



Western Riverside Council of Governments WRCOG Executive Committee

REVISED SPECIAL MEETING AGENDA

**Friday, January 9, 2026
9:00 AM**

**Western Municipal Water District
14205 Meridian Parkway, 1st Floor Training Room
Riverside, CA 92518**

- 1. CALL TO ORDER**
- 2. PLEDGE OF ALLEGIANCE (Casey Dailey, Director of Energy & Environmental Programs)**
- 3. ROLL CALL**
- 4. PUBLIC COMMENTS**

At this time members of the public can address the Executive Committee regarding any items within the subject matter jurisdiction of the Executive Committee that are not separately listed on this agenda. Members of the public will have an opportunity to speak on agenda items at the time the item is called for discussion. No action may be taken on items not listed on the agenda unless authorized by law. Whenever possible, lengthy testimony should be presented to the Executive Committee in writing and only pertinent points presented orally.

In addition to commenting at the Committee meeting, members of the public may also submit written comments before or during the meeting, prior to the close of public comment to jleonard@wrcog.us. To ensure distribution to Committee members prior to the meeting, please submit comments no later than two hours before the meeting is scheduled to begin. Public comments will also be accepted in person during the meeting.

- 5. CONSENT CALENDAR**

All items listed under the Consent Calendar are considered to be routine and may be enacted by one motion. Prior to the motion to consider any action by the Executive Committee, any public comments on any of the Consent Items will be heard. There will be no separate action unless members of the Executive Committee request specific items be removed from the Consent Calendar.

- A. Action Minutes from the December 1, 2025, Meeting of the Executive Committee**

Requested Action(s):

1. Approve the Action Minutes from the December 1, 2025, meeting of the Executive Committee.

6. REPORTS

Members of the public will have an opportunity to speak on agenda items at the time the item is called for discussion.

A. Proposed Amendment to WRCOG Bylaws Clarifying Deputy Executive Director Authority

Requested Action(s):

1. Adopt Resolution Number 01-26; A Resolution of the Executive Committee of the Western Riverside Council of Governments amending WRCOG's Bylaws.

7. WRCOG Review and Goal Setting Discussion Workshop

The Executive Committee and other participants will convene a workshop to discuss WRCOG's activities and accomplishments and discuss and potentially identify priorities for the Agency to pursue for the next year and beyond. Discussion topics include the following:

1. Overview of WRCOG organizational structure and governance documents.
2. Strategic Plan overview and 2025 review.
3. General Assembly review and update.
4. New office space update.
5. Advocacy Ad Hoc Committee activities.
6. Discussion of potential personnel policy updates.
7. Financial transparency update.

8. REPORT FROM THE EXECUTIVE COMMITTEE CHAIR

Brenda Dennstedt, Western Water

9. NEXT MEETING

The next Executive Committee meeting is scheduled for Monday, February 2, 2026, at 2:00 p.m., in the County of Riverside Administrative Center, 4080 Lemon Street, 1st Floor, Board Chambers, Riverside.

10. ADJOURNMENT

WRCOG Executive Committee

Action Minutes

1. CALL TO ORDER

The meeting of the WRCOG Executive Committee was called to order by Chair Brenda Dennstedt at 2:00 p.m., on Monday, December 1, 2025, at the at the Riverside County Administrative Center, 1st Floor Board Chambers.

2. PLEDGE OF ALLEGIANCE

WRCOG Energy Program Manager Daniel Soltero led Committee members and guests in the Pledge of Allegiance.

3. ROLL CALL

- City of Banning - Sheri Flynn
- City of Beaumont - Mike Lara
- City of Calimesa - Jeff Cervantez
- City of Corona - Jacque Casillas
- City of Eastvale - Christian Dinco
- City of Hemet - Connie Howard-Clark
- City of Lake Elsinore - Brian Tisdale
- City of Menifee - Bob Karwin
- City of Moreno Valley - Elena Baca-Santa Cruz
- City of Murrieta - Lori Stone
- City of Norco - Kevin Bash
- City of Perris - Michael Vargas
- City of Riverside - Chuck Conder
- City of San Jacinto - Crystal Ruiz
- City of Temecula - Jessica Alexander
- City of Wildomar - Joseph Morabito
- County of Riverside, District 2 - Karen Spiegel
- EMWD - David Slawson*
- Western Water - Brenda Dennstedt

Absent:

- City of Canyon Lake
- City of Jurupa Valley
- County of Riverside, District 1
- County of Riverside, District 3
- County of Riverside, District 5
- Riverside Co. Sup. of Schools

*Arrived after Roll Call.

4. SPECIAL PRESENTATIONS

- Presentation of the Best Sustainable and Green Development Award
- Presentation of an Environmental Champion Leadership Award
- Presentation of the Public Relations Society of America Polaris Award

5. PUBLIC COMMENTS

There were no public comments.

6. CONSENT CALENDAR

RESULT:	APPROVED AS RECOMMENDED
MOVER:	Riverside
SECONDER:	Lake Elsinore
AYES:	Banning, Beaumont, Calimesa, Corona, Eastvale, Hemet, Lake Elsinore, Menifee, Moreno Valley, Murrieta, Norco, Perris, Riverside, San Jacinto, Temecula, Wildomar, Dist. 2, EMWD, Western Water. The Water Districts do not vote on TUMF matters.

A. Action Minutes from the November 3, 2025, Meeting of the Executive Committee

Action:

1. Approved the Action Minutes from the November 3, 2025, meeting of the Executive Committee.

B. WRCOG Committees and Agency Activities Update

Action:

1. Received and filed.

C. Report out of WRCOG Representatives on Various Committees

Action:

1. Received and filed.

D. I-REN Monthly Activities Update

Action:

1. Received and filed.

E. Single Signature Authority Report

Action:

1. Received and filed.

F. TUMF Program Activities Update: One TUMF Credit Agreement, Two TUMF Reimbursement

Agreements and Two TUMF Reimbursement Agreement Amendment

Actions:

1. Authorized the Executive Director to execute a TUMF Credit Agreement between the City of Menifee, the City of Perris, Core5 Industrial Partners, LLC,, and WRCOG for the construction of improvements on Ethanac Road from I-215 to Antelope Road.
2. Authorized the Executive Director to execute a TUMF Reimbursement Agreement with the City of Murrieta for the Engineering, Right-of-Way, and Construction Phases of the Jefferson Avenue Improvements Project from Nutmeg Street to Palomar Street in an amount not to exceed \$1,500,000.
3. Authorized the Executive Director to execute a TUMF Reimbursement Agreement with the City of Murrieta for the Engineering and Construction Phases of the Whitewood Road Improvements Project from Hunter Road to Clinton Keith Road in an amount not to exceed \$2,500,000.
4. Authorized the Executive Director to execute a TUMF Reimbursement Agreement Amendment No. 1 between the City of Murrieta and WRCOG for the planning, engineering, right-of-way, and construction of Keller Road / I-215 Interchange in an amount not to exceed \$17,250,000.
5. Authorized the Executive Director to execute a TUMF Reimbursement Agreement Amendment No. 1 with the City of Murrieta for the Right-of-Way and Construction Phases of the Murrieta Hot Springs Road Improvements Project in an amount not to exceed \$3,050,000.

