

BYLAWS  
SANTA ANA RIVER FLOOD PROTECTION  
AGENCY

Originally adopted April 23, 1975

Amended June 22, 1977  
Amended January 27, 1983  
Amended June 27, 1985  
Amended June 26, 1986  
Amended November 8, 1990  
Amended June 28, 1990  
Amended November 17, 2022

I. ORIGIN AND NAME

Section A.

This organization is a joint powers agency formed December 31, 1974 by an agreement hereinafter termed the AGREEMENT between the County of Orange and the Orange County Flood Control District pursuant to Title I, Division 7, Chapter 5 of the California Government Code.

Section B.

The AGREEMENT provides that the name of the public entity created is the Santa Ana River Flood Protection Agency. This entity shall be otherwise known and termed herein as AGENCY.

II. PURPOSE

Section A.

The AGREEMENT provides that the purposes of the AGENCY are:

1. To disseminate information on the flood hazard potential of the Santa Ana River and feasible plans for mitigating the flood threat.
2. To seek a position of unanimity in the statement of mutual interest of the citizens of Orange, Riverside and San Bernardino Counties in support of the most feasible alternative plan for flood protection along the Santa Ana River.
3. To solicit congressional authorization and appropriations for works of improvement.

## Section B.

Additional purposes within the above broad purpose shall be:

1. To provide information on the federal flood insurance program as it relates to the flood hazard potential of the Santa Ana River.
2. To participate to the extent feasible in the development of plans for mitigation of the flood threat.
3. To solicit and obtain necessary state authorization of the federal plan developed and to secure appropriations for cost sharing as authorized by state law.

## III. MEMBERSHIP AND ORGANIZATION

### Section A. MEMBERSHIP

1. Membership in the AGENCY is voluntary and, as provided in the AGREEMENT, shall include, but not be limited to, the following:
  - a. County of Orange
  - b. Orange County Flood Control District
  - c. Incorporated Cities of Orange County
  - d. Any public agency having authority under the Government Code of the State of California to contract for the joint exercise of powers.
2. The AGREEMENT specified that the governing body of the AGENCY shall consist of a commission hereinafter designated COMMISSION and comprised of a representative duly appointed from its membership by the governing board or council of each member of the AGENCY.
3. In the official action appointing a representative, the governing board or council shall also appoint an alternative representative who may or may not be a member of the appointing body.

### Section B. ASSESSMENTS

1. The annual assessment for members shall be established by adoption of a final budget in accordance with Section 4 of the AGREEMENT which requires adoption of a preliminary budget prior to April 1 and of a final budget prior to or at the June

meeting of the COMMISSION.

2. The Executive Director shall give notice in June to each member of the assessment for the ensuing year. The assessments shall be due upon notice and paid prior to August 1.

#### Section C. WITHDRAWAL

Any member may withdraw from the AGENCY providing the member gives ninety (90) days notice to the COMMISSION and to other parties of the AGREEMENT and provided sufficient funds are deposited with the AGENCY to cover the withdrawing member's share of debts, liabilities, obligations and expenses of the AGENCY as determined by the Executive Committee, the withdrawal shall become effective at the end of the ninety (90) day period.

#### Section D. VOTING

The AGREEMENT provides that "A quorum for the transaction of business of the AGENCY shall require affirmative approval by a majority of the members present at the meeting at which time such action is taken. The AGENCY shall adopt, from time to time, such rules and regulations consistent herewith for the holding of meetings and the conduct of its affairs." The AGREEMENT also provides: "The general budget must be approved by two-thirds (2/3) of the commissioners of the AGENCY." Consistent with the above:

1. Each member of the COMMISSION shall have one vote exercised by the duly appointed commissioner or in his/her absence by the duly appointed alternate commissioner.
2. Routine motions for items appearing on the published agenda other than those specified in 3., below, shall require a majority vote of the commissioners present for passage.
3. Motions for approval of the general budget shall require a favorable vote of two-thirds (2/3) of the members of the COMMISSION. In the event that two-thirds (2/3) of the COMMISSION members do not attend the meeting when the budget is considered and none of the commissioners present votes to oppose the proposed budget, then absent commissioners may vote subsequently to the meeting within thirty (30) days thereof by filing a letter with the Executive Director.

