

BYLAWS OF THE MADERA IRRIGATION DISTRICT

PREAMBLE

These are the Bylaws of Madera Irrigation District (the “District”). The purposes of the Bylaws are to provide for the orderly conduct of the members of the District’s Board of Directors (the “Board”), and meetings of the Board, and encourage public participation in such Board meetings. These Bylaws are stated and adopted as of February 21, 2023, and shall govern the District from this point forward and shall supersede any previous Bylaws adopted by the District.

ARTICLE I

THE DISTRICT

A. The District. The District is a California irrigation district organized under the California Irrigation District Law, Government Code, Section 20500, *et seq.* of the Water Code (the “Irrigation District Law”).

B. Mission of the District. The District’s “Mission” is to “obtain and manage affordable surface water and groundwater supplies in a manner which will ensure the long-term viability of irrigated agriculture in the District.”

C. District Office. The District office is located at 12152 Road 28¼, Madera, CA 93637. The office location may be changed from time to time by resolution adopted by the Board.

ARTICLE II

THE BOARD

A. Role of the Board. The Board shall be guided by a desire to achieve and support the District’s Mission in a constructive manner. The Board’s role is to establish the District’s policies and goals; make major decisions on behalf of the District; employ, prescribe the duties of, and fix the salaries of the District’s agents, officers and employees pursuant to Section 21185; and oversee District management and organizational performance. In performing this role, the Board may exercise all of the powers conferred upon it by the Irrigation District Law, and may adopt rules and regulations consistent with California law as may be necessary for the exercise of the powers conferred and the performance of duties imposed upon the Board. The Directors shall provide direction to District Management through the Board at its duly-noticed meetings; individual Directors shall not directly provide direction to District Management, employees or consultants.

B. Board Directors. There shall be five Directors of the District, one from each Division. The Directors shall meet the qualifications of Section 21100. Directors elected to the Board shall take office as provided in Section 21101, and shall take an official oath pursuant to Section 21102. The Directors' terms are established under Sections 21104 and 21265, *et seq.* Prior to taking office, each Director shall execute a bond as required under Sections 21102 and 21140, *et seq.*, the premium for which will be paid by the District.

C. Director Compensation. The Board shall set Director compensation by ordinance pursuant to Section 21165, *et seq.*, which shall not exceed the amount permitted by law for each day's attendance at meetings of the Board and for each day's services rendered as a Director by request of the Board. The rules regarding eligible compensation shall be governed by the District's per diem guidelines, which may be modified by the Board from time to time.

D. District Officers. At its first meeting after the first Friday in December of the year in which a general district election is held, or as such other time as may be necessary, but in any event no less than once each year, the Board shall appoint Officers to serve in the following for the next calendar year: President, Vice President, Treasurer, and Board Secretary. The terms of the President, Vice President, Treasurer, and Secretary shall commence the following January 1, and shall cease December 31 of the same calendar year. In the event the President or the Vice President ceases to be a Director, or the Treasurer or the Secretary cease to be a Director or an employee of the District, the resulting vacancy in the office of President, Vice President, Treasurer, or Secretary shall be filled at the next meeting of the Board held after such vacancy. Except as expressly delegated by the Board, no Director (including the President, the Vice President, and the Treasurer) will have the authority to act on behalf of the District.

1. *President.* The President shall be an elected Director of the District. The President shall preside over Board meetings and preserve order and decorum; determine questions of order and enforce the Bylaws and other rules of the Board; call special meetings; execute all ordinances and resolutions the District; and perform other such duties as the Board may direct or order. The President shall have the right to vote just as the other Board members. In the absence or inability of the President to act, the Vice President shall act as President.

2. *Vice President.* The Vice President shall be an elected Director of the District. The Vice President shall, in the absence of disability of the President, or vacancy in the office of President, perform the duties of the President. The Vice President shall have such other powers and perform such other duties as may from time to time be prescribed by the Board or these Bylaws. The Vice President shall have the right to vote on all matters coming before the Board just as the other Directors.

3. *Treasurer.* The Board shall appoint a Treasurer, who may be (i) an elected Director of the District, (ii) the General Manager, (iii) the Assistant General Manager, or (iv) the Controller. The Treasurer shall periodically review the financial records of the District; assure that appropriate controls are in effect to safeguard the finances of the District, including signatory requirements for all disbursements; disburse funds of the District as may be directed by the Board; contract with a certified public accountant to make an annual audit of the accounts and records of the District which shall be completed in compliance with the California Government Code and Generally Accepted Accounting Principles; and perform such other duties as the Board may direct

or order, or as required under applicable law. If the Treasurer is a Director, the Treasurer shall have the right to vote just as the other Board members.