G. Fiscal Activities Update

Action:

1. Received and filed.

7. REPORTS / DISCUSSION

A. Consideration of a New Commercial PACE Program Provider: PACE Loan Group, LLC

Action:

1. Adopted WRCOG Resolution Number 25-25; A Resolution of the Executive Committee of the Western Riverside Council of Governments authorizing PACE Loan Group, LLC, to administer and finance eligible improvements to be installed on commercial properties located within the boundaries of both the WRCOG Energy Efficiency and Water Conservation Program for the Western Riverside County and the California HERO Program, and in connection with such Programs, an Assessment Contract, Administration Agreement, Master Indenture and Bond Purchase Agreement, and authorizing the Issuance of Bonds pursuant to such Master Indenture secured by assessments levied on commercial properties to finance the installation of eligible improvements on such commercial properties and approving other actions in connection thereto.

RESULT:	APPROVED AS RECOMMENDED
MOVER:	Perris
SECONDER:	Dist. 2
AYES:	Banning, Beaumont, Calimesa, Corona, Eastvale, Hemet, Lake Elsinore, Menifee, Moreno Valley, Murrieta, Norco, Perris, Riverside, San Jacinto, Temecula, Wildomar, Dist. 2, EMWD, Western Water

B. TUMF Construction Cost Index Adjustment for 2025

Action:

1. Approved the implementation of an automatic Construction Cost Index adjustment for all TUMF land uses tied to the September indices of the National Association of Realtors and Engineering News Record (ENR) with a cap at 5% on any annual adjustments.

RESULT:	APPROVED AS RECOMMENDED
MOVER:	San Jacinto
SECONDER:	Perris
AYES:	Banning, Beaumont, Calimesa, Corona, Eastvale, Hemet, Lake Elsinore, Menifee, Moreno Valley, Murrieta, Norco, Perris, Riverside, San Jacinto, Temecula, Wildomar, Dist. 2

C. I-REN 2028-2035 Business Plan Application

Action:

1. Received and filed.

D. WRCOG Website Redesign and Launch

Action:

1. Received and filed.

8. REPORT FROM THE TECHNICAL ADVISORY COMMITTEE (TAC) CHAIR

The TAC Chair was not in attendance.

9. REPORT FROM COMMITTEE REPRESENTATIVES

CALCOG representative Brian Tisdale thanked the City of Palm Desert for hosting the meeting and reported that there was a discussion on AI and how it impacts government. There will be a Regional Leadership Forum March 9 - 11, 2026, in Long Beach.

10. REPORT FROM THE EXECUTIVE COMMITTEE CHAIR

Chair Dennstedt is looking for volunteers to join the 2026 General Assembly Ad Hoc Committee to oversee funding for the Supporting Foundation and programming for the General Assembly event. Meetings will be online, and interested parties can email Janis Leonard. Chair Dennstedt asked each Committee member to each bring in one new sponsor to help raise funds for a successful event. Finally, Chair Dennstedt reminded the Committee of the upcoming Strategic Planning Session, which will take place on Friday, January 9, 2026, at 9:00 a.m. at Western Water, and encouraged attendance as there will be policy discussions.

11. REPORT FROM THE DEPUTY EXECUTIVE DIRECTOR

Deputy Executive Director Chris Gray reported that the Executive Director's report attached to the agenda now includes more detail on attended events. Mr. Gray will be out of the office the week of Christmas and New Years. In his absence, Casey Dailey will be available to tend to any urgent WRCOG

matters.

12. ITEMS FOR FUTURE AGENDAS

There were no items requested for future agendas.

13. GENERAL ANNOUNCEMENTS

Committee member Kevin Bash announced that the City of Norco will be hosting a Pearl Harbor Remembrance event this Sunday at the George Ingalls Veterans Memorial Center at 10:00 a.m. He encouraged the Committee to attend, and remember Pearl Harbor, Korea, and Vietnam.

Committee member Connie Howard-Clark announced that the City of Hemet will be hosting a Christmas parade on Saturday. It will now end where it ended when it first started many generations ago, at Weston Park.

Committee member Lori Stone announced that Mayor Pro-Tem Jessica Alexander challenged the City of Murrieta to a contest to see which City could get the most donations for care packages for deployed military members.

Committee member Jessica Alexander announced that the community really came together; over 35,000 donation items were collected and packaged. This will become a yearly tradition, and next year they will invite the rest of the member agencies to participate.

14. NEXT MEETING

The next Executive Committee meeting is scheduled for Monday, February 2, 2026, at 2:00 p.m., in the County of Riverside Administrative Center, 4080 Lemon Street, 1st Floor, Board Chambers, Riverside.

15. ADJOURNMENT

The meeting was adjourned at 3:28 p.m.



Western Riverside Council of Governments WRCOG Executive Committee

Staff Report

Subject: Proposed Amendment to WRCOG Bylaws Clarifying Deputy Executive Director Authority

Contact: Steven DeBaun, WRCOG General Counsel, Steven.DeBaun@bbklaw.com, (951) 826-8201

Date: January 9, 2026

Recommended Action(s):

1. Adopt Resolution Number 01-26; A Resolution of the Executive Committee of the Western Riverside Council of Governments amending WRCOG's Bylaws.

Summary:

In the absence of the Executive Director, the authority of the Deputy Executive Director is somewhat vague. Approval of this item will clarify authority of the Deputy Executive Director during periods when the Executive Director is unavailable.

Purpose / WRCOG 2022-2027 Strategic Plan Goal:

The purpose of this item is to consider a Bylaws amendment to provide a clear and formal statement regarding the authority of the Deputy Executive Director to act during periods when the Executive Director is unavailable. This item supports WRCOG's 2022-2027 Strategic Plan Goal #4 (Communicate proactively about the role and activities of the Council of Governments).

Discussion:

Background

WRCOG's governing documents contain provisions that relate to delegated authority when the Executive Director is unavailable. Resolution Number 08-18 provides delegated signatory authority to the Deputy Executive Director for certain actions when the Executive Director is unavailable. Additionally, the Deputy Executive Director job description states that the position "serves as the Executive Director in their absence."

