

MIDDLE RIO GRANDE WATER ASSEMBLY

A Section 501(c)(3) Non-Profit Corporation

BYLAWS

ARTICLE I NAME

The name of this organization is the Middle Rio Grande Water Assembly, hereinafter referred to in these bylaws as the Water Assembly.

ARTICLE II PURPOSE OF THE WATER ASSEMBLY

The purpose of the Water Assembly is to assure – through an open, inclusive, and participatory process – the effective implementation, monitoring and updating of the Middle Rio Grande Regional Water Plan. In doing so, the common interests of the people of the Region for a sustainable water future that balances water use with renewable supply in accordance with the mission and goals of the water plan will be achieved.

ARTICLE III WATER ASSEMBLY PARTICIPATION

Any person who is interested in assuring a sustainable water future may participate in the Water Assembly. Participation in the Water Assembly shall not in any way be interpreted as modifying, compromising, or placing at risk any personal position, water entitlement, claim or management authority held by the participant.

ARTICLE IV ANNUAL ASSEMBLY

Section 1 – Notice. An Assembly of all who wish to attend is held annually on a date and time and at a location determined by the Board of Directors. The Secretary is responsible for giving notice as directed by the Board of Directors.

Section 2 – Purpose. The purpose of the Annual Assembly is to report the progress and accomplishments of the Water Assembly over the year, to present and discuss a plan of actions to be taken in the following year, to conduct Advocacy Group meetings to elect representatives to the Board of Directors, and to consider other matters as determined by the Board of Directors.

ARTICLE V ADVOCACY GROUPS

Section 1 – Responsibility. The Advocacy Groups are responsible for meeting during the Annual Assembly and electing individuals to serve on the Board of Directors of the Water Assembly. Between Annual Assemblies, Advocacy Groups may choose to continue to meet to advocate for the Group's positions.

Section 2 – The Advocacy Groups. Each Advocacy Group represents the water-related needs and wishes of the individuals, organizations and stakeholders which would most likely be identified with that particular advocacy. The Water Assembly has established the following Advocacy Groups. If a group of individuals believe they compose an advocacy interest not included within the established Advocacy Groups, they may petition the Board of Directors to amend the Bylaws to establish an additional Advocacy Group.

a. Agricultural Business and Production Advocates

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Representing interests in sale crop and personal crop farming, dairy farming, ranching, agricultural suppliers, etc.

b. Cultural and Historic Water Use Advocates

Representing historic, traditional and cultural interests such as those of acequias and land grant communities.

c. Environmental Preservation and Improvement Advocates

Representing interests related to species, bosque, river, open space, water quality, etc.

d. Industrial, Institutional and Business Advocates

Representing interests of small and large business, schools, hospitals, etc.

e. Residential Water Use Advocates

Representing rural and urban residential interests.

f. Technical Specialty Advocates

Individuals, government agency and water utility staff providing expertise in geology, hydrology, water law, and other technical expertise.

Section 3 – Composition. The participation in each of the Advocacy Groups is composed of individuals who meet during the Annual Assembly and who have interests appropriate to the Group's advocacies. Advocacy Groups have a self-selected population.

Section 4 - Duties and Procedure. At the Annual Assembly, each Advocacy Group, after reviewing and updating Group principles and advocacies, selects up to two individuals and one alternate who are willing to represent the interests of that Advocacy Group on the Board of Directors for the coming fiscal year. Should one-fourth of those present at an Advocacy Group meeting during the Annual Assembly regard the selection process as flawed, they may immediately bring the issue back to the full Assembly for settlement.

ARTICLE VI BOARD OF DIRECTORS

Section 1 – Responsibility and Authority. The Board of Directors has the responsibility for oversight of the operations, business, property and affairs of the Water Assembly, accepts nominations and elects the Officers of the Water Assembly, and reviews the financial books and records maintained by the Treasurer.

