

**BYLAWS
OF
METRO WASTEWATER JOINT POWERS AUTHORITY**

PREAMBLE

The Metro Wastewater Joint Powers Authority (“**Metro JPA**” or “**JPA**”) was established in October of 2000 pursuant to the Joint Exercise of Powers Act, Government Code section 6500 *et seq.*, for the purpose of creating a public agency with the authority to take action pertaining to the Participating Agencies’ responsibilities and obligations to provide for the financing of public capital improvements for the Metro Sewerage System which are constructed pursuant to the Metro Agreement and to take such other actions as are necessary for the Participating Agencies to fulfill the obligations and responsibilities and obtain rights and benefits set forth in the Metro Agreement.

**ARTICLE I
Definitions**

In addition to the other terms defined herein, the following terms, whether in the singular or in the plural, when used herein and initially capitalized, shall have the meanings specified:

Agreement shall mean the Joint Exercise of Powers Agreement creating Metro Wastewater Joint Powers Authority, dated as of October 25, 2000, among the parties thereto, as amended from time to time.

Act, Participating Agencies, Board, Member, and Directors shall have the respective meanings set forth in the Agreement.

Metro TAC shall mean the Metro Technical Advisory Committee, a committee composed of public works directors and engineers from the Participating Agencies. Metro TAC predates the existence of Metro JPA and is not established or governed by the JPA.

State shall mean the State of California.

**ARTICLE II
Offices**

Section 1. **Principal Office.** The principal office of the JPA shall be located at PO Box 1072, National City, CA 91951.

Section 2. **Additional Offices.** The JPA may also have offices at such other places both within and outside the State, as the Board may from time to time determine or the business of the JPA may require.

ARTICLE III

Executive Director

Section 1. Executive Director. The JPA may hire an employee or consultant to serve as Executive Director of the JPA. The Executive Director is not an officer of the JPA for the purposes of these Bylaws, but shall be responsible for the supervision, oversight, management, and monitoring of Metro's strategic goals, policies, budgets and contracts, and such other responsibilities as may be dictated by the Board from time to time or in a written agreement. The Executive Director is authorized to exercise his or her discretion prudently in making decisions on behalf of the Metro JPA in amounts that impact the JPA's budget by ten thousand dollars (\$10,000) or less, subject to consultation with the JPA Board Chair.

ARTICLE IV

Board

Section 1. Power and Duties of the Board. The Board shall have the responsibility for the general management of the affairs, property and business of the JPA and may, from time to time, adopt and modify these Bylaws and other rules and regulations for that purpose and for the conduct of its meetings as it may deem proper. The Board may exercise and shall be vested with all powers of the JPA insofar as not inconsistent with law, the Agreement or these Bylaws.

Section 2. Directors and Advisory Directors.

- (a) **Directors.** The JPA is administered by a Board of Directors in accordance with the provisions of Section 2.03 of the Agreement. The Board is composed of one appointee from each of the Participating Agencies. In addition to appointing its primary Director to the Board, each Participating Agency also appoints one alternate (or secondary) Director to attend, participate in and vote at any meeting of the Board when the primary Board Director is absent.
- (b) **Advisory Directors.** The Board may, from time to time, appoint representatives from non-Participating Agencies to serve as Advisory Directors. Advisory Directors shall participate in meetings as a Director, but shall not be counted toward establishing a quorum, shall not attend closed session, and shall not vote. Advisory Directors shall not receive a per diem.

Section 3. Adjournments and Adjourned Meetings. The Board may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified by the Board in accordance with law. If less than a majority is present at a meeting, a majority of those members of the Board present may adjourn the meeting from time to time.

Section 4. Method of Voting. Votes on all questions shall be viva voce or as provided by law.

Section 5. Organization. Each meeting of the Board shall be presided over by the Chair or, in his or her absence, by the Vice Chair, or in the absence of both the Chair and Vice Chair, by any member of the Board selected to preside by vote of a majority of the members of the Board present. The Secretary, or in his or her absence any person designated by the individual presiding over the meeting, shall act as secretary of the meeting.

ARTICLE V

Officers

Section 1. Appointment of Officers. The Chair, the Vice Chair, Treasurer, and Secretary of the JPA shall be the persons as set forth in Article III of the Agreement.

