

APPENDIX H

REGIONAL WATER ASSOCIATIONS SAMPLE FORMAT DOCUMENTS

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In this Appendix, examples of documents used to establish a Regional Water Association are presented. These examples are based on formation of a non-profit corporation and, therefore, Articles of Incorporation and Bylaws are included.

Each Regional Water Association is advised to consider these documents as presented for discussion. Revisions are likely to be needed to address the particular needs of each Regional Water Association, as determined by its members. Regional Water Associations are also advised to seek legal advice prior to adopting and filing incorporation documents.

ARTICLES OF INCORPORATION

REGIONAL WATER ASSOCIATION OF CAMANO ISLAND, INC.

ARTICLE I

The corporate name of this corporation shall be "REGIONAL WATER ASSOCIATION OF CAMANO ISLAND, INC."

ARTICLE II

The Corporation is and shall be formed as a non-profit Corporation under the laws of the State of Washington (RCW 24.04).

ARTICLE III

The Corporation shall exist perpetually.

ARTICLE IV

The principle place of business of the Corporation shall be _____
_____.

ARTICLE V

This Corporation is formed for the following purposes, to-wit: (1) to exchange information regarding policy, purchasing, employment, and operational matters in which mutual problems exist or may exist; (2) to combine and coordinate efforts of the members in the solution of mutual problems; and (3) to provide joint action on matters of mutual concern including, but not limited to, purchasing, employment, policy, water quality monitoring and laboratory services, planning and construction of joint facilities, regional sources, and operational problems, to the end that the service to, and assets of, the members may be preserved and enhanced for the benefit of those people they provide service to.

ARTICLE VI

Any public water supply which operates on Camano Island shall be eligible for membership in this Corporation. A water utility can be removed as a member by the affirmative vote of two-thirds of the delegates for non-payment of dues and/or repeated violation of local, State, and federal laws.

ARTICLE VII

Each Corporate member shall appoint a delegate who will cast its vote on all items of business. In the delegates absence, the member shall have the right to appoint an alternative delegate to cast its vote when properly identified in the Corporation.

ARTICLE VIII

1. The officers of the Corporation shall consist of a President, a Vice President, and a Secretary-Treasurer.
2. A water utility, upon being accepted into this Corporation, shall be known as a member.
3. The persons duly appointed by each Corporate member to carry out the business of this Corporation shall be known as delegates.
4. The total number of delegates shall be known as the Board of Trustees.
5. Election of officers shall take place at the annual meeting and assume office at the next regular meeting.

ARTICLE IX

Unless provided for by these Articles or other action of the delegates, Roberts Rules of Order shall govern meetings and actions of this Corporation. The President shall have the power to limit any debate to five minutes.

ARTICLE X

Each duly appointed delegate shall have one vote on all items of business at regular or special meetings of the Corporation relating to general administration and business and does not obligate individual members to legal or financial responsibility without their written concurrence. The Board of Trustees shall have the general direction and

control of all property, business, and policies of the Corporation. They shall define and limit the powers and duties of all committees, officers, and agents of the Corporation. The Board of Trustees shall fix all salaries of officers, agents, and employees of the Corporation. The Board of Trustees shall keep an accurate record of their proceedings, which shall be kept by the Secretary-Treasurer among the permanent records of the Corporation.

The trustees who shall manage the affairs of the Corporation for a period of six months from the original date of formation hereof or until the trustees are elected by the members shall be the following subscribers: (1) _____, (2) _____, (3) _____, (4) _____, (5) _____, (6) _____.

In Witness whereof we herewith set our hands and seals this ____ day of _____ 19__.

- 1. _____
- 2. _____
- 3. _____
- 4. _____
- 5. _____
- 6. _____

State of Washington
County of Island

Before me, a Notary Public, personally appeared _____, _____, _____, _____, _____, _____, who acknowledged that they signed the within and foregoing Articles of Incorporation, for the uses and purposes therein mentioned.

Witness my hand and official seal this ____ day of _____ 19__.

