

**BYLAWS OF THE  
EASTON COMMUNITY WATER SYSTEM AUTHORITY**

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**SECTION I - NAME AND LOCATION**

- 1.01 The name of this organization is the Easton Community Water System Authority (the "Authority"). The Authority was established by a Joint Exercise of Powers Agreement by and between the Washington Colony School District and the Washington Unified School District dated April 14, 2015 (the "JPA"). The JPA was entered into pursuant to the Joint Exercise of Powers Act found at California Government Code sections 6500, et seq. (the "Law"). A copy of the executed JPA is attached hereto.
- 1.02 The office of the Authority shall be located in Offices of the Washington Unified School District, 7950 South Elm Avenue, Fresno, California 93706.

**SECTION II - PURPOSES**

- 2.01 Pursuant to the JPA, the purposes of the Authority have been described as follows:
- A. **Water System of Washington Colony School District.** Washington Colony School District ("WCSD") owns and operates a public water system serving its Washington Colony School campus, located at 130 East Lincoln Avenue, between South Elm Avenue and State Route 41, in the community of Easton, with potable water for drinking and irrigation purposes. The Water system consists of 2 ground water wells (primary and stand-by) located on the school property, together with pumps, distribution piping, pressure system, and related equipment. At present, both ground water wells meet all primary and secondary drinking water standards for a community water system.
- B. **Water System of Washington Unified School District.** Washington Unified School District ("WUSD") owns and operates a public water system serving its Washington Union High School campus, located on the west side of South Elm Avenue at 6041 South Elm Avenue in the community of Easton. WUSD currently owns three domestic wells that supply potable water for domestic and irrigation uses, together with pumps, distribution piping, pressure system, and related equipment. Two of the wells are located at Washington Union High School and a third is located at the Easton High School. The well located at Easton High is used for supplying water to classrooms, rest-rooms, and concession stands. This well is also used for irrigation of the athletic fields. Washington Unified has been notified by the California Department of Public Health ("CDPH") to stop domestic water supply from the well at the Easton High School due to levels of DBCP above the maximum contaminant level ("MCL"). Washington Unified is planning the construction of a new domestic well at this site to meet the DBCP MCLs, unless another source of potable water becomes available, such as through a connection to WCSD's primary well.

- C. **Easton Community Water Needs.** Aside from the separate water systems operated by the WCSD and WUSD, the community of Easton has no community water system west of State Route 41 and each parcel of property in the community must provide its own potable water source in the form of individual wells, pumps, piping, and pressure systems. As more ground water is pumped from the individual wells, the elevation of potable water continues to drop and so wells must be deepened or re-placed at considerable expense to property owners. The presence of coliform bacteria has been a recurring issue in private wells and public wells (churches, schools, businesses) for many years. CDPH suspects that area wells are contaminated with uranium and gross alpha radiation above the MCL. In addition, the lack of a community water system means the community cannot be served by a system of public fire hydrants that would provide fire protection to the parcels, businesses, institutions, and residents of the community.
- D. **Community Water System.** WCSD and WUSD have determined that it is in the public interest for them to establish a Joint Powers Authority as a legal entity that can work with State Agencies, members of the Easton community, with the Easton Community Services District if that District is amenable, and others to develop, own, and operate a joint public community water system capable of serving their respective school campuses, as well as residential and non-residential parcels in the Easton community in need of potable water for drinking, irrigation, and fire protection purposes (the "Easton Community Water System").
- E. **Intent of JPA.** WCSD and WUSD entered into the JPA in order to exercise their common powers under the law to secure funding for, construct, own, and operate the Easton Community Water System.
- F. **Purpose of JPA.** The purpose of the JPA is (i) to create a mechanism for WCSD, WUSD, and any other member agencies or organizations, collectively, to pursue funding for the Easton Community Water System; and (ii) to limit the liability to any single member agency/organization; and (iii) to create efficiencies in the planning, designing, construction, ownership, and operation of the Easton Community Water System.

### SECTION III - ACTIVITIES

- 3.01 The Authority may engage in any of the following activities in furtherance of its purposes:
  - A. Except as expressly limited by the JPA, to exercise the powers of joint powers agencies specified in the Law, section 6508, and to enjoy the privileges and immunities set forth in the Law, section 6513.
  - B. To exercise any of the powers and duties of the member agencies/organizations and other federal, state, and local law necessary to accomplish its purposes.

- C. To indemnify any or all of the member agencies/organizations in the manner described in Section 5 of the JPA.
- D. To contract with professional engineers, accountants, attorneys, water experts, fee consultants, or other advisors as the Board of Directors deems necessary and appropriate, including accepting the assignment of such contracts from a Member.
- E. To reimburse a member agency/organization for costs advanced or expenses previously incurred with respect to the Project, to the extent allowed by law.

