

INTERSTATE COUNCIL ON WATER POLICY BY-LAWS

AS AMENDED BY THE MEMBERSHIP OCTOBER 17, 2013

Article I

ORGANIZATIONAL MATTERS

Section 1. Name.

The name of the organization shall be the Interstate Council on Water Policy (hereinafter referred to as the "Council").

Section 2. Principal Office.

The principal office of the Council shall be in the vicinity of Washington, D.C. currently located at 505 North Ivy Street, Arlington, VA or as otherwise directed by the Board of Directors.

Section 3. Status.

The Council was incorporated as a perpetual non-profit corporation on January 17, 1977 in the Office of Recorder of Deeds, Washington, D.C.

Section 4. Purpose.

The Council is organized to affiliate state, tribal, regional and interstate agencies, associations and commissions concerned with the management of water and related resources so that members may consult, study, exchange information, testify and express viewpoints on water policy at the federal and interstate level.

Section 5. Objectives.

The objectives of the Council are to:

- a. Facilitate cooperation, consultation and exchange of information among the members as to the conservation, management, development, and administration of water and related resources;
- b. Promote the understanding of the various laws, doctrine, directives, ordinances, policies, regulations, and initiatives pertaining to water and related resources among the nation's water resource managers and express and exchange the views of the members on these matters;
- c. Establish policy reflecting the views of the membership pertinent to the conservation, management, development, and administration of water and related resources;
- d. Prepare, present, and disseminate testimony on the policies of the membership regarding water and related resources;
- e. Cooperate with other organizations having similar objectives as herein outlined, with the consent of the Board of Directors.

Article II

MEMBERSHIP

Section 1. Eligibility.

Each State, Tribe, Territory or Possession of the United States shall become a member of the Council upon the payment of dues as hereinafter set forth. Membership is also open to multi-state, regional, or interstate water agencies, including river basin associations and commissions, intrastate water agencies, and non-profit organizations, associations, or institutions that are created by or on behalf of one or more

states or tribes and having as their primary interest water resource policy and management. Upon payment of dues as hereinafter set forth, any such organization shall become a member of the Council.

Section 2. Representation.

Each member shall be represented by one or more individuals having special responsibilities for, or interest in, water and related resource policy and management. Representatives of members in good standing shall be eligible for election to the Board of Directors and as Officers of the Council. At no time shall more than one representative of a member serve on the Board of Directors simultaneously.

Section 3. Voting Privileges.

Each member shall have one (1) vote on all matters presented to the membership for vote. Members may identify more than one representative, but only one shall be eligible to exercise the member's voting privilege.

Section 4. Affiliate Membership.

Affiliate membership may be granted upon the approval of the Board of Directors, and upon payment of annual dues as herein set forth, for individuals, non-government organizations, or other entities with an interest in water resource management. The Board of Directors may establish such categories of affiliate membership as it deems appropriate, including the establishment of appropriate levels of corporate sponsorship for sustaining affiliate member classifications pursuant to the dues structure authorized under Article IV of these By-Laws. Affiliate members shall not have voting privileges and are not eligible to serve on the Board of Directors or as Officers, but will be entitled to all other benefits of membership.

Article III

MEETINGS OF MEMBERS

Section 1. Annual Meeting.

There shall be an Annual Meeting of the membership of the Council at a time and place to be determined by the Board of Directors. Additional meetings may be called by the Chair upon request by the Board of Directors.

Section 2. Quorum.

Matters requiring membership approval must be supported by a majority vote with at least 30% of the eligible members participating.

Article IV

DUES & FINANCIAL MATTERS

Section 1. Dues Structure.

The Board of Directors of the Council shall establish and notify all members and affiliate members of the dues structure for the Council at least one year (12 months) prior to issuing notices of dues, when there are changes in the amount of dues being assessed.

Section 2. Annual Assessments.