Notary Public in and for the State of Washington,
residing at:

BY LAWS

REGIONAL WATER ASSOCIATION OF CAMANO ISLAND, INC.

ARTICLE I

At the regular meeting of this Association, the following order shall be observed:

- Sec. 1. Reading of minutes of last regular meeting.
- Sec. 2. Report of Secretary-Treasurer.
- Sec. 3. Report of President.
- Sec. 4. Report of Special Committees.
- Sec. 5. Unfinished business.
- Sec. 6. New business.
- Sec. 7. Approval of bills to be paid.
- Sec. 8. Election and installation of officer.

ARTICLE II

The President shall preside over all meetings of the Association and shall perform such other duties as may be assigned to him by the Association. Roberts Rules of Order shall be used for the conduct of all meetings.

The Vice President shall, in the absence or disability of the President, perform all duties assigned to the President.

The Secretary-Treasurer shall collect all money due the Association, deposit and disburse same in such a manner as the Association and/or Board of Trustees shall direct, shall notify all delegates of meetings, and shall keep minutes of all meetings of the Association and of the Board. All checks, drafts, acceptance, bonds, and notes of debentures shall bear counter-signatures of the Secretary-Treasurer and the President or the Vice President of the Association.

ARTICLE III

A majority of delegates of this Association shall constitute a quorum. Should there not be a quorum represented at any regular or special meeting, the meeting may be adjourned from time to time until a quorum shall be represented there at, or a notice of a second meeting may be given as provided for special meeting, in which case those utilities represented at such second meeting shall constitute a quorum. A majority vote of utilities represented in a quorum shall be necessary and sufficient to transact any business.

ARTICLE IV

- Sec. 1. There shall be one regular meeting of this Association held each month.
- Sec. 2. There shall be one regular meeting of the Association which shall be known as the annual meeting. The annual meeting shall be held the _____ of _____ each year, unless otherwise scheduled.

ARTICLE V

- Sec. 1. A special meeting of this Association can be called at any time on order of the President or any three delegates. Each member shall be notified by regular mail, specifying time, date, and item of business, at least five days prior to any special meeting.
- Sec. 2. The President shall have the authority to call the Board of Trustees into an emergency meeting.

ARTICLE VI

All officers of the Association and all officers, directors, trustees, councilpersons, or other persons duly representing a member shall be entitled to full floor privileges at any meeting. However, only a duly appointed delegate shall be entitled to vote.

ARTICLE VII

No encumbrance shall be incurred against this Association which exceeds the current treasury without prior approval by a special meeting of the Association called for such purpose.

ARTICLE VIII

- Sec. 1. The officers of this Association shall be elected at the annual meeting and shall serve for one year or until their successors are duly elected and qualified. Nominations for the officers of this Association may be made by means of a nominating committee appointed by the President, but nominations shall also be requested from the floor. An elimination vote shall be held if more than two candidates are nominated. Elections shall be by majority vote, with each delegate casting one vote.
- Sec. 2. Any vacancy in the officers of the Association shall be filled at the next regular meeting by the majority vote of delegates present.

ARTICLE IX

The Board of Trustees shall have the authority to budget the annual service fees necessary to meet the operating expenses of the Association.

Annual service fees for the calendar year shall be due the _____ of _____ of each year, and must be paid as a condition to the exercise of any membership privilege therein.

ARTICLE X

Prior to the annual meeting, the Board of Trustees shall elect a committee to audit the records of the Association and report their findings at the annual meeting.

ARTICLE XI

An affirmative vote of two-thirds of the delegates will be necessary on all items of business, unless herebefore specified.

ARTICLE XII

These Articles may be amended or new articles adopted by a two-thirds vote of the delegates present at any regular or special meeting called for that purpose; provided the proposed amendments or new articles have been mailed to each member utility at least 30 days previous, or the amendments have been presented at a previous regular meeting of the Association.

The above By Laws were read and approved the _____ day of _____ 19____.