

Tri-State Water Resource Coalition

BYLAWS

Approved 3/18/15

❖ ARTICLE I: NAME, PURPOSE & MISSION

Section 1. Name. The name of the corporation is Tri-State Water Resource Coalition.

Section 2. Purpose. The purpose of the Coalition is to ensure adequate, affordable, long-term water supply for southwest Missouri.

Section 3. Mission. The mission of the Tri-State Water Resource Coalition is (1) to determine the water resource requirements of the geographical area served, (2) to investigate available water sources to meet the requirements, (3) to secure additional regional water supply, and (4) to support, communicate, and promote efforts to utilize water resources to meet the ongoing needs of the constituents of Tri-State Water Resource Coalition.

❖ ARTICLE II: PRINCIPAL OFFICE & AGENT

Section 1. The principal office of the Coalition shall be located in southwest Missouri.

Section 2. The registered agent of the Coalition, shall live in Missouri as required by the general not-for-profit Corporation law of Missouri. The address of the registered agent may be changed from time to time by the Board of Directors.

❖ ARTICLE III: MEMBERSHIP

Section 1. Composition. The membership shall be composed of entities as listed herein having an interest in the mission of the Tri-State Water Resource Coalition, including: municipalities, villages, counties, water providers, water districts, and regulatory agencies (on an ex-officio basis), subject to the approval of the Board of Directors. The only for-profit organizations eligible for membership are water providers as listed herein. There will be no memberships for individuals. Parties desiring to join shall submit a completed application form setting forth a description of their organization, their purpose, and other applicable information. The membership committee shall evaluate the application and determine if the applicant qualifies for membership in Tri State. The membership committee shall make recommendations to the board and the board shall vote to accept or decline.

Section 2. Dues. Dues for members who are water providers shall be calculated by multiplying their number of connections by 50% of the current DNR primacy fee. Dues for members who are not water providers shall be a lump sum payment of \$500 per year. The membership dues year shall be from January 1 to December 31.

Section 3. Representation of Members. All dues paying members of the Coalition shall assign a representative and one or more alternate(s) to participate on the Board of Directors. At the annual meeting the Board of Directors shall elect an Executive Committee and assign any ex-officio members as deemed appropriate by majority vote.

Section 4. Voting. The vote of a member shall be valid only if the dues of said member are then current, and not in arrears, as of the date of any such vote. Each member shall have one vote upon matters subject to a vote of members. Each member shall select, by any means such member desires, one person and one or more alternate(s) to represent such member at meetings and vote as the occasion arises.

❖ **ARTICLE IV: BOARD OF DIRECTORS**

Section 1. General powers. The affairs of the Coalition shall be managed by its Board of Directors.

Section 2. Number of Directors. The number of Directors shall be the number of members of the Coalition.

Section 3. Nomination and qualifications. Member representatives serve at the discretion of their member organization. Ex Officio members of the board may be added at the discretion of the Board.

Section 4. Election and Terms of Office. Directors shall serve at the discretion of their member organizations and until such time as the member organization chooses. Ex-officio members may serve on the Board and for the length of time as approved by the Board.

Section 5. Meetings. The Board of Directors shall meet every other month or as required to achieve the goals and objectives of the Coalition. The last meeting of the calendar year shall be an annual meeting at which Officers and members of the Executive Committee are elected. The Executive Committee shall meet as needed, rather than on a set schedule. Reports, programs and presentations shall be provided as necessary to carry out the mission of the Coalition. Additional regular meetings or special meetings may be scheduled.

Section 6. Special meetings. A special meeting of the Board of Directors may be called by or at the request of the President, or by any five (5) Directors, at a time and place designated by the President or such Directors. The President shall schedule the special meeting within thirty (30) days of receiving the request therefore and direct the secretary to notify the other members of the board of the special meeting and its purpose.

Section 7. Public and closed meetings. Regular meetings of the Board of Directors shall be open to all members and to the public. The Board of Directors may go into a closed session by majority vote.

