Vision
A vibrant Arizona through safe, reliable water

Mission
Advocate for Arizona’s water through bold leadership, connecting professionals, providing education, and inspiring environmental stewardship
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INTRODUCTION

The Leadership Manual that provides an overall view of the ins and outs that a volunteer in a leadership position within the AZ Water Association needs to know.

Many of you may wonder how I can get involved in Association Leadership. There are many opportunities that typically begin with one of the following tracks:

1. Become an active member of a Committee (over 30 to choose from).
2. Progress to a Committee Leadership role.
3. Progress to a Council Leadership role.
4. Progress to a Governing Board Leadership role – sit on the Board as Director or become an Officer.
5. Progress to the Executive Committee Leadership role - Secretary, Treasurer, Vice President, President Elect, President, Past President, AWWA Director, or WEF Delegate.

The goal of this Manual is to provide you the information that will hopefully motivate you to decide to get involved in a Leadership Role with our Association or if you are already involved how to better execute your duties to make AZ Water a strong organization.

This will be a living document, with annual updates. As you conduct your activities under your roles and responsibilities and discover modifications or incorrect information that should be made, please submit these recommendations to the Executive Manager.
LEADERSHIP RETREAT

What is the Leadership Retreat?

The AZ Water Leadership Retreat is a workshop that brings together the Board of Directors, Council Chairs, Committee Chairs, and Staff. It is dedicated to providing our leadership with the information and inspiration to fulfill our Mission and Vision, and Strategies.

Why Have a Leadership Retreat?

1. **To reassess the scope of our activities.**
   Activities of our Association grow and become more complex each year. New issues and challenges are always expanding the scope of our activities. New committees and initiatives are constantly being added. To keep us unified and operationally united, it is important to re-group, touch base and communicate at least once a year.

2. **Recognition of effort.**
   The Retreat provides us the opportunity to say thank you. We want you: our Board Members, Council Chairs, and Committee Chairs, to know how much your efforts are appreciated. We do not kid ourselves. Without each of you, this Association could not, and would not, exist.

3. **To offer support.**
   The opportunity to share common concerns and problem solve together is the number one reason people list for membership in AZ Water. It would follow then, that our Council Chairs and Committee Chairs should be provided with a forum and a dedicated time which allows for the same exchange process.

4. **To learn from each other.**
   Learning and growing is not easy. It is best done with others who are in various stages of the same process so that a variety of types and levels of needs can be met and expectations realized by everyone involved in the process.

5. **To renew motivation and enthusiasm.**
   Every clock runs down eventually, even leaders get tired. New ideas, new information, and a fresh start are important to even the most seasoned leaders. The Retreat is the place to speak where renewal and rededication occur; and, the place to brace for the coming year.

6. **To create a sense of unity.**
   There are many aspects to what we do. There are many occupations and job descriptions encompassed in our profession. However, the environment, and our commitment to its safekeeping, is the common thread that binds us one to the other.
BRIEF HISTORY

In the early years of statehood, an organization called the Arizona Public Health Association was established to address the needs of water supply and waste disposal by public and private organizations with the new state. To separate the public health aspects of the medical treatment of water and water-borne diseases, the Arizona Water & Pollution Control Association (AWPCA) was split from the Public Health Association in 1928, the same year the Water Pollution Control Federation (WPCF) was formed. AWPCA became a member association of the WPCF (now known as the Water Environment Federation - WEF), and the Arizona section of the American Water Works Association (AWWA). The primary functions of AWPCA were education and the dissemination of information for providing safe water and for the reclamation of wastewater.

In 2008 the Association’s Leadership Committee began a branding exercise designed to focus our association on core values and creating pathways to make our great association even better. The outcomes of this branding effort were a series of statements to which we are dedicated. We are committed to:

*Helping our Water Professionals to Advance in their Careers*

*Ensuring Future Water Certainty for Arizona Water Customers*

*Providing Environmental Leadership*

*Increasing the Financial Resources dedicated to Water and the Environment*

*Collaborating in Public Outreach*

As part of this effort, it became apparent that our name, the Arizona Water & Pollution Control Association, did not represent who we are and what we are about to those outside of our organization. It was the belief of our leadership that we did not want the word “Pollution” to define us. As a result, we went through an extensive effort to arrive at a name, which would propel us into the future. The name that came out of that effort was the AZ Water Association (AZ Water) with a tag line of “Professionals Dedicated to Arizona’s Water”. We are committed to Water in Arizona in all of its forms, Surface Water, Ground Water, Drinking Water, Wastewater, Reclaimed Water, Ultrapure Water, etc.
2019-2020 BOARD OF DIRECTORS CONTACT INFORMATION

AZ Water, AZAWWA, AZWEA

OFFICERS

President / Chair
TIMOTHY THOMURE
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AZ Water, AZAWWA, AZWEA

Last Updated 7/17/2019
## 2019-2020 Committee Chairs

### ADVOCACY COUNCIL / Wally Wilson Chair, Vice Chair TBD

<table>
<thead>
<tr>
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<th>Bob Hollander</th>
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</tr>
</thead>
<tbody>
<tr>
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<td>(602) 722-41 <a href="mailto:juliehoskin@johnsonutilities.com">juliehoskin@johnsonutilities.com</a></td>
</tr>
<tr>
<td>Outreach (K-12) * NEW</td>
<td>TBD</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Water Resources</td>
<td>Wally Wilson</td>
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</tr>
<tr>
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</tr>
<tr>
<td>Utility Member Committee *NEW</td>
<td>TBD</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### ENVIRONMENTAL COUNCIL / Chair and Vice Chair TBD

