c) The Chairperson may order any person or persons removed if they are causing a willful disruption of a meeting which prevents the meeting from proceeding.

(d) Where the health and safety of meeting attendees is jeopardized, the Chairperson may order the room to be cleared and subsequently conduct the Board's business without the public present. After clearing the room, the Chairperson may permit those persons who, in their opinion, were not responsible for the willful disruption to re-enter the meeting room. Duly accredited representatives of the news media shall be admitted to the remainder of the meeting.

5.13. **RULES OF ORDER**

(a) The latest edition of Robert's Rules of Order, Revised shall be an advisory guideline for meeting protocol. Sonoma Valley GSA policies, or state or federal law, shall prevail

whenever they conflict with Robert's Rules of Order, Revised. If a Director believes order is not being maintained or procedures are not adequate, he or she should raise a point of order - not requiring a second - to the Chairperson. If the ruling of the Chairperson is not satisfactory to the Director, it may be appealed to the Board. A decision by a majority of the Board will determine the point of order.

(b) By a motion made, seconded, and approved by a majority vote, the Board may, at its discretion and at any meeting: 1) temporarily suspend these rules in whole or in part; 2) amend these rules in whole or in part; or 3) both.

(c) Motions, resolutions or ordinances shall be recorded as having passed or failed and individual votes will be recorded. All resolutions and ordinances adopted by the Board shall be numbered consecutively starting new at the beginning of each fiscal year. The Chairperson may declare a short recess during any meeting, with approval of the Board.

5.14. **BOARD ACTION**

(a) Action can only be taken when a quorum is present. Calculating the number of votes required for a majority or super majority vote is based on the number of Directors required pursuant to Article VII of the JPA Agreement.

(b) Only those items of business listed in the agenda shall be considered by the Board at any meeting, unless an emergency or urgency situation exists and additional items are added in the manner required by the Brown Act.

(c) Pursuant to Government Code section 54954.2 (b), the Board may take action on an item of business which did not appear on the posted agenda for the meeting if the Board determines that an emergency exists, or if by a super majority (67% or greater) vote the Board determines that there is a need for immediate action on a matter that arose subsequent to the posting of the agenda. To the extent the Sonoma Valley GSA's Joint Powers Agreement requires a higher voting threshold for a particular action, such higher threshold shall apply.

(d) Actions typically taken by the Board include, but are not limited to, the following:

(i) Adoption or rejection of Sonoma Valley GSA policies and regulations concerning the services provided by the Sonoma Valley GSA, adoption of rates and charges for Sonoma Valley GSA services, authorization of execution of contracts for professional and technical service, and authorization of execution of contracts for materials or supplies, or for design or construction of Sonoma Valley GSA facilities; and

(ii) Approval or rejection of proposals to commit Sonoma Valley GSA funds or facilities, including employment and dismissal of personnel; and

(iii) Approval or disapproval of non-emergency matters which require or may require the Sonoma Valley GSA or its employees to take action and/or provide services; and

(iv) Direction given to the Administrator for implementation of those actions deemed by the Board to be necessary.

(e) Definition of Board Actions and appropriate uses thereof are indicated below:

(i) A "Minute Order" or "Motion" is appropriate when the action is not of a penal nature or intended to be a local law, where an ordinance or resolution is not specifically required, or where a formal document reflecting the Board's action is not necessary. The only record of such action is in the minutes of the meeting at which the action is taken.

(ii) A "Resolution" generally constitutes an expression of policy or opinion concerning some particular item of business and often evidences a decision by the Board concerning the administrative business of the Sonoma Valley GSA.

(iii) An "Ordinance" means a local law. It prescribes a rule of conduct prospective in operation, applicable generally to person and things subject to the jurisdiction of the Sonoma Valley GSA.

5.15. **ADMINISTRATIVE DECISIONS**

(a) An administrative decision is an action or decision made by the Board which is subject to review by a court of competent jurisdiction. Such decisions include: suspension, demotion, or dismissal of an officer or employee; revoking or denying an application for a permit, license or other entitlement; or imposing a civil or administrative penalty, fine, charge or cost.

(b) Judicial review of all administrative decisions of the Board may be sought pursuant to the provisions of Section 1094.5 of the Code of Civil Procedure of the State of California. The procedural provisions of Section 1094.6 of said Code, including the time limitations, shall apply to any such proceeding. The provisions of Section 1094.6 shall prevail over any conflicting provision and any otherwise applicable law, rule, policy or regulation of the Sonoma Valley GSA affecting the subject matter of an appeal. The purpose of these Code sections is to ensure efficient administration of the Sonoma Valley GSA by providing for the expeditious review of decisions rendered by the Board. Section 1094.6 specifically establishes a ninety-(90) day time limit to initiate a lawsuit to challenge a Sonoma Valley GSA administrative decision. The short time period is intended to provide finality to Board decisions.

