

**BYLAWS
OF THE
TUOLUMNE CITY SANITARY DISTRICT**

Revised April 7, 2010

BYLAWS
OF THE
TUOLUMNE CITY SANITARY DISTRICT

ARTICLE I

NAME

This unit of local government shall be known as the Tuolumne City Sanitary District (“District”), with powers and territorial boundaries as prescribed in its formation and powers documents and proscribed by law.

ARTICLE II

PURPOSE

The purposes of the District, as approved by law, include the following:

- A. To provide sewer service within the boundaries of the District in accordance with applicable laws;
- B. To serve the residents of the District, in the manner provided by law.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Number.

The governing body of the District shall consist of five (5) elected Directors, each of whom shall serve for a term of four (4) years. Such terms of office are established on a staggered basis.

Section 2. Compensation.

The Board of Directors shall not receive compensation for attending meetings of the District. Reimbursement of any expenses incurred by a Board Member shall be decided on a case by case basis and subject to approval of a majority vote of the Board of Directors.

Section 3. Vacancies.

- A. Vacancies on the Board of Directors shall be filled in accordance with Government Code § 1780.
- B. Vacancies shall be deemed to exist as provided in Government Code § 1770.

Section 4. Resignation.

A Director may resign at any time by giving written notice to the Board of Directors, to the President, or to the Secretary of the Board. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IV

OFFICERS

Section 1. Elected Officers.

The elected officers shall be chosen by the Board of Directors from among the five (5) members of the Board of Directors and shall consist of a President (who may be called "Chair"), a Vice-President (who may be called "Vice-Chair").

Section 2. Terms of Elected Officers.

Elected Officers of the Board of Directors, as provided in Article IV, Sec. 1, shall be elected by the Board of Directors at the January regular meeting each year and shall serve for one (1) year, said term to commence immediately upon election. All elected officers shall be eligible to serve successive terms.

Section 3. Duties of Elected Officers.

- A. President.
 - 1. Shall preside at all meetings of the Board of Directors and such other meetings approved by the Board.
 - 2. Shall serve as official spokesperson for the Board of Directors.
 - 3. Shall appoint such committees and other working groups as prescribed by the Board of Directors.

4. Shall designate Directors or others to represent the Board of Directors at various meetings, hearings, and conferences.
 5. Shall co-sign all checks for warrants drawn by the Treasurer and approved by the Board of Directors.
 6. Shall perform such other duties as necessary to carry out the work of the Board of Directors.
 7. Shall perform such duties as prescribed by law.
- B. Vice-President.
1. Shall serve in the absence of the President.

ARTICLE V

APPOINTED OFFICERS

Section 1. Appointed Officers:

- A. The appointed officers of the District may be the General Manager and a Secretary, who may be the same person, but neither of whom shall be a Director. The duties of the appointed officers shall be as specified in law, and as directed by the Board of Directors.
- B. The Board of Directors may appoint such other officers as it deems necessary.

Section 2. General Manager Duties.

The general manager may be employed by the Board of Directors to run the day-to-day business of the District.

Duties of the general manager (GM) may include, but are not limited to:

- A. Prepare a detailed job description of the general manager.
- B. Prepare detailed job descriptions for all employees of the District. These must be updated and reviewed by the Board of Directors as any new functions are added.
- C. In preparation for Board review, do an annual evaluation of employees.
- D. Spend the major portion of his/her time on the items in the detailed job description of the GM.

- E. Dispatch District employees or the contractor hired for operations on all water and wastewater problems in the District that require fieldwork. The GM will respond only if the situation is too complicated for the contractor hired for operations to handle.
- F. Prepare and maintain a current timeline for all major projects, such as, but not limited to, potable water treatment, wastewater plants, land acquisitions, modular meeting building, pipe replacements, water reclamation and conservation.
- G. Establish regular office hours and ensure that there is at least one person in the office during those hours.
- H. Such other duties as may from time to time be assigned by the Board of Directors.

Section 3. Board Secretary's Duties.

