

**BYLAWS
OF
COLUMBIA BASIN SUSTAINABLE WATER COALITION**

ARTICLE 1. ORGANIZATION

1.1 Name

The Name of this organization shall be the Columbia Basin Sustainable Water Coalition.

1.2 Structure

The organization shall be an informal nonprofit coalition.

ARTICLE 2. PURPOSE

The purpose of the organization shall be to develop locally and regionally implementable activities to address potable groundwater supply issues for Group A and B water systems in Franklin, Lincoln, Adams, and Grant counties in Washington State. Any system with more than 14 connections or that serves 25 or more individuals for 60 or more days per year is a Group A system. Group B systems serve fewer than 15 connections and fewer than 25 people per day.

ARTICLE 3. OFFICES

The principal office of the organization shall be located at its principal place of business or such other place as the Board of Directors (“Board”) may designate. The organization may have such other offices within the State of Washington, as the Board may designate or as the business of the organization may require from time to time.

ARTICLE 4. MEMBERSHIP

4.1 Qualifications for Membership.

The membership of the organization shall be comprised of members as outlined below. An “entity” is defined as a legal for-profit company, nonprofit, local government, or local quasi-government agency.

4.2 Categories of Members

The organization shall initially have two categories of members: members and associate members. Additional categories of members, the manner of determining each category of members, and the qualifications and rights of each category of members may be established by amendment to these Bylaws.

4.2.1 Members are any person residing in Washington State or any entity operating in Franklin, Lincoln, Adams, or Grant County, in Washington State, with an interest in the Group A and B water systems within said counties.

4.2.2 Associate Members are any state or federal elected official, agency, department, or staff person representing such. Associate members shall be non-voting members.

4.3 Application for Membership

Any eligible candidate desiring admission to membership shall file a written application for admission in the form prescribed by the Board and must be admitted by the Board, or its delegate, provided that the filing of such application may be waived by the Board or by an officer to whom the Board has delegated power to accept applications and admit Members and Associate Members.

4.4 Withdrawal from Membership

Any Member or Associate Member may withdraw from the organization upon written notice, and in so doing shall forfeit all rights and interest in the organization.

4.5 Termination of Membership

A membership shall terminate for any of the following reasons:

- a.) The member, if a natural person, dies;
- b.) The member, if an entity, dissolves;
- c.) The member, if an elected official, is not re-elected;
- d.) The member, if a state or federal agency or department, dissolves;
- e.) The member, if representing a state or federal elected office, agency, or department, ceases to represent them;
- f.) The member, voluntarily withdraws upon filing an appropriate notice with the organization in accordance with the membership agreement.

4.6 Voting Rights

4.6.1 Each qualified Member shall be eligible to vote and shall be entitled to one vote per matter voted on by Members.

4.6.2 Each Member eligible to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected.

4.7 Annual Meeting

The annual meeting of the members shall be held each year, at such time and place determined by the Board, within Washington State, for the purpose of electing Directors and transacting such other business as may properly come before the meeting.

4.8 Special Meetings

The Chair or Board may call special meetings of the members for any purpose at such time and place, within Washington State, as the Chair or Board may prescribe.

4.9 Notice of Member Meetings

The Chair, Secretary or the Board shall cause to be delivered to each eligible member, either personally, by mail, or by email, not less than ten nor more than fifty days before

the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the organization with postage thereon prepaid.

4.11 Quorum

A simple majority of eligible Members present at a member meeting shall constitute a quorum.

4.12 Manner of Acting

The vote of a majority of votes cast by eligible Members either at a meeting at which a quorum is present, or by ballot returned by mail or email shall be necessary for the adoption of any matter voted upon by the Members, unless a greater proportion is required by applicable Washington law or these Bylaws.

4.13 Proxies

Proxy votes of Members are not recognized by the organization.

4.14 Action by Members Without a Meeting

Actions may not be made without a meeting unless by ballot—determined by the board-- for the purpose of electing board members.

4.15 Meetings by Telephone or Video

Members of the organization may participate in a meeting of members by means of a conference telephone, video, or similar communications equipment, or a hybrid version thereof as long as all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE 5. BOARD OF DIRECTORS

5.1 General Powers

The affairs of the organization shall be governed by a Board of Directors.

5.2 Number

The Board shall consist of not less than 9 nor more than 13 Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

5.3 Qualifications

5.3.1 Directors shall be Members of the organization.

5.3.2 Directors shall represent an entity in one of Franklin, Lincoln, Adams, or Grant counties in Washington State.

5.3.3 Up to seven Directors shall be water purveyors for Group A or B water systems within Franklin, Lincoln, Adams, or Grant counties in Washington State. Collectively, these Directors must represent a mix of small water systems serving a population of less than 3,000 and large water systems serving a population of 3,000 or more.

5.3.4 Up to two Directors shall be county commissioners from Franklin, Lincoln, Adams, or Grant counties in Washington State. No more than one Director shall represent the same county.

5.3.5. Up to two Directors shall represent conservation districts within Franklin, Lincoln, Adams, or Grant counties in Washington State. No more than one Director shall represent the same conservation district.

5.3.6 Up to two Directors may fill “at-large” positions.

5.3.7 Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

5.4 Nominations

5.4.1 There shall be appointed by the Board, each calendar year, prior to the annual meeting of the members, a nominating committee consisting of at least three Board members who shall recommend a slate of candidates to fill expiring Board positions.

5.4 Election of Directors

5.4.1 Initial Directors

The initial Directors shall serve until the first annual meeting of members.