#### **SECTION IV – BOARD OF DIRECTORS**

- 4.01 The Authority shall be governed by the Board of Directors (the “Board”). The Board shall be deemed, for all purposes, the policy making body and governing board of the Authority. All of the powers of the Authority, except as may be expressly delegated to others pursuant to the provisions of applicable law, the JPA, or by direction of the Board, shall be exercised by and through the Board.
- 4.02 The initial members of the Board of Directors (each a “Director,” and collectively, the “Directors” or the “Board”) shall consist of the following WCSD and WUSD representatives: 2 Directors appointed by the Board of Trustees of the WCSD, who shall be members of the WCSD Board of Trustees, the WCSD Superintendent, or another officer or employee of WCSD, and 2 Directors appointed by the Board of Trustees of WUSD, who shall be members of the Board of Trustees, or the WUSD Superintendent, or another officer or employee of WUSD. These 4 Directors shall select another person to be the fifth Director from the community of Easton, who may, but need not be, an officer or employee of a Member.
- 4.03 Each Director appointed by a member of the JPA shall be appointed for a 2-year term beginning January 1 of each odd numbered year, with no limit on the number of terms a Director may serve, and each Director shall at all times serve at the pleasure of that Director’s appointing authority. The appointed Director from the community of Easton shall be appointed for a 4-year term beginning January 1 of each even numbered year that is equally divisible by four(4). A Director who serves on the Board ex-officio (i.e., by virtue of the Director’s membership on the governing board of, or of the Director’s employment by, a member agency/organization) shall automatically cease to be a Director upon termination of the Director’s position with the Member. If there is a vacancy on the Board for any reason, then the appointing authority whose representative has vacated the Board shall appoint a replacement to complete the term for such Director. Directors shall not receive additional compensation for serving on the Board.
- 4.04 If a member is added to the JPA in accordance with Section 6 therein, then unless otherwise agreed by the parties to the JPA, each such added Member shall be entitled to appoint 2 representatives, who shall be members of the added Member’s governing board, or their designees, to serve as Directors and the total number of Directors shall be increased accordingly.

- 4.05 Directors may not hold any incompatible office or position during their term of membership on the Board, as those terms are defined in Article 4.7 of Division 4 of Title I (commencing with section 1125) of the Government Code, and shall abide by the conflict of interest prohibitions contained in Article 4 of Division 4 of Title I (commencing with section 1090) of the Government Code.
- 4.06 Each Member agency/organization appointing Directors to the Board, including the Directors appointing a fifth Director under Section 4.02 above, may also appoint one or more alternates to take the place of its Directors at meetings from which those regular Directors are absent. Each Alternate Director attending a meeting of the Board in the place of an absent Director shall be counted for purposes of establishing a quorum under Section 5.05 below and may vote on all matters before the Board in the place of the absent Director. Alternate Directors shall be appointed, serve, and be replaced under the same provisions of the JPA and these Bylaws, and shall have all of the same rights and duties when serving in place of an absent Director, as the regular Directors.
- 4.07 The Officers of the Board shall be a Chairperson, a Vice Chairperson, and a Secretary. The Chairperson and Vice Chairperson must be members of the Board, and shall be elected to their respective positions by the members of the Board. The Secretary shall be elected or appointed by Board and need not be a member of the Board. The Officers of the Board shall be elected at the first meeting of each odd numbered year, and shall begin their terms as officers immediately upon their election or appointment. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Elected and appointed officers may serve as many successive terms as the Board of Directors deems appropriate. Any officer may be removed by a majority vote of the Board of Directors at any meeting at which a quorum is present whenever, in their judgment, the best interests of the Authority would be served thereby. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson or Secretary of the Authority. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any Officers of the Board caused by the death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors for the unexpired portion of the term of the office.
- 4.08 **Duties of the Chairperson.** The duties of the Chairperson are to:
- A. Preside at meetings of the Board.
  - B. Appear before public and other bodies to present and discuss the official actions of the Authority.
  - C. Sign resolutions, minutes and other documents for the Authority upon approval of and as directed by the Board
  - D. Undertake such other duties as may be assigned by the Board.

4.09 **Duties of the Vice Chairperson.** The duties of the Vice Chairperson are to:

- A. Undertake the Chairperson's duties in the absence of the Chairperson.
- B. Undertake such other duties as may be assigned by the Board.

