

RESOLUTION NO. 02-103

RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF NAPA, STATE OF CALIFORNIA, APPROVING CREATION OF THE NAPA RIVER WATERSHED CONSERVANCY AND WATERSHED INFORMATION CENTER BOARD

WHEREAS, on October 3, 2000, the Board of Supervisors received the Napa River Watershed Task Force ("Task Force") - Phase II Final Report (the "Report") providing the Task Force analysis and recommendations which included, but were not limited to, creation of the Napa River Watershed Conservancy Program and creation of the Napa River Watershed Information Center;

WHEREAS, the Conservancy Program is intended to support restoration and resource protection activities and would coordinate land acquisition and restoration projects under the guidance of a board of directors;

WHEREAS, the Watershed Information Center is intended to be a long-term resource management program that will provide public outreach, educational efforts and monitoring coordination, inventory and assessment, and data management;

WHEREAS, the Watershed Oversight Committee (the "Oversight Committee") recommended the creation of a joint Napa River Watershed Conservancy and Watershed Information Center board ("Conservancy/WIC Board") at its meeting on March 27, 2002, made final recommendations on the composition of the joint Conservancy/WIC Board and directed staff to forward those recommendations to the Board of Supervisors for consideration;

WHEREAS, on May 7, 2002, the Board of Supervisors declared its intent to form the Conservancy/WIC Board and approved the following Conservancy/WIC Board members:

- A. One (1) member of the Napa County Land Trust;
- B. One (1) member of the Napa County Resource Conservation District;
- C. One (1) member of the Natural Resource Conservation Service;
- D. Two (2) members of the Napa County Board of Supervisors;
- E. One (1) member of the Napa County Conservation, Development and Planning Commission;
- F. Two (2) members of the cities (represented by the League of Municipalities);
- G. Six (6) public at large members representing environmental, agricultural, development and community interests to be appointed by the Board of Supervisors.

Technical Advisory Members:

One (1) representative of the Natural Resource Conservation Service

One (1) representative of the Napa County Flood Control and Water Conservation District

- One (1) representative of the California Department of Fish and Game
- One (1) representative of the California Department of Forestry and Fire Protection
- One (1) representative of the Regional Water Quality Control Board
- One (1) representative of the Environmental Protection Agency
- One (1) representative of the Napa County Resource Conservation District
- One (1) representative of the Napa County Conservation, Development and Planning Department
- Four (4) representatives comprised of professional and academic research scientists and technical experts

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of the County of Napa hereby creates the Conservancy/WIC Board subject to the following:

1. The Conservancy/WIC Board membership and technical advisory members shall be comprised of the members listed herein.
2. The Conservancy/WIC Board shall conduct its first organizational meeting no later than August 15, 2002.
3. The Conservation, Development and Planning Director or his designee shall serve as Secretary to the Conservancy/WIC Board.
4. To the extent that the Conservancy/WIC Board requires funds for operations and expenses of the Conservancy/WIC Board, it shall submit a proposed budget to the Board of Supervisors consideration and approval.

The foregoing resolution was duly and regularly adopted by said Board of Supervisors of the County of Napa, State of California, at a regular meeting of said Board held on the 21st day of May, 2002, by the following vote:

AYES: SUPERVISORS VARRELMAN, RIPPEY, LUCE AND WAGENKNECHT

NOES: SUPERVISORS NONE

ABSENT: SUPERVISORS DODD

Paul Wagenknecht
vice
 BILL DODD, Chairman, Board
 Board of Supervisors

ATTEST:

MARY JEAN McLAUGHLIN
 Clerk of the Board

By: *Leri Sisson* DEPUTY

APPROVED AS TO FORM
 Office of County Counsel
 By: *[Signature]*
 Date: *5/15/02*

... planning/NRWTask Force/ReseJT.WIC&TACdoc

RESOLUTION NO. 04-26

**A RESOLUTION OF THE BOARD OF SUPERVISORS OF
THE COUNTY OF NAPA, STATE OF CALIFORNIA, AMENDING
RESOLUTION NO. 02-103 REGARDING THE SELECTION CRITERIA
FOR THE NAPA RIVER WATERSHED CONSERVANCY
AND WATERSHED INFORMATION CENTER BOARD AND
ESTABLISHING TERM LIMITS FOR BOARD MEMBERS**

WHEREAS, on May 21, 2002, the Board adopted Resolution No. 02-103 creating the joint Napa River Watershed Conservancy and Watershed Information Center Board (the "Conservancy/WIC Board") and the composition of the members of the Conservancy/WIC Board;

WHEREAS, the Board desires to amend Resolution No. 02-103 to clarify the selection criteria for members of the Conservancy/WIC Board to reflect organizational changes and to specify term limits;

WHEREAS, the Board of Supervisors of the County of Napa declares that the Conservancy/WIC Board shall be comprised of the following individuals:

- A. One (1) member nominated by the Napa County Land Trust from among the Land Trust's board of directors;
- B. One (1) director or associate director nominated by the Napa County Resource Conservation District;
- C. One (1) representative from the Natural Resource Conservation Service;
- D. Two (2) members of the Napa County Board of Supervisors;
- E. One (1) member of the Napa County Conservation, Development and Planning Commission;
- F. Two (2) city members nominated from the City Selection Committee; and
- G. Six (6) Napa County residents from the public at large representing environmental, agricultural, development and community interests as selected by the Napa County Board of Supervisors.

WHEREAS, the Board of Supervisors declares that the term of office for four (4) members of the Conservancy/WIC Board shall be two (2) years from the initial date of appointment, and three (3) years from the initial date of appointment for five (5) members, and four (4) years from the initial date of appointment for five (5) members. Thereafter, each member shall serve for a period of four (4) years.

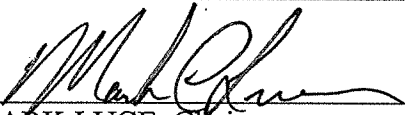
NOW, THEREFORE BE IT RESOLVED that the Board of Supervisors of the County of Napa hereby finds as follows:

1. The Conservancy/WIC Board membership shall be comprised of the members listed herein.

2. The term limits for the Conservancy/WIC Board members shall be as stated herein.
3. All other terms and provisions in Resolution No. 02-103 shall remain unchanged and in effect.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED by the Board of Supervisors of the County of Napa, State of California, at a regular meeting of said Board held on the 24th day of February, 2004 by the following vote:

AYES:	SUPERVISORS	<u>RIPPEY, DODD, DILLON, WAGENKNECHT</u> <u>and LUCE</u>
NOES:	SUPERVISORS	<u>NONE</u>
ABSENT:	SUPERVISORS	<u>NONE</u>



 MARK LUCE, Chairperson
 Napa County Board of Supervisors

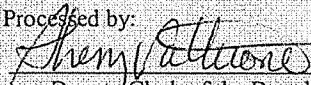
ATTEST:

PAMELA MILLER
 Clerk of the Board


By: 

Approved by the Napa County Board of Supervisors

Date: February 24, 2004

Processed by: 
 Deputy Clerk of the Board

Approved As To Form Office of County Counsel

By: 
 Deputy County Counsel

Date: 1/26/04

RESOLUTION NO. 04-77

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF NAPA, STATE OF CALIFORNIA, CREATING TWO ALTERNATE MEMBERS FOR THE NAPA RIVER WATERSHED CONSERVANCY AND WATERSHED INFORMATION CENTER BOARD, ESTABLISHING TERM SERVICE AND TERMINATION CONDITIONS FOR BOARD MEMBERS AND APPROVING THE BOARD'S BYLAWS

WHEREAS, on May 21, 2002, the Board adopted Resolution No. 02-103 creating the joint Napa River Watershed Conservancy and Watershed Information Center Board (the "Conservancy/WIC Board") and the composition of the members of the Conservancy/WIC Board;

WHEREAS, on February 24, 2004, the Board adopted Resolution No. 04-26 amending Resolution No. 02-103 by clarifying the selection criteria for members of the Conservancy/WIC Board to reflect organizational changes and specifying term limits;

WHEREAS, the Board desires to create two alternate members on the Conservancy WIC/Board, one from the cities as nominated by the City Selection Committee and one from the Board as nominated by the Napa County Board of Supervisors, in the event that a member from the cities or the Board of Supervisors is unable to attend a meeting of the Conservancy/WIC Board;

WHEREAS, the Board desires to establish service and termination conditions for Conservancy WIC/Board members;

WHEREAS, pursuant to County Policy Manual Section G(2) on Page 11 of Section 8, the rules and regulations of a committee's conduct of business must be adopted by the Board of Supervisors. The Conservancy WIC/Board intends to adopt the proposed amended bylaws attached as Exhibit "A" which the Board desires to approve.

NOW, THEREFORE BE IT RESOLVED that the Board of Supervisors of the County of Napa hereby finds as follows:

1. The Conservancy/WIC Board membership shall be comprised of the members listed in Resolution No. 04-26. In addition, there shall be two alternate members, one from the cities as nominated by the City Selection Committee and one from the Board as nominated by the Napa County Board of Supervisors.
2. A Conservancy/WIC Board member's term may be concluded before expiration if any one of the following events occurs:
 - a) A member will be considered as having involuntarily resigned from his or her position as a Conservancy/WIC Board member if absent from three consecutive regular meetings during the term year, unless confirmed by illness or other absence approved by a majority of the Conservancy/WIC Board members at any meeting thereof;
 - b) A member submits his or her resignation to the Chair of the Conservancy/WIC Board;
 - c) A member ceases to reside in Napa County;

- d) A member is convicted of a felony or any offense involving a violation of his or her official duties; or
- e) A member refuses or neglects to file the required oath of office.

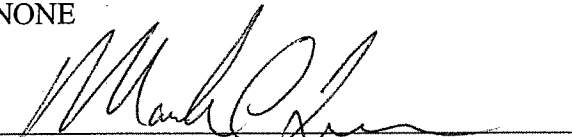
3. The proposed amended bylaws of the Conservancy/WIC Board attached as Exhibit "A" are hereby approved.

4. All other terms and provisions in Resolution No. 02-103 as amended by Resolution No. 04-26 not in conflict with the terms and provisions of this Resolution shall remain unchanged and in effect.