ARTICLE VI
BOARD COMMITTEES

6.1. **GENERALLY**

Committees of the Board may be Standing or Ad hoc. Committees are not empowered to act for the Board, but rather, they review, study, and consider issues in order to make recommendations to the full Board. Members of all Committees shall be appointed by and serve at the pleasure of the Chairperson of the Board.

6.2. **STANDING OR AD HOC COMMITTEES**

(a) The Board may from time to time establish standing or ad hoc committees to assist in carrying out the purposes and objects of the Authority. The Board shall determine the purpose and need for such committees and the necessary qualifications for individuals appointed to them.

(b) The Board Chairperson shall appoint and publicly announce the members of any Standing Committees, which must consist of less than a quorum of the Board.

(c) A Standing Committee is a Board-created committee (i.e. – Finance, Human Resources, etc.) which has continuing jurisdiction over a particular subject matter and meets either on a scheduled basis or as directed by the Board Chairperson. Only Sonoma Valley GSA Directors may serve as members of Standing Committees. Standing Committee meetings are held in the Sonoma Valley GSA office, unless a special need arises to meet elsewhere within Sonoma Valley GSA boundaries, and shall be properly noticed under the provisions of the Brown Act.

6.3. **ADVISORY COMMITTEE**

(a) ***Purpose***

(i) The purpose of the advisory committee is to advise the Board on groundwater sustainability plan development and implementation and GSA policies. The intent of the committee is to provide community perspective and participation in the GSA. The Advisory Committee will review and/or provide recommendations to the GSA Board on groundwater-related issues that may include:

(A) Development, adoption or amendment of the GSP;

(B) Sustainability goals, measurable thresholds, and objectives;

(C) Technical and Reporting Standards, including Best Management Practices, data management and reporting;

(D) Monitoring programs;

(E) Annual Work Plans and Reports (including mandatory 5-year milestone reports);

(F) Modeling activities;

(G) Inter-basin coordination activities;

(H) Project and Management Actions;

(I) Grant funding proposals;

(J) Community outreach;

(K) SGMA Regulations; and

(L) Fee proposals.

(b) ***Composition***

(i) The advisory committee shall have twelve (12) members based on the interest group and member agency designations described below:

(A) Member Agencies shall each appoint one (1) at-large member; and

(B) Six (6) interest-based appointees shall be appointed by the Board:

(1) Environmental representative (from an organization with a presence in the Basin);

(2) Rural residential well owner;

(3) Business community;

(4) Agricultural interest (surface water or groundwater user);

(5) At-large community representative (hydrologist/geologist preference); and

(6) At-large community representative.

(ii) The Board shall appoint members to fill the interest-based seats based on applications to the Board made by interested individuals from the community or local organizations.

(A) The Board encourages interest groups to work together to recommend a single candidate to fill that interest's seat.

(B) The Board will give strong consideration to appointing candidates that have the backing of multiple organizations or individuals within that interest group and familiarity with groundwater and its management. The Board will also give preference to applicants with experience working with diverse community-based groups.

(C) For the at-large community representative, the GSA board will give strong preference to applicants who live or work within a Sonoma Valley Disadvantaged Community (as defined in SGMA), and to applicants that can represent the interests of disadvantaged populations or interests that are otherwise under-represented on the Advisory Committee.

(iii) The Board will establish a timeline and process for appointment of the initial advisory committee following GSA formation. The initial Advisory Committee appointments will include six (6) seats with three-year terms (interest-based

categories) and six (6) seats with two-year terms (at-large). Following initial committee appointment, all terms will be two (2) years.

(iv) Appointees are not term-limited; however, they must apply for each term.

(v) If a vacancy occurs for an interest-based seat before the end of the term, the Board will appoint a new individual to complete the term. At-large vacancies shall be filled by the appointing Member.

(vi) By supermajority vote, the Board may add one or more additional interest-based appointee positions to the Advisory Committee.

(vii) The Board can remove an interest-based committee member by vote if member is not performing responsibilities.

(c) ***Committee Work***

(i) Pursuant to Board direction, GSA staff will develop the annual work plan and schedule for committee meetings. The Advisory Committee shall adopt a charter and appoint a chairperson and vice-chairperson.

(ii) To inform Board decision-making, the Advisory Committee shall provide written recommendations in reports. The recommendation reports shall identify areas of agreement and disagreement. The committee shall strive for consensus when possible, but reaching consensus is not necessary. Consensus means that everyone can at least "live with it." When unable to reach a consensus on recommendations, the committee will outline the areas in which it does not agree, providing some explanation to inform Board decision-making.

