

**BYLAWS  
OF THE  
DUDLEY RIDGE WATER DISTRICT**

**Adopted February 13, 2019**

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OF THE  
DUDLEY RIDGE WATER DISTRICT**

**ARTICLE I  
ORGANIZATION**

1.01 **Name.** The name of the district is Dudley Ridge Water District (hereinafter referred to as the “District”).

1.02 **District Powers.** The District powers shall be those established pursuant to the California Water District Law and shall be exercised by, under, and by virtue of the authority of the Board of Directors (the “Board”). All powers for the management, governance and control of the District and its affairs, not by law or these Bylaws conferred upon any other person, officer, or official are hereby reserved in the Board of the District to the maximum extent permitted by law.

1.03 **Bylaws.** The Bylaws of the District were originally adopted on September 26, 1962. The original bylaws were amended on January 17, 1967, December 26, 1967, January 29, 1975, and December 16, 1992. The December 16, 1992 by-laws are amended and restated herein. A copy of the District’s Bylaws shall be kept at the District’s Principal Office and shall be open to inspection by the public at all reasonable times during office hours. As provided for in Section 8.01 below, the Bylaws of the District may be amended, added to, or repealed by a two-thirds (2/3<sup>rd</sup>s) vote of the Board of Directors (“Board”) at any meeting of the Board, providing notice of the proposed change or changes is in the notice of the regular or special meeting.

**ARTICLE II  
OFFICES**

2.01 **Principal Office.** The principal office for the transaction of the activities and affairs of the District (“Principal Office”) is located at 286 W. Cromwell Avenue, Fresno, California 93711. The Board may change the Principal Office from one location to another. This Section may be amended to state the new location.

2.02 **Board Meeting Location.** The principal location of the Board meetings will be at 286 W. Cromwell Avenue, Fresno, California 93711.

2.03 **Other Offices.** The Board may at any time establish branch or subordinate offices at any place or places, within or outside the District’s boundaries, where the District is qualified to conduct its activities.

**ARTICLE III  
DIRECTORS**

3.01 **Governing Board.** The District shall be governed by a five-person Board composed of Directors, elected at-large by the eligible landowners.

3.02 **Qualifications.** Each Director must be a holder of title to land in the District or the legal representative of a landholder. If the landholder is something other than a natural person, the presiding officer or manager, or a person selected by resolution of its board of directors, may serve as a Director. Directors and officers of the District must be eighteen (18) years of age and be otherwise qualified in accordance with California law.

3.03 **Director Terms.** The term of office for each Director is four (4) years, with two Directors terms ending in one even-numbered year and the other three Director terms ending in the following even-numbered year.

3.04 **Vacancies.** Should a vacancy occur or be found to exist in the office of a Director, the vacancy may be filled by the Board within sixty (60) days immediately subsequent to the effective date of such vacancy, and a notice of the vacancy shall be posted in three (3) conspicuous places in the District at least fifteen (15) days before the appointment is made. The person appointed to fill the vacancy shall fill the balance of the unexpired term of their predecessor as provided by law.

3.05 **Compensation.** No compensation shall be paid to a Director, nor shall a Director be reimbursed for any personal expense incurred by that Director in connection with the performance of his or her duties as a Director of the District.

3.06 **Officers.** The officers of the District are the President, Vice-President, Secretary, and a Treasurer, if any. The offices of Secretary and Treasurer may be held by the same person. Officers may delegate certain duties and responsibilities to staff in accordance with these Bylaws and/or Board resolutions, and in compliance with all applicable laws.

(a) The Board shall, at its first regular meeting following the District general election, elect a President, Vice-President, and Secretary from among its members. The Vice-President shall assume the responsibilities of the President in the absence of the President.

(b) The Board may appoint a General Manager (or Manager-Engineer) under whose general supervision and control the activities of the District shall be conducted. The General Manager has such other powers and duties as may be prescribed by the Board or these Bylaws.

(c) The Secretary will (i) keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of summary minutes of all meetings and actions of Directors and committees of the District, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at such meetings and the proceedings of such meetings; and (ii) give, or cause to be given, notice of all meetings of the Board and committees of the District required by the Bylaws to be given. The Secretary has such other powers and may perform such other duties as may be prescribed by the Board.

(d) The Board shall designate a qualified person to act as the Treasurer of the District. In the event that the person designated by the District is not a member of the Board, the person serving as Treasurer may be reasonably compensated for

performing such work. In the event that the person designated by the District to perform such services is an employee of a Member, the governing body of that Member shall determine the reasonable charges to be made against the District for the services of Treasurer. The person holding the position of Treasurer of the District shall have charge of the depositing and custody of all funds held by the District. The Treasurer shall perform such other duties as maybe imposed by provisions of applicable law, including those duties described in Government Code section 6505.5, and that may be prescribed by the Board or these Bylaws.

Officers may delegate certain duties and responsibilities to staff and/or consultants in accordance with these Bylaws and/or the Board's resolutions, and in compliance with all applicable laws. In addition to, or in lieu of, hiring employees, the District may engage one or more third parties to manage any or all of the business of the District on terms and conditions acceptable to the Board. Any third party so engaged shall have such responsibilities as are set forth in the contract for such third party's services.

#### **ARTICLE IV** **MEETINGS**

4.01 **Regular Meetings.** The Board shall hold regular meetings during the calendar year. Such meetings shall be on the second Wednesday of every calendar month commencing at the hour of 1:00 p.m., or the Board may annually adopt a schedule of regular meetings at the beginning of the calendar year. The Board, by resolution entered upon its minutes, may change the date and time of the regular meeting at any time.

4.02 **Special Meetings.** Special meetings of the Board may be called at any time by the President or by three (3) members of the Board, subject to a five (5) day notice prior to the time of the meeting. The order shall specify the business for which the special meeting is called and no other business shall be transacted at that meeting.

4.03 **Compliance with the Ralph M. Brown Act.** All regular and special meetings of the District's Board shall comply with the Ralph M. Brown Act codified at California Government Code sections 54950 *et seq.*, as amended.

4.04 **Quorum.** A simple majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business and a simple majority vote of that quorum shall be required for action to be taken.

4.05 **Committees.** The Board may establish standing committees and ad hoc committees as it deems necessary. The Board shall establish membership of those committees. The Board may also dissolve any committee it deems to be no longer necessary.

#### **ARTICLE V** **FISCAL YEAR**

5.01 **Fiscal Year.** The fiscal year for the District shall begin on January 1<sup>st</sup> and end December 31<sup>st</sup> of each year. The District may change the fiscal year by a majority vote of the Board of Directors.

**ARTICLE VI**  
**CONFLICTS OF INTEREST**

6.01 **Conflicts of Interest.** Pursuant to Government Code section 1090, Directors and Officers shall not have an interest in any contract made by the District.


**ARTICLE VII**  
**REVIEW AND AMENDMENT**

7.01 These Bylaws shall be reviewed biennially and may be altered, amended, repealed, added to or deleted from, at any regular or special meeting of the Board, with the consent of two-thirds (2/3<sup>rd</sup>s) vote of the Directors.

**CERTIFICATE OF ADOPTION**

I, the undersigned, certify that I am the duly appointed and authorized Secretary of the DUDLEY RIDGE WATER DISTRICT, a California Water District (the "District"), and the above stated Bylaws are the Bylaws of this District as approved by the Board of Directors on the 13<sup>th</sup> day of February, 2019.

IN WITNESS WHEREOF, I have executed this Certificate on this 13<sup>th</sup> day of February, 2019.

  
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Steve Jackson, Secretary  
Dudley Ridge Water District