

**BYLAWS OF THE
AZ WATER ASSOCIATION**

ARTICLE I - NAME

- 1.1 The name of the corporation is the AZ Water Association, hereinafter designated the "Association", and abbreviated as "AZ Water".

ARTICLE II - OBJECTIVES

- 2.1 The objectives of the Association shall be:
- (a) To benefit our state through the protection and enhancement of Arizona's water and environmental resources by advancing and providing leadership in the water environment profession.
 - (b) To improve the professional status of all personnel engaged in any aspect of protecting and improving the water environment.
 - (c) To actively support the Arizona Section of the American Water Works Association, LLC.
 - (d) To actively support the Arizona Water Environment Association, LLC.

ARTICLE III - MEMBERSHIP

- 3.1 Any professional dedicated to Arizona's water and who is interested in helping to achieve any of the Association's objectives may be considered a candidate for membership.
- 3.2 Membership classifications within the Association shall be an Active Member, Life Member, Student Member, or other classifications of membership as established by the Association.
- 3.3 Active Members
- 3.3.1 An Active Member shall be any person professionally engaged or interested in the advancement of knowledge relating to the objectives of the Association.
- 3.3.2 An Active Member shall be an eligible voting member of the Association, entitled to the rights and privileges granted by the Association, including the right to hold office and serve on committees.
- 3.4 Life Members
- 3.4.1 A Life Member is a person who has been a member in good standing in the Association for twenty-five (25) years or more and who has participated in Association activities.
- 3.4.2 Life Members shall have all the rights and privileges of an Active Member and shall pay no Association membership dues.
- 3.4.3 Members elected for Life Membership shall receive appropriate recognition at the Annual Conference.
- 3.5 Student Member
- 3.5.1 A Student Member shall be a college or university student who spends at least one-half time on academic course work or equivalent.
- 3.5.2 Student Members may not retain this class of membership beyond the first anniversary date following termination of qualification as a Student Member.
- 3.5.3 Student Members shall have all the rights and privileges of an Active Member except for holding office.

ARTICLE IV - HEADQUARTERS & OPERATIONS

- 4.1 The headquarters of the Association shall be designated by the Association's Board of Directors.
- 4.2 All matters pertaining to the operation of the Association shall be in accordance with the Articles of Incorporation, these Bylaws, and Policies and Procedures.

ARTICLE V - ELIGIBILITY TO VOTE

- 5.1 All members of the Association in good standing are eligible to vote.

ARTICLE VI - FINANCE

6.1 Membership Dues

- 6.1.1 Membership dues shall be determined by the Board of Directors for each category of membership.
- 6.1.2 Membership dues are payable for a twelve-month period.
- 6.1.3 Annual membership dues shall be billed directly to the members by the Association. Dues shall be payable within one month after a member's anniversary date.

6.2 Arrears

- 6.2.1 Members whose dues have not been paid within one month after the anniversary date will be given notice of such default by the Association. If the dues remain unpaid fifteen days after such notice, the members in default may be removed from the roll of the Association.

6.3 Financial Controls

- 6.3.1 All Association finances shall be managed in accordance with these Bylaws and the Policies and Procedures of the Association.
- 6.3.2 The Association shall conduct, on an annual basis, an independent audit of all Association finances. The audit shall be conducted by a qualified financial advisor who is neither an employee of the Association nor member of the Board of Directors.

ARTICLE VII - GOVERNANCE

7.1 Authority and Purpose of the Board of Directors

- 7.1.1 The Board of Directors has the authority to govern the operation of the Association and to be consistent with the Articles of Incorporation, Bylaws, and Policies and Procedures of the Association.

7.2 Structure of the Board of Directors

- 7.2.1 The Association shall have a governing board, consisting of a President, President Elect, Vice President, Secretary, Treasurer, Immediate Past President, American Water Works Association (AWWA) Director, Water Environment Federation (WEF) Delegate, and other such Directors as deemed necessary for the proper functioning of the Association.
- 7.2.2 The officers of the governing board shall be the President, President Elect, Vice President, Secretary, Treasurer, Immediate Past President, AWWA Director, and WEF Delegate.

7.3 Eligibility to Serve on the Board of Directors

- 7.3.1 Any member of the Association in good standing who resides in Arizona shall be eligible to hold an elective office in the Association.
- 7.3.2 Board Members must also be a member in good standing of the AWWA and WEF.
- 7.3.3 Two or more offices may not be held by the same individual.

