

RESOLUTION NO. 21-01

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE
WEST CONTRA COSTA INTEGRATED WASTE MANAGEMENT AUTHORITY**

REGARDING:

- 1) MEETING DATES, TIME, AND LOCATION,**
- 2) ORDER OF BUSINESS AND RECEIPT OF PUBLIC COMMENT AT BOARD OF
DIRECTOR MEETINGS,**
- 3) PREPARATION OF AND DISTRIBUTION OF AGENDA MATERIALS,**
- 4) PLACEMENT OF ITEMS ON THE AGENDA,**
- 5) SPECIAL MEETINGS, AND**
- 6) THE LOCATION OF THE PRINCIPAL OFFICE OF THE AUTHORITY**

WHEREAS, Section 8.7 of the Joint Exercise of Powers Agreement creating the West Contra Costa Integrated Waste Management Authority (hereinafter “JEPA”) provides that the Board of Directors may from time to time adopt bylaws or other procedures for the conduct of its affairs; and,

WHEREAS, Section 7.5 of the JEPA provides that any Director may place an item on the Board’s agenda “subject to reasonable procedures adopted by the Board of Directors”; and,

WHEREAS, the Board of Directors has previously adopted Resolution 05-05 pertaining to: 1) Dates, time and location of Board of Directors meetings, 2) Order and conduct of business for Board of Director Meetings, 3) Preparation of and distribution of Agenda Materials, 4) Placement of items on the Agenda, 5) Special Meetings, and 6) Location of the Principal Office of the Authority (hereinafter “Bylaws”); and,

WHEREAS, on November 12, 2015, the Board of Directors passed two Motions relating to the processes by which the Board Chair may review a draft agenda with the Executive Director and Board Members may place items on an agenda (hereinafter “Motions”), but these processes have not yet been incorporated into the Bylaws yet; and,

WHEREAS, the Board of Directors has expressed a desire to revise the Bylaws relating to: 1) Dates, time and location of Board of Directors meetings, 2) Order and conduct of business for Board of Director Meetings; and 3) Location of the Principal Office of the Authority; and

WHEREAS, the revisions desired by the Board and necessary to incorporate the Motions are set forth in Sections 6.1, 7.1.1, 8.1, 9.4 through 9.6 and 11.1 of this Resolution. In all other respects, the Bylaws adopted by Resolution 05-05 are incorporated into this Resolution without change.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE WEST CONTRA COSTA INTEGRATED WASTE MANAGEMENT AUTHORITY HEREBY RESOLVES AS FOLLOWS:

1. Resolution No. 05-05 is hereby rescinded.
2. The terms used in this Resolution shall have the same effect and meaning as defined in the Joint Exercise of Powers Agreement creating the West Contra Costa Integrated Waste Management Authority and shall be considered the reasonable procedures adopted by the Board of Directors pursuant to Section 7.5.
3. This Resolution shall take effect immediately upon adoption by the Board of Directors.
4. The Board of Directors may at any time change the policies provided for in this Resolution by adoption of a subsequent Resolution to that effect.

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5. The Secretary shall certify passage of this Resolution by the Board of Directors and cause it to be distributed to all Board Directors, Director Alternates and other interested parties.

Section 6- Dates, Time and Location of Board of Directors Meetings:

6.1 Regular Board of Director Meetings shall be held on the second Thursday of each month (except August), for a total of 11 Regular Meetings per year, at 6:15 p.m. in the Board of Directors Meeting Room, San Pablo Civic Center, City Council Chambers, 1000 Gateway Avenue, San Pablo, CA 94806 unless cancelled by the Board of Directors or Board Chair.

6.2 If any Regular Meeting day falls on a holiday, such regular meeting shall be on the next following Thursday.

6.3 If the Executive Director believes there is insufficient pressing business to warrant a Board of Directors Meeting, the Executive Director shall notify the Board Chair for the Chair to consider canceling the upcoming Meeting.

6.4 Board of Director Meetings shall be subject to the provisions of the California Ralph M. Brown Act (Section 54950 *et seq.* of the California Government Code) and other applicable laws of the State of California.

