

TEXAS
ASSOCIATION OF CLEAN WATER
AGENCIES (TACWA)

BYLAWS

Adopted November 2007

BYLAWS OF THE TEXAS ASSOCIATION OF
CLEAN WATER AGENCIES

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TEXAS ASSOCIATION OF
CLEAN WATER AGENCIES
BYLAWS

The preceding Mission Statement was part of TAMSA's former Strategic Plan and was simply repeated on the Bylaws document. The Mission Statement was not, however, part of the Bylaws themselves. For this reason, it is recommended that it be deleted from this document.

ARTICLE I

NAME

1. The name of the association shall be: TEXAS ASSOCIATION OF CLEAN WATER AGENCIES , referred to herein as "the association" or TACWA .

ARTICLE II

PURPOSE

1. The core purpose of the association is to be the leading advocate for responsible state policies that advocate clean water and a healthy environment. TACWA considers the following core values inherent in achieving this purpose and will aggressively pursue them:
 - a. Scientifically and economically informed environmental policy;
 - b. Visionary and results oriented leadership embracing innovation and diverse input;
 - c. Environmental stewardship;
 - d. Fiscal responsibility;
 - e. Integrity and credibility in all we do;
 - f. Collaboration as an effective strategy; and,
 - g. Continuous professional development.
2. It is hereby provided:
 - a. The association is one which does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for non-profit purposes as set forth herein, and no part of the net earnings of the association shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the

association shall be authorized and empowered to pay reasonable and distributions in furtherance of the purposes as set forth in these articles.

- b. The association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidates for public office or political party. Notwithstanding any other provisions of these articles, the association shall not carry on any other activities not permitted to be carried on by an association exempt from federal income tax under section 501 (c) (6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
- c. Upon the dissolution of the association, the Board of Directors shall, after paying or making provisions for payment of all indebtedness, dispose of all the assets of the association exclusively for the purposes of the association in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes or shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), as the Board of Directors shall determine. Any such assets not of Travis County, Texas, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

- 1. The principal place of business of the association may be established and maintained at such place or places, within the State of Texas, as the Board of Directors may from time to time designate.

ARTICLE IV

MEMBERSHIP

- 1. The Membership of this association shall be composed of publicly owned Wastewater Treatment Agencies, each acting through its designated representative who shall be a full-time employee of the agency. This membership shall constitute a Regular Membership. Regular Members who qualify shall be encouraged to be members of the National Association of Clean Water Agencies.
- 2. Membership applications shall be submitted to and approved by the Board of Directors. Qualifications for Regular memberships shall include:
 - a. *removed by majority vote January 26, 1996*

- a. the applicants must subscribe to the purpose and policies of the association;
 - b. the applicant must certify that the Bylaws of the association are acceptable to the applicant;
 - c. affirmative vote of a majority of the Board of Directors;
3. Associate Members: The affirmative vote of a majority of the Board of Directors may elect into associate membership any non-public organization or individual whose interests are compatible with the Bylaws and objectives of the association. Such associate members shall be entitled to all privileges of membership except voting rights and holding officer's positions.
 4. Resignation: Any member may resign by filing with the President a written resignation. Except as may be otherwise provided in any written pledge agreement executed by the resigning member, the resignation is effective upon filing.
 5. Termination of Membership: The Board of Directors, by majority vote, may suspend or expel a member for cause after an appropriate hearing.

ARTICLE V

GOVERNING BODY

1. Composition: The management of the affairs of the association is vested in a Board of Directors. Each regular member's designated representative shall be a voting member on the Board of Directors.
2. Duties of the board: In addition to its general management responsibilities, and without limitation, the Board may perform the following specific duties. (a) establish annual association goals; (b) manage the association's finances; (c) allocate the association's resources; (d) approve programs and such committees; (e) adopt association positions and policy statements; (f) manage the association's activities through policy guidance; (g) establish relationships with other organizations where it is in the interest of the association to do so; (h) authorize participation in litigation and administrative proceedings to protect the association's interests; and (i) ensure orderly long-range planning of the association.
3. Qualification: Eligibility for serving on the Board shall be limited to those individuals who have been designated as their agency's representative to the association and only designated representatives of Regular Members in good standing may serve on the board. Only members of the Board shall be eligible to vote at Board Meetings or serve as officers of the board.

4. Vacancies: Any vacancy occurring on the Board of Directors may be filled only by the Regular Member naming a new designated representative.

