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| <h1>POLICY MANUAL</h1>             | Date Adopted: July 1, 1963   |
| Classification: BOARD OF DIRECTORS | Date Last Amended: 03/14/1983; 10/21/1985;<br>11/10/1986; 08/10/1987;<br>12/07/1999; 10/22/2008,<br>08/28/2024 |
| Subject: District By-Laws          | Approved By:<br><i>Peter Sanchez</i>   |

## 1. ARTICLE I - THE DISTRICT

**Section 1. Name of District.** The name of the District shall be FRESNO METROPOLITAN FLOOD CONTROL DISTRICT, in accordance with the statutes of the State of California creating said District.

**Section 2. Seal of the District.** The seal of the District shall be in the form of a circle and shall bear the name of the District and the year of its organization.

**Section 3. Office of District.** The office of the District shall be at such place in the County of Fresno, California, as the District may from time-to-time designate by resolution.

## 2. ARTICLE II - OFFICERS

**Section 1. Officers.** The officers of the District shall be the Chair of the Board of Directors, Vice Chair of the Board of Directors and Secretary of the District.

**Section 2. Chair.** At the annual meeting of the Board of Directors in each odd-numbered calendar year, the Board shall elect a Chair who shall serve, at the pleasure of the Board, for a term of two years. It is the intent of the Board of Directors to elect a new Chair every two years to increase and broaden involvement by Board members taking into consideration the importance of the office, the responsibilities of establishing District policies and by speaking at public events and executing District pension and contract documents. In electing a Chair, the Board shall give preference to those Board members who have seniority with respect to service on the Board and have demonstrated leadership experience and ability. No Chair shall be elected for successive full terms unless no other Director is willing to serve as Chair. Any Board Member nominated for the office of Chair who declines that nomination, shall be eligible to be nominated in the following or later election years. The Board intends to nominate and elect as Chair the member serving as Vice Chair thereby giving that member the opportunity to understand and carry out the responsibilities of the Chair when elected. The Chair shall preside at all meetings of the Board of Directors of the District, except as otherwise authorized, and shall perform such other duties as may be specified by the Board of Directors.

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**Section 3. Vice Chair.** At the annual meeting of the Board of Directors in each odd-numbered calendar year, the Board of Directors shall elect a Vice Chair who shall serve at the pleasure of the Board of Directors for a term of two years. It is the intent of the Board of Directors to elect a new Vice Chair every two years to increase and broaden involvement by Board members taking into consideration the importance of the office, the responsibilities of establishing District policies and by speaking at public events and preparing to serve as Chair. The Board intends in electing a Vice Chair to give preference to those Board members who have seniority with respect to service on the Board, have demonstrated leadership experience and ability and are willing to serve as Chair. No Vice Chair shall be elected for successive full terms unless no other Director is willing to serve as Vice Chair. Any Board Member nominated for the office of Vice Chair who declines that nomination shall be eligible to be nominated in the following or later elections. The Vice Chair shall be vested with and perform all the duties of the Chair in the case of absence, disability or vacancy in the office of the Chair, and shall perform such other duties as may be specified by the Board of Directors.

**Section 4. Secretary.** The District General Manager shall be appointed by the Board of Directors to serve as the District Secretary. The Secretary shall keep the records of the District, shall act as Secretary of the meetings of the District and record all votes, shall keep a record of the proceedings of the District in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to the office. The Secretary shall keep in safe custody the seal of the District and shall have the power to affix such seal to all contracts and instruments authorized to be executed by said District. At least annually, the Board of Directors shall conduct a written evaluation of the Secretary's performance as District General Manager and establish the General Manager - Secretary's compensation. Those written evaluations shall be retained by the District's General Legal Counsel.

The Board of Directors shall also appoint one or more Assistant Secretaries to assist the Secretary in the performance of the duties set forth herein and to serve in the absence of the Secretary. The Board of Directors may also designate a temporary appointee, who shall serve without compensation in the absence of the Secretary and an Assistant Secretary.

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**Section 5. Additional Duties.** The officers of the District shall perform such other duties and function as may, from time-to-time, be required by the Board of Directors or the By-Laws or rules and regulations of the District.

**Section 6. Additional Personnel.** The District may from time-to-time employ such personnel as it deems necessary to exercise its powers, duties, and functions, as prescribed by the statutes of the State of California creating the Fresno Metropolitan Flood Control District, and all statutes amendatory thereof.

