



RESOLUTION NO. 2026-02

**RESOLUTION OF THE GOVERNING BOARD
OF THE WESTERN HILLS WATER DISTRICT
ADOPTING RESTATED BYLAWS**

WHEREAS, the Western Hills Water District (the “District”) is a special district organized and operating under the laws of the State of California, including Division 13 of the California Water Code;

WHEREAS, the Board of Directors previously adopted bylaws governing the internal operations, procedures, and governance of the District;

WHEREAS, the Board has determined that it is in the best interest of the District and its customers to restate and update the bylaws to improve clarity, ensure consistency with current California law (including the Ralph M. Brown Act, Political Reform Act, and applicable Water Code provisions), strengthen governance practices, and reflect the District’s transition to resident-voter elections pursuant to Stanislaus County Resolution No. 2022-0094;

WHEREAS, the Board has reviewed the proposed Restated Bylaws of the Western Hills Water District (attached hereto as **Exhibit A**) and finds them to be reasonable, consistent with state law, and appropriate for the conduct of District business; and

WHEREAS, the proposed Restated Bylaws were included on the agenda and made available for public review in accordance with the Ralph M. Brown Act (Government Code § 54950 et seq.):

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Western Hills Water District as follows:

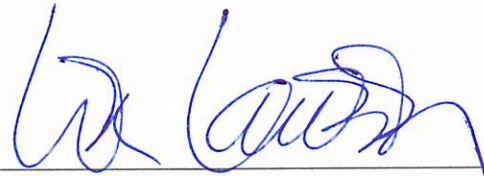
1. The foregoing recitals are true and correct and are incorporated herein by reference.
2. The **Restated Bylaws of the Western Hills Water District** (attached as **Exhibit A**), are hereby adopted and approved in their entirety as the official bylaws of the District.
3. The Restated Bylaws shall supersede and replace all prior bylaws, bylaw amendments, and inconsistent policies or resolutions relating to the subjects covered therein.

4. The Secretary is authorized and directed to:
- o Certify adoption of the Restated Bylaws;
 - o Maintain the official copy in the District records;
 - o Post the Restated Bylaws on the District's website (www.whwd.org) in a publicly accessible location;
 - o Distribute copies to Board members, staff, and any other parties as appropriate.
5. This resolution shall take effect immediately upon adoption.

Moved by Director M. Johnson, seconded by Director M. Oliver, that the foregoing resolution be adopted. Upon roll call the following vote was had:

Ayes: M. Kovich , J. Frederick, M. Davies

I, Lori Lawson, Secretary of the Board of Directors of the Western Hills Water District, do hereby certify that the foregoing is a full, true and correct copy of a resolution duly adopted at a duly noticed meeting of the said Board of Directors held on the 12th day of March, 2026.



Lori Lawson, Board Secretary

Exhibit A Restated Bylaws of the Western Hills Water District (Full text attached or incorporated by reference)



RESTATED BYLAWS – Exhibit A of Resolution 2026-02 of the WESTERN HILLS WATER DISTRICT

ARTICLE I – GENERAL PROVISIONS

1.01. Short Title. These shall be known as the “Bylaws of the Western Hills Water District.”

1.02. Governing Law. These Bylaws are adopted under the authority of the California Water Code (Division 13) and other applicable state laws. In the event of any conflict between these Bylaws and state or federal law, the law shall prevail.

1.03. Severability. If any provision of these Bylaws is held invalid or unenforceable, the remaining provisions shall remain in full force and effect.

1.04. Headings. Article and section headings are for convenience only and shall not affect interpretation.

1.05. Definitions. Unless otherwise specified, terms used herein shall have the meanings ascribed in the California Water Code.

ARTICLE II – NAME, FORMATION, AND PURPOSES

2.01. Name. The name of this district is the Western Hills Water District (“District”).

2.02. Formation and Qualification. The District was formed in 1992 as a landowner-voting district and transitioned to a resident-voter district pursuant to California Water Code §35040 and on March 8, 2022 the Stanislaus County Board of Supervisors passed Resolution No. 2022-0094 adopting the change to individual in District register-voting.

