

BYLAWS OF AZWARN

ARTICLE I – NAME & AFFILIATION

- 1.1 The name of the organization is ‘AZWARN’, an acronym for Arizona Water and Wastewater Agency Response Network.
- 1.2 AZWARN was formed and exists as a result of a Mutual Aid Agreement executed by water utilities, wastewater utilities, and public agencies within the State of Arizona.
- 1.3 AZWARN is part of the Security / AZWARN Committee of the AZ Water Association, herein after designated ‘AZ Water’, and shall participate in the activities of that organization. It is the intent that the Bylaws of AZWARN shall be in harmony with the Bylaws of AZ Water.

ARTICLE II – OBJECTIVES

- 2.1 The objectives of AZWARN are to:
 - a. Manage and administer the AZWARN Agreement, a mutual aid agreement for emergency assistance to water and wastewater utilities.
 - b. Additionally, AZWARN will provide the following services as resources permit:
 - i. Coordinate the identification and mobilization of resources during emergencies. Facilitate debrief following the completion of emergency responses provided through the AZWARN Agreement. Represent Water Sector in County or State Emergency Operations Centers.
 - ii. Maintain an AZWARN website.
 - iii. Identify and secure funding (through AZ Water) for emergency preparedness.
 - iv. Provide training and outreach programs.
 - v. Coordinate with county, State and Federal agencies on policies, procedures and regulations that impact emergency response capabilities of Arizona’s water and wastewater utilities.
 - c. It is intended to be an organization through which individual members can work on mutual aid issues and coordinate their efforts.
 - d. This article shall not authorize AZWARN to become involved in direct operational response to emergencies.

ARTICLE III – MEMBERSHIP

- 3.1 The membership of AZWARN is composed of:
 - a. Member: A water/wastewater utility (public and private) or other public entity, meeting the requirements of the agreement, that has signed the AZWARN Agreement shall be eligible to be a full member of AZWARN. Each Member organization is allowed one (1) vote.
 - b. Associate Member: The Board may, upon majority vote, accept as Associate member any and all such persons, firms, corporations and entities, which share the common objective

and goal of AZWARN. Associate Members can participate in Board meetings and committees, but cannot vote or become members of the Board.

- 3.2 For the purposes of meetings, committees, and other functions there is no limit on the number of representatives allowed from each member organization.
- 3.3 Addition of new members – Any utility that becomes a signatory to the “AZWARN Agreement” and meets the criteria set forth in Article III will automatically become a voting member of AZWARN. Associate Members may be added upon a majority vote of AZWARN Board.
- 3.4 Removal from membership roles – Upon a majority vote of AZWARN Board, a member organization determined as “*not in good standing*” may be removed from AZWARN Board positions or Committee positions. “Not-in-good standing” may include improper or unethical representation of Board, disruptive participation, etc. This will not, however, impact that organization’s participation in “AZWARN Agreement”.
- 3.5 Transfer of membership – membership is not transferable or assignable.

ARTICLE IV - HEADQUARTERS AND OPERATIONS

- 4.1 The headquarters of the Organization is the office of the current Chair.
- 4.2 All matters relating to the operation of AZWARN shall be in compliance with these Bylaws. In the event of a conflict between the terms of these Bylaws and the AZWARN Agreement, the terms of the AZWARN Agreement shall control.

ARTICLE V – ELIGIBILITY TO VOTE

- 5.1 Each Member shall designate a Member representative who will each have one vote.

ARTICLE VI – FINANCE

- 6.1 Expenditures:
 - a. All expenditures of AZWARN funds shall be approved by the Officers.
 - b. The overall direction of expenditures shall be approved by a majority of the representatives of the membership.
 - c. The AZWARN Board may authorize a Member or Associate to accept grants, gifts and other sources of funds on behalf of the interests of AZWARN.
- 6.2 Financial controls:
 - a. All organization finances shall be managed in accordance with these Bylaws, and all applicable financial rules and regulations of the State of Arizona.
 - b. The Treasurer of AZ Water Association is responsible for maintaining the funds of AZWARN.