4.10 **Duties of the Secretary.** The duties of the Secretary are to:

- A. Record and maintain action minutes of all meetings of the Board.
- B. Distribute minutes of all meetings of the Board to all Authority members, to the Board of Directors, and to WUSD staff for posting on the Authority's Internet website (if any).
- C. Distribute Board meeting agendas to all Authority members, to all Directors, to all other persons requesting copies of the agenda so that provisions of the Brown Act are followed, and to WUSD staff for posting on the Authority's Internet website (if any).
- D. Distribute all Authority reports to all Authority members, to the Board of Directors, and to WUSD staff for posting on WUSD's Internet website (if any).
- E. Keep all documents officially received by the Authority in the course of its business, and to forward copies of all such documents to WCSD and WUSD staff.
- F. Prepare all necessary correspondence of the Authority.
- G. Arrange and coordinate meeting locations and teleconferences of the Board.
- H. Undertake such other duties as may be assigned by the Board.

## **SECTION V - BOARD MEETINGS**

5.01 **Regular Meetings.** Except as otherwise ordered by the Board, the Board shall hold four regular meetings each year, on the 4<sup>th</sup> Thursday of the months of April, July, October, and January, unless the 4<sup>th</sup> Thursday of the month falls on a holiday, in which case the regular meeting for that month shall be on the Thursday preceding the 4<sup>th</sup> Thursday of the month. The date upon which, and the hour and place at which, each such regular meeting shall be held shall be fixed by order of the Board. To the extent permitted by the Ralph M. Brown Act ("Brown Act"), such meetings may be held by teleconference.

5.02 **Special Meetings.** Special meetings of the Board may be called in accordance with the provisions of the Brown Act, as amended or supplemented from time to time. To the extent permitted by the Brown Act, such meetings may be held by teleconference.

- 5.03 **Notice.** All meetings of the Board shall be called, noticed, held, and conducted subject to the provisions of the Brown Act.
- 5.04 **Minutes.** The Secretary of the Board shall cause minutes of all meetings of the Board to be kept and shall, as soon as possible after approval, cause a copy of the minutes to be forwarded to District staff for posting on the JPA internet website [www.eastonwater.org](http://www.eastonwater.org).
- 5.05 **Quorum.** A majority of the Board members shall constitute a quorum for the transaction of business, except that less than a quorum may adjourn from time to time.
- 5.06 **Voting.** Each Board member shall be entitled to one vote. No action shall be taken by the Board except upon the affirmative vote of the majority of those Board members present and voting.
- 5.07 **Robert's Rules of Order.** Robert's Rules of Order shall be the parliamentary rules of the meetings.

## SECTION VI – AUTHORITY OFFICERS

- 6.01 **Authority Auditor.** There shall be an Auditor of the Authority. Initially, the Auditor of the Authority shall be the Chief Business Official of WCSD. The Board may, at any time, appoint someone other than the Chief Business Official of WCSD as the Auditor of the Authority in accordance with applicable law. The Auditor, with the approval of the Board, shall contract with an independent certified public accountant or firm or certified public accountants to make an annual audit of the accounts and records of the Authority, and a complete written report of such audit shall be filed as public records annually, within six (6) months of the end of the fiscal year under examination, with each of the Parties to the Agreement. Such annual audit and written report shall comply with the requirements of Section 6505 of the Law. The cost of the annual audit, including contracts with, or employment of such independent certified public accountants in making an audit pursuant to this Agreement shall be a charge against the funds of the Authority available for such purpose. The Board, by unanimous vote, may replace an annual audit with a special audit covering a two-year period. The Auditor shall perform such other duties as are set forth in the JPA or specified by the Board.
- 6.02 **Authority Controller.** There shall be a Controller of the Authority. Initially, the Controller of the Authority shall be the Chief Business Official of the WUSD. The Authority may, at any time, appoint someone other than the Chief Business Official of the WUSD as the Controller of the Authority in accordance with applicable law. The Controller shall draw warrants to pay demands against the Authority when such demands have been approved by the Board or by any other person authorized to so approve such by this Agreement or by resolution of the Board. The Controller shall perform such duties as are set forth in this Agreement and such other duties as are specified by the Board. There shall be strict accountability of all funds and reporting of all receipts and disbursements. The Controller shall establish and maintain such procedures, funds, and accounts as may be required by sound accounting practices. The books and records of the

Authority in the hands of the Controller shall be open to inspection at all reasonable times by representatives of the Parties to this Agreement. The Controller shall assume the responsibilities, powers, and duties described in Section 6505.5 of the Law, including but not limited to: receive and receipt for all money of the Authority; be responsible upon an official bond as prescribed by the Board for the safekeeping and disbursement of all Authority money; pay, when due, out of money of the Authority, all sums payable, only upon warrants of the officer performing the functions of the Controller who has been designated by this Agreement or the Authority; verify and report in writing at each regularly scheduled board meeting the amount of money held for the Authority, the amount of receipts since the last report, and the amount paid out since the last report including financial activity and all transaction as of the end of the month prior to the regularly scheduled board meeting; and perform such other duties as are set forth in the JPA or specified by the Board.

