

**BY-LAWS**  
**OF**  
**ARIZONA MUNICIPAL WATER USERS ASSOCIATION**

ARTICLE I  
STATEMENT OF PRINCIPLES AND POLICIES

Section I.I

The Arizona Municipal Water Users Association is a voluntary association of Arizona cities and towns having common interests and concerns in the areas of water resource policy, planning, development and management. The underlying concept of the Association is that cities and towns, which are the unit of government closest to the people, should exercise the basic initiative and leadership in the area of water resource policy, planning, development and management and that the cities and towns should have the primary responsibility for dealing with those water resource policies, plans and problems which require action on a regional or area wide basis.

Within this concept, the Association acts: 1) to provide a forum for discussion, analysis and input into the development of Federal, State and regional water resource policies and planning which are of interest or concern to the Association's members; 2) to insure through communication, coordination and cooperation among the Association's membership, the development of effective regional water resource policies and planning; and 3) to assist the member cities and towns in attaining the highest degree of intergovernmental cooperation possible in order to plan and prepare for the rational and efficient development and use of water resources within the State in promoting the orderly growth and development of the Association's member cities and towns.

The Association is not, nor is it intended to be, a substitute for the member cities and towns in the operation of municipal water or **wastewater** facilities. It is, however, an association through which the individual members can work effectively and cooperatively to position cities and towns in the forefront of water resource policy development and planning in the State of Arizona.

Section 1.2

The area of concern for the Association is defined as the urbanized area of **Maricopa** County, Arizona.

Section 1.3

Constructive and workable policies and programs for meeting area-wide water resource problems of local government will be most effectively and **expeditiously** developed by regular meetings of governmental unit members in an area-wide voluntary and cooperative association dedicated to the solution of these problems.

Section 1.4

Nothing contained in these By-Laws shall authorize the Association to become involved in matters which are essentially within the jurisdiction of any one (1) member without its consent.

Section 1.5

The Association is not, nor is it intended to be, a substitute for local government. It is, however, an organization through which individual governmental units can work on regional water resource problems and coordinate their efforts.

#### Section 1.6

This article shall not authorize the Association to become involved in the direct operation of water or wastewater facilities.

### ARTICLE II DEFINITIONS

#### Section 11.1

Association. Association, as used in these By-Laws, means the Arizona Municipal Water Users Association, a nonprofit corporation of the State of Arizona created pursuant to Title 10, Arizona Revised Statutes.

#### Section 11.2

Board of Directors. Board of Directors, as used in these By-Laws, means the President, Vice-President, and Secretary-Treasurer of the Association and the Mayor of each other voting membership city. Membership on the Board of Directors is limited to Mayors of Association voting member cities.

#### Section 11.3

Management Board. Management Board, as used in these By-Laws, means the eligible city or town managers, or city or town clerks of incorporated municipalities which do not have the Council-Manager form of government. Any city or town may designate its public works director or equivalent to serve in the stead of its manager or clerk.

#### Section 11.4

Standing and Special Committees. Standing Committee, as used in these By-Laws, means the permanent committee(s) formed by the Board of Directors. Special committee, as used in these By-Laws, means the committee(s) formed by the Board of Directors on a temporary basis for the completion of studies and projects.

#### Section 11.5

##### Designated Representatives

- a. A voting member of any board (including the Board of Directors) or committee may send a designated representative of that member to any meeting who shall be authorized to participate in and vote on all matters coming before that meeting, subject to challenge as provided in section IV.9. Provided, however, that if such person is sent to the meeting to represent the president or chairman, they shall not assume the responsibility of the president or chairman, respectively, such duties shall be assumed by the vice-president or vice-chairman.
- b. A designated representative need not provide written authorization to participate and vote in any meeting. Provided, however, that if challenged at that meeting (or prior to approval of that meeting's minutes) written ratification of such person's authorization to act as the designated representative of a member shall be filed with the executive director within 5 working days of the challenge.

ARTICLE III  
MEMBERSHIP

The membership of this Association shall be the voting and non-voting cities and towns meeting the eligibility requirements contained in this article which have been admitted to membership by approval of the Board of Directors. Members shall participate as provided herein.

