Upper Valley Agency
WASTE MANAGEMENT

BYLAWS OF
THE UPPER VALLEY WASTE MANAGEMENT AGENCY

1. **DEFINITIONS.** For purposes of these Bylaws, the following terms shall have the following meanings:

"AGREEMENT"	means Napa County Agreement No. 3265 as such may be amended by the MEMBERS from time to time.
"AGENCY"	means the Upper Valley Waste Management Agency.
"BOARD"	means the Board of Directors of the AGENCY, the Governing Board of the AGENCY.
"BROWN ACT"	means the Ralph M. Brown Act contained in California Government Code sections 54950 et seq.
"COUNTY"	means the County of Napa.
"DIRECTOR"	means a person appointed by a MEMBER to represent that MEMBER on the BOARD and shall include, except in regard to Bylaw 7(a) any alternate appointed by a MEMBER when that alternate is acting in the absence or disability of a Director.
"FISCAL YEAR"	means the fiscal year of the AGENCY, which shall commence on July 1 and terminate on June 30.
"MEMBER"	means any of the governing bodies of the City of Calistoga, the City of St. Helena, the Town of Yountville and the COUNTY.
"MEMBERS"	means all of the governing bodies of the City of Calistoga, the City of St. Helena, the Town of Yountville and the COUNTY.

2. **PRINCIPAL OFFICE.** The principal office for the transaction of the activities and affairs of the AGENCY shall be located in the Department of Environmental Management, County Administration Building, 1195 Third Street Suite 101, Napa, California, 94559. The BOARD may change the principal office from one location to another upon fifteen days prior notice to all MEMBERS. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

3. **OTHER OFFICES.** The BOARD may at any time establish branch or subordinate offices at any place or places where the AGENCY is qualified to conduct its activities.

4. **REGULAR MEETINGS: TIME AND LOCATION.** Regular meetings of the BOARD shall be held on the third Monday of every month, except for the month of December when the meeting shall be held on the second Monday of the month, at the Yountville Town Council Chambers at Yountville Town Hall, 6550 Yount Street, Yountville.

If the meeting date falls on a Monday, which is a holiday for MEMBER employees, the regular meeting set for that date shall be continued to the next Monday which is not a holiday, unless canceled altogether by action of the BOARD. Regular meetings shall commence at 1:30 p.m. and shall continue until all business is completed unless the BOARD determines by majority vote to continue all or some of the remaining items to a later meeting.

5. **SPECIAL MEETINGS: MANNER OF CALL AND LOCATION.** Special meetings of the BOARD may be called at any time by the Chair of the BOARD or the Manager of the AGENCY. Upon written request of at least fifty percent (50%) of the DIRECTORS, the Chair or Manager shall call a special meeting of the BOARD that shall be held no more than sixty (60) days after such request. Unless otherwise specified by the Chair or, if the Chair is unavailable, the Manager, all special meetings shall be held in the location for regular meetings. Special meetings shall terminate upon completion of the item or items of business for the meeting was expressly called, unless the BOARD determines by a majority vote to continue said item or items to a later meeting.

6. **BROWN ACT/AGENDAS.**
   a. In general. All meetings shall be held, agendized, and conducted in accordance with those provisions of BROWN ACT as such may be amended from time to time, which apply to general law counties.
   b. Public Comment. In regard to meeting agendas, provision for public comment on items not specifically identified on the agenda shall be made at the end of the meeting and, unless otherwise authorized by the Chair, such comments shall be limited to five (5) minutes per speaker. The BOARD may not take action on any unagendized item that is raised during the public comment period, except to direct the matter to staff for further inquiry or to agendize the item for consideration at a future meeting of the BOARD.
   c. Agendas. The Agendas required by the Brown Act shall be prepared by the Manager for each meeting of the BOARD, and shall list the regular order of business of the BOARD in substantially the following form:

      (1) Call to order.
      (2) Public Comment.
      (3) Approval of the minutes of the previous meeting.
      (4) Agenda of the Board.
      (5) Directors' Comments.
      (6) Future Agenda Items.
      (7) Closed Session.
      (8) Adjournment.