5. The County Executive Officer is directed to place a copy of this Resolution, or appropriate summary thereof, in Part II of the Napa County Policy Manual, as a new Section 24.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED by the Board of Supervisors of the County of Napa, State of California, at a regular meeting of said Board held on the 8th day of June, 2004 by the following vote:

AYES:	SUPERVISORS	DODD, DILLON, RIPPEY, WAGENKNECHT and LUCE
NOES:	SUPERVISORS	NONE
ABSENT:	SUPERVISORS	NONE



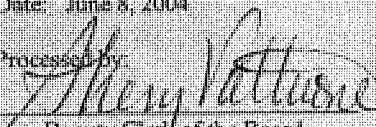
 MARK LUCE, Chairperson
 Napa County Board of Supervisors

ATTEST:
 PAMELA MILLER
 Clerk of the Board

By: 

Approved by the Napa County Board of Supervisors

Date: June 8, 2004

Processed by: 
 Deputy Clerk of the Board

Approved As To Form Office of County Counsel

By: Laura J. Anderson
 Deputy County Counsel

Date: May 24, 2004

Attachments:

Exhibit "A" – Proposed Amended Bylaws of the Napa River Watershed Conservancy and Watershed Information Center Board

RESOLUTION NO. 04-102

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF NAPA, STATE OF CALIFORNIA, CHANGING THE NAME OF "THE NAPA RIVER WATERSHED CONSERVANCY AND WATERSHED INFORMATION CENTER BOARD" TO "THE WATERSHED INFORMATION CENTER AND CONSERVANCY OF NAPA COUNTY"

WHEREAS, on May 21, 2002, the Board adopted Resolution No. 02-103 creating the joint Napa River Watershed Conservancy and Watershed Information Center Board (the "Conservancy/WIC Board") and the composition of the members of the Conservancy/WIC Board;

WHEREAS, during their Strategic Planning process, the Conservancy/WIC Board discussed changing its name to reflect that it would address and serve watersheds throughout Napa County not just the Napa River watershed;

WHEREAS, the Board desires to change the name of the Conservancy/WIC Board to better reflect its purpose;


NOW, THEREFORE BE IT RESOLVED that the Board of Supervisors of the County of Napa hereby finds as follows:

1. The Conservancy/WIC Board shall be known for all purposes as "The Watershed Information Center and Conservancy of Napa County."

2. The County Executive Officer is directed to place a copy of this Resolution, or appropriate summary thereof, in Part II of the Napa County Policy Manual, as a new Section 24.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED by the Board of Supervisors of the County of Napa, State of California, at a regular meeting of said Board held on the 13th day of July, 2004 by the following vote:

AYES:	SUPERVISORS	WAGENKNECHT, DODD, RIPPEY, DILLON and LUCE
NOES:	SUPERVISORS	NONE
ABSENT:	SUPERVISORS	NONE

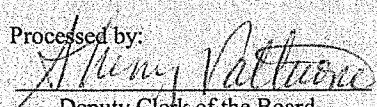

MARK LUCE, Chairperson
Napa County Board of Supervisors

ATTEST:
PAMELA MILLER
Clerk of the Board

By: 

... planning/NRWTask Force/RWICNAMECHGE.doc

<p>Approved As To Form Office of County Counsel</p> <p>By: <u>E-Signature by Laura J. Anderson</u> Deputy County Counsel</p> <p>Date: <u>June 29, 2004</u></p>

<p>Approved by the Napa County Board of Supervisors</p> <p>Date: July 13, 2004</p> <p>Processed by:  Deputy Clerk of the Board</p>

RESOLUTION NO. 05-202

A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF NAPA, STATE OF CALIFORNIA, ADOPTING A 2005-06 STRATEGIC PLAN FOR THE WATERSHED INFORMATION CENTER AND CONSERVANCY BOARD AND AMENDING RESOLUTION NO. 04-26 AND RESOLUTION NO. 04-77 REGARDING MEMBERSHIP ON THE WATERSHED INFORMATION CENTER AND CONSERVANCY BOARD

WHEREAS, on May 21, 2002, the Board adopted a resolution creating the joint Napa River Watershed Conservancy and Watershed Information Center Board (the "Conservancy/WIC Board") and the composition of the members of the Conservancy/WIC Board. The Conservancy/WIC Board was later renamed the Watershed Information Center and Conservancy Board of Napa County (the "WICC Board");

WHEREAS, on March 25, 2004, the WICC Board adopted its first Strategic Plan;

WHEREAS, the WICC Board has recommended certain changes to its previously adopted Strategic Plan to better reflect the WICC Board's vision and guiding principles. Those changes are reflected in the "Watershed Information Center and Conservancy of Napa County Final 2005-06 Strategic Plan, dated August 2005" (the "2005-06 Strategic Plan") which the WICC Board recommends that the Board of Supervisors adopt;

WHEREAS, one of the recommendations in the 2005-06 Strategic Plan is to expand the WICC Board to include one representative from each city or town in Napa County. Currently, the WICC Board's city representation is limited to two city members and one alternate city member. The city members and alternate city members are currently nominated by the City Selection Committee;

WHEREAS, having a representative from each city or town in the County on the WICC Board will promote broader public outreach and community dialogue of the WICC Board's visions and goals. The additional representatives from each city or town in the County will also reduce the need to have an alternate city member;

NOW, THEREFORE BE IT RESOLVED that the Board of Supervisors of the County of Napa hereby resolves as follows:

1. The 2005-06 Strategic Plan is hereby adopted and the WICC Board is directed to act in accordance with the guiding principles and actions contained therein.
2. Resolution No. 04-26 regarding two city members nominated from the City Selection Committee and Resolution No. 04-77 regarding an alternate city member nominated from the City Selection Committee are hereby amended so that instead of two city members nominated by the City Selection Committee, there shall be one representative from each city or town in Napa County nominated by their respective city or town council. There shall no longer be an alternate city or town member on the WICC Board.
3. All other terms and provisions of Resolution No. 04-26 and Resolution No. 04-77 not in conflict with the terms and provisions of this Resolution shall remain unchanged and in effect.
4. The County Executive Officer is directed to place a copy of this Resolution, or appropriate summary thereof, in Part II of the Napa County Policy Manual, Section 24 in place of the previous Section 24.

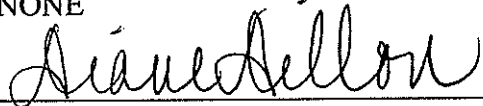
5. This Resolution is exempt from CEQA pursuant to Title 14 CCR Section 15061 (b)(3), as it can be seen with certainty that there is no possibility that the proposed action may have a -- -- significant effect on the environment and therefore CEQA is not applicable.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED by the Board of Supervisors of the County of Napa, State of California, at a regular meeting of said Board held on the 1st day of November, 2005, by the following vote:

AYES: SUPERVISORS DODD, WAGENKNECHT, MOSKOWITE, LUCE
and DILLON

NOES: SUPERVISORS NONE

ABSENT: SUPERVISORS NONE

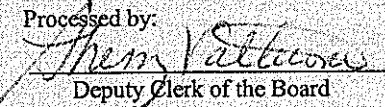


DIANE DILLON, Chairperson
Napa County Board of Supervisors

ATTEST:
PAMELA A. MILLER
Clerk of the Board

By: 

**Approved As To Form
Office of County Counsel**
By: Laura J. Anderson (email signature)
Deputy County Counsel
Date: October 11, 2005

**Approved by the Napa County
Board of Supervisors**
Date: November 1, 2005
Processed by:

Deputy Clerk of the Board

RESOLUTION NO. 06-82

RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF NAPA, STATE OF CALIFORNIA, AMENDING THE BYLAWS OF, AND EXTENDING THE LIFE OF THE WATERSHED INFORMATION CENTER AND CONSERVANCY BOARD OF NAPA COUNTY INDEFINITELY

WHEREAS, on May 21, 2002, the Board adopted Resolution No. 02-103 creating the joint Napa River Watershed Conservancy and Watershed Information Center Board which was later renamed the Watershed Information Center and Conservancy of Napa County ("WICC");

WHEREAS, since creation of the WICC in 2002, the Board of Supervisors has adopted several resolutions affecting the role and structure of the WICC and those changes need to be memorialized and incorporated into the WICC's bylaws. Since the WICC is an advisory committee, its bylaws can only be amended by the Board of Supervisors;

WHEREAS, pursuant to Part I Section 8 of the Napa County Policy Manual, advisory committees have a specific life of four years which may be extended by an action of the Board of Supervisors. The WICC will expire on May 21, 2006, unless the Board extends its term;

WHEREAS, the Board of Supervisors desires to extend the life of the WICC indefinitely;

NOW THEREFORE, BE IT RESOLVED, by the Board of Supervisors as follows:

Section 1. Amendment of bylaws.

The WICC's bylaws are hereby amended to reflect changes in the composition and role of the WICC as shown in the bylaws attached.

Section 2. Extension of Life.

The life of the WICC is hereby extended indefinitely.

Section 3. Placement of Resolution in Policy Manual.

The County Executive Officer is hereby directed to place a copy of this Resolution, or appropriate summary thereof, in Part II of the County Policy Manual, in Section 24.

Section 4. Effective Date.

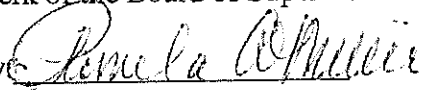
This resolution shall become effective upon adoption.

The foregoing resolution was duly and regularly adopted by said Board of Supervisors of the County of Napa, State of California, at a regular meeting of said Board held on the 25th day of April, 2006, by the following vote:


AYES: SUPERVISORS WAGENKNECHT, DILLON, MOSKOWITE, LUCE
and DODD
NOES: SUPERVISORS NONE
ABSENT: SUPERVISORS NONE


BILL DODD, Chair of the Board of Supervisors

ATTEST: PAMELA A. MILLER
Clerk of the Board of Supervisors

By: 

APPROVED AS TO FORM
Office of County Counsel
By: Laura J. Anderson (by e-signature)
Date: April 14, 2006

**APPROVED BY THE NAPA COUNTY
BOARD OF SUPERVISORS**
Date: April 25, 2006
Processed by: 
Deputy Clerk of the Board

Attachment – Amended Bylaws

planning/NRWTask Force/WICC Board/ResoAmendingBylaws

RESOLUTION NO. 2013-06

**RESOLUTION OF THE BOARD OF SUPERVISORS OF NAPA COUNTY,
STATE OF CALIFORNIA, AMENDING THE BYLAWS OF, AND
EXTENDING THE LIFE OF THE WATERSHED INFORMATION CENTER
AND CONSERVANCY BOARD OF NAPA COUNTY INDEFINITELY**

WHEREAS, on May 21, 2002, the Board adopted Resolution No. 02-103 creating the joint Napa River Watershed Conservancy and Watershed Information Center Board which was later renamed the Watershed Information Center and Conservancy of Napa County (“WICC”);

WHEREAS, since creation of the WICC in 2002, the Board of Supervisors has adopted several resolutions affecting the role and structure of the WICC and those changes need to be memorialized and incorporated into the WICC’s bylaws. Since the WICC is an advisory committee, its bylaws can only be amended by the Board of Supervisors;

WHEREAS, due to the recent reorganization and consolidation efforts within the Department of Public Works and the current Department of Planning, Building and Environmental Services, the WICC program has been relocated to Public Works and is supported by the Water Resources Division/Natural Resources Conservation staff;

WHEREAS, to effectively support both the WICC Board and the Napa County Groundwater Resources Advisory Committee (GRAC), regularly scheduled WICC meetings have been reduced to every other month, alternating with GRAC meetings;

WHEREAS, the proposed resolution amends the WICC bylaws to assign proper staff in the Water Resources Division as Secretary to the WICC, modify the WICC Board meeting schedule to every other month, and update language in the bylaws relating to motions to reconsider.

NOW THEREFORE, BE IT RESOLVED, by the Board of Supervisors as follows:

Section 1. Amendment of bylaws.

The WICC’s bylaws are hereby amended to reflect reorganization of county services, modify the WICC’s regular meeting dates, and update bylaw language regarding motions to reconsider as shown in the bylaws attached.

Section 2. Placement of Resolution in Policy Manual.