WRCOG's Bylaws provide the primary source that sets forth the powers and duties of the Executive Director. Legal counsel recommends that the Bylaws be amended to include an explicit statement addressing who is authorized to act when the Executive Director is unavailable. Such a provision would provide a clear statement to third parties as to the role and authority of the Deputy Executive Director in

cases where the Executive Director is not available. The proposed amendment would align the Bylaws with existing practice by clarifying that the Deputy Executive Director is authorized to act during such periods.

Prior Action(s):

December 10, 2025: The Administration & Finance Committee recommended that the Executive Committee approve an amendment to the WRCOG Bylaws clarifying that the Deputy Executive Director is authorized to act as the Executive Director when the Executive Director is unavailable.

Financial Summary:

The results of this item cause no fiscal impact.

Attachment(s):

[Attachment 1 - Resolution Number 01-26 amending WRCOG's Bylaws regarding Deputy Executive Director authority](#)

[Attachment 2 - Draft amended Bylaws redlined](#)

Attachment

Resolution Number 01-26 amending
WRCOG's Bylaws regarding Deputy
Executive Director authority

RESOLUTION NUMBER 01-26

**A RESOLUTION OF THE EXECUTIVE COMMITTEE OF THE
WESTERN RIVERSIDE COUNCIL OF GOVERNMENTS
AMENDING ITS BYLAWS**

WHEREAS, the Western Riverside Council of Governments (“WRCOG”) is a joint powers authority consisting of the County of Riverside and 18 cities, the Eastern Municipal Water District, the Western Municipal Water District, and the Riverside County Superintendent of Schools, situated in Western Riverside County; and

WHEREAS, pursuant to Section 2.4.2 of the JPA, the WRCOG Executive Committee is authorized to exercise the powers of the JPA between sessions of the General Assembly; and

WHEREAS, Section 2.4.1 of the JPA grants the Executive Committee the authority to amend WRCOG’s Bylaws (“Bylaws”); and

WHEREAS, the Executive Committee desires to amend the Bylaws, attached hereto as Exhibit A, to clarify who is authorized to act when the Executive Director is unavailable.

NOW THEREFORE, BE IT RESOLVED by the Executive Committee of the Western Riverside Council of Governments does hereby amend its Bylaws as follows:

Section 1: Article V, Section 1 of the Bylaws shall be amended to add a new subsection D., to read as follows (new language is underlined):

“D. Absence. In the absence or unavailability of the Executive Director, the Deputy Executive Director shall be authorized to exercise all duties and responsibilities assigned to the Executive Director under these Bylaws and WRCOG policies.”

Section 2: The Resolution shall become effective upon adoption by the WRCOG Executive Committee.

PASSED AND ADOPTED by the Executive Committee of the Western Riverside Council of Governments on January 9, 2026.

Brenda Dennstedt, Chair
WRCOG Executive Committee

Chris Gray, Secretary
WRCOG Executive Committee

Approved as to form:

Steven DeBaun
WRCOG Legal Counsel

AYES: _____ NAYS: _____ ABSENT: _____ ABSTAIN: _____

EXHIBIT A

Updated through January 9, 2026

BY-LAWS FOR THE WESTERN RIVERSIDE COUNCIL OF GOVERNMENTS

ARTICLE I

SECTION 1.

These Bylaws are provided for the organization and administration of the Western Riverside Council of Governments which has been established under a Joint Powers Agreement ("JPA"). These Bylaws supplement the Agreement. Capitalized terms shall have the same meaning as set forth in the JPA. In the event that the Bylaws conflicts with the JPA, the JPA shall control.

ARTICLE II GENERAL ASSEMBLY

SECTION 1. MEETINGS

- A. Annual Meeting. The annual General Assembly shall meet in June. The locations and times of these meetings shall be determined by the Executive Committee.
- B. Special Meetings. Special meetings of the General Assembly may be called by the Chair, or in his or her absence by the Vice-Chair, or in the absence of the Chair and the Vice-Chair, by the Second Vice-Chair, or a majority of the members of the member agencies.

SECTION 2. OFFICERS

- A. Nomination and Election. The General Assembly shall elect, by a majority vote, the Chair, Vice-Chair, and Second Vice-Chair from members of the Executive Committee, provided he or she is first nominated by either the General Assembly or Executive Committee. The election of the Chair, Vice-Chair, and Second Vice-Chair shall be conducted annually by July 1, or as soon thereafter as possible.
- B. Prohibition. The Chair, Vice-Chair, and Second Vice-Chair shall each be representatives from different General Assembly member agencies.
- C. Term. The elected Chair, Vice-Chair, and Second Vice-Chair shall assume office annually on July 1 and each officer shall hold office for one year, or until his or her successor is elected.
- D. Vacancy. Notwithstanding Article II, Section 2.C., if the office of the Chair, Vice-Chair or Second Vice-Chair becomes vacant, the resulting vacancy(s) shall be filled by the Vice-Chair and/or Second Vice-Chair, respectively and a new Second Vice-Chair shall be selected as set forth in Article II, Section 2.A. Notwithstanding the foregoing, the Executive Committee may choose to keep the position vacant until the annual selection of the Officers.
- E. Removal. Notwithstanding Article II, Section 2.D., the Executive Committee may remove the Chair, Vice-Chair or Second Vice-Chair by majority vote. The resulting vacancy shall be filled in accordance with Article II, Section 2.D.

F. Duties of Chair.

1. The Chair shall, if present, preside at all meetings of the General Assembly, Executive Committee, and Administration & Finance Committee and shall exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Executive Committee or as prescribed herein.
2. In any case in which the execution of a document or the performance of an act is directed by action of the Executive Committee, the Chair, unless the act of the Executive Committee otherwise provides, is empowered to execute such document or perform such act.
3. At the beginning of the fiscal year, the Chair shall make appointments to the Administration & Finance Committee.
4. The Chair shall have the power to create and appoint ad hoc committees.
5. The Chair may call special meetings.

G. Duties of the Vice-Chair. The Vice-Chair shall perform the duties of the Chair in his or her absence. When so acting, the Vice-Chair shall have all the powers of, and be subject to all the restrictions upon, the Chair.

H. Duties of Second Vice-Chair. The Second Vice-Chair shall perform the duties of the Chair in the absence of the Chair and the Vice-Chair. When so acting, the Second Vice-Chair shall have all the powers of, and be subject to all the restrictions upon, the Chair.