Section 8. Notice. Notice of any meeting of the Board of Directors shall be given at least five (5) days prior to the called meeting by written notice delivered personally, by email, deposited postage prepaid in the United States mail, or by telegram, telex or facsimile to each Director at their address as shown on the records of the Coalition. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at a regular or annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of any such meeting. The business to be transacted at a special meeting of the Board of Directors shall be set forth in the notice of the meeting.

Section 9. Quorum. A majority (50% plus 1) of the members of the Board of Directors shall constitute a quorum for the transaction of any business of the Board of Directors.

Section 10. Board Decisions. The act of a majority (50% plus 1) of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these bylaws.

Section 11. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the member organization whose previous representative has vacated.

Section 12. Compensation. Directors, as such, shall not receive any compensation for their services; provided, however, that the reasonable and necessary expenses incurred by a Director on behalf of the Coalition shall be reimbursable dependent upon board approval.

Section 13. Removal. Any Director may be removed by vote of the eligible Board members provided a quorum is present and two-thirds (2/3) of the Directors then present and voting vote for such removal. No Director may vote upon the matter of their own removal.

Section 14. Vote of Directors: Each Director shall be entitled to one vote upon each matter submitted to a vote of the Board of Directors. A Director may be represented and vote by proxy given to any other Director.

Section 15. Executive Committee. An Executive Committee made up of the Officers and at least 2 additional Directors shall make recommendations on policies and other decisions to the Board of Directors for consideration and approval.

During periods between meetings of the Board of Directors, the Executive Committee is authorized to exercise the authority of the Board with regard to all matters except that it shall not change the terms of dues or membership, nor amend the budget or the Bylaws without action by the Board.

SECTION 16. Indemnification. No Director shall be personally liable for any actions or procedure of the Board. Each Director and Officer of the Coalition, whether or not then in office, shall be indemnified by the Coalition against all costs and expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he may be involved or to which he may be made a party by reasons of his being or having been such Director or officer, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for willful or wanton negligence or misconduct in the performance of his duty. Such costs and expenses shall include amounts

reasonably paid in settlement for the purpose of curtailing the costs of litigation, but only if the Board is advised in writing by its counsel that it is the counsel's opinion the person indemnified did not commit such willful or wanton negligence or misconduct in the performance of duty. The foregoing right of indemnification shall not be exclusive of other rights to which such Director or officer may be entitled as a matter of law or by agreement.

❖ **ARTICLE V: OFFICERS**

Section 1. General Powers. Officers for the Coalition will serve as key agents for management of the Coalition by serving in core leadership roles. Officers also automatically serve on the Executive Committee.

Section 2. Offices. The Officers of the Tri-State Water Resource Coalition shall include but not be limited to President, Past President, Vice-President, Secretary and Treasurer. No two offices shall be held by the same person.

Section 3. Nomination & Qualifications. The President shall appoint a nominating committee consisting of three Directors at least 30 days prior to the annual meeting. At the annual meeting the nominating committee shall present the name of one candidate for each office following which additional nominations may be made from the floor.

Each Officer upon election, and continually during such Officer's term of office, must then be a current member in good standing of the Board of Directors.

Officers shall take office at the close of the annual meeting at which they are elected.

Section 4. Election & Terms of Office. The Officers of the Coalition shall be elected at the annual meeting of the Board of Directors. Officers except for treasurer shall serve for a one (1) year term and can be re-elected for one (1) additional year. The treasurer will be evaluated on an annual basis and may serve unlimited one (1) year terms contingent upon annual board approval.

The Board of Directors may appoint such other Officers as it shall deem desirable, from time to time.

Section 5. Powers and Duties by Office.

- a) **President.** The President shall be the principal executive Officer of the Coalition and in general shall perform all duties incident to the office of the President and every other duty as may be prescribed by the Board of Directors from time to time.
- b) **Vice President.** In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President; and when so acting shall have all powers of and be subject to all restrictions of the President. The Vice President shall also perform other duties as from time to time may be assigned by the President or the Board of Directors.