7.4 Nominations for Members of the Board of Directors

- 7.4.1 The Association shall conduct an appropriate nomination and election process for the following members of the Board of Directors: President, President Elect, Vice President, Secretary, Treasurer, AWWA Director, WEF Delegate, and Directors.
- 7.4.2 A Nominating Committee shall be appointed by the President for all elected positions other than AWWA Director and WEF Delegate. The Nominating Committee shall consist of a minimum of five (5) members in accordance with the Association's Policies and Procedures.
- 7.4.3 The Nominating Committee shall ask for nominations to be submitted to the Committee as least 60 days prior to the actual election, by announcement. The Nominating Committee shall review all nominations to determine eligibility and willingness to serve. All eligible names will be forwarded to the President for review and action by the Board of Directors. The Nominating Committee shall submit a minimum of one (1) name for each vacant office for the ensuing Association year. Notice shall be sent to all voting members at least 30 days prior to voting at the annual business meeting.

7.5 Election of Members of the Board of Directors

- 7.5.1 All members of the Association in good standing are eligible to vote in an election for members of the Board of Directors.
- 7.5.2 Members of the Board of Directors shall be elected at the annual business meeting by a two-thirds (2/3) vote of the eligible voting members present.
- 7.6 Terms of Office for Board of Directors
- 7.6.1 The AWWA Director and WEF Delegate shall be elected for a term of three years or as otherwise required by the Bylaws of AWWA and WEF. The term shall commence with their respective terms of office on the Board of AWWA and the House of Delegates of WEF.
- 7.6.2 The term of the President, President Elect, Vice President, and Directors shall be one (1) year, with the understanding that a three (3) year commitment is involved, and each year's term is subject to re-election. Terms of office shall commence on the first day of the month following the month in which the Association's Annual Conference is held.
- 7.6.3 The term of Secretary and Treasurer shall be three (3) years. Terms of office shall commence on the first day of the month following the month in which the Association's Annual Conference is held.
- 7.6.4 The term of Immediate Past President shall be for one (1) year. Term of office shall commence on the first day of the month following the month in which the Association's Annual Conference is held.
- 7.7 Vacancies on the Board of Directors
- 7.7.1 In case of a vacancy in the office of the AWWA Director and WEF Delegate, a successor to serve for the remainder of the term shall be selected by the Association Board of Directors. The Association shall notify the AWWA and WEF of such selection.
- 7.7.2 In case of a vacancy in the office of the President, President Elect, Vice President, Secretary, Treasurer, Immediate Past President, and Directors, the Board of Directors shall appoint a suitable replacement to complete the term of the vacant position.
- 7.8 Duties of the Board of Directors
- 7.8.1 **President**
- 7.8.1.1 General Supervision of the affairs of the Association.
- 7.8.1.2 Preside at all conferences and meetings of the Association and at meetings of the Board of Directors.
- 7.8.1.3 Be an ex-officio member of all committees other than the nominating committee.
- 7.8.1.4 Perform such other duties as may be assigned by the Board of Directors.
- 7.8.2 **President Elect and Vice President**
- 7.8.2.1 Assist the President in the performance of prescribed duties.
- 7.8.2.2 Preside at conferences and meetings of the association and at meetings of the Board of Directors in the absence of the President
- 7.8.2.3 Be an ex-officio member of all committees other than the nominating committee.
- 7.8.2.4 Perform such other duties as may be assigned by the Board of Directors.
- 7.8.3 **Secretary**
- 7.8.3.1 Prepare the agenda for, and attend all meetings of the Board of Directors, and record and distribute the proceedings of such meetings to the Board Members.
- 7.8.3.2 Maintain records of the Association, including a list of members of the Association.
- 7.8.3.3 Perform such other duties as may be assigned by the Board of Directors.
- 7.8.4 **Treasurer**