I. Past-Chair. In the absence of the Chair, Vice-Chair, and Second Vice-Chair, the Chair of the Previous Year (the "Past Chair") shall perform the duties of the Chair for that meeting only. When so acting, the Past Chair shall have all the powers of, and be subject to all the restrictions upon, the Chair.

J. Chair Pro Tempore. In the absence of the Chair, Vice-Chair, Second Vice-Chair and the Past Chair, the Executive Director or designee shall open the meeting and the General Assembly, Executive Committee, or Administration & Finance Committee, as applicable, shall choose one of its voting members to chair the meeting for that day only.

SECTION 3. VOTING

A. In General. Each voting representative of a General Assembly Member Agency shall have one vote as set forth in Section 2.4.1 of the Joint Powers Agreement.

B. Quorum. The General Assembly shall act only upon a majority of those members present at the meeting. A quorum shall be the majority of the total representatives of each General Assembly Member Agency, provided that a voting representative of a majority of the General Assembly Member Agencies are present.

ARTICLE III
EXECUTIVE COMMITTEE

SECTION 1. MEMBERSHIP

A. The Executive Committee will be composed of the Mayor from each of the member cities, four members of the Riverside County Board of Supervisors, and the President of each water district. Any City Council, at its discretion, can appoint a Mayor Pro Tem or other city council member in place of the Mayor. Each water district board, at its discretion, can appoint another board member in place of the President. Those members under this Section 1.A shall be referred to herein as "Regular Members."

B. Each regular member of the Executive Committee shall also have an alternate, who must also be a current member of the legislative body of the member agency such alternate represents. For the Board of Supervisors, the Board of Supervisor's member not serving under Section A above, shall serve as an alternate to the members of the Board of Supervisors. The name of the alternate members shall be on file with the Secretary of the Executive Committee. During the absence of the regular member from a committee meeting, the alternate member from such agency shall assume all rights and duties of the absent regular member. Those members under this Section 1.B shall be referred to herein as "Alternate Members."

SECTION 2. OFFICERS

A. Officers and Duties. The officers of the Executive Committee shall be the Chair, Vice-Chair, and Second Vice-Chair of the General Assembly. The Chair, Vice-Chair, and Second Vice-Chair shall perform the same duties set forth in Article II.

B. Absence. If a jurisdiction misses three consecutive regular meetings, said jurisdiction shall be notified of these by the Executive Director.

SECTION 3. MEETINGS

The Executive Committee shall meet in accordance with the meeting schedule adopted by the Executive Committee, as may be revised from time to time.

SECTION 4. QUORUM

The Executive Committee shall act only upon a majority of those members present at the meeting. A quorum shall consist of a majority of the voting members of the Executive Committee.

SECTION 5. VOTING

Each member city present shall have one vote in the Executive Committee, each County Supervisor present shall have one vote, and each member water district present shall have one vote. Only Regular Members present, or Alternates Members acting when the Regular Member is absent, may vote. As set forth in the JPA, the water districts members do not vote on TUMF matters.

SECTION 6. POWERS AND FUNCTIONS

A. To prepare and recommend to the General Assembly a yearly budget for funds and distribution, and to determine the estimated share of contributions from each member agency.

B. To administer, manage, contract for, and handle the financing of the studies, projects and programs.

- C. To exercise the powers of the Joint Powers Agreement between sessions of the General Assembly.
- D. To select and employ an Executive Director who shall be the Chief Administrative Officer of WRCOG and who shall have administrative supervision over all WRCOG employees. The Executive Committee shall establish personnel rules and regulations.
- E. To appoint standing and ad hoc committees.
- F. To establish and operate a business office for WRCOG.
- G. To provide for additional ex-officio, non-voting members, as deemed appropriate for the effective conduct of the business of the organization.

SECTION 7. POLICY REGARDING CONFIDENTIAL INFORMATION DISCLOSED DURING CLOSED SESSIONS

The Executive Committee recognizes that, from time to time, it is vital that members of the Executive Committee divulge certain privileged information obtained in WRCOG closed sessions to their own governing bodies. Thus, WRCOG adopts the policy set forth in Government Code Section 54956.96 which authorizes the disclosure of closed session information that has direct financial liability. Such information can only be disclosed during closed session meetings of the member agency

A. All information received by the legislative body of the member agency in a closed session related to the information presented to WRCOG in closed session shall be confidential. However, a member of the legislative body of a member agency, or his/her duly appointed alternate under the JPA, may disclose information obtained in a closed session that has direct financial or liability implications for that member agency to the following individuals:

1. Legal counsel of that member agency for purposes of obtaining advice on whether the matter has direct financial or liability implications for that member agency.
2. Other members of the legislative body of the member agency present in a closed session of that member agency, as well as other persons that may be invited to attend the closed session by the member agency's legislative body.

B. The legislative body of the local agency member, upon the advice of its legal counsel, may conduct a closed session in order to receive, discuss, and/or take action concerning information obtained in a closed session of WRCOG pursuant to this Policy.

ARTICLE IV **OTHER COMMITTEES**

SECTION 1. TECHNICAL ADVISORY COMMITTEE

- A. Duties. The Technical Advisory Committee (TAC) shall interface with WRCOG staff, review staff reports, consider staff recommendations, provide recommendations to the Executive Committee, and perform such other duties as may be delegated to it.
- B. Meetings. The TAC may meet once a month or as it is deemed necessary.

- C. Membership. The TAC is comprised of an executive from the County of Riverside, the City Manager from each of WRCOG's member cities, the General Manager from each of WRCOG's member water districts, and the Executive Director from the March Joint Powers Authority. A City Manager, Water District General Manager, and Executive Director from the March JPA may appoint an alternate who is a department head of the agency.
- D. Quorum. The TAC shall act only upon a majority of those members present at the meeting. A quorum shall consist of a majority of the members of the TAC. Each representative shall have one vote, except that members of the water districts shall not vote on TUMF matters.