Dues shall be assessed annually and are payable by members and affiliate members upon receipt of dues notice. The Board of Directors shall take such actions as are appropriate should dues not be paid within ninety (90) days of mailing of dues notice.

Section 3. Fiscal Year.

Commencing July 1, 2005, the Council shall operate on a fiscal year basis which begins July 1 and ends June 30.

Article V

BOARD OF DIRECTORS

Section 1. Board Composition and Authority.

The Council shall be governed by a 13 member Board of Directors, elected from the membership of the Council, which shall establish the policies, procedures and programs of the Council and act in its behalf.

Section 2. Members of the Board.

The members of the Board of Directors shall be elected on a staggered basis by vote of the membership during the Annual Meeting of the Council and shall serve for three years or until successors are elected and installed at subsequent Annual Meeting(s). Installation of directors shall be deemed to occur upon the adjournment of the Annual Meeting at which they are duly elected.

Section 3. Vacancies.

Should any member of the Board of Directors be unable to complete his or her term, or no longer represent the Council member, or represent a Council member no longer in good standing, the Board of Directors shall choose a replacement from amongst the membership of the Council to fill the unexpired term.

Section 4. Meetings of the Board.

The Board of Directors shall meet at least four (4) times during each fiscal year. Meetings of the Board shall be open to any interested Members. The Board may meet and transact business in meetings, or by U.S. Postal Service mail, telephone and conference call or other electronic means, upon proper notice as provided in Sections 5 and 6 of this Article. A quorum of the Board of Directors for the transaction of business shall be seven (7) members, unless there are one or more vacancies on the Board, in which case a quorum shall be equal to a majority of the sitting members.

Section 5. Meeting Notices.

The members of the Board of Directors shall be notified by email at least five (5) days prior to each meeting. Such notice shall set forth the time, place and tentative agenda for such meeting.

Section 6. Special Meetings.

The Chair, the First Vice-Chair, or the Second Vice-Chair may call a special meeting of the Board when items of an emergency nature require immediate Board attention. Such meetings may be arranged by telephone, so long as an attempt is made to contact all members of the Board regarding attendance at such special meeting.

Section 7. Executive Staff.

Subject to the availability of funds, the Board of Directors may secure such services, or select such employees, as it deems necessary, and set appropriate compensation, to provide executive and/or administrative support to the Board.

Article VI
OFFICERS

Section 2. Officers.

The Officers of the Council shall be the Chair, First Vice-Chair, Second Vice-Chair, Secretary and Treasurer, each of whom shall be a member of the Board and represent a Council member in good standing during the term that their office is held. At its discretion, the Board may elect one member of the Board to serve in a dual capacity as both Secretary and Treasurer. Candidates for any office must have served at least one year on the Board of Directors. Except for the Secretary and Treasurer, the Officers shall also serve respectively as the Chair, First Vice-Chair and Second Vice-Chair of the Board of Directors.

Section 2. Chair.

The Chair shall preside at all meetings of the Council and the Board of Directors. The Chair shall appoint the members and designate the chair of all Committees, except as hereinafter provided. The Chair shall have such other powers as shall be delegated by the Board of Directors, and shall have such powers as are necessary and proper to exercise the responsibilities herein granted. The Chair, following direction received from the Board of Directors, shall have supervision over all contractors and employees serving the Council.

Section 3. Vice-Chairs.

In the absence of the Chair, the First Vice-Chair, or the Second Vice-Chair if both the Chair and the First Vice-Chair are absent, shall preside at all meetings of the Council or the Board of Directors. In the event of the resignation of the Chair, or should the Chair be unable to serve, the First Vice-Chair shall become Chair of the Council for the duration of the unexpired term.

Section 4. Secretary.

The Secretary shall maintain the records of the Council's communications and proceedings and, where appropriate, certify their authenticity.

Section 5. Treasurer.

The Treasurer shall be entrusted with custody of, and oversee the receipt, disbursement and accounting of the funds of the Council. It shall be the responsibility of the Treasurer to prepare an annual budget and such financial reports as directed by the Board of Directors. The Treasurer shall be bonded at the expense of the Council.