Section III.1

Eligibility of Voting Membership. A city or town shall not be eligible to be a voting member of the Association unless such city or town meets all of the following requirements:

- a. The city or town is located within **Maricopa** County, Arizona;
- b. The city or town has entered into a municipal and industrial water service subcontract with the Central Arizona Water Conservation District and the United States of America.
- c. The city or town has a municipally owned water distribution system;
- d. The city or town has municipally owned **wastewater** collection and treatment facilities; and;
- e. The city or town has a population, according to the latest federal census, of 50,000 or more inhabitants.

Section III.2

Applications for Voting Membership. Any city or town meeting the requirements for voting membership may be nominated for membership by one or more voting members of the Association. Such prospective members shall become members of the Association upon unanimous approval of the full Board of Directors and upon such member's agreement to:

- a. Pay an initial membership fee as determined by the Board of Directors from time to time but not less than \$35,000;
- b. Meet all reasonable conditions of VOTING membership as determined by the Board of Directors from time to time; and
- c. Pay annual dues as determined by the Board of Directors from time to time.

Section III.3

Eligibility for Non-Voting Membership. Any incorporated city or town may apply for non-voting membership if such city or town meets all of the following requirements:

- a. The city or town is located in **Maricopa** County, Arizona;
- b. The city or town has a municipally owned water distribution system;
- c. The city or town has municipally owned wastewater collection and treatment facilities;
- d. The city or town has a population, based on the most recent federal census, of less than 50,000 inhabitants; and
- e. The city or town has entered into a municipal and industrial water service subcontract with the Central Arizona Water Conservation District and the United States of America.

Section III.4

Applications for Non-Voting Membership. Any city or town meeting the requirements of Section III.3 may be nominated for non-voting membership by one or more voting members of the Association. Such prospective members shall become non-voting members of the Association upon unanimous approval of the full Board of Directors and upon such member's agreement to'

- a. Pay the Association an initial membership fee as determined by the Board of Directors from time to time but not less than \$15,000;
  - b. Meet all reasonable conditions of non-voting membership as determined by the Board of Directors from time to time; and
  - c. Pay annual dues of not less than \$15,000 as determined by the Board of Directors from time to time.
- Upon meeting the requirements of this section, non-voting members shall have all the rights and privileges of regular members except that non-voting members shall not have a vote during membership meetings and shall not serve on the Board of Directors or Management Board. Non-voting members may otherwise attend meetings and participate in discussions.

### Section III.5

Dissolution. Upon dissolution of the Association, all assets and liabilities shall be apportioned to the members on the basis of dues paid to the Association.

## ARTICLE IV MEETINGS OF MEMBERS

### Section IV. 1

The annual meeting of the members of the Association shall be held in June of each year, in Phoenix, **Maricopa** County, Arizona, at a place and time to be designated in the notice of the meeting. The members shall be represented by their duly elected mayors or acting mayors.

### Section IV.2

At the annual meeting, the voting members shall elect the following officers of the Association, **President**, **Vice-President**, and Secretary-Treasurer, each of whom shall, when elected, also serve as a member of the Board of Directors of the Association. Each other voting member shall serve as a member of the Board of Directors.

### Section IV.3

Regular meetings of the members may be held in Maricopa County, Arizona, with the time, date, and location of said meetings to be determined by the Board of Directors.

Regular meetings of the members may be held outside of **Maricopa** County, Arizona, with the time, date, and location of said meetings to be determined by a two-thirds (2/3) vote of the voting members.

### Section IV.4

The calls and notices of all meetings of the members shall **conform to** the provisions of Article VI of these By-Laws.

### Section IV.5

The President, and in the President's absence the **Vice-President**, shall preside at such meetings. In the absence of the President and Vice-president, the voting members shall select a voting member to preside at such meetings.

### Section IV.6

Each voting member of the Association is entitled to one (1) vote on all matters coming before any meeting of its membership, and each member of the Association, may be represented by designated representative provided such representative is the holder of an elective office of such member. Action of members shall be by majority vote of voting members voting on matters coming before the meeting of the members.

