

WINE COUNTRY WATER WORKS ASSOCIATION BYLAWS

ARTICLE I

The name of this association is the Wine Country Water Works Association (WCWWA).

ARTICLE II

The objectives of this association are:

1. To serve the workforce of the Water Utilities and Industry in delivering safe drinking water throughout the counties of Napa, Lake, Mendocino, and Sonoma.
2. To advance and implement improvements in knowledge, design, construction, and operation of water utilities.
3. To consider and solve problems in the production and distribution of safe, adequate water supplies.
4. To promote the dissemination of water utility information to improve the understanding of the complexities of the industry.
5. To offer to members of the association, their organizations and to other appropriate persons or organizations, the individual or collective water utility expertise that is available from the active members of the association.
6. To share and compare rules, regulations, codes, salary structures, emergency services related to the water industry.
7. To promote professional development and training of operations personnel and office staff.
8. To provide opportunity for social gatherings of members of the association, as well as vendor participation and product exhibits.

ARTICLE III

Board of Directors

Section 1: The affairs of this association shall be managed by its Board of Directors which shall consist of seven (7) members. Each Board of Director shall have annual membership dues waived while serving on the Board, and this Board of Directors will, whenever possible, contain at least one member from each of the counties of Napa, Lake, Mendocino, or Sonoma.

Section 2: Officers of the Board of Directors shall be:

- 1) President, 2) Vice-President, 3) Secretary 4) Treasurer.

Section 3: Duties of the Officers shall be established by the Board of Directors. A list of these duties shall be maintained and updated as needed by the Board. The up-to-date list

WINE COUNTRY WATER WORKS ASSOCIATION

BYLAWS

shall be included as an Appendix to these Bylaws and may be modified without review by members. The Secretary and Treasurer can be the same person.

Section 4: As needed, the Board of Directors shall assign duties to the Secretary to perform routine tasks, collect mail, deposit checks, maintain/update website, and assist with events, and further assignments as established in the Duties of Officers in the previous section. A compensation plan for the Secretary is allowed and must be approved by a majority of the Board of Directors, and the Secretary will serve at the will of the Board of Directors, not employed, but as an independent contractor.

Section 5: Four members of the Board shall constitute a quorum for the transaction of the association's affairs.

Section 6: The Board of Directors shall meet every month or as necessary to conduct the affairs of the Association by means of a written agenda and recorded minutes and conducted according to the "Roberts Rules of Order". Meeting dates and location will be established for the upcoming year at the January meeting. Meetings will be alternated, whenever possible, between Napa, Lake, Mendocino, or Sonoma Counties for the benefit of members and utilities.

Section 7: For Association business that cannot wait until the next regular meeting, voting by email is recognized as legitimate if the issue is presented to all seven directors equally as a motion to vote on, seconded by a director, then voted on by a majority of directors within a minimum timeframe of 8 hours. All email action by the board must be recorded in the minutes of the next regular meeting.

ARTICLE IV

Nomination and Election of Officers and Directors

Section 1: Nominations

- 1) Each November, a nominating committee appointed by the Board President shall nominate one or more candidates for each of the directors that have terms expiring in January. The Chairman of the committee shall notify the association membership by posting an announcement on the association's website and/or by an email no later than December 1st seeking nominations for directors.
- 2) The Chairman of the nominating committee shall report the list of director nominees to the association membership at the January meeting, at which time any member may make additional nominations.

WINE COUNTRY WATER WORKS ASSOCIATION
BYLAWS

- 3) The nominees for Board of Directors must be current or past members of the Association in good standing.

Section 2: Elections

- 1) The election shall be held by ballot.
- 2) At the January meeting the Secretary shall make ballots available for each office and present ballots to the attending members. The Secretary shall collect and tally the ballots and present the results to the President. After confirming the results are fair and correct the President shall announce to the attending members who the new directors are to complete a two-year term.

Section 3: Installation and Term of Office

- 1) Board of Directors shall be elected for a minimum term of two (2) years
- 2) Officers shall be elected by the members of the Board of Directors
- 3) The term of the officers shall be for one year beginning at the January meeting

Section 4: Any vacancy occurring on the Board of Directors shall be filled for the unexpired term by action of the Board.

Section 5: A vacancy in the office of President, Vice-President, Secretary or Treasurer shall be filled for the unexpired term by naming the Vice-President as acting President, Secretary as acting Vice-President, Treasurer as acting Secretary, Director as acting Treasurer, or an active member as a Director. An officer may choose to not accept a higher office and the vacancy may be filled by action of the Board.