6.5 Board of Director Meetings may be scheduled in a Study Session format when duly noticed as such in advance of the meeting.

Section 7 – Order of Business and Receipt of Public Communications at Board of Director Meetings:

7.1 The order of business of the Board of Directors at all Regular Meetings shall be as follows, unless otherwise waived by consent of the Board of Directors.

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1. Call to order by Chair and roll call of the Board of Directors by Secretary.
2. Pledge of Allegiance.
3. Ex-parte communications disclosure.
4. Oral Communications.
 - a. Communications from the public on non-agenda matters.
 - b. Board Director and Staff announcements.
5. Approval of the minutes of the previous meeting(s).
6. Consent calendar.
 - a. Communications from the public and Board Directors.
 - b. Communications from other public agencies.
 - c. Staff communications.
 - d. Resolutions.
 - e. Authority financial report.
 - f. Other business.
7. Staff reports.
8. Regular agenda.
 - a. Public Hearings.
 - b. Communications from the public and Board Directors.
 - c. Communications from other public agencies.
 - d. Staff communications.
 - e. Resolutions and ordinances.
 - f. Other business.
9. Adjournment and set next meeting date.

7.1.1 If a closed session is scheduled in accordance with the California Ralph M. Brown Act (Section 54950 *et seq* of the California Government Code) and other applicable laws of the State of California, then it shall be conducted at a time immediately prior to a Regular or Special Meeting.

7.2 Public communications at Board of Director Meetings shall be handled as follows:

7.2.1 The public shall be afforded the opportunity to comment orally or in writing on matters listed on the agenda published for Board of Director

Meetings at the time the item is considered by the Board of Directors and said comment must pertain to the subject matter of the agenda item.

7.2.2 Each person desiring to address the Board of Directors shall be requested to make a request for public comment to the Secretary prior to the time at which the Board of Directors begin consideration of the agenda item under which the communication will be delivered. Refusal to do shall not prevent such person from making public comment.

7.2.3 Each person addressing the Board of Directors shall be requested to state their name, city of residence and the name of the organization, if any, that they represent. Refusal to do so shall not prevent such person from making public comment.

7.2.4 All public comments to the Board of Directors shall be limited to three minutes unless an extension of time is granted by the Chair with the consent of the Board of Directors.

7.2.5 Persons addressing the Board of Directors shall be afforded one opportunity to address the Board under each agenda item unless otherwise a waiver is granted by the Chair with the consent of the Board of Directors.

7.2.6 All comments and remarks shall be directed to the Chair who shall determine if a comment or remark should be directed to a Board Member or staff for response.

7.2.7 Repetitive comments by persons desiring to address the Board may, at the discretion of the Chair, be combined as appropriate in order to ensure the efficient and timely receipt of public comments.

7.2.8 The provisions of this section shall apply to all Regular, Special and Emergency Meetings of the Board of Directors.

Section 8—Preparation and Distribution of Agenda Materials:

8.1 The agenda and materials to be considered by the Board of Directors (hereinafter “Agenda Materials”) shall be mailed to Directors, Alternate Directors, Member Agencies and the public no less than seven (7) calendar days prior to the date of Board of Director Meetings. The Executive Director and Board Chair may meet to review a draft agenda ten (10) calendar days prior to the date of the Board of Director Meetings.

8.2 The last date for listing an item on the agenda for a Board of Director Meeting or for receipt of materials to be included in Agenda Materials (hereinafter “Agenda Closing Date”) shall be the close of business on the fifth (5th) working day prior to the mailing of Agenda Materials.

8.3 Authority staff and advisors shall be afforded sufficient time for thoughtful analysis of Agenda Materials and formulation of recommendations, provided that Agenda Materials which are not received in sufficient time for said analysis may be placed on the agenda without analysis and without identification of a staff recommendation in the Agenda Materials.

8.4 If in the opinion of the Board Chair, a situation exists which necessitates waiver of the time schedule established by this Section 8, the Board Chair is hereby authorized to waive such time schedule to the extent required or to call a Special Meeting of the Board of Directors to consider the matter.

