

**Amended Bylaws**  
**Of**  
**New Mexico Rural Water Users Association, Inc.**

**Article I – General Purposes**

The purposes for which the Corporation is formed, and the powers which it may exercise, are set forth in the Articles of Incorporation of the Corporation.

**Article II – Name and Location**

**Section 1 – Name:** The name of this corporation is New Mexico Rural Water Users Association, Inc. or New Mexico Rural Water Association or Rural Water Association of New Mexico.

**Section 2 – Place of Business:** The location of the principal office of this Corporation shall be determined by the Board of Directors.

**Article III – Seal**

The seal of the corporation shall have inscribed thereon the name of the Corporation, the year of its organization and the words “non-profit corporation”.

**Article IV – Fiscal Year**

The fiscal year of the Corporation shall begin the 1<sup>st</sup> day of January of each year.

**Article V – Membership**

**Section I – Eligibility for membership:** Membership in the Association shall be limited to the following classes of members.

- A. Voting Members: Water and Sanitation Districts, non-profit entities, Indian Tribes, Cooperatives, Mutual Domestic, rural municipalities, or regional water associations with populations of less than 50,000 engaged in the distribution of water or treatment of sewage for rural residents.
- B. Associate Members (Non-Voting): Any firm, corporation, or organization including public authorities and private water systems, adhering to the purposes of the Association and desiring to assist in the work of the Association may become an associate non-voting member and receive its reports and publications.

- C. Individual Members (Non-Voting): Any individual person fulfilling the requirements of Section 1B above may become an individual non-voting member of the Association and receive its reports and publications.

**Section 2 – Application for Membership:** Each applicant shall furnish the Association with its name, mailing address, occupation, and voting delegate (if applicable) with a written request to the Board of Directors for membership in the Association. The first year’s annual dues shall accompany the written request.

**Section 3 - Delegates:** Each member in Section 1(A) shall select a delegate and an alternate delegate to represent the member at the meeting of the Association. Delegates will be selected by the member Association according to the needs of the member, and make the identity of each delegate and alternate known to the Association, and a delegate may only carry the vote of one member Association, in keeping with the concept of “one delegate, one vote.” Delegates shall be seated at the Annual Meeting. Should a delegate become ineligible, the alternate delegate will take his or her place as representative of the member Association.

**Section 4 – Membership Fees and Dues:** Membership fees and dues for Association members will be that amount which is set by the Board of Directors for each category of membership.

**Section 5 – Termination of Membership:** Any member may withdraw from the association by giving three months written notice of intention to do so upon payment in full of all obligations due the Association. The failure to pay all dues and charges within 90 days after they are due will constitute a termination of the membership of the member, provided the association notifies the member of the amount of the delinquency and date of the pending termination. Such notice shall be mailed at least 30 days prior to the expiration of the 90 day period. Upon approval of the Board of directors and payment of all back charges, the member may be reinstated.

**Section 6 – Liability of Members:** The property of the members of the Association shall be exempt from execution for the debts and liabilities of the association.

## **Article VI – Meeting of Members**

**Section I – Annual Meeting:** The annual meeting of the members of the association shall be held during the period January 1 – July 1 of each year at such time and place in New Mexico as shall be designated by the Board of Directors in the notice of the meeting. The order of business shall include, but not be limited to:

- A. Call to order – Report by Secretary of Delegates present and determination of a quorum.
- B. Reading of the Notice of the Meeting.
- C. Reading and approval of the minutes of the last meeting.
- D. Presentation of the financial report of the Association.

- E. Reports of the Directors and Committees.
- F. Election of President.
- G. Election of NRWA Director (every three years beginning in 1997)
- H. Election of Regional Directors by Region (including election of Executive Committee Representative)
- I. Election of Legislative Committee Chairman.
- J. Unfinished and New Business.

**Section 2 – Special Meetings:** Special meetings of the members may be called at any time by the action of a majority of the Board of Directors and such meetings must be called whenever a petition requesting such a meeting is signed by at least 10 per cent of the members and presented to the Secretary of the Board of Directors. The Purpose will be stated in the notice and no business except that shown in the notice will be transacted at the special meeting.

**Section 3 – Notice of Meeting:** A written notice will be mailed to each member at his address as shown on the books of the Association at least twenty days, and not more than fifty days prior to the date of any annual or special meeting of the members.