SECTION 2. ADMINISTRATION & FINANCE COMMITTEE

- A. Duties. The Administration & Finance Committee shall provide budget and finance overview for WRCOG, review staff recommendations on WRCOG programs prior to consideration by the Executive Committee, and provide advice on other matters to the Executive Committee as needed. The Administration & Finance Committee shall have the authority (i) to increase the WRCOG budget in any category up to fifteen percent (15%); and (ii) to authorize contracts up to \$200,000 when the contract requires execution prior to the next regularly scheduled Executive Committee meeting.
- B. Meetings. The Administration & Finance Committee may meet once a month or as it is deemed necessary.
- C. Membership. The Administration & Finance Committee shall be composed of the Executive Committee Chair, the Executive Committee Vice-Chair, the Executive Committee Second Vice-Chair, the Past Executive Committee Chair, and seven other members of the Executive Committee selected by the Executive Committee Chair. When selecting members of the Administration & Finance Committee, the Executive Committee Chair is encouraged to consider geographic balance. At least two members of the Board of Supervisors shall be members of the Administration & Finance Committee. At least one member shall be a water district representative.
- D. Quorum and Voting. The Administration & Finance Committee shall act only upon a majority of a quorum. A quorum shall consist of a majority of the members of the Committee. Each member present shall have one vote, except that members representing the water districts shall not vote on TUMF matters.
- E. Term and Removal. Appointments to the Administration & Finance Committee shall be for a one-year term ending on June 30 of the fiscal year (July to June) in which the appointments are made or until new members are appointed. The process set forth below applies should the Chair wish to remove a Board member appointed ("Appointee") during the one-year term of the appointment. The process does not apply to the Chair's decision not to reappoint an Appointee at the end of the Appointee's one-year term.
 - 1. The Chair shall provide Appointee with written notice of the Chair's decision to remove the Appointee from the appointment.
 - 2. The notice shall be provided to Appointee through WRCOG's Executive Director and shall include a brief statement of why removal is sought, which reason may

include, without limitation, three or more consecutive absences of regular committee meetings. The notice shall be delivered to the email address, if any, provided by Appointee as well as by first class mail to the Clerk of the City / County appointing Appointee to the WRCOG Executive Committee and Appointee's mailing address.

3. The removal shall be effective on the 15th day after WRCOG's Executive Director sends notice to Appointee unless Appointee provides notice to the WRCOG Executive Director, prior to the expiration of such 15-day period, of his or her desire to contest the removal.
4. In the event that the removal is contested, the removal shall be stayed and the Executive Director shall schedule an Administration & Finance Committee meeting at which both the Chair and Appointee may present their arguments for and against removal. Based thereon, the Administration & Finance Committee shall either uphold or reject the removal. The decision of the Administration & Finance Committee shall be final.
5. If the removal is not contested or is approved by the Administration & Finance Committee, the Chair may appoint another Executive Committee Regular Member to fill the remainder of the Appointee's term. The appointment of the new member shall comply with the membership requirements set forth in Section C, above. The term of the newly appointed member shall expire on June 30 of the fiscal year in which the appointment is made.

This section 2.E shall only apply to appointments made by the Chair to the seven open seats on the Administration & Finance Committee and not to the four ex- officio members of the Committee.

ARTICLE V

EXECUTIVE DIRECTOR AND GENERAL COUNSEL

SECTION 1. EXECUTIVE DIRECTOR

- A. **Duties.** The Executive Director shall be responsible for the overall management of WRCOG and has the necessary and full authority to effect this responsibility subject to the Executive Committee's oversight, any policies and directives issued by the Committee, and as called upon pursuant to the WRCOG JPA Agreement. The Executive Director shall be a full-time officer. The appointment and employment of the Executive Director shall be overseen by the Administration & Finance Committee and confirmed by the Executive Committee as set forth in Section B below. In addition to those set forth in the Joint Powers Agreement, the powers and duties of the Executive Director, subject to oversight by the Executive Committee, are:
 1. To administer the personnel system, including contract employees of WRCOG.
 2. To administer all WRCOG contracts, except as set forth in Article V.2.B (General Counsel).
 3. To cause to be prepared by a Certified Public Accountant and to submit to the Executive Committee as soon as practical after the end of each fiscal year a post-audit of the financial transactions and records of WRCOG for the preceding year.

4. To keep the Executive Committee advised as to the needs of WRCOG.
5. To have full charge of the administration of the business affairs of WRCOG., including the review and rejection of claims.
6. To see that all ordinances, rules and regulations, motions, or resolutions are enforced.
7. To accept, on behalf of WRCOG, easements and other property rights and interests.
8. To be responsible for the purchase of all supplies and equipment of WRCOG.
9. To provide for the clerical services required by WRCOG including keeping a book of minutes of all meetings of WRCOG, giving notice of all meetings as may be required by law or action of WRCOG, and perform such other duties as may be prescribed by motion, ordinance, or resolution of WRCOG.
10. To take any or all of the following actions in relation to employees of WRCOG:
 - a) To hire employees at the appropriate salary range as determined by the Executive Committee.
 - b) To promote, transfer, suspend with or without pay, or discharge any employee in accordance with applicable rules and policies
11. To make disbursements of WRCOG funds consistent with the annual budget, as may be amended by the Executive Committee from time to-time. The Executive Director shall have such other duties, powers and responsibilities as may from time to time be assigned by the Executive Committee or General Assembly.
12. To accept grants on behalf of WRCOG.
13. Annually to prepare and present a proposed budget to the Executive Committee and General Assembly.
14. To serve as Secretary of the General Assembly and of the Executive Committee.
15. To attend meetings of the General Assembly, Executive Committee, Administration & Finance Committee, and other standing and ad hoc committees.
16. To perform such other and additional duties as the Executive Committee may require.

B. Selection, Oversight and Termination.

1. Selection.
 - a) Upon a vacancy or expected vacancy of the position of the Executive Director, the Administration & Finance Committee shall be responsible for directing the

recruitment of Executive Director candidates, subject to the direction and oversight of the Executive Committee.

- b) Following recruitment, the Administration & Finance Committee may appoint an ad hoc committee to interview potential candidates with a goal of presenting two or three candidates to the Administration & Finance Committee for consideration.
 - c) The Administration & Finance Committee shall then interview potential candidates recommended by the ad hoc committee with a goal of recommending one or two candidates to the Executive Committee for consideration as set forth in Step 4, below.
 - d) If the Administration & Finance Committee decides not to appoint an ad hoc committee, Step 2 shall be skipped and the process shall proceed directly to Step 5, below.
 - e) If the Administration & Finance Committee decides not to appoint an ad hoc committee provided for in Step 2, below, the Administration & Finance Committee shall interview potential candidates with a goal of recommending one or two candidates to the Executive Committee for consideration.
 - f) The Executive Committee shall then make the final selection and oversee the negotiation of an employment contract.
 - g) The Executive Committee may approve deviations from the process set forth above.
2. Oversight. Under the direction of the Executive Committee, the Administration & Finance Committee shall be primarily responsible for the oversight of the Executive Director. A performance review shall be performed annually or more frequently by the Administration & Finance Committee and then by the Executive Committee. Any changes in employment terms, including changes in compensation or benefits, shall be approved by the Executive Committee.
3. Termination. The Executive Director may be terminated pursuant to the terms of the Executive Director's employment contract by the Executive Committee on its own motion or upon recommendation of the Administration & Finance Committee.
- C. Contracting. The Executive Director is authorized to contract and execute on behalf of WRCOG, contracts, including contracts for supplies, equipment and materials, and consultants, not to exceed \$100,000, provided the contract relates to purposes previously approved and budgeted by the General Assembly or Executive Committee.
- D. Absence. In the absence or unavailability of the Executive Director, the Deputy Executive Director shall be authorized to exercise all duties and responsibilities assigned to the Executive Director under these Bylaws and WRCOG policies.

