

Proposed amendments to the By-Laws of the Idaho Rural Water Association:

The current Article VI, Section 3, states as follows:

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.

Amendment to revise Article VI, Section 3, as follows:

The Board of Directors will meet annually ~~immediately~~ no later than ninety (90) days following the annual meeting of the members for the purpose of reorganizing the Board and such other business as is required.

Explanation: Meeting directly after the annual meeting of the members can be chaotic. Allowing ninety (90) days provides for a more well thought out appointment of officers.

The current Article VI, Section 4, states as follows:

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.

Amendment to revise Article VI, Section 4, states as follows:

The executive committee will consist of President, Vice President, and 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.~~

Explanation: Since the Board of Directors is only comprised of seven (7) members it is not difficult to form a quorum for most, if not all, decisions. Use of an executive committee is unusual and nearly non-existent for decisions. This amendment updates the bylaws consistent with the association needs and current practice.

The current Article VI, Section 5, states as follows:

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

Amendment to revise Article VI, Section 5, states as follows:

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

Explanation: If the proposed amendment to update the composition of the executive committee to three (3) officers is passed, it is not prudent for the association to limit the size of a quorum to only two (2) individuals for decision making. It is in the association's best interest to maintain a quorum of no less than a majority of the entire board of directors.

The current Article VII, Section 4, states as follows:

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/her by the Board of Directors.

Amendment to revise Article VII, Section 4, states as follows:

The Secretary-Treasurer or designee 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/her by the Board of Directors.*

Explanation: Certain duties identified above are overseen by the Secretary-Treasurer and not actually 'performed' by the officer. This amendment clarifies that certain Association duties may be delegated to Association staff.

The current Article VII, Section 5, states as follows:

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.

Amendment to revise Article VII, Section 4, states as follows:

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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 National Director's term is three (3) years in accordance with NRWA policy.

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. The term of the Legislative Director is two (2) years.

Explanation: The term of the National Director in accordance with National Rural Water Association's (NRWA) policy is three (3) years. This clarifies the term of the IRWA National Director to be consistent with NRWA policy. A two (2) year term for IRWA's Legislative Director provides for more consistency to be effective in this role.