#### Section IV.7

A simple majority in number of the total voting membership, either in person or by designated representative, shall constitute a quorum for all purposes. In the absence of a quorum, the Chairman of the meeting may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until voting members sufficient to constitute a quorum shall attend, either in person, or by designated representative or, in the alternative, may set a date and time for the next meeting which time shall be at least 24 hours later unless an actual emergency occurs necessitating an earlier meeting date and such emergency meeting is held in compliance with the Arizona Open Meetings Law, A.R.S.

Section 38-451 et seq. (hereinafter "Arizona Open Meetings Law"). At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

#### Section IV.8

All informalities and/or irregularities in the manner of voting, form of credentials, eligibility of designated representatives, or method of ascertaining those present shall be deemed waived if no objection is made prior to the approval of the minutes of the meeting in question.

#### Section IV.9

The Board of Directors may adopt rules governing the procedures of the meetings of the members.

#### Section IV. 10

All meetings of the meetings, the Board of Directors, the Management Board and all standing and special committees shall be conducted in accordance with the Arizona Open Meetings Law.

### ARTICLE V BOARD OF DIRECTORS

#### Section V.I

The business and affairs of the Association which arise between annual meetings of the membership shall be conducted by the Board of Directors at properly called meetings.

#### Section V.2

If the office of President, **Vice-President**, or Secretary-Treasurer becomes vacant, the remaining members of the Board of Directors, by affirmative vote of the majority thereof, shall elect a successor to hold office for the **unexpired** term of the officer whose position shall be vacant.

#### Section V.3

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

#### Section V.4

Each director is entitled to one (1) vote on all matters coming before any meeting of the Board of Directors, and each director may be represented in vote by designated representative. Action of the Board of Directors shall be by majority vote of Directors voting on matters coming before the meeting of the Board.

#### Section V.5

The powers and functions of the Board of Directors subject to the limitations hereinafter stated, shall include, but not be limited to, the following:

- a. The formulation of policy decisions and determination of policy matters for the Association.
- b. The approval and adoption of a budget for each fiscal year and a service charge schedule.
- c. The initiation and/or request for studies to be undertaken either by **inter-agency** agreement, contract, or otherwise as they may deem appropriate.
- d. The appointment of such standing and special committees deemed necessary to achieve the purposes of the Association.
- e. The hiring of an executive director for the Association.
- f. The establishment of assessments for special projects and other items not included in the budget for such fiscal year.

Each Director shall have the right at any meeting of the Board of Directors to propose a subject for study by the Association or to request review of any action taken by the Management Board during the interval between meetings of the Board of Directors when it is not possible for the Board of Directors to act on such requests or proposals at such meeting in accordance with the Arizona Open Meetings Law, the matter shall be noticed for action at the next meeting of the Board of Directors.

#### Section V.6

No person shall have the authority to make or execute binding contracts on behalf of the Association without approval of the Board of Directors acting at a properly called meeting, except that the Executive Director is authorized to contract for the Association in the normal operations of the Association's affairs, provided any one of such contracts does not exceed \$3,000. Normal operations of the Association's affairs shall include employment matters except as provided in Section V.5(G), obtaining supplies, materials and services needed in the operation of the Association's offices and incidental contracts as may be specifically or **impliedly** authorized by the Board of Directors.

All contracts authorized by this provision shall be binding on the Association. Member cities and towns shall not be parties to Association contracts unless such city or town is a named party and the governing body of the city or town has authorized the city to execute the contract.

#### Section V.7

The Executive Director shall cause minutes to be taken at all meetings of the Board of Directors and copies of said minutes shall be furnished to the members after approval by the Board of Directors.

#### Section V.8

The Executive Director is authorized to attest the signatures of the officers and directors of the Association.

ARTICLE VI  
NOTIFICATION REQUIREMENTS FOR MEETINGS OF MEMBERS  
AND MEETINGS OF THE BOARD OF DIRECTORS

Section VI. 1

Notice of all meetings of members of the Board of Directors, the Management Board and all standing and special committees shall be in accordance with the Arizona Open Meetings Law. The Board of Directors may exclude persons, including members, from Executive Session meetings when such exclusion is appropriate.

Section VI.2

At least five (5) days before the day of any meeting of the members, the Executive Director, when requested by the President (in the President's absence by the Vice-President) or two of the Board of Directors, shall cause a written notice setting forth the time, place, and general purpose of the meeting to be delivered personally or by mail with postage prepaid to each member of record at his or her last post office address as it appears on the books of the Association. Provided, however, that such notice may be communicated to the member by telephone when a meeting is called by the chairman pursuant to Section IV.8 due to the lack of a quorum.