The County Executive Officer is hereby directed to place a copy of this Resolution, or appropriate summary thereof, in Part II of the County Policy Manual, in Section 28.¹

¹ Previously placed in County Policy Manual, Part II as Section 24.

Section 3. Effective Date.

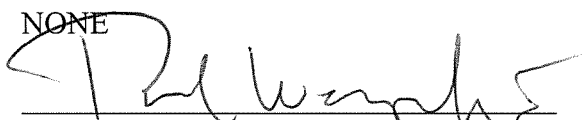
This resolution shall become effective upon adoption.

The foregoing resolution was duly and regularly adopted by said Board of Supervisors of Napa County, State of California, at a regular meeting of said Board held on the 29th day of January, 2013, by the following vote:

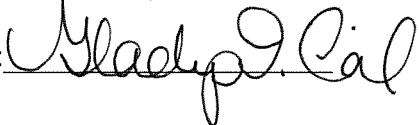
AYES: SUPERVISORS DODD, CALDWELL, DILLON, LUCE and WAGENKNECHT

NOES: SUPERVISORS NONE


ABSENT: SUPERVISORS NONE


BRAD WAGENKNECHT, Chairman
Napa County Board of Supervisors

ATTEST: GLADYS I. COIL
Clerk of the Board of Supervisors

By: 

APPROVED AS TO FORM
Office of County Counsel
By: Laura J. Anderson (by e-signature)
Date: January 14, 2013

APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS
Date: 1-29-13
Processed by: 
Deputy Clerk of the Board

Attachment – Amended Bylaws

NAPA COUNTY POLICY MANUAL, PART II, SECTION 2824

**BYLAWS OF THE WATERSHED INFORMATION CENTER AND
CONSERVANCY BOARD OF NAPA COUNTY**

(adopted December 18, 2002; amended January 22, 2004; amended June 24,
2004; amended April 25, 2006; amended January 29, 2013)

**I. THE WATERSHED INFORMATION CENTER AND CONSERVANCY BOARD
OF NAPA COUNTY**

A. Name. The official name of the Board shall be the Watershed Information Center and Conservancy Board of Napa County, hereinafter referred to as the “WICC Board.” (per Resolution No. 04-102)

II. OFFICERS. The officers of the WICC Board shall be the Chair, Vice-Chair and Secretary, chosen as follows:

A. Time of Election of the Chair and Vice-Chair. At the first organizational meeting and thereafter at the WICC Board’s annual organizational meeting, the membership of the WICC Board shall elect the Chair and Vice-Chair from among themselves.

B. Term of the Chair and Vice-Chair. The Chair and Vice-Chair shall serve one calendar year or until their successors are elected and assume office. If the office of Chair becomes vacant during the term, the Vice-Chair shall become Chair. Vacancy in the office of Vice-Chair during the term shall be filled by election to serve the remainder of the term.

C. Duties of the Chair and Vice-Chair. The Chair, or the Vice Chair in the absence of the Chair, shall act as the presiding officer of WICC Board and in that capacity shall preserve order and decorum, decide questions of order subject to being overruled by a two-thirds vote and perform such other duties as are required by the WICC Board. The Chair shall have all the rights and duties enjoyed by any other member of the WICC Board, including the right to make and second motions.

D. Secretary. ~~The Natural Resources Conservation Manager~~Deputy Director, in the Water Resources Division of the Public Works~~Conservation Division of the Napa County Conservation, Development and Planning Department,~~ shall serve ex officio as the Secretary of the WICC Board.

E. Authority to Bind WICC Board. No member of the WICC Board shall have any power or authority to bind the WICC Board by any contract, to pledge its credit, or to render it liable for any purpose in any amount.

F. Term of WICC Board members. Each member of the WICC Board shall serve for a period of four (4) years. Members serving on the WICC Board as elected officials and the alternate member acting for the County Board of Supervisors shall serve the same term as their elected office.

G. Service and termination of WICC Board membership.

1. **Service.** Members appointed to the WICC Board by the County Board of Supervisors shall serve at the will and pleasure of the County Board of Supervisors.

2. **Termination.** A WICC Board member's term may be concluded before expiration if any one of the following events occurs:

a. His or her absence from three consecutive regular meetings during the term year, unless confined by illness or other absence approved by a majority of the WICC Board at any meeting thereof, will be considered as having involuntarily resigned her/his position as a member of the WICC Board.

b. His or her resignation is submitted to the Chair.

c. His or her ceasing residency in Napa County.

d. His or her conviction of a felony or any offence involving a violation of his or her official duties.

e. Refusal or neglect to file the required oath of office.

III. MEETINGS

A. Date of Regular Meetings. All dates of regular meetings of the WICC Board shall be on the fourth Thursday of every other month beginning in January, apart from November, when the meeting shall be held on the third Thursday, as shown on a calendar, which the WICC Board shall adopt at the first meeting of the WICC Board, of each calendar year. Notwithstanding the foregoing, any regularly scheduled meeting of the WICC Board may be canceled by majority vote or, if there is not a quorum, be adjourned by the Chair or Secretary in the manner set forth in Section III(G) of these by-laws.

B. Time of Regular Meetings. Regular meetings shall commence at 4:00 pm and continue until all agendized business is concluded unless adjourned earlier on motion of the WICC Board for any reason or by the Secretary for lack of a quorum.

- C. Location of Regular Meetings.** Unless specially noticed otherwise, regular meetings shall be held at 1125 Third Street, Hall of Justice Building, 2nd Floor Meeting/Training Room, Napa, California.
- D. Emergency Meetings.** Emergency meetings shall be called in conformance with Section 54956.5 of the California Government Code
- E. Special Meetings.** A special meeting may be called at any time by the Chairman or upon the request of a majority of the members of the WICC Board by delivering written notice to each member and to each person or entity entitled by law to receive such notices in the manner required by Government Code Section 54956 at least 24 hours before the time of the meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted or discussed and shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meetings by the WICC Board. Such written notice may be dispensed with as to any WICC Board member who at or prior to the time the meeting convenes files with the Secretary of the WICC Board a written waiver of notice. Such waiver may be given by telegram. Such written notice may also be dispensed with as to any member who is actually present at the time the meeting convenes.
- F. Agendas Involving Regular Meetings.** At least 72 hours before a regular meeting, an agenda containing a brief general description of each item of business to be transacted or discussed shall be posted at a location freely accessible to members of the public. All agendas shall include a time period for public comment and shall specify the time and location of the regular meeting. No discussion shall occur, or action be taken, on any item not appearing on the posted agenda except as permitted by law. Questions or comments regarding items not included on the agenda shall be limited to the scope permitted for “public comment”. Supplemental agendas involved in a regular meeting will be prepared and considered by the WICC Board only under the following conditions:
- 1. Emergencies.** Upon a determination by the WICC Board that an emergency situation exists, as defined in Section 54956.5 of the Government Code.
 - 2. Need Arising after Posting.** Upon a determination by a two-thirds vote of the WICC Board or, if less than two-thirds of the potential votes are present, a unanimous vote of the WICC Board members present, that there is a need to take immediate action and the need to take action came to the attention of WICC Board or staff subsequent to the regular agenda being posted.
 - 3. Recently Continued Item.** The item was properly posted for a prior meeting of the WICC Board occurring not more than five calendar days

prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

- G. Adjourning Meetings.** The WICC Board may adjourn any meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all WICC Board members are absent from any regular meeting or adjourned regular meeting the Secretary or Acting Secretary of the WICC Board may declare the meeting adjourned to the next regular meeting of the WICC Board. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.
- H. Meetings to be Open and Public.** All meetings of the WICC Board to take action or to deliberate concerning WICC Board business and its conduct shall be open and public. All persons shall be permitted to attend any such meetings except as otherwise provided or permitted by law.

IV. CONDUCT OF MEETINGS

- A. Order of Business.** The regular order of business of the WICC Board shall be:

1. Call to order.
2. Approval of the minutes of the previous meeting.
3. Public comment on unagendized items.
4. Consideration and Action on Agenda Items.
5. Adjournment.

- B. Parliamentary Procedure.** Unless otherwise provided by these Bylaws, all proceedings before WICC Board shall be conducted in accordance with and pursuant to the parliamentary procedure prescribed in the most current version of the Sturgis "Standard Code of Parliamentary Procedure." ~~"Sturgis Standard Code of Parliamentary Procedure, 3rd edition."~~

- C. Recording of Meetings.** Any meeting of the WICC Board, other than a closed session permitted under the Brown Act, may be recorded by any person, unless the WICC Board determines that such recording could constitute a disruption of the proceedings.

- D. Presentations to the Board.** Any person desiring to address the WICC Board shall, when recognized by the Chair, give his or her name and address. The Chair may, in the interest of facilitating the business of WICC Board, set in advance of the presentation of testimony reasonable time limits for oral presentations. Persons may be required to submit written testimony in lieu of oral testimony if the Chair determines that a reasonable opportunity for oral presentations has been provided, and in such a case, the matter may be continued to a later date to allow a reasonable time for such submittals to occur.
- E. Recordation of Board Actions.** All official actions or decisions by the WICC Board shall be documented and entered in the minute book of the WICC Board kept by the Secretary. The vote or votes of each member of the WICC Board on every question shall be recorded. Only action minutes will be maintained, however, tape recordings will be made of each meeting of the WICC Board whenever possible and shall be available to the public at the WICC Board offices.

V. VOTING AND QUORUM

- A. Roll Call Vote.** A roll call vote may be required in voting upon any motion of the WICC Board at the discretion of the Chair.
- B. Inaudible Votes.** Any member present who does not vote in an audible voice or abstains for a legally insufficient reason shall be recorded as voting "aye".
- C. Quorum.** A majority of the members of the WICC Board shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other official purposes, except that less than a quorum may adjourn from time to time until a quorum is obtained.
- D. Number of Votes Required for Action.** All actions require a motion and a second. No action or recommendation of the WICC Board shall be valid and binding unless a quorum is present and the motion is approved by at least a majority of the members present. Each member shall have one vote. No votes may be cast by proxy. Tie votes shall be considered as denial of the motion.
- E. Voting Affected by Conflict of Interest.** As a general rule, no member shall participate as a member in any discussion or voting if to do so would constitute a conflict of interest. However, if a quorum cannot be achieved or the required number of affirmative votes for action obtained because conflicts of interest exist that prevent members having such conflicts from discussing or voting on the matter, and the conflicts are such that the members with conflicts will be unable to vote at a later date even if the matter is continued, the matter shall not be continued and a sufficient number of members having conflicts of interest, selected by lot, shall be allowed to participate to provide enough votes for the WICC Board to form a quorum and take affirmative action.

~~F. **Motion to Reconsider.** The WICC Board may reconsider a matter during the meeting at which the vote was taken, provided all members who were present when the matter was discussed and voted upon are still present, provided that all persons who addressed the WICC Board regarding the matter are still present, and provided the motion to reconsider is made by a member who voted with the prevailing side. A motion for reconsideration shall have precedence over every motion except a motion to adjourn. A final vote on any matter may also be placed on any future agenda for reconsideration by the WICC Board or any member of the WICC Board at the meeting at which the actions was taken or at any later time. Any interested person may request that an action be reconsidered, provided that such a request must be in writing and filed with the Secretary of the WICC Board within ten calendar days of the action of the WICC Board.~~

1. A final vote on any matter before the WICC Board may be reconsidered during the meeting at which the vote was taken provided all persons concerned with the matter are still present, and further provided the motion to reconsider shall be made by a member voting with the majority on the final vote.

