

# Regional Water Alliance Bylaws

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## **ARTICLE I. NAMES**

### **Section 1. Organization**

The official name of this organization shall be the Regional Water Alliance (hereinafter the Alliance).

### **Section 2. Boundary of Alliance**

The boundary of the Alliance is the geographic limits of the water service areas of the water purveyors or district boundaries of special districts that execute this AGREEMENT. Adjacent and non-adjacent water purveyors may be considered for future addition to the Alliance. The PARTIES recognize that coordination with neighboring water purveyors, regional water resource and management entities and regional water planning groups may be required.

## **ARTICLE II. ESTABLISHMENT AND PURPOSE**

The Alliance was established by approval and execution of an interlocal agreement by the governing bodies of the member entities. The purpose of the Alliance shall be to assist member entities in:

- 1) assessing and developing water supply options on a regional basis,
- 2) promoting regional conservation and reuse of water resources,
- 3) working together to realize region-wide efficiencies and economies of scale in the development, distribution and operation of water projects for the mutual benefit of a diverse customer base and,
- 4) advancing a synergistic alliance among water agencies to jointly investigate funding opportunities, influence state and federal water regulations and policy, conduct study efforts and support a common voice in water issues facing the region.

## **ARTICLE III. DESIGNATION OF ADMINISTRATOR**

The Administrator of the Alliance shall be the San Antonio River Authority. The Alliance Council may change the Administrator in accordance with Article XIII.

## **ARTICLE IV. PRINCIPAL ADMINISTRATIVE OFFICE**

The principal administrative office of the Alliance shall be the principal business offices of the Administrator. The Chair of the Alliance shall ensure that the mailing address and physical address of the principal administrative office are provided to all member entities of the Alliance.

## **ARTICLE V. ALLIANCE COUNCIL**

The Alliance shall operate through a council that shall manage the planning, implementation and operation of the Alliance.

## **ARTICLE VI. MEMBERSHIP**

### **Section 1. Composition**

The members of the Alliance Council shall consist of one representative from each member entity that serves at the discretion of the governing body of that member entity.

### **Section 2. Terms of Office**

Each member entity's representative shall serve until replaced by the governing body of the member entity.

### **Section 3. Conditions of Membership**

In order to be eligible for voting membership on the Alliance Council, a person must be appointed by the governing body of a member entity, represent the interest of the appointing member entity, be willing to participate in the business of the Alliance, and abide by these bylaws.

### **Section 4. Selection of Members**

The governing body of each member entity shall designate its representative to the Alliance Council upon approval and execution of the Interlocal Agreement. Each participating entity shall notify the Administrator in writing upon the initial designation or replacement of its representative to the Alliance Council.

### **Section 5. Designated Alternates**

Each representative may designate an alternate to represent him/her when he/she is unable to attend a meeting or hearing. Each representative must notify the Chair and Administrator of the name of the representative's designated alternate prior to the meeting at which the designated alternate will appear on behalf of the representative. Any designated alternate representing multiple member entities shall count as one representative for the purposes of establishing a quorum and voting for decisions of the Alliance Council.

The designated alternate shall enjoy the same voting privileges and shall be bound by the same duties, terms, and conditions as the representative they represent, except as otherwise provided in these bylaws. However, a designated alternate for a representative who serves as an officer shall not be allowed to serve in the capacity as an officer in the representative's absence.

## **ARTICLE VII. OFFICERS**

### **Section 1. Officers, Restrictions, and Terms of Office**

Representatives to the Alliance Council shall elect from its membership a Chair, Vice Chair and Secretary to serve as officers. Each officer shall serve a term of one year. Except as provided under Section 4 of this Article, an officer shall serve until his or her successor takes office. Elections shall be held annually, with no restrictions on the number of consecutive terms an individual may serve as an officer.

### **Section 2. Election**

Nominations shall be made from the floor by the representatives to the Alliance Council. The representatives shall select officers from among the nominees by a simple majority vote of the Alliance Council members present.

