

***Limited Exceptions to Brown Act Under Executive Order N-29-20:**
A Board may hold teleconference meetings without adhering to all of the requirements of the Brown Act.

- The agenda does not need to provide notice of each teleconference location nor do agendas need to be posted at each location;
- A quorum of board members need not be located within the jurisdiction; and
- Governing board members may participate in a teleconference meeting from places that are not publicly accessible so long as the CVPCSD complies with:
- Public access via internet and/or telephone to the Board meeting and ability to provide public comment in some electronic form.
- The Board uses its sound discretion and makes reasonable efforts to adhere, as closely as possible, to the other provisions of the Brown Act in order to maximize transparency and provide public access.

Section 17. ADJOURNMENT and CONTINUANCE. A majority of the directors present, whether or not a quorum is present, may adjourn any BOARD meeting to another time or place. Notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the meeting, to the directors who were not present at the time of the adjournment, and to the public in the manner prescribed by any applicable public open meeting law.

Section 18. COMPENSATION AND REIMBURSEMENT. Directors may receive a compensation for no more than 6 (six) meetings per month as determined by California Government Code section 61047, for their services as directors or officers. Increases in compensation will follow procedures detailed in Water Code section 20202 and which will be reflected in a resolution following the implementation of those procedures. Directors shall be entitled to the reimbursement of actual and necessary expenses incurred when conducting the CVPCSD's business.

Section 19. CREATION AND POWERS OF COMMITTEES. The Board may create one or more advisory committees composed of directors and non-directors with a minimum of three members at all times. It is the intent of the Board to encourage the participation and involvement of community members through attending and participating in open committee meetings. The Board may establish, by resolution adopted by a majority of the directors then in office, advisory committees to serve at the pleasure of the Board.

Section 20. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the BOARD shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other BOARD' actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by BOARD' resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The BOARD may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the BOARD has not adopted rules, the committee may do so.

Section 21. NON-LIABILITY OF DIRECTORS. No director shall be personally liable for the debts, liabilities, or other obligations of CVPCSD. The District has an obligation to defend and indemnify the members of the Board from claims that they acted negligently in the course and scope of their duties as directors.

**ARTICLE VII
OFFICERS OF THE CVPCSD**

Section 1. OFFICES HELD. The officers of the BOARD shall be the President and Vice President, Secretary and Treasurer.

In the absence of the President, the Vice President shall act as President of the BOARD and shall serve as Chairperson over all meetings of the Board. If the President and Vice President of the Board are both absent, the remaining members present shall select one of themselves to act as Chairperson of the meeting.

Section 2. DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the Secretary/Clerk nor the Treasurer may serve concurrently as either the President or the Chairman of the Board.

Section 3. ELECTION OF OFFICERS. The President, Vice President, Secretary and Treasurer of the Board shall be elected annually at the last regular meeting of each calendar year, with the term of office beginning on January 1 of the following year.

Section 4. APPOINTMENT OF OTHER OFFICERS. The BOARD may elect, by majority vote, and authorize the President, or another officer to appoint any other officers that the CSD may require. Each elected officer shall have the title and authority, hold office for the designated period, and perform the duties specified in the bylaws or established by the Board.

Section 5. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Board or General Manager. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the CVPCSD under any contract to which the officer is a party. All District owned equipment and materials must be returned within one week of resignation.

Section 6. VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office.

Section 7. PRESIDENT OF THE BOARD. The President, or in his/her absence the Vice President, shall be recognized as the official head of the CVPCSD for all ceremonial purposes.

The President, or in his/her absence the Vice President, is the designated representative of the BOARD to speak on official CVPCSD position or policy.

Section 8. VICE-PRESIDENT OF THE BOARD. If the President is absent or disabled, the Vice- President shall perform all duties of the President. When so acting, a Vice- President shall have all powers of and be subject to all restrictions on the President. The Vice- President shall have such other powers and perform such other duties as the BOARD or the bylaws may require. In the absence of the President or Vice-president, the next senior member shall represent the Board for ceremonial purposes.

Section 9. GENERAL MANAGER TO THE BOARD. As per Government Code 61051, the General Manager is the highest level management appointee who is directly responsible to the board of directors for the implementation of the policies established by the board of directors.

The general manager shall be responsible for all of the following:

- (a) The implementation of the policies established by the board of directors for the operation of the district.
- (b) The appointment, supervision, discipline, and dismissal of the district's employees, consistent with the employee relations system established by the board of directors.
- (c) The supervision of the district's facilities and services.
- (d) The supervision of the district's finances.