2. If all persons concerned with a matter are not present, or if a member so chooses, a motion to reconsider a final vote on any matter may be given not later than the next regular meeting by a member voting with the majority on the final vote, provided notice of intention to move such reconsideration shall have been given at the meeting on which the final vote was taken.

3. A motion for reconsideration shall have precedence over every motion except a motion to adjourn.

VI. CHANGES TO BYLAWS

The provisions of these Bylaws may be altered, amended, or repealed at any time, within limitations imposed by the Brown Act.

NAPA COUNTY POLICY MANUAL, PART II, SECTION 28

**BYLAWS OF THE WATERSHED INFORMATION CENTER AND
CONSERVANCY BOARD OF NAPA COUNTY**

(adopted December 18, 2002; amended January 22, 2004; amended June 24,
2004; amended April 25, 2006; amended January 29, 2013)

**I. THE WATERSHED INFORMATION CENTER AND CONSERVANCY BOARD
OF NAPA COUNTY**

A. Name. The official name of the Board shall be the Watershed Information Center and Conservancy Board of Napa County, hereinafter referred to as the “WICC Board.” (per Resolution No. 04-102)

II. OFFICERS. The officers of the WICC Board shall be the Chair, Vice-Chair and Secretary, chosen as follows:

A. Time of Election of the Chair and Vice-Chair. At the first organizational meeting and thereafter at the WICC Board’s annual organizational meeting, the membership of the WICC Board shall elect the Chair and Vice-Chair from among themselves.

B. Term of the Chair and Vice-Chair. The Chair and Vice-Chair shall serve one calendar year or until their successors are elected and assume office. If the office of Chair becomes vacant during the term, the Vice-Chair shall become Chair. Vacancy in the office of Vice-Chair during the term shall be filled by election to serve the remainder of the term.

C. Duties of the Chair and Vice-Chair. The Chair, or the Vice Chair in the absence of the Chair, shall act as the presiding officer of WICC Board and in that capacity shall preserve order and decorum, decide questions of order subject to being overruled by a two-thirds vote and perform such other duties as are required by the WICC Board. The Chair shall have all the rights and duties enjoyed by any other member of the WICC Board, including the right to make and second motions.

D. Secretary. The Natural Resources Conservation Manager, in the Water Resources Division of the Public Works Department, shall serve ex officio as the Secretary of the WICC Board.

E. Authority to Bind WICC Board. No member of the WICC Board shall have any power or authority to bind the WICC Board by any contract, to pledge its credit, or to render it liable for any purpose in any amount.

F. Term of WICC Board members. Each member of the WICC Board shall serve for a period of four (4) years. Members serving on the WICC Board as elected officials and the alternate member acting for the County Board of Supervisors shall serve the same term as their elected office.

G. Service and termination of WICC Board membership.

1. Service. Members appointed to the WICC Board by the County Board of Supervisors shall serve at the will and pleasure of the County Board of Supervisors.

2. Termination. A WICC Board member's term may be concluded before expiration if any one of the following events occurs:

a. His or her absence from three consecutive regular meetings during the term year, unless confined by illness or other absence approved by a majority of the WICC Board at any meeting thereof, will be considered as having involuntarily resigned her/his position as a member of the WICC Board.

b. His or her resignation is submitted to the Chair.

c. His or her ceasing residency in Napa County.

d. His or her conviction of a felony or any offence involving a violation of his or her official duties.

e. Refusal or neglect to file the required oath of office.

III. MEETINGS

A. Date of Regular Meetings. All dates of regular meetings of the WICC Board shall be on the fourth Thursday of every other month beginning in January, apart from November, when the meeting shall be held on the third Thursday, as shown on a calendar, which the WICC Board shall adopt at the first meeting of the WICC Board, of each calendar year. Notwithstanding the foregoing, any regularly scheduled meeting of the WICC Board may be canceled by majority vote or, if there is not a quorum, be adjourned by the Chair or Secretary in the manner set forth in Section III(G) of these by-laws.

B. Time of Regular Meetings. Regular meetings shall commence at 4:00 pm and continue until all agendized business is concluded unless adjourned earlier on motion of the WICC Board for any reason or by the Secretary for lack of a quorum.

C. Location of Regular Meetings. Unless specially noticed otherwise, regular

meetings shall be held at 1125 Third Street, Hall of Justice Building, 2nd Floor Meeting/Training Room, Napa, California.

- D. Emergency Meetings.** Emergency meetings shall be called in conformance with Section 54956.5 of the California Government Code
- E. Special Meetings.** A special meeting may be called at any time by the Chairman or upon the request of a majority of the members of the WICC Board by delivering written notice to each member and to each person or entity entitled by law to receive such notices in the manner required by Government Code Section 54956 at least 24 hours before the time of the meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted or discussed and shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meetings by the WICC Board. Such written notice may be dispensed with as to any WICC Board member who at or prior to the time the meeting convenes files with the Secretary of the WICC Board a written waiver of notice. Such waiver may be given by telegram. Such written notice may also be dispensed with as to any member who is actually present at the time the meeting convenes.
- F. Agendas Involving Regular Meetings.** At least 72 hours before a regular meeting, an agenda containing a brief general description of each item of business to be transacted or discussed shall be posted at a location freely accessible to members of the public. All agendas shall include a time period for public comment and shall specify the time and location of the regular meeting. No discussion shall occur, or action be taken, on any item not appearing on the posted agenda except as permitted by law. Questions or comments regarding items not included on the agenda shall be limited to the scope permitted for “public comment”. Supplemental agendas involved in a regular meeting will be prepared and considered by the WICC Board only under the following conditions:
- 1. Emergencies.** Upon a determination by the WICC Board that an emergency situation exists, as defined in Section 54956.5 of the Government Code.
 - 2. Need Arising after Posting.** Upon a determination by a two-thirds vote of the WICC Board or, if less than two-thirds of the potential votes are present, a unanimous vote of the WICC Board members present, that there is a need to take immediate action and the need to take action came to the attention of WICC Board or staff subsequent to the regular agenda being posted.
 - 3. Recently Continued Item.** The item was properly posted for a prior meeting of the WICC Board occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the

item was continued to the meeting at which action is being taken.

- G. Adjourning Meetings.** The WICC Board may adjourn any meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all WICC Board members are absent from any regular meeting or adjourned regular meeting the Secretary or Acting Secretary of the WICC Board may declare the meeting adjourned to the next regular meeting of the WICC Board. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.
- H. Meetings to be Open and Public.** All meetings of the WICC Board to take action or to deliberate concerning WICC Board business and its conduct shall be open and public. All persons shall be permitted to attend any such meetings except as otherwise provided or permitted by law.

IV. CONDUCT OF MEETINGS

- A. Order of Business.** The regular order of business of the WICC Board shall be:
1. Call to order.
 2. Approval of the minutes of the previous meeting.
 3. Public comment on unagendized items.
 4. Consideration and Action on Agenda Items.
 5. Adjournment.
- B. Parliamentary Procedure.** Unless otherwise provided by these Bylaws, all proceedings before WICC Board shall be conducted in accordance with and pursuant to the parliamentary procedure prescribed in the most current version of the Sturgis “Standard Code of Parliamentary Procedure.”
- C. Recording of Meetings.** Any meeting of the WICC Board, other than a closed session permitted under the Brown Act, may be recorded by any person, unless the WICC Board determines that such recording could constitute a disruption of the proceedings.
- D. Presentations to the Board.** Any person desiring to address the WICC Board shall, when recognized by the Chair, give his or her name and address. The

Chair may, in the interest of facilitating the business of WICC Board, set in advance of the presentation of testimony reasonable time limits for oral presentations. Persons may be required to submit written testimony in lieu of oral testimony if the Chair determines that a reasonable opportunity for oral presentations has been provided, and in such a case, the matter may be continued to a later date to allow a reasonable time for such submittals to occur.

- E. Recordation of Board Actions.** All official actions or decisions by the WICC Board shall be documented and kept by the Secretary. The vote or votes of each member of the WICC Board on every question shall be recorded. Only action minutes will be maintained, however, tape recordings will be made of each meeting of the WICC Board whenever possible and shall be available to the public at the WICC Board offices.

V. VOTING AND QUORUM

- A. Roll Call Vote.** A roll call vote may be required in voting upon any motion of the WICC Board at the discretion of the Chair.
- B. Inaudible Votes.** Any member present who does not vote in an audible voice or abstains for a legally insufficient reason shall be recorded as voting "aye".
- C. Quorum.** A majority of the members of the WICC Board shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other official purposes, except that less than a quorum may adjourn from time to time until a quorum is obtained.
- D. Number of Votes Required for Action.** All actions require a motion and a second. No action or recommendation of the WICC Board shall be valid and binding unless a quorum is present and the motion is approved by at least a majority of the members present. Each member shall have one vote. No votes may be cast by proxy. Tie votes shall be considered as denial of the motion.
- E. Voting Affected by Conflict of Interest.** As a general rule, no member shall participate as a member in any discussion or voting if to do so would constitute a conflict of interest. However, if a quorum cannot be achieved or the required number of affirmative votes for action obtained because conflicts of interest exist that prevent members having such conflicts from discussing or voting on the matter, and the conflicts are such that the members with conflicts will be unable to vote at a later date even if the matter is continued, the matter shall not be continued and a sufficient number of members having conflicts of interest, selected by lot, shall be allowed to participate to provide enough votes for the WICC Board to form a quorum and take affirmative action.
 - 1.** A final vote on any matter before the WICC Board may be reconsidered during the meeting at which the vote was taken provided all persons

concerned with the matter are still present, and further provided the motion to reconsider shall be made by a member voting with the majority on the final vote.

2. If all persons concerned with a matter are not present, or if a member so chooses, a motion to reconsider a final vote on any matter may be given not later than the next regular meeting by a member voting with the majority on the final vote, provided notice of intention to move such reconsideration shall have been given at the meeting on which the final vote was taken.
3. A motion for reconsideration shall have precedence over every motion except a motion to adjourn.

VI. CHANGES TO BYLAWS

The provisions of these Bylaws may be altered, amended, or repealed at any time, within limitations imposed by the Brown Act.

