

Santa Clara Valley
Urban Runoff
Pollution Prevention Program

BYLAWS

October 19,1999

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Urban Runoff Pollution Prevention Program
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TABLE OF CONTENTS	<u>Page</u>
<u>ARTICLE I</u> MANAGEMENT COMMITTEE	1
100 Name of Committee	
110 Voting Membership of the Management Committee	
120 Office of the Management Committee	
130 Meeting of Management Committee	
131 Conduct of Meetings	
132 Chair/Vice Chair of the Management Committee	
133 Written Record of Meeting	
134 Matters for Agenda	
135 Voting	
136 Representation of Program	
137 Review and Revision of Bylaws and Policies	
<u>ARTICLE II</u> THE PROGRAM	3
200 Program Manager	
<u>ARTICLE III</u> BUDGET	4
300 Budget Structure	
310 Review of Cost Share Allocation	
320 Budget Cycle	
330 Budget Funding	
340 Budget Reconciliation	
<u>ARTICLE IV</u> CONTRACTING	6
400 Consultant Selection	
401 Request for Contracting Services	
420 Contract Amendments	

BYLAWS OF THE
SANTA CLARA VALLEY
URBAN RUNOFF POLLUTION PREVENTION PROGRAM

ARTICLE I MANAGEMENT COMMITTEE

Section 100 Name of Committee

The official management and oversight body of the Santa Clara Valley Urban Runoff Pollution Prevention Program ("Program"), as established by "Agreement Providing for Implementation of the Santa Clara Valley Urban Runoff Pollution Prevention Program" ("Agreement") , shall be known and referred to in these Bylaws as the Santa Clara Valley Urban Runoff Pollution Prevention Program Management Committee "Management Committee.")

Section 110 Voting Membership of Management Committee

The voting membership of the Management Committee consists of one designated representative, or designated alternate, of each of the Parties to the Agreement ("Co-Permittee(s)").

Section 120 Office of the Management Committee

- 120.1 The official office and mailing address of the Management Committee shall be that of the Contracting/ Fiscal Agent, as shown on Attachment I.
- 120.2 Copies of all correspondence to the Program shall be provided by the Contracting/Fiscal Agent to the Chair of the Management Committee and the Program Manager.

Section 130 Meeting of the Management Committee

The Management Committee shall hold regularly scheduled meetings to discuss Program business each third Thursday of the month. In the case of cancellation, the Program Manager will post notice and inform each Management Committee representative of the cancellation one week prior to the regular meeting date. Except as otherwise may be provided by Co-permittees, the regular meeting time and place of the Management Committee shall be:

9:00 a.m. - 12:00 p.m.
Sunnyvale City Hall
West Conference Room
456 West Olive Avenue
Sunnyvale, California 94088

Section 131 Conduct of Meetings

- 131.1 The elected Chair shall preside over Management Committee Meetings. In the event the Chair is unable to attend the meeting, the order of substitution shall be first, the Vice-Chair, and second, the Program Manager.
- 131.2 The latest edition of Robert's Rules of Order may be consulted to provide guidance to the Management Committee in the event a question is raised regarding procedural matters.
- 131.3 Public participation in Management Committee meetings is encouraged and shall be recognized in general accordance with applicable Brown Act provisions.

Section 132 Chair/Vice Chair of the Management Committee

The Chair and Vice Chair of the Management Committee shall be selected from among any of the voting representatives. The Chair and Vice Chair shall be nominated and voted for annually in separate motions by the Management Committee.

Section 133 Written Record of Meeting

The Program Manager shall keep a written record of all Management Committee proceedings and votes ("Minutes") Minutes shall be approved by the Management Committee.

Section 134 Matters for Agenda

- 134.1 Proposed action items shall be directed to the Program Manager as early as possible and at least two weeks prior to the Management Committee meeting at which action will be requested, except for urgency or emergency matters, as defined under Government Code Sections 54954.2(b) and 54954.5 (the Brown Act).
- 134.2 Notification of Management Committee agendas shall be provided in accordance with the Brown Act. Agendas shall be posted by the Program Manager at the regularly scheduled meeting venue.
- 134.3 At each Management Committee meeting, the regular order of business shall be conducted in accordance with the Agenda. The Management Committee, by majority vote, may rearrange the order of the items listed on the agenda at any meeting.

Section 135 Voting

All voting by the Management Committee shall be by "Ayes" and "Noes," and shall be entered into official minutes of Management Committee proceedings. Upon request of any member of the Management Committee, a roll call vote shall be taken on any matter upon which a vote is called. Unless a roll call vote is requested, official recording of Management Committee votes shall be either "passed" or "failed."

Section 136 Representation of Program

The Management Committee may designate the Program Manager or a Co-Permittee to represent the Program at meetings or organizations as needed. The designated Co-Permittee shall be responsible for making the necessary reports to the Management Committee.

Section 137 Review and Revision of Bylaws and Policies

Bylaws and Policies may be reviewed, revised and/or modified by the Management Committee upon request by any Co-Permittee or recommendation of the Program Manager.