- c) Secretary. The Secretary shall (a) keep the minutes of all meetings; (b) see that all notices are duly given in accordance with these Bylaws or as required by law; (c) be custodian of the corporate records of the Coalition; (d) in general, perform all duties incident of the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.
- d) Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Coalition; receive all moneys due and payable to the Coalition from any source whatsoever, and deposit all such moneys in the name of the Coalition in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By Laws; and in general, perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.
- e) Past President. For two years following his or her presidency the Past President shall serve as an advisor to the Executive Committee and shall be available to perform such duties as from time to time may be assigned by the President or the Board of Directors.

Section 6. Removal. Any Officer appointed by the Board of Directors may be removed by majority vote of the Board of Directors then serving.

Section 7. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 8. Continuation of duties if needed. In the event a quorum is not present at an annual meeting of the Association for the election of officers, the incumbent officers shall continue temporarily in office until such time as a quorum is established. When a quorum is obtained and Officers are elected, their terms of office shall run to the expiration date of the regular term for which they are elected.

❖ **ARTICLE VI: COMMITTEES**

Section 1. Committee Structure & Composition. The Board of Directors and President shall determine at their annual meeting the standing committees for the upcoming year and the mission and scope for each committee. The newly elected President, with the approval and consent of the newly elected Executive Committee, shall appoint each member of a committee other than the Executive Committee and shall appoint at least one (1) Director to each committee. The members of each committee, other than the Executive Committee, shall serve as such to and until the next occurring annual meeting of the Board of Directors after appointment.

Except as otherwise provided herein, members of committees are not required to be Directors.

Prior to making committee appointments, the President may ask for volunteers for appointment to serve on each active committee. The President is not required to appoint everyone who volunteers. Any Director may serve on a committee.

The President shall also designate the Chairperson of each committee other than the Executive Committee. Each committee shall be self-organizing, and shall perform the function and discharge the duties as defined by the membership, under the direction of the Executive Committee or the President.

Some or all of the following standing committees, with the composition and purposes indicated, may be created:

Section 2. Standing Committees. The following Standing Committees with the purposes indicated may be created though the Coalition is not limited to this list of committees: Executive, Membership, Legislative and Regulatory, Finance, Communications, and Technical and Supply.

- a. **Executive Committee:** The Executive Committee shall be responsible for the general management of the Tri-State Water Resource Coalition, operating within the authority granted by the Board of Directors. The Executive Committee shall consist of all Officers of the Coalition plus two additional Directors as approved by the Board at the annual meeting. A quorum of the Executive Committee shall consist of a majority (50% plus 1) of its members. The President may call special meetings of the Executive Committee at any time. The President shall be the Chairman of the Executive Committee. The Executive Committee has the right to review all plans and submit to the various entities for consideration. The Executive Committee shall advise the Board of Directors in appropriate cases such as contracts and organizational matters and may retain legal, financial, or other advisors to provide such expertise as may be required.
- b. **Membership Committee:** The Membership Committee shall be charged with the responsibility of identifying all major water suppliers and major water users in the area. The Membership Committee shall develop and implement a plan to solicit new members of the Coalition. The Membership Committee shall review all applications for membership and shall recommend either approval or disapproval of membership. The Membership Committee shall actively recruit organizations or groups for membership, whose membership will enhance the efforts of the Coalition.
- c. **Finance Committee:** The Finance Committee shall be responsible for all financial matters including raising funds to carry on the activities of the Tri-State Water Resource Coalition. Unless otherwise assigned by the President, the Treasurer shall serve as Chair. The Finance Committee shall advise the Executive Committee of financial needs of the Coalition. The Finance Committee shall be responsible for investigating and application for financial assistance in the form of private or public grants and aids. The Finance Committee and Treasurer shall maintain the financial records of the Coalition and shall prepare and distribute all statements for dues and or contributions. The Finance Committee shall identify and recommend the retention of a financial or investment advisor to assist in the development of financial plans if approved to do so by the Executive Committee or the Board of Directors
- d. **The Technical and Supply Committee:** The Technical and Supply Committee shall be responsible for overseeing all the technical activities of the Tri-State Water Resource Coalition. The Technical Committee shall be responsible for directing all research, data collection, and monitoring as well

as assisting and directing consultants. The Technical committee shall be responsible for coordination, collaboration and assistance with the U.S. Army Corps of Engineers, Missouri DNR, and any other agency, organization, or program of a technical nature relative to the mission of the Tri-State Water Resource Coalition. The Technical and Supply Committee shall be responsible for addressing the impact of water supply status and options on the region.

