

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

Passed and Adopted on October 15, 2004. Chairman Joseph C. Donaldson presiding.
Amended on October 20, 2006. Chairman Michael R. Flannery presiding.
Amended on January 16, 2009. Chairman Michael R. Flannery presiding.
Amended on January 15, 2010. Chairman Michael R. Flannery presiding.
Amended on July 20, 2018. Chairperson Lora Lee Nye presiding.
Amended on January 21, 2022. Vice Chairman Roger Kinsinger presiding.

**ARTICLE I
STATEMENT OF PRINCIPLES AND POLICIES**

Section I.1

The Northern Arizona Municipal Water Users Association (NAMWUA) is a voluntary association of Arizona cities, towns and private water companies 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, and private water companies serving the majority of customers in member cities and towns should exercise the basic initiative and leadership in the area of water resource policy, planning, development and management and that NAMWUA members 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 NAMWUA members 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 members in the operation of municipal or private water or wastewater facilities. It is, however, an association through which the individual members can work effectively and cooperatively to position members in the forefront of water resource policy development and planning in the State of Arizona.

Section I.2

The area of concern for the Association is defined as Northern Arizona communities and counties in Coconino, Gila and Yavapai Counties.

Section I.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 members in an area-wide voluntary and cooperative association dedicated to the solution of these problems.

Section I.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 I.5

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

Section I.6

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

ARTICLE II

DEFINITIONS

Section II.1

Association. Association, as used in these By-Laws, means the Northern Arizona Municipal Water Users Association, a voluntary association of Arizona cities and towns and private water companies serving the majority of customers in member cities and towns in Northern Arizona.

Section II.2

Board of Directors. Board of Directors, as used in these By-Laws, means the Chairman, Vice-Chairman, and Secretary-Treasurer of the Association and the designated Board member (or their designated alternate) of each other voting member.

Section II.3

Technical Advisory Committee. Technical Advisory Committee, as used in these By-Laws, means the eligible member technical staff, Public Works Director or equivalent of incorporated municipalities which do or do not have the Council-Manager form of government.

Section II.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 II.5

Designated Alternates

- a. A designated alternate 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 alternate 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 cities and towns meeting the eligibility requirements contained in this article and private water companies serving the majority of customers in member cities and towns which have been admitted to membership by approval of the Board of Directors. Membership shall consist of voting and non-voting members. Members shall participate as provided herein.

Section III.1

Eligibility of Voting Membership. An entity shall not be eligible to be a voting member of the Association unless such entity meets all of the following requirements:

- a. The city or town is located within Northern Arizona in Coconino, Gila or Yavapai County.

- b. The private water company serves a city or town that is a member of the Association
- c. All voting members agree to participate financially in Association expenses incurred as a result of a majority vote of the Board of Directors.
- d. A city or town and a private water company that serves the city or town may both be voting members upon approval by the Board of Directors.
- e. Withdrawal of membership by a city or town served by a private water company, when both the city or town and the private water company are approved members, shall not affect the membership status of the other entity, regardless of whether the city or town or private water company withdraws its membership.

Eligibility of Non-Voting Membership. An entity shall not be eligible to be a non-voting member of the Association unless such entity meets all of the following requirements:

- a. The city or town is located within Northern Arizona in Coconino, Gila or Yavapai County.
- b. The private water company serves a city or town that is a member of the Association.

Section III.2

Applications for Voting Membership. Any city or town or private water company serving the majority of customers in a member city or town, meeting the requirements for voting membership may be nominated for membership by one or more voting members of the Association. Voting membership shall include a seat on the Board of Directors and the Technical Advisory Committee. Such prospective members shall become members of the Association upon unanimous approval of the full Board of Directors.

Applications for Non-Voting Membership. Any city or town or private water company serving the majority of customers in a member city or town, meeting the requirements for non-voting membership may be nominated for membership by one or more voting members of the Association. Non-voting membership shall include a participatory, non-voting seat on the Technical Advisory Committee and an ex officio, non-voting seat on the Board of Directors. Such prospective members shall become members of the Association upon unanimous approval of the full Board of Directors.