The Board of Directors shall establish policies and procedures regarding the selection and compensation of such personnel subject to the laws of the State of California.

### 3. ARTICLE III - MEETINGS

**Section 1. Annual Meeting.** The first regular meeting in January shall be the annual meeting of the District or as otherwise designated by the Board of Directors.

**Section 2. Regular Meeting.** Regular meetings shall be held without official notice to Board members on the second and fourth Wednesday of each month, at 6:00 pm, in the Board Chambers of the District Office, 5469 E. Olive Avenue, Fresno, California. In the event the date of a regular meeting shall be a legal holiday, said meeting shall be held on a date determined by the Board of Directors.

**Section 3. Special Meeting.** The Chair, Vice Chair or Secretary of the District may, when it is deemed expedient, shall upon the written request of two members of the Board, call a special meeting of the District for the purpose of transacting any business designated in the call. The call for a special meeting shall be noticed to each Director and to each newspaper, radio or television station requesting such notice or personal delivery or mail to the designated addresses to be received 24 hours in advance of the meeting. The notice shall specify the time and place of the special meeting and the business to be transacted and shall be posted at least 24 hours prior to the meeting at a location freely accessible to the public.

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**Section 4. Emergency Meetings.** An emergency meeting may be held without complying with either the 24-hour or posting requirement. “Emergency” means any of the following when so determined by a majority of the Board of Directors:

- (a) work stoppage or other activity which severely impairs public health and/or safety; or
- (b) crippling disaster which severely impairs public health and/or safety.

Each local newspaper, radio or television station shall be notified by telephone by the Chair, Vice Chair, or Secretary one hour prior to the emergency meeting. If telephone services are not functioning, notice requirements under the “emergency” shall be deemed waived and the newspapers, radio stations, or television stations will be notified as soon as possible after the meeting that: (1) a meeting was held; (2) the purpose of the meeting; and (3) any action taken by the Board. Board Members shall not meet in closed session during a meeting called pursuant to an emergency. All special meeting requirements set forth herein, shall be applicable to an emergency meeting except that of the 24-hour notice requirement.

The minutes of a special meeting; a list of persons who the presiding officer notified or attempted to notify; a copy of any roll call vote, and any action taken at the emergency meeting shall be posted for a minimum of ten (10) days in a public place as soon after the meeting as possible.

**Section 5. Quorum.** The powers of the District shall be vested in the Board of Directors. Four members shall constitute a quorum for the purpose of conducting the District’s business and exercising its powers and for all other purposes, but a smaller number may adjourn until a quorum is obtained. Unless otherwise specified by law or District policy, action may be taken by the District only upon a vote of a majority of the quorum of the Board of Directors then sitting during a meeting.

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**Section 6. Order of Business.** At the regular meetings of the District, the following shall be the order of business:

1. Call to Order & Pledge of Allegiance
2. Report of General Manager
3. Approval of Minutes of Previous Meeting(s)
4. Business & Presentations from the Floor
5. Additions to the Agenda
6. Potential Conflicts of Interest
7. Public Hearings, if any
8. Consent Calendar, if any
9. Regular Agenda Items, if any
10. Board Reports, Workshops, Correspondence and Requests for Future Agenda Items
11. Report of General Counsel
12. Closed Session, if any
13. Adjournment

All resolutions and minutes shall be in writing and shall be kept in the files of the District.

**Section 7. Manner of Voting.** The voting on formal resolutions, and on such other matters as may be requested by a majority of the District Directors, shall be by roll call, and the ayes, noes, and abstentions shall be entered in the minutes of such meeting, except on the election of officers which may be by ballot.

**Section 8. “Robert’s Rules of Order”.** All rules of order, not herein provided for, shall be determined in accordance with “Robert’s Rules of Order”.

**Section 9. Brown Act.** Anything to the contrary herein notwithstanding, all meetings and actions of the Board shall comply with the then current provisions of the Ralph M. Brown Act as set forth in the California Government Code Sections 54950 et. seq.

#### 4. ARTICLE IV – AMENDMENTS

**Section 1. Amendments to By-Laws.** The By-Laws of the District shall be amended only with the approval of at least four members of the Board of Directors at a regular or a special meeting, but no such amendment shall be adopted unless at least seven days prior written notice thereof has been given to all Directors of the District. Such notice shall identify the section or sections of the By-Laws proposed to be amended.