- 6.03 **Appointment and Term of Office.** The officers of the Authority shall be appointed by the Board of Directors.
- 6.04 **Subordinate Officers.** The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.
- 6.05 **Removal and Resignation.** Any Authority Officer may be removed by a majority vote of the Board of Directors at any meeting at which a quorum is present whenever, in their judgment, the best interests of the Authority would be served thereby. Any Authority Officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson or Secretary of the Authority. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the Authority.
- 6.06 **Vacancies.** A vacancy in any Authority Office caused by the death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors. Vacancies occurring in Authority Offices of officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.
- 6.07 **Executive Director.** The Board may employ by contract or otherwise, an Executive Director who shall act as the Executive Director of the Authority to direct the day-to-day operations of the Authority. Serving at the will of the Board and subject to its policies, rules, regulations and instructions, the Executive Director shall have the powers described in the JPA and those delegated and assigned by the Board, including without limitation:
- A. To appoint, remove and transfer employees, if any, of the Authority, including management level officers, except for the Auditor, Controller, and Attorney of the Authority and such others as the Board may designate.

- B. To enforce all orders, rules and regulations adopted by the Board relating to the regulation, operation or control of funds, facilities, properties and apparatus of the Authority.
  - C. To enter into contracts or authorize other expenditures whenever the Board shall have approved and authorized any work, improvement or task and shall have budgeted or appropriated the necessary money.
  - D. To have custody of and accountability for all property of the Authority except money.
  - E. To act as the Secretary of the Board if so designated by the Board.
- 6.08 **Staff.** The Board shall have the power to appoint such other Authority officers and employees as it deems necessary and desirable in implementing and carrying out the purpose of the JPA. The Board may contract with JPA Members to fill any appointments with or to otherwise obtain the services of Authority officers and/or employees of the JPA Members.
- 6.09 **Attorney.** The Board shall contract for legal counsel to the Authority.
- 6.10 **Consultants.** Subject to the availability of funds, the Board may employ such consultants, advisors, and independent contractors as are deemed necessary and desirable in implementing and carrying out the purpose of the JPA.
- 6.11 **Reimbursement.** Officers and employees of the JPA Members (excepting Directors) designated in the JPA to provide services to the Authority shall be reimbursed by the Authority for their actual costs of providing such services. Any contracts with officers and employees of JPA Members for additional services shall first be approved by the JPA Member's governing board. In addition, additional services provided by officers and employees of the JPA Members pursuant to contracts with the Authority shall be paid for or reimbursed as provided in the contracts. Unless otherwise agreed, all such payments or reimbursements by the Authority shall be made after receiving an itemized billing for services rendered.

## SECTION VII – AUTHORITY COMMITTEES

- 7.01 **Executive Committee.** The Board may, by a majority vote of Directors then in office, designate two (2) or more of Directors (who may also be serving as officers of this Authority) to constitute an Executive Committee and delegate to such Committee any business and affairs of the Authority, except as otherwise provided by the Board.

The Committee shall keep regular minutes of its proceedings, cause them to be filed with the Authority records, and report the same to the Board from time to time as the Board may require.

By a majority vote of the Board members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, modify any or all of the authority so delegated, modify the number of Directors thereon, and fill vacancies therein from the Board.



7.02. **Other Committees.** The Authority shall have such other committees as may from time to time be designated by order of the Board. Such other committees may consist of persons who are not also members of the Board; however, the chairperson of each such committee must be a Director of the Authority.

All committees that contain members not on the Board of Directors shall act only in an advisory capacity to the Board, and shall be clearly titled as "advisory" committees.

7.03 **Meetings and Action of Committees.** Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by order of the Board of Directors or by the committee. The Board of Directors may also fix the time for special meetings of committees. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws. Unless otherwise specified, Robert's Rules of Order shall govern the committee process.

#### SECTION VIII - FISCAL YEAR

8.01 **Fiscal Year of the Authority.** The fiscal year of the Authority shall begin on the first day of July and end on the last day of June of the following year.

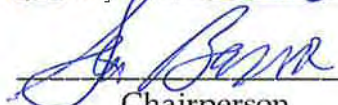
#### SECTION IX - AMENDMENTS AND SUPPLEMENTAL PROCEDURES AND GUIDELINES

9.01 These Bylaws shall become effective upon approval of the Board of Directors.

9.02 These Bylaws may be amended, changed, added to, or repealed by the Board of Directors as deemed necessary. Additional or supplemental operational guidelines or procedures may be adopted by the Board by a majority vote of all the members of the Board, providing such additional or supplemental operational guidelines or procedures are not in conflict with the JPA, these Bylaws, or any state law, including, but not limited to, the provisions of the Brown Act.

ATTEST

This is to attest that the foregoing is a true and correct copy of the Bylaws of the Authority named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Authority on the 24 day of June, 2021.

  
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Chairperson

Dated: June 24, 2021