(iii) The committee may request that one or more committee members present its recommendations to the Board, including areas of agreement and disagreement, consistent with committee deliberations.

(iv) The Board shall consider advisory committee recommendations when making decisions. If the governing board does not agree with the recommendations of the Advisory Committee, the governing board shall state the reasons for its decision.

ARTICLE VII
CODE OF ETHICS

7.1. **INTEGRITY**

A Director must make every reasonable effort to avoid placing themselves under any financial or other obligation to any individual or organization that might reasonably be thought to influence the Director's performance of his or her duties.

7.2. **LEADERSHIP**

A Director has a duty to promote and support the key principles by leadership and example and to maintain and strengthen the public's trust and confidence in the integrity of the Sonoma Valley GSA.

7.3. **SELFLESSNESS**

A Director has a duty both ethically and legally to make decisions solely in the public's interest. A Director must not act in order to gain financial or other benefits for themselves, their family, friends or business interests. This means making decisions because they benefit the Sonoma Valley GSA and the public it serves, not because they benefit the decision maker.

7.4. **OBJECTIVITY**

A Director shall endeavor to make decisions solely on merit, free from bias and in accordance with the Director's statutory and ethical obligations when carrying out public business.

7.5. **ACCOUNTABILITY**

A Director is accountable to the public for their decisions and actions, preparing and researching as necessary to understand matters before the Board, and must consider issues on their merits, taking into account the views of others.

7.6. **OPENNESS**

A Director has a duty to be as open as possible about their decisions and actions and give reasons for decisions.

7.7. **HONESTY**

A Director has a duty to act honestly. As required by law, a Director must disclose any private interests relating to his or her public duties and take steps to resolve any conflicts arising in such a way that protects the public's interest and/or recuse/disqualify himself or herself from taking any action which would constitute a conflict of interest.

7.8. **RESPECT**

A Director must treat others with respect at all times, regardless of policy or personal disagreements, and observe the rights of other people. A Director must treat fellow Directors, officials, staff, customers and the public with courtesy and civility.

7.9. **TRAINING**

Directors are required by law to take ethics training every two (2) years. No cost training is available on the Fair Political Practices Commission (FPPC) website. Note that there is a minimum two (2) hour training requirement before taking the accompanying FPPC website test. After completing the test, Directors must print out and sign the "Online Proof of Participation Certificate" and return to the Board Secretary or Deputy Secretary.

Directors are also required by law to take sexual harassment training every two (2) years, and must provide evidence of participation to the Board Secretary or Deputy Secretary.

7.10. **VIOLATION OF CODE OF ETHICS OR CONDUCT**

An actual or perceived violation of this policy by a Director should be referred to the Chairperson of the Board or the full Board of Directors for investigation and consideration of any appropriate action. Appropriate action depends on the circumstances of the actual or perceived violation. Depending on the nature of the alleged violation, the Board may, as appropriate, determine a specific remedy or report the alleged violation to an appropriate authority. In all cases, the Board will pursue a course consistent with applicable legal requirements, the public's interest, and the best interests of the Board and the Sonoma Valley GSA.

ARTICLE VIII
USE OF CONFIDENTIAL INFORMATION

8.1. **CONFIDENTIAL INFORMATION; DISCLOSURE**

A Director is not authorized, without approval of the Board of Directors, to disclose information that qualifies as confidential information to a person not authorized to receive it. Under applicable provisions of law, information qualifies as confidential if it (1) has been received for, or during, a closed session meeting of the Board, (2) is protected from disclosure under attorney/client or other evidentiary privilege, or (3) is not required to be disclosed, or disclosure is prohibited, under the California Public Records Act.

8.2. **EXCEPTIONS**

(a) This section does not prohibit a Director from taking any of the following actions:

(i) making a confidential inquiry or complaint to a Sonoma Valley GSA attorney or grand jury concerning a perceived violation of law, including disclosing facts to a Sonoma Valley GSA attorney or grand jury that are necessary to establish the alleged unlawfulness of an action taken by the Sonoma Valley GSA, an elected official or employee; or

(ii) expressing publicly an opinion concerning the propriety or lawfulness of any action taken or considered by the Sonoma Valley GSA in closed session, including disclosure of the general nature of the allegedly unlawful action; or

(iii) disclosing non-confidential information which may be acquired during a closed session.

(b) Prior to disclosing confidential information pursuant to (i)-(iii), above, Directors shall first bring the matter to the attention of Legal Counsel, the Chairperson, or the full Board to provide the Board an opportunity to cure an alleged violation, unless doing so would itself constitute a violation of law, court order, or any other statutory obligation.

