

BYLAWS
OF THE
VALLEJO SANITATION AND FLOOD CONTROL DISTRICT
FINANCING CORPORATION

Revised February 9, 2016 (Resolution 2016-5755)

ARTICLE 1.

Name, Organization and Purpose,
Principal Office

Section 1.01. Name. The name of this corporation is the VALLEJO SANITATION AND FLOOD CONTROL DISTRICT FINANCING CORPORATION (hereinafter referred to as the "Corporation").

Section 1.02. Organization, Purpose and Use of Funds. The Corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law of the State of California to provide financial assistance to the Vallejo Sanitation and Flood Control District (the "District"), by acquiring, constructing, remodeling, rehabilitating, equipping, improving, and financing various public facilities, land and equipment and by leasing certain facilities, land and equipment for the use, benefit and enjoyment of the public served by the District or any other purpose incidental thereto. The activities of the Corporation shall be limited to the activities described in its Articles of Incorporation. No gains, profits or dividends shall be distributed to any of the Directors or officers of the Corporation; and no part of the net earnings, funds or assets of the Corporation shall inure to the benefit of any Director or any other person, firm or Corporation excepting only the District.

Section 1.03. Principal Office. The principal office of the Corporation is hereby fixed and located at the offices of the Vallejo Sanitation and Flood Control District, 450 Ryder Street, Vallejo, California 94590. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another. Any such change shall be noted by the Secretary opposite this section, but shall not be considered an amendment to these Bylaws.

ARTICLE II.

No Members

Section 2.01. No Members. Pursuant to Corporations Code §5130, the bylaws of a nonprofit corporation may provide that the corporation shall have no members. The Corporation shall have no members.

ARTICLE III.

Directors

Section 3.01. Powers. Subject to limitation of the Articles of Incorporation or the Bylaws, and of the California Nonprofit Public Benefit Corporation Law, and subject to the duties of Directors as prescribed by the Bylaws, all powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:

First – to select and remove all of the other Officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or the Bylaws, fix their compensation if any, and require from them security for faithful service;

Second – to conduct, manage and control the affairs and business of the Corporation and to make such rules and regulations therefor not inconsistent with law, the Articles of Incorporation or the Bylaws, as the Directors may deem best; and

Third – to borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the name of the Corporation, promissory notes, bonds, certificates of participation, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Section 3.02. Number of Directors. The authorized number of Directors shall be eight until changed by an amendment of the Articles of Incorporation or by amendment to the Bylaws.

Section 3.03. Selection and Term of Office. The Board of Directors shall be constituted based upon the approval and appointment of the Board of Trustees of the District and no person shall be eligible to serve as a Director except a person initially approved by resolution of the Board of Trustees of the District. The Directors of the Corporation shall be the members of the Board of Trustees of the District. Except as hereinafter provided, each Director shall hold office for a term concurrent with such Director's term as a member of the Board of Trustees of the District. Unless a vacancy in the office occurs as herein provided, the Director appointed shall hold office until the expiration of his/her term and until a successor has been designated and has accepted the office.

Section 3.04. Vacancies. Subject to the provisions of Corporations Code §5226, any Director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

A vacancy or vacancies on the Board of Directors shall be deemed to exist in the case of the death, resignation, or removal of any Director, or if the authorized number of Directors is increased or if any Directors' term of office or appointment expires.

Vacancies in the Board shall be filled in the same manner as the Director whose office is vacant was selected. Each Director so selected shall hold office until the expiration of the term of the replaced Director and until a successor has been selected and has accepted the office.

Section 3.05. Organization and Annual Meetings. The Board of Directors shall hold a minimum of one meeting per calendar year for the transaction of regular business.

Section 3.06. Regular Meetings. The Board of Directors by resolution may provide for the holding of regular meetings and may fix the time and place of holding such meetings. Notice of regular meetings shall be given in accordance with the provisions of the Ralph M. Brown Act, commencing with §54590 of the Government Code of the State of California.. The Board of Directors may delegate adoption of a regular meeting schedule to the Board of Trustees of the District, to be adopted at the time the regular meeting schedule is adopted for the Board of Trustees.

