



# By-Laws of the Idaho Rural Water Association

Revised March 14, 2013

## **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 of the Corporation.

## **Article II**

### **Name and Location**

#### **Section 1**

The name of the Corporation is Idaho Rural Water Association, Inc.

#### **Section 2**

The principle office of this Corporation shall be determined by the Board of Directors.

## **Article III**

### **Fiscal Year**

The fiscal year of the Corporation shall begin the first day of July of each year.

## **Article IV**

### **Membership**

#### **Section 1**

Eligibility for Membership

Membership in the Association shall consist of the following categories:

- a. Direct Members—A direct member is a partnership, municipality, district, association, corporation, or other legal entity as defined by the State of Idaho, whose purpose is that of providing water, wastewater or solid waste services. For purposes of a direct member, the definition by the State for Public Water System (PWS), and Non-Transient Non-Community (NTNC) and Non Community Transient (NTC) will be used. For the purpose of wastewater, a direct member is any entity that is a public or privately owned treatment works as defined by the State of Idaho, and is eligible for membership.
- b. Associate Members—An Association Member shall be any individual, firm, association, corporation or other legal entity that is engaged in business allied with the drinking water, wastewater or solid waste industry.
- c. Individual Members—Individual Members shall be individuals that support the principles of IRWA, but neither work for nor participate on a governing board for water, wastewater or solid waste systems or individuals who want to support the Association in addition to the membership of their affiliate system.
- d. Supporting Members—Supporting Members shall be municipalities, corporations, districts or other legal entities that support the concepts of IRWA, but do not meet the membership criteria as outlined in Section 1a, 1b and 1c.

## **Section 2**

### Application for Membership

Each applicant for membership in the Association shall submit a completed membership application to the Association office.

## **Section 3**

### Delegates

#### Voting Delegates:

Each direct member in good standing shall be entitled to one (1) vote on all questions presented to the Association for its consideration at the annual meeting or at special meetings of the members. Other classes of membership shall not have the privilege of voting nor of holding office.

## **Section 4**

### Membership Fees and Dues

Membership fees and annual dues shall be determined by the Board of Directors of the Idaho Rural Water Association.

## **Section 5**

### Termination of Membership

The failure to pay all dues and charges within 90 days after they are due will constitute a termination of the membership of the member, provided the Association notifies the member of the amount of the delinquency.

## **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 V**

## Meeting of Members

## **Section 1**

### Annual Meeting

The annual meeting of the members of the Association shall be held at such time and place in Idaho as shall be designated by the Board of Directors in the Notice of the Meeting. The Order of Business shall be:

- a. Call to Order—Report by Secretary of Delegates
- b. Reading of Notice of Meeting
- c. Reading and approval of minutes of last meeting
- d. Presentation of financial report of the Association
- e. Reports of Directors and Committees
- f. Election of Directors
- g. Unfinished and New Business

## **Section 2**

### Special Meetings

Special meetings of the members may be called at any time by the action of a majority, on a petition requesting such a meeting. The petition must be signed by at least 10 percent of the members and presented to the Secretary of the Board of Directors. The Purpose will be state in the notice and no business except that shown in the notice will be transacted at the special meeting.

## **Section 3**

### Notice of Meeting

A written notice will be mailed to each member at the address shown on the books of the Association at least ten days and not more than fifty days prior to the date of any annual or special meeting of the members.

## **Section 4**

### Quorum

At any meeting of the members, 15 delegates of the members shall constitute a quorum for the transaction of any business which may come before the meeting. Prior to the meeting, the delegates will make their presence known to the Secretary of the Board of Directors or his designated representative on a form provided by the Association for the purpose.

## **Section 5**

### Voting

All matters presented at the annual or at a special meeting of the members shall be decided by a majority vote of the delegates that are present and eligible to vote. In the event that there is less than a quorum present, the delegates may adjourn the meeting to another time without further notice.

# **Article VI**

## **Board of Directors and Executive Committee**

### **Section 1**

#### Number and General Powers

The affairs of the Association shall be managed by a Board of Directors, composed of a minimum of seven (7) Directors and an executive committee thereof which shall exercise all of the powers of the Association except such as is expressly conferred upon or reserved to the members by the By-Laws.

