RURAL WATER ASSOCIATION OF UTAH

BYLAWS

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ARTICLE I

GENERAL PURPOSES

The purposes for which the Corporation is formed and the powers which it may exercise are set forth in the Articles of Incorporation.

ARTICLE II

NAME AND LOCATION

SECTION 1. The name of the Corporation is the Rural Water Association of Utah.

SECTION 2. The location of the principal office of the Corporation shall be determined by the Board of Directors.

ARTICLE III

SEAL

The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Non-stock Corporation".

ARTICLE IV

FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE V

MEMBERSHIP

SECTION 1. Eligibility for Membership: Membership in the Association shall be limited to the following classes of members:

A. **Voting Members:**

1. Community and nonprofit noncommunity water and wastewater systems with populations of less than 10,000 that are engaged in the treatment or distribution of drinking water, and/or the treatment and/or collection of wastewater.

2. A current Voting Member whose population exceeds 10,000 as long as they maintain their continuing membership status.

3. Water and wastewater service districts serving populations less than 10,000 that are engaged in the treatment or collection of drinking water, the collection or treatment of wastewater or serving a community or communities that are Voting Members.

B. **Nonvoting Members:**

1. **Associate Members -** Any firm, corporation, or organization adhering to the purposes of the Association and desiring to assist in the work of the Association.

2. **Supporting Members -** All public water and wastewater systems that do not qualify as voting members.

3. **Irrigation Companies** – Any mutual, private or public entity which exclusively serves water for the purposes of agriculture or lawn and garden use.

4. **Individual Members -** Any person who is not an employee of a public water or wastewater system, adhering to the purposes of the Association and desiring to assist in the work of the Association.

SECTION 2. Application for Membership: Each applicant shall furnish the Association a completed membership application provided by the Association, along with applicable fees and dues.

SECTION 3. Delegates: Each voting member (Section A) shall select a delegate and an alternate delegate to represent the membership at the meetings of the Association. Each member of the Association may have only one delegate and one vote at the meetings of the Association.

SECTION 4. Membership Fees and Dues: Membership fees and annual dues are as follows:

A. **Voting Members**

1 . Membership fees and dues for Voting Members shall be determined by the Board of Directors at any regular Board Meeting. A majority vote is required to change the dues.

2. The annual dues are due on the anniversary date of each member's original application approval. The Association shall bill not less than 60 days prior to the anniversary date.

B. **Nonvoting Members**

1 . Membership fees and dues for Associate, Supporting, and Individual Members shall be determined by the Board of Directors. At any regular Board meeting, a majority vote is required to change the dues.

2. The annual dues are due on the anniversary date of each member's original application approval. The Association shall bill not less than 60 days prior to the anniversary date.

SECTION 5. Termination of Membership: Failure to pay all dues and charges within 90 days after they are payable shall constitute termination of the membership, provided the Association notifies the member of the delinquent amount and the anticipated termination date. Such written notice shall be sent certified mail not less than 30 days prior to the expiration of the 90-day period. Included in the notice will be an appeal process for the member to use, if needed, to contest the validity of the charges. Upon payment of all back charges, a member shall be reinstated.

SECTION 6. Liability of members: The property of the members of the Association shall be exempt from execution for the debts and liabilities of the Association.

ARTICLE VI

MEETING OF MEMBERS

SECTION 1. Annual Meeting
The Annual Meeting of the Association shall be held during the first quarter of each year at such time and place as shall be designated by the Board of Directors. The order of business shall be:

Order of Business

A. Call to order
B. Determination of a quorum - Secretary
C. Secretary’s report.
D. Treasurer’s Report.

E. Reports of committees and/or Directors.
F. Election of Directors.
G. Unfinished business.
H. New business

SECTION 2. Special Meetings
Special Meetings of the Voting members of the Association may be called at any time by a majority action of the Board of Directors, or a petition signed by not less than 10% of the Voting Members presented to the Secretary of the Corporation and certified by the Secretary as to the authenticity of the Voting Members. The purpose of the meeting, place, date and time will be stated in the notice, prepared by the Secretary, and no business, except that indicated in the notice shall be transacted at the special meeting. A majority of the Voting Members shall constitute a quorum.

SECTION 3. Notice of Meeting: A written notice shall be mailed to each member at the address as carried on the books of the Association not less than ten days nor more than fifty days prior to the date of any Annual or Special meeting of the members.

SECTION 4. Quorum: A majority of Voting Members present at the Annual Meeting shall constitute a quorum for the transaction of any business.

SECTION 5. Voting: All matters presented at the Annual Meeting or a Special Meeting shall be decided by a majority vote. In the event there is less than a quorum present, the delegates may adjourn the meeting to another date and time. A notice of the next meeting date and time will be sent to each Voting Member.

ARTICLE VII

BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

SECTION 1. Number and General Powers:

A. The activities of the Association shall be managed by a Board of Directors composed of 12 Directors elected by and from the Voting Members and an Executive Committee thereof which shall exercise all the powers of the Association except such as is expressly reserved to the members.