7. **OFFICERS.**

a. Chair and Vice-Chair. At the first regular meeting of each FISCAL YEAR the BOARD shall elect a Chair and a Vice-Chair. The Chair shall preside at all BOARD meetings, preserve order and decorum, decide issues of parliamentary procedure; may make and second motions and exercise all the rights and duties enjoyed by any other member of the BOARD; and shall perform such other powers and duties as the BOARD may assign from time to time. In the absence or disability of the Chair, the vice-Chair shall act in the Chair's place. In the absence of the Chair, and the Vice-Chair, the DIRECTORS present, if constituting a quorum, shall elect a Temporary Chair to serve until the Chair or Vice-Chair is available. The term of these officers shall be one FISCAL YEAR. If the Chair ceases to be a DIRECTOR during that FISCAL YEAR, the Vice-Chair shall become the Chair and a replacement Vice-Chair shall be elected. If both the Chair and the Vice-Chair cease to be DIRECTORS, the BOARD shall elect a new Chair and Vice-Chair to serve the remainder of the FISCAL YEAR. If only the Vice-Chair ceases to be a Director during the FISCAL YEAR, the BOARD shall elect a new Vice-Chair to serve the remainder of the FISCAL YEAR. All such elections for mid-term replacement officers shall occur at the next regular or special meeting following the appointment of replacement DIRECTOR(S) by the affected Member.

b. Ex-Officio or Contract Officers. The remaining officers of the AGENCY shall be the Manager, Secretary, Auditor-Controller, Treasurer, and Legal Counsel. In addition to any duties specifically imposed by the AGREEMENT or any other provision of these Bylaws or resolution of the BOARD, the Manager shall be responsible for the executive implementation of the actions of the BOARD; the Secretary shall keep and certify all records of the BOARD and attest all official signatures of the Chair when the latter is acting on behalf of the BOARD; and the Auditor-Controller and Treasurer shall perform those functions for the BOARD within the powers of the AGENCY which are equivalent to those which the Napa County Auditor-Controller and Treasurer-Tax Collector perform for the County of Napa. Unless and until the BOARD, by exercise its powers under Sections 3.4, 3.8 and 7 of the AGREEMENT, designates other persons to serve in such positions, these offices shall be filled by the incumbents of the following Napa County offices or positions, or their duly-authorized deputies.

Manager:	Napa County Environmental Management Assistant Director
Secretary:	Napa County Secretary designated to serve as Secretary by Napa County Director of Environmental Management
Auditor-Controller:	Napa County Auditor-Controller
Treasurer:	Napa County Treasurer-Tax Collector
Legal Counsel:	Napa County Counsel or Deputy

8. **QUORUM FOR MEETINGS.** Three DIRECTORS shall constitute a quorum for the transaction of business of the BOARD, except that if there is less than a quorum present, the Manager may adjourn any meeting.

9. **PERSONS ADDRESSING THE BOARD.** Any person desiring to address the BOARD shall, when recognized by the Chair, give his or her name or address and, if acting on behalf of another person, the name and address of that person. The Chair may, in the interest of facilitating the business of the BOARD, limit the amount of time which a person may use in addressing the BOARD, determine the admissibility of evidence, and may require persons addressing the BOARD to submit written testimony in lieu of oral if the Chair determines that a reasonable opportunity for oral presentations has been provided. This Bylaw shall not apply to DIRECTORS or Officers of the Board except when specifically requested by the Chair in relation to a particular item of business.

10. **ORDER OF TESTIMONY.** Testimony and argument relative to any agenda item, whether or not a public hearing is involved, shall, unless otherwise ordered by the Chair, be presented in the following order:
    a. The Chair shall identify the matter and, if the matter is a public hearing, declare the public hearing open.
    b. The report(s) of AGENCY staff shall be presented. Questions by the BOARD of the staff shall be asked and answered.
    c. Letters, petitions, or other documentary evidence filed with the Secretary by any person prior to consideration of the item shall be presented to the BOARD and may be considered by the Board when deciding the action before it. All such evidence shall become part of the BOARD's file on the agenda item. If such evidence has been received by the Secretary prior to preparation of agenda packets for the meeting, the Secretary shall include copies of the evidence in the packet and at the meeting shall only describe the source and, if available, date of the evidence. If such evidence is received prior to consideration of the item but subsequent to preparation of the agenda packet, the Secretary shall make copies of the evidence available to each DIRECTOR and to the public prior to the BOARD taking final action on the item.
    d. Persons wishing to speak in favor of the matter, or with additional information although having no particular stance shall be heard. Questions by the BOARD of the witnesses shall be asked and answered.
    e. Persons wishing to speak in opposition to the matter shall be heard. Questions by the BOARD of the witnesses shall be asked and answered.
    f. Rebuttal in the same order (if any). Questions by the BOARD of the witnesses shall be asked and answered.
    g. Additional questions by the BOARD of the witnesses or staff.
    h. BOARD discussion. Any DIRECTOR, who has obtained information relevant to the agenda item outside of the meeting that has not been presented at the meeting by any other person, shall describe such information and the manner in which it was obtained.
    i. Closure of the public hearing, if any.
    j. Voting.

