

TEXAS WATER CONSERVATION ASSOCIATION BYLAWS

ARTICLE I. NAME AND ADDRESS

- SECTION 1 The name of this Association shall be the **TEXAS WATER CONSERVATION ASSOCIATION**.
- SECTION 2 Headquarters of the Association shall be in the City of Austin, Texas.

ARTICLE II. PURPOSES

- SECTION 1 The purpose of this Association shall be:
- a) To promote and support the dedicated task of conserving, developing, protecting, and utilizing the water resources of Texas for all beneficial purposes.
 - b) To promote and assist in the proper coordination of plans proposed by agencies of the federal, state and local governments, associations, and private enterprise to conserve, develop, protect, and utilize the water resources of the state.
 - c) To create a widespread interest in water resources development and conservation by the citizens of Texas.
 - d) To keep all members of the Association fully advised on all matters pertaining to or affecting water resources development and conservation in the state.
 - e) To encourage in all ways possible needed legislation, both state and national, to carry out the Association's objectives.

ARTICLE III. MEMBERSHIP

- SECTION 1 Membership in the Association shall be open to all individuals, organizations, firms, corporations, districts, authorities, cities, towns, and other entities interested in furthering the purposes of the Association. The functions of the Association are financed by the dues of the membership, which are payable annually.
- SECTION 2 There shall be six levels of membership in the Association as follows:

- a) Individuals whose occupation is unrelated to the water profession and who are carried on the membership rolls of the Association without designation of firm, company, or organizational affiliation.
- b) Small districts, authorities, and water corporations with up to 3 employees; state agencies, councils of government, and other associations; businesses and industries (other than consultants listed in (c) below) with less than 25 employees; cities with a population of less than 15,000.
- c) Districts, authorities, and water corporations with 4-15 employees; consultants (legal, engineering, financial, utility operations, etc.) with less than 10 employees in Texas; businesses and industry with 26-50 employees in Texas; cities with a population of 15,000-50,000.
- d) Districts, authorities, and water corporations with 16-40 employees; consultants with 11-50 employees in Texas; businesses and industry with 51-100 employees in Texas; cities with a population of 50,000-250,000.
- e) Districts, authorities, and water corporations with 41-100 employees; consultants with over 50 employees in Texas; businesses and industry with 100-500 employees in Texas; cities with a population of 250,000-500,000.
- f) Districts, authorities, and water corporations with over 100 employees; businesses and industry with over 500 employees in Texas; cities with a population greater than 500,000.

SECTION 3 The membership of the Association shall be organized into panels according to classification of water use or interest. The panels are: (a) Groundwater Panel; (b) Irrigation Panel; (c) Municipal Panel; (d) Industrial Panel; (e) Navigation Panel; (f) River Authorities Panel; (g) General and Environmental Panel; (h) Utility Districts Panel; and (i) Drainage Districts Panel.

SECTION 4 Membership in each panel shall entitle the member to a single vote on matters brought before the panel for its consideration.

ARTICLE IV. FINANCIAL STRUCTURE

SECTION 1 Funds to carry on the activities of the Association shall be derived from membership dues, gifts, contributions, and other sources. Annually, the Board of Directors shall adopt and establish the dues structure for each level of membership in the Association as described in Section 2, Article III.

SECTION 2 All receipts shall be entered in a permanent record and deposited in a FDIC bank in the City of Austin, Texas, to the credit of the Association. All disbursements

shall be made only after approval by the General Manager or his/her designee, and shall be within budget guidelines established by the Board of Directors.

SECTION 3 The fiscal year of the Association shall be the calendar year, January 1st to December 31st, inclusive, of each year.

SECTION 4 Prior to the commencement of each fiscal year, the Board of Directors shall adopt an annual budget for that year which shall remain in effect unless subsequently amended by the Board.