- 7.8.4.1 Serve as financial officer of the Association.
- 7.8.4.2 Take charge of the funds of the Association and custody of its investments, if any, and see that all funds due the Association are collected carefully and deposited promptly in depositories approved by the Board of Directors.
- 7.8.4.3 Pay all bills as appropriate, account for all expenditures, and maintain recording of all assets and liabilities.
- 7.8.4.4 Make a report for the fiscal year showing all receipts, expenditures, and other assets and liabilities for review of the Board of Directors, and submit a summary report thereof at the annual business meeting.
- 7.8.4.5 Prepare the annual budget, with the help of the Finance and Budget Committee.
- 7.8.4.6 Prepare and submit all required state and federal income tax documents.
- 7.8.4.7 Perform such other duties as may be assigned by the Board of Directors.
- 7.8.5 **AWWA Director**
- 7.8.5.1 AWWA Director shall represent the Association on the AWWA Board of Directors and shall act to work with the President and other members of the Board of Directors to coordinate and unify the actions of both the Association and AWWA.
- 7.8.6 **WEF Delegate**
- 7.8.6.1 WEF Delegate shall represent the Association on the WEF House of Delegates and shall act to work with the President and other members of the Board of Directors to coordinate and unify the actions of both the Association and WEF.
- 7.8.7 **Directors**
- 7.8.7.1 Shall serve on the Board of Directors.
- 7.8.7.2 Shall serve on committees responsible for organizational development and auditing, and other committees as assigned by the President or the President's designee(s).
- 7.8.7.3 Perform such other duties as may be assigned by the Board of Directors.
- 7.9 **Removal and Resignation**
- 7.9.1 At a properly called regular or special meeting, any officer, director, committee chair, member, or other agent of the Association may be removed by a 3/4 vote of the Board of Directors whenever in the judgment of the Board, the best interests of the Association will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person(s) so removed.
- 7.9.2 Any director, committee chair, or other agent of the Association may resign at any time by giving written notice to the President of the Board of Directors. Acceptance of such resignation shall not be necessary to make it effective unless the notice so provides.

ARTICLE VIII - COMMITTEES

- 8.1 The Board of Directors may establish standing committees to conduct Association programs and business.
- 8.2 The Board of Directors has the authority to dissolve standing committees.
- 8.3 Standing committees shall be established and shall convene in accordance with the Association's Policies and Procedures.

ARTICLE IX - MEETINGS

- 9.1 **Board of Director Meetings**
- 9.1.1 Regular meetings of the Board of Directors shall be held periodically within the State of Arizona at a time and place to be designated by the President.
- 9.1.2 A quorum of the Board of Directors shall consist of a majority of its members. No member shall have more than one vote.
- 9.2 **Regular Meetings**

- 9.2.1 The Association shall hold at least one (1) annual business meeting in each fiscal year. This meeting shall be held at the same time and place as the annual conference meeting of the Association. The time and place of all meetings of the Association shall be fixed by the Board of Directors or by a committee appointed by them.
- 9.2.2 Fifteen (15) eligible voting members present in person shall constitute a quorum for the Association's annual business meeting.

ARTICLE X - AMENDMENTS TO BYLAWS

- 10.1 The Board of Directors will approve proposed Bylaw amendment(s) prior to bringing them to the vote of the membership.
- 10.2 These Bylaws may be amended at any annual business meeting of the Association by a two-thirds (2/3) vote of eligible voting members present at the meeting, provided however that all members shall have written notice at least 30 days in advance in which to consider the proposed amendments(s) prior to voting.
- 10.3 At the discretion of the Board of Directors, the Bylaws may also be amended by a mailed ballot with an affirmative vote of two-thirds (2/3) of ballots returned by eligible voting members. All eligible voting members shall be provided a copy of the proposed amendment(s) with the mailed ballot and shall be given at least 30 days to return the ballot.

ARTICLE XI - DISSOLUTION

- 11.1 In case of dissolution of the Association, such portions of the funds or property thereof in the hands of the Secretary and Treasurer, as may have been derived from the general funds of the AWWA and WEF, shall be returned to the respective organization.
- 11.2 The balance of the Association funds or property shall be disposed of by transfer and distribution to any one or more corporations, funds, or foundations with like purposes or goals.
- 11.3 The receiving organization shall:
- (a) be operated exclusively for scientific or educational purposes,
 - (b) not be conducted or operated for profit, and no part of the net earnings of which inures to the benefit of any private shareholders or individual,
 - (c) not be operated such that a substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

The receiving organization would then qualify under the provisions of Section 501 (c)(3) of the United States Internal Revenue Code as they now exist or as they may hereinafter be amended.

- 11.4 Such receiving organization(s) shall be selected by vote of two-thirds (2/3) of the members of the Association at a meeting called for this purpose, or if for any reasons such disposition cannot be affected, then such funds shall be so distributed pursuant to the order, judgment, or decree of a court having jurisdiction over the assets and property of the Association.

ARTICLE XII - INDEMNIFICATION

- 12.1 Each member, officer, and director of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, or any settlement thereof, reasonably incurred by or imposed upon him in any proceeding to which he may be a party, or in which he may become involved solely by reason of his being or having been a member, officer, or director of the Association, whether or not he is a member, officer or director of the Association at the time such expenses are incurred, except in such cases wherein such person is adjudged guilty of willful malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association.

As approved by the AZ Water Membership, May 5, 2011

As approved by the AZ Water Association Board of Directors, March 11, 2011