11. **EVIDENCE.**
    a. Admission of evidence. Cumulative, repetitious, immaterial, irrelevant, abusive, derogatory, or defamatory evidence may be excluded by the Chair. Subject to the foregoing, evidence shall be admissible if it is of a type commonly relied upon by reasonable and prudent persons in the conduct of serious affairs. Erroneous admission of evidence shall not invalidate any action taken unless it is shown in a court of law or equity to have prejudiced the substantial rights of a person directly affected by the action.

b. Exhibits. All exhibits pre-offered by any person testifying at the meeting on an agendized matter shall be marked by the Secretary upon submission to provide identification in the event of later litigation. No item of graphic or documentary evidence shall be shown to the BOARD unless so marked and offered for submission. All exhibits so marked and submitted shall be retained by the Secretary until the expiration of all applicable statutes of limitation, at which time they will be returned to applicant. Unclaimed exhibits may be disposed of by the Secretary within ten (10) days after the expiration of the last applicable statute of limitations.

12. VOTING.

a. One vote per DIRECTOR. Each DIRECTOR shall have one vote on all matters presented to the BOARD for a vote. In the absence of a DIRECTOR, physically or by reason of a conflict of interest, the alternate for the DIRECTOR shall vote in place of the absent DIRECTOR as long as the alternate was either present during the presentation of all evidence presented on the matter or indicates on the record that he or she has reviewed all such evidence prior to participating in any BOARD discussion and vote. No proxy votes shall be permitted.

b. Majority vote. The vote of a majority (3) of the DIRECTORS of the BOARD shall be necessary to approve any action of the BOARD.

c. Roll call vote. A roll call vote may be required in voting upon any motion before the BOARD, in the discretion of the Chair. Any DIRECTOR present and not barred from voting by a declared conflict of interest who does not vote in an audible voice or other method (such as electronic voting) simultaneously perceptible to the other DIRECTORS, the Secretary and the public present, shall be recorded as voting "aye". Abstentions shall be allowed only when a DIRECTOR has a declared conflict of interest.

d. Tie-votes. In the case of a tie-vote or other deadlock, the Secretary of the BOARD shall automatically cause the item of business to be placed on the next agenda for reconsideration and vote. No motion shall be required to take such action. If all the DIRECTORS and/or alternates who have not voted on the matter have not participated due to a conflict of interest and will, for that reason, be unable to vote even if the matter is continued to the next agenda, then the tie vote or deadlock shall constitute a final action of denial of the motion and the matter shall not be continued to the next agenda for reconsideration and vote.

e. Conditional Actions. Resolutions of the BOARD may be adopted conditionally, by a motion of "intent to approve" and referred to the appropriate staff of the AGENCY for final form. Such actions shall not be final until the BOARD has considered and approved such resolutions in final form.

13. MOTIONS TO RECONSIDER.

a. When made at the same meeting. A final vote on any matter that required specific statutory notice in addition to the notice required by Government Code section 54954.2 may be reconsidered during the BOARD meeting at which the vote was taken provided that all DIRECTORS who were present when the matter was discussed are still present.

b. When not made at the same meeting. In all other cases, motions for reconsideration of such matters may be made only in accordance with the procedure set forth in Napa County Code of Ordinances section 13512, with all references in said section to Board, meaning the BOARD, to Department or Director meaning the Manager, and to Clerk of the Board meaning the Secretary.

c. Who may make and second the motion. Any motion to reconsider must be made by a DIRECTOR voting with the majority on the final vote to be reconsidered, but any DIRECTOR or the Chair may second a motion for reconsideration. A motion for reconsideration shall have precedence over every motion except a motion to adjourn.

