

BYLAWS FOR THE

GLENN GROUNDWATER AUTHORITY

ADOPTED SEPTEMBER 10, 2018

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PREAMBLE

These Bylaws are adopted and effective as of September 10, 2018, pursuant to the Joint Exercise of Powers Agreement Establishing the GLENN GROUNDWATER AUTHORITY (Agreement).

ARTICLE 1. THE AUTHORITY

1.1 NAME OF AUTHORITY. The name of the Authority created by the Agreement shall be the GLENN GROUNDWATER AUTHORITY (Authority).

1.2 OFFICE OF AUTHORITY. The principal physical office of the Authority shall be at 720 NORTH COLUSA STREET, WILLOWS, CA 95988, and the principal mailing address shall be P.O. BOX 351, WILLOWS, CA 95988, or at such other location as the Board may designate by resolution.

1.3 POWERS. The powers of the Authority shall be as set forth in Article 3 of the Agreement.

ARTICLE 2. BOARD OF DIRECTORS

2.1 BOARD OF DIRECTORS. The Authority shall be governed by a Board of Directors (Board) as set forth in Article 4 of the Agreement.

2.2 PROCEDURE FOR APPOINTMENT OF BOARD MEMBERS

2.2.1 Appointment. Each Member Agency is responsible for appointing a Board Member and an Alternate Board Member as described in Article 4 of the Agreement, pursuant to its own procedures and authorities.

2.2.2 Notification. Each Member shall notify the Authority when it appoints or changes its Board Member and/or Alternate Board Member.

ARTICLE 3. BOARD MEETINGS

3.1 MEETINGS. The Board shall hold at least one (1) regular meeting each calendar quarter, or as often as the Board deems necessary, on the second Monday of the month, at 1:30 PM, at 720 NORTH COLUSA STREET, WILLOWS, CA 95988, or as set forth in the meeting agenda. Special meetings of the Board may be called by the Chair or any four directors by written request. Board meetings shall be conducted in compliance with all applicable laws, and as further specified herein. Meeting agendas shall be posted in compliance with the requirements of the

Ralph M. Brown Act.

3.2 QUORUM. In determining a quorum as defined by Section 4.5 of the Agreement, Alternate Directors attending meetings shall not be counted as part of any meeting quorum unless such Alternate Director is formally representing an absent appointed Director.

3.3 ORDER OF BUSINESS. In general, at the regular meetings of the Board, the following will be the order of business:

3.3.1 Call to Order.

3.3.2 Roll Call.

3.3.3 Approval of Minutes of the Previous Meeting.

3.3.4 Public Comment Period.

3.3.5 Staff Updates.

3.3.6 Agenda Items, including any appropriate combination of consent items, regular business items, public hearing items or closed session items.

3.3.7 Comments from the Board.

3.3.8 Adjournment.

3.4 ACTION BY THE BOARD. Action by the Board on all resolutions or ordinances shall be taken using a roll-call vote and shall be recorded in writing, signed by the Chair, and attested to by the Secretary. All other actions of the Board shall be by motion recorded in written minutes. The Chair shall announce the results of the vote including the names of the Directors, if any, voting in the minority.

3.5 PARTICIPATION BY PHONE. Any Board Member may call into a Board meeting. When a Board Member calls into a meeting and wishes to participate in the discussion and vote, at a minimum, the following Brown Act requirements shall apply: (1) the location where the Board Member calls from must be listed in the notice for the meeting; (2) the meeting's agenda

must be posted where the Board Member calls from; and (3) the location where the Board Member calls from must be open to the public for the duration of the Board meeting. Where a Board Member calls into a Board meeting for informational purposes only (i.e., does not participate in the discussion and does not vote), then the above listed Brown Act requirements shall not apply to the Board Member calling in.

3.6 RULE OF ORDER. All rules of order not otherwise provided for in these Bylaws shall be determined, to the extent practicable, in accordance with "Rosenberg's Rules of Order;" provided, however, that no action of the Board shall be invalidated or its legality otherwise affected by the failure or omission to observe or follow "Rosenberg's Rules of Order."

