

UPPER SANTA ANA WATER RESOURCES ASSOCIATION

San Bernardino Valley Water Conservation District
1630 W. Redlands Blvd., Ste. A
Redlands, CA 92377

MEMBER WORKSHOP AGENDA

Thursday, November 13, 2014
9:30 a.m.

OPENING CERMONIES

Pledge of Allegiance
Introductions

1. **Future of the Upper Santa Ana Water Resources Association**
 - a. Review 2005 Bylaws
 - b. Discussion of Recommended Format Change
 - c. Sample Support Letter to Legislators
2. **Future Agenda Items**
 - a. Election of Officers
3. **Adjourn**

Anthony W. "Butch" Araiza, President
West Valley Water District
855 W. Base Line
Rialto, CA 92376
Phone (909) 875-1804 ext. 703, Fax (909) 875-7284

Please contact Shanae Smith at (909) 875-1804 ext. 704 or by e-mail at ssmith@wywd.org by the last Thursday of each month to request that items be placed on the agenda.

**Upper Santa Ana Water Resources Association
P.O. Box 920, Rialto, CA 92377**

November xx, 2014

Cheryl R. Brown
Assemblymember, 47th District
District Office
290 North D Street, Suite 903
San Bernardino, CA 92401

Dear Assemblymember Brown:

I am writing to ask you to support the Upper Santa Ana Water Resources Association (USAWRA) by attending a membership meeting to obtain information regarding various local water related issues.

The USAWRA is an organization made up of municipalities, public water companies, mutual water companies, irrigation districts, conservation districts, a county flood control district and county water districts that participate in or have participated in artificial recharge of production from, or surface water diversions from, the Upper Santa Ana River Watershed. Since its inception, the USAWRA has provided a forum for local water agencies to take an active leadership role in managing the Upper Santa Ana River Watershed. The Association is in the process of re-evaluating its goals and mission to reflect more of a regional legislative forum where member agencies would have the ability to present current information regarding their District to their stakeholders and local legislators.

I believe the USAWRA will continue to be a benefit to the community at large and I look forward to your attendance at an upcoming meeting to hear and understand the local water issues.

Thank you for your support.

Sincerely,

Upper Santa Ana Water Resources Association

Anthony W. Araiza
Chairman

ARTICLES OF ASSOCIATION
OF
THE UPPER SANTA ANA WATER RESOURCES ASSOCIATION

ADOPTED
MARCH 10, 2005

**ARTICLES OF ASSOCIATION
OF
THE UPPER SANTA ANA WATER RESOURCES ASSOCIATION**

ARTICLE I

The name of this Association is “UPPER SANTA ANA WATER RESOURCES ASSOCIATION.”

ARTICLE II

Definitions

Regular Member – a municipality, public water company, mutual water company, irrigation district, conservation district, municipal water district, a county flood control district or county water district that is participating or has participated in artificial recharge of, production from or surface water diversions from the Upper Santa Ana River Watershed. In order to be considered a “Regular Member,” an organization must provide an authorizing resolution or letter from its respective governing body accepting the terms and conditions of membership, must pay any dues, fees or costs assessed in a timely fashion, must attend meetings of the Association on a regular basis, and must cooperate in attaining the purpose of the Association.

Associate Member – an organization not otherwise defined as a “Regular Member,” that may petition the Board of Directors for recognition and, if approved, may participate in matters, but shall not have any voting rights. The Association may elect to assess dues for Associate Members.

Upper Santa Ana River Watershed or **Watershed** – surface water, percolating groundwater, sub-surface streams within the Santa Ana Watershed and above the Riverside Narrows, as that term is used in the 1969 Orange County judgment.

Association – the Upper Santa Ana River Watershed Association

Calendar Year – January 1 to December 31.

Fiscal Year – July 1 to June 30.

Annual Meeting – Shall be the October meeting of each year.

ARTICLE III

Purposes and Powers

Section 1. To take a leadership role in managing ground water and surface water resources in the Upper Santa Ana River Watershed.

Section 2. In order to take a leadership role in managing ground water and surface water resources in the Upper Santa Ana River Watershed, the Association has the following powers:

- A. To investigate and propose solutions to water quality problems in the Watershed;
- B. To investigate and propose solutions to declining water levels in the Watershed;
- C. To coordinate applications for financial assistance, including Federal and state grants and loans, in keeping with its leadership role in managing ground water and surface water resources in the Upper Santa Ana River Watershed, and to act as a grantee of financial assistance;
- D. To foster cooperation between the Association and its Regular Members;
- E. To foster cooperation between the Association and other ground water and surface water management organizations;
- F. To develop and disseminate information among Regular Members;
- G. To develop and disseminate information between the Association and other organizations, including, but not limited to, educational institutions, regulatory agencies, and the media;
- H. To contract as needed;
- I. To collect funds from Regular Members and other organizations;
- J. To conduct studies as needed;
- K. To study, discuss and propose laws, regulations, rules and guidance at the Federal, state or local level that relate to management of ground water or surface water resources in the Watershed;
- L. To provide guidance to local, state or Federal agencies on issues relating to management of ground water or surface water resources in the Watershed;
- M. To meet, on the behalf of the Association's Regular Members, with local, state and Federal agencies or officials to discuss or advocate a position on proposed laws, regulations, rules and guidance; and,
- N. To act as a technical advisory group as requested or needed;
- O. To expand these powers as approved by the Board of Directors.