Section VI.3

Any meeting of the Board of Directors may be called by the President (in the President's absence by the Vice-President), or a majority of the Board of Directors, and notice of such meetings shall be given by the Executive Director at least twenty-four (24) hours before the time fixed for the meeting (except in case of actual emergency) and such notice shall specify time, place, and general purpose of the meeting, and shall be delivered personally or mailed, postage prepaid, to each member at his last post office address as it appears on the books of the Association or shall be communicated to the member by telephone.

ARTICLE VII  
OFFICERS

Section VI. 1

The President shall be the chief executive of the Association and shall exercise general supervision over its affairs. The President shall sign, on behalf of the Association, all documents requiring the signature of the Association and shall do and perform all other acts and things which the Board of Directors may require of the President. The President shall serve without compensation.

Section VI.2

In the absence of the President, or in the President's inability to act or serve, the Vice-President shall have the powers of the President. The Vice-President shall perform such further duties as the Board of Directors may delegate to the Vice-president. The Vice-president shall serve without compensation.

Section VII.3

The Secretary-Treasurer shall have the custody and control of the funds of the Association, subject to the acts of the Board of Directors, and shall report the State of the finance of the Association at each annual meeting of the members and at any special meeting of the members when requested by the President to do so. The Secretary-Treasurer shall perform such other services as the Board of Directors may require of the Secretary-Treasurer and shall serve without compensation.

#### Section VII.4

The Executive Director shall keep the minutes of the Association and such books as these By-Laws or resolutions of the Board of Directors may require the Executive Director to keep. The Executive Director shall attest the signature of the authorized officer on all documents requiring the signature of the Association, shall be the custodian of the seal of the Association, and shall affix the seal to all papers and instruments requiring it. The Executive Director shall perform such other services as the Board of Directors may require of the Executive Director and shall receive such compensation for services as the Board of Directors may allow. The Executive Director shall not be a member of this Association.

### ARTICLE VIII MANAGEMENT BOARD

#### Section VIII. 1

There is established a Management Board of the Association which shall consist of the eligible city or town managers, or city or town clerks of incorporated municipalities which do not have the Council-Manager form of government.

#### Section VIII.2

The Management Board shall be responsible for the functions as hereinafter set forth:

- a. There shall be selected a Chairman and **Vice-Chairman** from the members of the Management Board. Said selection shall occur at the first meeting in June of each year. In the event a vacancy occurs in the chairmanship, then the **Vice-Chairman** shall become Chairman for the **unexpired** term and a **Vice-Chairman** shall be elected to complete the remainder of the **Vice-Chairman's** term.
- b. The Management Board shall have the authority to recommend to the Board of Directors, committees and personnel to study specific problems, programs, or other matters which the Management Committee or Board of Directors have approved for study.
- c. The Management Board shall act as the coordinating agency for all other committees and subsidiary groups.
- d. The Management Board shall keep the Board of Directors informed on any matter or problem involving intergovernmental cooperation.
- e. The Management Board shall perform any other functions assigned by the Board of Directors.

### ARTICLE IX STANDING AND SPECIAL COMMITTEES

#### Section IX. 1

Standing and Special Committees shall be created by the Board of Directors from time to time, as the Board of Directors may deem appropriate.

#### Section IX.2

The Board of Directors shall authorize and define the powers and duties of all committees of the Board.



Section IX.3

The Board of Directors shall designate a Chairman and Vice-chairman of the Standing and Special Committees. Vacancies occurring in these positions shall be filed by the Board of Directors.

Section IX.4

Membership on Standing and Special Committees shall be determined by the Board of Directors. There shall be no minimum nor maximum number of individuals on any Standing or Special Committee. Nothing in these By-Laws shall be construed to limit membership on these aforesaid committees exclusively to officials serving political subdivisions of the State. The Board of Directors, in its discretion, may appoint any individual it deems qualified to serve on a Standing or Special Committee.

