

Notice and Agenda

REGULAR MEETING

CLEAN WATER WORKS EDUCATION FOUNDATION

To be held in person and via teleconference per Brown Act, Section 54953(b)&(c), at the:

**OFFICE OF THE DISTRICT**  
1955 Workman Mill Road  
Whittier, CA 90601

and

**CARSON CITY HALL\***  
Council Chambers  
701 East Carson Street  
Carson, CA 90745

*For the public to join the meeting virtually, click <https://us02web.zoom.us/j/3397206095> or enter the Meeting ID 339 720 6095 into the Zoom app on your smartphone or computer. Alternatively, you may join by phone by calling (669) 900-9128 and entering the Meeting ID. You may find further information at: <http://www.lacsd.org/agendas>*

THE FOUNDATION MAY TAKE ACTION ON ANY AGENDA ITEM LISTED BELOW

WEDNESDAY	May 8, 2024	At 2:15 P.M.
Governing Body	Director	Alternate
DISTRICT NO. 2	WARNER (President)	-----
DISTRICT NO. 8	DAVIS-HOLMES*	-----
LOS ANGELES COUNTY SANITATION DISTRICTS CHIEF ENGINEER AND GENERAL MANAGER	FERRANTE	-----

1. Roll Call
2. Public Comment
3. Changes to Agenda  
Summary: This is the time for the Board of Directors to reorder the agenda, add or delete items, or make changes to the agenda.
4. Approve Minutes of Initial Meeting Held February 14, 2024
5. Amend Bylaws of Non-Profit Clean Water Works Education Foundation  
Summary: The Board will consider and take formal action on amending the bylaws.
6. Update on Districts’ Filings for Non-Profit Clean Water Works Education Foundation  
Summary: The Board will be updated on legal filings.
7. Update on Districts’ Education Programs and Potential Collaboration with Clean Water Works Education Foundation  
Summary: The Board will be updated on existing Districts’ education programs and potential collaboration with the foundation.

Adjourn

**Public Comment:** Members of the public may address the Board of Directors on any item shown on the agenda or matter under the Board’s authority. A “Request to Address Board of Directors” form is available. In compliance with the Americans with Disabilities Act, if you require special assistance to participate in this meeting, please contact the Secretary to the Boards’ Office (562) 908-4288, extension 1100. Notification of 48 hours prior to the meeting will enable staff to make reasonable arrangements to ensure accessibility to this meeting. (28CFR 35.101 et seq. ADA Title II).

**Document Requests:** Links to supporting documents are available online at the time of posting. Agendas and supporting documents or other writings that will be distributed to Board members in connection with matters subject to discussion or consideration at this meeting that are not exempt from disclosure under the Public Records Act are available for inspection following the posting of this agenda at the office of the Secretary to the Board of Directors located at the Districts’ Joint Administration Building, 1955 Workman Mill Road, Whittier, California, 90601, or at the time of the meeting at the address posted on this agenda.



**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**CLEAN WATER WORKS EDUCATION FOUNDATION**

**ARTICLE I: NAME AND PURPOSE**

**Section 1.1. Name.** The name of the organization shall be Clean Water Works Education Foundation hereafter referred to as the "Foundation".

**Section 1.2. Purpose.** The purpose of the Foundation shall be to provide educational opportunities to the local community regarding wastewater, clean water and sanitation in Los Angeles County and its importance to public health and the environment as well as to the region's sustainability. The Foundation shall operate as a non-profit organization, with all proceeds and assets being used to support the educational goals of the organization. The Foundation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, but not limited to, promoting the treatment of water and wastewater, clean water issues, use of recycled water and resource recovery.

**Section 1.3. Office.** The principal office of the Foundation shall be initially located at 1955 Workman Mill Road, Whittier CA 90601. The Board of Directors is granted full power and authority to change said principal office from one location to another.

**ARTICLE II STATUTORY MEMBERS**

**Section 2.1 Statutory Members.** The Foundation shall have no statutory members. Statutory members may be added in the future and would require an amendment to these bylaws.

**Section 2.2 Associated Persons.** Nothing in this Article II shall be construed as limiting the right of the Foundation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the Nonprofit Corporation Law of the State of California, as amended (the "Nonprofit Corporation Law"). The Foundation may confer by amendment of the Articles of Incorporation ("Articles") or these bylaws some or all of the rights of a member, as set forth in the Nonprofit Corporation Law, upon any person or persons; provided, however, that no such person or persons shall be a member within the meaning of said section 5056 unless such person(s) is given the right, pursuant to a specific provision of the Articles and/or bylaws, to vote for the election of a Director or Directors, to vote on a disposition of all or substantially all of the assets of the Foundation, to vote on a merger or dissolution of the Foundation, and/or to vote on changes to the Articles and/or bylaws.