RESOLUTION NO. 2015-82

**A RESOLUTION OF THE NAPA COUNTY BOARD OF SUPERVISORS,
STATE OF CALIFORNIA, CHANGING THE NAME OF “THE WATERSHED
INFORMATION CENTER AND CONSERVANCY BOARD” TO “THE
WATERSHED INFORMATION AND CONSERVATION COUNCIL” AND
AMENDING THE WATERSHED INFORMATION AND CONSERVATION
COUNCIL BYLAWS AND MEMBERSHIP**

WHEREAS, on May 21, 2002, the Board adopted Resolution No. 02-103 creating the joint Napa River Watershed Conservancy and Watershed Information Center Board which was later renamed the Watershed Information Center and Conservancy Board (“WICC Board”); and

WHEREAS, since creation of the WICC Board in 2002, the Board of Supervisors has adopted several resolutions affecting the role and structure of the WICC Board and those changes need to be memorialized and incorporated into the WICC Board’s bylaws; and

WHEREAS, the WICC Board is an advisory committee and its bylaws can only be amended by the Board of Supervisors; and

WHEREAS, on March 3, 2015 the Board of Supervisors accepted the WICC Board’s 2015 Strategic Plan; and

WHEREAS, during their Strategic Planning process, the WICC Board discussed changing its name to “The Watershed Information and Conservation Council” (WICC) to better reflect its current role and responsibilities; and

WHEREAS, the Board of Supervisors desires to change the name of the Watershed Information Center and Conservancy Board to better reflect its purpose;

WHEREAS, the 2015 Strategic Plan further recommends that the Board of Supervisors allow for alternate city and town council membership on the WICC; and

WHEREAS, the WICC’s regular meeting space in the Hall of Justice was extensively damaged by the August 2014 South Napa Earthquake and the WICC wishes to designate 625 Burnell Street in Napa, California as its new meeting location.

NOW, THEREFORE BE IT RESOLVED that the Napa County Board of Supervisors hereby finds as follows:

1. The Watershed Information Center and Conservancy Board shall be known for all purposes as “The Watershed Information and Conservation Council.”
2. The Bylaws of the Watershed Information and Conservation Council shall be amended effective immediately to read in full as set forth in Exhibit “A,” attached hereto and incorporated by reference herein.

3. The County Executive Officer is directed to place a copy of this Resolution, or appropriate summary thereof, in Section 28 of Part II of the Napa County Policy Manual.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED by the Napa County Board of Supervisors, State of California, at a regular meeting of said Board held on the 23rd day of June, 2015, by the following vote:

AYES: SUPERVISORS LUCE, WAGENKNECHT, CALDWELL,
PEDROZA and DILLON

NOES: SUPERVISORS NONE

ABSTAIN: SUPERVISORS NONE

ABSENT: SUPERVISORS NONE

DIANE DILLON, Chair of the Board of Supervisors


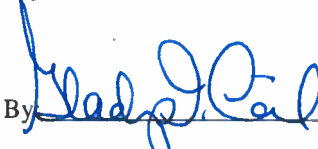
<p>APPROVED AS TO FORM Office of County Counsel</p> <p>By: <u>Robert Martin, Deputy County Counsel</u></p> <p>Date: <u>June 8, 2015</u></p>	<p>APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS</p> <p>Date: <u>6/23/15</u></p> <p>Processed By: </p> <p>Deputy Clerk of the Board</p>	<p>ATTEST: GLADYS I. COIL Clerk of the Board of Supervisors</p> <p>By: </p>
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EXHIBIT A-1 TRACK CHANGES

Adopted May 21, 2002; Resolution 02-103
Amended February 24, 2004; Resolution 04-26
Amended June 8, 2004; Resolution 04-77
Amended April 25, 2006; Resolution 06-82
Amended January 29, 2013; Resolution 2013-06
Amended June 2015; Resolution 2015-

BYLAWS OF THE WATERSHED INFORMATION ~~CENTER AND~~ CONSERVATION ~~BOARD COUNCIL~~ OF NAPA COUNTY

I. THE WATERSHED INFORMATION ~~AND CENTER AND~~ CONSERVATION ~~BOARD COUNCIL~~ OF NAPA COUNTY

A. **Name.** The official name of the Board shall be the Watershed Information ~~Center~~ and Conservation ~~Board Council~~ of Napa County, hereinafter referred to as the “WICC ~~Board.~~” (Per Resolution No. 2015- 04-102)

II. OFFICERS. The officers of the WICC ~~Board~~ shall be the Chair, Vice-Chair and Secretary, chosen as follows:

- A. **Time of Election of the Chair and Vice-Chair.** At the first organizational meeting and thereafter at the WICC ~~Board~~'s annual organizational meeting, the membership of the WICC ~~Board~~ shall elect the Chair and Vice-Chair from among themselves.
- B. **Term of the Chair and Vice-Chair.** The Chair and Vice-Chair shall serve one calendar year or until their successors are elected and assume office. If the office of Chair becomes vacant during the term, the Vice-Chair shall become Chair. Vacancy in the office of Vice-Chair during the term shall be filled by election to serve the remainder of the term.
- C. **Duties of the Chair and Vice-Chair.** The Chair, or the Vice Chair in the absence of the Chair, shall act as the presiding officer of the WICC ~~Board~~ and in that capacity shall preserve order and decorum, decide questions of order subject to being overruled by a two-thirds vote and perform such other duties as are required by the WICC ~~Board~~. The Chair shall have all the rights and duties enjoyed by any other member of the WICC ~~Board~~, including the right to make and second motions.
- D. **Secretary.** The Natural Resources Conservation Manager, in the Water Resources Division of the Public Works Department, shall serve ex officio as the Secretary of the WICC ~~Board~~.
- E. **Authority to Bind WICC Board.** No member of the WICC ~~Board~~ shall have any power or authority to bind the WICC ~~Board~~ by any contract, to pledge its credit, or to render it liable for any purpose in any amount.
- F. **Term of WICC ~~Board~~ members.** Each member of the WICC ~~Board~~ shall serve for a period of four (4) years. Members serving on the WICC ~~Board~~ as elected officials and the alternate member acting for the County Board of Supervisors shall serve the same

term as their elected office.

G. Service and termination of WICC-Board membership.

- 1. Service.** Members appointed to the WICC-Board by the County Board of Supervisors shall serve at the will and pleasure of the County Board of Supervisors.
- 2. Termination.** A WICC-Board member's term may be concluded before expiration if any one of the following events occurs:
 - a.** His or her absence from three consecutive regular meetings during the term year, unless confined by illness or other absence approved by a majority of the WICC-Board at any meeting thereof, will be considered as having involuntarily resigned her/his position as a member of the WICC-Board.
 - b.** His or her resignation is submitted to the Chair.
 - c.** His or her ceasing residency in Napa County.
 - d.** His or her conviction of a felony or any offence involving a violation of his or her official duties.
 - e.** Refusal or neglect to file the required oath of office.

III. MEETINGS

- A. Date of Regular Meetings.** All dates of regular meetings of the WICC-Board shall be on the fourth Thursday of every other month beginning in January, apart from November, when the meeting shall be held on the third Thursday, as shown on a calendar, which the WICC-Board shall adopt at the first meeting of the WICC-Board, of each calendar year. Notwithstanding the foregoing, any regularly scheduled meeting of the WICC-Board may be canceled by majority vote or, if there is not a quorum, be adjourned by the Chair or Secretary in the manner set forth in Section III(G) of these by-laws.
- B. Time of Regular Meetings.** Regular meetings shall commence at 4:00 pm and continue until all agenda business is concluded unless adjourned earlier on motion of the WICC-Board for any reason or by the Secretary for lack of a quorum.
- C. Location of Regular Meetings.** Unless specially noticed otherwise, regular meetings shall be held at 625 Burnell Street, in the NCTPA/NVTA Board Room+125 Third Street, Hall of Justice Building, 2nd Floor Meeting/Training Room, Napa, California.
- D. Emergency Meetings.** Emergency meetings shall be called in conformance with Section 54956.5 of the California Government Code
- E. Special Meetings.** A special meeting may be called at any time by the Chairman or

upon the request of a majority of the members of the WICC-Board by delivering written notice to each member and to each person or entity entitled by law to receive such notices in the manner required by Government Code Section 54956 at least 24 hours before the time of the meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted or discussed and shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meetings by the WICC-Board. Such written notice may be dispensed with as to any WICC-Board member who at or prior to the time the meeting convenes files with the Secretary of the WICC-Board a written waiver of notice. Such waiver may be given by telegram. Such written notice may also be dispensed with as to any member who is actually present at the time the meeting convenes.

F. Agendas Involving Regular Meetings. At least 72 hours before a regular meeting, an agenda containing a brief general description of each item of business to be transacted or discussed shall be posted at a location freely accessible to members of the public. All agendas shall include a time period for public comment and shall specify the time and location of the regular meeting. No discussion shall occur, or action be taken, on any item not appearing on the posted agenda except as permitted by law. Questions or comments regarding items not included on the agenda shall be limited to the scope permitted for "public comment". Supplemental agendas involved in a regular meeting will be prepared and considered by the WICC-Board only under the following conditions:

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3. **Recently Continued Item.** The item was properly posted for a prior meeting of the WICC-Board occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

G. Adjourning Meetings. The WICC-Board may adjourn any meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all WICC-Board members are absent from any regular meeting or adjourned regular meeting the Secretary or Acting Secretary of the WICC-Board may declare the meeting adjourned to the next regular meeting of the WICC-Board. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.

- H. Meetings to be Open and Public.** All meetings of the WICC-Board to take action or to deliberate concerning WICC-Board business and its conduct shall be open and public. All persons shall be permitted to attend any such meetings except as otherwise provided or permitted by law.

IV. CONDUCT OF MEETINGS

- A. Order of Business.** The regular order of business of the WICC-Board shall be:
1. Call to order.
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 5. Adjournment.
- B. Parliamentary Procedure.** Unless otherwise provided by these Bylaws, all proceedings before the WICC-Board shall be conducted in accordance with and pursuant to the parliamentary procedure prescribed in the most current version of the Sturgis "Standard Code of Parliamentary Procedure."
- C. Recording of Meetings.** Any meeting of the WICC-Board, other than a closed session permitted under the Brown Act, may be recorded by any person, unless the WICC-Board determines that such recording could constitute a disruption of the proceedings.
- D. Presentations to the Board.** Any person desiring to address the WICC-Board shall, when recognized by the Chair, give his or her name and address. -The Chair may, in the interest of facilitating the business of the WICC-Board, set in advance of the presentation of testimony reasonable time limits for oral presentations. Persons may be required to submit written testimony in lieu of oral testimony if the Chair determines that a reasonable opportunity for oral presentations has been provided, and in such a case, the matter may be continued to a later date to allow a reasonable time for such submittals to occur.
- E. Recordation of Board Actions.** All official actions or decisions by the WICC-Board shall be documented and kept by the Secretary. The vote or votes of each member of the WICC-Board on every question shall be recorded. Only action minutes will be maintained, however, tape recordings will be made of each meeting of the WICC-Board whenever possible and shall be available to the public at the WICC-Board offices.

V. VOTING AND QUORUM

- A. Roll Call Vote.** A roll call vote may be required in voting upon any motion of the WICC-Board at the discretion of the Chair.

