

_____, District
Texas Water Utilities Association
210 E. Hwy. 79, Hutto, Texas 78634

Article I
District Description

- A. **Name of District** - The name of this subsidiary organization is the _____, District, (hereinafter, the **District**). Texas Water Utilities Association (**T.W.U.A. or Association**).
- B. **Relationship to the Texas Water Utilities Association** – Having been formed and created within the organizational structure of the Texas Water Utilities Association, the district shall function as a subsidiary unit of the Association and comply with all provisions of the TWUA Bylaws and Policies and Procedures.
- C. **Geographical Boundaries** – The District shall include that area described as follows. County - _____. Area served with the county or counties - _____

_____.

The District Boundaries may be expanded or diminished through the District Governing Body's action with the approval of the Region's and the TWUA Bylaws Committee and voted on at a Mid-Year Board Meeting or Annual School. (A specific district boundary cannot extend into another existing boundary unless the district(s) involved approve the action.

Regional Affiliation – The District lies within the _____ Region of TWUA. The District shall be a functioning activity of the Region and shall send representatives as prescribed in the Bylaws of TWUA to the meetings of the Governing Body of the Regions.

ARTICLE II

Purpose and Objectives

The purpose of the District is to promote public health safety and maintain environmental quality through the encouragement of professionalism among utility operators; the training and education of persons in the field; the exchange of information and ideas; and the maintenance of a high level of performance standards among water and wastewater utility personnel.

The objectives of the District shall be directed to the fulfillment of the organizational purpose through the application of the following policies and actions:

1. Support TWUA in accomplishing its programs by disseminating information, responding to inquiries, and performing administrative and management activities involving the interrelationship of all TWUA functional levels.
 - a. The dissemination or circulation of other training providers' events is strongly discouraged at TWUA events.
2. Hold regular meetings at intervals of frequency which satisfy the training needs of the District members. Most Districts meet for two hours once a month; however, this can be supplemented with additional training events.
3. Plan, Develop and Conduct special training events (*all-day meetings, seminars, workshops, etc.*) independently or in concert with Regional Schools or TWUA Central Office for the benefit of District members and/or other members of TWUA.
4. Maintain attendance records for each member of the District and transmit the information to the TWUA Central Office for inclusion in the permanent records.
5. Send records of District training programs and special events to the TWUA Central office for permanent records.

ARTICLE III Membership

Active Members – will be membership dues paid by a superintendent, manager, official, or employee of a municipal, private, or other waterworks or wastewater system, engineer, expert, or any qualified person engaged in operation or management or interested in the knowledge of water and wastewater.

Honorary Members – will be those members who have been given special recognition for outstanding achievement and valuable service to TWUA or the District. Honorary Members have the same privileges as Active Members but shall NOT be required to pay district dues to the component of the Association bestowing the honor.

The District is granted the power to waive local district dues; however, TWUA Central Office **MUST** agree and approve or waive and reduce any dues (fees) that are typically considered the base amount retained by the association for membership. Otherwise, the district will be responsible for the Association's portion of the dues.

Retired Members – will be an individual who has retired from active service in the water or wastewater industry. A member cannot be considered "retired" if their TCEQ license is being used by any municipality or private provider for state compliance purposes.

Each District, by vote, establishes a policy that addresses reduced, district paid, or waived fees in relation to retired members.

Organizational Members – shall include organizations involved in service, supply, or consultation about water utilities and those interested in at least one of the stated objectives of the District. Organizational members shall designate one individual as their representative who shall be entitled to receive the benefits and exercise the rights and privileges of an individual member. The representative may be changed upon written notice from the organization to the Secretary/Treasurer of the District.

Organizational Members may also include those categories of membership established in the TWUA Bylaws, Article TWO.

Membership in any District Shall require membership in TWUA.

Membership shall be contingent upon payment of District and Association dues/fees.

ARTICLE IV Governance

Officers – The officers of the District shall be the President, President-Elect, Vice President, Secretary/Treasurer, and Immediate Past President. (Districts may combine positions as applicable)

Executive Committee – The Executive Committee shall be composed of the officers listed for the District. The Committee shall be empowered to act for the membership in the management of the general business affairs of the District but is subject to the approval of the District for any action proposed or taken. The Executive Committee is responsible for planning and executing the activities of the District, overseeing the projects, pursuing the goals and objectives herein set forth, and maintaining close communication with the Association. The Executive Committee shall meet at least two times each year. The current President shall preside at all meetings. If the President is absent, the President-Elect shall preside. The presence of three district officers at a meeting of the Executive Committee constitutes a board quorum.

Duties of Officers

The President shall preside at the meetings of the Executive Committee and the general membership meeting of the District. The President shall appoint the members of all District committees and name the committee chair. The President shall serve as a non-voting, advisory member of all local District committees. The President shall serve as the District's representative to the Board of Directors of TWUA and the Governing Body of the Region. The President should attend all meetings of these elements of TWUA, but, if unable to do so, a proxy should be appointed in writing to assure District representation at a meeting.