B. In addition, there may be Ex-Officio, nonvoting members of the Board of Directors. The Ex-Officio members shall be appointed by the Board of Directors on an as-needed basis. Their main purpose will be to serve on advisory committees to the Board of Directors. The Ex-Officio members' terms of office shall expire at the Annual Meeting.

SECTION 2. Composition of the Board: The incorporators shall serve as the initial Board of Directors until the first meeting of the members at which time the delegates will elect, by majority vote, a permanent Board of Directors. The State of Utah will be divided into six districts defined as follows:

District #1 - Box Elder, Cache, Rich, and Weber Counties
District #2 - Morgan, Davis, Salt Lake, Tooele and Utah Counties
District #3 - Wasatch, Summit, Daggett, Duchesne and Uintah Counties
District #4 - Juab, Millard, Piute, Sevier, Sanpete and Wayne Counties
District #5 - Carbon, Emery, Grand and San Juan Counties
District #6 - Beaver, Garfield, Iron, Kane and Washington Counties

The Board of Directors will consist of two Voting Members from each district, nominated and elected by the Voting Membership. To be eligible for election, the candidate representing a Voting Member system must reside in the district that they would represent. The Voting Member system which they represent must also be located in that district. If a Voting member system provides services in more than one district, it will be considered to be in the district where the post office serving the Member is located. The Director's term of office is four (4) years. One Director from each district shall be elected every two (2) years. Election of Directors shall occur during the Annual Meeting of the Association held on years ending with an odd number.

SECTION 3. Eligibility for Board Membership

A. Sitting members of the Board shall meet one of the following criteria throughout their term of office:
   1. A common-law employee of a Voting Member from their appropriate district.
   2. A certified operator listed with the Utah Division of Drinking Water as working for the Voting Member system from the appropriate district.
   3. A member of the governing body of a Voting Member system from the appropriate district.

B. If the status of a sitting Member changes in regard to their eligibility to serve, that member shall, within 30 days, submit their resignation from the Board of Directors to the Association President

C. The Board of Directors shall, at a special meeting called for the purpose or at their next regular meeting, appoint a successor from the same district.

D. The successor shall serve until the next Annual Meeting of the Association, at which time the Voting Membership will elect a director from the same district

for the unexpired term or new term.

SECTION 4.

A. Regular Meetings: The Board of Directors shall meet not less than quarterly and may meet during the Annual Conference of the members for the purpose of reorganizing the Board and such other business as may be required. Other regular meetings of the Board of Directors may be called upon ten-day written notice by the President, or otherwise as provided by law.

B. Special Meetings: The Board of Directors shall meet upon call by the President, the Executive Committee or a majority of the members of the Board. Notice of Special Meetings shall be by written notice to the last known address of the Board member not less than seven (7) days prior to the date of the meeting.

In case of emergencies, notification may be made via telephone or a conference telephone call.

SECTION 5. Executive Committee: The Executive Committee shall be comprised of the following officers: The President, Vice-President, Secretary, Treasurer, Immediate Past President, and National Rural Water Association Director representing Utah.

SECTION 6. Quorum: A majority of the Board of Directors or of the Executive Committee shall constitute a quorum for the transaction of business.

SECTION 7. Powers of the Executive Committee: The Executive Committee may act for and on behalf of the Board of Directors during the intervals between the meetings of the Board and are subject to policies adopted and direction given by the Board.

SECTION 8. Meetings of the Executive Committee: The Executive Committee shall be convened upon call by the President or a majority of the Executive Committee. Such call shall consist of written notice mailed not less than seven (7) days prior to the date of the meeting and will fix the date, time, and place of the meeting. In case of an emergency, a 24 hour notice will be given to the entire Board.

SECTION 9. Compensation: No Director or Officer of the Association shall be entitled to any compensation for or in consideration of the execution of their duty as such Director or Officer, provided, however, that the actual and reasonable expenses of Officers or Directors incurred transacting the business of the Association may, with the approval of the Board of Directors, be reimbursed.

SECTION 10. Removals and Vacancies:

A. Directors may be removed from office in the following manner: Any member of the Association may file charges against a director by filing them in writing with the Secretary of the Association. The charges must be accompanied by a petition signed by at least a majority of the Voting Members from that respective Directors district, or 10% of the Voting Membership of the Association. Such charges shall be considered at a Special Meeting called for that purpose. The Director shall be informed in writing of the charges and shall have the opportunity to be heard in person and present witnesses, and the person presenting such charges against him/her shall have the same opportunity. A majority vote of the Voting Members constituting a quorum, at such Special Meeting is required for removal of a director.

B. If the office of a Director becomes vacant by reason of death, resignation, or otherwise, the Board shall appoint a successor from the same district. The appointed person shall hold office until the next regular meeting of the Association, at which time the Voting Members will elect a Director from the same district for the un-expired term, or new term.

SECTION 11. Duties of the Board of Directors: The duties of the Board of Directors are as follows:

A. To conduct and supervise the affairs of the Association including the designation of committees.

B. To take charge of and be responsible for the property of the Association and supervise the keeping of systematic records of the Association's finances and the proceedings of the Association.