(a) **Ad Hoc Nominating Committee for Chair and Vice Chair.** At the January regular Board meeting in odd numbered years, or at any other time deemed appropriate by the Board, the Board, in its sole reasonable discretion, may appoint an ad hoc Chair and Vice Chair Nominating Committee (“Nominating Committee”) consisting of three (3) members of the Board.

i. If the Board appoints a Nominating Committee, the Nominating Committee shall nominate one Director for the position of Chair and one Director for the position of Vice Chair. No member of the Nominating Committee may be nominated for the position of Chair or Vice Chair.

ii. The Nominating Committee shall present its nominations for Board consideration and action at the next scheduled regular Board meeting. The Board shall consider the Nominating Committee’s nominations and elect a Chair and Vice Chair.

iii. Nothing in this section requires that a Nominating Committee be appointed.

Section 2. Term of Office and Qualification. Each officer elected or appointed pursuant to Section 1 of this Article V shall hold office:

(a) until such time as such officer (1) ceases (in the case of the Chair or Vice Chair) to be a member of the Board, (2) resigns from such office in accordance with the provisions of Article VI of these Bylaws, or (3) is unable to perform the duties of such office; or

(b) for a term of two years or until a successor is elected or appointed.

Section 3. Official Bond. The Treasurer to the extent such officer's duties and responsibilities pursuant to the Joint Powers Law may require, is designated as the public officer or person who has charge of, handles, or has access to any property of the JPA, and such officer shall file an official bond as required by Section 6505.1 of the Joint Powers Law in the amount of \$25,000.

Section 4. Compensation and Reimbursement.

- a) The compensation of all Directors of the JPA, excluding Advisory Directors, shall be fixed from time to time by resolution of the Board of Directors.
- b) Reimbursement of actual and necessary expenses incurred in the performance of official duties in the course of serving as a Director of the JPA as approved by an action of the Board, such as but not limited to travel, car rental, if appropriate, lodging, registration, meals (excluding alcoholic beverages), and incidental expenses as follows:
 - i. Reimbursement for each mile actually traveled when utilizing their vehicles to attend regular or special Metro JPA Board meetings or committee meetings, conferences or other meetings when acting by request of the Board, provided such mileage compensation does not exceed Coach Class airfare plus normal cost for transportation to and from the airport at the point of departure and the airport at the destination. Reimbursement per mile to be equal to the standard rate in effect for business miles deduction by the United States Internal Revenue Service, as such rate is established from time to time. If a Director chooses to travel in his or her private automobile, rather than by scheduled airlines, and the distance traveled requires more than 8 hours driving, overnight lodging and three (3) meals will be reimbursed to the Director, provided that such reimbursement does not exceed the cost of Coach Class airfare plus normal cost for transportation to and from the airport at the point of departure and the airport at the destination.
 - ii. Reimbursement for lodging, if the lodging is in connection with a conference or organized, educational activity. Lodging costs shall not exceed the maximum group rate published by the conference or activity sponsor, provided that lodging at the group rate is available to the Director at the time of booking. If the group rate is not available, the Director shall use comparable lodging, consistent with this Section.
 - iii. Directors shall use government and/or group rates offered by a provider of transportation or lodging services or travel and lodging, when available.

- iv. All expenses that do not fall within this subsection (b) or the rates provided herein, shall be approved by the Board in a public meeting before the expense is incurred.
- v. If a Director chooses to incur additional costs that are above the rates established under this subsection (b)(ii), then the Director may do so at his or her own expense.
- vi. Expenses shall not be reimbursed unless an expense form is submitted to the JPA within sixty (60) days after the expenditure. Expense forms shall be accompanied by receipts documenting each expense. If no receipt is available, a written explanation of the expenditure is required. Furthermore, Directors will be required to provide a brief report on the conference or meeting attended at the next regular meeting of the JPA.

ARTICLE VI

Resignations

Section 1. **Voluntary Resignation; Notice of Effectiveness.** Any member of the Board or officer of the JPA may, subject to contrary provisions in any applicable contract, resign at any time by giving written notice to the Board or to the Chair or to the Secretary of the JPA. Any such resignation shall take effect at the time specified therein or, if the time be not specified, upon receipt thereof; and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 2. **Involuntary Resignation; Request.** The Board, in the exercise of its discretion, may request the resignation of any officer elected or appointed pursuant to Article V of these Bylaws. Pursuant to such request, subject to contrary provisions in any applicable contracts, such officer shall resign by giving written notice to the Board. Any such resignation shall take effect at the time specified in such request. Notwithstanding the above, this section shall not be interpreted to prohibit the Board from removing any elected or appointed officer or electing or appointing a successor.

