

BY-LAWS OF
SOUTHERN ARIZONA WATER USERS ASSOCIATION

As Amended December 17, 2014

ARTICLE ONE
STATEMENT OF MISSION & PRINCIPLES

The Southern Arizona Water Users Association (Association) is a voluntary non-profit association organized to discuss, analyze and recommend ways to preserve and enhance the quality and quantity of Southern Arizona's water resources.

The Association is comprised of governmental bodies, municipal water providers, agricultural and mining water users and others interested in working cooperatively to achieve the objective of the Association.

The Association believes it should exercise leadership and initiative to determine and encourage the most effective management of the region's sustainable supplies of quality water.

The Southern Arizona Water Users Association intends to provide a proactive forum to:

- Discuss and analyze federal, state, regional and local water resource management, policy and planning.
- Consult, coordinate and cooperate in the development of effective water resource policy and planning, including legislation.
- Ensure appropriate policies and programs are in place to protect the quantity and quality of water resources within and available to Southern Arizona.

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

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

ARTICLE TWO
MEMBERSHIP

2.1 Full Membership

A public governmental body or water provider shall be eligible to be a full member of the Association if it meets all of the following requirements:

- a. Is located within Southern Arizona.
- b. Pays an initial membership fee as determined by the Board of Directors.
- c. Pays annual dues as determined by the Board of Directors.
- d. Meets all reasonable conditions of membership as determined by the Board of Directors.
- e. Meets one of the following descriptions:
 - i. Is a large municipal water provider as designated by the Arizona Department of Water Resources or owns and operates a public-owned wastewater collection and treatment facility.
 - ii. Is an agricultural irrigation district or agricultural entity providing more than 5,000 acre feet of water annually?
 - iii. Is a mining, industrial, or institutional entity using more than 5,000 acre feet of water annually?

The Board of Directors may upon majority vote admit full membership to any and all such entity that meets the above requirements.

Upon the year of the dissolution or winding-up of the Association, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Association, shall be apportioned and distributed to the full members on the basis of dues paid to the Association..

Section 2.2 titled Associate Membership amended September 18, 2007 to delete all reference to Associate Members as recommended by the SAWUA Strategic Plan Committee.

2.2 Transfer of Membership

Membership is not transferable or assignable, voluntarily or by operation of law. Any purported or attempted transfer, assignment or encumbrance shall be void and of no effect.

as renumbered September 18, 2007.

ARTICLE THREE BOARD OF DIRECTORS

The Board of Directors shall be comprised of the chief administrator or designee of each Full Member entity. Each full member will have a director entitled to one vote per full member for all purposes.

The Board of Directors may take action on 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 an annual dues schedule.
- c. The initiation and/or request for studies to be undertaken either by interagency 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 or acquiring of professional assistance for the Association.
- f. The establishment of assessment for special projects and other items not included in the budget for such fiscal year.
- g. Other items as deems appropriate.

Action of directors shall be by majority vote of directors present and voting on matters coming before the Association.

ARTICLE FOUR
MEETING OF DIRECTORS

4.1 Annual Meeting

The Association shall hold an annual full membership meeting each year, within or without the State of Arizona, of a place so designated by the Board of Directors. The annual meeting shall be held not later than May 31st each year, and on any date within such period the Board of Directors may direct. The annual meeting will also include a meeting of the Board of Directors, which will include the electing of officers.

4.2 Meetings of the Board of Directors

Meetings of the Board of Directors shall be held quarterly, or as called by the President, or by request of one-third of the Board of Directors. They will only be open to the board members and his/her immediate representative. If a board member is unable to attend, a Proxy Authorization for Single SAWUA Monthly Meeting is to be sent with his/her designee. In cases where an officer of the Board is a non-voting individual from a Full Member entity, that individual shall serve as the Proxy in the absence of the voting board member.

as amended December 17, 2014 re attendance

4.3 Notice of Meeting

Notice of any meeting shall be delivered at least five days previous thereto by written notice delivered personally, by mail or by any other commercially acceptable means of business communication including, but not limited to, overnight mail, electronic mail, telex or telecopier to each director at his or her address. If mailed, such notice shall be deemed to be delivered two business days after deposit in the United States mail, so addressed, by certified delivery with postage prepaid.

