

**BYLAWS**  
**OF THE**  
**MARIN WILDFIRE PREVENTION AUTHORITY**

**ARTICLE I**  
**FORMATION**

The County of Marin together with the cities of San Rafael, Mill Valley, and Larkspur; the towns of San Anselmo, Corte Madera, Fairfax, and Ross; the Fire Protection Districts of Southern Marin, Novato, Kentfield, Stinson Beach, Bolinas, and Sleepy Hollow, the Marinwood Community Services District, the Inverness Public Utility District, and Muir Beach Community Services District (each a “Local Agency Member”) entered into a Joint Powers Agreement as of April 2, 2020 (as subsequently amended from time to time, the “JPA Agreement”) in accordance with the Joint Exercise of Powers Act, Sections 6500 *et seq.* of the California Government Code, to form the Marin Wildfire Prevention Authority (the “MWPA”).

**ARTICLE II**  
**PURPOSES**

The MWPA was formed for the purposes of planning, financing, implementing, managing, owning, and operating a multi-jurisdictional and County-wide agency separate from the Local Agency Members to prevent and mitigate wildfires in Marin County. The goal of the MWPA is one of voluntary cooperation among Local Agency Members for the collective benefit of all Local Agency Members and residents of Marin County. It is the intent of all Local Agency Members that decisions of the Board should be made by consensus whenever possible.

**ARTICLE III**  
**ORGANIZATION**

Section 1. Governance by Board of Directors. As established in Section 4 of the JPA Agreement, the MWPA shall be governed by a Board of Directors (the “Board”) composed of one (1) representative of each Local Agency Member. The governing body of each Local Agency Member shall appoint an official to serve as a Director of the Board and up to two (2) alternates to serve in the absence of the appointed regular Director. Each Director shall hold office from the first meeting of the Board following his or her appointment until a successor is selected by the governing body of the Local Agency Member. Directors shall be elected officials or hold elective office by virtue of appointment.

Section 2. Terms of Directors; Events Causing Vacancy. The governing body of the Local Agency Member may determine the term of appointment of the Director appointed by the Local Agency Member. A vacancy on the Board exists on the occurrence of any of the following: (a) death of any Director, (b) the removal, dismissal, or resignation of a Director from the position he or she held with the Local Agency Member at the time he or she became a Director, (c) the declaration by resolution of the Board of a vacancy of the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony after having been appointed as a Director, or (d) written notice to the Executive Officer or Clerk from the appointing Local Agency Member stating that the designation of the Director or alternate has been revoked, with revocation to be effective upon receipt unless the notice specifies a later time.

Section 3. Board of Directors Powers and Duties. The powers and duties of the Board, subject to the limitations of applicable law, the JPA Agreement, and these Bylaws, shall include all of the powers of the Board provided in Section 4 of the JPA Agreement except as may be expressly delegated to others pursuant to the provisions of the JPA Agreement, these Bylaws, or at the direction of the Board. Such powers and duties shall be exercised by and through the Board. The Board shall be responsible for the administration, management, and conduct of the MWPA's affairs including, but not limited to, the following:

- (a) setting policies and goals for the MWPA;
- (b) appointing, fixing the compensation of, supervising, and removing the Executive Officer and other MWPA staff;
- (c) annually reviewing the proposed MWPA budget and Work Plan and adopting an annual budget and Work Plan;
- (d) before the beginning of each fiscal year, adjusting the maximum parcel tax to be levied upon the parcels for the upcoming fiscal year, as provided in Section 3 of Marin County Board of Supervisors Ordinance No. 3716;
- (e) administering the Work Plan, providing for the design, financing, constructing, and implementation of MWPA programs, and determining the use of tax revenues in conformance with the parameters established in the Work Plan;
- (f) establishing Standing Committees including the Operations Committee (JPA Agreement Section 6), the Advisory/Technical Committee (JPA Agreement Section 7), and the Citizens' Oversight Committee (JPA Agreement Section 8) and, if necessary or desirable, Ad Hoc Committees to study specific problems, programs, or other matters that the Board has approved for study;
- (g) acting upon policy recommendations, including policy recommendations from committees;
- (h) entering into contracts or change orders;