- e. Communications. The Communications Committee shall be responsible for all internal and external communications as well as public education and awareness. The Committee shall initiate and coordinate programs and presentations to keep the membership and the public informed of the activities and findings of the Coalition. The Communications Committee shall develop a speaker's panel charged with the responsibility of providing presentations to assist with this effort. The Communications Committee shall maintain a slide presentation and other aids.
- f. Legislative and Regulatory Committee The Legislative and Regulatory Committee shall identify and move toward the implementation of effective political structures to ensure that the mission of the Coalition is met, including initiating conversation and collaboration with legislative representatives, water agencies, the Corps of Engineers, Missouri Department of Natural Resource, and other water supply stakeholders. The Legislative and Regulatory Committee shall also oversee all regulatory requirements relevant to the mission of the Coalition.

Section 3. Special Committees. The President, Executive Committee or Board of Directors may establish special committees or task forces from time to time as deemed necessary to fulfill the mission of the Coalition. The President with the consent of the Executive Committee shall appoint the members of a special committee or task force.

Section 4. Financial Liability. No Committees shall be authorized to create any financial liability unless it shall have been approved, both in nature and amount, by the Executive Committee and Board of Directors.

Section 5. Meetings. Committees are authorized to meet by conference call, or make decisions through use of email, subsequent to notice provided to all members. Notice shall include full and adequate information as to how each member can participate in the meeting.

Section 6. Quorum. A majority of its members (50% plus 1) shall constitute a quorum for each committee.

❖ **ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board of Directors may authorize in writing any Officer or Officers, agent or agents of the Coalition, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Coalition and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts or orders for the payment of money issued in the name of the Coalition shall be signed by such Officer or Officers, agent or agents of the Coalition, and in such manner as shall from time to time be determined by written resolution of the Board of Directors. Checks over the amount of \$5,000 shall be signed by at least two (2) Officers, generally the Treasurer and one (1) other Officer. At least three (3) officers will maintain check-writing status for the Coalition, generally the President, Vice President and Treasurer.

Section 3. Loans: No loans shall be contracted on behalf of the Coalition and no evidences of indebtedness shall be issued in its name.

Section 4. Deposits. All funds of the Coalition shall be deposited from time to time to the credit of the Coalition in such banks, trust companies, or other depositories as the Board of Directors may select in writing.

Section 5. Gifts. The Board of Directors and individual Directors and their family members may not accept on behalf of the Coalition any contribution, gift, bequest or devise as a favor or advantage granted or expected in return for something. For example no gift may be accepted from a private professional services firm.

The Board of Directors may accept on behalf of the Coalition any grant, dollar-match, state or federal cost share moneys intended to directly fund the mission of the Coalition.

❖ **ARTICLE VIII: BOOKS AND RECORDS**

Section 1. Books & Records. The Coalition shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Director and committee meetings. The Coalition shall keep at the principal office a record giving the names and addresses of the members of the Board of Directors. All books and records of the Coalition may be inspected by any Director or member or their agent or attorney for any proper purpose, at any reasonable time.

❖ **ARTICLE IX: FISCAL YEAR**

Section 1. Fiscal Year. The fiscal year of the Coalition shall begin on the 1st day of January in each year and end at midnight on the 31st day of December each year.

❖ **ARTICLE X: DISSOLUTION AND DISTRIBUTION**

Section 1. Dissolution and Distribution. Upon the dissolution of the Coalition, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(4) of the Internal

Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in southwest Missouri exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

❖ **ARTICLE XI: EXEMPT ACTIVITIES**

Section 1. Exempt Activities. The Coalition is authorized to pay reasonable compensation for services rendered and goods purchased and make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation however no part of the net earnings of the Coalition shall inure to the benefit of or be distributable to its trustees, Directors, Officers or other private persons, though they may be reimbursed for reasonable expenses incurred in the service of the Coalition with approval from the Board.

