

2023 WSWRA Membership Directory and Handbook

BY-LAWS

Article I

Section 1. Name. The name of this organization shall be the WASHINGTON STATE WATER RESOURCES ASSOCIATION (hereinafter referred to as the Association).

Section 2. Principal Office. The principal office for the transaction of business of the Association is located at 606 Columbia Street, NW, Suite 211, Olympia, WA 98501.

Section 3. Purposes. The purposes of the Association shall be as set forth in the Constitution.

Article II

Membership and Dues

Section 1. Membership. There shall be three classes of membership as follows:

(a) IRRIGATION DISTRICT MEMBERS. Any irrigation or reclamation district organized under and pursuant to Title 87 or Title 89 of the Revised Code of Washington shall be eligible for Irrigation District Membership.

(b) GENERAL MEMBERS. Any public or private agency, private company or corporation (including irrigation companies), associations or individuals, who's interests are supportive of irrigated agriculture in the State of Washington shall be eligible for General Membership. General Membership shall be divided into the following categories: (i) business, (ii) individual, (iii) irrigation company, (iv) municipal, and (v) federal/state agency.

(c) HONORARY MEMBERS. Any person who has rendered conspicuous service in furthering the purposes of the Association may, by a vote of the Board of Directors, be granted an Honorary Membership in the Association. Honorary members shall be entitled to full membership privileges without payment of dues or assessments. Recipients of the Water Resources Leadership Award shall automatically become Honorary Members at the time the Award is conferred. All Honorary Memberships conferred by the Washington State Reclamation Association or the State Association of Washington Irrigation Districts shall be honored by this Association.

Section 2. Dues. Membership dues shall become payable as of January 1 of each year and shall become delinquent as of June 30 of the same year in which they were assessed. Any member (except honorary members) not paying the current year's dues in full by September 30, shall not be considered a member in good standing and shall lose all privileges granted by virtue of membership in the Association. Any member may apply to the Board of Directors for a change in its dues because of conditions which differentiate such applicant from other members. Any unused portion of dues paid by new general members subscribing to membership after June 30th, shall be applied towards payment of the first year of full membership. Any member utilizing exhibit space at the annual meeting shall pay a minimum of \$100.00 membership dues for that year.

Section 3. Annual Membership Meeting. A meeting of the membership shall be held annually at such time and place as the Board of Directors shall determine. Notice of the meeting shall be mailed to each member of the Association not less than 20 days prior to such meeting.

Section 4. Voting. Each member in attendance at the Annual Membership Meeting shall be entitled to vote as provided in the Constitution, except that any elected or appointed official of an irrigation district member in good standing, shall each be entitled to one vote.

Article III

Officers

Section 1. Duties. The President shall preside at all meetings of the Board of Directors, the Executive Committee, and the general membership. The President shall appoint all committees, including the chairman thereof, and shall perform all other duties necessary to carry out the functions of his office. The President shall be a member of all committees. All committee chairmen shall serve at the pleasure of the President.

The Executive Secretary/Treasurer shall perform the duties assigned by the Board of Directors and shall render a report to the Board of Directors at the first meeting following the close of each calendar year, or as soon thereafter as possible, showing the membership of the Association, the receipts and expenditures during the year, and a resume of the work accomplished. A similar report shall be made at the Annual Membership Meeting. The executive secretary is authorized to perform all financial transactions to further the purposes of the Association, including but not limited to establishing checking and savings accounts; investing funds;

borrowing funds and executing contracts as specifically authorized by the board of directors.

Section 2. Bonds. The Board of Directors may require fidelity bonds to be furnished by any officer and/or employee handling the finances of the Association in such amounts as it may deem desirable or necessary, said bond, or bonds, to be approved by the Board of Directors and the premiums therefore to be paid by the Association.

Section 3. Vacancies. The Vice President shall, in the absence of the President assume all of the duties of that office and, if a vacancy occurs, succeed thereto for the unexpired term.

Section 4. Qualifications. All officer and director positions shall be held by elected or appointed officials of any irrigation or reclamation district, any designated representative of a general member, or by any individual general member.

Article IV Board of Directors

Section 1. Directors. Directors shall exercise such authority and responsibilities as set forth in the Constitution of the Association.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall normally be held on the third Wednesday of every other month at a time and location as designated by the Board of Directors or the Executive Committee. Notice of the meeting will be made to each director in writing by first class mail postmarked not later than five (5) days prior to the date of the meeting.

Section 3. Special Meetings. Special meetings may be called by the President or upon written request of twenty (20%) percent of the Board of Directors. Notice of special meetings shall be consistent with the requirements of regular meetings.

Section 4. Agenda Items. The agenda for both regular and special meetings shall be sent with the notice for the meeting. Items not placed on the advance agenda shall require a two thirds majority vote to pass.

Section 5. Quorums. At any meeting of the Board of Directors, representatives of fifty percent (50%) of the Directors shall constitute a quorum for the transaction of business.

Section 6. Attendance. Any director will be disqualified from serving if he or she misses two consecutive regularly scheduled Board meetings or three regularly scheduled Board meetings within a calendar year; provided, the Board of Directors can excuse one or more of the absences if the board, at its sole discretion, determines an absence is for just cause. At the Board Meeting following the meeting at which a director has missed two consecutive regularly scheduled meetings or three regularly scheduled meetings within a calendar year, the Board shall take action to replace said Director in accordance with Article V, Section 5, of the Constitution; or, if requested by said Director, excuse one or more of the Director's absences.