- (i) leasing, acquiring, constructing, managing, maintaining, and operating any equipment, buildings, works, or improvements for use in conformance with the parameters established in the Work Plan;
- (j) acquiring, holding, or disposing of equipment or personal property by any lawful means including, without limitation, gift, purchase, lease, lease purchase, or sale;
- (k) applying for any appropriate grant or grants under any federal, state, or local programs for assistance in developing and/or implementing the Work Plan or any of MWPA programs;
- (l) receiving grants, gifts, contributions, and donations of property, funds, services, and other forms of financial assistance from persons, firms, corporations, and any governmental entity, subject to applicable reporting and other limitations as set forth in Article VII, below;
- (m) approving any and all indebtedness incurred by the MWPA within the limitations set forth in Section 5(e) of the JPA Agreement;
- (n) approving the initiation of any litigation by the MWPA (not including the authorization of defense brought against the MWPA or the initiation of a cross-complaint),
- (o) providing oversight of the implementation of the MWPA's ongoing activities; and
- (p) administering the MWPA in furtherance of all the above.

In connection with (f), above, the Board retains the ultimate legal authority to undertake any action that California law requires the full Board to approve and direct the Executive Committee, the Finance Committee, the Operations Committee and/or the Advisory/Technical Committee on a matter or to determine that a task otherwise delegated to the Executive Committee, the Finance Committee, the Operations Committee and/or the Advisory/Technical Committee shall be handled or reviewed by the full Board.

Section 4. Voting. As specified in Section 4(f) of the JPA Agreement, for all votes conducted by the Board, a proposed motion subject to vote passes when both of the following conditions are satisfied: (1) a majority of the Directors present vote in favor of a motion, and (2) the Directors present and voting in favor of a motion represent, in the aggregate, according to the then latest general census, over fifty percent (50%) of the population represented by the Local Agency Members, in the aggregate, present in the quorum.

Section 5. Reimbursement of Board Members. Board Members and members of Board Committees may receive reimbursement of expenses as may be determined by resolution of the Board to be just and reasonable.

## ARTICLE IV

### OFFICERS AND TERMS OF OFFICE

Section 1. Officers. The officers of the MWPA are the President and the Vice President of the Board, the Executive Officer, the Treasurer, and the Legal Counsel. All members of the Board are eligible to serve as President or Vice President of the Board. The Executive Officer, Treasurer, and the Legal Counsel shall serve at the pleasure of the Board, subject to the rights by any officer under an employment contract, if any, with the Authority. Any number of offices may be held by the same person, except that the Treasurer shall not serve concurrently as the Executive Officer.

Section 2. Selection and Terms of Elected Officers. As provided in Section 4(e) of the JPA Agreement, the President and Vice President are elected officers who shall be elected by the Board at the Board's first meeting each fiscal year or as soon thereafter as is practical. The President and Vice President shall each serve one (1)-year terms, and may be re-elected by the Board and shall not be subject to term limits so long as they remain eligible.

(a) President. The duties of the President are to supervise the preparation of the agenda for Board meetings, preside over Board meetings, and undertake other duties required by the JPA Agreement, these Bylaws or as may be assigned by the Board. The President shall represent the Authority and execute any contracts and other legal instruments approved by the Board.

(b) Vice President. The Vice President shall perform the duties of President in the absence of the President.

(c) Secretary. The Secretary shall (i) in accordance with Section 4(d) of the JPA Agreement, keep or cause to be kept, at the principal executive office of the MWPA or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and the Committees of the MWPA, with the time and place of holding the meeting, whether Regular or Special, and, if Special, how authorized, the notice given, the names of those present and absent at such meetings and the proceedings of such meetings; and (ii) prepare, give, or cause to be given, notice of, and agendas for, all meetings of the Board and Committees of the MWPA. He or she shall have such other powers and performs such other duties as may be prescribed by the Board. As provided in Section 4 of these Bylaws, the MWPA Executive Officer shall serve as Secretary.

