

BYLAWS
OF
TEXAS ASSOCIATION OF WATERSHED SPONSORS

These Bylaws (referred to as the “Bylaws”) govern the affairs of the Texas Association of Watershed Sponsors, a nonprofit association.

ARTICLE I

NAME

1.01 The name of the association shall be: Texas Association of Watershed Sponsors (referred to herein as the “Association”).

ARTICLE II

MISSION STATEMENT

2.01 The Texas Association of Watershed Sponsors mission is to strive to secure adequate funding from Congress, the Administration, the Governor and the Texas Legislature for the PL-534 and PL-566 Small Watershed Program. The Association will also work toward having a positive effect on policy and procedures at the federal and state levels which will result in expediting the implementation of projects and resolution of program concerns.

The Association will foster communication between and among its members. The Association will disseminate information to legislative, governmental, public, and private groups to further the efforts of the PL-534 and PL-566 Small Watershed Program and its associated benefits. The Association will also expand its focus to other programs and regulatory or legislative initiatives which will have an impact on the PL-534 and PL-566 Small Watershed Program.

The Association does not contemplate financial gain or profit to the members thereof and is organized solely for nonprofit purposes as set forth herein, and no part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article.

ARTICLE III

MEMBERSHIP TO THE ASSOCIATION

3.01 Membership to the Association shall include the following:

- (a) Sponsoring Organizations or Sponsors include those SWCDs, WCIDs, Cities, Counties and other political subdivisions within the state of Texas who have entered into watershed agreements.
- (b) Sponsoring Members include those elected and appointed representatives of Sponsors.
- (c) Associate Members include individuals, consulting engineers and others who support the Mission of the Association. Associate Members are non-voting members, but may be elevated to full voting membership with approval of the Steering Committee.

3.02 The term Member shall include Sponsoring Organizations and Sponsoring Members.

ARTICLE IV

ASSOCIATION OFFICERS

OFFICER POSITIONS

4.01 Officer positions shall consist of a President, Vice-President and a Secretary/Treasurer. No Sponsoring Organization shall have more than one office.

ELECTION AND TERM OF OFFICES

4.02 Officers shall be elected at the regular annual meeting in odd numbered years. The President and Vice-President shall not hold office more than two consecutive terms. The Secretary/Treasurer shall not hold office more than three consecutive terms.

REMOVAL

4.03 Any officer elected or appointed may be removed by the Steering Committee.

VACANCIES

4.04 A vacancy in any office may be filled by the Steering Committee for the unexpired portion of the officer's term.

PRESIDENT

4.05 The President shall be the chief executive officer of the Association. The President shall supervise and control all of the business and affairs of the Association. The President of the Association shall preside at all meetings. The President shall perform other duties prescribed by the Steering Committee and all duties incidental to the office of President or person acting in this position.

ARTICLE V

MEETINGS OF THE ASSOCIATION

MEETINGS

- 5.01 Meetings may be called by the President.
- (a) Annual meetings of the Association will be held with due notice to the Members.
 - (b) Special meetings of the Association may be called by the President when necessary with due notice to the Members

PLACE OF MEETINGS

- 5.02 The President may designate any place as the place of meeting for any meeting called or scheduled.

NOTICE OF MEETINGS

- 5.03 Notice of any meeting of Members shall be delivered by mail or electronically not less than ten (10) days before the date of the meeting.

QUORUM

- 5.04 Members present shall constitute a quorum.

ACTION OF ASSOCIATION

- 5.05 The Association shall try to act by consensus. However, the vote of a majority of the Members of the Association present shall be sufficient to constitute the act of the Association.

VOTING

- 5.06 The Association may authorize a vote by mail, electronically or by written proxy.

ARTICLE VI

STEERING COMMITTEE

MANAGEMENT OF THE ASSOCIATION

6.01 The affairs of the Association shall be managed by a Steering Committee.

NUMBER, QUALIFICATIONS, AND TENURE OF STEERING COMMITTEE

6.02 The number of members of the Steering Committee shall be 15. The President, Vice-President, and Secretary/Treasurer of the Association shall each be a member of the Steering Committee. The President of the Association shall serve as the Chairperson of the Steering Committee. The Vice-President and Secretary/Treasurer of the Association shall serve as Vice-Chairperson and Secretary/Treasurer of the Steering Committee respectively. An authorized representative of any Sponsoring Organization shall be eligible for membership to the Steering Committee. No Sponsoring Organization shall have more than two members on the Steering Committee. Each Committee member shall serve for a term of three (3) years. The term of the Steering Committee members shall be staggered so that the terms of no more than one-third of the members shall begin or end each year. There shall be no limit to the number of terms a Steering Committee member can serve.

NOMINATION OF STEERING COMMITTEE MEMBERS

6.03 At any meeting at which the election of a Steering Committee member occurs, a Member may nominate a person with the second of any other Member. In addition to nominations made at meetings, a nominating committee shall consider possible nominees and make nominations for each election of Steering Committee members.