Section 2 - Composition. The Board of Directors is composed of up to two Directors and one alternate - elected by each Advocacy Group at the Annual Assembly - and the Officers of the Water Assembly elected by the Advocacy Group Directors at the Annual Business Meeting. Alternates serve, are counted for quorum, and vote only in the absence of one or more directors from the same Advocacy Group. The immediate Past President acts in an ex-officio capacity on the Board of Directors. All Directors are voting members of the Board.

Section 3 – Committees of the Board of Directors. The Board of Directors establishes the following standing committees composed of Directors. The Board of Directors may establish other committees as needed. In all committees except the Executive Committee, committee members vote to choose the Chair.

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a. Executive Committee. The Executive Committee is composed of the Officers of the Water Assembly along with the immediate Past President and is responsible for implementing policy and for managing the operations, business, property and affairs of the Water Assembly and keeping the Board of Directors informed of progress. The President serves as the Chair of the Executive Committee.

b. Audit Committee. The Audit Committee is composed of three Advocacy Group Directors and is responsible for reviewing the financial books and records maintained by the Treasurer.

c. Nominating Committee. The Nominating Committee is composed of one Director from each Advocacy Group and is responsible for accepting nominations for Officers and reporting them to the Board of Directors.

Section 4– Nomination and Election of Officers. Following are the procedures for nomination and election of Officers of the Water Assembly:

a. Nominations. The Chair of the Nominating Committee announces a Request for Nominations for Officers two (2) months prior to the Annual Business Meeting. Posting to the Water Assembly Listserve and Website constitutes adequate notice. The Nominating Committee receives nominations until one (1) month prior to the Annual Business Meeting. Prior to the Annual Business Meeting, the Nominating Committee contacts all the nominees and receives consent to serve if elected.

b. Report of the Nominating Committee and Nominations from the Floor. The report of the Nominating Committee containing the nominations is presented to the Board of Directors at the Annual Business Meeting. Immediately following presentation of the report, nominations may be made from the floor provided consent of the nominees has been received.

d. Election of Officers. The President and the Secretary conduct the election by secret ballot. The Secretary determines the eligibility of the Directors present, distributes ballots, collects and tallies the ballots, and provides the tally to the President who announces the results of the election. Officers are elected by a plurality of the Advocacy Group Directors present.

Section 6 – Vacancies, Resignations, Removals and Term

a. Vacancies. Vacancies in the Board of Directors resulting from death, resignation or removal may be filled by the appropriate Advocacy Group. The Secretary provides notice of a vacancy to those who attended the appropriate Advocacy Group at the previous Annual Assembly.

b. Resignations. A Director may resign at any time upon written notice to the Secretary.

c. Removal of Directors. A Director may be removed for cause or for absence from three consecutive meetings of the Board of Directors by a two-thirds vote of the Board of Directors present at any Regular or Special meeting of the Board of Directors. Adequate notice of the proposed action must be provided to the Director.

d. Term of Directors. Directors shall serve until the election for new Directors is held at the next Annual Assembly or until their death, resignation or removal.

Section 7 – Meetings. With advice from the other Directors, the President establishes the date time and location of the meetings of the Board of Directors. Unless indicated otherwise, a majority

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of the Directors constitutes a quorum. Except as stated otherwise, Board of Directors meeting announcements must be provided seven (7) days prior to the meeting. Except on special good cause, all meetings of the Board are open to the public. The following meetings of the Board have been established:

a. Annual Business Meeting. An Annual Business Meeting of the Board of Directors is held following the Annual Assembly and prior to the end of the fiscal year. At this meeting, the Officers for the following year are elected and the Annual Reports of the President and Treasurer along with other annual reports required by law, statute or regulation are received and presented. The Secretary sends a notice of the meeting to all Members of the Board of Directors at least one month before the meeting.

b. Regular Meetings. The Board of Directors establishes Regular meetings of the Board at such times as it deems desirable and for the purposes of considering matters it considers appropriate.

c. Special Meetings. Special Meetings of the Board of Directors may be called by the President and must be called by the Secretary upon written request of a one fourth of the Directors. Sufficient notice of the time, place, location and purpose of the meeting must be provided to all the Directors. Attendance of a majority of the Directors constitutes a quorum for these meetings.