<table>
<thead>
<tr>
<th>Energy Management &amp; Sustainability</th>
<th>Noah Mundt Nexus Integrated Solutions</th>
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</tr>
</thead>
<tbody>
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<tr>
<td>Research</td>
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<tr>
<td>Stormwater</td>
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<tr>
<td>Conservation * NEW</td>
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</tbody>
</table>

### EDUCATION COUNCIL / Clayton Freed Chair, Sreeram Renjaraj Vice Chair

| Annual Conference Program           | Clayton Freed City of Phoenix        | 200 W. Washington St., 8th Floor Phoenix, AZ 85003 | 602-495-5024 Clayton.freed@phoenix.gov                           |
| Luncheon Program / Phoenix          | Jacqueline Corey Black & Veatch       | 2231 E Camelback Rd., Ste. 250 Phoenix, AZ 85016 | 602-381-4469 513-479-3084 cell coreyj@bv.com                    |
| Luncheon Program/Tucson             | Erin Lansey HDR                      | 2231 E Camelback Rd., Ste. 250 Phoenix, AZ 85016 | 520-584-3629 520-245-6290 erin.lansey@hdrinc.com               |
| Communications                      | Nashita Naureen Black & Veatch        | 2231 E Camelback Rd., Ste. 250 Phoenix, AZ 85016 | 602-381-4440 540-998-0025 cell naureenn@bv.com                 |
# 2019-2020 Committee Chairs

## MEMBER INVOLVEMENT COUNCIL / Navid Najari Chair, Mike Caruso Vice Chair

<table>
<thead>
<tr>
<th>Section</th>
<th>Name</th>
<th>Company</th>
<th>Address</th>
<th>Phone</th>
<th>Email</th>
</tr>
</thead>
<tbody>
<tr>
<td>Awards</td>
<td>Sarah Rogowski</td>
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<tr>
<td>Operator’s Network</td>
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<td>TBD</td>
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</tr>
<tr>
<td>Water for People</td>
<td>Sami Carroccio</td>
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<td></td>
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</tbody>
</table>

## INFRASTRUCTURE COUNCIL / Jim Huchel Chair (jhuchel@flagstaffaz.gov), Andrew Jackson Vice Chair

<table>
<thead>
<tr>
<th>Section</th>
<th>Name</th>
<th>Company</th>
<th>Address</th>
<th>Phone</th>
<th>Email</th>
</tr>
</thead>
<tbody>
<tr>
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<td>Lisa Melton</td>
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</tr>
<tr>
<td>Cross-connection</td>
<td>Nathan Ellis</td>
<td>Liberty Utilities</td>
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<td></td>
<td><a href="mailto:Nathan-ellis@libertyutilities.com">Nathan-ellis@libertyutilities.com</a></td>
</tr>
<tr>
<td>Water Treatment</td>
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<td></td>
<td></td>
<td></td>
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</tr>
</tbody>
</table>

**Notes:**
1. FOG Subcommittee located within Pretreatment Committee
2. Cross-connection Subcommittee located within Water Distribution Committee
LEADERSHIP MANUAL

SCHEDULES

1. AZ Water’s Fiscal Year runs January 1 through December 31
2. Leadership Retreat - July or August
3. Annual Conference is in April or May
4. Tri-State Seminar is in August
5. Phoenix Luncheon Program is the second Tuesday of the month. Tucson Luncheon Program is the first Thursday of the month. Both run from September through April/May.
6. Monthly e-Bulletin information should be submitted to the Executive Manager by the 15th of the Month for an email date of the 17th.
7. Newsletter Articles are to be submitted to the editor as follows:

<table>
<thead>
<tr>
<th>Issue Date</th>
<th>Deadline to Editor</th>
</tr>
</thead>
<tbody>
<tr>
<td>January (winter)</td>
<td>December 10</td>
</tr>
<tr>
<td>April (spring)</td>
<td>March 10</td>
</tr>
<tr>
<td>July (summer)</td>
<td>June 10</td>
</tr>
<tr>
<td>October (fall)</td>
<td>September 10</td>
</tr>
</tbody>
</table>

DEADLINES

<table>
<thead>
<tr>
<th>ITEM</th>
<th>DEADLINE</th>
<th>SUBMIT TO</th>
</tr>
</thead>
<tbody>
<tr>
<td>First Meeting of Committees and Councils - with Board Liaison and Committee Members</td>
<td>Before the Summer Leadership Retreat</td>
<td></td>
</tr>
<tr>
<td>Calendar of Committee Meetings, Council Meetings and Planned Events/Seminars</td>
<td>Updated throughout the year</td>
<td>Board Liaison Newsletter Editor Web Site Coordinator Executive Manager</td>
</tr>
<tr>
<td>Committee Strategic Plan</td>
<td>October 15</td>
<td>Board Liaison Council Chair Treasurer Executive Manager</td>
</tr>
<tr>
<td>Committee Budget</td>
<td>October 15</td>
<td>Board Liaison Council Chair Treasurer Executive Manager</td>
</tr>
<tr>
<td>Annual Meeting Report Due</td>
<td>December 31</td>
<td>Board Liaison Committee Chair Newsletter Editor Executive Manager</td>
</tr>
</tbody>
</table>
There has been an increase in litigation against directors of nonprofit corporations. Directors’ exposure arises from corporate liability, but may also arise when the director is charged with a breach of duty. An outside party may sue, a member may sue, a staff member may sue, and the association itself may sue the individual director. The director may be held individually liable under various statutory provisions, such as environmental claims, tax delinquencies and antitrust claims.

Volunteers are agents of the corporation in the eyes of the law. That is to say, their acts of omission, their care or negligence in their activities are, within limits, the acts or omissions of the corporation. The corporation, as a general rule, will not be exonerated from liability arising from the negligence of the agent simply because the agent was uncompensated or a volunteer.