### **Section 2**

#### Composition of the Board

The State of Idaho will be divided into four regions as follows:

Region 1—Boundary, Bonner, Kootenai, Benewah, Shoshone, Latah, Clearwater, Lewis, Nez Perce and Idaho Counties.

Region 2—Adams, Valley, Washington, Boise, Gem, Payette, Canyon, Elmore, Ada and Owyhee Counties.

Region 3— Camas, Blaine, Butte, Gooding, Lincoln, Minidoka, Jerome, Twin Falls, Cassia, Lemhi and Custer Counties.

Region 4— Clark, Fremont, Jefferson, Madison, Teton, Bonneville, Bingham, Bannock, Caribou, Power, Oneida, Franklin and Bear Lake Counties.

Members with users in more than one region will be located in the region where the town post office that serves the members and address is located. The Board of Directors will consist of a minimum of seven (7) members and not to exceed three (3) members from each region. A member system with a population of more than 10,000, may run for and occupy only one (1) At Large Board position during any given term.

At each annual meeting, the members shall elect for a term of two (2) years the directors whose terms of office have expired. There will be one (1) director from each region and three (3) "At Large" directors. To be eligible as an Idaho Rural Water Association Board Member, the person must either be an employee, elected official or voting member of the member system at the time of election. If a current Board member ceases to be employed, serve as an elected official, or be a voting member of a member system they shall remain serving in their capacity on the Board until the end of their term. The term of any board member whose member system ceases to be an IRWA member or otherwise becomes ineligible to serve on the State Board shall remain serving in their capacity on the Board until the next general election.

### **Section 3**

#### Meetings of the Board of Directors

- a. Regular Meetings—The Board of Directors will meet annually immediately following the annual meeting of the members for the purpose of reorganizing the Board and such other business as is required. There shall be a minimum of one other regular meeting of the Board of Directors upon call by the President.
- b. Special Meetings—The Board of Directors will meet upon call by the executive committee or any three (3) members of the Board. Notice of all special meeting shall be my mailing a notice to the last known address of the Board member at least seven (7) days prior to the date of the meeting.

### **Section 4**

#### Executive Committee

The executive committee will consist of President, Vice-President, Secretary-Treasurer and a minimum of two (2) members from the direct member classification elected by the Board of Directors. Each region shall have one (1) representative on the executive committee.

### **Section 5**

#### Quorum

A majority of the Board of Directors or of the Executive Committee shall constitute a quorum for the transaction of business at any meeting.

### **Section 6**

#### Powers of the Executive Committee

The executive committee shall act for and on behalf of the Board of Directors during intervals between the meeting of the Board and subject to policies agreed upon by the Board.

## **Section 7**

### Meetings of the Executive Committee

All members of the executive committee shall convene and meet upon call by the President or a majority of the executive committee. Such call shall consist of written notice mailed at least seven (7) days prior to the date of the meeting and will fix the time, date and place of meeting.

## **Section 8**

### Compensation

No director or officer of the Association shall be entitled to any compensation for or in consideration of the execution of his duties. However, the actual reasonable expenses of officers or director incurred in the business of the Association may, with the approval of the Board of Directors, be paid to them in accordance with the rates established by IRWA.

## **Section 9**

### Removal and Vacancies

Directors or officers may be removed from office in the following manner:

a. Removal of Members:

Any member 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 ten (10) percent of the members of the Association. Such charges shall be voted on at a special meeting called for that purpose.

The Director or Officer shall be informed in writing of the charges and shall have the opportunity to be heard in person and to present witnesses, and the person presenting such charges against him shall have the same opportunity.

A vote of 60% of those present at such special meeting is required for removal of a director. A vacancy in the Board created by the removal of a director shall immediately be filled by the majority of the members present and voting at such meeting.

b. Other Vacancies:

If the office of the director or officer becomes vacant by reason of death, resignation, or otherwise, except by removal from office, the remaining members of the Board shall appoint a successor who shall hold office until the next regular meeting of the members of the Association, at which time the members will elect a director for an unexpired term or new term, provided that notice of such election will be given in the regular call of the meeting.

c. Removal of the Executive Board:

A member of the Board of Directors will be subject to removal if the board member does not attend two consecutive meetings. The board member must write a letter to the President of the Association, setting forth fully any and all explanations which the board member might have for failure to attend the two consecutive meetings.