Article V Executive Committee

Section 1. Membership. There shall be an Executive Committee consisting of the following: The President of the Association, who shall be the Chairman thereof; the Vice President; the National Director; the immediate Past President; and two (2) board members selected to at-large positions, who shall be appointed by the full board of directors. The Executive Secretary/Treasurer shall be an ex officio member of the Executive Committee.

Section 2. Powers. The Executive Committee shall exercise those powers necessary to promote the objectives of the Association and shall perform such other duties and assume such other responsibilities as are delegated to it by the Board of Directors.

Section 3. Reporting. The President, or any person designated by him, shall report to the Board of Directors, at any regular or special Board meeting, all action taken by the Executive Committee since the last preceding Board meeting.

Section 4. Meetings. Meetings of the Executive Committee shall be called by the President at such time and place as he deems necessary to transact the affairs of the Association.

Article VI Standing Committees

Section 1. Administrative Staff Committee. There shall be an Administrative Staff Committee, the purpose of which shall be to provide a forum for the exchange of concepts, problems and mutual assistance among irrigation district managers and staff; and to review matters of administrative procedure affecting irrigation district office procedures. It shall be the duty of this committee to prepare and update an "Irrigation Laws Calendar" of procedures prescribed by law, compile and update examples of forms for inclusion in the Irrigation Laws Handbook, and to undertake such other tasks as directed by the President or Board of Directors.

Section 2. Auditing Committee. There shall be an Auditing Committee which shall perform an internal audit of the Association's financial records. The audit shall be performed as soon as possible following the conclusion of the calendar year and the report presented to the Board of Directors.

Section 3. Awards Committee. There shall be an Awards Committee which shall have the responsibility of selecting the most deserving recipient of the Water Resources Leadership Award and nominees for such other awards as the President or Board of Directors may direct.

Section 4. Legal Committee. There shall be a Legal Committee consisting of two or more interested lawyers representing an irrigation district member in good standing, and General Counsel for WSWRA. The chairperson shall be WSWRA General Counsel. It shall be the duty of the committee to process requests for amicus participation in cases of interest to WSWRA members. The Legal Committee shall consider requests and advise the Board of Directors regarding WSWRA participation as an amicus in proceedings authorized by WSWRA policy. The Legal Committee will review legal decisions affecting irrigation district operation, advise the Board of Directors and irrigation district membership on how these decisions will affect irrigation districts in general, and recommend language for possible revision of existing laws.

Section 5. Legislative Committee. There shall be a Legislative Committee, the Chairperson of which shall be the current Association Vice President or other individual selected by the President. Subcommittee chairmen shall be appointed to handle legislation of specific subject matter. The subcommittee chairmen shall compose the Legislative Committee. The Legislative Committee shall recommend the position to be taken by the Association on all legislation significantly impacting irrigation district operations and/or enhance or impair the goals and objectives of Association members.

Section 6. Membership Development Committee. There shall be a Membership Development Committee which shall be charged with the responsibility of promoting membership in the Association.

Section 7. Nominating Committee. The Nominating Committee shall be composed of three (3) active members who are past presidents of the Association or its predecessor organizations. Ordinarily, the committee will be composed of the three (3) most recent past presidents, with the most recent past president serving as chairman. The Nominating Committee will attempt to place into nomination individuals who will provide a broad and balanced geographical representation. The Committee shall also endeavor, to the extent possible, to have officers terms coincide with that of the Washington State Legislature. The beginning term for officers should be the same as the year of the long session of the Legislature.

Article VII Special Committees

Section 1. Other Committees. Such other committees may be appointed by the President from time to time as need therefore shall dictate.

Article VIII Miscellaneous

Section 1. Political Contribution and Endorsements. The Association shall not make any contributions, nor endorse any candidate for public office. Endorsements of individuals for appointive positions may be considered by the Board, but may be acted on only after placement on the advance agenda.

Section 2. Amendments. These bylaws may be amended at any regular meeting or special meeting of the Board of Directors by majority vote and provided that written notice of the proposed change or changes shall be given in writing not less than 10 days before the meeting at which action is taken.

Section 3. Indemnity. The Association shall indemnify the directors, officers, and employees, made a party to a proceeding because of being a director, officer or employee of the Association, against liability incurred in the proceeding, and shall reimburse the directors', officers' or employees' reasonable expenses in such a proceeding, without regard to the limitations in RCW 23B.08.510 through 23B.08.550, and without the need for any determination as to indemnity or advance of expenses in accordance with RCW 23B.08.550, provided that such indemnity and reimbursement shall not indemnify or reimburse any director, officer or employee from or on account of-

- a) acts or omissions of the director, officer or employee finally adjudged to be intentional misconduct or a knowing violation of law; or
- b) conduct of the director, officer or employee finally adjudged to be in violation of RCW 23B.08.310; or
- c) any transaction with respect to which it is finally adjudged that such director, officer or employee personally received a benefit in money, property, or services to which the director, officer or employee is not legally entitled.

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Adopted by the Board of Directors on August 21, 1985.

Revised January 15, 1986

Revised March 19, 1986

Revised November 12, 1986

Revised January 18, 1989

Revised November 15, 1989

Revised September 19, 1990

Revised March 17, 1993

Revised November 19, 1997

Revised March 18, 1998

Revised January 20, 1999

Revised January 16, 2002

Revised January 18, 2006

Revised December 23, 2009