Section 3. This Association does not contemplate, nor shall the activities taken on by the Association result in, pecuniary gain or profit to the Regular Members thereof, and it shall have no power to engage in any business for profit. However, the Association may collect funds from Regular Members, manage said funds and may also act as a grantee for financial assistance as provided for herein at Article III, Section 2.

ARTICLE IV

Conduct of Affairs

Section 1. Board of Directors.

The affairs of this Association shall be conducted and all rights and powers of members shall be executed by and through a Board of Directors appointed by the members as hereinafter provided. The Board of Directors shall keep regular minutes of its proceedings and the Secretary shall forward copies of said minutes to all members of the Association in a timely manner.

Section 2. Appointment.

Each Regular Member shall designate and appoint one member and alternate(s) to the Board of Directors. Such designation and appointment shall be made in writing and filed with the Secretary of the Association. Each such Director shall serve and be qualified to act until such authority is terminated by written notice filed with the Secretary by the member appointing him/her or until his/her successor is appointed by such member or until such member withdraws or is expelled from this Association.

Section 3. Officers

A President, a Vice President, Treasurer and Secretary (collectively, "Officers") may be elected by the Board of Directors from among its own members, each of whom shall serve at the pleasure of the Board and until his/her successor is elected. The Board may elect to combine the duties of one or more Officer with another. Regular election of officers of the Association shall be held at the Annual Meeting of the Board of Directors. Subject at all times to the control and discretion of the Board of Directors, each officer shall have and exercise the powers and duties usual to his/her office.

Section 4. Voting Rights

Regular Members shall be entitled to one vote for each organization.

Voting rights of members shall be exercised only by and through the Director designated and appointed by such member or his/her designated alternate(s).

Section 5. Approval of Actions

All actions of the Association shall be by a majority of the Regular Members present, except as set forth in the following clause. Any action relating to the assessment of dues, fees or costs, any action requiring the obligation of funds or any action to expand the powers of the Association shall be by no less than 2/3rds vote of the Regular Members.

Section 6. Rules

The Board of Directors shall adopt such rules for its governance as it may deem necessary.

Section 7. Quorum

A simple majority of the Regular Members shall constitute a quorum.

Section 8. Compensation

The Directors and Officers may not receive any compensation from the Association for their services, except by resolution of the Directors, after approval by a 2/3rds vote of the Regular Members,

Section 9. Powers and Duties of Officers

Subject at all times to the control and discretion of the Board of Directors, each Officer shall have and exercise the powers and duties usual to his office.

Section 10. Meetings

A. Regular Meetings

Regular meetings of the Board of Directors may be held monthly, or at any other interval set by the Board of Directors, at a time and place designated by the Board of Directors.

B. Special Meetings

Special Meetings may be called by any one of the following:

1. the President.
2. by majority vote of the Board of Directors.
3. upon petition of members representing 20% of the voting power of the Association.

The time and place for the Special Meeting shall be designated by the President, or, if he fails to act, by the Vice-President.

C. Notice of Meetings

Written notice of each Regular Meeting of the Board of Directors shall be transmitted by the Secretary to each member of the Association at least forty-eight (48) hours prior to the meeting.

Written notice of Special Meetings shall be transmitted twenty-four (24) hours prior to said meeting. In case of an emergency, or if a deadline must be met, notification may be made by telephone.

ARTICLE V

Committees

Section 1. Role of Committees

In order to assist the Board of Directors, the President may appoint a committee to examine issues and report back to the Board of Directors. Committees shall have no authority to bind the Association to any position or course of action, but shall make recommendations to the Board of Directors. To facilitate the orderly conduct of committee business, the President may also appoint a committee chairperson for each standing or ad hoc committee. Committee appointments and memberships shall be reviewed at the Annual Meeting.

Section 2. Types of Committees

The President may appoint either standing committees or ad hoc committees. The Secretary shall maintain a record of all standing and ad hoc committees, including the name of the committee, the committee chairperson, the purpose(s) of the committee and any other information deemed pertinent.

Section 3. Committee Reporting

The committee chairperson should report to the Board of Directors on a regular basis and shall report to the Board of Directors when a recommendation is made regarding the regular business of the committee. Minutes may be taken at the committee meetings.

