

**DELAWARE WATER/WASTEWATER AGENCY  
RESPONSE NETWORK (DEWARN) BY-LAWS**

**ARTICLE I – NAME AND PURPOSE**

**Section 1 – Name:** The name of the organization shall be the Delaware Water/Wastewater Agency Response Network (DEWARN). It shall consist of water and wastewater system representatives that work together to provide an emergency response network.

**Section 2 – Purpose:** DEWARN is organized exclusively to support and promote statewide or local emergency preparedness, disaster response, and mutual assistance to member water and wastewater utilities in the State of Delaware.

**ARTICLE II – MEMBERSHIP**

**Section 1 – Eligibility for Membership:** Any Water/Wastewater Utility that is either located in or does business in the State of Delaware is eligible for membership. Membership is granted upon receipt of the signed Mutual Aid Agreement.

**Section 2 – Rights of Members:** Each member utility shall appoint one voting representative to cast the member’s vote in organization elections or other matters.

**Section 3 – Attendance of Meetings:** Attendance at meetings is strongly encouraged to help ensure that all utilities provide updated and accurate information so that responses to emergencies are handled in a uniform and consistent manner.

**Section 4 – Resignation and Termination:** Any member utility can resign by filing a written resignation with the secretary.

**Section 5 – Non-Voting Membership:** The DEWARN Executive Committee shall have the authority to establish and define non-voting categories of membership.

**ARTICLE III – MEETINGS OF MEMBERS**

**Section 1 – Regular Meetings:** Regular meetings of the member utilities shall be held quarterly at a time and place designated by the Executive Committee Chair. An Executive Committee majority may cancel quarterly meetings if the need arises.

**Section 2 – Annual Meetings:** An annual meeting of the organization shall take place in the month of April. The specific date, time, and location will be designated by the Chair. At the annual meeting, the member utilities shall elect an Executive Committee, receive reports on the activities of the organization and determine the direction of the organization for the coming year.

**Section 3 – Special Meetings:** Special meetings may be called by the Chair, or a majority of the Executive Committee in the absence of the Chair.

**Section 4 – Notice of Meetings:** Electronic (e-mail) notice of each scheduled meeting shall be given to each member, not less than two weeks prior to the meeting.

**Section 5 – Quorum:** The members present at any properly announced meeting shall constitute a quorum.

**Section 6 – Voting:** All issues to be voted on shall be decided by a simple majority of those voting members present at the meeting in which the vote takes place. Each member utility shall have one representative eligible to vote at each meeting.

#### **ARTICLE IV – EXECUTIVE COMMITTEE**

**Section 1 – Executive Committee Role, Size, and Compensation:** The Executive Committee is responsible for overall policy and direction of the organization. The Executive Committee shall consist of the following: One (1) Chairperson, One (1) Vice Chairperson, and One (1) Secretary. No compensation (other than their normal salary paid by their respective employer) will be given to any DEWARN Executive Committee member.

**Section 2 – Terms:** All Executive Committee appointees shall serve one-year terms, but are eligible for re-election.

**Section 3 – Meetings and Notice:** The Executive Committee shall not hold separate meetings from its members unless properly announced and agreed upon.

**Section 4 – Elections:** A new Executive Committee shall be elected by the voting representative of member utilities at the annual meeting. The Executive Committee will be elected by a simple majority of voting members present. Each member utility present gets one vote.

**Section 5 – Election Procedures:** At the meeting prior to the annual meeting, nominations will be taken. Any member can nominate a voting member as a candidate to the slate of nominees. An open vote will then be taken at the annual meeting.

**Section 6 – Duties:** The duties of the Executive Committee are as follows: **The Chair** shall set the agenda, convene regularly scheduled meetings, shall preside or arrange for other Executive Committee members to preside over each meeting in the following order: Vice-Chair, Secretary. **The Vice-Chair** shall Chair committees on special subjects as designated by the Chair. **The Secretary** shall be responsible for keeping records of the board actions, including overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda, and assuring those records are maintained.

**Section 7 – Vacancies:** When a vacancy exists during mid-term, nominations and vote to fill the position will be held at the next scheduled meeting. These vacancies will be filled only to the end of the particular vacant positions term.

**Section 8 – Resignation, Termination, and Absences:** Resignation of an Executive Committee member must be in writing and received by the Secretary. An Executive Committee member may be terminated due to excessive absences, or for other reasons by a three-fourths vote of the membership.

## **ARTICLE V – AMENDMENTS**

**Section 1 – Amendments:** These bylaws may be amended when necessary. Proposed amendments must be submitted to the Secretary and will be sent out with regular board announcements to all voting members prior to scheduled meetings.

### **Certification**

These bylaws were approved by simple majority vote of the members on 4/25/2013.