(d) Treasurer. As established by Section 12 of the JPA Agreement, the Treasurer of the Authority shall be the Treasurer of one of the Local Agency Members. The Treasurer shall perform the duties set forth in Section 12 of the JPA Agreement, including ensuring compliance with all requirements of California Government Code Sections 6505, 6505.1, 6505.5, and 6505.6. The Treasurer shall be appointed by the Board on such terms as the Board and the Treasurer may agree and shall serve until a successor is appointed, but subject to review by the Board every two (2) fiscal years. If a vacancy occurs due to the Treasurer's

resignation or removal by a vote of the Board, then the Board shall appoint a replacement to serve as Treasurer on such terms as the Board and the Local Agency Member agency may agree.

Section 3. Removal. The President and/or the Vice President shall be subject to removal at any time by a vote of the Board, subject to the voting conditions set forth in Section 4(f) of the JPA Agreement. The Treasurer shall be subject to removal by a vote of the Board subject to the terms of the agreement between the MWPA and the Member agency then serving as Treasurer.

Section 4. Executive Officer. The Board shall employ an individual as an Executive Officer who shall be the chief administrator of the MWPA, subject to the Board's direction. The Executive Officer shall be responsible for the MWPA's day-to-day operations, organization, staff relations, preparation of the annual budget, supervising the activities of the Operations, Advisory/Technical, and Citizens' Oversight Committees and such other committees as the Board may create, and serving as Secretary of the Board, purchasing agent, and custodian of records of the MWPA. In general, he or she shall perform all duties incident to the position of Executive Officer and such other duties as may be required by these Bylaws or which may be assigned to him or her from time to time by the Board. The Executive Officer shall have expenditure authority as established by Board policy based on a recommendation from the Finance Committee. The Executive Officer shall report all such expenditures and change orders approved to the Board at its next meeting. Subject to the authority of and as directed by the Board, the Executive Officer shall have the authority to appoint, direct, and remove all staff of the MWPA and to retain and supervise any consultants and contractors to the MWPA.

Section 5. Other Personnel. The Board shall have the power to retain such additional officers, agents, employees, consultants, and contractors as it deems necessary to attain the objectives of the MWPA. Such officers and employees may also be, but are not required to be, officers and employees of the individual Local Agency Members. None of the officers, agents, or employees appointed by the Board shall be deemed, by reason of their employment by the Board, to be employed by any of the Local Agency Members or, by reason of their employment by the Board, to be subject to any of the requirements of such Local Agency Members.

Section 6. Status of Members' Officers and Employees. As provided in California Government Code Section 6513, all of the privileges and immunities from liability and other benefits that apply to the activity of officers, agents, or employees of any of the Local Agency Members when performing their respective functions within the territorial limits of their respective Agencies shall apply to them while engaged in the performance of any of their actions and duties extraterritorially under this Agreement.

Section 7. Bonding Requirement. The Board shall designate the officers or persons having charge of, handling, or having access to any property of the MWPA who shall be required to file an official bond with the Board. The amount of any such bond shall be established by the Board. Should the existing bond or bonds of any such officer be extended to cover the obligations provided herein, such bond shall be the official bond required herein. The premiums on any such bonds attributable to the coverage required herein shall be appropriate expenses of the MWPA.

**ARTICLE V**  
**MEETINGS OF**  
**BOARD OF DIRECTORS**  
**AND**  
**BOARD COMMITTEES**

Section 1. Regular Meetings. Pursuant to Section 4(c) of the JPA Agreement, there shall be not fewer than two (2) Regular Meetings of the Board each calendar year, with such meetings to be held on or about the third Thursday of May and the third Thursday of July each year. To ensure maximum public participation, all Regular Meetings of the Board and Standing Committee meetings should be held during late afternoons or evenings on working days unless a change in such Regular Meeting date and time is approved by the President in writing. The location of Regular Meetings shall be determined by the President.

Section 2. Special Meetings. Special Meetings may be called by the President in consultation with the Executive Officer. The date, time, and location of Special Meetings shall be determined by the President. Both a Special and a Regular meeting may be held on the same day.

Section 3. Quorum. A majority of Board members shall constitute a quorum for the transaction of business of the MWPA and a majority of the quorum shall be necessary to approve any action of the Board subject to the voting conditions set forth in Section 4(f) of the JPA Agreement.

Section 4. Advisory/Technical Committee. The Advisory/Technical Committee established by Section 7 of the JPA Agreement is advisory to the Operations Committee and will meet two (2) times each year, unless authorized by the President to hold additional meetings.