Board members have the right to an indemnification clause in the Constitution and Bylaws, that affords them with some protection, and they have a right to Directors’ and Officers’ Liability Insurance, purchased by the Association.

AZ Water protects its leaders through indemnification clauses in the Bylaws and purchases Director and Officer Liability Insurance, which covers AZ Water Leadership.
AWWA WHO WE ARE

Who we are

Established in 1881, the American Water Works Association is the largest nonprofit, scientific and educational association dedicated to managing and treating water, the world’s most important resource. With approximately 50,000 members, AWWA provides solutions to improve public health, protect the environment, strengthen the economy and enhance our quality of life.

What we do

- Offer education to water professionals
- Advocate for safe and sustainable water
- Collect and share knowledge
- Create volunteering opportunities

History


They adopted a constitution that stated the purpose of the association as being “for the exchange of information pertaining to the management of water-works, for the mutual advancement of consumers and water companies, and for the purpose of securing economy and uniformity in the operations of water-works.”

On Jan. 1, 1976, AWWA filed Articles of Incorporation in Illinois that reframed AWWA's purpose as follows: "The purpose for which the Association is formed is to promote public health, safety, and welfare through the improvement of the quality and quantity of water delivered to the public and the development and furtherance of understanding of the problems relating thereto by:

- Advancing the knowledge of the design, construction, operation, water treatment and management of water utilities and developing standards for procedures, equipment and materials used by public water supply systems;
- Advancing the knowledge of the problems involved in the development of resources, production and distribution of safe and adequate water supplies;
- Educating the public on the problems of water supply and promoting a spirit of cooperation between consumers and suppliers in solving these problems; and
- Conducting research to determine the causes of problems of providing a safe and adequate water supply and proposing solutions thereto in an effort to improve the quality and quantity of the water supply provided to the public.

The history of AWWA is the history of the people who have committed themselves to achieving the purpose set forth more than a century ago, now simply stated as creating a better world through better water.
WEF WHO WE ARE

Who We Are

The Water Environment Federation (WEF) is a not-for-profit technical and educational organization of 33,000 individual members and 75 affiliated Member Associations representing water quality professionals around the world. Since 1928, WEF and its members have protected public health and the environment. As a global water sector leader, our mission is to connect water professionals; enrich the expertise of water professionals; increase the awareness of the impact and value of water; and provide a platform for water sector innovation.

Previously called the Federation of Sewage Works Associations (1928), the Federation of Sewage and Industrial Wastes Associations (1950), and the Water Pollution Control Federation (1960); the name was changed to the Water Environment Federation in 1991 to reflect an expanded focus of non-point and point sources of pollution.

WEF and its global network of members and Member Associations (MAs) provide water quality professionals around the world with the latest in water quality education, training, and business opportunities. WEF’s diverse membership includes scientists, engineers, regulators, academics, utility managers, plant operators, and other professionals. WEF uses this collective knowledge to further a shared goal of improving water quality around the world.

With a staff of nearly 100, WEF is headquartered in Alexandria, Va., just outside of Washington, DC.

What We Do

We Connect Water Professionals:
- WEF Membership
- Committees and Task Forces
- Government Affairs
- Students & Young Professionals
- We Enrich the Expertise of Water Professionals:
  - WEFTEC® – The Water Quality Event
  - Specialty Conferences, Seminars, Webcasts, and Distance Learning
  - Technical Publications
  - Operator Services
  - Effective Utility Management

We Increase the Awareness of the Impact and Value of Water:
- The Value of Water Coalition
- Work for Water
- The Stockholm Junior Water Prize

We Provide a Platform for Water Sector Innovation:
- WEF/WERF Leaders Innovation Forum for Technology (LIFT)
- The Water Leadership Institute
- The Water Resources Utility of the Future
- Energy & Resource Recovery
- Residuals & Biosolids
- WEF Stormwater Institute
ARTICLES OF INCORPORATION

OF

ARIZONA WATER & POLLUTION CONTROL ASSOCIATION

The undersigned, having associated ourselves together for the purpose of forming a nonprofit corporation under and by virtue of the laws of the State of Arizona, do hereby adopt the following original Articles of Incorporation:

I.

Name

The name of the corporation is ARIZONA WATER & POLLUTION CONTROL ASSOCIATION ("Corporation").

II.

Incorporator

The name and address of the incorporator is as follows:

Deborah Muse
1042 Willow Creek Rd., A101-510
Prescott, AZ 86301

III.

Purpose and Character of Initial Affairs

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended).
The character of the affairs which the Corporation initially intends actually to conduct is provide education and training concerning water and environmental resources.

IV.

Board of Directors

The initial Board of Directors shall consist of fifteen (15) directors. The names and addresses of those persons who shall serve as directors until the first annual election of directors or for such other period as may be specified in the Bylaws are:

James Broderick  
310 W. Alameda  
Tucson, AZ 85701

James Pembroke  
2141 E. Highland Ave., #250  
Phoenix, AZ 85016

Frank Tantone  
426 N. 44th Street, #400  
Phoenix, AZ 85008

Stephen Davis  
One S. Church Ave., Ste. 540  
Tucson, AZ 85701

Thomas Tackman  
3636 N. Central Ave., #200  
Phoenix, AZ 85012

Charlotte Waddle  
8615 W. Catalina Rd.  
Phoenix, AZ 85037

Andrew Richardson  
426 N. 44th Street, #400  
Phoenix, AZ 85008
VI.