3.7 VOTING PROCEDURE TO ADDRESS LACK OF CONSENSUS. When it appears likely that the Board will not be able to come to unanimous decision on any matter upon for which a unanimous decision is required or achieve a 2/3 majority vote when such a vote is required, the matter may be subjected to the following additional procedures. Should the procedures listed below fail to produce a sufficient consensus, then Article 12 herein shall apply.

a) Straw Polls. Straw poll votes may be taken for the purpose of refining ideas and providing guidance to the Board members, committees, or both. .

b) Provisional Voting. Provisional votes may occur prior to final votes. This will be done when an initial vote is needed to understand whether there is opposition to a proposed action.

c) Delay of Vote. A vote shall be delayed if any Board member declares an intention to propose an alternative or modified recommended action, to be proposed at the next meeting, or as soon thereafter as the Board member can obtain any further information or clarifying direction from its GSP Group or governing body, or both, as needed to proposed its alternative or modified recommended action.

d) If the process outlined above fails to result in an approval, any Board member not voting in favor of the recommended action may request that the vote be delayed so they may obtain further information on the recommended action (for example, by convening an advisory group), so the Board member may obtain clarifying information and direction from its constituency.

e) Each of the Board members acknowledges that some actions related to the Sustainable Groundwater Management Act (SGMA) may be limited by time and agrees to make its best efforts to cooperate and adopt the necessary components to comply with SGMA requirements.

ARTICLE 4. OFFICERS

4.1 OFFICERS. The Officers of the Authority are the Chair, Vice-Chair, and Secretary, as provided for in Article 4.3 of the Agreement. All Directors are eligible to serve as an Officer. The Chair and the Vice Chair must be Directors.

4.2 ELECTION OF OFFICERS. At the first meeting of the Board, nominations for the Officers will be made and seconded by a Director. Officers shall be elected by a supermajority as defined in Article 4.7 of the Agreement. The initial term of the elected Officers shall run from the date of their election to until June 30 the following year. Thereafter, each Officer shall serve a term of one year, running from July of the elected year and ending June 30 the following year. An Officer may succeed himself/herself and may serve any number of consecutive or non-consecutive terms.

4.3 REMOVAL OF OFFICERS. An Officer may be removed, with or without cause, by a majority vote of the Board at a regular or special meeting.

4.4 VACANCIES. Any vacancy in the offices because of death, resignation, removal, disqualification, failure to attend six (6) consecutive Board Meetings or any other cause will be filled for the balance of the vacated term in the manner prescribed in these Bylaws for appointments to that office; provided, however, that such vacancies may be filled at any regular or special meeting of the Board.

4.5 RESIGNATION OF OFFICERS. Any Officer may resign at any time by giving written notice to the Board Chair or Secretary. Any resignation takes effect at the date of the receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation is not necessary to make it effective.

4.6 RESPONSIBILITIES OF OFFICERS.

4.6.1 Chair of the Board. The Chair of the Board shall preside at meetings of the Board and exercise and perform such other powers and duties as may be assigned to him/her by the Board or prescribed by these Bylaws. The Chair shall have the power to enforce meeting decorum and rules of order consistent with Rosenberg's Rules of Order, unless overruled by a majority of the Board.

4.6.2 Vice-Chair of the Board. If the Chair and Chair's Alternate are both absent from a

Board Meeting, then the Vice-Chair of the Board shall fulfill all the duties of the Chair in his/her absence and exercise and perform such other powers and duties as may be assigned to him/her by the Board. If the Chair and Vice-Chair, and their respective Alternates, are absent from a Board Meeting, then the Authority's Program Manager shall chair the Board Meeting.

4.6.3 Secretary. The Secretary shall perform duties assigned by the Board, such duties shall include, but not be limited to, the following:

- i. Book of Minutes. Keep or cause to be kept, at the principal executive office of the Authority or such other place as the Board may direct, a book of minutes of all meetings and actions of Directors and Committees of the Authority, with the time and place of holding the meeting, whether regular or special, and, if special, how authorized, the notice given, the names of those present and absent at such meetings and the proceedings of such meetings. Minutes will be in the form of Action Minutes and a meeting summary.
- ii. Notices and Other Duties. Prepare, give, or cause to be given, notice of, and agendas for, all meetings and/or hearings of the Board and committees of the Authority.
- iii. Exercise and perform such other powers and perform such other duties as may be assigned to him/her by the Board.