4. Motions for amendment of the Bylaws or entering into a contract or for items not appearing on the published agenda shall require the presence of one-half (1/2) or more of the members of the COMMISSION and an affirmative vote of a majority present for passage.

#### Section E. MEETINGS

1. The COMMISSION shall meet at least twice a year. Regular meetings will be held the fourth Thursday of June (designated annual meeting) and the second Thursday of November. The location for meetings will be determined by the Executive Committee.
2. Special meetings of the COMMISSION may be called by the Chairman or a majority of the members of the COMMISSION.
3. Notice of all special or canceled meetings must be mailed to commissioners ten (10) days in advance by the Executive Director.

#### Section F. POWERS AND FUNCTIONS

1. The powers and functions of the AGENCY include, but are not limited to, the power to develop, provide and disseminate public information on the flood hazard potential of the Santa Ana River and alternative plans for the flood protective improvements; to solicit, communicate and support actions to secure congressional authorization and appropriations for works of improvement; to make and enter into contracts; to employ a part-time officer for the exercise of the powers described herein; and to contract with one or more of the parties to the Joint Powers Agreement for the employment of the services and personnel needed for the exercise of the powers of the AGENCY; to incur debts, liabilities or obligations necessary to carry out the powers of the members necessary or incidental to carrying out the purposes of the AGENCY.

#### Section G. DISSOLUTION OF AGENCY

When less than three (3) members remain in the AGENCY or when less than three (3) members remain in common agreement to continue the terms of the AGREEMENT as demonstrated by a vote to the contrary, the AGENCY shall be deemed to be dissolved and, after payment of all obligations, the remaining assets shall be divided equally between the members:

#### IV. OFFICERS

## Section A. OFFICERS

1. The officers of the AGENCY shall be a Chairman and a Vice-Chairman and at the option of the COMMISSION, a Secretary.
2. Unless the COMMISSION elects to appoint a Secretary from its membership, the Executive Director shall perform the duties of a Secretary but without being a member of the COMMISSION.
3. Duties of the Chairman:
  - a. The Chairman shall preside at all meetings of the AGENCY.
  - b. The Chairman shall be a member and the presiding officer of the Executive Committee.
  - c. The Chairman shall be a member ex-officio of all standing committees.
  - d. The Chairman shall sign all documents authorized by the COMMISSION and requiring signature.
  - e. The Chairman shall have such other powers and duties as may be prescribed by the AGENCY or by these Bylaws.
4. Duties of Vice-Chairman:
  - a. The Vice-Chairman shall perform all the duties of Chairman in the absence of the Chairman.
  - b. The Vice-Chairman shall be a member of the Executive Committee.
  - c. The Vice-Chairman shall have such other powers and duties as may be prescribed by the AGENCY or by these Bylaws.
5. Duties of Secretary:
  - a. The Secretary shall prepare and mail notices and agendas of meetings in cooperation with the Chairman.
  - b. The Secretary shall prepare minutes of all meetings of the COMMISSION and transmit to all commissioners.
  - c. The Secretary shall prepare correspondence and resolutions as required by the minutes of COMMISSION meetings.

## Section B. ELECTION OF OFFICERS

1. The officers shall be elected in June of each year for a one-year term by the AGENCY from among its own voting membership. The term of office of each officer shall commence upon election. Officers may succeed themselves.
2. The procedures for election of officers shall be as follows:
  - a. The Chairman may designate the Executive Committee to act as a nominating committee or alternately the Chairman may appoint a nominating committee of five (5) commissioners. The membership of the nominating committee shall be announced by the Chairman during March of each year.
  - b. The nominating committee shall submit its slate of candidates to the membership, in writing, no later than May 15. The election of officers will be held at the annual meeting in June following a call for nomination from the floor and the reading of the nominating committee's slate.

## Section C. VACANCIES

1. The AGREEMENT provides that a vacancy in the office of Chairman shall be filled by election at the next meeting of the COMMISSION.
2. A vacancy in the office of Vice-Chairman shall be filled by vote of the Executive Committee at its next meeting from its membership.
3. A vacancy in Past Chairman member of the Executive Committee shall remain until the beginning of the next fiscal year.
4. Any other vacancy in the Executive Committee shall be filled by vote of the Executive Committee at its next meeting.

