

**Amended and Restated Bylaws
of the
Leland Meadow Water District**

I. INTRODUCTION

The Leland Meadow Water District consists of approximately 52 acres located in Tuolumne County. It was formed by a resolution of the Tuolumne County Board of Supervisors recorded September 3, 1965. These Amended and Restated Bylaws (“Bylaws”) were prepared as required by Water Code sections 35305.

II. MANNER OF CALLING ELECTIONS

All District elections, both general and special, shall be called by a majority vote of the Board of Directors in accordance with the requirements of the California Water District law ("District law") (Water Code sections 34000 et seq.), the Uniform District Election Law ("UDEL") (Elections Code section 10500 et seq.) and other applicable laws.

III. TIME, PLACE AND MANNER OF CONDUCTING ELECTIONS

General elections shall be held within the District on the first Tuesday in March of each odd-numbered year, commencing with the year 1967.

Special elections shall be held within the District and conducted in accordance with District law, UDEL, and other applicable law.

All District elections shall be conducted by an all-mail ballot as prescribed by District Resolution WD 2018 – 01, Election Code Section 4108, UDEL, and other applicable law.

IV. MANNER OF VOTING

At all District elections, both general and special, each holder of title to land within the District shall have one vote for each dollar's worth of land to which he or she holds title, in accordance with California Water District Code section 35003 and other applicable law. The last assessment book of the District is conclusive evidence of ownership and of the value of the land so owned.

Every voter, or his or her legal representative, shall be entitled to vote by mail ballot at any District election. Voting shall be conducted in a manner prescribed by the District law, UDEL, and other applicable law.

V. NOMINATION AND APPOINTMENT OF DIRECTORS

The District's Board of Directors shall be comprised of five directors elected at large. Persons shall be nominated as candidates for election to the office of director by filing a nomination petition at the District Office in the form, manner, and during the period of time prescribed by District law, UDEL, and other applicable law.

Only names of persons properly nominated shall be printed on the ballots, but a blank space for each office of director to be filled shall be left after the names of the candidates in which the voters may write in another name if they desire.

As provided by Elections Code section 10515, if at the close of the prescribed nomination period, the number of nominees for director does not exceed the number of offices of director to be filled at the election, and unless a petition signed by 10 percent of the voters, or 50 voters, whichever is the smaller number, in the District, requesting that the general District election be held has been presented to the officer conducting the election, the District shall submit a certificate of these facts to the Tuolumne County Board of Supervisors.

In such event, the District shall request the Board of Supervisors of the County of Tuolumne to appoint such office or offices the person or persons nominated, or if no person has been nominated for an office, any qualified person. The person(s) appointed by the Board of Supervisors of Tuolumne County shall qualify and take office and serve as if elected at a general election.

In the event of a vacancy on the Board of Directors, the Board of Directors may fill the vacancy by appointment in accordance with Government Code section 1780.

VI. QUALIFICATION AND DUTIES OF DIRECTORS, THEIR TENURE OF OFFICE AND TIME AND MANNER OF THEIR APPOINTMENT

As provided by Water Code section 34700, a director of the District shall be a holder of title to land within the District, the legal representative of a holder of title to land, or a representative designated by a holder of title to land.

A Director's term of office shall be four-years. Each director shall hold office until his or her successor is elected and qualified. After winning a general election, a director shall take his or her office at noon on the first of April following the general election.

After winning a special election, or after appointment, a director shall take his or her office in the time and manner and for the term provided by District law, UDEL, and other applicable law.

The Board of Directors shall manage and conduct the business and affairs of the District.

Meetings of the Board of Directors shall be noticed, convened, and conducted in accordance with applicable California law, including the Brown Act (Govt. Code section 54950 et seq.). As provided at Water Code sections 34805 and 34806, a quorum to transact business shall be a majority of the Board, and any proposition or resolution shall require the affirmative vote of a majority of the directors present at any meeting.

