



# BYLAWS 2022



## **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. VISION AND MISSION**

SECTION 1 The vision of this Association is to be a trusted resource promoting sound water policy for Texas. The mission of this Association is to educate members, advocate on water issues, build consensus, and sustain the Association's impact and measured growth. To further the Association's vision and mission, this Association shall:

- a. Promote and support the dedicated task of conserving, developing, protecting, and utilizing the water resources of Texas for all beneficial purposes.
- b. 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. Create a widespread interest in water resources development and conservation by the citizens of Texas.
- d. Keep all members of the Association fully advised on all matters pertaining to or affecting water resources development and conservation in the state. 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 (Panels). The Panels are: (a) Groundwater Panel; (b) Irrigation Panel; (c) Municipal Panel; (d) Industrial Panel; (e) Flood and Navigation Panel; (f) River Authorities/Regional Districts Panel; (g) General and Environmental Panel; (h) Utility Districts Panel; and (i) Drainage Districts Panel.

SECTION 4 Membership in the Association shall entitle an individual who is a member to vote on matters brought before a Panel for its consideration. To vote, the individual must be a member in good standing with the Association.

SECTION 5 The Board of Directors may nominate and approve honorary lifetime memberships for members who have contributed greatly to the Association and who are retired

or otherwise no longer employed in the water industry. Nominations for lifetime membership must be submitted to the Executive Director for consideration by the Executive Committee for recommendation to the Board of Directors at least thirty (30) days before the Board of Directors' fourth quarterly meeting. The Board of Directors may waive by majority vote of the Board the requirement that the member no longer be employed in the water industry. Members who are lifetime members shall not be required to pay membership dues except as provided by Article V, Section 9.

SECTION 6 An individual is a member in good standing with the Association if the member is current on membership dues and has not been deemed in violation of policies of the Association regarding membership as determined by the Executive Committee.

#### **ARTICLE IV. FINANCIAL STRUCTURE**

SECTION 1 Funds to carry on the activities of the Association shall be derived from membership dues, events, 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 Article III, Section 2.

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 Executive Director 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 At its fourth quarterly meeting, the Board of Directors shall elect a Director in good standing as Treasurer, effective January 1 of the following year for a three-year term. The Treasurer shall be an officer of the Association. The Treasurer shall oversee the management of the financial affairs of the Association. The Treasurer shall also have such other authority and perform such other duties as may be delegated from time to time by the Board of Directors.

SECTION 6 The Association's Executive Committee, as defined in Article VI, 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 Executive Director; 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 of members in good standing with the Association and residents of the State of Texas. The Board shall consist of seven elected Directors from each of the nine Panels plus the Immediate Past President, President, President-Elect, presidential and other appointees as described in this Section, and all other living Past Presidents who remain Directors in good standing pursuant to Section 9 of this Article. The terms of office of the elected Panel Directors and appointed Directors shall be for three years or until their successors are elected and installed and for so long as they remain a Director in good standing. 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. Upon the commencement of his/her term, the President-Elect shall appoint two additional members to the Board for a three-year term. Additionally, the board of the TWCA Risk Management Fund ("Fund") shall be entitled to nominate two individuals who are members of the Fund and members in good standing with the Association to serve three-year terms as Directors of the Association, subject to ratification by the Board of Directors.

SECTION 2 Each Panel shall elect annually from their seven elected Directors, one individual to serve as Panel Vice President/Chair and one individual to serve as Panel Vice-Chair. These individuals shall be without rank or seniority among themselves.

SECTION 3 At the fourth quarterly meeting of the Board, the Directors shall elect any member of the Association who is a Director in good standing and 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 takes office, the place s/he holds as Director shall be declared vacant and the vacancy shall be filled as provided for filling vacancies on the Board.

SECTION 4 A Director is in good standing of the Board if: (1) the Director, or his or her employer, is current on membership dues; (2) while serving on the Board, the Director has not been absent from more than three quarterly Board meetings in two consecutive calendar years without prior approval by the President; and (3) the Director is not in violation of any policies of the Association as determined by the Board of Directors or Executive Committee.