Limitation on Director Liability

To the fullest extent that the law of the State of Arizona, as it now exists or as it may hereafter be amended, permits the elimination or limitation on the liability of directors, no director of the Corporation shall be liable for monetary damages for any action taken or for any failure to take any action. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification. For purposes of this Article V, "director" includes a person who serves on a board or council of the Corporation in an advisory capacity.

VII.

Exempt Organization

This Corporation is organized not for pecuniary profit and it shall not have the power or authority to issue shares of stock or declare or pay dividends. No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation 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 these Articles of Incorporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by an organization
exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended) or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended).

VIII.

Private Foundation

Notwithstanding any other provision of these articles, if the Corporation becomes a private foundation, as defined in Section 509 of the Internal Revenue Code of 1986, as amended, while it is a private foundation, the Corporation: (a) shall not engage in any act of self-dealing as defined in Section 4941(d); (b) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942; (c) shall not retain any excess business holdings as defined in Section 4943(c); (d) shall not make any investments in such manner as to subject it to tax under Section 4944; and (e) shall not make any taxable expenditures as defined in Section 4945(d).

IX.

Distribution of Assets

In the event of dissolution or final liquidation of the Corporation, none of the property of the Corporation nor any proceeds thereof shall be distributed or divided among any of the directors, officers, or members of the Corporation or inure to the benefit of any individual.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or
corresponding section of any future federal tax code, or shall be distributed to the federal
government, or to a state or local government, for a public purpose. Any such assets not
disposed of shall be disposed of by the court having proper jurisdiction in the county where the
principal office of the corporation is then located, exclusively for such purposes or to such
organization or organizations, as said court shall determine, which are organized and operated
exclusively for such purposes.

X.

Statutory Agent

The name and address of the initial statutory agent of the Corporation is Thomas
Tackman, 3636 North Central Avenue, Suite 200, Phoenix, Arizona 85012.

IN WITNESS WHEREOF, I hereunto affix my signature this 3rd day of

DEBORAH MUSE, Incorporator
February 5, 2009

VANCE LEE
1042 WILLOW CREEK RD
A101-510
PRESCOTT, AZ  86301

RE: AZ WATER ASSOCIATION
File Number: 09995823

We are pleased to notify you that your Amendment to Articles of Incorporation for the above-referenced corporation HAS BEEN APPROVED.

You must publish a copy of the Amendment. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is enclosed and is also posted on the Commission website. Publication must be completed WITHIN 60 DAYS after February 5, 2009, which is the date the document was approved for filing by the Commission. The corporation may be subject to administrative dissolution if it fails to publish. You will receive an Affidavit of Publication from the newspaper, and you may file it with the Commission.

We strongly recommend that you periodically monitor your corporation’s record with the Commission, which can be viewed at www.azcc.gov/divisions/corporations. If you have questions or need further information, please contact us at (602) 542-3026 in Phoenix, (520) 628-6560 in Tucson, or Toll Free (Arizona residents only) at 1-800-345-5819.

Sincerely,
Mary Baines
Examiner, Corporations Division
ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ARIZONA WATER & POLLUTION CONTROL ASSOCIATION

1. The name of the Corporation is ARIZONA WATER & POLLUTION CONTROL ASSOCIATION.

2. The Articles of Incorporation of the Corporation are amended to cause Article I to read as follows:

   Name. The name of the corporation is AZ WATER ASSOCIATION ("Corporation").

3. The date of the adoption of this amendment was November 14, 2008.

4. The Corporation has no members who are entitled to vote on this amendment, nor are there other persons entitled to vote on this amendment other than the Board of Directors of the Corporation.

5. The amendment set forth above was duly adopted by act of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this instrument for and on behalf of the Corporation this 14th day of November, 2008.

ARIZONA WATER & POLLUTION CONTROL ASSOCIATION

By: Vance G. Lee
Its: President, Board of Directors
ARTICLES OF ORGANIZATION

OF

Arizona Section of the American Water Works Association, LLC

ARTICLE 1. The name of the limited liability company is Arizona Section of the American Water Works Association, LLC

ARTICLE 2. Management of the Company is reserved to the member.

ARTICLE 3. The name and address of the member (the "Member") is:

AZ WATER ASSOCIATION
1042 Willow Creek Rd., A101-510
Prescott, Arizona 86301

ARTICLE 4. The address of the Company's known place of business in Arizona is:

Deborah Muse
2184 Mountain Oak Road
Prescott, Arizona 86305

ARTICLE 5. The name and address of the Company's agent for service of process are:

Deborah Muse
2184 Mountain Oak Road
Prescott, Arizona 86305

ARTICLE 6. The Company is organized exclusively to support the charitable, religious, educational, and scientific purposes of the Member within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended and the Company will only act in furtherance of such purposes).

ARTICLE 7. No part of the net earnings or assets of the Company shall inure to the benefit of, or be distributable to, its managers, directors, officers or other private persons, except that the Company 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 these Articles of Organization.

No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not
participate in, or intervene in (including the publishing or distributing of statements), any
political campaign on behalf of (or in opposition to) any candidate for public office.
Notwithstanding any other provision of these Articles or the Company's operating agreement,
the Company shall not conduct or carry on any activities not permitted to be conducted or carried
on (a) by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986
(or the corresponding provision of any future United States Internal Revenue law) and its
regulations (as they now exist or may hereafter be amended) or (b) an organization, contributions
to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the
corresponding provision of any future United States Internal Revenue law) and its regulations (as
they now exist or may hereafter be amended).