**Section 2.3 Actions by Members.** Any action which would otherwise require a vote of members shall require only a vote of the Directors, and no meeting of members shall be required, any provision of the Articles or bylaws to the contrary notwithstanding. All rights which would otherwise vest in the members shall vest in the Directors.

### ARTICLE III: BOARD OF DIRECTORS

Section 3.1. Powers. Subject to any limitations stated in the Articles, these bylaws, and the Nonprofit Corporation Law, and subject to the duties of Directors as prescribed by the Nonprofit Corporation Law, all corporate powers shall be exercised by, or under the direction of, and the business and affairs of the Foundation shall be managed by, the Board of Directors. The Board of Directors shall have full power and authority over the management and affairs of the Foundation, including, but not limited to, the power to adopt policies, approve the budget, and hire staff. The individual Directors shall act only as members of the Board of Directors, and the individual Directors shall have no power as such.

Section 3.2. Composition. The Board of Directors shall consist of no less than three (3) nor more than fifteen (15), provided that the minimum or maximum number, or both, may be increased or decreased from time to time by resolution of the Board of Directors, but such action by the Board of Directors shall require a vote of a majority of the entire Board of Directors, and no decrease shall shorten the term of any director then in office. The exact number of authorized Directors shall be fixed, within the limits set forth in this Section, by resolution of the Board of Directors. Any natural person over the age of 18 years old may be a member of the board of directors. At a minimum, one board seat shall be held by the Chairperson of the board of directors of County Sanitation District No. 2 of Los Angeles County ("District 2"), which board seat shall be ex officio, one board seat shall be held by the Chief Engineer and General Manager of District 2, or his or her designee, which board seat shall be ex officio, and one board seat shall be held by a member of the board of directors of any sanitation district that is part of the County Sanitation Districts of Los Angeles whom is also a member of the Personnel Committee of such Sanitation Districts.

Section 3.3. Terms; Election; Removal; and Resignation. Directors shall serve a term of three (3) years, or until their successors are elected and qualified. A person shall be nominated to the Board of Directors by a Director and elected by a majority of the Board at the annual meeting. Newly created directorships resulting from an increase in the authorized number of Directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board of Directors by the vote of the majority of the Directors then in office, although less than a quorum, or by a sole remaining Director. Each Director so elected shall serve until the end of the term of the vacant position and until such director's successor is elected and qualified. Any Director may be removed at any time by a majority of the entire Board of Directors at a regular or special meeting called for that purpose. Any Director may resign from the Board of Directors at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Foundation, except if such resignation would leave the Foundation without a duly elected Director. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board of Directors or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a Director.

Section 3.4. Meetings. The Board of Directors shall have an annual meeting at a time and place determined by the Board of Directors, at which meeting the Board of Directors shall elect Directors, appoint officers, and transact any other business as shall come before the meeting. Regular meetings of the Board of Directors shall be held at such times and places as may be fixed by resolution by the Board of Directors or as specified in the notice of the meeting. Special meetings of the Board of Directors may be held at any time upon the call of any Officer or any two (2) Directors, in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof. Notice shall be given for each meeting, which shall state the time and place where the meeting is to be held, and any other information required by these bylaws or by applicable law.

Section 3.5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Any act approved by a majority of the Directors present at a duly held meeting at which a quorum is present is the act of the Board of Directors, unless the Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws require a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors leaving less than a quorum, if any action is approved by at least a majority of the Directors who constitute the required quorum for the meeting, or such greater number as required by the Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws.

Section 3.6. Compensation. Directors shall not receive any compensation for their services, but may be reimbursed for reasonable expenses incurred on behalf of the Foundation.

#### ARTICLE IV: OFFICERS

Section 4.1. Officers. The officers of the Foundation shall be a President, a Secretary, a Treasurer, and such officers as the Board of Directors may determine. One person may hold, and perform the duties of, more than one office, except that the same person may not concurrently hold the offices of President and Secretary or Treasurer.

Section 4.2. Election. The officers shall be elected by the Board of Directors at the first meeting of the Board following the annual meeting of the Foundation. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by a vote of a majority of the Directors present at a duly held meeting at which a quorum is present, subject to the rights, if any, of an officer under any contract of employment. Any officer may resign at any time by giving 14 days written notice to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board of Directors. The acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Foundation under any contract to which the officer is a party. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board of Directors at the next regular or special meeting of the Board of Directors.

Section 4.3. Terms. Officers shall serve a term of one (1) year, or until their successors are elected and qualified.

#### Section 4.4. Duties.

(a) President: The President shall preside at all meetings of the Foundation and of the Board of Directors, shall have the general powers and duties of supervision and management of the Foundation, and shall perform such other duties as may be prescribed by the Board.

(b) Secretary: The Secretary shall keep the minutes of all meetings of the Foundation and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board.

(c) Treasurer: The Treasurer shall have custody of all funds and securities of the Foundation, shall keep accurate books of account, and shall perform such other duties as may be prescribed by the Board.