ARTICLE 5. BOARD COMMITTEES, WORKING GROUPS, AND ADVISORY COMMITTEES

5.1 BOARD COMMITTEES. The Board may establish Temporary (i.e., "Ad Hoc") or Permanent (i.e., "Advisory") Board Committees composed entirely of Directors to facilitate the conduct of its work. Temporary Board Committees will have a specific charge and operational duration not to exceed six months and are not subject to the Brown Act unless they include a majority of Directors as Committee members. Permanent Committees will be given a specific role and regardless of the number of Directors appointed shall be subject to compliance with the Brown Act. All Board Committees will provide regular updates to the full Board about their activities and the progress of their work. Permanent or Temporary Committees may be formed through direction to staff by the Board and does not require a Board vote on a noticed action item.

5.2 TEMPORARY “AD HOC” COMMITTEES. Temporary Committees may be formed from time to time to provide opportunities for a small subset of Directors to work with staff on specific planning, analytical, or community engagement activities. Such committees will have a defined area as the focus for its work and may function for a duration of up to six months, and may include such membership as needed to accomplish the objectives for which the working group was created. Temporary Committee meetings shall meet at the call of their respective committee chairs. Because Temporary Committee meetings are not subject to the Brown Act, minutes of committee meetings do not need to be recorded and circulated to the Board.

5.3 PERMANENT ADVISORY COMMITTEES. The Board may establish one or more permanent advisory committees to assist in carrying out the purposes and objectives of the Authority.

5.3.1 In establishing this committee, the Board shall provide specific direction to the committee as to its charge, expected duration for completion of its charge, and a summary of the resources, including staff or consultant support available to the committee in performing its work.

5.3.2 Permanent Advisory Committee membership and appointments shall be at the Board's discretion based on creating the membership needed to meet the purpose for which the Advisory Committee was created.

5.3.3 Any advisory committee shall exercise such powers as may be delegated to it, except that no committee may:

- i. Take any final action on matters which, under the Agreement, require approval through a vote of the Board;
- ii. Amend or repeal the Bylaws or adopt new Bylaws;
- iii. Amend or repeal any resolution of the Board; or
- iv. Appoint any other committees of the Board or the members of these committees.

5.3.4 Advisory committees shall meet at the call of their respective committee chairs. All advisory committee meetings shall be conducted in accordance with the Ralph M. Brown Act (California Government Code sections 54950 et seq.). Minutes of committee meetings shall be recorded and upon approval shall be distributed to the Board.

ARTICLE 6. AUTHORITY ADMINISTRATION, MANAGEMENT AND STAFFING

6.1 COLLABORATIVE MANAGEMENT. Except for the Authority 's Treasurer function, Authority administration and management will be conducted using a collaborative staffing model in which the professional and technical staff of the member agencies work together to provide staff leadership, management and administration of the Authority .

6.1.1 Staffing for Development of GSA and GSP. Both staff from the Agreement member agencies and other professional and technical staff from the member agencies will be involved in providing staff support for the Authority. In addition, to the extent the Authority decides necessary, it may hire outside consultants and/or employ staff.

6.2 PROGRAM MANAGER. The Program Manager of the Authority shall be the chief administration officer of the Authority and shall be responsible for the proper and efficient administration of the Authority. Subject to such supervisory powers as may be given by the Board, the Administrator shall generally supervise, direct, and control the business and the employees of the Authority.

6.1.2 The Board has appointed a staff member of Glenn County as Program Manager and will reimburse the County for the staff's services for the Authority. Reimbursement will include necessary staff time as well as the purchase and maintenance of any necessary materials and/or equipment required by the Program Manager in order to complete the work.

6.1.3 Duties of the Program Manager. The Program Manager shall 1) develop agendas and staff reports for Board packets; 2) bring pertinent issues to the attention of the Board; 3) prepare and present a proposed budget to the Board and control the approved budget; 4) appoint, direct and remove employees of the Authority; 5) implement and manage contracts and agreements approved by the Board, and 6) perform such other and additional duties as assigned by the Governing Board.

6.3 TREASURER. The Treasurer shall be the depository and have custody of all the money of

the Authority from whatever source, and shall provide strict accountability of said funds in accordance with Government Code Sections 6505 and 6505.5. The Treasurer shall possess the powers of, and shall perform those functions required by Government Code Sections 6505, 6505.5, and all other applicable laws and regulations, including any subsequent amendments thereto.

