

# By-Laws of Citizens Water Advocacy Group



## Article 1. Name

The name of the organization is the Citizens Water Advocacy Group.

## Article 2. Purpose

This non-profit organization is formed for educational and scientific purposes; its main goal is the realization and maintenance of sustainable water consumption in the Upper Verde River Watershed and Prescott Active Management Area. The organization is a solution-oriented volunteer group, which works in partnership with other like-minded groups.

## Article 3. Membership

Membership in the Citizens Water Advocacy Group is available to any individual or family that (a) subscribes to the purposes of the organization; (b) fills out a membership application; and (c) pays annual dues. Annual dues are determined by the Board of Directors. Any individual member may cast only one vote on any question called to a vote. Up to two individuals may represent a family and each of those two individuals may cast one vote on any question called to a vote.

The Citizens Water Advocacy Group's Board of Directors reserves the right to deny membership to any applicant or current member and to return any dues paid for the current year.

## Article 4. Officers

The officers of the organization are the President, Vice-President, Secretary, and Treasurer. The officers are elected annually by the members at the Annual Meeting. Whenever a vacancy occurs between regular elections for any officer position, it will be filled by a majority vote of the Board of Directors.

**PRESIDENT:** The President presides over all membership meetings and Board meetings. The President is the chief executive officer of the Organization, responsible for day-to-day administration of the affairs of the Organization and supervision of any employees or contractors. The President is an ex-officio member of all committees. An annual report of the activities and financial condition of the organization is to be submitted by the President to the members at the Annual Meeting.

**VICE PRESIDENT:** The Vice President assumes the duties of the President should that Office become vacant and presides at meetings when the President is unable to attend. The Vice President shall carry out assignments at the request of the President.

**SECRETARY:** The Secretary maintains the official records of the Organization as well as any archives. The Secretary records and distributes the minutes of member meetings and Board meetings. The Secretary shall send out notification of all meetings.

**TREASURER:** The Treasurer shall maintain the financial records of the Association and be responsible for the monies or securities of the organization. The Treasurer must be one of the officers who signs checks. The Treasurer will prepare the financial report, which the President will present to the membership at the Annual Meeting and shall be responsible for presentation of the proposed-budget to the annual meeting.

### **Article 5. Board of Directors**

The Board of Directors is made up of the Officers, immediate Past President, Chairpersons of the standing committees, and up to six at- large members. The Chairpersons of the standing committees shall be selected by the Officers and the immediate Past President at the first Board of Directors meeting following the Annual Meeting. The at-large members shall be selected by the Officers, immediate Past President and the Chairpersons of the standing committees at the first Board of Directors meeting following the Annual Meeting and following selection of the Chairpersons of the standing committees. Whenever a vacancy occurs between regular elections for any Chairperson or at-large Director position, it will be filled by a majority vote of the Board of Directors. Subject to directives of annual and special meetings and these By-laws, the Board of Directors shall have authority over the activities and assets of the Organization.

Meetings of the Board of Directors can be called by the President or called or canceled by a majority of Board members provided at least 24 hour notice of the scheduled meeting is extended to all of the members of the Board by telephone, mail, email, or personal contact. Board meetings are open to all members with the exception of discussions of legal or personnel issues. The schedule and agenda for Board meeting will be posted on the Organizations web site when possible. A quorum of the Board of Directors consists of a majority of the members of the Board and a quorum is necessary to conduct any business. A majority of those present is necessary to decide any question.

Specific issues identified between meetings of the Board of Directors, such as approval of correspondence or expenditure of funds, can be decided by a combination of telephonic or email voting. A majority of the Board is necessary to approve a measure. A good faith effort must be made to contact every member of the Board during these telephonic or email votes.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. The Board of Directors shall adopt such rules for a hearing as it may, in its discretion, consider necessary for the best interests of the organization.

Directors missing three consecutive regular meetings are deemed removed unless there is a specific vote by the Board to the contrary.