## V. EXECUTIVE COMMITTEE

### Section A. POWERS AND FUNCTIONS

The Executive Committee shall conduct the business of the AGENCY as may come before it from time to time between AGENCY meetings.

1. The Executive Committee shall supervise and direct the

activities of the Executive Director.

2. The Executive Committee shall make recommendations to the COMMISSION respecting the program of the AGENCY, including:
  - a. Development of program objectives, definitions, direction, and priorities.
  - b. Management of the AGENCY'S programs and coordination of supporting staff and other services;
  - c. Development of financial support programs for AGENCY activities; and
  - d. Preparation, recommendation, and submission of the annual AGENCY budget.
3. The Executive Committee shall be responsible for the AGENCY operations not otherwise specified herein.
4. The Executive Committee may authorize travel and expenses by the Executive Director within the budget limitations and in case of emergency the Chairman may authorize such travel subject to later ratification by the Executive Committee. The Executive Committee may approve Executive Director expenses for payment by the Auditor.
5. The Executive Committee shall be responsible for such other duties as may be prescribed by the COMMISSION or by these Bylaws.

#### Section B. MEMBERSHIP

The Executive Committee shall consist of eight (8) members being the COMMISSION Chairman, Vice-Chairman and the immediate past COMMISSION Chairman and five (5) members elected from the COMMISSION membership. An alternate to a commissioner may act for the commissioner .in his/her absence.

#### Section C. MEETINGS

The Executive Committee shall meet on the fourth of Thursday of each odd numbered month except November. A regular meeting may be adjourned by the Chairman by written notice to committee members at least one week in advance. A special meeting may be called by the Chairman or by a majority of committee members.

#### Section D. OFFICERS

The officers of the Executive Committee shall be a Chairman and a Vice-Chairman. The Executive Director shall be Secretary to the Executive Committee and perform for the committee the same duties as the Secretary of the COMMISSION performs for the COMMISSION.

#### Section E. VOTING

Passage of any issue before the Executive Committee shall require a majority vote of a quorum present.

#### Section F. QUORUM

Fifty (50) percent or more of those serving on the Executive Committee shall constitute a quorum for conducting Executive Committee activities.

#### Section G. LIMITATION OF POWERS

The Executive Committee shall conduct the business of the AGENCY between meetings of the COMMISSION. Actions, taken between COMMISSION meetings, except travel and expense authorizations within budget limitations, shall be subject to ratification by the COMMISSION at its next meeting.

### VI. ADVISORY AND AD HOC COMMITTEES

#### Section A. CLASSIFICATION

1. The COMMISSION may establish one or more Advisory Committees or Ad Committees for whatever purpose it designates.

#### Section B. MEMBERSHIP

1. Membership of each Advisory Committee may be drawn from government services, including, but not limited to, public agencies other than those in the AGENCY, from non-public groups or organizations, or from the general public.
2. The membership of each Ad Hoc Committee shall be limited to the duly appointed commissioners or their alternates.
3. The duties of each Advisory Committee shall be specified in writing and approved by the COMMISSION.
4. Appointment of Committees:

The members of each advisory committee shall be appointed by the Chairman with the approval of the Commission Ad Hoc



Committee members appointed by the Chairman.

#### Section C. MEETINGS

Committees shall meet as necessary to accomplish the tasks assigned.

#### Section D. OFFICERS

The Chairman of each Advisory Committee shall be elected by the members of the respective committee. The Chairman of each Ad Hoc Committee shall be designated by the Chairman of the COMMISSION.

#### Section E. VOTING

Passage of any issue before an Advisory or Ad Hoc Committee shall require a majority vote of a quorum present.

#### Section F. QUORUM

Fifty (50) percent or more of those appointed to serve on a committee shall constitute a quorum for conducting committee activities.

#### Section G. POWERS AND FUNCTIONS

The Committee shall study and report regarding the specific matters assigned.

### VII. EXECUTIVE DIRECTOR

#### Section A. APPOINTMENT

The Executive Director shall serve at the pleasure of the COMMISSION or under terms of contract approved by COMMISSION.

#### Section B. DUTIES AND RESPONSIBILITIES

1. The Executive Director shall be responsible for the day-to-day operation and administration of the programs and business of the AGENCY.
2. The Executive Director shall be the Secretary of each Advisory Committee and each Ad Hoc Committee, shall attend their meetings and prepare minutes of meetings.
3. The Executive Director shall have such other powers and duties as may be prescribed by the COMMISSION or the Bylaws.