The Board of Directors shall elect one of its members as President who shall serve until the Board has elected a successor. The President shall preside at all meetings of the Board. He or She shall have other powers and duties as may be prescribed by the Board.

VII. APPOINTMENT OF OFFICERS

The Secretary of the District shall be appointed by the Board of Directors and shall hold office at the pleasure of the Board. The Secretary shall keep a record of all the proceedings had at the meetings of the Board of Directors and shall perform such other duties as may be required by law or the Board. The Secretary shall file all documents pertaining to the District affairs in the office of the District. In the absence or disability of the President, the Secretary shall perform all duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Secretary shall have such other powers and perform other duties as may from time to time be delegated by the Board of Directors.

The Treasurer of the District shall be appointed by the Board of Directors and shall hold office at the pleasure of the Board. The Treasurer shall receive to the credit of the District and in trust for its use and benefit all monies belonging to the District and shall deposit all such monies and other valuables in the name of and to the credit of the District with such depositories as may be designated by the Board. The Treasurer shall disburse funds of the District, whenever they request it, an account of all his or her transactions as Treasurer and the financial condition of the District. The Treasurer shall perform other duties required of the Treasurer by the Board of Directors, District law and other applicable law. The Board at its discretion can appoint the duties of the Secretary and Treasurer to the same person.

VIII. COMPENSATION OF DIRECTORS AND OFFICERS AND OTHERS

Directors may be paid for their services in attending meetings of the Board, or for any work performed by a director for the District, upon action of the Board, in the manner and to the extent provided for by District law, or other state law applicable to California water districts, provided, however, until such time as the Board takes action otherwise, no such compensation shall be provided to Directors.

In any event, a director shall be entitled to reimbursement for reasonable expenses necessarily incurred by him/her for performing services on behalf of the District when authorized to perform such services by the Board of Directors.

The Secretary shall be paid an amount as may be determined by the Board that he or she shall perform the duties of the office.

The Board, at its discretion can hire a General Manager or management company or others to assist with conducting the business of the District. Compensation is to be determined by the Board.

IX. LOCATION OF THE DISTRICT OFFICE

The office of the District is 10454 Henshaw Drive, Stockton, California 95219 there being no convenient location within the District to locate the District office. Meetings of the Board of Directors shall be held at The Leland Meadows Lake House provided that it is available.

If for any reasons it is necessary that the location of the District Office, or the place for meetings of the Board be changed, that will better suit the convenience of the District and/or its landowners, the Board of Directors is hereby expressly authorized and empowered to change the location of the District Office and/or meeting location to some other place or location, consistent with applicable law.

X. METHOD OF AMENDING OR REPEALING BYLAWS

As provided by Water Code section 35305, these Bylaws may be repealed or amended or new Bylaws adopted by a four-fifths (4/5ths) vote of the Board of Directors of the District, subject to approval by the Tuolumne County Board of Supervisors, or by the assent of two-thirds (2/3rds) of the total vote of the District, given either in writing, or by ballot cast at a District election.

XI. RESIDUAL POWERS

All powers for the management, government and control of the District and its affairs not by law, or these Bylaws conferred upon any other person, officer, or official, are hereby reserved in the Board of Directors of the District.

XII. PENALTIES FOR ANY BREACH OF INFRACTION OF THESE BYLAWS

As authorized by Water Code section 35304(d), any person amenable to these Bylaws who shall violate the same shall be subject to levy of suitable penalties to be levied and assessed by the Board of Directors.

The Board of Directors of Leland Meadow Water District, by the undersigned majority of the Directors thereof, and the undersigned Secretary of the Leland Meadow Water District **DO HERBY CERTIFY** that the foregoing Amended and Restated Bylaws of the Leland Meadow Water District was duly adopted by at least two-thirds of the District owners at a special election held on the 5th day of November, 2019. As of that day, these Amended and Restated Bylaws came into full force an effect.

President Amy Wolfe

Secretary Marvin Palmer

Director Kevin Borges

Director Richard Sauer

Director Lance Vetesy