SECTION 5 The Association shall have a six-member, standing Finance Committee composed of the Immediate Past President, President, President-Elect, and three additional members (one selected by each of the three presidents). The Finance Committee shall: (1) assist with the development of the Association's annual budget; (2) review financials at least quarterly; (3) provide financial reports to the Board of Directors; (4) provide advice and assistance to the General Manager; and (5) make recommendations to the Board of Directors related to financial matters.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1 The governance of the Association shall be vested in a Board of Directors, the members of which shall be members of the Association and residents of the State of Texas. The Board shall consist of sixty nine (69) members plus the Immediate Past President, President, President-Elect, and all other living Past Presidents. Except for the Immediate Past President, President, and President-Elect, whose terms shall be for one year, the terms of office of the members of the Board shall be for three years or until their successors are elected and installed. All other living Past Presidents shall be lifetime members of the Board so long as they remain members of the Association. The President shall preside at all meetings of the Board of Directors and the Executive Committee, and shall serve as the chief executive officer of the Association. Successors to members of the Board whose terms expire shall be chosen annually at the annual meeting of the Association by each panel and shall be composed of representatives from the nine classifications of water uses or interests: (1) Groundwater – seven members; (2) Irrigation – seven members; (3) Municipal – seven members; (4) Industrial – seven members; (5) Navigation & Flood Control – seven members; (6) River Authorities – seven members; (7) General and Environmental – seven members; (8) Utilities Districts – seven members; (9) Drainage Districts – seven members. Upon the commencement of his/her term, the President-Elect shall appoint two additional members to the Board for a three-year term.

SECTION 2 Each water use or interest classification shall elect annually from their members of the Board, one member to serve as Vice President and Panel Chair. These nine Vice Presidents shall be without rank or seniority among themselves.

- SECTION 3 At the fourth quarterly meeting of the Board, the Board of Directors shall elect any member of the Texas Water Conservation Association who is a resident of the State of Texas as President-Elect effective June 1 of the following year. The President-Elect shall become the President of the Association one year after s/he officially becomes President-Elect. When the President-Elect is chosen from among the directors, the place s/he holds as Director shall be declared vacant and the vacancy shall be filled as provided for in filling other vacancies on the Board.
- SECTION 4 The Board of Directors shall determine the policies and programs for the Association's activities and shall adopt rules and regulations for the conduct of its affairs and direct all activities and carry out the objectives of the Association subject to the policies set forth in the resolution organizing this Association, adopted at Austin, Texas, October, 1944. However, as matters comes before the Board, they may be referred to Committees as directed by the President and/or Board with specific direction as to their charge. It shall be the duty of the officers and directors of the Association to carry out and actively support and defend the policies and programs of the Association.
- SECTION 5 The Board of Directors shall employ a General Manager of the Association who shall serve at the discretion of the Board. The General Manager shall be the Executive Officer and Secretary-Treasurer of the Association, and shall have complete charge of the office and records of the Association and be responsible for the prosecution of all its activities. The General Manager shall devote his/her entire time to the affairs of the Association and shall furnish surety bond and receive such compensation as the Board of Directors may determine. The premium of the bond of the General Manager shall be paid out of the funds of the Association.
- SECTION 6 Thirty-five members of the Board of Directors present at any regular or special meeting shall constitute a quorum for the transaction of such business as may come before it.
- SECTION 7 Vacancies occurring from any cause in the officer personnel of the Association shall be filled by election at the next succeeding meeting of the Board of Directors. Except as provided in the next paragraph of this section, vacancies on the Board of Directors shall be filled by the Board at their next succeeding meeting upon nomination made by a Director representing the classification of water use or interest in which the vacancy exists. The newly elected Director shall serve the unexpired term of the Director being replaced, subject to confirmation by the group present at the succeeding annual meeting of the Association representing the particular classification of water use or interest.

Any vacancies that occur during the three-year term of one of the six Board member positions appointed by a President-Elect shall be filled by the individual

who made that appointment, or in that individual's absence, by the current President.

SECTION 8 All Past Presidents of the Association are hereby designated as full voting members of the Board of Directors for life so long as they remain members of the Association. As members, they are encouraged to participate in all of the affairs of the Board to the same extent as duly-elected members and shall be entitled to vote on all matters presented to the Board for official action.