4. *Board Secretary.* The Board shall appoint a Board Secretary. The Board Secretary shall be an employee of the District (and not a Director), and prior to such appointment shall receive training on the Brown Act, California Government Code, Section 54950, *et seq.* (the “Brown Act”). The Board Secretary shall attend all meetings of the Board; prepare and maintain the Board agenda, notices, and minutes; attest to the signature of the President on ordinances and resolutions; act as the custodian of records of the District, and to certify District documents as true and correct copies; give notice of meetings and hearings as required by law; and perform such other duties as directed by the General Manager or the Board. Except as expressly delegated by the General Manager or the Board, the Board Secretary shall have no authority to act on behalf of the District.

ARTICLE III

DISTRICT MANAGEMENT

A. Role of District Management. “District Management” includes those employees of the District who are department heads and/or who have employment contracts with the District, these positions can include the: (1) the General Manager; (2) the Assistant General Manager; (3) the Controller; (4) Operations & Maintenance Manager; (5) Human Resources Administrator/Risk Manager; and (6) District Engineer, or such other employees with similar supervisory roles, as may be determined by future Board action. The role of District Management is to operate the District consistent with Board direction and the law, implement and support decisions made on behalf of the District by the Board, keep the Board educated and informed about issues impacting the District, recommend goals and policies supported by evidence and background information, and seek the Board’s counsel on issues impacting the District. Except as expressly delegated by the Board, District Management shall have no authority to act on behalf of the District.

B. General Manager. The Board shall appoint a General Manager to serve as the Chief Executive Officer of the District. The General Manager shall report to, and serve at the pleasure of, the Board. The Board, by resolution, shall compensate the General Manager with such sum and benefits as fixed by the Board. The General Manager shall, subject to the control and policy of the Board, have general supervision, direction and control of the business and affairs of the District. The General Manager shall also utilize his or her discretion and best judgment in administering his or her responsibilities consistent with Board policy; manage the day-to-day operations of the District; provide direction to staff; promptly report any major problems to the Board. The General Manager shall attend all meetings of the Board, unless otherwise directed by the Board.

C. Assistant General Manager. The Board shall appoint an Assistant General Manager to serve as an assistant to the General Manager. The Board, by resolution, shall compensate the Assistant General Manager with such sum and benefits as fixed by the Board. The Assistant General Manager shall, subject to the control and policy of the Board, act as General Manager at

such times as the General Manager is absent or unavailable. In the event of a vacancy in the position of General Manager, the Assistant General Manager shall serve as Interim General Manager. The Assistant General Manager shall attend all meetings of the Board, unless otherwise directed by the General Manager or the Board.

D. Controller. The Board shall appoint a Controller to supervise the District's Finance Department and oversee, with direction from the General Manager and the Assistant General Manager, all aspects of the District's operations from a financial perspective. The Board, by resolution, shall compensate the Controller with such sum and benefits as fixed by the Board. The Controller shall, subject to the control and policy of the Board, supervise the Finance Department of the District; directly assist the General Manager and Assistant General Manager on all strategic and tactical matters as they relate to budget management, cost benefit analysis, forecasting needs, and the securing of new funding; and perform such other duties as the General Manager and Assistant General Manager may direct. The Controller shall attend the open session portion of all regular meetings of the Board, unless otherwise directed by the General Manager or the Board.

E. Operations & Maintenance Manager. The Board shall appoint an Operations & Maintenance Manager to supervise the District's Operations and Maintenance Departments and oversee, with direction from the General Manager and the Assistant General Manager, all aspects of the District's operations with respect to the ordering, delivering, monitoring, and recording of water use within the District. The Board, by resolution, shall compensate the Operations & Maintenance Manager with such sum and benefits as fixed by the Board. The Operations & Maintenance Manager shall, subject to the control and policy of the Board, supervise the Operations and Maintenance Departments of the District; directly assist the General Manager and Assistant General Manager on all strategic and tactical matters as they relate to the ordering, delivering, monitoring, and recording of water use within the District; and perform such other duties as the General Manager and Assistant General Manager may direct. The Operations & Maintenance Manager shall attend the open session portion of all regular meetings of the Board, unless otherwise directed by the General Manager or the Board.