Section 5. Executive Committee. An Executive Committee of the Board is hereby created as a Standing Committee. The Executive Committee shall consist of five (5) Board members whose membership shall represent a geographic balance, including at least one (1) representative each from the five (5) operational zones of the MWPA: Northern Marin, Central Marin, Ross Valley, Southern Marin, and West Marin, and one (1) additional Board Member may be designated as an Alternate Executive Committee member as needed. The President and Vice President shall be fixed members of the Executive Committee. Members of the Executive Committee shall be appointed by the President and acknowledged by a majority of the Board. The President shall serve as Chair of the Executive Committee. The purpose of the Executive Committee is to advise the Board and plan Board activities. A quorum of the Executive Committee shall consist of three (3) Executive Committee members. To the fullest extent possible, appointment of an alternate shall be made so as to maintain geographical balance on the Executive Committee. Any Board member serving on the Executive Committee for the purpose of obtaining a quorum are only temporary Executive Committee members for one meeting and do not constitute a regular Committee member for future meetings.

Section 6. Finance Committee. A Finance Committee of the Board is hereby created as a Standing Committee. The Finance Committee shall consist of five (5) Board members whose membership may represent a geographic balance, including at least one (1) representative each from the five (5) operational zones of the MWPA: Northern Marin, Central Marin, Ross Valley, Southern Marin, and West Marin, and one (1) additional Board Member may be designated as an Alternate Finance Committee member as needed. The President or Vice President of the Board will be a fixed member of the Finance Committee. One (1) additional Board Member may be designated as an Alternate to the Finance Committee. Two members of the Operations Committee shall serve as members of the Finance Committee. Members of the Finance Committee shall be appointed by the President and acknowledged by a majority of the Board. The purpose of the Finance Committee is to advise the Board on financial matters as provided in a written statement of purpose prepared by the Board. A quorum of the Finance Committee shall consist of four (4) Finance Committee members.

Section 7. Additional Board Committees. In addition to the Committees created by the JPA Agreement and these Bylaws, the Board may establish Standing and Ad Hoc Committees for the purpose of developing recommendations to the Board. Ad Hoc committees may be appointed by the President. Any Director is eligible for appointment to a Standing or Ad Hoc committee. When appointing members of Standing and Ad Hoc committees, the President shall consider, to the extent possible, geographical balance and local representation. All Standing or Ad Hoc committees shall be chaired by a Board member. Rosenberg's Rules of Order shall govern the conduct of Standing Committee meetings.

(a) Standing Committees. All Standing Committees shall have a written statement of purpose. The President shall appoint and the Board shall acknowledge, the members to any Standing Committee. Each Standing Committee shall by majority vote elect a Chair at its first meeting who shall serve at the pleasure of the Standing Committee. Members of Standing Committees shall be appointed for one (1) year terms, or until the Committee is dissolved, whichever occurs first. Committees shall meet on the call of their Chair or as otherwise provided herein and in compliance with applicable law. A Standing Committee may exercise such powers as may be delegated to it, except that a Committee may not: (a) take any final action on matters which, under the JPA Agreement, require approval by the Board; (b) amend or repeal the Bylaws or adopt new Bylaws; (c) amend or repeal any resolution of the Board; (d) appoint any other committees of the Board or the members of these committees; or (e) approve any transaction which would violate any law, including the Political Reform Act (commencing with Section 81000 of the California Government Code) and/or Section 1090 of the California Government Code. Meetings and actions of any Standing Committee shall be in compliance with the Brown Act. Minutes shall be kept of each meeting of any Committee and shall be filed with the MWPA records.

Section 8. Brown Act Compliance. All meetings of the Board and of Standing Committees shall be governed by the provisions of the Ralph M. Brown Act (California Government Code Sections 54950 *et seq.*). The official agenda for each such meeting shall be posted to the MWPA website and as required by law. Clerks of other Local Agency Members shall be provided a copy of the agenda and are encouraged to post the agenda at their official posting locations so as to assure widespread notice of the meetings.

Section 9. Parliamentary Authority. Unless otherwise specified herein, Rosenberg's Rules of Order shall govern the conduct of MWPA Board meetings and the President's decision on any procedural question shall be final. No person shall address the Board at any meeting until he or she has first been recognized by the President.