2.03. Purposes. The primary purposes of the District are to provide reliable potable water supply, distribution, and treatment, and wastewater (sewer) collection, treatment, and disposal services to properties within the District boundaries, primarily serving the Diablo Grande community. The District may exercise all powers granted to it under the California Water Code and other applicable laws, including but not limited to acquiring property, entering contracts, setting rates, and enforcing rules for service.

ARTICLE III – OFFICES

3.01. Principal Office. The principal office is located at 9501 Morton Davis Drive, Diablo Grande, CA 95363. Phone: (209) 895-9493.

3.02. Other Offices. The Board may establish additional offices as needed.

3.03. Change of Location. The Board may change the principal office location by resolution, with notice to the public.

ARTICLE IV – BOARD OF DIRECTORS

4.01. Composition. The District is governed by a Board of five (5) Directors elected by resident voters.

4.02. Term of Office. Directors serve four-year terms, staggered so that two or three seats are up for election every two years in even-numbered years.

4.03. Qualifications. Directors must be registered voters and residents within the District boundaries at the time of election or appointment.

4.04. Prohibition of Dual Board Membership. No voting Director may simultaneously serve on the Board of any local Residential Owners Association (ROA) or Commercial Owners Association (COA). Acceptance of such a position constitutes immediate resignation from the District Board.

4.05. Compensation. Directors receive no compensation (\$0.00). These are volunteer positions, though reasonable reimbursement for expenses may be authorized by Board resolution.

4.06. Quorum. A majority of the Directors (three out of five) constitutes a quorum for the transaction of business.

4.07. Voting. Actions are taken by majority vote of the Directors present, unless otherwise required by law. The President shall vote as a regular member on all matters. In the event of a tie vote, the President shall cast an additional deciding vote to determine the outcome. If the President is absent or has recused himself or herself from voting on the matter, the Board Vice President may cast the tie-breaking vote, and if the Vice President is also absent or has recused himself or herself, the matter shall be resolved by continuing the matter to the next meeting.

4.08. Vacancies. Vacancies are filled by Board appointment until the next regular election, or as required by law. Appointees must meet all qualifications.

4.09. Removal. Directors may be removed only as provided by state law, including for misconduct or failure to attend three consecutive regular meetings without excuse.

4.10. Committees. The Board may establish standing or ad hoc committees to advise on specific matters, such as finance or operations. Committee members may include non-Directors, but committees have no decision-making authority.

ARTICLE V – OFFICERS

5.01. Officers. The Board shall annually elect from among its members a President, and Vice President. The Board shall appoint a Secretary (who may be an employee or contractor and is non-voting).

5.02. Duties. The duties of the Board officers shall be as follows:

- **President:** Presides at all Board meetings, executes documents on behalf of the District, represents the District publicly, and performs other duties as assigned.
- **Vice President:** Performs the duties of the President in the President's absence, incapacity, or as delegated.
- **Secretary:** Keeps minutes, maintains records, handles official correspondence, ensures Brown Act compliance, and certifies documents.

5.03. President Emergency and Interim Authorities. In emergencies, the President (or Vice President if President is unavailable) may take immediate actions necessary to protect District assets, public health, or essential services, subject to ratification by the Board at the next meeting. Between meetings, the President may also act on routine administrative matters delegated by prior

ARTICLE VI – MEETINGS

6.01. Brown Act Compliance. All meetings shall comply with the Ralph M. Brown Act (Government Code §54950 et seq.), including agenda posting and public participation requirements.

6.02. Regular Meetings. Regular meetings shall be held on the second Thursday of each month at 7:00 p.m. at the Diablo Grande Community Center at 9521 Morton Davis Drive, Patterson, CA or another designated location, unless otherwise noticed.

6.03. Special and Emergency Meetings. Special meetings may be called by the President or any two Directors with at least 24 hours' notice. Emergency meetings follow Brown Act requirements for urgent situations.