ARTICLE II THE PROGRAM

Section 200 Program Manager

- 200.1 The Management Committee shall select a Program Manager to provide administrative and management services for the Program. The Management Committee shall be responsible for establishing the scope of services and task objectives for the Program Manager, including but not limited to:
- 200.1.1 The Program Manager shall facilitate Program activities that are assigned by the Management Committee.
 - 200.1.2 The Program Manager, as the day-to-day agent for the Management Committee, shall be prepared to provide technical recommendations and/or opinions on the course of action(s) undertaken by the Program or by individual Co-Permittee(s) on behalf of the Program as a whole. The Program Manager shall not be responsible for providing program management services related to individual Co-Permittee(s) programs, but may provide such services under separate contract with any Co-Permittee.
 - 200.1.3 The Program Manager shall maintain all current correspondence, minutes and other Management Committee records.
 - 200.1.4 The Program Manager shall make all correspondence known and available to the Management Committee within forty-five (45) days, or as directed by the Chair of the Management Committee.
 - 200.1.5 The Program Manager shall be responsible for preparation, justification, and production of the annual budget in accordance with Article III.
 - 200.1.6 The Program Manager shall follow Policy and Procedural guidelines approved by the Management Committee in fulfilling its management, oversight, and review functions. The Program Manager shall maintain these Policies and Procedures in a Manual for the Program.
- 200.2 The Program Manager shall provide official representation of the Management Committee at organizations or functions as directed by the Management Committee.

- 200.3 The Program Manager may entertain requests for contract service to provide additional support to individual Co-Permittee(s). Individual Co-Permittee(s) shall be solely responsible for the payment of any fees or costs associated with such additional support services. All such contract work must be reported by the Program Manager to the Management Committee..
- 200.4 The Program Manager, or other person designated by the Management Committee, shall, on an annual basis, audit the Program and its activities on behalf of the Co-Permittees. The audit will provide the basis for the evaluation of performance of the tasks and (area-wide) functions approved for inclusion in the Program by the Management Committee and shall be submitted to the Management Committee in September of each year.
- 200.5 The Program Manager shall provide a self-audit report which includes significant accomplishments, those items planned but not accomplished and feedback regarding Program status, for submittal to the Management Committee in May of each year.

ARTICLE III BUDGET

Section 300 Budget Structure

- 300.1 The Program budget shall be based upon a projection of two consecutive fiscal year cycles; however, the Budget shall be adopted by the Management Committee each year for the forthcoming fiscal year.
- 300.2 The Budget shall be formatted in a clear and concise manner, such that all expenditures, revenue and adjustments to the budget are detailed by project and line item (i.e., numerical reference and narrative description).
- 300.3 In addition to an end-of-the-year budget report, all expenditures, reallocation of funds or movement of monies shall be documented in quarterly budget updates to the Management Committee.

- 300.4 The Budget shall address operational Program tasks/projects separate from supplemental or contractual services provided on a fee for service basis. Movement of monies between individual line items shall be according to commonly accepted governmental practices. No movement of monies between tasks shall be made without prior approval by the Management Committee. Details for the budget structure and arrangement shall be established by Management Committee policy.
- 300.5 The Budget shall include a Contingency/Reserve Fund which shall not exceed ten percent (10%) of the adopted Budget's operating costs.

Section 310 Review of Cost Share Allocation

- 310.1 The Management Committee shall review the proportionate Co-Permittee cost share allocation upon formal written request by any Co-Permittee(s) no more frequently than once annually. The written request must be delivered to the Management Committee between June 1 and August 31 of any given year and any modification to the cost share allocation shall be effective no earlier than the following fiscal year.
- 310.2 The formal written request shall also include an analysis of alternative cost share allocation formulas with a recommendation and rationale for the recommendation. The requesting Co-Permittee(s) is/are also responsible for providing staff liaison and a proposed process and time schedule for review and analysis of the cost share allocation.

Section 320 Budget Cycle

The annual budget cycle shall be as follows:

- August - Prepare final End of Year Budget Report [for past fiscal year] including Fourth Quarter Budget Update [activity report];
- September - Invoice Co-Permittees for current assessment;
- Prepare next fiscal year Budget Report, projected over next two consecutive fiscal years
- Deadline to add proposals to next fiscal year Budget
- October - Propose next fiscal year Budget to Management Committee;
- Prepare First Quarter Budget Update
- December - Approve next fiscal year Budget [Management Committee];
- Prepare Semi-Annual Budget Reconciliation Report for current fiscal year and adjust current fiscal year Budget;
- January - Initiate grant activity
- February - Prepare Second Quarter Budget Update
- April - Propose End of Year Budget Report for current fiscal year and adjust next fiscal year Budget;

- Approve final adjusted Budget for next (upcoming) fiscal year [Management Committee];
- Prepare Third Quarter Budget Update

Section 330 Budget Funding

- 330.1 Funding of Program tasks shall be provided by Co-Permittees and shared in accordance with previously defined participation rates found in the Agreement. Budget expenditures shall not exceed projected Co-Permittee assessment revenues.
- 330.2 The Management Committee may approve the implementation of special projects with independent funding options, however all required matching funds or additional contributions to be made by the Program (e.g., contract administration, reporting, staff review) must exist or be included within the approved Budget.
- 330.3 Invoicing for assessment of Co-Permittees shall occur on an annual basis, generally in September of each year in accordance with the adopted Program Budget.

Section 340 Budget Reconciliation

The Program Manager shall reconcile the budget at least twice each year. The reconciliation shall detail all revenue, expenditures, projected carryover funds, and refunds to Co-Permittees.

ARTICLE IV CONTRACTING

Section 400 Consultant Selection

The Management Committee will adopt a consultant selection process which is acceptable to the contracting agent.. The process will establish a maximum duration for non-competitive (re-authorized) award of contracts.

Section 410 Request for Contracting Services

The Management Committee will issue a formal request for contracting services to the Contracting Agent. This request must be approved by a majority vote and include all appropriate supporting documents (final Scope of Work, final approved budget, etc).

Section 420 Contract Amendments

Contract amendments whose budgets exceed 100% of the original budget will be opened up to outside contractors using the adopted consultant selection process.

ATTACHMENT 1

<p>Office of Management Committee/ Contracting Fiscal Agent</p>	<p>Santa Clara Valley Urban Runoff Pollution Prevention Program c/o General Manager Santa Clara Valley Water District 5750 Almaden Expressway San Jose, CA 95118</p>
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