C. To initiate, supervise and approve plans and programs designed to achieve the objectives and purposes of the Association.

D. To develop policies, programs, or plans adopted at the Annual Meeting of the members.

E. To determine policies of the Association consistent with the objectives and purposes of the Association as set forth in the Articles of Incorporation.

F. To provide for annual and special meetings of the Association.

G. To approve the auditor or auditing firm engaged to perform the Association’s annual audit. The auditor must be a Certified Public Accountant or the firm must be a licensed Certified Public Accounting firm.

H. To provide for the dissemination of information to the members and to the public

generally as may be needed to provide suitable publicity for the work and status of the Association.

I. To provide for the financial oversight of all Association monies and funds from all sources including donations, state and federal and internally generated money.

J. To see that the Association is in compliance with state and federal laws related to donations, state, federal and internally generated money received by the Association.

K. To have hiring and termination authority for an administrator for the management of the Association with management authority including but not limited to its staff, policies procedures and finances.

ARTICLE VIII

OFFICERS

SECTION 1. Number and Election: At the first Board meeting following the Annual Meeting, the Board of Directors shall elect from their number a President, one or more Vice Presidents, a Secretary and a Treasurer to serve until their successors have been elected and qualified. Such other officers or assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. At its discretion, the Board of Directors may leave unfilled for any such period as it may determine, any office except those of President and Secretary. Any two or more offices may be held by the same person, except the combined offices of President and Secretary.

SECTION 2. President: The President shall be the chief executive and administrative officer of the Association and shall preside over all meetings of the Association, the Board of Directors and the Executive Committee. The President may call meetings of the Executive Committee and shall exercise such duties as customarily pertain to the office of President and shall have general supervision over the property, business and affairs of the Association and over its several officers. The President may sign, execute and deliver in the name of the Association, powers of attorney, contracts, bonds and other obligations, sign all membership certificates and shall perform such other duties as may be prescribed or authorized from time to time by the Board of Directors.

SECTION 3. Vice-President: The Vice President shall have such powers and perform such duties as may be assigned by the Board of Directors or the President. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. In the event there is more than one Vice President and the Board of Directors has not designated which Vice President is

to act as President, then the Vice President who was elected first shall act as President. A Vice President may sign and execute contracts and other obligations pertaining to the regular course of duties.

SECTION 4. Secretary: The Secretary shall oversee the keeping of the minutes of all meetings of the Association, the Board of Directors and Executive Committee. The Secretary shall cause notice to be given of meetings of the Association, of the Board of Directors and the Executive Committee. The Secretary shall have custody of the Association seal and general charge of the records, documents and papers of the Association not pertaining to the performance of the duties vested in other officers, which shall at all reasonable times be open to the examination of any Director. The Secretary may sign or execute contracts with the President or a Vice President thereunto authorized in the name of the Association and affix the seal of the Association thereto. The Secretary shall perform such other duties as may be prescribed from time to time by discharge to the duties of that office. Assistant Secretaries shall assist the Secretary and shall keep and record such minutes of meetings as shall be directed by the Board of Directors.

SECTION 5. Treasurer: The Treasurer shall have general custody of the collection and disbursement of funds of the Association. The Treasurer may sign, with the President, or such other persons as may be designated for the purpose by the Board of Directors, all bills of exchange or promissory notes of the Association. The Treasurer shall enter or cause to be entered regularly in the books of the Association full and accurate accounts of all monies received and paid by the Association; shall at all reasonable times exhibit the books and account to any Director of the Association upon application at the office of the Association during business hours; and, whenever required by the Board of Directors or the President, shall render a statement of accounts. The Treasurer shall perform such other duties as may be prescribed from time to time by the Board of Directors or the Bylaws.

SECTION 6. Other Officers: Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors.

SECTION 7. Surety Bonds: The Association shall furnish Directors and Officers Liability Insurance for the Board and Surety Bonds for those Board Members and Staff as designated by the Board.

SECTION 8. Reports: the officers of the Association shall submit at each annual meeting of the members, reports covering the business of the Association for the previous fiscal year and showing the conditions of the Association at the close of such fiscal

year.

ARTICLE IX

POWER TO ACCEPT DONATIONS

The Board of Directors shall have the power and authority to accept donations made to the Association for the furtherance of its purposes, provided, however, that the Board of Directors may reject any donation made upon a condition or restriction if, in the discretion of the Board of Directors, the donation as so contained or restricted will not be in the best interest of the Association.

ARTICLE X

AMENDMENTS

These Bylaws may be amended by a 2/3 majority vote of the Voting Members who are eligible to vote at the time of the proposed change, provided ballots with the proposed revisions are mailed to the entire Voting Membership. Ballots not returned within 30 days of the date of the notice will be considered as a "yes" vote. Results of the vote will be announced at the next Annual Voting Membership Meeting.

ARTICLE XI

POLICIES & PROCEDURES

The Human Resource Policies and Procedures Manual of the Rural Water Association of Utah is hereby adopted and shall be followed by the Rural Water Association of Utah Board of Directors, management, and staff.