8.3. **CRIMINAL LIABILITY**

A Director who willfully and knowingly discloses confidential information received in the course of his or her official duties for monetary gain may be guilty of a misdemeanor under Government Code section 1098.

ARTICLE IX
IMPROPER ACTIVITIES; REPORTING; "WHISTLEBLOWER" PROTECTION

9.1. **ADMINISTRATOR'S OVERSIGHT RESPONSIBILITY**

The Administrator has primary responsibility for (1) ensuring compliance with the Sonoma Valley GSA's Personnel Manual, and ensuring that Sonoma Valley GSA employees do not engage in improper activities, (2) investigating allegations of improper activities and reporting these allegations to the Board as appropriate, and (3) taking appropriate corrective and disciplinary actions and reporting these actions to the Board as appropriate.

9.2. **BOARD OVERSIGHT**

The Board has a duty to ensure that the Administrator is operating the Sonoma Valley GSA according to law and the policies approved by the Board. Directors are encouraged to fulfill their obligation to the public and the Sonoma Valley GSA by disclosing to the Administrator, to the extent not prohibited by law, court order, or other statutory obligation, any improper activities within their knowledge.

9.3. **NON-INTERFERENCE WITH CORRECTIVE ACTION; BOARD INTERVENTION**

Directors shall not interfere with the Administrator's responsibilities in identifying, investigating and correcting improper activities, unless the Board determines that the Administrator is not properly carrying out these responsibilities and further determines to take additional actions as it deems appropriate to protect the Sonoma Valley GSA and the public interest.

9.4. **PROTECTION FROM RETALIATION**

A Director shall not directly or indirectly use or attempt to use the authority or influence of his or her position for the purpose of intimidating, threatening, coercing, commanding or influencing any other person for the purpose of preventing such person from acting in good faith to report or otherwise bring to the attention of the Administrator of the Board any information that, if true, would constitute: a work-related violation by a Director or Sonoma Valley GSA employee of any law or regulation; gross waste of Sonoma Valley GSA funds; gross abuse of authority; a specified and substantial danger to public health or safety due to an act or omission of a Sonoma Valley GSA official or employee; use of a Sonoma Valley GSA office or position or of Sonoma Valley GSA resources for personal gain; or a conflict of interest of a Sonoma Valley GSA Director or Sonoma Valley GSA employee.

A Director shall not use or threaten to use any official authority or influence to effect any action as retaliation against a Sonoma Valley GSA Director, Sonoma Valley GSA employee, or member of the public who reports or otherwise brings to the attention of the Administrator any information

regarding the subjects described in this section. (Gov. Code, §§ 53298 and 53298.5; Lab. Code, §§ 1102.5 et seq.)

ARTICLE X
FAIR AND EQUAL TREATMENT

10.1. NON-DISCRIMINATION

Directors, in the performance of their official duties and responsibilities, will not discriminate against or harass any person on the basis of race, religion, color, creed, age, marital status, national origin, ancestry, gender, sexual orientation, medical condition or disability.

10.2. EQUAL TREATMENT

A Director will not grant any special consideration, treatment or advantage to any person or group beyond that which is available to every other person or group in similar circumstances.

ARTICLE XI
PROPER USE AND SAFEGUARDING OF SONOMA VALLEY GSA PROPERTY AND RESOURCES

The California Constitution prohibits a Director from making a "gift of public funds" by utilizing or permitting the use of Sonoma Valley GSA owned vehicles, equipment, telephones, materials or property for his or her personal benefit or for the benefit of third parties without legal authorization. A Director will not ask or require a Sonoma Valley GSA employee to perform services for the personal benefit or profit of a Director. Each Director must protect and properly use any Sonoma Valley GSA asset within his or her control, including information recorded on paper or in electronic form. Directors will safeguard Sonoma Valley GSA property, equipment, moneys, and assets against unauthorized use or removal, as well as from loss due to criminal act or breach of trust.

ARTICLE XII
INSURANCE

12.1. LIABILITY COVERAGE

The Sonoma Valley GSA maintains Public Officials Errors and Omissions Liability coverage that insures the Sonoma Valley GSA's Board and Officers against claims made against them for "breach of duty" occurring through negligence, error or unintentional omission in the performance of their official duties. However, Directors may be personally responsible for a willful misconduct or willful breach of Sonoma Valley GSA Policies and Procedures.

12.2. WORKERS COMPENSATION

To the extent required by law, the Sonoma Valley GSA shall maintain worker's compensation insurance or its lawful equivalent at the statutory limit. Prior to the hiring of any employees, the Sonoma Valley GSA shall also procure Employer's Liability Coverage, and shall maintain such coverage for so long as the Sonoma Valley GSA has employees.