6.04. Teleconferencing/Zoom. Meetings may be conducted via teleconference or Zoom per Government Code § 54953, with full public access. For Executive (Closed) Sessions, the public link shall be secured. The District shall comply with SB 707 for remote participation.

6.05. Minutes. Accurate minutes shall be kept for all open sessions, including a record of votes, and approved at the next regular meeting. Closed session minutes shall be kept confidential as required by law.

6.06. Public Participation. The public shall have opportunity to comment on agenda items and during general public comment, with reasonable time limits set by the President.

6.07. Meeting Conduct and Decorum. The President shall preside over all meetings, maintain order, rule on points of order and procedure (subject to appeal to the Board), and may limit public comment time reasonably consistent with the Brown Act.

6.08. Agenda Authority. The President shall prepare the proposed agenda for each regular and special meeting in consultation with the Secretary. The President may include or exclude items at his or her discretion, subject to Brown Act requirements and the right of any two Directors to place an item on a future agenda.

ARTICLE VII – ELECTIONS

7.01. Resident-Voter Elections. Elections are conducted as resident-voter elections, consolidated with the November statewide general election in even-numbered years.

7.02. Candidate Qualifications. Candidates must file declarations as required by the Stanislaus County Registrar of Voters.

ARTICLE VIII – CONFLICTS OF INTEREST

8.01. Compliance. Directors and officers shall comply with all applicable conflict-of-interest laws, including the Political Reform Act (Government Code §81000 et seq.), Government Code §1090 et seq., and Fair Political Practices Commission regulations.

8.02. Disclosure. Directors must disclose any potential conflicts and abstain from voting on related matters. Annual Form 700 filings and AB 1234 ethics training are required every two years.

8.03. Code of Ethics. Directors shall adhere to a code of conduct promoting integrity, transparency, and avoidance of even the appearance of impropriety.

ARTICLE IX – INDEMNIFICATION

9.01. Indemnification. The District shall indemnify and defend its Directors, officers, employees, and agents to the fullest extent permitted by California law (including Government Code §825 et seq.) against claims arising from the good-faith performance of their duties, except for willful misconduct, fraud, or gross negligence.

ARTICLE X – FISCAL YEAR AND RECORDS

10.01. Fiscal Year. The fiscal year shall be July 1 to June 30.

10.02. Records. The District shall maintain all records required by the Public Records Act (Government Code §7920 et seq.) and Brown Act, making them available for public inspection upon request.

10.03. Budget and Audits. The Board shall adopt an annual budget prior to the start of the fiscal year and ensure independent audits as required by law.

10.04. Contracts and Expenditures. Expenditures must be approved by the Board or made pursuant to delegated authority and applicable per CA law.

ARTICLE XI – WATER AND SEWER SERVICE POLICIES

11.01. General. The District shall adopt and enforce policies for water and sewer connections, service initiation, and shutoffs to ensure equitable and compliant operations.

ARTICLE XII – AMENDMENTS

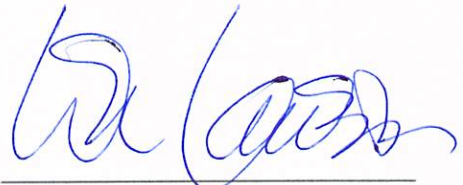
12.01. Amendments and Modification. These Bylaws may be amended by a majority vote of the Board at any regular or special meeting, provided the proposed amendment is listed on the agenda at least 72 hours in advance and is consistent with state law.

ADOPTION AND CERTIFICATION These Restated Bylaws were duly adopted by the Board of Directors on the 12th day of March, 2026.

Moved by Director M. Johnson, seconded by Director M. Oliver, that the foregoing resolution be adopted. Upon roll call the following vote was had:

Ayes: M. Kovich, J. Frederick, M. Davies

I, Lori Lawson, Secretary of the Board of Directors of the Western Hills Water District, do hereby certify that the foregoing is a full, true and correct copy of a resolution duly adopted at a duly noticed meeting of the said Board of Directors held on the 12th day of March, 2026.



Lori Lawson, Board Secretary