### **Section 3. Removal of Officers**

Any officer may be removed from office for repeated failure to carry out the duties of the office, by affirmative vote of not less than two-thirds of the voting members present. If the Chair is the subject of the possible removal action, the Vice-Chair shall preside over the meeting during the agenda item concerning the Chair's removal. The officer subject to the removal action shall not participate in any way in the removal decision, nor shall his or her membership count as part of the total membership for purposes of calculating a two-thirds vote. Any vacancy caused by the removal shall be filled as provided under Section 4 of this Article.

### **Section 4. Vacancies of Officers**

Whenever an officer vacancy exists, the vacancy shall be filled at the earliest possible opportunity. Nominations shall be made from the floor by the representatives to the Alliance Council. The representatives shall elect a replacement officer from among the nominees by a simple majority of the voting members present. The next highest-ranking officer shall serve in the vacant position until a successor takes office, unless the office of the Secretary becomes vacant, in which case the Chair shall appoint a willing voting member to serve as Secretary until the successor to the Secretary takes office. The person elected to fill a vacancy for an officer shall serve for the unexpired term of his or her predecessor in office.

### **Section 5. Duties of Each Officer**

(a) Chair. The Chair shall be the executive officer of the Alliance. The Chair will preside at all meetings of the Alliance and perform all duties provided by these bylaws.

(b) Vice Chair. The Vice Chair shall assist the Chair in the discharge of their duties and, in the absence of the Chair, shall assume the Chair's full

responsibilities and duties. In the event the Chair is unable to carry out the duties of the office, the Vice Chair shall serve as Chair until the Alliance elects a new Chair under Section 4 of this Article. The Vice-Chair shall perform other duties as assigned by the Chair, or these bylaws.

(c) Secretary. The Secretary, or the Administrator if so delegated by the Secretary, shall maintain the minutes and take attendance of the Alliance meetings. The minutes and attendance shall be kept as part of the Alliance official records. The Secretary shall perform other duties as assigned by the Chair or these bylaws. If both the Chair and Vice Chair are unable to carry out the duties of the Chair, the Secretary shall assume the duties of the Chair.

## **Section 6. Executive Board**

The Executive Board shall be composed of five Alliance members, including the Chair, Vice Chair, Secretary, and two members-at-large. The two members-at-large shall be elected annually in the same manner and with the same terms as set forth for the election of officers under this Article. Members-at-large shall be removed and their vacancies filled in the manner prescribed for officers under this Article.

The Executive Board shall be responsible for carrying out the duties imposed on it in these bylaws. The Alliance Council may delegate any administrative decisions to the Executive Board unless provided otherwise in these bylaws.

The Executive Board may meet as needed upon the call of the Chair. All meetings of the Executive Board shall comply with the provisions related to meetings generally as set forth in Article VIII of these bylaws.

# **ARTICLE VIII. MEETINGS**

## **Section 1. Meetings and Notice**

All meetings of the Alliance, its committees and/or study groups, shall be open to the representatives, officials and staff of the member entities. The time and place of meetings shall be set to facilitate, to the greatest extent possible, the participation of the representatives of the member entities.

## **Section 2. Regular or Called Meetings**

The Alliance Council shall have meetings at least four times a year. At the first meeting of each calendar year, the Alliance Council may establish and adopt a regular meeting schedule for the ensuing year. The Chair or a majority of the representatives of the Alliance Council may also call special or emergency meetings or work sessions of the Alliance Council. The Secretary or Administrator shall ensure that an advance notice and an agenda for regular meetings will be provided to the full membership of the Alliance at least five calendar days in advance by first class U.S. Mail, facsimile, or electronic mail.

Supporting information and member-requested materials shall be distributed to the full membership with the notice and agenda or at the meeting, as deemed appropriate by the Chair.

### **Section 3. Agenda**

The Secretary or the Administrator, if so delegated by the Secretary, shall ensure that agenda are prepared and distributed for all meetings, in accordance with this Article. Items shall be placed on the agenda by the request of any representative of the Alliance Council.

### **Section 4. Quorum**

A quorum of the Executive Board shall be a simple majority of its members. A quorum of the Executive Board shall be necessary to make any decision related to the business of the Alliance Council.