ARTICLE VII

Vacancies Among Officers

Section 1. If the office of any officer elected or appointed pursuant to Article V of these Bylaws becomes vacant at any time by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, such vacancy may be filled at any time by the Board.

ARTICLE VIII

Meetings

- Section 1.** **Regular Meetings.** Regular meetings of the JPA shall be held on the first Thursday of each month at 12:00 p.m., or as otherwise scheduled by a resolution of the Board.
- Section 2.** **Special and Emergency Meetings.** Special and emergency meetings of the Board may be called in accordance with the provisions of Government Code sections 54956 and 54956.5.
- Section 3.** **Open Meetings.** All meetings of the Board shall be conducted in accordance with the provisions of the Ralph M. Brown Act (California Government Code § 54950 *et seq.*). Directors may participate in meetings telephonically, with full voting rights, only to the extent permitted by law.
- Section 4.** **Preparation of Agendas.** The Executive Director shall prepare the agendas for each Board meeting, in consultation with the Board Chair and the TAC Chair, or the respective Vice Chairs in the Chairs' absence. Agenda items will be generated by the need to conduct JPA business in a timely manner.
- Section 5.** **Addition of Agenda Items Before a Meeting.** Board Members may add a "Board Member Initiated Agenda Item" to a future meeting agenda so long as two (2) Board Members initiate the request. Board Member Initiated Agenda Items are prepared by the two (2) requesting Board Members and require no staff or consultant time. Board Member Initiated Items must be submitted to the Executive Director at least ten (10) days prior to the next Board meeting.

In addition, items may be added to a future Board meeting agenda in the following ways:

- (a) For items not requiring staff or consultant time, the Chair provides an express oral direction to the Executive Director during a Board meeting. If a Board Member disagrees with the Chair's direction, the Board Member may make a motion regarding the addition of the item without discussion of the substance of the item.
- (b) For items requiring staff or consultant time, an item shall be added by motion without discussion of the substance of the item.
- (c) Requests from members of the audience, after being authorized to speak, may be added to a future agenda by a Board Member as a Board Member Initiated Agenda Item, as discussed above. If the item requires staff time, the item may be added only by motion without discussion of the substance of the item.
- (d) The Chair or a majority of the Board may refer items to a committee for further review.

- Section 6. Modification of Agenda Order; Addition of Items During a Meeting.** The order of items on the agenda may be modified by the Chair if there is no objection, or by a motion and majority vote of the Board. No action or discussion may be undertaken on any item not appearing on the posted agenda, except as allowed under the Brown Act.
- Section 7. Consent Calendar.** The consent calendar shall consist of items which appear to be routine or ministerial in nature on which no Board discussion will be required. Before adopting the consent calendar, the Chair will ask whether any Board member wishes to move a matter from the consent calendar to the regular agenda. Only members of the Board of Directors may pull items from the consent calendar. The Board will then proceed with consideration of the remaining consent calendar. The consent calendar will be acted upon in one motion without discussion. Items pulled from the consent calendar will be considered immediately following adoption of the remaining consent calendar, and staff reports will only be given if requested by the Board Member who pulled them.
- Section 8. Public Comments.** Agendas of regular meetings shall provide an opportunity for members of the public to address the Board on any item within the jurisdiction of the JPA which are not on the agenda. Generally, speakers shall be limited to three (3) minutes each. Total non-agenda public comment will be limited to 15 minutes. If the number of speakers is estimated to exceed the 15-minute period, the Chair may, in his or her discretion, reduce the time allotted to each speaker, extend the period for non-agenda public comment, or continue the remaining comments to the end of the agenda. For public comments on agenda items, the Chair may reduce the time allotted to each speaker in his or her discretion.
- Section 9. Order and Procedure at Meetings.** All meetings of the Board shall be conducted in an orderly manner designed to expedite the business of the Board in accordance with applicable law, the JPA Agreement, and these Bylaws. Except as otherwise provided in these Bylaws, Rosenberg's Rules of Order (Rev. 2011) will be used as a guide to resolve questions of parliamentary procedures. The General Counsel shall serve as the Parliamentarian.
- Section 10. Rules of Debate and Decorum.** Debate upon all matters pending before the Board shall be under the supervision of the Chair and conducted in such a manner as to expedite the business of the Board. Every Board Member desiring to speak shall so indicate by using the "request to speak" button, if available, or otherwise address the Chair. Upon recognition by the Chair, the Board Member shall confine remarks to the item under consideration. A Board Member, once recognized, shall not be interrupted when speaking unless it is to call the Board Member to order. If a Board Member while speaking is called to order, the Board Member shall cease speaking until the question of order is determined.