ARTICLE VI

OFFICERS

1. Officers: The officers of the association, to be selected from the Board of Directors, shall be President, Vice President, and a Secretary / Treasurer. The Board may elect or appoint such other officer's as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time by the Board.
2. Election: At the last regular meeting of any year, the members of the Board of Directors shall elect from their number the following officers: President, Vice President, and Secretary / Treasurer. If the election of officers shall not be held at the last regular meeting of any year, such election shall be held at the next regular meeting or special meeting as soon thereafter as may be convenient.
3. Term of Office: The officers of the association provided for above shall each serve for a term of one year, which term shall start at the end of the Board meeting following their election and continue until successor shall have been fully elected. Such officers may be elected by the Board of Directors to succeed themselves.
4. Removal of Officers: Officers of the association shall serve at the pleasure of the Board and may be removed by a simple majority vote of the Board, provided that any Board member who intends to propose the removal of an officer shall notify all other directors, including the officer proposed to be removed, of such intentions at least five days prior to any regularly scheduled Board of Directors meeting.
5. Vacancies: In the event of the death, resignation or removal of any officer of the association other than the President, the Board shall elect from among it's members, a successor to complete the term of office so vacated.
6. President: The President shall be the principal officer of the association and shall in general supervise and control all the business and affairs of the association. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the association authorized by the Board of Directors, any contracts, agreements or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by statute to some other officers or agent of the association.
7. Vice President: The Vice President shall preside at all meetings and function in the absence of, or at the request of, the President. The Vice President may be assigned other duties from time to time by the President of the Board of Directors. In the event of death, resignation, or removal of the President, the Vice

President shall automatically succeed and serve the remainder of the President's term.

8. Secretary / Treasurer: The Secretary / Treasurer shall have the custody of the seal of the association. The Secretary / Treasurer shall attend all meetings of the Board of Directors and shall record the proceedings thereat, and shall report the same to the next succeeding meeting. The Secretary / Treasurer shall perform such other duties as may be assigned to him by the Board of Directors. The Secretary / Treasurer, subject to such regulations as may from time to time be promulgated by the Board of Directors, shall have responsibility to render to the Board of Directors an annual, and/or upon request, accounting of the financial conditions of the association. The Secretary / Treasurer shall have the care and custody of the general funds, securities, properties, and assets of the association, and shall deposit the funds and securities in the Secretary / Treasurer's care in banks, trust companies or depositories as the Board of Directors shall designate, and shall disburse and dispose of the same, taking proper vouchers for such disbursements. The Secretary / Treasurer shall keep accurate books of account, recording therein the amounts of all monies, funds, securities, properties and assets in the Secretary / Treasurer's custody showing at all times the amounts of all property belonging to the association, wherever located, and showing the amount of disbursements made and the disposition of property and shall, upon request, provide such information about the financial condition of exhibit the said books and records when required by the Board of Directors, shall engage an independent auditor subject to the Board's approval to make an audit of the financial records according to standard acceptable accounting procedures.

ARTICLE VII

MEETINGS

1. Meetings of the Membership:
 - a. Regular meetings of the membership will be held once every two months; provided that no less than two regular meetings shall be held annually on the dates and at the places determined by the Board of Directors, and notice of not less than 15 days shall be given to the membership.
 - b. Special meetings of the membership of the association may be called from time to time at the discretion of the Board of Directors, by the President, or by not less than 10 regular members.
 - c. Quorum: At any meeting of the membership of the association 51 percent of the Regular Members in good standing present in person or represented by proxy shall constitute a quorum. Alternately, 51 percent of the Regular Members serving a population in excess of 250,000 persons shall constitute a quorum.
 - d. Proxy: Any member may designate a proxy to attend and vote at any regular or special meeting of the members. Such proxy shall be counted in determining a quorum.

2. Board of Directors Meetings:
 - a. Each meeting of the membership shall constitute a meeting of the Board of Directors.
 - b. Special meetings of the Board may be called by the President or not less than 10 Regular Members. Notice of any special meeting of the Board shall be given at least five days previous thereto by written notice, or delivered personally to each member of the Board.
 - c. Quorum: At any meeting of the Board of Directors, 51 percent of the Directors representing Regular Members in good standing present in person or represented by proxy shall constitute a quorum. Alternately, 51 percent of the Directors representing Regular Members serving a population in excess of 250,000 persons, and in good standing present in person or represented by proxy, shall constitute a quorum.

ARTICLE VIII

COMMITTEES

1. Special Committees: The President may create such Special Committees as in his judgement will facilitate the efforts of the association in achieving its basic goals. The President shall appoint the members of such Special Committees from among the designated representatives of the Regular and Associate Members and shall designate a chairman and Vice-Chairman of each such Special Committee Meetings. The President may replace any Chairman or Vice Chairman if he believes such action will better achieve the association's objectives.
2. Tenure: Committee members shall serve at the will of the President.

ARTICLE IX

AMENDMENTS

1. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of a quorum of the membership at any regular or special meeting, provided that a copy of such proposed amendments shall have been sent to each member not less than 15 days in advance of the meeting at which the amendments are to be voted upon.

ARTICLE X

PAYMENTS AND CONTRIBUTIONS

1. Funds and Donations: All funds received by the association, whether received as payment for services, contributions for special projects, donations, bequests or grants from any private or governmental body, shall go to the general funds of the association.

ARTICLE XI

MISCELLANEOUS

1. Emergencies: On matters requiring immediate action or when it is impracticable to convene the Board of Directors, the President may call for mail or electronic votes, and in such cases a majority vote of the Board of Directors shall be required for approval or disapproval. Alternately, if a majority vote of the Board of Directors is not obtained, a majority vote of the Directors representing regular members serving a population in excess of 250,000 persons shall determine approval or disapproval of the matters submitted for mail or electronic voting.
2. Rules of Order: Unless otherwise provided, all proceedings are to be governed by Roberts' Rules of Order.
3. Pronoun Usage: Pronouns in the masculine form in these bylaws shall be deemed to include the feminine form as well.