- 6.3.1 The Board has appointed the Glenn County Treasurer as the acting Treasurer of the Authority and will reimburse the County for the staff's services for the Authority. Reimbursement will include necessary staff time as well as the purchase and maintenance of any necessary materials and/or equipment required by the Treasurer in order to complete the work.
- 6.3.2 Treasurer's Duties. Particularly, the Treasurer shall perform, but not be limited to, the following duties:
 - i. Books of Account. Keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of Authority , including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account will be open to inspection by any Director or Alternate Director at all reasonable times.
 - ii. Deposit and Disbursement of Money and Valuables. Consistent with the provisions of Article 5.7 of the Agreement, deposit all money and other valuables in the name and to the credit of the Authority within such depository funds and accounts as may be designated by the Board; disburse the funds of the Authority as may be ordered by the Board; and render to the Board, whenever requested, an account of all of his/her transactions as Treasurer and of the financial condition of the Authority.
 - iii. On a quarterly basis provide the Directors with a Treasurer's report that includes a bank reconciliation report on cash, summary of revenue and expenditure activity to date for the current fiscal year.
 - iv. Exercise and perform such other powers and perform such other duties as may be assigned to him/her by the Board.

6.4 STAFFING STRATEGY REVIEW UPON COMPLETION OF THE GROUNDWATER SUSTAINABILITY PLAN. The collaborative staffing model for the Authority will be reviewed and revised as needed. In particular, the performance of the collaborative staffing model in meeting the Authority's needs and the proposed role of the Authority in developing the GSP will be considered when determining the potential future staffing needs of the Authority.

ARTICLE 7. FINANCES

7.1 DEPOSIT AND DISBURSEMENT OF FUNDS. All funds of the Authority shall be deposited in one or more depository accounts as may be designated by the Board. Such accounts shall be independent of any account owned by or exclusively controlled by any of the Members. No disbursements of such funds shall be made unless the disbursements have been approved in the annual operating budget, or otherwise specifically approved by the Board. All disbursements shall be by check. Disbursements of not more than five thousand dollars (\$5,000) may be issued pursuant to the Treasurer's sole signature. Disbursements in excess of five thousand dollars (\$5,000) may only be issued upon the signature of the Treasurer and Chair, or in the Chair's absence, the Vice-Chair. The Treasurer may establish and implement a protocol allowing for electronic signatures by the Chair or Vice-Chair in order to facilitate efficient operation of the Authority.

7.2 BUDGET. The Authority shall operate pursuant to an operating budget to be adopted prior to the beginning of each new fiscal year that runs from July 1 to June 30 of each year. The Authority shall endeavor to operate each year pursuant to an annually balanced budget so that projected annual expenses do not exceed projected annual revenues. Budget adjustments to the annual budget shall be reviewed and acted upon by the Board at a regularly or specially scheduled Board meeting occurring after January 1 of each calendar year. The Board may take action to amend the budget at other times if circumstances require more immediate action.

7.3 FUNDING. The Authority budget shall be funded by Member commitments reflected in the Initial Funding and Administrative Service Agreement, which is Exhibit E to the Agreement. However, the Board intends to develop a long-term funding plan to fund the Authority after the Initial Funding and Administrative Service Agreement expires.

ARTICLE 8. DEBTS AND LIABILITIES

The debts, liabilities and obligations of the Authority are not and will not be the debts, liabilities or obligations of any or all of the Members. However, nothing in this Article or in the Agreement

prevents, or impairs the ability of, a Member or Members, from agreeing, in a separate agreement, to be jointly and/or severally liable, in whole or in part, for any debt, obligation or liability of the Authority, including but not limited to, any bond or other debt instrument issued by the Authority.

ARTICLE 9. RECORDS RETENTION

9.1 MAINTENANCE OF THE AUTHORITY RECORDS. The Authority will keep:

9.1.1 Adequate and correct books and records of account; and of the Board.

9.1.2 Minutes in written form of the proceedings of its Board and Permanent Committees, if any.

9.1.3 All such records will be kept at the Authority's principal office.

9.2 RECORDS RETENTION POLICY AND SCHEDULE. The Board may review and adopt a Records Retention Policy and Schedule that specifies the retention period of different categories of materials. Implementation of this Policy will be the responsibility of Authority staff.