ARTICLE IX

Quorum and Voting

Section 1. **Quorum.** Directors holding a majority of the votes shall constitute a quorum for the transaction of business, except that less than a quorum may adjourn from time to time. The affirmative votes of at least a majority of the Directors present at any meeting at which a quorum is present shall be required to take any action by the Board.

Section 2. **Voting.** Each Director shall have one vote.

ARTICLE X

Policy Regarding Confidential Information

Disclosed During Closed Sessions

Section 1. Information obtained during closed sessions of the Board shall be confidential. Notwithstanding, under certain circumstances, it may be necessary and appropriate for Directors to divulge certain confidential information obtained in closed sessions to representatives of their Participating Agencies as authorized by law. Therefore, these Bylaws adopt the policy set forth in California Government Code section 54956.96, which authorizes the disclosure of confidential closed session information that has direct financial or liability implications for that Participating Agency as follows:

- (a) A Director who is also a member of the governing body of a Participating Agency may disclose information obtained in a JPA closed session that has direct financial or liability implications for that Participating Agency to the following individuals:
 - i. Legal counsel of that Participating Agency for purposes of obtaining advice on whether the matter has direct financial or liability implications for that Participating Agency; and
 - ii. Other members of the governing body of the Participating Agency present in a closed session of that Participating Agency.
- (b) The governing body of the Participating Agency may, upon the advice of its legal counsel, conduct a closed session in order to receive, discuss, and take action concerning information obtained in a closed session of the JPA pursuant to this Article.

ARTICLE XI

Board Committees

Section 1. **Committees.** The Board may establish committees as the Board deems appropriate to assist the Board in carrying out its functions.

The Finance Committee is an existing Standing Committee of the Board. Other committees composed of Board members with continuing subject matter jurisdiction, or having a meeting schedule fixed by charter, ordinance, resolution, or formal action of the Board, shall also be Standing Committees of the Board.

Section 2. **Appointment to Standing Committees.** For Standing Committees, the Chair shall nominate committee members, subject to approval by a majority vote of the Board. If the Board fails to approve the Chair's nomination(s) to a Standing Committee, the Board may entertain a motion for the appointment of committee members.

Section 3. **Committee Voting.** Action by a committee on all matters shall require an affirmative vote of a majority of the members of the committee who are present at the meeting.

Section 4. **Removal of Committee Members.** The Board may remove a committee member from a committee, with or without cause, by a majority vote of the Board. A committee member may also resign from a committee.

Section 5. **Ad Hoc Committees.** The Board may establish temporary ad hoc advisory committees that: (a) are composed of less than a quorum of the Board, (b) have no continuing subject matter jurisdiction, and (c) have no meeting schedule fixed by charter, ordinance, resolution, or formal action of the Board. The Chair shall propose nominees and the Board shall appoint the members of such ad hoc committees.

ARTICLE XII

Amendments

These Bylaws may be modified, amended or repealed or new Bylaws may be adopted by the affirmative vote of the Board at any regular or special meeting of the Board.

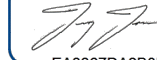
ARTICLE XIII

Severability

Any adjudication that these Bylaws or any part thereof is invalid shall not affect the validity of the remainder of these Bylaws.

These Bylaws are hereby adopted on this 1st day of February, 2024.

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Jerry Jones, Chair

SECRETARY'S CERTIFICATE

The undersigned hereby certifies that he/she is the Secretary of the Metro Wastewater Joint Powers Authority, a joint exercise of powers authority; that attached hereto is a true, correct and complete copy of the Bylaws of the Metro Wastewater Joint Powers Authority; and that said Bylaws are in full force and effect as of the date hereof.

Dated: February 1, 2024

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Lori Anne Peoples
Secretary of the Metro Wastewater Joint
Powers Authority