SECTION 5 The Board of Directors shall determine the policies and programs for the Association's activities and shall adopt policies 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. Specifically, the Board of Directors shall (1) employ the Executive Director, (2) approve the Association's annual budgets and audits, (3) adopt policies of the Association or approve changes to the Association's policies, (4) elect the officers of the Association, (5) ratify the election of Directors and Executive Committee members; and (6) approve the execution of any contracts that were not approved as part of the budget approval or that exceed the budgeted amount. As matters come before the Board of Directors, those matters may be referred to Committees as directed by the President and/or Board of Directors with specific direction as to their charge. It shall be the duty of the officers and Directors to carry out and actively support and defend the policies and programs of the Association.

SECTION 6 The Board of Directors shall employ an Executive Director of the Association who shall serve at the discretion of the Board. The Executive Director shall be the Executive Officer and Secretary 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 Executive Director shall devote his/her full-time employment to the affairs of the Association and receive such compensation as the Board of Directors may determine. The Executive Director shall ensure that the Association, its Directors, Officers, and employees have insurance coverage as recommended for similar non-profit associations.

SECTION 7 Thirty-five Directors present at any regular or special meeting shall constitute a quorum for the transaction of such business as may come before it.

SECTION 8 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 its next succeeding meeting upon nomination made by a Director representing the Panel in which the vacancy exists. The newly elected Director shall serve the unexpired term of the Director being replaced, subject to confirmation by the members present at the succeeding annual Association Panel meeting.

Any vacancies that occur during the three-year term of one of the six Director 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. If a vacancy occurs in one of the Director seats nominated by the Fund, the Fund shall be entitled to nominate a replacement individual who is a member of the Fund and a member in good standing with the Association to serve in that capacity for the remainder of the term, subject to ratification by the Board of Directors.

SECTION 9 All Past Presidents of the Association are hereby designated as full voting Directors of the Board for life so long as the Past President, or his or her employer, pays annual membership dues regardless of any lifetime membership status and remains in good standing as a Director. As Directors, Past Presidents are encouraged to participate in all of the affairs of the Board to the same extent as duly elected or appointed Directors and shall be entitled to vote on all matters presented to the Board for official action. If a Past President does not meet the requirements described in Article V, Sections 1 and 4 for the Board of Directors, including the payment of the annual membership dues, the Past President shall be designated as "President Emeritus" and shall be a non-voting Director of the Board.

## **ARTICLE VI. EXECUTIVE COMMITTEE**

SECTION 1 The Executive Committee of the Association shall consist of twenty-four Directors: the Immediate Past President, President, President-Elect, and Treasurer; the nine Panel Chairs/Vice Presidents; the nine Panel Vice-Chairs, and the two Fund-nominated Directors. Except for the powers reserved for the Board of Directors or delegated to the Executive Director, and 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. Twelve 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 financial reports, 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 shall be empowered to call special meetings of the Board of Directors or the Executive Committee.

SECTION 4 The Executive Director shall record and have preserved the proceedings of all meetings of the Association, Board of Directors, and the Executive Committee. The Executive Director 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 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 Article V, Section 5 of these Bylaws.

## ARTICLE IX. MEETINGS

SECTION 1 The Association shall aim to 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 Executive Director shall furnish all members of the Association with a list of the Directors whose terms of office will expire at such annual meeting.

SECTION 2 Except for the Directors appointed by the President-Elect or nominated by the Fund, at the annual meeting, the members of the Association present at each

Panel meeting shall hold separate caucuses and elect a Director for each expired term as provided in Section 1 of Article V. Any member of the Association who is in good standing with the Association shall be eligible for election or appointment as a Director.

## 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 Board of Directors present and voting, and a majority vote of the membership present and voting at a subsequent meeting of the Association.



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