The President-Elect – shall serve in the absence of the President and carry out the duties of that office as necessary. The President-Elect shall serve as the Chairman of the district Nominating and Awards Committee.

The Vice President shall assist the President and serve as the Chairman of the District's Program Committee.

The Secretary-Treasurer shall attend all Executive Committee and District meetings and record the minutes. The Secretary-Treasurer shall record attendance at all meetings and training events; collect membership dues; forward TWUA dues to the Executive Director if dues collection authority is granted; notify members of meetings and special events; maintain the financial records of the District and serve as the Chairman of the Finance Committee; submit to the Executive Director of TWUA the record of member attendance at all meetings where training credit is granted; prepare an end-of-year financial report to be forwarded to the Executive Director of TWUA; and, in general, comply with all of the reporting provisions of the TWUA Policies and Procedures Manual. The Secretary-Treasurer will be covered by a surety bond in an amount established by the Executive Committee. The District will pay the annual premium for the bond. The duties of Secretary and Treasurer may be split into two separate offices.

Immediate Past President – shall provide advice and assistance to the President and serve as District Parliamentarian.

Election of Officers – The Nominating Committee shall present a slate of nominees for the District offices of the President-Elect, Vice President, and Secretary/Treasurer no later than the October meeting of each calendar year. Other nominations for these offices may be received from the meeting floor, provided the candidates have given prior consent to serve if elected. The current President-Elect shall be elevated to the office of President for the following year upon the approval of the majority of the membership present at the October meeting. If approval is not achieved, nominations for the office of President shall be received and placed on the ballot. The annual election of District officers shall be completed during the November meeting. The Secretary/Treasurer shall report the election results to the Executive Director of TWUA prior to December 1st of the current year.

The casting of votes may be accomplished through the showing of hands, by voice confirmation, or by written ballot. Each office or position shall be voted on separately. The candidates receiving a majority of the votes for a particular office

shall be declared elected. If no candidate receives a majority of the votes, a run-off election will be held between the two candidates receiving the greatest number of votes. The candidate receiving the majority of the votes in the run-off election shall be declared elected.

Term of Office – The term of office for all officers shall be one year in duration beginning on January 1st of the year following the election. If willing to serve, the elected officers for the various offices may serve consecutive and additional terms in the same or other board positions.

Vacancies in District Offices – Death, resignation, or the removal of an officer for good cause may create a vacancy in a District Office. The removal of an officer before the expiration of their term of office position SHALL be approached with extreme caution and concern for both the well being of the individual and the District.

An officer may be removed for NOT fulfilling the duties of the office to which they were elected:

- For the lack of respect or blatant disregard for a professional, ethical standard;
- For the violation of civil or penal law resulting in a conviction;
- By majority vote of district members for loss of confidence in the person's ability to effectively carry out the duties of the office in which elected.

In any case, the procedure for removal must originate in the District Executive Committee, either through its own initiative or by the petition of two-thirds of the members of the District. The charges against the individual must be clearly stated, documented, and supported by fact and discussed with the officer during an executive session of the Executive Committee, where ample opportunity will be provided to respond to the charges. Both the Executive Committee, acting for the District, and the board officer being charged may seek legal counsel and be assisted during the procedures by their respective attorneys.

If the charges cannot be confirmed during the executive session, then the charges shall be dropped, and the officer in question shall remain in office for the remainder of the elected term.

If the charges alleged are confirmed during the executive session, the officer in question should be given the opportunity to submit a letter of resignation voluntarily. If the officer in question does not choose to resign and the Executive

Committee approves a proposal to remove the offending officer from office, by the unanimous vote of the other district officers (the charged officer is not included in this vote), a copy of the Executive Committee's proposed course of action shall be mailed to each member of the said district no less than 15 days prior to the next regularly scheduled District meeting.

The said proposal will be considered and brought to a vote during the district meeting. If the proposal is approved by a two-thirds majority of the members present, the said officer shall be deemed removed from office. If the motion for approval fails, the charges against the officer shall be dropped.

If the proposal originated from criminal acts by the officer, all documentation would be turned over to law enforcement for further action.

Officer Vacancies – should vacancies occur in any of the offices, the following procedure will govern:

A vacancy in the office of the President shall be filled by the President-Elect.

A vacancy in the office of President-Elect shall be filled by the Vice President.

Should the office of the Vice President become vacant during a term of office, it shall be the duty of the Executive Committee to elect a new Vice President for the duration of the unexpired term.

If a vacancy in the office of Secretary/Treasurer occurs, the District President shall immediately appoint a qualified member of the District to fill the vacancy for the duration of the unexpired term.

Committees:

The Program Committee shall consist of at least three (3) members and shall assist the Vice President in planning and conducting programs for regular District meetings, seminars, and workshops.

The Finance Committee shall consist of at least three (3) members. It shall assist the Treasurer in preparing a District budget, collecting dues, and administering the District's financial affairs.

The Nominating and Awards Committee shall consist of at least three (3) members. The Committee shall submit a report to the membership during the October meeting, naming candidates to fill the offices for the ensuing year. Each candidate shall be active, current on dues, and a qualified member of the District who has agreed to serve if elected.