ARTICLE 8. Notwithstanding any other provision of these articles, if the Company or
its member becomes a private foundation, as defined in Section 509 of the Internal Revenue
Code of 1986, as amended, while it is a private foundation, the Company: (a) shall not engage in
any act of self-dealing as defined in Section 4941(d); (b) shall distribute its income for each
taxable year at such time and in such manner as not to become subject to the tax on undistributed
income imposed by Section 4942; (c) shall not retain any excess business holdings as defined in
Section 4943(c); (d) shall not make any investments in such manner as to subject it to tax under
Section 4944; and (e) shall not make any taxable expenditures as defined in Section 4945(d).

ARTICLE 9. Upon dissolution of the Company, after paying or making provisions for
the payment of all the liabilities of the Company, all remaining property and assets of the
Company shall be distributed to the Member, provided the Member at that time is organized and
operated exclusively for religious, educational or charitable purposes and has established its tax
exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the
corresponding provision of any future United States Internal Revenue law) and its regulations (as
they now exist or may hereafter be amended). If the Member is not so qualified at the time of
dissolution, then all remaining property and assets of the Company shall be disposed of
exclusively for the purposes of the Company in such manner, or to such organization or
organizations organized and operated exclusively for charitable, educational, religious, or
scientific purposes as shall at the time qualify as an exempt organization or organizations under
Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any
future United States Internal Revenue Law), as the Member shall determine. Any such assets not
so disposed of shall be disposed of by a court having proper jurisdiction of the county in which
the principal office of the Company is then located, exclusively for such purposes or to such
organization or organizations, as said court shall determine, which are organized and operated
exclusively for such purposes.
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 1st day of December, 2011.

Deborah Muse

I, Deborah Muse, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with Arizona Revised Statutes.

Deborah Muse
ARTICLES OF ORGANIZATION

OF

Arizona Water Environment Association, LLC

ARTICLE 1. The name of the limited liability company is Arizona Water Environment Association, LLC.

ARTICLE 2. Management of the Company is reserved to the member.

ARTICLE 3. The name and address of the member (the "Member") is:

AZ WATER ASSOCIATION
1042 Willow Creek Rd., A101-510
Prescott, Arizona 86301

ARTICLE 4. The address of the Company’s known place of business in Arizona is:

Deborah Muse
2184 Mountain Oak Road
Prescott, Arizona 86305

ARTICLE 5. The name and address of the Company’s agent for service of process are:

Deborah Muse
2184 Mountain Oak Road
Prescott, Arizona 86305

ARTICLE 6. The Company is organized exclusively to support the charitable, religious, educational, and scientific purposes of the Member within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended and the Company will only act in furtherance of such purposes).

ARTICLE 7. No part of the net earnings or assets of the Company shall inure to the benefit of, or be distributable to, its managers, directors, officers or other private persons, except that the Company 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 these Articles of Organization.

No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not
participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles or the Company’s operating agreement, the Company shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended) or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended).

**ARTICLE 8.** Notwithstanding any other provision of these articles, if the Company or its member becomes a private foundation, as defined in Section 509 of the Internal Revenue Code of 1986, as amended, while it is a private foundation, the Company: (a) shall not engage in any act of self-dealing as defined in Section 4941(d); (b) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942; (c) shall not retain any excess business holdings as defined in Section 4943(c); (d) shall not make any investments in such manner as to subject it to tax under Section 4944; and (e) shall not make any taxable expenditures as defined in Section 4945(d).

**ARTICLE 9.** Upon dissolution of the Company, after paying or making provisions for the payment of all the liabilities of the Company, all remaining property and assets of the Company shall be distributed to the Member, provided the Member at that time is organized and operated exclusively for religious, educational or charitable purposes and has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended). If the Member is not so qualified at the time of dissolution, then all remaining property and assets of the Company shall be disposed of exclusively for the purposes of the Company in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Member shall determine. Any such assets not so disposed of shall be disposed of by a court having proper jurisdiction of the county in which the principal office of the Company is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 1st day of December, 2011.

[Signature]
Deborah Muse

I, Deborah Muse, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with Arizona Revised Statutes.

[Signature]
Deborah Muse
OPERATING AGREEMENT

OF

ARIZONA SECTION OF THE AMERICAN WATER WORKS ASSOCIATION, LLC

a Delaware limited liability company

THIS OPERATING AGREEMENT is made and entered into effective as of the 23rd day of January, 2012, by AZ WATER ASSOCIATION as the sole Member of ARIZONA SECTION OF THE AMERICAN WATER WORKS ASSOCIATION, LLC, a Delaware limited liability company (the “Company”).

Section I
Formation; Name and Office; Purpose; Partnership Treatment

1.1. Formation. Pursuant to the Delaware Limited Liability Company Act, Title 6, §§ 18-101 et seq., and any successor statute, as amended from time to time (the “Act”), the Member has formed a Delaware limited liability company effective upon the date on which the Certificate of Formation is filed with the Office of the Delaware Secretary of State. The Member has executed this Agreement to serve as the “Operating Agreement” of the Company and, subject to any applicable restrictions set forth in the Act, the business and affairs of the Company, and the relationship of the Member to the Company, shall be operated in accordance with and governed by the terms and conditions set forth in this Agreement.

1.2. Name. The Company shall be conducted under the name of ARIZONA SECTION OF THE AMERICAN WATER WORKS ASSOCIATION, LLC.

1.3. Purpose. The Company is organized exclusively to support the charitable, educational, and scientific purposes of the Member within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended and the Company will only act in furtherance of such purposes).

1.4 Limitation on Activities. This Company is organized not for pecuniary profit and no part of the net earnings or assets of the Company shall inure to the benefit of, or be distributable to, its directors, trustees, officers or other private persons, except that the Company 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 Operating Agreement and its Articles of Organization including payments and distributions to the Member. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other...
provision of this Operating Agreement or the Company’s Articles of Organization, the Company shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended) or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended).