5.4.2 Successor Directors

Successor Directors shall be elected each year. In the first year of elections following the naming of the initial Directors, board positions shall be staggered so that one half of the total Board positions will be up for election.

5.4.2. Directors shall be elected to the Board by the vote of the majority of votes cast by eligible members. The election of Directors may be conducted at the annual meeting of the members or by mail or email in such manner as the Board of Directors shall determine. Outcomes of the election shall be announced at the annual meeting of the members.

5.5 Term of Office

Unless a Director dies, resigns or is removed, he or she shall hold office for a two-year term, or until a successor is appointed or elected, whichever is later.

5.6 Proxies

Proxy votes of Directors are not recognized by the organization.

5.7 Alternates

A temporary, alternate Director may attend a board meeting on behalf of the principal, elected or appointed Director when the principal is otherwise unable to attend and when the alternate has been identified in advance. The alternate Director has the same powers to attend, speak and vote at meetings as the principal Director when the principal is not in attendance. An alternate Director cannot be counted in quorum and may not vote when the principal is in attendance.

5.8 Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

5.9 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the Chair, or any two Directors or, in the case of a committee meeting, by the chair of the committee.

5.10 Meetings by Telephone or Video

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee meeting by means of a conference telephone, video, or similar communications equipment, or by a hybrid version thereof, as long as all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

5.11 Place of Meetings

All meetings shall be held at such place within the State of Washington designated by the Board or by any persons entitled to call a meeting.

5.12 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than ten days before the meeting. Notices in writing may be delivered, mailed or emailed to the Director at his or her address or email shown on the records of the organization. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

5.13 Waiver of Notice

5.13.1 In Writing

Whenever any notice is required to be given to any Director under the provisions of these Bylaws or applicable Washington law, 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. Neither the business to be transacted at,

nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

5.13.2 By Attendance

The attendance of a Director at a 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.

5.14 Quorum

The majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

5.15 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws or applicable Washington law.

5.16 Presumption of Assent

A Director of the organization present at a Board meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

5.17 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

5.18 Resignation

Any Director may resign at any time by delivering written notice to the Board Chair, Secretary, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.19 Removal

At a meeting of the Board one or more Directors may be removed from office, with or without cause, by a two thirds majority vote at a meeting of Directors in office at which a quorum is present.

5.20 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors in office though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

5.21 Board Committees

5.21.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees. Such committees shall have and exercise only the authority designated to it by the Board in fulfillment of the committee's purpose. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law or in governance or management of the organization.

5.21.2 Quorum; Manner of Acting

A majority of the number of committee members shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

5.21.3 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the Chair, Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.21.4 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee appointed by it.

5.22 Compensation

Directors shall receive no compensation for their service as Directors.

ARTICLE 6. OFFICERS

6.1 Number and Qualifications

The officers of the organization shall be a Chair, Vice Chair, Secretary, and Treasurer, each of whom shall be elected by the Board. Any two or more offices may be held by the same person, except the offices of Chair and Secretary.

6.2 Election and Term of Office

The officers of the organization shall be elected each year by the Board at the next meeting of the Board following the annual meeting of the members. Unless an officer dies, resigns, or is removed from office, he or she shall hold office for a term of one year or until his or her successor is elected.

6.3 Resignation

Any officer may resign at any time by delivering written notice to the Chair or Secretary, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.4 Removal

Any officer or agent elected or appointed by the Board may be removed from office by a resolution adopted by a majority of the Directors in office, whenever in its judgment the best interests of the organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

6.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, or any other cause may be filled by the Board for the unexpired portion of the term by the Board.

6.6 Chair

The Chair shall be the chief executive officer of the organization, and, subject to the Board's control, shall supervise all of the assets, business and affairs of the organization. The Chair shall preside over meetings of the members and the Board. The Chair may sign contracts or other legal documents, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the organization or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the Chair shall perform all duties incident to the office of Chair and such other duties as are assigned to him or her by the Board from time to time.

6.7 Vice Chair

In the Chair's inability to act, the Vice Chair shall perform the duties of Chair, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the Chair. The Vice Chair shall have, to the extent authorized by the Chair or the Board, the same powers as the Chair to sign contracts or other legal documents. The Vice Chair shall perform such other duties as from time to time may be assigned to them by the Chair or the Board.

6.8 Secretary

The Secretary shall: (a) cause minutes of meetings of the members, Board and committees to be recorded and maintained for record; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) cause records of the address, and/or email and class, if applicable, of each member and Director and the name of each officer to be maintained for record; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

6.9 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the organization, if any; receive and give receipts for moneys due and payable to the organization, and deposit all such moneys in the name of the organization in banks or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

ARTICLE 7. ADMINISTRATIVE PROVISIONS

7.1 Books and Records

The organization shall keep at its principal or registered office copies of its current Bylaws; correct and adequate records of accounts and Finances, if any; minutes of the proceedings of its member, Board, and committee meeting; records of the name, address and/or email, and class, if applicable of each member and Director, and of the name and address of each officer; and such other records as may be necessary or advisable.

7.2 Fiscal Year

The last day of the organization's fiscal year shall be December 31.

7.3 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws or any resolution of the Board.

7.4 Loans Prohibited

The organization shall make no loans to any officer or to any Director.

ARTICLE 8. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office. The foregoing Bylaws were adopted by the Board of Directors on: May 18, 2023.

May 18th , 2023 .
Month/Day Year

Elsa Bowen
Chair