ARTICLE X  
MEETINGS OF COMMITTEES - NOTIFICATION REQUIREMENTS

Section X.I

The Management Board shall meet on the call of its Chairman (in the Chairman's absence by the **Vice-Chairman**), or two of the members, with the date, time, and place to be fixed by the Chairman. At least five (5) days prior, notice shall be given to committee members and the Executive Director.

Section X.2

Standing and Special Committees shall meet on the call of their Chairman (in the Chairman's absence by the Vice-chairman), or two of the members, with notification to the Committee members and to the Executive Director five (5) days prior to meeting of said Standing or Special Committees.

ARTICLE XI

Section XI. 1

Fiscal Year. The fiscal year of the Association shall commence on July 1 of each year.

Section XI.2

Members of the Board of Directors representing voting members, and mayors representing non-voting members, shall be responsible for submitting to their respective municipalities, for payment, dues assessments and assessments for any service charges approved by the Board of Directors. All service charges for cities and towns shall be determined annually by the Board of Directors.

Section XI.3

The Board of Directors may approve special service charges for individual studies or projects, sufficient to provide the funds required for the completion of said studies and projects, in addition to any regularly established service charges and determine when such charges are due.

Section XL5

Annual Audit. The Executive Director shall cause an annual audit of the financial affairs of the Association to be made by a public accountant or a certified public accountant selected by the Board of Directors at the end of each fiscal year. The audit report shall be made available to all members.

ARTICLE XII  
WITHDRAWAL

Section XII. 1

Any member may, at any time, withdraw from the Association, provided that written notification thereof is forwarded to the Executive Director and the said withdrawal shall be effective upon receipt by the Executive Director.

Section XII.2

Voluntary withdrawal does not operate to effect a waiver of obligations previously incurred by such withdrawing member during membership.

Section XII.3

Upon withdrawal, a member forfeits all interest in the property of the Association, its membership is terminated, and its right to share in any distribution of property upon dissolution is lost.

Section XII.4

Repayment of the initial membership fee shall be waived if a member who has voluntarily withdrawn seeks reinstatement within one year of the effective date of withdrawal.

ARTICLE XIII  
ADMINISTRATION OF INTERGOVERNMENTAL AGREEMENTS

Section XIII.1

The Board of Directors may authorize the Association to enter into agreements with member cities and others to provide technical support, administrative services, policy guidance and all ancillary support services necessary to implement intergovernmental agreements between such member cities. In the performance of such agreements, the Board of Directors may act for the Association, may direct the Management Board to perform duties under the agreement and may create standing or special committees to carry out the Association's responsibilities.

ARTICLE XIV  
SEAL

The seal of the Association shall be impressed as follows: "ARIZONA MUNICIPAL WATER USERS ASSOCIATION, INCORPORATED 1969, ARIZONA."

ARTICLE XV  
AMENDMENTS

These By-Laws may be amended at any meeting of the Board of Directors by a two-thirds vote of all voting members provided written notice of the proposed amendment has been given not less than fifteen (15) days prior to the meeting at which it is to be voted upon.

ARTICLE XVI  
EXECUTIVE SESSIONS

Section XVI. 1

The Board of Directors, the Management Board and all standing and special committees may exclude persons, including members, from Executive Session meetings when such exclusion is appropriate.

Section XVI.2

At any Executive Session meeting of the Board of Directors, the Management Board and all standing and special committees, any member who has taken a legal position that conflicts with the legal position the Association has taken or been authorized to take on a matter scheduled to be discussed in the Executive Session meeting shall disclose this fact and, unless requested to remain by the Board or committee, leave the Executive Session meeting for the duration of the discussion of this matter. "Legal position" means an appearance of record in a legal proceeding before a court or administrative agency.

ARTICLE XVII  
CONFLICTS

If a member intends to take a position or an action on a matter that conflicts with the position or action the Association has taken or been authorized to take on that matter, the member shall give the other members and the Executive Director of the Association as much advance notice of the proposed position or action as is reasonably possible under the circumstances. The mere existence of a conflict, however, should not discourage a member from participation in Association activities including attempts to gain Association approval of such member's position or action.

PASSED AND ADOPTED at a meeting of the Board of Directors of the ARIZONA MUNICIPAL WATER USERS ASSOCIATION held on this 11th day of July, 1991.