1.5 Non-economic Members. For purposes of the Act and Treasury Regulation Section 301.7701-3 AZ WATER ASSOCIATION is the sole member of the Company and all references to the “Member” in this Agreement shall be deemed to refer to the AZ WATER ASSOCIATION. However, the Company will have such classes of members without economic rights as shall be provided from time to time in the Company’s Bylaws. All references to members in the Bylaws shall be deemed to refer to such members without economic rights.

Section II
Definitions

The following terms shall have the meanings set forth in this Section II:


“Bylaws” means the bylaws for the Company adopted by the Member governing the election of trustees and officers for the Company, the rights and obligations of the members of the Company without economic rights, and such other matters as may be provided therein from time to time.

“Event of Withdrawal” means a Member’s dissociation with the Company other than by a Transfer in compliance with this Agreement, or the occurrence of any of the events set forth in Section 18-304 of the Act.

“Member” means AZ WATER ASSOCIATION and any Person who subsequently is admitted as a Member of the Company until such time as an Event of Withdrawal has occurred with respect to such Member.

“Percentage Interest” means, as to a Member, the percentage set forth after the Member's name on Exhibit A, as amended from time to time to reflect any transfers permitted under this Agreement.

“Person” means and includes an individual, corporation, partnership, association, limited liability company, trust, estate, or other entity.
Section III
Capital Contributions and Distributions

3.1. Capital Contributions.

3.1.1. Initial Capital Contributions. The Member shall make such contributions to the capital of the Company as shall be determined by the Member in the Member’s sole discretion.

3.1.2. Additional Capital Contributions. The Member shall not be required to contribute any additional capital to the Company, and the Member shall not have any personal liability for any obligation of the Company.

3.2. Distributions. Distributions shall be made to the Member at such times and in such amounts as determined by the Member.

Section IV
Management

4.1. Member Authority. The Member is authorized and empowered to execute, deliver, or perform as agent for the Company any agreements, acts, transactions, or other matters on behalf of the Company (including agreements and transactions with the Member) as the Member shall determine in the Member's sole discretion.

4.1.1 Policies and Procedures. The Member may adopt from time to time policies and procedures for the Company (the “Policies and Procedures”) governing the Company and its relationship with the Member. In the case of any conflict between the Policies and Procedures and the Bylaws of the Company, the Policies and Procedures shall control.

4.2. Bylaws. The members of the Company without economic rights shall adopt Bylaws governing the election of trustees and officers for the Company, the rights and obligations of the members of the Company without economic rights, and such other matters as may be provided therein from time to time. Except as otherwise provided in the Policies and Procedures, the affairs of the Company shall be conducted by the board of trustees of the Company and the board of trustees shall have such authority and responsibility as provided in the Bylaws.

4.3. Books and Records. The Company shall keep or cause to be kept complete and accurate books and records of the Company and supporting documentation of transactions with respect to the conduct of the Company's business. The books and records shall be kept at the Company's registered office and such other location or locations as the Member shall from time to time determine. At a minimum the Company shall keep at its registered office the following records:
4.3.1. The full name and business, residence, or mailing address of the Member;

4.3.2. A copy of the initial Articles and all amendments thereto and restatements thereof;

4.3.3. Copies of the Company's federal, state, and local income tax returns and reports, if any, for the three most recent fiscal years;

4.3.4. Copies of this Agreement and all amendments hereto or restatements thereof, including any prior operating agreements no longer in effect;

4.3.5. Copies of any documents relating to the Member's obligation to contribute cash, property, or services to the Company;

4.3.6. Copies of any financial statements of the Company for the three most recent fiscal years; and

4.3.7. Copies of minutes of all meetings of the Member and all written consents obtained from the Member for actions taken by the Member without a meeting.

4.4. Indemnity Rights. The Company shall indemnify trustees, officers, and members without economic rights to the extent provided in the Bylaws.

Section V

Additional Members; Dissolution; Termination

5.1. Additional and Substitute Member. No person shall be admitted as a Member of the Company after the date of formation of the Company without the written consent or approval of the Member. Notwithstanding the foregoing, any assignee of the Member shall automatically become a substitute Member of the Company.

5.2. Dissolution.

5.2.1. Events of Dissolution. The Company will be dissolved upon the vote of the Company’s board of trustees

5.3. Continuation. An Event of Withdrawal with respect to the Member shall not cause a dissolution and the Company shall automatically continue following such an Event of Withdrawal.

5.4. Distributions and Other Matters. The Company shall not terminate until its affairs have been wound up and its assets distributed as provided in the Bylaws.

-4-
5.5. *Articles of Termination.* When all the assets of the Company have been distributed as provided herein, the Member shall cause to be executed and filed Articles of Termination as required by the Act.

Section VI
Tax Matters

6.1. *Tax Treatment.* At any time the Company has only one Member, the Company shall be disregarded as an entity separate from its Member for federal and state tax purposes and for such tax purposes only. Notwithstanding any provision in this Agreement or the Company’s Articles of Organization to the contrary, the Company shall not have any Members who are not organized and operated exclusively for religious, educational or charitable purposes and have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended).

Section VII
Miscellaneous

7.1. *Governing Law; Parties in Interest.* This Agreement will be governed by and construed according to the laws of the State of Delaware without regard to conflicts of law principles and will bind and inure to the benefit of the heirs, successors, assigns, and personal representatives of the Member and the Company.

7.2. *Amendment.* This Agreement may only be amended, restated, or revoked by the written consent of the Member.

7.3. *Titles and Captions.* All article, section, or paragraph titles or captions contained in this Agreement are for convenience only and are not deemed part of the context thereof.