F. Human Resources Administrator/Risk Manager. The Board shall appoint a Human Resources Administrator/Risk Manager, who shall plan, organize, manage, direct, and supervise the personnel operations and certain administrative functions of the District, and to provide consultation to the General Manager and the Assistant General Manager concerning employment law, employer/employee relations, the District's management of the District's Safety Program, and related work as may be required. The Board, by resolution, shall compensate the Human Resources Administrator/Risk Manager with such sum and benefits as fixed by the Board. The Human Resources Administrator/Risk Manager shall, subject to the control and policy of the Board, supervise all of the District's Human Resources and risk management matters, and directly assist the General Manager and Assistant General Manager on all strategic and tactical matters as they relate to such matters. The Human Resources Administrator/Risk Manager shall attend the open session portion of all regular meetings of the Board, unless otherwise directed by the General Manager or the Board.

G. District Engineer. The Board shall appoint a District Engineer to supervise the District's Engineering Department and oversee, with direction from the General Manager and the Assistant General Manager, all aspects of the District's engineering tasks with respect to the

District's operations, maintenance, engineering programs, and special projects. The Board, by resolution, shall compensate the District Engineer with such sum and benefits as fixed by the Board. The District Engineer shall, subject to the control and policy of the Board, supervise the Engineering Department of the District; directly assist the General Manager and Assistant General Manager on all strategic and tactical matters as they relate to civil engineering tasks associated with the District's operations, maintenance, engineering programs, and special projects; and perform such other duties as the General Manager and Assistant General Manager may direct. The District Engineer shall attend the open session portion of all regular meetings of the Board, unless otherwise directed by the General Manager or the Board.

ARTICLE IV

BOARD MEETINGS

A. Regular Meetings. The Board shall hold its regular meetings on the third Tuesday of each month. The location, day, and time for holding regular meetings may be changed from time to time by resolution adopted by the Board entered on its minutes not less than thirty days prior to such change becoming effective, so long as such change otherwise complies with California law. The Board, by resolution entered upon its minutes, may change the place, date, and/or time of the regular meeting at any time.

B. Meetings Are Public. All meetings of the Board and standing committees shall be called, held, noticed, and conducted according to the provisions of the Brown Act.

C. Conduct of Meetings. The President, or in his or her absence the Vice President, shall preside at all meetings of the Board. In the absence of the President and Vice President at any meeting where a quorum is present, the Board shall appoint a President Pro Tempore who shall preside at the meeting.

D. Order of Business. The order of business taken up for consideration by the Board at a regular Board meeting shall be in the following order and reflected on the agenda, unless modified by resolution: (a) call to order and roll call; (b) opportunity for public comment on closed session; (c) closed session; (d) opportunity for public comment on open session; (e) consent items, including approval of minutes and recurring business (including but not limited to consideration of warrant list); (h) Department Reports, as needed; (i) General Manager's Report; (j) Old Business; (k) New Business; and (l) Director Reports/Future Agenda Items.

1. *Modifications to the Regular Order of Business.* The regular order of business as specified above may only be changed by resolution of the Board.

2. *Taking Agenda Items Out of Order.* The President may take any specific agenda item out of order, so long as items that are scheduled for a specific time are heard on or shortly after the scheduled time. In taking any agenda item out of order, the President should consider whether doing so would affect public participation in any item being considered by the Board.

E. Agenda Preparation. The Board Secretary shall be responsible for preparing all meeting notices/agendas for Board meetings, and posting it at the District office (12152 Road 28¼, Madera, CA 93637) in a location freely accessible to the public at least 72 hours before each regular meeting and at least 24 hours before each special meeting. Each agenda must specify the time and location of the meeting, and contain a brief general description (generally no more than 20 words) of each item of business to be transacted or discussed at the meeting. The General Manager and any member of the Board may request the Board Secretary to place an item for discussion or action on the agenda during a regular board meeting.

F. Items Not on the Agenda. The Board shall not discuss or act on any item not appearing on the posted agenda, except as authorized under Section 54954.2 of the Government Code.

G. Reports. During the portion of the meeting where Department Reports, the General Manager's Report, and Director Reports are presented, Board members and staff may ask questions for clarification, and make brief announcements and reports, and the Board members may provide information to staff, request staff to report back on a matter, or direct staff to place a matter on a subsequent agenda. There shall be no extensive discussion or action on matters covered in these reports.