**Section 4 – Quorum:** At any meeting of the members, the delegates of no less than ten percent of the voting membership shall constitute a quorum for the transaction of any business that may properly come before the meeting. No less than 10 days prior to a meeting of the membership, all delegates will file, with the Secretary of the Board of Directors, an instrument signed by the President or Vice President and Secretary (or similar authority) of the member Association authorizing the delegate to cast the one vote of the member.

**Section 5 – Voting:** All matters presented at meetings of the membership shall be decided by a majority vote of the delegates present and eligible to vote. In the event there is less than a quorum present, the delegates shall adjourn to another time without further notice.

## **Article VII – Board of Directors and Executive Committee**

**Section 1- Number and General Powers:** The affairs of the Association shall be managed by a Board of Directors composed of Directors, and an Executive Committee thereof, which shall exercise all the powers of the Association, except such as is expressly conferred upon or reserved to the members by the bylaws. Only Delegates of member Associations may be elected to the Board of Directors and Executive Committee. Directors may serve on the Board of Directors and Executive Committee only so long as they remain the Delegate of the member system they represented when elected.

**Section 2 – Composition of the Board:** The incorporators shall serve as the initial Board of Directors until the first meeting of the members, at which time the delegates will elect by majority vote a permanent Board of Directors. The State of New Mexico will be divided into four regions consisting of the following counties, to wit:

<b>Region I Southeast</b>	<b>Region II Southwest</b>	<b>Region III Northwest</b>	<b>Region IV Northeast</b>
DeBaca Roosevelt Lincoln Chaves Otero Eddy Lea Curry	Catron Socorro Grant Sierra Hidalgo Luna Doña Ana	San Juan Rio Arriba McKinley Sandoval Los Alamos Valencia Bernalillo Cibola	Taos Colfax Union Mora Harding Santa Fe San Miguel Torrance Guadalupe Quay

Members with users in more than one region will be located in the region where the post office serving the member as an address is located. The delegates from each region shall elect a minimum of three (3) and not more than six (6) members to represent each region on the Board of Directors. Directors will be elected to staggered three (3) year terms.

**Section 3 – Meetings:**

- A. Regular Meetings: The Board of Directors will meet annually immediately following the annual meeting for the purpose of such business as is required. There shall be one other regular meeting of the Board of Directors upon call and ten day written notice by the President.
- B. Special Meetings: The Board of Directors will meet upon call by the Executive Committee or any nine (9) members of the Board. Notice of all special meetings shall be by mailing a notice to the last known address of the Board member at least ten (10) days prior to the date of the meeting.

**Section 4 – Executive Committee:** The Executive Committee will consist of the President, Vice President, Secretary/Treasurer and two members. Each region will be represented on the Executive Committee. The Past President and National Rural Water Association Director will serve as voting members. A Legislative Committee Chairman will be elected by the membership to be a voting member of the Executive Committee.

**Section 5 – Quorum:** A majority of the Board of Directors or of the executive Committee then in office shall constitute a quorum for the transaction of business at any meeting.

**Section 6 – Powers of the Executive Committee:** The Executive Committee shall act for and in behalf of the Board of Directors during the intervals between the meetings of the Board and subject to policies agreed upon by the Board.

**Section 7 – Meeting of the Executive Committee:** All members of the Executive Committee shall convene and meet upon call by the President or a majority of the Executive Committee. Such call shall consist of a written notice by mail at least ten (10) days prior to the date of the meeting and will fix the time, date and place of meeting.

**Section 8 – Compensation:** No director or Officer of the Association, except the Secretary, shall be entitled to any compensation for, or in consideration of, the execution of his duties as such director or officer; provided, however, that the actual, reasonable expenses of the officers or director, incurred in the business of the Association may, with the approval of the Board of Directors, be paid to them

**Section 9 – Removals and Vacancies:** Directors or officers may be removed from office in the following manner: Any member may file charges against a director by filing them in writing with the Secretary of the Association. The charges must be accompanied by a petition signed by at least ten (10) percent of the members of the Association. Such charges shall be voted on at a special meeting, called for that purpose. The Director or Officer shall be informed in writing of the charges and shall have the opportunity to be heard in person and to present witnesses and the person presenting such charges against him shall have the same opportunity. A vote of sixty (60) percent of those present at such a special meeting is required for the removal of a director. A vacancy in the Board created by the removal of a Director shall remain until the next annual meeting.