Section 6. Election and Terms of Office.

Immediately following the election of the Board of Directors at the Annual Meeting of the Council, the Officers shall be elected from the membership of the Board and shall serve for one year or until successors are elected and installed at the next Annual Meeting. Installation of officers shall be deemed to occur upon the adjournment of the Annual Meeting at which they are duly elected.

Section 7. Vacancies.

Should any Officer be unable to complete his or her term, or no longer represent the Council member, or if such Officer represents a Council member no longer in good standing, the Board of Directors shall choose a replacement from among the members of the Board of Directors to complete the unexpired term.

Section 8. Term Limits.

Officers other than the Secretary and Treasurer may not succeed themselves in office more than once, consecutively.

Article VII COMMITTEES

Section 1. Committees.

The Council shall have the following Committees, each of which shall have as its Chair a member of the Board of Directors:

- a) Executive Committee - Composed of the Officers, the Immediate Past Chair, and the Executive Director (non-voting), the committee will be responsible for the following activities: administration, audit, dues, by-laws, liaison with other water organizations, membership, and meeting programs.
- b) Nominating Committee. Composed of three (3) members of the Board of Directors appointed by the Chair. The Committee will be responsible for soliciting nominations from amongst the membership of the Council to fill Board vacancies or to fill expiring Officer and Board positions at Annual Meetings, and shall nominate a slate of officers and directors from amongst the membership for consideration at the elections conducted at the Annual Meeting pursuant to these by-laws. No active member of the Committee shall be eligible to be nominated by the Committee for any Officer or Board position. The Committee shall select nominees in a timely manner sufficient to allow the membership of the Council to receive ten (10) days advance notice thereof, by first-class mail or electronic mail, prior to Annual Meeting elections. Nothing herein shall preclude a member of the Council, upon a motion made and duly seconded, from making a nomination from the floor at the Annual Meeting.
- c) The Council shall have as many additional Committees as the Chair, with approval of the Board of Directors, may deem necessary for the conduct of Council affairs.

Section 2. Open Meetings.

Committee meetings shall be open to any interested member. The Executive Director will make all meeting schedules, minutes and other information available to all interested members in a timely manner.

Section 3. Committee Appointments.

The Chair shall appoint all members of all Committees, and designate the Chair of each Committee. The Committee Chair may call upon additional members to be advisors to the respective Committee. Appointments to Committees must be confirmed by vote of the Board of Directors.

Article VIII
CONDUCT OF MEETINGS

Section 1. Compliance.

All meetings of the membership of this Council or the Board of Directors, or Committees thereof, shall be in compliance with these By-Laws.

Section 2. Roberts Rules of Order.

Should these By-Laws be silent regarding any matter, then Roberts Rules of Order shall be followed.

Article IX
AMENDMENT OF BY-LAWS

Section 1. Amendment Process.

These By-Laws may be amended by majority affirmative vote of the members present at any meeting of the members, provided that members receive ten (10) days notice by first-class mail or electronic mail, together with the proposed By-Laws Amendments, prior to such meeting wherein amendments to these By-Laws are to be considered.

Section 2. Initiation of Amendments.

Amendments may be initiated by any member submitting same to the Board of Directors for review and comment, or by the Board of Directors. In any event, the Board of Directors shall notify the membership of such proposed Amendment under the provisions of Section 1 of this Article.

Adopted	August 29,	1977
Amended	August 28,	1978
Amended	September 21,	1983
Amended	September 19,	1984
Amended	August 21,	1985
Amended	August 28,	1990
Amended	August 19,	1991
Amended	September 1,	1992
Amended	September 7,	1994
Amended	September 14,	1995
Amended	December 6,	1996
Amended	October 18,	2005
Amended	October 24,	2007
Amended	December 1,	2010
Amended	October 12,	2011
Amended	October 17,	2013