The Board Secretary is employed by the Board of Directors to prepare and post all Board and committee agenda in accordance with the California Ralph M. Brown Act, take minutes at all Board meetings, maintain the District's records, and respond to any requests for records

ARTICLE VI

MEETINGS

Section 1. Regular and Special Meetings.

- A. The Board of Directors shall hold a regular meeting on the first (1st) Wednesday of each month, at the District Office located at 18050 Box Factory Road, Tuolumne, California 95379. Such regular meetings shall be for considering reports of the affairs of the District and for transacting such other business as may be properly brought before the meeting. Such meetings may be altered as to date, time and place, as provided for in a motion or Resolution adopted by the Board.
- B. Special meetings may be called in accordance with the California Ralph M. Brown Act.
- C. All meetings shall be conducted in accordance with the Ralph M. Brown Act.

Section 2. Quorum.

The Board of Directors shall be empowered to conduct the business of the District whenever there is present at a properly called meeting, a quorum, as defined as comprising a majority of the existing Directors; normally three (3); except as otherwise provided by law.

Section 3. Voting.

- A. Voting shall only be conducted at proper noticed meeting where a quorum has been established and members are physically present.
- B. Voting shall be by voice, show of hands, or roll call vote.

Section 4. Notice of Regular and Special Meetings.

- A. Notices of regular meetings shall be provided in writing to each Director by depositing the notice and agenda packet in the Director's mail box located in the District's business office at least four (4) calendar days prior to such meetings. A Director may request that the notice and agenda packet be mailed to his/her home address at least four (4) calendar days prior to such meetings. Such notices shall specify the place, the day, and the hour of the meeting and accompanying the notice shall be a copy of the agenda for that meeting.
- B. In the case of special meetings, the notice, written or by telephone, shall specify the specific nature of the business to be transacted.
- C. If the Board of Directors schedules a special meeting at the request of a member of the public, it may condition the scheduling of the meeting upon the member depositing with the District at least one day prior to the meeting the amount of compensation for each Director as set forth in Article III, Section 2 of these By-laws, together with any other costs the District will incur in holding the special meeting.

Section 5. Meeting Agendas.

Items may be added to the agenda for a future meeting as follows:

- During a regular or special Board of Directors meeting, any Board Member may direct staff to add an item to the agenda for a future Board meeting;
- During a regular or special Board meeting, the Board, by majority vote, add an item to the agenda for a future Board meeting;
- By the General Manager and District Counsel any time prior to the posting of the agenda;
- By the President of the Board of Directors any time prior to the agenda being posted;
- The President shall have the right to remove any item placed on the agenda by the General Manager or District Counsel prior to the agenda being posted; and

- In any manner in accordance with the Brown Act in Government Code Section 54950;

ARTICLE VII

PAYMENTS, CONTRACTS, AND REPORTS

Section 1. Payments.

All checks, warrants, drafts, or other orders for payment of money, notes, or other evidences of indebtedness approved by the Board of Directors and issued in the name of, or payable to, the District, shall be signed or endorsed by both the President and Vice President, or by the Vice president and one other Director, or, in the absence of the President and Vice President, any two Directors. The Finance Committee shall have the authority to approve the payment of any bills and indebtedness that it finds would be late by the time of the next regular meeting of the Board of Directors.

Section 2. Contracts.

The Board of Directors, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of, and on behalf of, the District. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the District by any contract or engagement, to pledge its credit, or to render it liable for any purpose or to any amount.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

Rosenberg's Rules of Order, current edition or such other authority as may be subsequently adopted by resolution of the Board of Directors, shall apply to all questions of procedure and parliamentary law not specified in these Bylaws or otherwise by law. The section of Rosenberg's Rules of Order entitled "The Motion to Reconsider" shall not apply to District meetings.

ARTICLE IX

AMENDMENTS

The Bylaws may be repealed or amended, or new Bylaws may be proposed, by resolution and the affirmative vote of the majority of the Board of Directors at any regular meeting of the Board, provided notice of such proposal shall have been mailed to each Director at least four (4) days prior to the meeting at which the matter is to be acted upon.