9.3 INSPECTION RIGHTS.

9.3.1 Any Member may inspect the accounting books and records and minutes of the proceedings of the Board and committees of the Board, at any reasonable time, for a purpose reasonably related to such person's interest.

9.3.2 Any inspection and copying under this Section may be made in person or by an agent or attorney or the entity entitled thereto and the right of inspection includes the right to copy.

9.4 MAINTENANCE AND INSPECTION OF AGREEMENT AND BYLAWS. The Authority will keep at its principal executive office the original or copy of the Agreement and these Bylaws as amended to date, which will be open to inspection by the Authority or any Member at all reasonable times during office hours.

9.5 INSPECTION BY DIRECTORS. Every Director has the absolute right at any reasonable

time to inspect all non-confidential books, records, and documents of every kind and the physical properties of the Authority. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE 10. RESPONDING TO PUBLIC RECORDS ACT REQUESTS

10.1 PURPOSE AND SCOPE. This Article encompasses the Authority's procedure for responding to requests from the public to inspect or obtain copies of Authority records in accordance with the Public Records Act (Govt. Code, § 6250 et seq.) and the California Constitution (Art. I, § 3(b).) Nothing herein is intended to waive exemptions for particular records set forth in the Public Records Act or other law. This procedure covers all Authority records that relate to the conduct of the public's business and are prepared, owned, used, or retained by the Authority in the ordinary course of business.

"Records" generally include writings whether handwritten, typed, printed, emailed, faxed, or stored in any electronic or other medium, as well as pictures and video and sound recordings. For a full definition of "writing" as used in the Public Records Act, see California Government Code section 6252(g.)

A request for public records may be made by any member of the public, whether or not a constituent of the Authority, or by any business, organization, or other entity. Authority officials (e.g., Board Members and officers) have the same status as members of the public under the Act, but of course may review records related to their official duties without making a Public Records Act request (as outlined in Article 9).

10.2 RESPONSIBILITY. The Authority's Program Manager, in consultation with the Authority's attorney, shall be responsible for responding to Public Records Act requests submitted to the Authority. When applicable, each Member or designee shall work with the Program Manager to locate and compile documents which may be responsive to Public Records Act requests.

10.3 RECEIPT OF PUBLIC RECORDS ACT REQUEST. The Authority shall request that Public Records Act requests ("Record Requests") be made directly to the Program Manager in a writing that reasonably outlines the categories of records sought. Members may ask parties requesting public records to submit the request in writing to the Program Manager. But,

Members should be prepared to accept and assist with requests submitted by other means. In such cases, the Member receiving the request should seek to ensure the following information is included with the request: (a) the requestor's contact information (unless the requestor declines to provide it); (b) a reasonable description of the records requested; and (c) whether the requestor wants copies of the records or to inspect the records at the Authority.

When a Records Request relating to the Authority is received by a Member Agency or Director/Alternate Director, the Records Request shall be immediately forwarded to the Program Manager. The Program Manager will then share a copy with the Authority's attorney and determine if any other Members should receive a copy. The Program Manager and Authority attorney should determine if the Records Request covers records that are confidential or otherwise exempt from disclosure under the Public Records Act, or if it appears that the Records Request might be related to potential or pending litigation.

10.4 INITIAL PROCESSING OF THE RECORDS REQUEST. Upon receipt of a Records Request, the Program Manager shall immediately: (a) date stamp the Records Request; (b) scan the Records Request to the appropriate folder; and (c) enter the Records Request into the Public Records Act Log (described below in Article 10.13)

10.5 GATHERING RECORDS FOR POTENTIAL DISCLOSURE. The Program Manager shall ensure that a Records Request is distributed to Member Agency which might have responsive records and request that the department(s) provide the Program Manager the following information within three (3) business days: (a) whether there may be responsive records; (b) a time estimate to provide the potentially responsive records to the Program Manager's office for review; and (c) whether the department anticipates that more than ten (10) calendar days from the date of the request will be needed to locate all potentially responsive public records. The Program Manager should check-in with the relevant departments periodically to ensure the Records Request is processed in a timely manner.