7.4. *Pronouns and Plurals.* All pronouns and any variations thereof are deemed to refer to the masculine, feminine, neuter, singular, or plural as the identity of the person or persons may require.

[Signatures on following page]
IN WITNESS WHEREOF, the Member has executed this Operating Agreement, effective as of the date first set forth above.

MEMBER:

AZ WATER ASSOCIATION

By: Kevin D. Conway
Its: Board Chair
## EXHIBIT A

<table>
<thead>
<tr>
<th>Member</th>
<th>Percentage Interest</th>
</tr>
</thead>
<tbody>
<tr>
<td>AZ WATER ASSOCIATION</td>
<td>100%</td>
</tr>
</tbody>
</table>
OPERATING AGREEMENT

OF

ARIZONA WATER ENVIRONMENT ASSOCIATION, LLC

a Delaware limited liability company

THIS OPERATING AGREEMENT is made and entered into effective as of the 23rd day of January, 2012, by AZ WATER ASSOCIATION as the sole Member of ARIZONA WATER ENVIRONMENT ASSOCIATION, LLC, a Delaware limited liability company (the “Company”).

Section I
Formation; Name and Office; Purpose; Partnership Treatment

1.1. Formation. Pursuant to the Delaware Limited Liability Company Act, Title 6, §§ 18-101 et seq., and any successor statute, as amended from time to time (the “Act”), the Member has formed a Delaware limited liability company effective upon the date on which the Certificate of Formation is filed with the Office of the Delaware Secretary of State. The Member has executed this Agreement to serve as the “Operating Agreement” of the Company and, subject to any applicable restrictions set forth in the Act, the business and affairs of the Company, and the relationship of the Member to the Company, shall be operated in accordance with and governed by the terms and conditions set forth in this Agreement.

1.2. Name. The Company shall be conducted under the name of ARIZONA WATER ENVIRONMENT ASSOCIATION, LLC.

1.3. Purpose. The Company is organized exclusively to support the charitable, educational, and scientific purposes of the Member within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended and the Company will only act in furtherance of such purposes).

1.4 Limitation on Activities. This Company is organized not for pecuniary profit and no part of the net earnings or assets of the Company shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Company 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 Operating Agreement and its Articles of Organization including payments and distributions to the Member. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other
provision of this Operating Agreement or the Company’s Articles of Organization, the Company shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended) or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended).

1.5 Non-economic Members. For purposes of the Act and Treasury Regulation Section 301.7701-3 AZ WATER ASSOCIATION is the sole member of the Company and all references to the “Member” in this Agreement shall be deemed to refer to the AZ WATER ASSOCIATION. However, the Company will have such classes of members without economic rights as shall be provided from time to time in the Company’s Bylaws. All references to members in the Bylaws shall be deemed to refer to such members without economic rights.

Section II
Definitions

The following terms shall have the meanings set forth in this Section II:


“Bylaws” means the bylaws for the Company adopted by the Member governing the election of directors and officers for the Company, the rights and obligations of the members of the Company without economic rights, and such other matters as may be provided therein from time to time.

“Event of Withdrawal” means a Member’s dissociation with the Company other than by a Transfer in compliance with this Agreement, or the occurrence of any of the events set forth in Section 18-304 of the Act.

“Member” means AZ WATER ASSOCIATION and any Person who subsequently is admitted as a Member of the Company until such time as an Event of Withdrawal has occurred with respect to such Member.

“Percentage Interest” means, as to a Member, the percentage set forth after the Member's name on Exhibit A, as amended from time to time to reflect any transfers permitted under this Agreement.

“Person” means and includes an individual, corporation, partnership, association, limited liability company, trust, estate, or other entity.
Section III
Capital Contributions and Distributions

3.1.  Capital Contributions.

3.1.1.  Initial Capital Contributions.  The Member shall make such contributions to the capital of the Company as shall be determined by the Member in the Member’s sole discretion.

3.1.2.  Additional Capital Contributions.  The Member shall not be required to contribute any additional capital to the Company, and the Member shall not have any personal liability for any obligation of the Company.

3.2.  Distributions.  Distributions shall be made to the Member at such times and in such amounts as determined by the Member.

Section IV
Management

4.1.  Member Authority.  The Member is authorized and empowered to execute, deliver, or perform as agent for the Company any agreements, acts, transactions, or other matters on behalf of the Company (including agreements and transactions with the Member) as the Member shall determine in the Member's sole discretion.

4.1.1  Policies and Procedures.  The Member may adopt from time to time policies and procedures for the Company (the “Policies and Procedures”) governing the Company and its relationship with the Member.  In the case of any conflict between the Policies and Procedures and the Bylaws of the Company, the Policies and Procedures shall control.

4.2.  Bylaws.  The members of the Company without economic rights shall adopt Bylaws governing the election of directors and officers for the Company, the rights and obligations of the members of the Company without economic rights, and such other matters as may be provided therein from time to time.  Except as otherwise provided in the Policies and Procedures, the affairs of the Company shall be conducted by the board of directors of the Company and the board of directors shall have such authority and responsibility as provided in the Bylaws.

4.3.  Books and Records.  The Company shall keep or cause to be kept complete and accurate books and records of the Company and supporting documentation of transactions with respect to the conduct of the Company's business.  The books and records shall be kept at the Company's registered office and such other location or locations as the Member shall from time to time determine.  At a minimum the Company shall keep at its registered office the following records:
4.3.1. The full name and business, residence, or mailing address of the Member;

4.3.2. A copy of the initial Articles and all amendments thereto and restatements thereof;

4.3.3. Copies of the Company's federal, state, and local income tax returns and reports, if any, for the three most recent fiscal years;

4.3.4. Copies of this Agreement and all amendments hereto or restatements hereof, including any prior operating agreements no longer in effect;

4.3.5. Copies of any documents relating to the Member's obligation to contribute cash, property, or services to the Company;

4.3.6. Copies of any financial statements of the Company for the three most recent fiscal years; and

4.3.7. Copies of minutes of all meetings of the Member and all written consents obtained from the Member for actions taken by the Member without a meeting.