H. Public Comments. Every agenda for regular meetings shall provide an opportunity for members of the public to directly address the Board on items of interest that are within the subject matter jurisdiction of the Board, and that do not appear on the agenda. In response to these public comments, the Board may, but is not required to, briefly respond, request staff to report back on the matter, or direct staff to place the matter on a subsequent agenda. To facilitate the meeting and public participation during the public forum session at the meeting, the Board may limit the total amount of time allocated for public comment on a particular issue or matter, and may limit the time allocated for public comment by an individual speaker. Three minutes or less shall normally be the standard, unless circumstances dictate a shorter or longer period of time.

I. Adjournment. A meeting of the Board shall be adjourned by (1) loss of a quorum, (2) motion made, seconded and approved to adjourn the meeting, or (3) declaration of the President that the meeting is adjourned when the agenda has been completed and there is no further business to come before the Board. A meeting of the Board may be adjourned to a specific day and time by (1) motion made, seconded, and approved by the Board, (2) approval of less than a quorum of the Board if a quorum is not present, or (3) the Board Secretary if all Directors are absent from any regular or adjourned regular meeting.

J. Categories of Meetings/Sessions Recognized By the District. The following are the permissible categories of meetings/sessions recognized by the District:

1. *Regular Meetings.* See Article IV.A.

2. *Special Meetings.* A special meeting may be called at any time by the President or the General Manager by delivering personally or by any other legally permissible means to each member of the Board in accordance with Section 54956 of the Government Code. The written notice shall be given personally or by any other permitted means to each Board

member and to whoever has requested notice in writing and posting the notice on the District's website at least 24 hours before the time of the meeting as specified in the notice. The special meeting notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered a special meeting. The special meeting notice must be posted at least 24 hours before the meeting in the usual agenda posting location. The written notice may be dispensed with as to any director who at any time prior to the time the meeting convenes files with the secretary written waiver of notice. The written notice may also be dispensed with as to any director who is actually present at the meeting at the time it convenes.

3. *Emergency Meetings.* An emergency meeting may be called when the President or a majority of the Board determines that an emergency situation exists. An emergency is a crippling activity, work stoppage or other activity which severely impairs public health, safety, or both. Notice shall be given to whoever has requested notice at least one hour prior to the meeting. In case of a dire emergency, notice need only be provided to the extent required by law.

4. *Adjourned Meetings.* The Board may adjourn any regular or special meeting to a time and place specified in the order of adjournment, subject to Section 54955 of the Government Code.

5. *Closed Sessions.* The Board may enter into a closed session during a regular, special, emergency, and/or adjourned meeting. A closed session may only be held on subjects authorized under provisions of the Brown Act. The Board Secretary shall keep detailed, confidential minutes of closed sessions. Prior to entering into a closed session, the District shall consult with legal counsel to confirm the matter is a permissible topic for closed session.

ARTICLE V

PUBLIC STATEMENTS & INDIVIDUAL DIRECTOR ACTION

A. Public Statements. All public statements in the name of the Board shall be issued by the President or, if appropriate and otherwise authorized by the Board, by another Director, the General Manager, or another person. No individual Director or employee shall make public statements or express an opinion or position, orally or in writing, in such a way that it allows an audience to conclude that such opinion or position is held by the Board, unless the Board has acted as a unit to adopt the position or opinion.

B. No Individual Authority. The Board is a unit of authority. Apart from the normal function as part of the unit, Directors have no individual authority. Individually, a Director may not commit the District to any policy, act, or expenditure. No individual Director has any administrative responsibility or authority with respect to the District or any of its programs, or to command or direct the services of any employee of the District.

ARTICLE VI

DISTRICT COMMITTEES

A. Formation of Committees. The Board may establish committees it deems necessary to carry out the purposes of the District.

1. *Role of Committee.* At the time the Board establishes a committee, the Board shall specify (a) the purpose of the committee; (b) the duties of the committee; (c) the authority, if any, delegated to the committee; (d) whether the committee is a standing or ad hoc committee; and (e) any other reporting or other information required by law.

2. *Reporting to Board.* All committees shall provide reports and recommendations to the Board.

3. *Board Retains Discretionary Authority.* To the extent the Board delegates any authority to a committee under this Article VI, the Board shall have final discretionary authority over any decision made by such committee.

