

**CHARTER**

I. The Committee will be called the Member Advisory Committee (“Committee” or “MAC”). It is authorized by the Board of Trustees (“Board”) of Sallal Water Association (“Association”). Committee members will serve at the pleasure of the Board and without compensation. The Association shall not reimburse any expenses of the Committee or any member without the Association’s prior written approval.

II. Purpose and Tasks

The Committee is created for the purpose of advising the Board on matters (1) that concern water supply, availability, and quality of water sources within the Association’s water system, and (2) supporting the mission, operations and longevity of the Association. The specific tasks of the Committee include but are not limited to the following:

- Provide research, analysis, and recommendations to the Board in support of the Association’s mission of providing potable water and fire flow within the Association’s service area. As an initial action item, the Committee may create and propose to the Board a mission statement for the Association.
- Assist in obtaining and communicating public input regarding the Association’s Water System Plan.
- Facilitate cooperation and communication between the Association and the community regarding proposed uses of the Association’s water.
- Assist in evaluation and communicating Association’s priorities regarding the use of its water.
- Assist with communications and public community outreach efforts as requested by the Board consistent with the Charter and a Board approved communications plan.
- Conduct periodic reviews of Association documents (bylaws, rules & regulations, articles of incorporation, water system plans) and make suggestions for edits to the Board.

III. Relationship of Committee to the Board

It is the role and sole prerogative of the Association Board to enact policy, adopt plans and otherwise conduct Association business. No Association legal obligations or statutory functions are delegated to the Committee. The Committee is expected to gather information, offer recommendations and to provide information relevant to the purposes and tasks set forth above. Neither the Committee nor any Committee member has any authority to speak for the Association or bind the Association to any contract, obligation, liability or commitment and shall make no attempt to do so.

#### IV. Membership

Composition: The Board will determine the size of the Committee and make all appointments. Initially, the Committee will not exceed 15 persons, including 12 Association members, the General Manager, and two Board members. The General Manager and Board Member representatives will be non-voting. Only Association members that reside in the Association's service area may serve on the Committee. Written applications for positions on the Committee may be submitted to the Association General Manager at any time and retained for at least one year for consideration by the Board when there is a vacancy. Applications will be reviewed by the existing Committee and referred to the Board for action on an as needed basis. Vacancies will be filled at the discretion of the Association's Board of Trustees.

Code of Ethics: Committee members shall acknowledge, in writing, receipt of and abide by the Association's Code of Ethics.

Term: Committee members shall serve for 2-year terms and can reapply at the end of their term. Initial terms may be shortened so that the terms are staggered. The Board may discontinue the Committee at any time in its sole discretion.

Removal: Committee members who are absent from three successive regular Committee meetings shall be deemed to have resigned. Members may also be removed by the Board for any reason in its sole discretion.

#### V. Organizational Structure of the Committee

Officers: The Committee will have a Chair who is responsible for facilitating the meetings, a Co-Chair to serve if the Chair is absent and a Secretary who will be responsible for preparation of minutes. A Co-Chair or any present Committee member may also serve in the role of Secretary. The Committee shall vote on all appointments.

Subcommittees: The Committee may form and delegate specific tasks to a subcommittee of the Committee members. If a subcommittee contains a quorum of the Committee, the procedural rules set forth below shall apply to the subcommittee.

#### VI. Procedural Rules

Rules of Order: The Committee shall conduct business pursuant to the latest edition of Robert's Rules of Order or such other rules of order that the Committee may adopt.

Meetings: The Committee will meet once a month and establish a regular meeting schedule. Special meetings may be scheduled by majority vote, or in the event of

special circumstances, by the Chair on not less than five days notice. A quorum for purposes of voting shall be a majority (more than 50%) of the voting Committee members of record on the day of the meeting. A quorum of Committee members shall not conduct Committee business except pursuant to a properly scheduled meeting. Guests may attend Committee meetings by invitation only.

Minutes: Minutes of each meeting will be prepared by the Secretary of the Committee (or a Committee member acting in his or her place) who shall endeavor to send them to the Committee members for review and comment within one week after a meeting. Committee members may provide any corrections or additions back to the Secretary at least three days prior to the next Committee meeting. The Committee shall use reasonable efforts to adopt the minutes at such meeting after which they shall be provided to the General Manager for review by the Board at the next Board meeting. Minutes of Committee meetings will be posted to the Association website subject to Board approval.

Recommendations and Reports: The Committee may develop recommendations and reports that pertain to the Association's mission of providing potable water and fire flow within its service area. Purported facts and positions contained in any recommendation or report must be consistent with the Association's mission. Committee recommendations and reports will be submitted in writing or by verbal presentation to the Board. Documents may include both suggested action and justification for suggestions. No recommendation or report shall be binding on the Association unless adopted by the Board.

VII. Confidential Information:

Committee members shall not disclose the Association's confidential information to anyone that is not a Committee member, Board member or Association employee. Confidential information means discussions, information, documents and records that (a) consist of privileged attorney-client communications; or (b) are presented or discussed in an executive session portion of a Committee or Board meeting, or (c) are otherwise designated in writing as confidential by a Board member, the Association General Manager or counsel. Except for privileged attorney-client communications, this restriction shall remain in effect unless or until the confidential information otherwise becomes part of the public domain.

VIII. Amendments:

This Charter may be amended at any time by the Board.