10.6 RESPONSE DEADLINES. The Authority has a maximum of ten (10) calendar days from receipt of the Records Request to notify the requestor whether there are any Authority records in response to the Records Request. If the tenth (10th) day falls on a weekend or holiday, the deadline rolls to the next business day. In "unusual circumstances" the Program Manager can, by written notice to the requestor, extend the Authority's time to respond to the request for up to fourteen (14) additional days as provided in Government Code section 6253(c). Invocation of the "unusual circumstances" extension shall be made in consultation with the Authority's

attorney.

10.7 DETERMINING WHETHER RECORDS ARE EXEMPT FROM DISCLOSURE.

Several types of records are generally deemed confidential or otherwise exempt from disclosure under the Public Records Act. (*See* Govt. Code, §§ 6254, 6255). If the Program Manager believes that a Records Request potentially involves exempt records, he or she should discuss the Records Request with the Authority's attorney. Final exemption determinations shall be made by the Authority's attorney.

Relatedly, some Authority records may include third-party information for which an exemption determination is a close call. The Authority should seek to ensure that the third-party's rights are honored with respect to whether such information is exempt or is a disclosable public record. All Records Requests that involve third-party information should be discussed with the Authority's attorney to determine whether disclosure is mandated.

10.8 RESPONDING TO THE RECORDS REQUEST. The Program Manager shall notify the requestor: (a) whether the Authority has records responsive to the Records Request and (b) whether all responsive records will be disclosed, or whether any records will be withheld or redacted because of an exemption.

If the Authority determines that some or all of the requested documents are exempt from disclosure, the response must identify the ground(s) for the exemption(s), and the name of the Authority's attorney as the person responsible for such exemption determination. Such exemption determinations shall be provided in writing.

The Authority must promptly provide the requestor with the opportunity to obtain copies of public records or to inspect them before determining which records to have copied. (Govt. Code, § 6253(b).) In most circumstances, the records will be produced or made available for inspection when the Program Manager notifies the requestor that there are records responsive to the request. However, when the Records Request involves a significant volume of documents, the Authority may take additional time to provide the records. But, in all cases, the Authority must provide the records as soon as reasonably possible.

10.9 COPIES OF RECORDS. If copies are requested, the Authority will charge a per page fee. For most records, the fee is established by state law. (*See* Govt. Code, §§ 6253(b), 81008.) For non-Political Reform Act Records Requests (section 10.12 below), the Authority shall

charge an amount sufficient to cover its direct cost of duplication. In the Program Manager's discretion, if the Records Request does not involve a significant volume of documents and the requestor agrees, the Program Manager may scan the records and send PDFs to the requestor electronically. If the request involves a substantial amount of copying, the Program Manager should obtain payment before providing the copies.

10.10 INSPECTION OF RECORDS. Where only inspection is requested, the records will ordinarily be made available for inspection during all normal Authority business hours. If the request seeks review of voluminous records, a mutually-agreeable time will be scheduled for the inspection. The operational functions of the Authority will not be suspended to permit inspection of records during periods in which such records are reasonably required by Authority personnel in the performance of their duties. Authority personnel must be present during the inspection of records in order to protect the integrity of the records. Persons inspecting records shall not destroy, mutilate, deface, alter, or remove public records from the inspection location. If copies of some or all of the records are requested following the inspection, the Authority will charge fees for copies as discussed above.

10.11 ELECTRONIC RECORDS. When requested, existing electronic records must be provided in electronic form. Such records must be provided in any electronic format requested as long as the format is one that is currently used by the Authority. The Authority is not required to reconstruct records that it no longer maintains in an electronic format. (Govt. Code, § 6253.9 (c).)

The Authority is not required to produce documents in formats (e.g., word processing format such as Microsoft Word) if it would jeopardize or compromise the security or integrity of the original record or of any proprietary software. (Govt. Code, § 6253.9 (f).) In such situations, the Authority should convert the record to a format which is less easily manipulated, such as PDF format. (Govt. Code, § 6253.9 (f).) Relatedly, the Authority may offer to produce records in an electronic format, but may not insist that they only be provided in electronic format. (Govt. Code, § 6253.9 (d), (e).)

