

**By-laws  
of  
The American River Flood Control District**

**Article I**

**The District**

**Section 1.1            Authority**

The American River Flood Control District was formed by special act of the California Legislature in 1927 by the passage of Act 320 and subsequent amendments of the California Water Code (the District Act). The District Act defines the district name, authorities and responsibilities of the District, the composition of the Board of Trustees (Board), the method of election and appointment of Board of Trustees, the requirement of a District office to be located within the boundaries of the District is also governed by provisions of various other California codes and statues.

**Section 1.2            Main Office**

Under the District Act, the District must maintain an office within the boundaries of the District. The specific location of the office is within the discretion of the Board. Currently the District is located at the following address:

185 Commerce Circle  
Sacramento, California 95815

**Section 1.3            Compensation**

Each Trustee shall receive compensation in an amount determined by the Board for each Board committee meeting attended subject to the conditions of section 7 of the District Act. The term “compensation” as used herein shall mean compensation received by said Trustee for service as a member of the Board.

**Article II**

**Officers**

**Section 2.1           Officers**

District/Board officers shall be as follows:

- President
- Vice President
- Secretary
- Treasurer
- Assistant Secretary
- Assistant Treasurer

**Section 2.2           Duties of the Officers**

The primary duties of the officers shall be as follows:

- President:               Conduct the business of the District and preside at Board meetings.
- Vice President:       Assist the President in the conduct of District business and preside at Board meetings in the absence of the President.
- Secretary:             Maintain the records and files of the District.
- Treasurer:             Manage the finances of the District.

[The above four offices shall be Trustees of the District.]

- Assistant Secretary:   Assist the Secretary in maintaining the records and files of District.
- Assistant Treasurer:   Assist the Treasurer in managing the finances of the District.

[The above two offices may be staff of the District.]

### **Section 2.3            Staff**

The District staff shall be comprised of the following:

General Manager (One only)  
 Engineer  
 Clerk of the Board (One only)  
 Office Manager  
 Superintendent  
 Field Supervisor  
 Crewpersons

### **Section 2.4            Duties of the Staff**

The duties of the staff shall be as defined from time to time by the Board, by adopted board policies, by these By-Laws, and by specific directions given by the Board. The number of positions of the staff shall be as defined by the Board. The qualifications of the staff shall be defined by the Board, the General Manager, and adopted Board policies.

### **Section 2.5            District Representatives to Associated Organizations**

By virtue of District membership in certain associated organizations, the District is required to appoint representatives to or members of the following:

SAFCA (\*) Board of Directors (two), [must be Trustees of District]  
 SAFCA Board of Directors – Alternates (two)  
 JPIA (\*\*) Board of Directors (one), [must be Trustees of District]  
 JPIA Board of Directors – Alternate (one)  
 CCVFCA (\*\*\*) Board of Directors (one)

- (\*) Sacramento Area Flood Control Agency
- (\*\*) ACWA Joint Powers Insurance Authority
- (\*\*\*) California Central Valley Flood Control Association

### **Section 2.6            Vacancies**

Vacancies in positions of Officer or District Representative will be filled by the Board by action taken at the next regular or special meeting of the Board wherein such action can be agendaed and noticed.

## **Section 2.7 Election, Appointment, and Changes**

Election and/or appointment of Officers and District Representatives shall be accomplished at the Annual Meeting of the Board in January as per Section 3.4 of these by-laws. Changes in the election or appointment of any Officer or District Representative may be made by the Board at any regular or special Board meeting, subject only to the applicable requirements for setting agendas and posting notices.

### **Article III**

#### **Meetings**

#### **Section 3.1 Regular Meetings**

Regular meetings of the Board shall be held on the Second Friday of each month at 11:00 a.m. at the District office. A notice giving the time, date, place, and agenda of the regular meetings will be posted in a place accessible to the public at the District office at least seventy-two (72) hours prior to the meeting date and time.

#### **Section 3.2 Special Meetings**

Special meetings of the Board may be held on dates and at times and locations convenient to the Board. Special meetings may be called by the President or a majority of the Board. A notice giving the time, date, place, and agenda of the special meetings will be posted in a place accessible to the public at the District office at least twenty-four (24) hours prior to the meeting date and time.

#### **Section 3.3 Changes in Meeting Time or Place**

The meeting time and/or place of a regular or special meeting may be changed by a majority vote of the members of the Board and duly noticed regular or special meetings. Any such change will be posted at the District office at a site accessible to the public at least twenty-four (24) hours prior to the meeting date and time.

#### **Section 3.4 Annual Meeting**

The regular meeting of the Board in the month of January of each year shall be the annual Meeting of the Board. At the Annual Meeting, in addition to conducting the usual regular business of the District, the Board shall election Offices and elect and/or appoint the District Representatives to associated organizations.

### **Section 3.5                    Quorum**

A majority of the full Board of Trustees (i.e. three) shall constitute a quorum. No action may be taken by the Board in the absence of a quorum. When there is not a quorum at a regular or special meeting after thirty (30) minutes from the noticed meeting time, the President, Vice President, Secretary, any member of the Board, or in their absence, the General Manager, shall adjourn the meeting until the next regular or special meeting or until a date and time certain.

### **Section 3.6                    Presiding Officer**

The President shall serve as the presiding officer at all meetings of the Board for purpose of conducting the District's business. In the absence of the President, the Vice President shall serve as the presiding officer. In the absence of the President and Vice President, the Secretary shall serve as the presiding officer. Upon the arrival of the President or Vice President, the presiding officer shall relinquish the chair upon the conclusion of the agenda item them before the Board. A similar process shall be followed if the President or the President and Vice President must disqualify themselves from the Board deliberations on specific agenda items because of conflicts of interest.

### **Section 3.7                    Manner of Voting**

The Board may take action on any item by votes cast as follows:

- By voice vote or
- By roll call

### **Section 3.8                    Actions of the Board**

All actions of the board shall require an affirmative vote of a majority of the full Board: i.e. the affirmative votes.

### **Section 3.9                    Minutes and Records of Meetings**

Under the direction of the Secretary and General Manager, the Clerk of the Board shall compile minutes of all meetings of the Board and maintain records of Board meetings and all actions taken. Minutes shall be prepared in a timely fashion and presented for approval or amendment or correction at the next regular meeting of the Board. For purposes of maintaining voting records on action items, on matters voted on by voice vote the minutes shall record only abstentions and NO votes requested by the caster to be recorded in the minutes; on matters voted on by roll call the minutes shall record the AYES and NOES by name.

### **Section 3.10 Rules of Order**

All rules of order not provided for in these By-laws shall be determined in accordance with “Robert’s Rules of Order, Revised.”

## **Article IV**

### **Committees**

#### **Section 4.1 Committees**

In order to implement the programs of the District and to assist in the administration and governance of the District, the Board may from time to time appoint Standing or Ad-Hoc Committees of the Board. In establishing committees, the Board will designate whether each committee is a Standing or an Ad-Hoc Committee, will designate the composition of the committee, and may provide the committee with a written statement of objectives to be addressed by the committee. In general, the committees will be composed of two Trustees and any necessary staff persons needed to assist the committee.

#### **Section 4.2 Appointment of Committees**

The President shall make all committee appointments with the concurrence of the Board.

## **Article V**

### **Amendments**

#### **Section 5.1 Amendments to the By-laws**

These By-laws may be amended by a majority vote of the Board under an agendaed action item at any duly noticed regular or special meeting of the Board.

*End*