Section 3.07. Special Meetings; Notice Waiver. A special meeting of the Board of Directors shall be held whenever called by the President or by a majority of the Directors. Written notice of each such meeting shall be delivered personally or by email to each Director at least 48 hours before the time of such meeting or shall be sent to each Director by mail, charges prepaid, at least four (4) days before the time of such meeting as specified in the notice. The call and notice shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public, and shall be posted on the District's website. Written notice must be delivered by personal delivery or any other means which ensures receipt, to each local newspaper of general circulation, and each radio and television stations which has requested such notices in writing, at least 24 hours before the time of the meeting, pursuant to Government Code § 54956. The call and notice shall signify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meeting by the Board of Directors. Notice of adjournment of a meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting held after regular call and notice, if a quorum is present; provided, however, that before the meeting, each of the Directors not present signs a written waiver of notice and files said written waiver of notice with the Secretary. All waivers shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 3.08. Adjourned Meetings; Notice of Adjournment. The Board of Directors may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes.

Section 3.09. Quorum. A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business. Each act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation.

Section 3.10. Fees and Compensation. Directors shall receive no compensation or expenses for their services as Directors.

Section 3.11. Ralph M. Brown Act. Notwithstanding any of the provisions of these Bylaws to the contrary, all meetings of the Directors shall be subject to the Ralph M. Brown Act, commencing with § 54590 of the Government Code.

Section 3.12. Conduct of Meetings. The President or, in the President's absence, the Vice President, or a Chairman chosen by a majority of the Directors present, shall preside.

ARTICLE IV.

Officers

Section 4.01. Officers. The officers of the Corporation shall be a President, a Vice President, a Treasurer, and a Secretary. The Corporation may also have, at the discretion of the Board of Directors, one or more additional Vice Presidents, one or more Assistant Secretaries, and such other officers as may be appointed by the Board of Directors. One person may hold two or more offices, except that the offices of the President and Treasurer may not be combined.

Section 4.02. Designation and Election. The President of the Corporation shall be the then-current President of the Board of Trustees of the District; the Vice President of the Corporation shall be the then-current Vice President of the Board of Trustees of the District; the Treasurer of the Corporation shall be the then-current Finance Director of the District; and the Secretary of the Corporation shall be the then-current Secretary of the Board of Trustees of the District. All officers and each shall hold office until the officer shall resign, be removed, or otherwise become disqualified to serve, or the officer's successor shall be elected or qualified.

Section 4.03. Removal and Resignation. Any officer may resign, or may be removed, with or without cause, by the Board of Directors at any time. Vacancies caused by death, resignation or removal of any officer may be filled by appointment by the Board of Directors, or by the President until such appointment by the Board of Directors.

Section 4.04. President. The President shall be the executive officer of the Corporation and, subject to the control of the Board of Directors, shall have general supervision, direction and control of the affairs of the Corporation. The President shall preside at all meetings of the Board of Directors.

Section 4.05. Vice President. In the absence or disability of the President, the Vice President 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 Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for the Vice President by the Board of Directors or by the Bylaws.

Section 4.06. Treasurer. The Treasurer shall be the chief financial officer and shall keep and maintain adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and other matters customarily included in financial statements. Such books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all moneys of the Corporation with such depositories as are designated by the Board of Directors, and shall disburse the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the President or the Board of Directors, upon request, statements of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 4.07. Secretary. The Secretary shall keep at the principal office of the Corporation a book of minutes of all meetings of the Board of Directors, with the time and place of holding, how called or authorized, the notice thereof given, and the names of those present at such meetings.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 4.08. Subordinate Officers. Subordinate officers shall perform such duties as shall be prescribed from time to time by the Board of Directors or the President.

ARTICLE V.

Miscellaneous

Section 5.01. Execution of Documents. The Board of Directors may authorize any officer or officers as agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 5.02. Inspection of Bylaws. The Corporation shall keep in its principal office the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 5.03. Annual Report. The annual report referred to in Corporations Code §6321 of the Nonprofit Public Benefit Corporation Law of the State of California is expressly dispensed with.

Section 5.04. Fiscal Year. The fiscal year of the Corporation shall begin July 1 and end June 30 of each year, except for the first fiscal year which shall run from the date of incorporation to June 30, 1994.

Section 5.05. Dissolution. In the event of dissolution of the Corporation in any manner and for any cause, after the payment or adequate provision for the payment of all of its debts and liabilities, all of the remaining funds, assets and properties of the Corporation shall be paid or distributed to the District.

Section 5.06. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Nonprofit Public Benefit Corporation Law of the State of California shall govern the construction of these Bylaws. If any section, subsection, sentence, clause or phrase of these Bylaws, or the application thereof, is not permitted by the Nonprofit Public Benefit Corporation Law of the State of California, the applicable provisions of that law shall prevail. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

ARTICLE VI.

Amendments

Section 6.01. Power of Directors. New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote of the Board of Directors. No amendment to these Bylaws shall be effective until approved by the Board of Directors.