The Authority may charge the requestor for the added cost of producing electronic records if: (1) the request calls for producing the record at a time different than the time the record would ordinarily be produced or (2) the request requires data compilation, extraction, or programming. (Govt. Code, § 6253.9 (b).)

10.12 POLITICAL REFORM ACT RECORDS. Every report and statement filed pursuant to the Political Reform Act is a public record open for public inspection and reproduction during regular business hours, commencing as soon as practicable, but in any event not later than the second business day following the day on which it was received. (Govt. Code, § 81008.) The Authority shall impose no conditions upon persons desiring to inspect or reproduce reports and statements filed under this title, nor shall any information or identification be required from these persons. Copies shall be provided at a charge not to exceed ten cents (\$0.10) per page. In addition, the filing officer may charge a retrieval fee not to exceed five dollars (\$5.00) per request for copies of reports and statements which are five (5) or more years old. A request for more than one report or statement at the same time shall be considered a single request.

10.13 PUBLIC RECORDS ACT LOG. The Program Manager shall maintain a log of Records Request. Each log entry should summarize the following information, if available: (a) name of the requestor; (b) summary of information requested; (c) whether public records were provided by an Authority department or the Authority Program Manager; (d) the date of the responses (including without limitation any and all initial responses, extensions, and production dates); (e) whether any documents were withheld and/or redacted and the authority therefor; (f) a description of the documents provided in the response; and (g) the amount of fees collected. The log shall be kept in the Program Manager's office.

ARTICLE 11. ETHICS AND CONFLICTS OF INTEREST

The Authority shall be subject to the conflict of interest rules set forth in the Political Reform Act (commencing with Section 81000 of the Government Code of the State of California) and Sections 1090 et seq. of the Government Code of the State of California, and the Authority shall adopt an ethics policy as well as a conflict of interest code as required and as provided by the implementing regulations of the Political Reform Act.

ARTICLE 12. CONFLICT RESOLUTION

If consensus is not achieved following the procedures outlined in Article 3.6 herein, then this Article shall apply. In the event of any dispute amongst Members arising from or relating to the Authority, the disputing Member shall, within thirty (30) calendar days of discovery of the events giving rise to the dispute, notify all Members in writing of the basis for the dispute. Within thirty (30) calendar days of receipt of said notice, all interested Members shall meet and confer in a good-faith and attempt to informally resolve the dispute.

All disputes that are not resolved informally shall be settled by arbitration. Within ten (10) days

following the failed informal proceedings, each interested Member shall nominate and circulate to all other interested Members the name of one arbitrator listed as a “Neutral” with JAMS Mediation, Arbitration, and ADR Services. Within ten (10) days following the nominations, the interested Members shall rank their top three among all nominated arbitrators, awarding three points to the top choice, two points to the second choice, one point to the third choice and zero points to all others. Each interested Member shall forward its tally to the Secretary, who shall tabulate the points and notify the interested Members of the arbitrator with the highest cumulative score, who shall be the selected arbitrator. The Secretary may also develop procedures for approval by the Members, for selection in the case of tie votes or in order to replace the selected arbitrator in the event such arbitrator declines to act. The arbitration shall be administered in accordance with the procedures set forth in the California Code of Civil Procedure, section 1280, et seq., and of any state or local rules then in effect for arbitration pursuant to said section. Upon completion of arbitration, if the controversy has not been resolved, any Member may exercise all rights to bring a legal action relating to the controversy. Arbitration costs shall be divided equally amongst participating Members.

ARTICLE 13. AMENDMENT

These Bylaws may be amended from time to time by resolution of the Board duly adopted upon supermajority vote of the Board at a regular or special meeting of the Board; provided, however, that no such amendment shall be adopted unless at least thirty (30) days written notice thereof has previously been given to all members of the Board. Such notice shall identify the Article to be amended, the proposed amendment, and the reason for the proposed amendment.

ARTICLE 14. DEFINITIONS AND CONSTRUCTION

Unless specifically defined in these Bylaws, all defined terms shall have the same meaning ascribed to them in the Agreement. If any term of these Bylaws conflicts with any term of the Agreement, the Agreement's terms shall prevail, and these Bylaws shall be amended to eliminate such conflict of terms. Unless the context or reference to the Agreement requires otherwise, the general provisions, rules of construction and definitions in the California Civil Code will govern the construction of these Bylaws.