(d) Vice President: Each vice president of the Foundation shall have such powers and perform such duties as may be assigned to them from time to time by the Board of Directors or the President, or that are incident to the office of vice president.

#### ARTICLE V: COMMITTEES

Section 5.1. Committees. The Board of Directors may create such committees as it deems necessary to carry out the work of the Foundation.

Section 5.2. Committee Chairs. Each committee shall have a chairperson who shall be appointed by the President with the approval of the Board of Directors.

Section 5.3. Committee Reports. Each committee shall report to the Board of Directors at least once per year.

Section 5.4 Audit Committee. If required by Section 6.3 or by applicable law, the Foundation shall appoint an Audit Committee, whether standing or appointed by the Board of Directors from time to time, and shall not include paid or unpaid staff or employees of the Foundation, including, if staff members or employees, the President, or the Treasurer. If there is a finance committee, members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the Board of Directors, the Audit Committee shall:

- (a) Make recommendations to the Board of Directors on the retention and termination of the CPA;
- (b) Negotiate the CPA's compensation, on behalf of the Board of Directors;
- (c) Confer with the CPA to satisfy the Audit Committee members that the financial affairs of the Corporation are in order;
- (d) Review and determine whether to accept the audit; and

(e) Approve non-audit services by the CPA and ensure such services conform to the standards for auditor independence set forth in the United States Comptroller General's Yellow Book or as prescribed by the Attorney General.

#### ARTICLE VI: BOOKS AND REPORTS

Section 6.1 Books and Records. The Foundation shall keep or cause to be kept adequate and correct books and records of account and minutes of the proceedings of the Board of Directors and committees of the Board of Directors.

Section 6.2 Annual Reports. The Annual Report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Foundation that such statements were prepared without audit from the books and records of the Foundation. Except as otherwise provided below in these bylaws, the Board of Directors shall cause an annual report (the "Annual Report") to be sent to the Directors not later than one hundred twenty days after the close of the Foundation's fiscal year, which fiscal year shall be the calendar year unless otherwise provide by the Board of Directors. The Annual Report shall state in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Foundation, both unrestricted and restricted to particular purposes, during the fiscal year;
- (d) The expenses or disbursements of the Foundation, for both general and restricted purposes, during the fiscal year; and
- (e) Any information required by Section 6322 of the Nonprofit Corporation Law.

Section 6.3 Nonprofit Integrity Act. In any fiscal year in which the Foundation receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board of Directors shall:

- (a) Prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public account (the "CPA") in conformity with generally accepted auditing standards;
- (b) Make the audit available to the Attorney General and to the public within nine (9) months after the close of the fiscal year to which the statements relate;

- (c) Make the audited financial statements available to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and
- (d) Appoint an Audit Committee.

#### ARTICLE VII GRANTS- CONTRACTS- LOANS

Section 7.1 Grants. The making of grants and contributions, and otherwise rendering financial assistance for the purposes of the Foundation, may be authorized by the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation, to make any such grants, contributions, or assistance.

Section 7.2 Execution of Contracts. The Board of Directors may authorize any officer, employee, or agent, in the name and on behalf of the Foundation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances or otherwise limited. In the absence of any action by the Board of Directors to the contrary, the President shall be authorized to execute such instruments on behalf of the Foundation.

Section 7.3 Loans. The President or any other officer, employee, or agent authorized by these bylaws or by the Board of Directors may effect loans and advances at any time for the Foundation from any bank, -trust company, or other institution or from any firm, corporation, or individual and for such loans and advances may make, execute, and deliver promissory notes, bonds, or other certificates or evidences of indebtedness of the Foundation, and when authorized by the Board of Directors so to do, may pledge and hypothecate or transfer assets of the Foundation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances or otherwise limited.

Section 7.4 Checks, Drafts, Etc. All checks, drafts, and other orders for the payment of money out of the funds of the Foundation and all notes or other evidences of indebtedness of the Foundation shall be signed on behalf of the Foundation in such manner as shall from time to time be- determined by resolution of the Board of Directors.

#### ARTICLE VIII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 8.1 Indemnification. The Directors and officers shall be indemnified and held harmless to the extent and in the manner permitted in California Nonprofit Corporation Law.

Section 8.2 Insurance. The Foundation shall have power to purchase and maintain insurance on behalf of any agent of the Foundation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Foundation would have the power to indemnify the agent against such liability under the provisions of this section; provided, however, that the Foundation shall have no power to purchase and maintain such insurance to indemnify any agent of the Foundation for a violation of Section 5233 of the Nonprofit Corporation Law (relating to self-dealing transactions).

#### ARTICLE IX: AMENDMENTS



Section 9.1. Amendments. These bylaws may be amended at any meeting of the Foundation by a two-thirds vote of the entire Board of Directors, provided that notice of the proposed amendment has been given to the members at least thirty (30) days prior to the meeting.