ARTICLE VII OFFICERS

Section 1 - Identification and Term of Officers. The Officers of the Water Assembly are the President, the Vice President, the Secretary and the Treasurer. The Officers are elected by the Advocacy Group Directors and serve a term of one (1) year, coinciding with the Water Assembly's fiscal year, until death, resignation or removal or until their successors have been elected by the Board of Directors. Officers may, but need not, be Advocacy Group Directors.

Section 2 – Duties and Responsibilities. Following are the general duties and responsibilities of each of the Officers:

a. President The President is chief operating officer of the Water Assembly and is responsible for directing all Water Assembly activities, operations, business, property and affairs under the management of the Executive Committee and the oversight of the Board of Directors. The President presides at all meetings of the Executive Committee and the Board of Directors as well as the Annual Assembly and is an ex-officio member of all Working Teams. The President votes only in the event of a tie.

b. Vice President. In the absence, resignation, disability, removal or death of the President, the Vice President possesses all the powers and performs all the duties of the President. The Vice President performs such duties as the President, the Executive Committee and the Board of Directors delegate.

c. Secretary. The Secretary records the proceedings of the meetings of the Board of Directors; sees that all notices are duly given in accordance with the Bylaws or required by law; has charge of the Water Assembly records; keeps a register of pertinent information of the Directors; issues the notice of the meetings of the Executive Committee and the Board of Directors; at the direction of the President, prepares the agenda for the Executive Committee and Board of Directors meetings; and performs other duties as directed by the President, the Executive Committee, and the Board of Directors.

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d. Treasurer. The Treasurer is the custodian of the funds of the Water Assembly, maintains the financial books and records, deposits the funds in financial institutions designated by the Board of Directors, and issues checks and other forms of payment for goods and services received. The Treasurer files appropriate reports to government agencies. Disbursement of funds requires the signature of two (2) officers. The Treasurer presents periodic statements to the Executive Committee and to the Board of Directors at its Regular meetings and an Annual Report at the Annual Business meeting.

Section 3 – Vacancies, Resignations, and Removals.

a. Vacancies. Vacancies resulting from death, resignation or removal of Officers may be filled by a vote of a majority of the Advocacy Group Directors.

b. Resignations. An Officer may resign at any time upon written notice to the Board of Directors.

c. Removals. An Officer may be removed with cause or for absence from three consecutive meetings of the Executive Committee by a two-thirds vote of the Board of Directors present at any Regular or Special meeting of the Board of Directors. Adequate notice of the proposed action must be provided to the Officer.

ARTICLE VIII FINANCIAL ADMINISTRATION

Section 1 – Fiscal Year. The fiscal year of the Water Assembly extends from July 1st of one calendar year to June 30th of the following calendar year.

Section 2 – Financial Responsibility. Financial responsibility for the Water Assembly lies with the Board of Directors.

Section 3 – Dissolution of the Water Assembly. The President or a Director may call a Dissolution Meeting of the Board of Directors for the purpose of dissolving the Water Assembly upon failure to attain a quorum at Board of Directors meetings for a period of nine months. At this meeting a quorum need not be attained.

ARTICLE IX MEETING PROCEDURE

In the conduct of all meetings of the Water Assembly, the primary method for reaching agreement on matters considered at the meetings will be consensus. If consensus cannot be reached on an issue or if consensus is not considered appropriate to reach agreement, as determined by the Chair of the meeting, the rules contained in the current edition of *Robert's Rules of Order Newly Revised* govern the meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE X AMENDMENTS

These Bylaws may be amended at any Meeting of the Board of Directors by a two-thirds vote of the Directors present, provided a two thirds quorum is present and proper notice of the proposed amendment is given to all Directors at least thirty (30) days prior to the meeting.

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Approved by the Action Committee of the Middle Rio Grande Water Assembly on July 15, 1998; amended on April 18, 2001; amended at its Annual Business Meeting on October 18, 2004; and amended by the Board of Directors of the Middle Rio Grande Water Assembly on April 12, 2005.

Janet Jarrett, President

Corinne Brooks, Secretary