SECTION 2. GENERAL COUNSEL

- A. Duties of General Counsel. The General Counsel shall be a person admitted to practice

law by the Supreme Court of California or a firm comprised of same, and shall have been actively engaged in the practice of law for not less than 10 years preceding appointment. The General Counsel shall represent and advise the General Assembly, Executive Committee, Administration & Finance Committee and the Executive Director on legal matters actions, or proceedings in which WRCOG is concerned, or interested, or is a party.

- B. The General Counsel shall be selected and overseen by the Executive Committee. The power to terminate the General Counsel shall rest exclusively with the Executive Committee.

ARTICLE VI

DEFINITION OF WESTERN RIVERSIDE AREA

The boundaries of WRCOG shall be defined according to the legal description attached hereto as Exhibit "A."

ARTICLE VII

AMENDMENTS

These Bylaws and any amendments thereto may be amended by the General Assembly, by majority vote. Proposed amendments shall be submitted, in writing, to members of the General Assembly along with the agenda for such meeting.

ARTICLE VIII

REVIEW OF BYLAWS

It is the intent of the Executive Committee and General Assembly that these Bylaws shall be reviewed by the Administration & Finance Committee at least every 4 years, or sooner if determined necessary. Following review, the Bylaws, along with any recommended updates, shall be presented to the Executive Committee. If changes are approved by the Executive Committee, the changes shall be effective immediately, provided that any changes shall be presented to the General Assembly as soon thereafter as practical for confirmation.

Attachment

Draft amended Bylaws redlined

**BY-LAWS
FOR THE
WESTERN RIVERSIDE COUNCIL OF GOVERNMENTS**

ARTICLE I

SECTION 1.

These Bylaws are provided for the organization and administration of the Western Riverside Council of Governments which has been established under a Joint Powers Agreement ("JPA"). These Bylaws supplement the Agreement. Capitalized terms shall have the same meaning as set forth in the JPA. In the event that the Bylaws ~~conflicts with the JPA~~, the JPA shall control.

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**ARTICLE II
GENERAL ASSEMBLY**

SECTION 1. MEETINGS

- A. Annual Meeting. The annual General Assembly shall meet in June. The locations and times of these meetings shall be determined by the Executive Committee.
- B. Special Meetings. Special meetings of the General Assembly may be called by the Chair, or in his or her absence by the Vice-Chair, or in the absence of the Chair and the Vice-Chair, by the Second Vice-Chair, or a majority of the members of the member agencies.

SECTION 2. OFFICERS

- A. Nomination and Election. The General Assembly shall elect, by a majority vote, the Chair, Vice-Chair, and Second Vice-Chair from members of the Executive Committee, provided he or she is first nominated by either the General Assembly or Executive Committee. The election of the Chair, Vice-Chair, and Second Vice-Chair shall be conducted annually by July 1, or as soon thereafter as possible.
- B. Prohibition. The Chair, Vice-Chair, and Second Vice-Chair shall each be representatives from different General Assembly member agencies.
- C. Term. The elected Chair, Vice-Chair, and Second Vice-Chair shall assume office annually on July 1 and each officer shall hold office for one year, or until his or her successor is elected.
- D. Vacancy. Notwithstanding Article II, Section 2.C., if the office of the Chair, Vice-Chair or Second Vice-Chair becomes vacant, the resulting vacancy(s) shall be filled by the Vice-Chair and/or Second Vice-Chair, respectively and a new Second Vice-Chair shall be selected as set forth in Article II, Section 2.A. Notwithstanding the ~~foregoing~~, the Executive Committee may choose to keep the position vacant until the annual selection of the Officers.
- E. Removal. Notwithstanding Article II, Section 2.D., the Executive Committee may remove the Chair, Vice-Chair or Second Vice-Chair by majority vote. The resulting vacancy shall be filled in accordance with Article II, Section 2.D.

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F. Duties of Chair.

1. The Chair shall, if present, preside at all meetings of the General Assembly, Executive Committee, ~~and~~ Administration & Finance Committee and shall exercise and perform such other powers and duties as may be from time to time assigned ~~to~~ him or her by the Executive Committee or as prescribed herein.
2. In any case in which the execution of a document or the performance of an act is directed by action of the Executive Committee, the Chair, unless the act of the Executive Committee otherwise provides, is empowered to execute such document or perform such act.
3. At the beginning of the fiscal year, the Chair shall make appointments to the Administration & Finance Committee.
4. The Chair shall have the power to create and appoint ad hoc committees.
5. The Chair may call special meetings.

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G. Duties of the Vice-Chair. The Vice-Chair shall perform the duties of the Chair in his or her absence. When so acting, the Vice-Chair shall have all the powers of, and be subject to all the restrictions upon, the Chair.

H. Duties of Second Vice-Chair. The Second Vice-Chair shall perform the duties of the Chair in the absence of the Chair and the Vice-Chair. When so acting, the Second Vice-Chair shall have all the powers of, and be subject to all the restrictions upon, the Chair.

I. Past-Chair. In the absence of the Chair, Vice-Chair, and Second Vice-Chair, the Chair of the Previous Year (the "Past Chair") shall perform the duties of the Chair for that meeting only. When so acting, ~~the~~ Past Chair shall have all the powers of, and be subject to all the restrictions upon, the Chair.

J. Chair Pro Tempore. In the absence of the Chair, Vice-Chair, Second Vice-Chair and the Past Chair, the Executive Director or designee shall open the meeting and the General Assembly, Executive Committee, ~~or~~ Administration & Finance Committee, as applicable, shall choose one of its voting members to chair the meeting for that day only.

SECTION 3. VOTING

A. In General. Each voting representative of a General Assembly Member Agency shall have one vote as set forth in Section 2.4.1 of the Joint Powers Agreement.

B. Quorum. The General Assembly shall act only upon a majority of those members present at the meeting. A quorum shall be the majority of the total representatives of each General Assembly Member Agency, provided that a voting representative of a majority of the General Assembly Member Agencies are present.