The President of the Association will then set forth to the Executive Board the allegation of the failure to attend meetings and present the written explanation submitted by or on behalf of the board member in question.

The Executive Board, upon a vote of 2/3 of the members of the Executive Board may expel or remove the board member who has failed to attend two consecutive board meetings without a justifiable cause.

The remaining members of the Board shall appoint a successor who shall hold office until the next regular meeting of the members of the Association at which time the members will elect a director for the unexpired term, or new term, provided that notice of such elections will be given in the regular call of the meeting.

d. **Board Ineligibility:**

Any member of the Board who has been removed from office pursuant to Section 9(a) or 9(c) shall not be eligible for re-election to the Board and is barred from employment or holding any office of the Association. In addition, no former Association employee whose employment has been terminated for cause shall be eligible for appointment or election to the Board of Directors.

## **Section 10**

### 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'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 implement 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 out in the Articles of Incorporation.
- f. To provide for and attend annual and special meetings of the Association.
- g. To arrange for the annual audit of the Association by a certified public accountant.
- 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.

# Article VII

## Officers

### Section 1

#### Number and Election

At each annual meeting of the Board of Directors, they will elect from the Board of Directors a President, Vice-President and Secretary-Treasurer to serve until the next annual meeting of the Board of Directors. No two (2) officers will be elected from one region.

### Section 2

#### President

The President shall preside over all meetings of the Association, the Board of Directors and the Executive Committee. He shall call special meetings of the Executive Committee, perform all acts and duties usually performed by an executive and presiding officer and sign documents as he may be authorized to by the Board of Directors.

### Section 3

#### Vice-President

In the absence of the president or in the event of his inability to act, the Vice-President shall perform the duties of the President and when so acting, shall perform such other duties that may be assigned by the Board of Directors.

### Section 4

#### Secretary-Treasurer

The Secretary-Treasurer shall perform the following:

- a. Keep the minutes of the meeting of the members, Board of Directors and the Executive Committee in one or more books provided for that purpose.
- b. See that all notices of meetings are given as required by these By-Laws.
- c. Be custodian of the Association records.
- d. Keep a register of the name and address of all members of the Association and of the delegates and alternate delegates of the members.
- e. Have charge and custody of and be responsible for all funds and securities of the Association and cause to be maintained a proper record of the receipts and disbursements of the Corporation in accordance with good accounting practices.
- f. Cause all funds to be deposited to the credit of the Association and cause the funds of the Corporation to be dispersed when such disbursements shall have been duly authorized.
- g. In general, perform all the duties incident to the office of the Secretary-Treasurer and such other duties as may be assigned him by the Board of Directors.



## **Section 5**

### National and Legislative Director

The Board of Directors may designate a National Director and a Legislative Director who may be, but who shall not be required to be a member of the Board of Directors.

The role of the National Director is to represent the Association at the national level by serving on the Board of Directors of National Rural Water Association to develop policies, procedures and regulations of NRWA as well as to monitor the finances of the organization and its program performance. The National Director may also perform such duties as the Board of Directors may require. The National Director shall report to the board at each regular meeting of the Board of Directors.

The role of the Legislative Director is to represent the Association on state and national initiatives as the Board of Directors may deem. The Legislative Director shall report to the board at each regular meeting of the Board of Directors.

## **Section 6**

### Chief Executive Officer

The Board of Directors may hire a Chief Executive Officer who may be, but who shall not be required to be a member of the Association. The Chief Executive Officer will perform such duties and have such authority as the Board of Directors may require.

## **Section 7**

### Bonding

The Secretary-Treasurer and when applicable, other members and staff shall be bonded in such sum and with such surety as the Board of Directors shall determine.

## **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 condition of the Association at the close of such fiscal year.

## **Article VIII**

### 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 to contained or restricted, will not be in the best interest of the Association.

Staff, employees, and members of the corporation may purchase raffle tickets and otherwise participate in games of chance and all fundraising activities of the corporation.

## **Article IX**

### Amendments

By-laws may be amended by a majority vote of the delegates at any annual meeting of the Association, provided that proper written or emailed notice of any proposed revisions is mailed or emailed to the members at least ten days prior to the annual meeting at which the amendment will be voted on.