ARTICLE VII – GOVERNANCE

- 7.1 AZWARN Board:
- a. Anytime the AZWARN's membership does not exceed twenty (20) Members, AZWARN will serve as the Board. Each Member to the Agreement will select a Member Representative who will each have one vote. The Member Representatives will elect a Chairperson.
 - b. A Member Representative is one that the Member utility designates (in writing) as its representative to AZWARN. The Member Representative has voting rights in AZWARN affairs, on behalf of his/her utility.
 - c. When Membership exceeds twenty (20):
 - i. **The AZWARN Member Representatives will elect a Chairperson.**
 - ii. The Member Representatives will elect eight (8) Member representatives to serve on the AZWARN Board.
 - iii. The Chairperson is elected each year at the annual meeting.
 - iv. Four (4) Board Members positions will be elected each year at the AZWARN annual meeting. Board members shall serve two (2) year terms.
 - v. The Chairperson and each Board Member will have one vote for Board business.
 - vi. AZWARN Member Representatives shall elect a Vice Chair and Secretary from the newly-elected Board for the upcoming one-term.
 - d. The Board may take actions on the following:
 - i. Formulation of policy decisions and determination of policy matters for AZWARN.
 - ii. Approval and adoption of budget for each fiscal year and an annual dues schedule.
 - iii. Appointment of standing and special committees.
 - iv. Acquiring professional assistance for studies and special projects.
 - v. Other items as deemed appropriate.
 - e. Actions of Board shall be by majority vote of Board members present and voting on matters coming before AZWARN.
- 7.2 Officers – Individual representatives of AZWARN Board:
- a. Chair – Organizes meetings and provides direction for the Organization
 - b. Vice Chair – Oversees the organization's accounts, fills in for Chair as needed
 - c. Secretary – Prepares records of meetings, fills in for Vice-Chair as needed
 - d. Refer to Table 1 in the AZWARN Operational Plan for additional officer duties.
- 7.3 Length of Terms:
- a. Each Board member will be elected to a two (2) year term.
 - b. Each Officer will be elected to a one (1) year term.
- 7.4 Term Limits – There shall be no limits on the number of terms a person can serve as chairperson, board member, or officer.
- 7.5 Board vacancies shall be filled by the affirmative vote of a majority of the remaining Board Members. If fewer than four (4) Board Members remain, vacancies shall be filled by a vote of

the AZWARN Members as a whole, either at the next annual meeting or a meeting specially called for the purpose.

- 7.6 Replacement of representatives - When there is a change in a Member's official representative to AZWARN, the Chair shall be notified of the change in writing.

ARTICLE VIII – COMMITTEES

- 8.1 Committees may be formed to undertake specific tasks. Some may be standing committees entrusted with long-term goals and responsibilities; others may be Special Committees formed to undertake specific tasks with defined beginning and end dates. Candidate committees may include:
- Operational Plan
 - Response Coordination
 - Training and Exercise
 - Membership and Outreach
 - Grants and Funding
 - Election and Balloting
 - Web-site Management
- 8.2 Addition/Deletion of committees - Upon majority vote of the Board, committees may be created or deleted as needed.
- 8.3 Committee Leadership - The Chair of any committee shall be elected from the membership of the committee, by a majority vote of the committee.

ARTICLE IX – MEETINGS

- 9.1 Annual Meeting:
- a. AZWARN shall hold an annual full membership meeting each year at a location selected by the Board.
 - b. The Annual meeting shall be held no later than November 30th each year.
 - c. The Annual meeting will serve as a forum for members to discuss AZWARN business, including (on a two-year cycle) vote for members to the Board.
 - d. The Annual meeting will also include the meeting of the Board, which will include the election of the officers.
- 9.2 Meetings of Board – Meetings of the Board shall be held quarterly, or as called by the Chair, or by the request of one-third of the Board.
- 9.3 Location of meetings
- a. The default location of the monthly meetings is the facility chosen by the residing Chair.
 - b. Alternate locations and times may be used upon prior notification of the membership.
 - c. Web based meeting may be used as an alternative to meeting in person.

- 9.4 Notice of Meeting - Notice of any meeting shall be delivered at least five (5) days before the scheduled date by any means of acceptable business communication.
- 9.5 Quorum – Five (5) members of the Board shall constitute a quorum for the transactions of any meeting of the Board.
- 9.6 Action without a Meeting – Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if the Board members consent to the action in writing, including via electronic mail (e-mail).

ARTICLE X – DISSOLUTION

- 10.1 In the case of dissolution of this organization, any involved property shall revert to the original owner unless conveyed to another participant pursuant to the terms of the agreement. Any committee fund balance held by AZ Water shall remain the property of AZ Water.

ARTICLE XI – AMENDMENTS

- 11.1 The By-laws can be amended, repealed or enlarged by the affirmative vote of a majority of Board members at a properly noticed meeting.
- 11.2 Corrections deemed insubstantial (such as grammar, punctuation) shall be made at the discretion of the Officers.

ARTICLE XII – CERTIFICATION

I hereby certify that the foregoing Bylaws were adopted by the AZWARN Board at a meeting called for this purpose on the 21 day of September 2022.


Chair, AZWARN