- B. Inaudible Votes.** Any member present who does not vote in an audible voice or abstains for a legally insufficient reason shall be recorded as voting "aye".
- C. Quorum.** A majority of the members of the WICC ~~Board~~ shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other official purposes, except that less than a quorum may adjourn from time to time until a quorum is obtained.
- D. Number of Votes Required for Action.** -All actions require a motion and a second. No action or recommendation of the WICC ~~Board~~ shall be valid and binding unless a quorum is present and the motion is approved by at least a majority of the members present. Each member shall have one vote. No votes may be cast by proxy. Tie votes shall be considered as denial of the motion.
- E. Voting Affected by Conflict of Interest.** As a general rule, no member shall participate as a member in any discussion or voting if to do so would constitute a conflict of interest. However, if a quorum cannot be achieved or the required number of affirmative votes for action obtained because conflicts of interest exist that prevent members having such conflicts from discussing or voting on the matter, and the conflicts are such that the members with conflicts will be unable to vote at a later date even if the matter is continued, the matter shall not be continued and a sufficient number of members having conflicts of interest, selected by lot, shall be allowed to participate to provide enough votes for the WICC ~~Board~~ to form a quorum and take affirmative action.
1. A final vote on any matter before the WICC ~~Board~~ may be reconsidered during the meeting at which the vote was taken provided all persons concerned with the matter are still present, and further provided the motion to reconsider shall be made by a member voting with the majority on the final vote.
 2. If all persons concerned with a matter are not present, or if a member so chooses, a motion to reconsider a final vote on any matter may be given not later than the next regular meeting by a member voting with the majority on the final vote, provided notice of intention to move such reconsideration shall have been given at the meeting on which the final vote was taken.
 3. A motion for reconsideration shall have precedence over every motion except a motion to adjourn.

VI. CHANGES TO BYLAWS

The provisions of these Bylaws may be altered, amended, or repealed at any time, within limitations imposed by the Brown Act.

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EXHIBIT A-2 CLEAN COPY

Adopted May 21, 2002; Resolution 02-103
Amended February 24, 2004; Resolution 04-26
Amended June 8, 2004; Resolution 04-77
Amended April 25, 2006; Resolution 06-82
Amended January 29, 2013; Resolution 2013-06
Amended June ____, 2015; Resolution 2015-__

**BYLAWS OF THE WATERSHED INFORMATION AND
CONSERVATION COUNCIL OF NAPA COUNTY**

I. THE WATERSHED INFORMATION AND CONSERVATION COUNCIL OF NAPA COUNTY

A. Name. The official name of the Board shall be the Watershed Information and Conservation Council of Napa County, hereinafter referred to as the "WICC." (Per Resolution No. 2015-__)

II. OFFICERS. The officers of the WICC shall be the Chair, Vice-Chair and Secretary, chosen as follows:

A. Time of Election of the Chair and Vice-Chair. At the first organizational meeting and thereafter at the WICC's annual organizational meeting, the membership of the WICC shall elect the Chair and Vice-Chair from among themselves.

B. Term of the Chair and Vice-Chair. The Chair and Vice-Chair shall serve one calendar year or until their successors are elected and assume office. If the office of Chair becomes vacant during the term, the Vice-Chair shall become Chair. Vacancy in the office of Vice-Chair during the term shall be filled by election to serve the remainder of the term.

C. Duties of the Chair and Vice-Chair. The Chair, or the Vice Chair in the absence of the Chair, shall act as the presiding officer of the WICC and in that capacity shall preserve order and decorum, decide questions of order subject to being overruled by a two-thirds vote and perform such other duties as are required by the WICC. The Chair shall have all the rights and duties enjoyed by any other member of the WICC, including the right to make and second motions.

D. Secretary. The Natural Resources Conservation Manager, in the Water Resources Division of the Public Works Department, shall serve ex officio as the Secretary of the WICC.

E. Authority to Bind WICC Board. No member of the WICC shall have any power or authority to bind the WICC by any contract, to pledge its credit, or to render it liable for any purpose in any amount.

F. Term of WICC members. Each member of the WICC shall serve for a period of four (4) years. Members serving on the WICC as elected officials and the alternate member acting for the County Board of Supervisors shall serve the same term as their elected

office.

G. Service and termination of WICC membership.

1. **Service.** Members appointed to the WICC by the County Board of Supervisors shall serve at the will and pleasure of the County Board of Supervisors.
2. **Termination.** A WICC member's term may be concluded before expiration if any one of the following events occurs:
 - a. His or her absence from three consecutive regular meetings during the term year, unless confined by illness or other absence approved by a majority of the WICC at any meeting thereof, will be considered as having involuntarily resigned her/his position as a member of the WICC.
 - b. His or her resignation is submitted to the Chair.
 - c. His or her ceasing residency in Napa County.
 - d. His or her conviction of a felony or any offence involving a violation of his or her official duties.
 - e. Refusal or neglect to file the required oath of office.

III. MEETINGS

- A. **Date of Regular Meetings.** All dates of regular meetings of the WICC shall be on the fourth Thursday of every other month beginning in January, apart from November, when the meeting shall be held on the third Thursday, as shown on a calendar, which the WICC shall adopt at the first meeting of the WICC, of each calendar year. Notwithstanding the foregoing, any regularly scheduled meeting of the WICC may be canceled by majority vote or, if there is not a quorum, be adjourned by the Chair or Secretary in the manner set forth in Section III(G) of these by-laws.
- B. **Time of Regular Meetings.** Regular meetings shall commence at 4:00 pm and continue until all agenda business is concluded unless adjourned earlier on motion of the WICC for any reason or by the Secretary for lack of a quorum.
- C. **Location of Regular Meetings.** Unless specially noticed otherwise, regular meetings shall be held at 625 Burnell Street, in the NCTPA/NVTA Board Room, Napa, California.
- D. **Emergency Meetings.** Emergency meetings shall be called in conformance with Section 54956.5 of the California Government Code.
- E. **Special Meetings.** A special meeting may be called at any time by the Chairman or upon the request of a majority of the members of the WICC by delivering written notice to each member and to each person or entity entitled by law to receive such notices in the manner required by Government Code Section 54956 at least 24 hours before the

time of the meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted or discussed and shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meetings by the WICC. Such written notice may be dispensed with as to any WICC member who at or prior to the time the meeting convenes files with the Secretary of the WICC a written waiver of notice. Such waiver may be given by telegram. Such written notice may also be dispensed with as to any member who is actually present at the time the meeting convenes.

F. Agendas Involving Regular Meetings. At least 72 hours before a regular meeting, an agenda containing a brief general description of each item of business to be transacted or discussed shall be posted at a location freely accessible to members of the public. All agendas shall include a time period for public comment and shall specify the time and location of the regular meeting. No discussion shall occur, or action be taken, on any item not appearing on the posted agenda except as permitted by law. Questions or comments regarding items not included on the agenda shall be limited to the scope permitted for "public comment". Supplemental agendas involved in a regular meeting will be prepared and considered by the WICC only under the following conditions:

1. **Emergencies.** Upon a determination by the WICC that an emergency situation exists, as defined in Section 54956.5 of the Government Code.
2. **Need Arising after Posting.** Upon a determination by a two-thirds vote of the WICC or, if less than two-thirds of the potential votes are present, a unanimous vote of the WICC members present, that there is a need to take immediate action and the need to take action came to the attention of WICC or staff subsequent to the regular agenda being posted.
3. **Recently Continued Item.** The item was properly posted for a prior meeting of the WICC occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

G. Adjourning Meetings. The WICC may adjourn any meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all WICC members are absent from any regular meeting or adjourned regular meeting the Secretary or Acting Secretary of the WICC may declare the meeting adjourned to the next regular meeting of the WICC. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.

H. Meetings to be Open and Public. All meetings of the WICC to take action or to deliberate concerning WICC business and its conduct shall be open and public. All persons shall be permitted to attend any such meetings except as otherwise provided or

permitted by law.

IV. CONDUCT OF MEETINGS

- A. Order of Business.** The regular order of business of the WICC shall be:
1. Call to order.
 2. Approval of the minutes of the previous meeting.
 3. Public comment on unagendized items.
 4. Consideration and Action on Agenda Items.
 5. Adjournment.
- B. Parliamentary Procedure.** Unless otherwise provided by these Bylaws, all proceedings before the WICC shall be conducted in accordance with and pursuant to the parliamentary procedure prescribed in the most current version of the Sturgis "Standard Code of Parliamentary Procedure."
- C. Recording of Meetings.** Any meeting of the WICC, other than a closed session permitted under the Brown Act, may be recorded by any person, unless the WICC determines that such recording could constitute a disruption of the proceedings.
- D. Presentations to the Board.** Any person desiring to address the WICC shall, when recognized by the Chair, give his or her name and address. The Chair may, in the interest of facilitating the business of the WICC, set in advance of the presentation of testimony reasonable time limits for oral presentations. Persons may be required to submit written testimony in lieu of oral testimony if the Chair determines that a reasonable opportunity for oral presentations has been provided, and in such a case, the matter may be continued to a later date to allow a reasonable time for such submittals to occur.
- E. Recordation of Board Actions.** All official actions or decisions by the WICC shall be documented and kept by the Secretary. The vote or votes of each member of the WICC on every question shall be recorded. Only action minutes will be maintained, however, tape recordings will be made of each meeting of the WICC whenever possible and shall be available to the public at the WICC offices.

V. VOTING AND QUORUM

- A. Roll Call Vote.** A roll call vote may be required in voting upon any motion of the WICC at the discretion of the Chair.
- B. Inaudible Votes.** Any member present who does not vote in an audible voice or abstains for a legally insufficient reason shall be recorded as voting "aye".
- C. Quorum.** A majority of the members of the WICC shall constitute a quorum for the

purpose of conducting its business and exercising its powers and for all other official purposes, except that less than a quorum may adjourn from time to time until a quorum is obtained.

- D. Number of Votes Required for Action.** All actions require a motion and a second. No action or recommendation of the WICC shall be valid and binding unless a quorum is present and the motion is approved by at least a majority of the members present. Each member shall have one vote. No votes may be cast by proxy. Tie votes shall be considered as denial of the motion.
- E. Voting Affected by Conflict of Interest.** As a general rule, no member shall participate as a member in any discussion or voting if to do so would constitute a conflict of interest. However, if a quorum cannot be achieved or the required number of affirmative votes for action obtained because conflicts of interest exist that prevent members having such conflicts from discussing or voting on the matter, and the conflicts are such that the members with conflicts will be unable to vote at a later date even if the matter is continued, the matter shall not be continued and a sufficient number of members having conflicts of interest, selected by lot, shall be allowed to participate to provide enough votes for the WICC to form a quorum and take affirmative action.
1. A final vote on any matter before the WICC may be reconsidered during the meeting at which the vote was taken provided all persons concerned with the matter are still present, and further provided the motion to reconsider shall be made by a member voting with the majority on the final vote.
 2. If all persons concerned with a matter are not present, or if a member so chooses, a motion to reconsider a final vote on any matter may be given not later than the next regular meeting by a member voting with the majority on the final vote, provided notice of intention to move such reconsideration shall have been given at the meeting on which the final vote was taken.
 3. A motion for reconsideration shall have precedence over every motion except a motion to adjourn.

VI. CHANGES TO BYLAWS

The provisions of these Bylaws may be altered, amended, or repealed at any time, within limitations imposed by the Brown Act.