If the Office of the Director or Officer becomes vacant by reason of death, resignation or otherwise, except by removal from office, the remaining members of the Board of the Region in which said vacancy occurs shall appoint a successor who shall hold office until the next regular meeting of the members of the Association, at which time the members of the Region will elect a Director for the unexpired term, or new term, provided that notice of such election will be given in the regular call of the meeting.

**Section 10 – Duties of the Board of Directors:**

The duties of the Board of Directors are as follows:

- A. To conduct and supervise the affairs of the Association including the designation of committees.
- B. To take charge of, and be responsible for, the property of the Association and supervise the keeping of systematic records of the Association's finances and the proceedings of the Association.
- C. To initiate, supervise and approve plans and programs designed to achieve the objectives and purposes of the Association.
- D. To implement policies, programs, or plans adopted at the annual meeting of the members.
- E. To determine policies of the Association consistent with the objectives and purposes of the Association as set out in the Articles of Incorporation.

- F. To provide for annual and special meeting of the Association.
- G. To arrange for the annual audit of the Association by a licensed public accountant.
- H. To provide for the dissemination of information to the members and to the public generally as may be needed to provide suitable publicity for the work and statue of the association.

## **Article VIII – Officers**

**Section 1 – Number and Election:** At the first Executive Committee meeting following the Annual General Meeting, Executive Committee members will elect a Vice President and Secretary/Treasurer to serve through the next annual meeting.

**Section 2 – President:** The President shall preside over all meetings of the Association, the Board of Directors and the Executive Committee, call special meetings of the Executive Committee, perform all acts and duties usually performed by an executive and presiding officer, sign all membership certificates and all other documents as he may be authorized to by the Board of Directors.

**Section 3 – 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 the powers of, and be subject to, all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to him by the Board of Directors.

### **Section 4 – Secretary/Treasurer:**

The Secretary/Treasurer shall:

- A. Keep the minutes of the meetings of the members, Board of Directors, and the Executive Committee in one or more books provided for that purpose. Ensure that all notices of meetings are given as required by these bylaws.
- B. Be responsible for the proper retention of the Associations records and of the seal of the Association and determine that the seal is affixed to all certificates of membership and to all other documents, the execution of which has been duly authorized in accordance with the provisions of these bylaws.
- C. Ensure the keeping of a register containing the name and address of all members of the association and of the delegates and alternate delegates of the members.
- D. Oversee the safekeeping for, all funds and securities of the Association and cause to be maintained a proper record of the receipts and disbursements of the corporation in accordance with good accounting practices.

- E. Ensure all appropriate funds are deposited to the credit of the Association and monitor that the funds of the corporation are disbursed, when such disbursements shall have been duly authorized.
- F. In general, perform all the duties incident to the office of the Secretary/Treasurer and such other duties as may be assigned him or her by the Board of Directors.

**Section 5 – Executive Director:** The Board of Directors may appoint an Executive Director, who may be, but who shall not be required to be, a member of the Association. The Executive Director will perform such duties as the Board of Directors may require of him or her and have such authority as the Board of Directors may vest in that position.

**Section 6 – Bonding:** Directors of the Association, the Executive Director, the Financial Officer, and other employees deemed appropriate by the Executive Director, shall be bonded in such sum and with surety as the Board of Directors shall determine.

**Section 7 – Reports:** The Officers of the Association shall submit at each annual meeting of the members, reports covering the business of the Association for the previous fiscal year and showing the condition of the Association at the close of such fiscal year.

#### **Article IX – Power to Accept Donations**

The Board of Directors shall have the power and authority to accept donations made to the Association for the furtherance of its purposes; provided, however, that the Board of Directors may reject any donation made upon a condition or restriction, if, in the discretion of the Board of Directors, the donation, as so constrained or restricted, will not be in the best interest of the Association.

#### **Article X – Amendments**

These bylaws may be amended by a majority vote of the delegates at any annual meeting of the Association, provided that proper written notice of any proposed revisions is mailed to the members at least twenty days prior to the annual meeting at which the amendment will be voted on.

*On April 16, 2013, at the Annual Meeting of the New Mexico Rural Water Association, it was moved, seconded, and passed that the bylaws be revised. We hereby certify that the changes approved by the majority of the delegates voting at the Twenty-Eighth Annual Meeting of the Association are reflected in the foregoing document.*

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David Kenneke  
President

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Clarence Aragon  
Secretary/Treasurer