ARTICLE III
EXECUTIVE COMMITTEE

SECTION 1. MEMBERSHIP

A. The Executive Committee will be composed of the Mayor from each of the member cities, four members of the Riverside County Board of Supervisors, and the President of each water district. Any City Council, at its discretion, can appoint a Mayor Pro Tem or other city council member in place of the Mayor. Each water district board, at its discretion, can appoint another board member in place of the President. Those members under this Section 1.A shall be referred to herein as "Regular Members."

B. Each regular member of the Executive Committee shall also have an alternate, who must also be a current member of the legislative body of the member agency such alternate represents. For the Board of Supervisors, the Board of Supervisor's member not serving under Section A above, shall serve as an alternate to the members of the Board of Supervisors. The name of the alternate members shall be on file with the Secretary of the Executive Committee. During the absence of the regular member from a committee meeting, the alternate member from such agency shall assume all rights and duties of the absent regular member. Those members under this Section 1.B shall be referred to herein as "Alternate Members."

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SECTION 2. OFFICERS

A. Officers and Duties. The officers of the Executive Committee shall be the Chair, Vice-Chair, and Second Vice-Chair of the General Assembly. The Chair, Vice-Chair, and Second Vice-Chair shall perform the same duties set forth in Article II.

B. Absence. If a jurisdiction misses three consecutive regular meetings, said jurisdiction shall be notified of these by the Executive Director.

SECTION 3. MEETINGS

The Executive Committee shall meet in accordance with the meeting schedule adopted by the Executive Committee, as may be revised from time to time.

SECTION 4. QUORUM

The Executive Committee shall act only upon a majority of those members present at the meeting. A quorum shall consist of a majority of the voting members of the Executive Committee.

SECTION 5. VOTING

Each member city present shall have one vote in the Executive Committee, each County Supervisor present shall have one vote, and each member water district present shall have one vote. Only Regular Members present, or Alternates Members acting when the Regular Member is absent, may vote. As set forth in the JPA, the water districts members do not vote on TUMF matters.

SECTION 6. POWERS AND FUNCTIONS

A. To prepare and recommend to the General Assembly a yearly budget for funds and distribution, and to determine the estimated share of contributions from each member agency.

B. To administer, manage, contract for, and handle the financing of the studies, projects and programs.

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C. To exercise the powers of the Joint Powers Agreement between sessions of the General Assembly.

D. To select and employ an Executive Director who shall be the Chief Administrative Officer of WRCOG and who shall have administrative supervision over all WRCOG employees. The Executive Committee shall establish personnel rules and regulations.

E. To appoint standing and ad hoc committees.

F. To establish and operate a business office for WRCOG.

G. To provide for additional ex-officio, non-voting members, as deemed appropriate for the effective conduct of the business of the organization.

SECTION 7. POLICY REGARDING CONFIDENTIAL INFORMATION DISCLOSED DURING CLOSED SESSIONS

The Executive Committee recognizes that, from time to time, it is vital that members of the Executive Committee divulge certain privileged information obtained in WRCOG closed sessions to their own governing bodies. Thus, WRCOG adopts the policy set forth in Government Code Section 54956.96 which authorizes the disclosure of closed session information that has direct financial liability. Such information can only be disclosed during closed session meetings of the member agency

A. All information received by the legislative body of the member agency in a closed session related to the information presented to WRCOG in closed session shall be confidential. However, a member of the legislative body of a member agency, or his/her duly appointed alternate under the JPA, may disclose information obtained in a closed session that has direct financial or liability implications for that member agency to the following individuals:

1. Legal counsel of that member agency for purposes of obtaining advice on whether the matter has direct financial or liability implications for that member agency.
2. Other members of the legislative body of the member agency present in a closed session of that member agency, as well as other persons that may be invited to attend the closed session by the member agency's legislative body.

B. The legislative body of the local agency member, upon the advice of its legal counsel, may conduct a closed session in order to receive, discuss, and/or take action concerning information obtained in a closed session of WRCOG pursuant to this Policy.

ARTICLE IV **OTHER COMMITTEES**

SECTION 1. TECHNICAL ADVISORY COMMITTEE

A. Duties. The Technical Advisory Committee (TAC) shall interface with WRCOG staff, review staff reports, consider staff recommendations, provide recommendations to the Executive Committee, and perform such other duties as may be delegated to it.

B. Meetings. The TAC may meet once a month or as it is deemed necessary.

- C. Membership. The TAC is comprised of an executive from the County of Riverside, the City Manager from each of WRCOG's member cities, the General Manager from each of WRCOG's member water districts, and the Executive Director from the March Joint Powers Authority. A City Manager, Water District General Manager, and Executive Director from the March JPA may appoint an alternate who is a department head of the agency.
- D. Quorum. The TAC shall act only upon a majority of those members present at the meeting. A quorum shall consist of a majority of the members of the TAC. Each representative shall have one vote, except that members of the water districts shall not vote on TUMF matters.

SECTION 2. ADMINISTRATION & FINANCE COMMITTEE

- A. Duties. The Administration & Finance Committee shall provide budget and finance overview for WRCOG, review staff recommendations on WRCOG programs prior to consideration by the Executive Committee, and provide advice on other matters to the Executive Committee as needed. The Administration & Finance Committee shall have the authority (i) to increase the WRCOG budget in any category up to fifteen percent (15%); and (ii) to authorize contracts up to \$200,000 when the contract requires execution prior to the next regularly scheduled Executive Committee meeting.
- B. Meetings. The Administration & Finance Committee may meet once a month or as it is deemed necessary.
- C. Membership. The Administration & Finance Committee shall be composed of the Executive Committee Chair, the Executive Committee Vice-Chair, the Executive Committee Second Vice-Chair, the Past Executive Committee Chair, and seven other members of the Executive Committee selected by the Executive Committee Chair. When selecting members of the Administration & Finance Committee, the Executive Committee Chair is encouraged to consider geographic balance. At least two members of the Board of Supervisors shall be members of the Administration & Finance Committee. At least one member shall be a water district representative.
- D. Quorum and Voting. The Administration & Finance Committee shall act only upon a majority of a quorum. A quorum shall consist of a majority of the members of the Committee. Each member present shall have one vote, except that members representing the water districts shall not vote on TUMF matters.
- E. Term and Removal. Appointments to the Administration & Finance Committee shall be for a one-year term ending on June 30 of the fiscal year (July to June) in which the appointments are made or until new members are appointed. The process set forth below applies should the Chair wish to remove a Board member appointed ("Appointee") during the one-year term of the appointment. The process does not apply to the Chair's decision not to reappoint an Appointee at the end of the Appointee's one-year term.
 - 1. The Chair shall provide Appointee with written notice of the Chair's decision to remove the Appointee from the appointment.
 - 2. The notice shall be provided to Appointee through WRCOG's Executive Director and shall include a brief statement of why removal is sought, which reason may

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include, without limitation, three or more consecutive absences of regular committee meetings. The notice shall be delivered to the email address, if any, provided by Appointee as well as by first class mail to the Clerk of the City / County appointing Appointee to the WRCOG Executive Committee and Appointee's mailing address.

