

RESOLUTION NO. 2011-141

**A RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF NAPA,
STATE OF CALIFORNIA, AMENDING THE BYLAWS OF THE GROUNDWATER
RESOURCES ADVISORY COMMITTEE**

WHEREAS, the Board of Supervisors created the Groundwater Resources Advisory Committee (GRAC) on June 28, 2011, and adopted bylaws under which it would operate, and

WHEREAS, at the first GRAC meeting held on October 27, 2011, the Committee voted to change its meeting time from 3:00 p.m. to 2:00 p.m., and

WHEREAS, staff suggested revisions and clarification to provisions relating to creation and use of ad hoc committees, and

WHEREAS, the GRAC seeks to adopt the proposed amended bylaws attached as Exhibit "A" which the Board desires to approve, and

WHEREAS, pursuant to Napa County Policy Manual Part 1 Section 8, the rules and regulations of a committee's conduct of business must be adopted by the Board of Supervisors.

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

1. The Board hereby finds the foregoing recitals to be true and correct;
2. The proposed amended bylaws of the GRAC, attached as Exhibit "A", are hereby approved.

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EXHIBIT "A"
BYLAWS OF THE NAPA COUNTY
GROUNDWATER RESOURCES ADVISORY COMMITTEE

I. **OFFICERS.** The officers of the Napa County Groundwater Resources Advisory Committee (the "GRAC") shall be the Chair, Vice-Chair and Secretary, chosen as follows:

A. **Time of Election.** At the first organizational meeting, the members of the GRAC shall elect the Chair and Vice-Chair from among their members. For purposes of these Bylaws, the terms "Chair" and "Vice-Chair" shall have the same meaning as, and may be used interchangeably with, the terms "Chairman" and "Chairperson," and the terms "Vice-Chairman" and "Vice-Chairperson." The Secretary shall be an employee or consultant of the County of Napa designated from time to time by the Napa County Director of Conservation, Development and Planning to perform the functions of Secretary described in these Bylaws.

B. **Term.** The Chair and Vice-Chair nominated and elected at the initial meeting of the GRAC shall begin their terms of office immediately upon election. Thereafter, the officers shall be nominated and elected in February of each year, beginning with 2013 and shall serve 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 GRAC 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 these Bylaws, the resolution(s) of the Napa County Board of Supervisors creating and/or modifying the composition and charge of the GRAC, or by vote of the GRAC. The Chair shall have all the rights and duties enjoyed by any other member of the GRAC, including the right to make and second motions.

II. **MEETINGS**

A. **Date and Location of Regular GRAC Meetings.** Regular meetings of the GRAC shall be on the fourth Thursday of every other month beginning in February of each year, except for December, when the meeting shall be held on the second Thursday, as shown on a calendar and at a location which the GRAC shall adopt at their first meeting of each calendar year. Notwithstanding the foregoing, any regularly scheduled meeting of the GRAC may be canceled by majority vote of the GRAC or, for lack of business or a quorum, by the Chair or Secretary.

- B. Time of Regular GRAC Meetings.** Regular meetings of the GRAC shall commence at 2:00 p.m. and continue until all agendized business is concluded unless adjourned earlier on motion of the GRAC for any reason or by the Chair or Secretary for lack of a quorum or unavailability of a meeting location due to an emergency.
- C. Emergency GRAC Meetings.** Emergency meetings of the GRAC shall be called in conformance with the provisions of the Brown Act (Government Code Section 54950 and following).
- D. Special GRAC Meetings.** Special meetings of the GRAC shall be called in conformance with the provisions of the Brown Act, including 24 hour notice of the meeting posted at the regular meeting location, and in those local newspapers who have requested to be informed of GRAC meetings.
- E. Agendas.** The Secretary shall prepare, post, and otherwise give notice of the agenda for each meeting of the GRAC in accordance with the requirements of the Brown Act. No matter may be considered or acted upon unless it is included on the posted agenda or a supplemental agenda. If not so included, questions or comments regarding the item shall be limited to the scope permitted for "public comment" under the Brown Act. Supplemental agendas will be prepared and considered by the GRAC only under the following conditions:

 - 1. Emergencies.** Upon a determination by the GRAC that an emergency situation exists, as defined in Section 54956.5 of the Government Code.
 - 2. Recently Continued Item.** The item was properly posted for a prior meeting of the GRAC 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.

III. CONDUCT OF MEETINGS

- A. Order of Business.** The regular order of business of the GRAC 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.