14. **RECORDATION OF ACTIONS.** A record of all official actions or decisions of the BOARD shall be maintained by the Secretary of the BOARD. The vote of each DIRECTOR shall be recorded.

15. **RECORDING.** Any meeting of the BOARD may be recorded by any person using any medium, unless the Chair determines that such recording method could disrupt the proceedings.

16. **PARLIAMENTARY PROCEDURE.** Except as expressly provided otherwise in the Agreement or these Bylaws, in case of disagreement regarding parliamentary procedure, the provisions of the Sturgis Standard Code of Parliamentary Procedure, Third Edition, shall prevail.

17. **COMMITTEES.**
    a. Committees of the Board. The BOARD may create by resolution and without express amendment of these Bylaws one or more committees of the BOARD consisting of DIRECTORS, to serve at the pleasure of the BOARD. The BOARD may appoint one or more DIRECTORS as alternate members of any such committee, who may replace an absent member at any meeting. Such committees shall have those powers specifically delegated to them by the BOARD, to the extent not inconsistent with the provisions of the Agreement or these Bylaws. A committee created by the BOARD shall be subject to the BROWN ACT.
    b. Committees Advisory to the Board. The BOARD may create by resolution and without express amendment of these Bylaws one or more committees, consisting of staff, members of the public, and/or a minority of the DIRECTORS, to act in an advisory capacity to the BOARD. Such committees shall be subject to the BROWN ACT and the Local Appointments List statutes (Government Code section 54970 et seq.).
    c. Committees Advisory to the Manager. In his/her executive role, the Manager shall have the right to appoint in his discretion and on an as-needed basis, committees advisory directly to the Manager, the members to be selected by and serve at the will and pleasure of the Manager. Such executive committees shall not include any DIRECTOR or alternate DIRECTOR. Such executive committees shall not be subject to the BROWN ACT or the Local Appointments List statutes.

18. **INDEMNIFICATION.**
    a. Right of indemnity. To the fullest extent permitted by the Agreement and by law, the AGENCY shall indemnify its DIRECTORS, officers, and employees, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any act or omission of the BOARD or AGENCY.
    b. Approval of indemnity. Upon written request to the BOARD by any person seeking indemnification under (a), the BOARD shall promptly determine whether the act or omission of the person so requesting was within the scope of the official position or employment of said person within the AGENCY and, if so, the BOARD shall authorize indemnification.

c. Approval of Indemnity: Conflict of Interest. If the BOARD cannot authorize indemnification because the number of DIRECTORS who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of DIRECTORS who are not parties to that proceeding, the BOARD shall request the court in which such proceedings is or was pending to determine whether the act or omission of the person requesting indemnification was within the scope of said person's official position or employment within the AGENCY and, if so, the BOARD shall authorize indemnification.

19. INSURANCE. The BOARD shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, DIRECTORS, employees and other agents, against any liability asserted against or incurred by an officer, DIRECTOR, employee or agent in such capacity or arising out of the officer's DIRECTOR's, employee's or agent's status as such.

20. RECORDS AND REPORTS. The BOARD shall keep:

a. Adequate and correct books and records of accounts;
b. Minutes, in written form, of the proceedings of the BOARD and committees of the BOARD; and
c. A record of each DIRECTOR's name and business address.
d. The original or a certified copy of the AGREEMENT and the Bylaws, as amended to date.
e. Any other records prepared and/or received by the BOARD, or any of the officers, employees, or agents of the BOARD when acting within the scope of the AGREEMENT which meet the definition of "public records" in the Public Records Act (California Government Code section 6250 et seq.), except that no such records need be kept which are duplicates of records in the possession of the Secretary or which are preliminary drafts, notes, or interagency or intraagency memoranda which are not retained in the ordinary course of business, unless such preservation is specifically ordered by a court of competent jurisdiction.
f. All of the foregoing records shall be kept at the principal office of the AGENCY and shall be available for public inspection and copying in accordance with the procedures of and subject to the limitations for disclosure of public records contained in the Public Records Act.

21. AMENDMENT BY BOARD. Subject to the requirements of the BROWN ACT, the BOARD may adopt, amend or repeal these Bylaws at any time, to the extent not inconsistent with the AGREEMENT and any applicable federal, state, or local law.