ARTICLE V
Membership

Section 1. Any individual employed by any water utility, or a related industry is eligible to apply for membership and upon review of the Board of Directors may become an active member. The Board of Directors, by unanimous vote, reserves the right to refuse membership to individuals or organizations.

Section 2. By action of the Board of Directors, an Honorary Membership may be awarded to any individual in consideration of distinguished service to this association. Honorary Members will not be required to pay dues and will be recognized on the Associations website.

WINE COUNTRY WATER WORKS ASSOCIATION

BYLAWS

ARTICLE VI

Membership Meetings

General membership meetings will be held prior to routine events unless all members are notified otherwise by action of the Board of Directors. Meetings shall be conducted according to "Roberts Rules of Order". Members may bring guests to the meetings. As needed the President shall present an agenda to the attending members and conduct necessary business.

ARTICLE VII

Finances

Section 1. Membership dues shall be \$35.00 per year, or any portion of a year, and not to exceed \$10 increase year over year.

Section 2. Monies shall be kept in a checking or savings account under the name of Wine Country Water Works Association. The President and/or Secretary shall process recurring and incidental payments of Association bills either by check, debit card or automated payments (Bill Pay) and tabulated for Board review at the next meeting.

Section 3. The Secretary will be the only compensated director on the Board and paid only after submitting an invoice for work performed.

Section 4. Reimbursement of expenditures may be made to members by submitting an itemized statement at a regular meeting during the Treasurer's report and review of bills. Officers and committee chairs may be reimbursed for fuel costs when traveling out of their own county on behalf of the WCWWA, and for routine and usual or previously authorized expenditures upon presentation to the Treasurer.

Section 5. Emergency expenditures may be made upon concurrence of the President, Treasurer and two other board members when an emergency cannot wait for a vote at the next board meeting.

Section 6. Should the Wine Country Water Works Association disband, all assets after payment of debts and liabilities shall be contributed to the Santa Rosa Junior College for scholarships in a water related field.

WINE COUNTRY WATER WORKS ASSOCIATION
BYLAWS

ARTICLE VIII
Committees

Section 1. Committees shall be formed as needed to investigate avenues of interest or to share workloads. Committees shall be formed or disbanded by the Board of Directors.

Section 2. Committee Chairs shall be appointed by the President. Whenever possible, volunteers interested in the committee shall be appointed committee chair. Committee chairs shall represent the Association within the framework of their responsibilities.

ARTICLE IX
Amendments

Section 1. Proposals to amend these Bylaws shall be made by no less than two active members of this association, provided that such proposals are filed in writing with the Secretary. The Board shall then submit the proposed amendment to the members at the next membership meeting. The amendment shall be adopted if approved by a majority of the members present.

Section 2. Adopted Bylaws shall be made available to members on request and posted on the WCWWA's website.

Amended by the Board of Directors on: **April 20, 2023**

Approved by the Association Membership on AUGUST 17, 2023

Members Present:

<u>Nathy Richards</u>	<u>[Signature]</u>	<u>[Signature]</u>
<u>Melony Alford</u>	<u>Rhl Ahlg</u>	<u>[Signature]</u>
<u>[Signature]</u>	<u>Ellen Simon</u>	<u>[Signature]</u>
<u>[Signature]</u>	<u>Landy Gulen</u>	<u>[Signature]</u>
<u>[Signature]</u>	<u>Doug Pulley</u>	<u>[Signature]</u>

WINE COUNTRY WATER WORKS ASSOCIATION

BYLAWS

Don	Don	Chris Almirant
Tom Haas	Don	Walt Piro
Vince Villanuel	Don	Mark D. W.
Don	Mary Lynn S	Michael Jutabo
Don	Cal Houlby	Don
Don	Paul W. Bush	Steve Phelg
Don	Peter McGee	Don
Don	Ed Wooster	Greg Sche
Adrian Gled	Mitchell Stewart	Don
Charles Hsu	Adrian Burt	Don
Sam Misk	Rebel Hoph	Small Ben
Don	Don	Samuel
Don	Don	Alan Mitchell
Don	Don	Don
Mark M	Don	Mr
Dean Allen	Don	Kate Apple
D. Finney	Don	Hope Stuyves
Don	Don	Don
Todd Ross	John Hedy	Matt Berry
Don	Don	Stelson

