



Santa Clara Valley Water District

File No.: 22-1366

Agenda Date: 11/22/2022

Item No.: 4.4.

BOARD AGENDA MEMORANDUM

SUBJECT:

Association of California Water Agencies (ACWA) - Appointment of District Voting Delegate for General Session Membership Meeting.

RECOMMENDATION:

- A. Appoint a Director as the Valley Water voting delegate for the November 30, 2022, Association of California Water Agencies (ACWA) General Session Membership Meeting; and
- B. Authorize delegate to cast a vote on behalf of Valley Water to Approve the Proposed Amended and Restated ACWA Bylaws.

SUMMARY:

Attached is a memorandum and proxy form from Dave Eggerton, Executive Director, ACWA regarding the general session membership meeting on November 30, 2022, at the 2022 ACWA Fall Conference in Indian Wells (Attachment 1). The purpose of the meeting is to conduct a vote by the membership on proposed Amended and Restated Bylaws of ACWA as recommended by the ACWA Board of Directors at its meeting on September 23, 2022.

Proposed Amended and Restated Bylaws

As part of ongoing efforts to ensure ACWA's Bylaws are current and reflect consistency with other governance documents and daily operations and to implement changes related to the election of ACWA's Board Officers, the ACWA Board of Directors is recommending proposed Amended and Restated Bylaws for consideration by the membership.

ACWA Staff worked with Dale Stern, Esq. of Downey Brand LLP, to prepare the proposed Amended and Restated Bylaws, which include the following changes:

- Amendments to clarify language and to reflect consistency with other governance documents and daily operations;
- Amendments to implement changes to the Board Officers' election process as recommended by the Election Task Force;
- Amendments to incorporate California Corporations Code provisions allowing meetings to be held by electronic communication; and
- Restructuring and reformatting to incorporate a new numbering system.

Legal Affairs Committee (LAC) Chair, Jennifer Buckman, appointed LAC member, Doug Coty, served as the committee's representative to review the proposed Amended and Restated Bylaws and provide an analysis pursuant to ACWA Bylaws (Article 9, Section 8). The proposed Amended and Restated Bylaws reflect the LAC's recommended edits as adopted by the ACWA Board on September 23.

For information and consideration attached as Attachment 2 is a copy of the redline version of the proposed Amended and Restated Bylaws.

Staff has reviewed the proposed Amended and Restated ACWA Bylaws and recommends that the Valley Water delegate casts a vote to approve.

Voting Process

Consistent with ACWA's Bylaws, Article 9, Section 5:

- Each member of the Association shall be entitled to one vote that shall be cast by its authorized representative.
- Voters must be present at the membership meeting to vote.

Once the board appoints a director as the voting delegate, the Voter Designation Form 2022 (Attachment 3) will be completed and forwarded to ACWA to use during the voting process.

ENVIRONMENTAL JUSTICE IMPACT:

There are no Environmental Justice impacts associated with this item.

FINANCIAL IMPACT:

There is no financial impact associated with this item.

CEQA:

The recommended action does not constitute a project under CEQA because it does not have the potential for resulting in direct or reasonably foreseeable indirect physical change in the environment.

ATTACHMENTS:

Attachment 1: ACWA Executive Director Memo

Attachment 2: Redline Amended and Restated Bylaws

Attachment 3: Voter Designation Form

UNCLASSIFIED MANAGER:

Michele King, 408-630-2711