ARTICLE VI. EXECUTIVE COMMITTEE

SECTION 1 The Executive Committee of the Association shall consist of twenty-one members, twelve of whom shall be the Immediate Past President, President, President-Elect, and the nine Vice Presidents provided for by Section 2 of Article V of these Bylaws. The remaining nine members shall be composed of one member of the Board from each of the nine classifications of water use or interest as set out in Section 4 of Article III of these Bylaws; the respective representative for each classification shall be selected by the members of that classification at the annual meeting of the membership of the Association. Subject to the policies and programs of the Association and subject to the policies, rules, and regulations determined by the Board of Directors, the Executive Committee shall direct all activities of the Association. Eleven members shall constitute a quorum for the transaction of business at any meeting.

SECTION 2 The Executive Committee shall submit Minutes of its meetings, including a report of any financial actions, to the next scheduled meeting of the Board of Directors.

ARTICLE VII. OFFICERS

SECTION 1 The President shall preside at the annual meeting of the Association and may call meetings of the Board of Directors or Executive Committee at times and places s/he deems advisable. The President may also assign any duties to the Immediate Past President that s/he deems necessary.

SECTION 2 The President-Elect in the absence of the President shall have all the powers and prerogatives of the President.

SECTION 3 In the absence or failure to act of both the President and President-Elect, any three members of the Executive Committee of the Association shall be empowered to call special meetings of the Board of Directors or the Executive Committee.

SECTION 4 The General Manager shall record the proceedings of all meetings of the Association, Board of Directors, and the Executive Committee; the minutes being entered in a permanently-bound record and signed by the General Manager and presiding officer of the meeting. The General Manager shall keep well informed on all matters pertaining to the development, conservation, control, protection, and utilization of water resources of Texas for all beneficial purposes, and other matters relating to the business of the Association, and from time to time report such matters to the membership of the Association in such manner as the Executive Committee may prescribe, and shall perform such other duties as may be required of him/her by the Board of Directors or the Executive Committee.

ARTICLE VIII. COMMITTEES

SECTION 1 The President shall annually appoint all committees as authorized or directed by the Board of Directors.

SECTION 2 It shall be the function of such committees as are appointed to make necessary investigations and recommendations, reporting same in writing to the Board of Directors. No committee or officer shall represent the Association in favor of, or in opposition to, any matter without the approval of or authority of the Board of Directors in the manner prescribed in Section 4 of Article V of these Bylaws.

ARTICLE IX. MEETINGS

SECTION 1 The Association shall meet three times per year, at such times and places as may be decided upon by the Board of Directors. One meeting shall be designated as the Annual Meeting, which shall be held in February or March unless otherwise authorized by the Board of Directors.

SECTION 2 The Association may be called in special meeting at any time or place by the Executive Committee should an emergency arise justifying such meeting.

SECTION 3 The Board of Directors shall hold four regular meetings at such times and places as may be decided upon by the Board. The annual meeting of the Board shall be one of the Board's regular meetings, and it shall be held at the same time and place as the annual meeting of the Association. Special meetings of the Board may be held at such times and places as may be deemed advisable by the President.

SECTION 4 Special meetings of the Executive Committee may be called by the President whenever conditions may warrant.

ARTICLE X. ELECTIONS

- SECTION 1 Thirty days before the annual meeting, the General Manager shall furnish all members of the Association with a list of the members of the Board of Directors whose terms of office will expire at such annual meeting.
- SECTION 2 Except for the Board members appointed by the President-Elect, at the annual meeting, the members of the Association present representing the respective classifications of water use or interest set forth in Section 4 of Article III shall hold separate caucuses according to said classification and elect a member of the Board of Directors for each expired term as provided in Section 1 of Article V. Any member of the Association who is a resident of the State of Texas and whose current annual dues are paid shall be eligible for election or appointment as a member of the Board of Directors.

ARTICLE XI. AMENDMENTS

- SECTION 1 Proposed amendments to these Bylaws may be considered at any regular or special meeting of the Board of Directors, provided the Directors have been furnished copies of the proposed amendments not less than 10 days prior to the meeting. Proposed amendments must receive the affirmative vote of two-thirds of the members of the Board of Directors present and voting, and a majority vote of the membership present and voting at a subsequent meeting of the Association.