BYLAWS OF METRO WASTEWATER JOINT POWERS AUTHORITY

PREAMBLE

The Metro Wastewater Joint Powers Authority ("JPA") was established in October of 2000 pursuant to the Joint Powers Law, 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:

<u>Agreement</u> 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.

State shall mean the State of California.

ARTICLE II Offices

- Section 1. <u>Principal Office</u>. The principal office of the JPA shall be located at P.O. Box 719003, Santee, California 92072.
- **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 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. <u>Directors and Advisory Directors.</u>

- (a) **Directors.** Directors of the Board are appointed to serve as Directors of the JPA in accordance with the provisions of Section 2.03 of the Agreement.
- (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 and shall not vote. Advisory Directors shall not receive a per diem as set forth in Article IV, Section 4.
- 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.
- 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.
- **Section 6.** Meetings. Regular meetings of the JPA shall be held on the first Thursday of each month, or as scheduled by the Board.

ARTICLE IV 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.

- Section 2. <u>Term of Office and Qualification</u>. Each officer elected or appointed pursuant to Section 1 of this Article IV 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 V of these Bylaws, or 3) is unable to perform the duties of such office.
 - (b) for a term of two years or until such officer resigns from such office in accordance with the provisions of Article V of these Bylaws or is unable to perform the duties of such office.
- **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. The compensation of, and reimbursement for, all Directors of the JPA that are elected or otherwise qualified to serve as a board member or city council member of a Participating Agency, excluding Advisory Directors, shall be:
 - (a) fixed from time to time by the Board, or pursuant to authority of (general or specific) resolutions of the Board;
 - (b) as follows:
 - i. Compensation in the amount of \$150.00 per day ("Per Diem") for attendance at meetings of the JPA, including attendance at meetings of an advisory body of the JPA, such as subcommittees, JPA Chair/Board authorized meetings/conferences, or for each day's service rendered as a Director of the JPA by request of the Chair/Board, with a maximum of six (6) Per Diems per month. All Per Diem requests must be submitted to the JPA Treasurer within sixty (60) days of the day for which a Per Diem is requested.
 - ii. Reimbursement of actual and necessary expenses incurred in the performance of official duties in course of serving as a Director of the JPA by request 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:
 - Reimbursement for each mile actually traveled when utilizing their vehicles to attend 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.

- 2. 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.
- 3. Directors shall use government and/or group rates offered by a provider of transportation or lodging services or travel and lodging, when available.
- 4. 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 V

Resignations

Section 1. Voluntary Resignation; Notice of Effectiveness. Any member of the Board or officer of the JPA may, subject to contrary provision 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 IV 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.

ARTICLE VI Vacancies Among Officers

If the office of any officer elected or appointed pursuant to Article IV 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 VII 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 VIII 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 3rd day of April, 2008.

Henry Abarbanel Chairperson

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:

Secretary of the Metro Wastewater Joint

Powers Authority

AMENDMENT TO BYLAWS OF THE METRO WASTEWATER JOINT POWERS AUTHORITY

Article IV, Section 4 is amended to read:

Section 4. <u>Compensation and Reimbursement</u>. The compensation of, and reimbursement for, all Directors of the JPA, excluding Advisory Directors, shall be

- (a) fixed from time to time by the Board, or pursuant to authority of (general or specific) resolutions of the Board;
- (b) as follows:
 - i. Compensation in the amount of \$150.00 per day ("Per Diem") for attendance at meetings of the JPA, including attendance at meetings of an advisory body of the JPA, such as subcommittees, or for each day's service rendered as a Director of the JPA by request of the Board, with a maximum of three (3) Per Diems per month for all Directors of the JPA, and a total of six (6) Per Diems per month for the Chair. All Per Diem requests must be submitted to the JPA Treasurer within sixty (60) days of the day for which a Per Diem is requested.
 - 1. Directors, to whom the JPA would pay a Per Diem pursuant to Section (b)(i) above, shall not receive a Per Diem if they are otherwise eligible to receive compensation, including per diem, from their respective agencies for attendance at meetings of the JPA or for service rendered as a Director of the JPA by request of the Board.
 - ii. Reimbursement of actual and necessary expenses incurred in the performance of official duties in course of serving as a Director of the JPA by request 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:
 - 1. Reimbursement for each mile actually traveled when utilizing their vehicles to attend conferences or other meetings when acting by request of the Board, provided such mileage compensation does not exceed Coach Class airfare plus normal cost

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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.

- 2. 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.
- 3. Directors shall use government and/or group rates offered by a provider of transportation or lodging services or travel and lodging, when available.
- 4. 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.

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