### **Section 5. Applicability of Robert ' s Rules of Order**

Except as otherwise provided in these bylaws, meetings of the Alliance Council shall be conducted under the provisions of the most current edition of *Robert ' s Rules of Order*.

### **Section 6. Minutes**

(a) The Secretary shall ensure that minutes of all meetings of the Alliance Council are prepared. The minutes shall:

- (1) state the subject of each deliberation;
- (2) indicate each vote, order, decision, or other action taken;
- (3) indicate those members or alternates in attendance, noting the presence of a quorum;
- (4) represent an accurate summary of the meeting ' s record; and state any other information required by these bylaws to be included in the minutes.

(b) The Secretary shall ensure that true copies of the minutes are provided to the full membership as soon as possible following the meeting.

## **ARTICLE IX. MAKING DECISIONS**

### **Section 1. Applicability**

(a) Unless the method for making a particular decision is set forth elsewhere in these bylaws, the Alliance Council, its committees, and study groups shall make all decisions utilizing the process set forth in Section 2 of this Article.

(b) Written proxies shall not be allowed in any decision-making by the Alliance Council, its committees, or study groups. However, designated alternates shall be

allowed to participate in decision making as set forth in these bylaws. Because it is important in achieving decisions for all representatives to participate actively, keep up-to-date on the progress of the Alliance Council, and develop a common base of information, members shall in good faith attempt to minimize the number of times they are absent from meetings or are represented by their designated alternates.

## **Section 2. Decision-Making Process**

(a) Except as otherwise provided in these Bylaws, decisions of the Alliance Council shall be made by a simple majority vote of the representatives of the Executive Board, provided however, that a quorum of the Executive Board is present.

(b) Any member of the Alliance Council may, at any time, request the Executive Board to decide any business requiring Executive Board action. The Executive Board shall issue decisions on such matters as expeditiously as feasible.

(c) The Executive Board may, as it sees fit, require a vote of the representatives of the Alliance Council present on any business requiring a decision. However, all decisions, except as otherwise provided in these Bylaws, must first be considered by the Executive Board.

(c) Decision Making Process for Committees and Study Groups. Committees and study groups established in accordance with these Bylaws shall utilize the process described in subsections (a), (b) and (c) of this Section.

## **ARTICLE X. RECORDS**

### **Section 1. Required Documents and Retainment**

Records of the Alliance Council shall be kept at the principal administrative office of the Alliance for a period of at least five years.

## **ARTICLE XI. COMMITTEES/STUDY GROUPS**

### **Section 1. Establishment**

The Alliance Council may by motion establish committees and study groups to assist and advise the Alliance Council in carrying out its purpose. The committee or study group may be formed to address specific issues assigned by the Alliance Council and may have a specified term.

## **ARTICLE XII. MEMBERSHIP FEES AND REIMBURSEMENT OF ADMINISTRATIVE COSTS**

### **Section 1. Membership Fees**

Each member entity shall pay an annual membership fee of \$200.00 which shall

be due on January 1st of each year. The Administrator shall place all funds received from membership fees into an operating fund for the Alliance.

### **Section 2. Administrative Budget**

The Administrator shall propose an annual budget for the operation of the Alliance and shall circulate the proposed annual budget to the member entities prior to consideration and approval by the Alliance Council.

### **Section 3. Administrative Costs**

The operating fund will be utilized by the Administrator in the fulfillment of its duties specified in the Interlocal Agreement, bylaws, any separate funding agreements and the approved budget.

## **ARTICLE XIII. ADOPTING AND AMENDING THE BYLAWS**

These bylaws shall have full force and effect upon approval and adoption by the Alliance Council, acting on behalf of the interests comprising the member entities of the Alliance. The Alliance Council shall adopt these bylaws and any amendments thereto by affirmative vote of not less than two-thirds of the representatives on the Alliance Council. The Secretary shall ensure that proposed amendments to the Bylaws are provided to the Alliance Council no later than ten calendar days prior to the next regular meeting of the Alliance Council when such amendments are to be considered.

Adopted on \_\_\_\_\_, 2006.

Amended on \_\_\_\_\_, 2018.

\_\_\_\_\_  
Chair, Alliance Council