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RESOLUTION NO. 2016-118

A RESOLUTION OF THE NAPA COUNTY BOARD OF SUPERVISORS, STATE OF CALIFORNIA, AMENDING THE WATERSHED INFORMATION AND CONSERVATION COUNCIL MEMBERSHIP

WHEREAS, on May 21, 2002, the Board adopted Resolution No. 02-103 creating the joint Napa River Watershed Conservancy and Watershed Information Center Board which was later renamed the Watershed Information and Conservation Council (“WICC”); and

WHEREAS, since creation of the WICC in 2002, the Board of Supervisors has adopted several resolutions affecting the role and structure of the WICC and those changes need to be memorialized; and

WHEREAS, there is currently a vacancy on the WICC due to term expiration representing the Land Trust of Napa County; and

WHEREAS, the Land Trust of Napa County is not able to participate in the WICC at this time due to competing demands for their time; and

WHEREAS, on July 28, 2016 the WICC recommended amending its membership to replace the Land Trust of Napa County member with a member and alternate member from the Napa County Regional Parks and Open Space District Board of Directors; and

WHEREAS, on August 8, 2016 the Napa County Regional Parks and Open Space District Board of Directors expressed interest in serving on the WICC and nominated a member and alternate member for possible appointment; and

WHEREAS, the WICC is an advisory committee and its membership can only be amended by the Board of Supervisors; and

WHEREAS, the Board desires to change the membership of the WICC to facilitate its role and to continue to reflect its purpose;

NOW, THEREFORE BE IT RESOLVED that the Napa County Board of Supervisors hereby finds:

1. Resolution No. 02-103 regarding the composition of the WICC membership shall be amended to replace the Land Trust of Napa County membership with a member and an alternate member nominated from the Napa County Regional Parks and Open Space District Board of Directors, who, upon appointment may serve on the Watershed Information and Conservation Council.


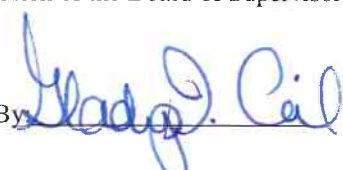
2. All other terms and provisions of Resolution No. 02-103 not in conflict with the terms and provisions of this Resolution shall remain unchanged and in effect.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED by the Napa County Board of Supervisors, State of California, at a regular meeting of said Board held on the 30th day of August, 2016, by the following vote:

AYES:	SUPERVISORS	DILLON, WAGENKNECHT, CALDWELL, LUCE and PEDROZA
NOES:	SUPERVISORS	NONE
ABSTAIN:	SUPERVISORS	NONE
ABSENT:	SUPERVISORS	NONE

NAPA COUNTY, a political subdivision of the State of California

By: 
 ALFREDO PEDROZA, Chairman of the Board of Supervisors

APPROVED AS TO FORM Office of County Counsel By: <u>Robert Martin, Deputy County Counsel</u> Date: <u>August 16, 2016</u>	APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS Date: August 30, 2016 Processed By:  Deputy Clerk of the Board	ATTEST: GLADYS I. COIL Clerk of the Board of Supervisors By: 
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RESOLUTION NO. 2016-189

**A RESOLUTION OF THE NAPA COUNTY BOARD OF SUPERVISORS,
STATE OF CALIFORNIA, AMENDING THE WATERSHED INFORMATION
AND CONSERVATION COUNCIL BYLAWS**

WHEREAS, on May 21, 2002, the Board adopted Resolution No. 02-103 creating the joint Napa River Watershed Conservancy and Watershed Information Center Board which was later renamed the Watershed Information and Conservation Council (“Council”); and

WHEREAS, since creation of the Council in 2002, the Board of Supervisors has adopted several resolutions affecting the role, structure and meeting details of the Council and those changes need to be memorialized and incorporated into the Council’s bylaws; and

WHEREAS, the Council is an advisory committee and its bylaws can only be amended by the Board of Supervisors; and

WHEREAS, on November 3, 2016 the Council discussed and recommended that the Board of Supervisors amend the Council’s bylaws to change the Council’s regular meeting time and location; and

WHEREAS, the Board desires to change the time and location of the Council’s meetings to better secure the Council’s meeting location and address the needs of the Council membership;

NOW, THEREFORE BE IT RESOLVED that the Napa County Board of Supervisors hereby finds as follows:

1. The Bylaws of the Watershed Information and Conservation Council shall be amended effective immediately to read in full as set forth in Exhibit “A”, attached hereto and incorporated by reference herein.
2. All other terms and provisions of prior Resolutions pertaining to the Watershed Information and Conservation Council not in conflict with the terms and provisions of this Resolution shall remain unchanged and in effect.
3. The County Executive Officer is directed to place a copy of this Resolution, or appropriate summary thereof, in Section 28 of Part II of the Napa County Policy Manual.

THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED
 by the Napa County Board of Supervisors, State of California, at a regular meeting of said Board
 held on the 20th day of December, 2016, by the following vote:

AYES: SUPERVISORS DILLON, WAGENKNECHT, CALDWELL,
 LUCE and PEDROZA

NOES: SUPERVISORS NONE

ABSTAIN: SUPERVISORS NONE

ABSENT: SUPERVISORS NONE

NAPA COUNTY, a political subdivision of the State
 of California

By: 
 ALFREDO PEDROZA, Chair of the
 Board of Supervisors


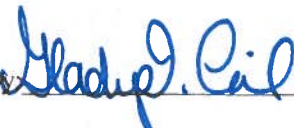
<p>APPROVED AS TO FORM Office of County Counsel</p> <p>By: <u>Robert Martin, Deputy County Counsel</u></p> <p>Date: <u>December 19, 2016</u></p>	<p>APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS</p> <p>Date: December 20, 2016</p> <p>Processed By:  Deputy Clerk of the Board</p>	<p>ATTEST: GLADYS I. COIL Clerk of the Board of Supervisors</p> <p>By: </p>
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EXHIBIT A-1 TRACK CHANGES

Adopted May 21, 2002; Resolution 02-103
Amended February 24, 2004; Resolution 04-26
Amended June 8, 2004; Resolution 04-77
Amended July 13, 2004; Resolution 04-102
Amended November 1, 2005; Resolution 05-202
Amended April 25, 2006; Resolution 06-82
Amended January 29, 2013; Resolution 2013-06
Amended June 23, 2015; Resolution 2015-82

BYLAWS OF THE WATERSHED INFORMATION AND CONSERVATION COUNCIL OF NAPA COUNTY

I. THE WATERSHED INFORMATION AND CONSERVATION COUNCIL OF NAPA COUNTY

- A. **Name.** The official name of the ~~Board~~Council shall be the Watershed Information and Conservation Council of Napa County, hereinafter referred to as the “WICC.”
(Per Resolution No. 2015-82)

II. OFFICERS. The officers of the WICC shall be the Chair, Vice-Chair and Secretary, chosen as follows:

- A. **Time of Election of the Chair and Vice-Chair.** At the first organizational meeting and thereafter at the WICC’s annual organizational meeting, the membership of the WICC shall elect the Chair and Vice-Chair from among themselves.
- B. **Term of the Chair and Vice-Chair.** The Chair and Vice-Chair shall serve one calendar year or until their successors are elected and assume office. If the office of Chair becomes vacant during the term, the Vice-Chair shall become Chair. Vacancy in the office of Vice-Chair during the term shall be filled by election to serve the remainder of the term.
- C. **Duties of the Chair and Vice-Chair.** The Chair, or the Vice Chair in the absence of the Chair, shall act as the presiding officer of the WICC and in that capacity shall preserve order and decorum, decide questions of order subject to being overruled by a two-thirds vote and perform such other duties as are required by the WICC. The Chair shall have all the rights and duties enjoyed by any other member of the WICC, including the right to make and second motions.
- D. **Secretary.** The Natural Resources Conservation Manager, in the Water Resources Division of the Public Works Department, shall serve ex officio as the Secretary of the WICC.
- E. **Authority to Bind ~~the~~ WICC-~~Board~~.** No member of the WICC shall have any power or authority to bind the WICC by any contract, to pledge its credit, or to render it liable for any purpose in any amount.
- F. **Term of WICC members.** Each member of the WICC shall serve for a period of four

(4) years. Members serving on the WICC as elected officials and ~~their~~ alternates ~~member acting for the County Board of Supervisors~~ shall serve the same term as their elected office.

G. Service and termination of WICC membership.

1. **Service.** Members appointed to the WICC by the County Board of Supervisors shall serve at the will and pleasure of the County Board of Supervisors.
2. **Termination.** A WICC member's term may be concluded before expiration if any one of the following events occurs:
 - a. The member's His or her absence from three consecutive regular meetings during the term year, unless confined by illness or other absence approved by a majority of the WICC at any meeting thereof, will be considered as having involuntarily resigned the her/his position as a member of the WICC.
 - b. The member's His or her resignation is submitted to the Chair.
 - c. The member no longer His or her ceasing resides ney in Napa County.
 - d. The member is convicted His or her conviction of a felony or any offence involving a violation of the member's his or her official duties.
 - e. Refusal or neglect to file the required oath of office.

III. MEETINGS

- A. **Date of Regular Meetings.** All dates of regular meetings of the WICC shall be on the fourth Thursday of every other month beginning in January, apart from November, when the meeting shall be held on the third Thursday, as shown on a calendar, which the WICC shall adopt at the first meeting of the WICC, of each calendar year. Notwithstanding the foregoing, any regularly scheduled meeting of the WICC may be canceled by majority vote or, if there is not a quorum, be adjourned by the Chair or Secretary in the manner set forth in Section III(G) of these by-laws.
- B. **Time of Regular Meetings.** Regular meetings shall commence at 43:00 pm and continue until all agendized business is concluded unless adjourned earlier on motion of the WICC for any reason or by the Secretary for lack of a quorum.
- C. **Location of Regular Meetings.** Unless specially noticed otherwise, regular meetings shall be held at 2751 Napa Valley Corporate Drive, Building A, First Floor Conference Room - Madrone 625 Burnell Street, in the NCTPA/NVTA Board Room, Napa, California.
- D. **Emergency Meetings.** Emergency meetings shall be called in conformance with Section 54956.5 of the California Government Code

- E. Special Meetings.** A special meeting may be called at any time by the Chairman or upon the request of a majority of the members of the WICC by delivering written notice to each member and to each person or entity entitled by law to receive such notices in the manner required by Government Code Section 54956 at least 24 hours before the time of the meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted or discussed and shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meetings by the WICC. Such written notice may be dispensed with as to any WICC member who at or prior to the time the meeting convenes files with the Secretary of the WICC a written waiver of notice. Such waiver may be given by telegram. Such written notice may also be dispensed with as to any member who is actually present at the time the meeting convenes.
- F. Agendas Involving Regular Meetings.** At least 72 hours before a regular meeting, an agenda containing a brief general description of each item of business to be transacted or discussed shall be posted at a location freely accessible to members of the public. All agendas shall include a time period for public comment and shall specify the time and location of the regular meeting. No discussion shall occur, or action be taken, on any item not appearing on the posted agenda except as permitted by law. Questions or comments regarding items not included on the agenda shall be limited to the scope permitted for "public comment". Supplemental agendas involved in a regular meeting will be prepared and considered by the WICC only under the following conditions:
- 1. Emergencies.** Upon a determination by the WICC that an emergency situation exists, as defined in Section 54956.5 of the Government Code.
 - 2. Need Arising after Posting.** Upon a determination by a two-thirds vote of the WICC or, if less than two-thirds of the potential votes are present, a unanimous vote of the WICC members present, that there is a need to take immediate action and the need to take action came to the attention of WICC or staff subsequent to the regular agenda being posted.
 - 3. Recently Continued Item.** The item was properly posted for a prior meeting of the WICC occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.
- G. Adjourning Meetings.** The WICC may adjourn any meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all WICC members are absent from any regular meeting or adjourned regular meeting the Secretary or Acting Secretary of the WICC may declare the meeting adjourned to the next regular meeting of the WICC. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.