B. Membership of Committees. The Board shall appoint the members of each committee. Ad hoc committees shall be comprised of two Directors. All other committees shall be comprised of two Directors and at least one member of staff. Ad hoc committees shall not include alternates. All other committees may include alternates, if appointed by the Board.

C. Time Period for Operation of Committees. Upon the formation of any ad hoc committee, the Board shall specify a date certain – no more than one-year following the formation of such committee – upon which the existence of such ad hoc committee shall be reviewed. The Board may establish similar timeframes for the operation of all other committees.

D. Terms. If for any reason there is a member vacancy on any committee, the Board shall select a new member. The Board will annually review and appoint committee members.

E. Governance of Committees. Each committee will select its own officer who will become the Chairman of the committee. The Board Secretary shall take minutes and prepare agendas and packets. The committee and District staff shall coordinate meeting schedules and work efforts to allow the maximum time possible for preparation and distribution of committee reports and clear and concise recommendations. If the committee has been delegated any decision-making authority by the Board, each committee member shall have one vote.

ARTICLE VII

APPOINTMENTS

A. Board Appointments. At its first meeting after the first Friday in December of the year in which a general district election is held, or as such other time as may be necessary, the Board may by majority vote appoint Directors, staff, or other persons (“Appointee”) to represent the interests of the District by participating in other public agencies or private organizations.

Immediately prior to any appointments, the District shall review the District's interest in the organization and the need for the District to participate in such organization.

B. Duties of Appointee. By accepting an appointment authorized by the Board under this Article VII, an Appointee shall attend the meetings of such agencies or organizations; actively represent the interests of the District in connection with their participation in such agency or organization; and devote sufficient time to enable the Appointee to competently represent the interests of the District in such agency or organization.

ARTICLE VIII

CODE OF ETHICS

A. Commitment to District. In all actions as a Board member, the first commitment is to the betterment of the District and the community. In the performance of these duties, Board members shall be aware of, and comply, with the Constitutions of the State and the United States, the Water Code, other laws pertaining to the services provided by the District, the District's Conflict of Interest Code, and the established policies of the District. As elected representatives of the District, Directors can neither relinquish nor delegate their responsibilities to any other individual or group.

B. Consideration of District as a Whole. In addition to giving consideration to the wants and needs of their individual constituency, each Director shall consider the District as a whole. Directors shall present concerns and concepts through the process of Board debate, and, if in minority, the Board member shall respect the divergent opinions presented.

C. Director Responsibility to Make Informed Decisions. Directors shall devote sufficient time, thought, and study to proposed actions to make informed decisions.

D. Accountability. In exercising its oversight duties, and to maintain accountability for the performance of the Directors' duties and responsibilities, the Board shall provide for ongoing review and evaluation of current programs, services, and activities of the District. The Board recognizes that this includes regular reports to the public in qualitative and quantitative assessments.

E. Conflicts of Interest. Directors and District employees shall comply with all conflict of interest laws applicable to their office, including but not limited to the Political Reform Act of 1974, Section 1090 of the Government Code, prohibitions against holding incompatible offices, common law conflicts of interest, and the District's Conflict of Interest Code. All Directors and District employees are personally responsible for identifying potential conflicts of interest, and alerting the President and/or the General Manager to any actual or potential conflict of interest involving any action or potential action by the District.

F. Revolving Door Policy. After leaving office, Directors shall comply with California's "Revolving Door" rules codified at Section 87406, *et seq.*, of the California Government Code. In addition to such restrictions, Directors also shall not participate in any

communications for the purpose of influencing any action by the District involving the issuance, amendment, awarding, or revocation of a permit, license, grant or contract, or the sale or purchase of goods property, that is substantially related to any matter in which the Director or any employees participated in while in office.

ARTICLE IX

AMENDMENT OR REPEAL OF BYLAWS

A. Amendment/Repeal of Bylaws. These Bylaws may be repealed or amended or new Bylaws adopted by the vote of 80% of a quorum of the Board present and voting. Any Director who abstains, or recuses himself or herself from a vote, shall be counted for purposes of determining the existence of a quorum, but shall not be deemed to be voting.

ARTICLE X

SAVINGS CLAUSE

A. California Law Governs. Should any provision of these Bylaws be inconsistent with the laws of the State of California, such laws (and not these Bylaws) shall govern and these Bylaws shall be interpreted to be consistent with such laws.