ARTICLE IV

MEETINGS OF MEMBERS

Section IV.1

The annual meeting of the members of the Association shall be held in July of each year in a member community at a place and time to be designated in the notice of the meeting.

Section IV.2

At the annual meeting, the voting members shall elect the following officers of the Association, Chairman, Vice-Chairman, 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

Meetings of the members may be held in any member community with the time, date, and location of said meetings to be determined by the Board of Directors. Members of the Board may attend, participate, vote at meetings telephonically or electronically and shall be included as part of the quorum.

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 Chairman, and in the Chairman's absence, the Vice-Chairman, shall preside at such meetings. In the absence of the Chairman and Vice-Chairman, 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 alternate 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 alternate, 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 alternate or, in the alternative, may set a date and time for the next meeting which time shall be at least 72 hours later unless an actual emergency occurs necessitating an earlier meeting date. 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 alternates, 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.

ARTICLE V

BOARD OF DIRECTORS

Section V.1

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 Chairman, Vice-Chairman, 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 voting member 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 alternate. 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 initiation and/or request for studies to be undertaken either by inter-agency agreement, contract, or otherwise as they may deem appropriate.
- c. The appointment of such standing and special committees deemed necessary to achieve the purposes of the Association.
- d. The hiring of an executive director for the Association.

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 Technical Advisory Committee (TAC) during the interval between meetings of the Board of Directors. The matter shall be noticed for action at a future 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.

Section V.7

The Chairman 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.

ARTICLE VI

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

At least five (5) days before the day of any meeting of the members, the Chairman, (in the Chairman's absence by the Vice-Chairman) 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 to each member of record. 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.7 due to the lack of a quorum.

ARTICLE VII

OFFICERS

Section VII.1

The Chairman shall be the chief executive of the Association and shall exercise general supervision over its affairs. The Chairman 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 Chairman. The Chairman shall serve without compensation.

Section VII.2

In the absence of the Chairman, or in the Chairman's inability to act or serve, the Vice-Chairman shall have the powers of the Chairman. The Vice-Chairman shall perform such further duties as the Board of Directors may delegate to the Vice-Chairman. This Vice-Chairman 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 Boards 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 Chairman 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.

ARTICLE VIII

TECHNICAL ADVISORY COMMITTEE

Section VIII.1

There is established a Technical Advisory Committee of the Association which shall consist of the appropriate professional staff where responsibilities include water production, utilities or public works of municipalities or private water companies.

Section VIII.2

The Technical Advisory Committee (TAC) 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 Technical Advisory Committee (TAC). Said selection shall occur at the first meeting in July of each year. In the event a vacancy occurs in the chairmanship, then the Vice-Chairman shall become the Chairman for the unexpired term and a Vice-Chairman shall be elected to complete the remainder of the Vice-Chairman's term.

- b. The Technical Advisory Committee (TAC) 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 Technical Advisory Committee (TAC) shall act as the coordinating agency for all other committees and subsidiary groups.
- d. The Technical Advisory Committee (TAC) shall keep the Board of Directors informed on any matter or problem involving intergovernmental cooperation.
- e. The Technical Advisory Committee (TAC) 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 filled 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 or 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.1

The Technical Advisory Committee 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.

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

WITHDRAWAL

Section XI.1

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

Section XI.2

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

ARTICLE XII

ADMINISTRATION OF INTERGOVERNMENTAL AGREEMENTS

Section XII.1

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 agreements between such members. In the performance of such agreements, the Board of Directors may act for the Association, may direct the Technical Advisory Committee (TAC) to perform duties under the agreement and may create standing or special committees to carry out the Association's responsibilities.

ARTICLE XIII

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. If two-thirds of all voting members are not present at such meeting then no action to amend the By-Laws can be taken.

ARTICLE XIV

EXECUTIVE SESSIONS

Section XIV.1

The Board of Directors, the Technical Advisory Committee 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 Technical Advisory Committee 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 XX

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 Chairman 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 AMENDED at a meeting of the Board of Directors of the NORTHERN ARIZONA MUNICIPAL WATER USERS ASSOCIATION held on this 20th day of July, 2018.

Roger Kinsinger

[Roger Kinsinger \(Jan 26, 2022 09:26 MST\)](#)

Vice Chair Roger Kinsinger