WINE COUNTRY WATER WORKS ASSOCIATION

BYLAWS

<i>Alvin Bendt</i>	<i>Frank</i>	<i>Richard</i>
<i>[Signature]</i>	<i>[Signature]</i>	<i>F. C.</i>
Tom Huls	<i>[Signature]</i>	
<i>[Signature]</i>	<i>[Signature]</i>	
Alvin Bendt		

RATIFIED:

President Chris Almond Date 8/17/23

Vice-President Alvin Bendt Date 8/28/23

WINE COUNTRY WATER WORKS ASSOCIATION BY-LAWS

APPENDIX A - OFFICERS AND THEIR DUTIES

As per By-Laws of the Wine Country Water Works Association – “Section 3: Duties of the Officers shall be established by the Board of Directors. A list of these duties shall be maintained and updated as needed by the Board. The up-to-date list shall be included as an Appendix to these by-laws and may be modified without review by members.”

Section 1 OFFICERS

The officers of the Wine Country Water Works Association (WCWWA) will be President, Vice President, Secretary/Treasurer, and any other officer as may be elected in accordance with These Association by-laws. Officers must be members of the Board of Directors. The Board of Directors may appoint other officers such as additional Vice President, Secretary or Treasurer, as it deems desirable but cannot exceed seven (7) officers. The additional officers have the authority to perform the duties assigned to them by the Board of Directors. The same person, except the office of President, may hold any two (2) offices.

Section 2 PRESIDENT

The president is the principal executive officer and in general supervises and controls all the business and affairs of the association. The President presides at all meetings of the members and the Board of Directors. The President may sign, with the Secretary or any other proper officer of the association authorized by the Board of Directors any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be signed, except in cases where the signing and execution is delegated by the Board of Directors, these bylaws, or by the statute to some other officer or agent of the Association. In general, the President will perform all duties incident to the office and such other duties as may be directed by the Board of Directors from time to time.

Section 3 VICE PRESIDENT

In the absence of the President or any event of the President's inability or refusal to act, the Vice President will perform the duties of the President, and when so acting has all the powers of and is subject to all the restrictions upon the President. Any Vice President will perform all other duties as from time to time may be assigned by the President or the Board of Directors.

Section 4 SECRETARY

The Secretary will record the votes and keep minutes of all the meeting and proceedings of the Board of Directors and of the members in one or more books provided for that purpose by the Board, maintain the non-profit status of the Association, serve notice of the meeting of the Board and of the members, keep appropriate current records showing the members of the association, together with their addresses, answer all incoming correspondence, The Secretary will receive and deposit in appropriate bank accounts as further provided in these bylaws all monies of the association and will disperse funds as directed by resolution of the Board of Directors, shall sign

all checks and promissory notes of the Association, keep proper books of account, prepare a statement of income and expenditures to be presented to the membership at its Regular Annual Meeting and deliver a copy to each member. As needed, the Board of Directors shall assign duties to the Secretary to perform routine tasks, collect mail, deposit checks, maintain/update website, and assist with events, and further assignments as established in the Duties of Officers in the previous section. A stipend for the Secretary is allowed and must be approved by a majority of the Board of Directors, and the Secretary will serve at the will of the Board of Directors, not employed, but as an independent contractor. In general, perform such other duties incident to the office or assigned from time to time by the President or Board of Directors.

Section 5 TREASURER

The duties of the Treasurer are to manage and report the financial affairs of the Association to the Board of Directors and this position and duties will be fulfilled by the Secretary. If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The cost of any such bond will be paid by the Association.

Section 6 ADDITIONAL OFFICERS

If required by the Board of Directors, any additional Vice President, Assistant Secretary or Assistant Treasurer may be appointed by a majority vote of the Directors present at a legal meeting of the Board. Without exceeding the maximum number of directors, any additional officers will perform the duties assigned to them by the President or the Board of Directors. If required by the Board of Directors, any Assistant Treasurer will give a bond for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors deems necessary. The cost for any bond will be paid by the Association.

Section 7 RATIFICATION

These Duties of the Officers as stated herein have been amended and approved by the Wine Country Water Works Association Board of Directors, by majority vote, on August 22, 2022, and duly noted in the regular board meeting minutes held on the same date.

President Chris Plinning Date 8/22/22
Vice-President [Signature] Date 12/12/22

Section 8 AMENDMENTS

Amendments to this Appendix A of the WCWWA By-Laws will be done as needed by the Board of Directors, by majority vote, at a regular or special meeting of the board and noted in the meeting minutes held on the same date.