3. The removal shall be effective on the 15th day after WRCOG's Executive Director sends notice to Appointee unless Appointee provides notice to the WRCOG Executive Director, prior to the expiration of such 15-day period, of his or her desire to contest the removal.
4. In the event that the removal is contested, the removal shall be stayed and the Executive Director shall schedule an Administration & Finance Committee meeting at which both the Chair and Appointee may present their arguments for and against removal. Based thereon, the Administration & Finance Committee shall either uphold or reject the removal. The decision of the Administration & Finance Committee shall be final.
5. If the removal is not contested or is approved by the Administration & Finance Committee, the Chair may appoint another Executive Committee Regular Member to fill the remainder of the Appointee's term. The appointment of the new member shall comply with the membership requirements set forth in Section C, above. The term of the newly appointed member shall expire on June 30 of the fiscal year in which the appointment is made.

This section 2.E shall only apply to appointments made by the Chair to the seven open seats on the Administration & Finance Committee and not to the four ex- officio members of the Committee.

ARTICLE V

EXECUTIVE DIRECTOR AND GENERAL COUNSEL

SECTION 1. EXECUTIVE DIRECTOR

- A. Duties. The Executive Director shall be responsible for the overall management of WRCOG and has the necessary and full authority to effect this responsibility subject to the Executive Committee's oversight, any policies and directives issued by the Committee, and as called upon pursuant to the WRCOG JPA Agreement. The Executive Director shall be a full-time officer. The appointment and employment of the Executive Director shall be overseen by the Administration & Finance Committee and confirmed by the Executive Committee as set forth in Section B below. In addition to those set forth in the Joint Powers Agreement, the powers and duties of the Executive Director, subject to oversight by the Executive Committee, are:
1. To administer the personnel system, including contract employees of WRCOG.
 2. To administer all WRCOG contracts, except as set forth in Article V.2.B (General Counsel).
 3. To cause to be prepared by a Certified Public Accountant and to submit to the Executive Committee as soon as practical after the end of each fiscal year a post-audit of the financial transactions and records of WRCOG for the preceding year.

4. To keep the Executive Committee advised as to the needs of WRCOG.
5. To have full charge of the administration of the business affairs of WRCOG., including the review and rejection of claims.
6. To see that all ordinances, rules and regulations, motions, or resolutions are enforced.
7. To accept, on behalf of WRCOG, easements and other property rights and interests.
8. To be responsible for the purchase of all supplies and equipment of WRCOG.
9. To provide for the clerical services required by WRCOG including keeping a book of minutes of all meetings of WRCOG, giving notice of all meetings as may be required by law or action of WRCOG, and perform such other duties as may be prescribed by motion, ordinance, or resolution of WRCOG.
10. To take any or all of the following actions in relation to employees of WRCOG:
 - a) To hire employees at the appropriate salary range as determined by the Executive Committee.
 - b) To promote, transfer, suspend with or without pay, or discharge any employee in accordance with applicable rules and policies
11. To make disbursements of WRCOG funds consistent with the annual budget, as may be amended by the Executive Committee from time to-time. The Executive Director shall have such other duties, powers and responsibilities as may from time to time be assigned by the Executive Committee or General Assembly.
12. To accept grants on behalf of WRCOG.
13. Annually to prepare and present a proposed budget to the Executive Committee and General Assembly.
14. To serve as Secretary of the General Assembly and of the Executive Committee.
15. To attend meetings of the General Assembly, Executive Committee, Administration & Finance Committee, and other standing and ad hoc committees.
16. To perform such other and additional duties as the Executive Committee may require.

B. Selection, Oversight and Termination.

1. Selection.
 - a) Upon a vacancy or expected vacancy of the position of the Executive Director, the Administration & Finance Committee shall be responsible for directing the

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recruitment of Executive Director candidates, subject to the direction and oversight of the Executive Committee.

- b) Following recruitment, the Administration & Finance Committee may appoint an ad hoc to interview potential candidates with a goal of presenting two or three candidates to the Administration & Finance Committee for consideration.
- c) The Administrative & Finance Committee shall then interview potential candidates recommended by the ad hoc committee with a goal of recommending one or two candidates to the Executive Committee for consideration as set forth in Step 4, below.
- d) If the Administration & Finance Committee decides not to appoint an ad hoc committee, Step 2 shall be skipped and the process shall proceed directly to Step 5, below.
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2. Oversight. Under the direction of the Executive Committee, the Administration & Finance Committee shall be primarily responsible for the oversight of the Executive Director. A performance review shall be performed annually or more frequently by the Administration & Finance Committee and then by the Executive Committee. Any changes in employment terms, included changes in compensation or benefits, shall be approved by the Executive Committee.

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3. Termination. The Executive Director may be terminated pursuant to the terms of the Executive Director's employment contract by the Executive Committee on its own motion or upon recommendation of the Administration & Finance Committee.

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C. Contracting. The Executive Director is authorized to contract and execute on behalf of WRCOG, contracts, including contracts for supplies, equipment and materials, and consultants, not to exceed \$100,000, provided the contract relates to purposes previously approved and budgeted by the General Assembly or Executive Committee.

D. Absence. In the absence or unavailability of the Executive Directory, the Deputy Executive Director shall be authorized to exercise all duties and responsibilities assigned to the Executive Director under these Bylaws and WRCOG policies.

SECTION 2. GENERAL COUNSEL

A. Duties of General Counsel. The General Counsel shall be a person admitted to practice

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law by the Supreme Court of California or a firm comprised of same, and shall have been actively engaged in the practice of law for not less than 10 years preceding appointment. The General Counsel shall represent and advise the General Assembly, Executive Committee, Administration & Finance Committee and the Executive Director on legal matters actions, or proceedings in which WRCOG is concerned, or interested, or is a party.

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ARTICLE VII **AMENDMENTS**

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ARTICLE VIII **REVIEW OF BYLAWS**

It is the intent of the Executive Committee and General Assembly that these Bylaws shall be reviewed by the Administration & Finance Committee at least every 4 years, or sooner if determined necessary. Following review, the Bylaws, along with any recommended updates, shall be presented to the Executive Committee. If changes are approved by the Executive Committee, the changes shall be effective immediately, provided that any changes shall be presented to the General Assembly as soon thereafter as practical for confirmation.