Section 10. Minutes. Except with respect to closed sessions, the designee of the Executive Officer shall cause to be kept minutes of Regular and Special Meetings of the Board and any Standing Committee, and shall cause a copy of the minutes to be forwarded to each Board member for approval by the Board or the Standing Committee, where appropriate. All minutes shall be archived in the principal office of the MWPA and shall be posted on the MWPA website.

## **ARTICLE VI**

### **RULES AND PROCEDURES**

Section 1. Annual Budget. On or before May 1 of each year, the Executive Officer shall present to the Board a proposed operating budget for the coming fiscal year, and the proposed budget shall comply with all requirements set forth in Section 9 of the JPA Agreement. This proposed budget shall be voted on by the Board at its Regular Meeting in May and shall be approved by a Board resolution. The Executive Officer and Board may approve expenditures throughout the year consistent with the approved budget. Grant funds received by the MWPA from any federal, state, or regional agency to pay for budgeted expenditures for which the MWPA has received all or a portion of said funds from tax revenues shall be used as determined by the Board.

Section 2. Local Agency Member Organizational Changes. Any organizational change in a Local Agency Member that would result in the transfer of a Local Agency Member's fire suppression responsibility to a new or different public agency or that would otherwise impact its membership in the MWPA shall be submitted to the President not later than March 1 of each year. The President shall forward this notification to the Executive Officer for consideration in the preparation of the annual budget. Any organizational changes submitted by a Member after March 1 that would impact that Member's fire suppression responsibility or its membership in the MWPA shall be considered in the budget preparation of the following year.

Section 4. Amendments to JPA Agreement. As specified in Section 21 of the JPA Agreement, the JPA Agreement can be amended at any time by mutual agreement of three-fourths (3/4) of the Board, so long as any amendment comports with the purpose of the voter-approved measure. The JPA Agreement shall be amended by resolution and an affirmative vote of three-fourths (3/4) of the Board of Directors.

## **ARTICLE VII**

### **CONFLICT OF INTEREST**

The Board shall be subject to the conflict of interest rules set forth in the Political Reform Act (commencing with Section 81000 of the California Government Code) and Sections 1090 *et seq.* of the California Government Code, and the MWPA shall adopt a Conflict of Interest Code as required and as provided by the implementing regulations of the Political Reform Act.

## **ARTICLE VIII**

### **AMENDMENTS**

These Bylaws may be amended only upon two-thirds (2/3) affirmative vote of all of the Directors with such proposed amendment having been noticed to members not less than thirty (30) days prior to the date of the meeting.

## **ARTICLE IX**

### **MISCELLANEOUS**

Section 1. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Civil Code will govern the construction of these Bylaws. Without limiting the generality of the foregoing, the term “person” includes both the MWPA and a natural person. Any capitalized term not defined in these Bylaws will have the meaning ascribed to it in the JPA Agreement.

Section 2. Partial Invalidity. If any one or more of the terms, provisions, or sections of these Bylaws shall to any extent be adjudged invalid, unenforceable, void, or voidable for any reason whatsoever by a court of competent jurisdiction, then each and all of the remaining terms, provisions, and sections shall not be affected thereby and shall be valid and enforceable to the fullest extent permitted by law.

Section 3. Interpretation of Sections That Are Based on Provisions from Other Statutes, Applicable Ordinances, or Codes. Sections of these Bylaws which are based upon or which paraphrase provisions of other statutes, ordinances, or codes have been included herein for reference purposes only. In the event of conflict between the provision of any such statute, ordinance, or code and these Bylaws, the provision of the statute, ordinance, or code shall in all events control, and no section of these Bylaws shall change or modify any such statute, ordinance, or code.

Section 4. Interpretation of Sections That Are Based on Provisions from JPA Agreement or Ordinance No. 3716. In the event of a conflict between these Bylaws and the JPA Agreement or Board of Supervisors Ordinance No. 3716, the Ordinance and Agreement shall in all events control and no section of these Bylaws shall change or modify those instruments.

Section 5. Electronic Signatures. Unless otherwise required by law, the use of electronic, digital or facsimile signatures shall be authorized to conduct Board business.

## **ARTICLE X**

### **EFFECTIVE DATE**

These Bylaws shall take effect immediately upon their adoption by the Board.