The nominating committee shall seek out members whose performances have been outstanding and recognize their achievements through a District Awards Program. The committee will also recommend the President for member recognition in the TWUA Awards Program.

Special Committees may be formed by the President, as needed, to direct effort to special projects or to assist in achieving specific objectives.

District Dues – A portion of District Dues will be forwarded to TWUA Central Office for reporting hours, maintaining records, program approval, and other needs of Central Office as determined by the TWUA Management Committee and current association operating budget.

The Finance Committee shall examine the fiscal needs of the District in the development of the annual budget. Based on these local projections, known costs, and findings, the amount of the annual membership dues proposed for the following year shall be reported to the Executive Committee. The Executive Committee may approve or adjust the proposal and present it to the membership of the District for final approval no later than the October meeting.

ARTICLE V

Meetings

The District shall meet monthly at a uniform date, time, and location determined by recommendation of the President with the assistance of the Program Committee, and confirmed by the unanimous vote of the members of a District. (*Ex. Second Tuesday of the month at 7:00 p.m.*)

The District has the ability and authority to cancel a monthly meeting if, in the determination of the District President, a said monthly meeting is not in the best interest of the attendees or TWUA. The monthly District Meeting can also be canceled by the directive of the Executive Director of TWUA if it is determined by

the Central Office that said a meeting is not in the best interest of TWUA or meeting attendees.

All District meetings will comply with ALL directives and stipulations established by TWUA and the Texas Commission on Environmental Quality (TCEQ).

The District shall establish a policy regarding reporting meeting hours for visitors by vote. Typically, hours reported by a District are for District Members; however, visiting members, or program providers may have meeting hours submitted. Districts may establish reciprocating agreements with neighboring Districts on how those who are part of the Association may have meeting hours reported when attending District meetings which they are not members of. This is strictly a decision established by each District.

The monthly meetings shall generally comply with the following agenda:

Business Meeting

- Call to order
- Reading and approval of previous meeting minutes
- Treasurer's report
- Old Business
- New Business

Program

The minimum time that can be reported to TCEQ as a TWUA District Meeting is 60 minutes, and these 60 minutes cannot include business meetings or peer-to-peer time. 60 minutes is the actual program/training time.

To receive two (2) hours of meeting credit, there must be thirty (30) minutes of Peer-to-Peer time and 90 minutes of program time. This peer-to-peer time must be spent on industry-related subjects. Peer-to-Peer time is not intended to be a time to share stories, catch up on sporting events or generally visit about worldly affairs.

Introduction of program speaker and/or subject.

The program is directly related to some aspect of water or wastewater with a minimum of **90 minutes**.

The program may be three (3) separate 30-minute presentations. The program may be 60 minutes and a 30 minutes question and discussion session led by the Program Chair and Presenter.

The program cannot be or come across as a sales pitch or product-specific endorsement. Attendees cannot feel like they were in a product or sales presentation.

No discussion of product or services **pricing** is allowed in the program presentation. After the meeting, the program presenter can meet with interested parties and discuss pricing or meet with interested parties and distribute product information, but NOT while the program is taking place.

Closing

Announcement of upcoming TWUA Training opportunities
Announce the next meeting or host meeting location, and
any final announcements
Adjourn

All meetings of the District will be conducted by the most recent revision of Robert's Rules of Order. A quorum for a business meeting of the District shall be established as the presence of not less than 30% of the total District membership. Committee quorums shall be set for the presence of a majority of the committee members.

ARTICLE VI Dissolution

In the event of the dissolution of the District, all assets remaining after the payment of debts and obligations of the District, ALL properties, funds, equipment, or anything of monetary value shall be forwarded to the Central Office of the TWUA Association for its exclusive use in carrying out its objectives and purposes. The current President of the Association may appoint a committee to investigate the cause(s) for the termination of the District and submit findings and recommendations to the Association's Board of Directors.

ARTICLE VII
Amendments to the Bylaws

The members of the District may amend these Bylaws in any manner not inconsistent with the Bylaws of the District or TWUA by a two-thirds vote of those voting at any meeting of the District or by sealed ballot, providing that either a copy of the proposed amendment has been mailed (or distributed) by the District Secretary to each current member of the District at least thirty (30) days prior to such meeting; or that the proposed change has been presented as an official Agenda Item at the previous meeting and discussed. All amendments to these Bylaws must be submitted to the Association's Bylaws Committee and the Executive Board of TWUA for final approval.

IN WITNESS THEREOF:

The foregoing Bylaws for the _____ District of the Texas Water Utilities Association were unanimously approved for adoption by its members during a meeting held at _____ Texas, on the _____ day of _____, 20____, with _____ members present, to supersede all previous organization documents (constitution and or bylaws) effective immediately.

Witness our signatures below:

_____ District President

_____ District Secretary

_____ Chair Bylaws Committee

APPROVED:

The preceding Bylaws of the named District of TWUA were approved and ratified by the Executive Board Committee of TWUA on this the _____ day of _____, 20____, effective immediately.

_____, Executive Director, Texas Water Utilities Association