Section 9 – Placement of Items on the Board of Directors Agenda

9.1 Matters reasonably related to the business of the Authority shall be placed on the agenda for any meeting of the Board in accordance with the following procedures:

9.2 The Executive Director shall consult with the Board Chair to identify subject matter the Board Chair would like included on upcoming meeting agendas.

9.3 The Executive Director may, without regard to the other requirements of this Section 9, place any matter which the Executive Director believes appropriate on any agenda for consideration by the Board of Directors.

9.4 A person, including any Board of Director, desiring to place a matter on the agenda for a Board of Director Meeting shall notify the Executive Director of the nature of the matter, the desired location in the order of business established for the Board of Directors Regular Meetings, and the desired meeting date at which the matter would be considered. Where a Board of Director desires to place a matter on the agenda, he or she shall give notice required by this Section 9.4 in writing to the Executive Director and/or Board Chair no less than twenty (20) calendar days from the desired meeting date (hereinafter “Board of Director Agenda Closing Date”).

9.5 Requests and materials received by the Executive Director prior to the Agenda Closing Date or Board of Director Agenda Closing Date shall be reviewed by the

Executive Director who shall (a) list the matter on the agenda in accordance with the order of business established by this Resolution and (b) include the request and materials received in the Agenda Materials for the requested meeting.

9.6 Requests and materials received by the Executive Director after the Agenda Closing Date or Board of Director Agenda Closing Date shall be reviewed by the Executive Director. Prior to excluding said item from the agenda, the Executive Director shall consult with the Board Chair who shall either (a) determine if a sufficient urgency exists in which case the agenda for the requested Board meeting shall be revised to include the requested item, or (b) call a Special Meeting of the Board to consider the matter, or (c) if the Board Chair determines that sufficient urgency does not exist, direct that the matter be placed on the agenda of the next ensuing Board meeting.

9.7 In any event, matters requiring Board action arising after the time for posting the agenda shall be handled in accordance with the statutory provisions for acting on developing and emergency matters.

9.8 The Board Chair and any Board Director may request the Board meet in Closed Session to discuss a particular issue, provided the Closed Session is conducted in accordance with all applicable law and regulations.

Section 10—Special Meetings:

10.1 Special Meetings of the Board of Directors may be called by the Chair or a majority of Voting Directors.

10.2 Voting Directors requesting a Special Meeting shall concurrently file a written request signed by a majority of the Voting Directors with the Chair and Executive

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Director which includes the date, time and location of the Special Meeting, and a description of the business to be transacted at the Special Meeting.

10.3 Upon receipt of the written request signed by a majority of the Voting Directors, the Chair shall call a Special Meeting in accordance with the provisions of Section 54956 of the California Government Code.

10.4 Special Meetings of the Board of Directors shall be subject to the provisions of the California Ralph M. Brown Act (Section 54950 et seq of the California Government Code) and other applicable laws of the State of California.

10.5 Special Meetings of the Board of Directors may be scheduled in a Study Session format when duly noticed as such in advance of the meeting.

Section 11 – Location of Principal Office of the Authority

11.1 The principal office of the Authority shall be 3220 Blume Drive, Suite 198 Richmond, CA 94806.

11.2 All public notices required to be posted in a public place shall be posted at the San Pablo Civic Center in accordance with requirements of applicable law.

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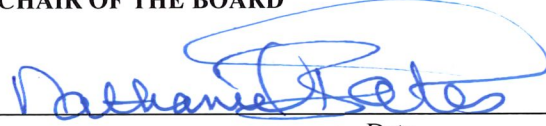
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ATTEST:

CHAIR OF THE BOARD

Christina Leard 4/22/21
Christina Leard, Authority Secretary Date


Date

I hereby certify that the foregoing resolution was adopted by the Board of Directors of the West Contra Costa Integrated Waste Management Authority at its meeting of April 22, 2021 by the following vote:

AYES: Directors: Tave, Rudnick, Xavier, Romero, Bates

NOES: Directors: None

ABSENT: Directors: McLaughlin, Willis

Christina Leard
Christina Leard, Authority Secretary

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