The business to be transacted at, and the purpose of, any annual, quarterly or special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.

4.4 Quorum

A majority of the number of directors shall constitute a quorum for the transaction of any meeting of the Board of Directors, but if less than such number is present at a meeting, the majority of the directors present may adjourn the meeting from time to time without further notice.

4.5 Manner of Acting

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or as otherwise provided in these Bylaws.

Action, decisions, and/or policies of the Association as set by a majority vote of the directors voting on matters coming before the Board at a meeting. Each director is entitled to one vote on all matters coming before any meeting of the Board of Directors.

4.6 Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all directors entitled to vote consent thereto in writing specifically setting forth such action taken. Such consent shall have the same effect as a unanimous vote.

ARTICLE FIVE

OFFICERS

Once a year, the directors of the Board shall elect from the Board's membership the following officers of the Board, President, Vice-President, Secretary, and Treasurer and such other officers as may be deemed necessary.

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 may require of the President. The President shall serve without compensation.

The Board may select an officer from a Full Member entity who is not the designated Board member. In that circumstance, the officer would not be entitled to a vote since the vote would remain with the Board member of that Member entity. The officer would carry forth all other duties noted above.

as amended December 17, 2014 regarding officers

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 the Vice-President. The Vice-President shall serve without compensation.

The Secretary shall maintain the minutes of the Association and such books as these By-Laws or resolutions of the Board of Directors. The Secretary shall perform such other services as the Board of Directors may require of the Secretary and shall serve without compensation.

The 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 least every other meeting of the members and at any special meeting of the members when requested by the President to do so. The Treasurer shall perform such other services as the Board of Directors may require of the Treasurer and shall serve without compensation.

The Board of Directors may require the administrative services of an Executive Director or other professional assistance who shall perform such services and be eligible to receive such compensation for services as the Board of Directors may allow. The Executive Director shall not be a member of the Association's Board of Directors.

ARTICLE SIX
STANDING & SPECIAL COMMITTEES

Standing and Special Committees may be established by the Board of Directors based upon the recognized need. Any committee shall be composed of no less than three full members of the Association. The Board of Directors shall authorize and define the powers and duties of all committees of the Board. The Board of Directors shall designate a chair of any committee. The Board of Directors, in its discretion, may appoint any individual it deems qualified to serve on a Standing or Special Committee.

as amended September 18, 2007 to delete reference to associate members

ARTICLE SEVEN
WITHDRAWAL

Any member may, at any time, withdraw from the Association, provided that written notification thereof is forwarded to the President and the said withdrawal shall be effective upon receipt by the President. Voluntary withdrawal does not operate to affect a waiver of obligations previously incurred by such withdrawing member during membership, which includes no refund of dues paid. The withdrawing 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.

ARTICLE EIGHT
ADMINISTRATION OF AGREEMENTS

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

ARTICLE NINE
CORPORATE SEAL

The corporate seal shall be as prescribed by law.

ARTICLE TEN
AMENDMENTS

The By-Laws of the corporation may be amended, repealed, or enlarged by the affirmative vote of a majority of the Board of Directors at a properly noticed meeting.

ARTICLE ELEVEN
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.

ARTICLE TWELVE
CERTIFICATION

I hereby certify that the foregoing Bylaws were adopted by the Board of Directors of the corporation at a meeting called for that purpose on the 11th day of January, 2000, were amended on the 9th day of April, 2002, and further amended on the 18 day of September, and further amended on the 17th day of December, 2014.



Sheila Bowen, President
Southern Arizona Water Users Association

By-Laws Adopted by the Board:	January 11, 2000
By-Laws Amended by the Board:	April 9, 2002
By-Laws Amended by the Board:	December 17, 2014