In the event public comments exceed 10 minutes the Chair may continue public comment on unagendized items to the end of the meeting if desired.

- B. Parliamentary Procedure.** Unless otherwise provided by these Bylaws or required by law, all proceedings before the GRAC shall be conducted in accordance with and pursuant to the parliamentary procedure prescribed in "Sturgis Standard Code of Parliamentary Procedure, 4th edition" or the most current published and available edition of such work.
- C. Recording of Meetings.** Any meeting of the GRAC, other than a closed session permitted under the Brown Act, may be recorded by any person, unless the GRAC determines that such recording could constitute a disruption of the proceedings.
- D. Presentations to the GRAC.** Any person desiring to address the GRAC shall be requested, when recognized by the Chair, to give his or her name and address to facilitate preparation of the minutes, although no persons shall be denied recognition or denied the opportunity to speak solely because they decline to state their names and addresses. The Chair may, in the interest of facilitating the business of the GRAC, set in advance of the presentation of public input reasonable time limits for oral presentations. Persons may submit written comments in lieu of oral comments 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 GRAC Actions.** All official actions or decisions by the GRAC shall be entered in the minutes of the GRAC kept by the Secretary. The vote tally on every question shall be recorded, except where a roll call vote is used, the votes of each member of the GRAC shall be recorded. Only written action minutes will be maintained, however, electronic recordings may be made by the Secretary of each meeting of the GRAC which shall be available to the public for inspection by request made at the Napa County Conservation, Development and Planning Department, 1195 Third Street, Suite 210, Napa, California 94559.

IV. VOTING AND QUORUM

- A. Roll Call Vote.** A roll call vote may be required for voting upon any motion of the GRAC, at the discretion of the Chair.
- B. Inaudible Votes.** Any member present who does not vote in an audible voice shall be recorded as voting "aye". A member may abstain from voting only if the member has recused himself or herself from participating due to a conflict of interest under Government Code section 87100 and

following, in which case the member shall not be present in the meeting room during the discussion and action on the item.

- C. **Quorum.** A quorum for the transaction of business shall exist only as long as a majority of the GRAC members are present. For purposes of this Bylaw, "majority of the members" means a majority (8) of the authorized positions, whether or not all of the positions have been filled by the Board of Supervisors.
- D. **Number of Votes Required for Action.** No action or recommendation of the GRAC shall be valid and binding unless a quorum is present and the action is approved. Whenever possible the GRAC shall seek consensus. If matters arise that cannot be resolved by consensus, action or recommendation shall be obtained by a two-thirds vote of the GRAC members actually present at the meeting. 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 an insufficient number of non-conflicted members will be available to vote at a later date even if the matter is continued, then 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 GRAC to form a quorum and take affirmative action.
- F. **Motion to Reconsider.** The GRAC 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 and provided further that 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 the agenda for reconsideration by the GRAC upon motion of any member at any later meeting. When the GRAC approves a motion for reconsideration, the GRAC may, in its discretion, reconsider the matter immediately or at a later date.

V. **SUBCOMMITTEES.**

Ad Hoc Subcommittees. The GRAC may authorize the creation of ad hoc subcommittees from time to time to investigate, observe, review, or otherwise study and report back their observations and conclusions to the full GRAC for possible further action. When creating such ad hoc committees, the GRAC shall specify the subject to be investigated and time to report, and shall appoint those

GRAC members who will serve on the ad hoc subcommittee. The number of GRAC members appointed to any particular ad hoc committee shall be less than the number of members required to constitute a quorum of the full GRAC. Upon presentation of its final report to the full GRAC, each such ad hoc subcommittee shall cease to exist. Ad hoc subcommittees created pursuant to this subsection shall not be subject to the Brown Act.

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The provisions of these Bylaws may be altered, amended, or repealed by the GRAC at any time, within limitations imposed by the Brown Act and by resolution of the Napa County Board of Supervisors.

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~~Residents of the County with special expertise or interest who are not members of the GRAC may be appointed to the subcommittee, but in no instance may the number of non-members exceed the number of GRAC members on the sub-committee. The number of GRAC members appointed to any particular ad hoc committee shall be less than the number of members required to constitute a quorum of the full GRAC. Upon presentation of its final report to the full GRAC, each such ad hoc subcommittee shall cease to exist. Ad hoc subcommittees created pursuant to this subsection shall not be subject to the Brown Act.~~

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