4. The Executive Director shall have authority to hire such staff as provided for in the AGENCY'S budget when authority by the COMMISSION.
5. The Executive Director and his/her staff, if any, shall receive such compensation as approved by the COMMISSION.

## VIII. RULES OF PROCEDURE

### Section A. RESOLUTIONS

1. Except resolutions of courtesy, commendations, appreciation, or condolence, no resolution expressing the opinion or policy of the AGENCY on any question shall be considered by the AGENCY, unless it has been submitted to the members of the COMMISSION not less than fourteen (14) days prior to a meeting of the AGENCY. In case of emergency, the COMMISSION may vote to suspend this rule for the item of emergency only.
2. No resolution shall be adopted until an opportunity has been afforded for full and free debate thereon.

### Section B. RULES

Roberts Rules of Order, as revised to its current edition, shall govern all procedures-of the COMMISSION and its Committees, except as may be set forth in these Bylaws or as may be approved by a vote of three-fourths (3/4) of those present at any such meeting.

## IX. AMENDMENTS

### Section A.

1. These Bylaws may be amended at a meeting where a quorum of members of the COMMISSION is present and then upon affirmative action of the majority of the quorum present.
2. Proposed amendments to these Bylaws must first be submitted in writing to the members of the COMMISSION for consideration and study at least thirty (30) days prior to the date of the meeting at which the proposed Bylaws shall be acted upon.

## X. EFFECTIVE DATE

These Bylaws or any amendment thereto shall be effective immediately upon adoption by the COMMISSION.

## XI. BYLAW AMENDMENT (November 17, 2022)

### Section A. LEGAL COMPLIANCE

1. All Agency meetings shall be open, public and noticed in conformance with the provisions of the Ralph M. Brown Act, California Government Code Section 54950 et seq., as amended and shall be accessible in accordance with the requirements of the Americans with Disabilities Act.
2. Special meetings may be called as set forth herein. Notice of special meetings shall be: (i) delivered personally, by mail or electronically, and must be received no later than 24 hours in advance of the meeting, and (ii) state the business to be considered and whether alternative technological means may be used such as telephone or video conferencing, as technological resource availability permits and as permissible by the Ralph M. Brown Act.

### Section B. CONFLICT OF INTEREST

1. Members of this Agency, its committees or subcommittees or the COMMISSION shall abstain from voting on any issue in which they may be personally interested to avoid a conflict of interest in accordance with state and federal laws and shall refrain from engaging in any behavior that conflicts with the best interest of the Agency as set forth in the Agreement.
2. Members of this Agency, its committees or subcommittees or the COMMISSION shall not vote nor attempt to influence any other Agency Member on a matter under consideration by the Agency or any of its committees or subcommittees or the COMMISSION:
  - a. Regarding the provision of services by such Member (or by an entity that such Member represents); or
  - b. That would provide direct financial benefit to such Member, the Member's authorized representative or the immediate family of such authorized representative.
  - c. Engage in any other activity constituting a conflict of interest under state or federal law.
3. If a question arises as to whether a conflict exists that may prevent a Member or Member's representative from voting on behalf of a Member, the Chairman or Vice Chairman may consult with the Executive Director to assist them in making that determination.

4. In order to avoid a conflict of interest or the appearance of such conflict, all representatives of the Members or nominees to become Members of the Agency, shall disclose information regarding their private economic interest that may be implicated by their service on the Agency.

#### Section C. SEVERABILITY

Should any part, term, portion or provision of these Bylaws or amended Bylaws be determined to be in conflict with any law or otherwise unenforceable or ineffectual, the remaining parts, terms, portions or provisions shall be deemed severable and their validity shall not be affected thereby, provided such remaining portions or provisions can be construed in substance to constitute the provisions that the members intended to enact in the first instance.

#### Section D. CERTIFICATION

I hereby certify that the Bylaws as amended by the terms in this Section XII (Bylaws Amendment November 17, 2022) were adopted by the Santa Ana River Flood Protection Agency Commission meeting on by a unanimous vote of the quorum present.



Herbert I Nakasone, Secretary  
and Executive Director