ELECTION OF STEERING COMMITTEE MEMBERS

6.04 A person who meets qualification requirements to be a Steering Committee member and who has been duly nominated may be elected as a Steering Committee member. Steering Committee members shall be elected by the vote of the membership of the Association.

VACANCIES

6.05 Any vacancy occurring in the Steering Committee shall be filled by the Steering Committee. A vacancy is filled by the affirmative vote of a majority of the remaining Steering Committee members, even if it is less than a quorum of the Steering Committee members, or if it is a sole remaining Steering Committee member. A Steering Committee member elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

REGULAR MEETINGS

6.07 The Steering Committee may provide for regular meetings by resolution stating the time and place of such meetings. The meeting may be held either within or out of or away from the State of Texas.

SPECIAL MEETINGS

6.08 Special meetings of the Steering Committee may be called by or at the request of the Chairperson. A person authorized to call special meetings of the Steering Committee may fix any place within or out of or away from Texas as the place for holding a special meeting. The person calling a special meeting shall give notice to each Steering Committee member as required in the Bylaws.

EMERGENCIES

6.09 On matters requiring immediate action or when it is not practical to convene the Steering Committee, the Chairperson may call for mail or electronic votes, and in such cases a majority of the Steering Committee shall be required for approval or disapproval. When matters are submitted solely by mail or electronically to the Steering Committee, action by a majority of the individual committee members shall be required for approval or disapproval of the matters submitted.

NOTICES

6.10 Notice of any special meeting of the Steering Committee shall be delivered to each Steering Committee member by mail or electronically not less than ten (10) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purposes for which the meeting is called.

QUORUM

6.11 Fifty-one (51) percent of the Steering Committee members shall constitute a quorum for the transaction of business at any meeting of the Steering Committee.

ACTIONS OF THE STEERING COMMITTEE

6.12 The Steering Committee shall try to act by consensus. However, the vote of a majority of the Steering Committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Steering Committee unless the act of a greater number is required by law or the Bylaws. A Steering Committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Steering Committee. The Steering Committee may enter into contracts under conditions set forth in Bylaws.

ARTICLE VII

COMMITTEES

ESTABLISHMENT OF COMMITTEES

7.01 The Steering Committee may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. The President may also establish one or more committees and delegate specified authority to a committee, and appoint and remove members of a committee. A committee shall include two or more Steering Committee members and may include persons who are not Steering Committee members. If the Steering Committee delegates any of its authority to a committee, the majority of the committee shall consist of Steering Committee members. The Steering Committee may establish qualifications for membership on a committee. The establishment of a committee or the delegation of authority to it shall not relieve the Steering Committee, or any individual Steering Committee member, of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Steering Committee to:

- (a) Amend the Articles of the Association;
- (b) Amend, alter, or repeal the Bylaws;
- (c) Take any action outside the scope of authority delegated to it by the Steering Committee;
- (d) Take final action on a matter that requires the approval of the members.

TERM OF OFFICE

7.02 Each member of a committee shall continue to serve on the committee until replaced or terminated. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment.

CHAIR AND VICE-CHAIR

7.03 One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be appointed by the Chairperson of the Steering Committee. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

NOTICE OF MEETINGS

7.04 Notice of a committee meeting shall be delivered to each member of a committee by mail or electronically not less than ten (10) days before the date of the meeting. The notice shall state the place, day and time of the meeting, and the purpose or purposes for which the meeting is called.

QUORUM

7.05 One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum.

ACTION OF COMMITTEE

7.06 Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

COMPENSATION

7.07 Committee members shall not receive salaries for their service.

ARTICE VIII

TRANSACTION OF THE ASSOCIATION

CONTRACTS

8.01 There shall be no contracts authorized by the Association, except through the Steering Committee.

FUNDS AND DONATIONS

8.02 All funds received by the Association, whether received as annual dues, donations, bequests or grants from any private or public body, shall go to the general funds of the Association to be used solely for the purpose of the Association.

DUES

8.03 Annual dues for each category of membership shall be as follows:

(a)	Sponsoring Organizations	(Recommended)	\$250.00
(b)	Sponsoring Members	(Individual)	\$ 25.00
(c)	Associate Member Firms	(Recommended)	\$250.00
(d)	Associate Members	(Individual)	\$ 25.00

ARTICLE IX

MISCELLANEOUS

AMENDMENTS TO BYLAWS

9.01 The Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the Association members at an annual meeting by a simple majority vote. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed Bylaw provisions proposed to be altered, amended, or repealed.

PARTIES BOUND

9.02 The Bylaws shall be binding upon and inure to the benefits of the Steering Committee, officers, committee members, employees, and agents of the Association and their respective heirs, executors, administrators, legal representatives, successors and assigns except as otherwise provided in the Bylaws.

Includes amendments approved through March 26, 2018