- H. Meetings to be Open and Public.** All meetings of the WICC to take action or to deliberate concerning WICC business and its conduct shall be open and public. All persons shall be permitted to attend any such meetings except as otherwise provided or permitted by law.

IV. CONDUCT OF MEETINGS

- A. Order of Business.** The regular order of business of the WICC shall be:
1. Call to order.
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- B. Parliamentary Procedure.** Unless otherwise provided by these Bylaws, all proceedings before the WICC shall be conducted in accordance with and pursuant to the parliamentary procedure prescribed in the most current version of the Sturgis “Standard Code of Parliamentary Procedure.”
- C. Recording of Meetings.** Any meeting of the WICC, other than a closed session permitted under the Brown Act, may be recorded by any person, unless the WICC determines that such recording could constitute a disruption of the proceedings.
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V. VOTING AND QUORUM

- A. Roll Call Vote.** A roll call vote may be required in voting upon any motion of the WICC at the discretion of the Chair.

- B. Inaudible Votes.** Any member present who does not vote in an audible voice or abstains for a legally insufficient reason shall be recorded as voting "aye".
- C. Quorum.** A majority of the members of the WICC shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other official purposes, except that less than a quorum may adjourn from time to time until a quorum is obtained.
- D. Number of Votes Required for Action.** All actions require a motion and a second. No action or recommendation of the WICC shall be valid and binding unless a quorum is present and the motion is approved by at least a majority of the members present. Each member shall have one vote. No votes may be cast by proxy. Tie votes shall be considered as denial of the motion.
- E. Voting Affected by Conflict of Interest.** As a general rule, no member shall participate as a member in any discussion or voting if to do so would constitute a conflict of interest. However, if a quorum cannot be achieved or the required number of affirmative votes for action obtained because conflicts of interest exist that prevent members having such conflicts from discussing or voting on the matter, and the conflicts are such that the members with conflicts will be unable to vote at a later date even if the matter is continued, the matter shall not be continued and a sufficient number of members having conflicts of interest, selected by lot, shall be allowed to participate to provide enough votes for the WICC to form a quorum and take affirmative action.
1. A final vote on any matter before the WICC may be reconsidered during the meeting at which the vote was taken provided all persons concerned with the matter are still present, and further provided the motion to reconsider shall be made by a member voting with the majority on the final vote.
 2. If all persons concerned with a matter are not present, or if a member so chooses, a motion to reconsider a final vote on any matter may be given not later than the next regular meeting by a member voting with the majority on the final vote, provided notice of intention to move such reconsideration shall have been given at the meeting on which the final vote was taken.
 3. A motion for reconsideration shall have precedence over every motion except a motion to adjourn.

VI. CHANGES TO BYLAWS

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EXHIBIT A-2 CLEAN COPY

Adopted May 21, 2002; Resolution 02-103
Amended February 24, 2004; Resolution 04-26
Amended June 8, 2004; Resolution 04-77
Amended July 13, 2004; Resolution 04-102
Amended November, 1, 2005; Resolution 05-202
Amended April 25, 2006; Resolution 06-82
Amended January 29, 2013; Resolution 2013-06
Amended June 23, 2015; Resolution 2015-82

**BYLAWS OF THE WATERSHED INFORMATION AND
CONSERVATION COUNCIL OF NAPA COUNTY**

I. THE WATERSHED INFORMATION AND CONSERVATION COUNCIL OF NAPA COUNTY

A. Name. The official name of the Council shall be the Watershed Information and Conservation Council of Napa County, hereinafter referred to as the "WICC."
(Per Resolution No. 2015-82)

II. OFFICERS. The officers of the WICC shall be the Chair, Vice-Chair and Secretary, chosen as follows:

A. Time of Election of the Chair and Vice-Chair. At the first organizational meeting and thereafter at the WICC's annual organizational meeting, the membership of the WICC shall elect the Chair and Vice-Chair from among themselves.

B. Term of the Chair and Vice-Chair. The Chair and Vice-Chair shall serve one calendar year or until their successors are elected and assume office. If the office of Chair becomes vacant during the term, the Vice-Chair shall become Chair. Vacancy in the office of Vice-Chair during the term shall be filled by election to serve the remainder of the term.

C. Duties of the Chair and Vice-Chair. The Chair, or the Vice Chair in the absence of the Chair, shall act as the presiding officer of the WICC and in that capacity shall preserve order and decorum, decide questions of order subject to being overruled by a two-thirds vote and perform such other duties as are required by the WICC. The Chair shall have all the rights and duties enjoyed by any other member of the WICC, including the right to make and second motions.

D. Secretary. The Natural Resources Conservation Manager, in the Water Resources Division of the Public Works Department, shall serve ex officio as the Secretary of the WICC.

E. Authority to Bind the WICC. No member of the WICC shall have any power or authority to bind the WICC by any contract, to pledge its credit, or to render it liable for any purpose in any amount.

F. Term of WICC members. Each member of the WICC shall serve for a period of four

(4) years. Members serving on the WICC as elected officials and their alternates shall serve the same term as their elected office.

G. Service and termination of WICC membership.

1. **Service.** Members appointed to the WICC by the County Board of Supervisors shall serve at the will and pleasure of the County Board of Supervisors.
2. **Termination.** A WICC member's term may be concluded before expiration if any one of the following events occurs:
 - a. The member's absence from three consecutive regular meetings during the term year, unless confined by illness or other absence approved by a majority of the WICC at any meeting thereof, will be considered as having involuntarily resigned the position as a member of the WICC.
 - b. The member's resignation is submitted to the Chair.
 - c. The member no longer resides in Napa County.
 - d. The member is convicted of a felony or any offence involving a violation of the member's official duties.
 - e. Refusal or neglect to file the required oath of office.

III. MEETINGS

- A. **Date of Regular Meetings.** All dates of regular meetings of the WICC shall be on the fourth Thursday of every other month beginning in January, apart from November, when the meeting shall be held on the third Thursday, as shown on a calendar, which the WICC shall adopt at the first meeting of the WICC, of each calendar year. Notwithstanding the foregoing, any regularly scheduled meeting of the WICC may be canceled by majority vote or, if there is not a quorum, be adjourned by the Chair or Secretary in the manner set forth in Section III(G) of these by-laws.
- B. **Time of Regular Meetings.** Regular meetings shall commence at 3:00 pm and continue until all agendaized business is concluded unless adjourned earlier on motion of the WICC for any reason or by the Secretary for lack of a quorum.
- C. **Location of Regular Meetings.** Unless specially noticed otherwise, regular meetings shall be held at 2751 Napa Valley Corporate Drive, Building A, First Floor Conference Room - Madrone, Napa, California.
- D. **Emergency Meetings.** Emergency meetings shall be called in conformance with Section 54956.5 of the California Government Code
- E. **Special Meetings.** A special meeting may be called at any time by the Chairman or upon the request of a majority of the members of the WICC by delivering written notice to each member and to each person or entity entitled by law to receive such notices in

the manner required by Government Code Section 54956 at least 24 hours before the time of the meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted or discussed and shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meetings by the WICC. Such written notice may be dispensed with as to any WICC member who at or prior to the time the meeting convenes files with the Secretary of the WICC a written waiver of notice. Such waiver may be given by telegram. Such written notice may also be dispensed with as to any member who is actually present at the time the meeting convenes.

- F. Agendas Involving Regular Meetings.** At least 72 hours before a regular meeting, an agenda containing a brief general description of each item of business to be transacted or discussed shall be posted at a location freely accessible to members of the public. All agendas shall include a time period for public comment and shall specify the time and location of the regular meeting. No discussion shall occur, or action be taken, on any item not appearing on the posted agenda except as permitted by law. Questions or comments regarding items not included on the agenda shall be limited to the scope permitted for “public comment”. Supplemental agendas involved in a regular meeting will be prepared and considered by the WICC only under the following conditions:
1. **Emergencies.** Upon a determination by the WICC that an emergency situation exists, as defined in Section 54956.5 of the Government Code.
 2. **Need Arising after Posting.** Upon a determination by a two-thirds vote of the WICC or, if less than two-thirds of the potential votes are present, a unanimous vote of the WICC members present, that there is a need to take immediate action and the need to take action came to the attention of WICC or staff subsequent to the regular agenda being posted.
 3. **Recently Continued Item.** The item was properly posted for a prior meeting of the WICC occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.
- G. Adjourning Meetings.** The WICC may adjourn any meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all WICC members are absent from any regular meeting or adjourned regular meeting the Secretary or Acting Secretary of the WICC may declare the meeting adjourned to the next regular meeting of the WICC. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.
- H. Meetings to be Open and Public.** All meetings of the WICC to take action or to deliberate concerning WICC business and its conduct shall be open and public. All

persons shall be permitted to attend any such meetings except as otherwise provided or permitted by law.

IV. CONDUCT OF MEETINGS

- A. Order of Business.** The regular order of business of the WICC shall be:
1. Call to order.
 2. Approval of the minutes of the previous meeting.
 3. Public comment on unagendized items.
 4. Consideration and Action on Agenda Items.
 5. Adjournment.
- B. Parliamentary Procedure.** Unless otherwise provided by these Bylaws, all proceedings before the WICC shall be conducted in accordance with and pursuant to the parliamentary procedure prescribed in the most current version of the Sturgis “Standard Code of Parliamentary Procedure.”
- C. Recording of Meetings.** Any meeting of the WICC, other than a closed session permitted under the Brown Act, may be recorded by any person, unless the WICC determines that such recording could constitute a disruption of the proceedings.
- D. Presentations to the Council.** Any person desiring to address the WICC shall, when recognized by the Chair, give their name and/or address. The Chair may, in the interest of facilitating the business of the WICC, set in advance of the presentation of testimony reasonable time limits for oral presentations. Persons may be required to submit written testimony in lieu of oral testimony if the Chair determines that a reasonable opportunity for oral presentations has been provided, and in such a case, the matter may be continued to a later date to allow a reasonable time for such submittals to occur.
- E. Recordation of Council Actions.** All official actions or decisions by the WICC shall be documented and kept by the Secretary. The vote or votes of each member of the WICC on every question shall be recorded. Only action minutes will be maintained, however, electronic recordings will be made of each meeting of the WICC whenever possible and shall be available to the public at the WICC offices.

V. VOTING AND QUORUM

- A. Roll Call Vote.** A roll call vote may be required in voting upon any motion of the WICC at the discretion of the Chair.
- B. Inaudible Votes.** Any member present who does not vote in an audible voice or abstains for a legally insufficient reason shall be recorded as voting "aye".
- C. Quorum.** A majority of the members of the WICC shall constitute a quorum for the

purpose of conducting its business and exercising its powers and for all other official purposes, except that less than a quorum may adjourn from time to time until a quorum is obtained.

- D. Number of Votes Required for Action.** All actions require a motion and a second. No action or recommendation of the WICC shall be valid and binding unless a quorum is present and the motion is approved by at least a majority of the members present. Each member shall have one vote. No votes may be cast by proxy. Tie votes shall be considered as denial of the motion.
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