#### **Article 6. Meetings of the Members**

There will be an Annual Meeting of the members of the organization at a time and place selected by the Board of Directors, unless specified at the previous Annual Meeting, for the election of officers, receipt of annual reports, and to conduct any other business that may arise. Notice of the Annual Meeting, stating the time and place, will be published or sent by mail or email to the last known address of all members of the organization at least seven days prior to the meeting.

Special meetings of the members of the organization will be held whenever called by the Board of Directors, the President, or by written request of one third of the membership. Notice of each special meeting, stating the time and place, will be published or sent by mail, email or telephone to the last known address of all members of the organization at least two days prior to the meeting.

Each member may vote at regular or special meetings of the membership. If the membership or Board of Directors have specific voting issues that are identified prior to meetings then the Board of Directors can, on a case by case basis, choose to allow absentee ballots. At all meetings of members, a member may not vote by proxy. Any action that is proper for a special meeting may be conducted by written ballot in lieu of a meeting. A written ballot may be initiated by a vote of the Board, a vote of the membership at a meeting, or by written petition by one third of the membership. At any meeting of the members a quorum will consist of the voting members present in person and a majority of those present or casting absentee ballots will be necessary to decide any question.

#### **Article 7. Committees**

The Nominating Committee consists of at least two (2) members in good standing appointed by the President and selected not later than the regular meeting of the Board two months prior to the annual meeting. This Committee will present a proposed slate of officers for approval at the meeting of the Board of Directors one month prior to the annual meeting. This slate will be presented to the general membership by mail or email along with the announcement of the Annual Meeting, during which there may be nominations from the floor.

The Audit Committee consists of at least two (2) members in good standing appointed by the President at least forty-five days before the Annual Meeting. The Committee will review the finances and records and provide a report to the membership at the Annual Meeting.

The standing committees will be formed from the membership: the names and number of committees will be determined by the Board or the membership. Duties and powers of the committees will be delegated by the Board. The committee chairpersons have the right to select members of their committees.

The President may, with the concurrence of the Board, create ad hoc committees or task forces for special projects. The President will name the committee chair and may appoint committee

members. These committees will be dissolved at the end of each calendar year, but may be recreated with the concurrence of the new President and Board.

### **Article 8. Expenditures**

The President is authorized to incur an expense, liability, or indebtedness on behalf of the organization up to an amount of TWO HUNDRED DOLLARS (\$200.00). This limit of TWO HUNDRED DOLLARS (\$200) is restored upon approval of the expenditure by the Board. Expenditures above TWO HUNDRED DOLLARS must be approved in advance by the Board.

By majority vote, each standing committee is authorized to incur expenses, liabilities or indebtedness on behalf of the organization up to an amount of TWO HUNDRED DOLLARS (\$200 ) without advance approval of the Board of Directors). This limit of TWO HUNDRED DOLLARS (\$200) is restored upon approval of the expenditure by the Board. Expenditures above TWO HUNDRED DOLLARS (\$200) must be approved in advance by the Board of Directors.

### **Article 9. Compensation**

The Board is authorized to pay such compensation to employees of the organization as they may deem to be in the best interest of the organization. No member of the Board of this organization may receive any compensation (other than remuneration for expenses incurred) either for services performed as an officer or as a member of the Board of Directors.

### **Article 10. Fiscal Year**

The fiscal year of the organization begins on the 1st day of January and terminates on the 31st day of December of each calendar year.

### **Article 11. Parliamentary Authority**

*Robert's Rules of Order*, Modern Edition, govern the meetings of the organization in all cases where they are not inconsistent with these By-laws and any special rules of order the organization may adopt, or where the By-laws are silent.

### **Article 12. Amendments**

The By-laws of the organization may be amended, altered or repealed by the affirmative vote of a majority of the members attending a scheduled meeting of the organization where there has been prior notification that a vote will be held on a By-law issue. The undersigned Vice-President of the Citizens Water Advocacy Group, a non-profit Arizona organization, does hereby certify that the above By-laws were duly adopted at a meeting of the Membership held on **April 11, 2009**, as the By-laws of the Citizens Water Advocacy Group.



, Vice President, December 9, 2009