Section 4. Committee Meetings

A majority of the Committee members shall constitute a quorum for the transaction of all business. The chairperson of the committee shall give notice of meetings to members of the committee as soon as reasonably practical.

ARTICLE VI

Consultants and Employees

Section 1. Consultants and Employees

The Board of Directors may appoint and employ a transcribing secretary and such consultants and employees as may be necessary, who shall not be members of the Board nor of the Association, except as provided by resolution of the Board of Directors.

The officers, consultants, and employees so selected shall perform such duties and receive such compensation as the Board of Directors may from time to time prescribe.

ARTICLE VII

Finances

Section 1. Annual Dues

The annual dues for all members may be established by resolution of the Board of Directors and is payable in advance when the member joins and on the first day of each **fiscal** year thereafter. When a member joins at a time other than at the commencement of the fiscal year, such dues shall be prorated upon a quarterly basis.

Section 2. Assessments

The Board of Directors shall have the power to levy assessments against Regular Members in accordance with resolutions of the Board and with 2/3rds vote of Regular Members. The amount of such assessments or installments thereof shall be determined by the Board, and shall be apportioned equally among Regular Members. Whenever it is proposed to levy an assessment, written notice of such proposed action and of the time and place of the meeting at which it will be considered must be given by the Secretary to each Director at least thirty days prior to such meeting. Assessments or installments thereof shall become delinquent thirty days after the time fixed for the payment thereof by the Board.

All assessments levied against any municipality, public agency, or public corporation shall be subject to the approval of the appropriate legislative body of such municipality or corporation.

Section 3. Expulsion of Members

The Board of Directors shall have power to expel any member who fails to pay an assessment imposed by resolution of the Board if the Regular Member fails to pay the assessment within ninety (90) days after delivery of the statement of assessment.

Section 4. Budget and Financial Statements

Thirty days prior to the annual meeting each year, the Treasurer shall prepare and submit in writing to each member of the Board of Directors a detailed accounting of the current financial status of the Association and, if directed by the Board of Directors, a budget of the estimated revenues and expenditures for the ensuing year. The Board of Directors

shall, by motion, accept the financial accounting as soon as conveniently possible after organization of said Board. The Board shall have the power to modify or change such budget as it deems proper. The annual budget for the ensuing fiscal year shall be adopted by the Board at its annual meeting.

Section 5. Limitation of Expenditures

The Board of Directors shall have control of the expenditures of all funds of this Association, but shall not authorize any expenditure nor incur any obligation or indebtedness in excess of the available funds on hand or obligated nor shall it authorize the Officers to make any such expenditure or to incur any such obligation or indebtedness. Voting related to expenditures or obligations of the Association shall be governed by the provisions of Article IV, Section 5. The Board of Directors may authorize specific projects. Members may elect to participate in such projects as they wish and organize and share expenses and duties as they deem proper.

Section 6. Audit

The Board of Directors may direct an audit of accounts of the Association by a certified public accountant, designated for that purpose.

ARTICLE VIII

Business of the Association

The Association's business shall be conducted by the Board of Directors of the Association. The Board of Directors may contract with a public agency or municipality for the purpose of handling finances, record keeping, compiling and dissemination of water production, water levels and recharge data, as well as administration of contracts and any other function approved by the Board of Directors and in keeping with the purpose of the Association.

ARTICLE IX

Withdrawal from Membership

Any Regular Member may withdraw from this Association by giving written notice thereof to the Secretary. If such written notice is given prior to the delinquent date of any assessment, the member shall not be liable for such assessment.

ARTICLE X

Amendments

These Articles of Association may be amended by the Board of Directors at any Regular Meeting or at any Special Meeting called for that purpose by a vote representing two-

thirds of the voting power vested in the Directors. Written notice of any proposed amendment containing the wording thereof, and the time and place of the meeting at which this amendment will be considered, must be mailed to each Director by the Secretary at least thirty days prior to such meeting.

ARTICLE XI

Special Projects

The Regular Members may authorize specific projects. Authorization of specific projects (Special Projects) requires the unanimous consent of all Regular Members participating in each specific project (Special Project Members). In the event that Special Project Members unanimously consent to implement a Special Project, those Special Project Members shall memorialize their agreement to conduct a Special Project with a Special Project Memorandum of Understanding (MOU). The Special Project Memorandum shall provide, at a minimum, for an allocation of costs for the Special Project and a provision indemnifying and holding harmless the Association and Regular Members that are not participating from any liability, of any kind whatsoever, arising from the activities undertaken by Special Project Members as they relate to the Special Project. Any monetary obligation or liability arising from the activities of a Special Project shall not be the obligation or liability of the Association or its Regular Members.