Direct service providers to the Coalition may not be members of the Coalition.

Notwithstanding any other provision of these Bylaws the Coalition shall not carry on any other activities not permitted to be carried on (1) by a Corporation exempt from Federal Income tax under section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a Corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

❖ **ARTICLE XII: SEAL**

Section 1. Seal. There shall be no corporate seal.

❖ **ARTICLE XIII: WAIVER OF NOTICE**

Section 1. Waiver of Notice. Whenever any notice is required to be given under the provisions of applicable sections of the Missouri Statutes or under the provisions of the Articles of Incorporation or the Bylaws of the Coalition a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

❖ **ARTICLE XIV: AMENDMENT OF BYLAWS**

Section 1. Amendment of Bylaws. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds (2/3) vote of the Directors then present at any annual or regular meeting, or at any special meeting specifically called for this purposes, a quorum then being present, if at least thirty (30) days written notice is given of the intention to alter, amend or repeal or to adopt new by-laws at any such annual, regular or special meeting.

❖ **ARTICLE XV: PARLIMENTARY PROCEDURE**

Section 1. Roberts Rules of Order Revised shall govern all matters of parliamentary procedure not otherwise provided for in these Bylaws.

❖ **ARTICLE XVI: EXECUTIVE DIRECTOR**

Section 1. Employment of Executive Director. There shall be an Executive Director of the Coalition. The Executive Director may employ administrative and other staff as may be needed from time to time by and subject to the approval of the Board of Directors. The Executive Director shall be employed by the Board of Directors for such length of time and shall perform such duties as may be stated and prescribed in the contract of employment and in these Bylaws.

Section 2. General Description

The Executive Director will manage operations of the Coalition in accordance with the Articles of Incorporation, Bylaws, and the directives of the Board of Directors. The Executive Director will perform their duties in a professional and lawful manner and conduct themselves in accord with high moral and ethical standards. The Executive Director is accountable to the Officers and Directors of the Coalition for the performance of their duties. The Executive Director shall obtain Board of Director approval to serve on boards, commissions, councils and committees of other organizations in any way related to their employment. Between meetings of the Board of Directors the Executive Director may receive assignments and instructions from the President. At least annually the Executive Committee will evaluate the Executive Director's performance and submit recommendations on the continuance of employment and salary for the Executive Director to the Board of Directors for final action.

Section 3. Specific Duties.

- a) Provide counsel and advice on past practices to insure the continuity of Coalition operations.
- b) Communicate policies, programs, procedures and decisions within the Coalition and to the public.
- c) Recommend to the Executive Committee appropriate representation of Coalition in regional councils, commissions, boards, meetings and conferences related to the mission of the Coalition.
- d) Advise, assist and provide staff services to the Officers, Directors and committee chairs.

- e) Advise, communicate and cooperate with appropriate regional entities on all matters of mutual interest, and attend appropriate meetings as feasible.
- f) Maintain communications with the Officers to insure coordination of policies, programs, business procedures and matters of mutual interest.
- g) Maintain adequate records of the government documents, historical background, programs, policies, business operations and the official meetings of the Coalition, including agendas, minutes and records of subsequent actions by staff to implement official actions.
- h) Direct any staff in the day-to-day activities of the Coalition in accord with the directives of the Officers and Board of Directors.
- i) Provide office management, including supervision of any employees, management of records and filing systems, establishment of work schedules, control of work schedules, control of work quality and output, and provision of staff services to Officers, Directors and Committee Chairman.
- j) In cooperation with the Treasurer provide financial management including assistance in budget preparation, processing of income and expenditure transactions, maintenance of accounting records, handling investment of reserve funds, and arranging for audits.
- k) Provide meeting coordination, including maintenance of a schedule of meetings, arrangements for facilities, services and reservations, preparation and publishing of agendas and minutes, and providing staff services to Officers, Directors and Committees.
- l) Provide to the Executive Committee an annual performance appraisal of all staff.
- m) Provide assistance on any other duties as directed by President.