4.4. **Indemnity Rights.** The Company shall indemnify directors, officers, and members without economic rights to the extent provided in the Bylaws.

**Section V**

**Additional Members; Dissolution; Termination**

5.1. **Additional and Substitute Member.** No person shall be admitted as a Member of the Company after the date of formation of the Company without the written consent or approval of the Member. Notwithstanding the foregoing, any assignee of the Member shall automatically become a substitute Member of the Company.

5.2. **Dissolution.**

5.2.1. **Events of Dissolution.** The Company will be dissolved upon the vote of the Company’s board of trustees.

5.3. **Continuation.** An Event of Withdrawal with respect to the Member shall not cause a dissolution and the Company shall automatically continue following such an Event of Withdrawal.

5.4. **Distributions and Other Matters.** The Company shall not terminate until its affairs have been wound up and its assets distributed as provided in the Bylaws.
5.5. *Articles of Termination.* When all the assets of the Company have been distributed as provided herein, the Member shall cause to be executed and filed Articles of Termination as required by the Act.

Section VI
Tax Matters

6.1. *Tax Treatment.* At any time the Company has only one Member, the Company shall be disregarded as an entity separate from its Member for federal and state tax purposes and for such tax purposes only. Notwithstanding any provision in this Agreement or the Company’s Articles of Organization to the contrary, the Company shall not have any Members who are not organized and operated exclusively for religious, educational or charitable purposes and have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended).

Section VII
Miscellaneous

7.1. *Governing Law; Parties in Interest.* This Agreement will be governed by and construed according to the laws of the State of Delaware without regard to conflicts of law principles and will bind and inure to the benefit of the heirs, successors, assigns, and personal representatives of the Member and the Company.

7.2. *Amendment.* This Agreement may only be amended, restated, or revoked by the written consent of the Member.

7.3. *Titles and Captions.* All article, section, or paragraph titles or captions contained in this Agreement are for convenience only and are not deemed part of the context thereof.

7.4. *Pronouns and Plurals.* All pronouns and any variations thereof are deemed to refer to the masculine, feminine, neuter, singular, or plural as the identity of the person or persons may require.

[Signature on following page]
IN WITNESS WHEREOF, the Member has executed this Operating Agreement, effective as of the date first set forth above.

MEMBER:

AZ WATER ASSOCIATION

By: Kevin D. Conway
Its: Board President
## EXHIBIT A

<table>
<thead>
<tr>
<th>Member</th>
<th>Percentage Interest</th>
</tr>
</thead>
<tbody>
<tr>
<td>AZ WATER ASSOCIATION</td>
<td>100%</td>
</tr>
</tbody>
</table>
Date: JUL 2 2 2003

ARIZONA WATER & POLLUTION CONTROL
ASSOCIATION
1042 WILLOW CREEK RD
PRESCOTT, AZ 86301

Employer Identification Number:
86-1037773

DLN:
17053118034013

Contact Person:
DEBRA JOHNSON

Contact Telephone Number:
(811) 879-5500

Accounting Period Ending:
December 31

Form 990 Required:
Yes

Addendum Applies:
No

Dear Applicant:

Based on information supplied, and assuming your operations will be as
described in your application for recognition of exemption, we have determined
you are exempt from federal income tax under section 501(a) of the Internal
Revenue Code as an organization described in section 501(c)(3).

We have further determined that you are not a private foundation within
the meaning of section 509(a) of the Code, because you are an organization
described in section 509(a)(1).

If your sources of support, or your purposes, character, or method of
operation change, please let us know so we can consider the effect of the
change on your exempt status and foundation status. In the case of an amend-
ment to your organizational document or bylaws, please send us a copy of the
amended document or bylaws. Also, you should inform us of all changes in your
name or address.

Since you are not a private foundation, you are not subject to the excise
taxes under Chapter 42 of the Code. However, if you are involved in an excess
benefit transaction, that transaction might be subject to the excise taxes of
section 4958. Additionally, you are not automatically exempt from other
federal excise taxes. If you have any questions about excise, employment, or
other federal taxes, please contact your Key District Office.

Donors may deduct contributions to you as provided in section 170 of the
Code. Requests, legacies, devises, transfers, or gifts to you or for your use
are deductible for federal estate and gift tax purposes if they meet the
applicable provisions of Code sections 2055, 2106, and 2522.

Contribution deductions are allowable to donors only to the extent that
their contributions are gifts, with no consideration received. Ticket pur-
chases and similar payments in conjunction with fundraising events may not
necessarily qualify as deductible contributions, depending on the circum-
stances. See Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2,

Letter 947 (DO/CG)
on page 104, which sets forth guidelines regarding the deductibility, as charitable contributions, of payments made by taxpayers for admission to or other participation in fundraising activities for charity.

In the heading of this letter we have indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If Yes is indicated, you are required to file Form 990 only if your gross receipts each year are normally more than $25,000. However, if you receive a Form 990 package in the mail, please file the return even if you do not exceed the gross receipts test. If you are not required to file, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally $25,000 or less, and sign the return.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of $20 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed $10,000 or 5 percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding $1,000,000 in any year, the penalty is $100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding $1,000,000 shall not exceed $50,000. This penalty may also be charged if a return is not complete, so be sure your return is complete before you file it.

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. Copies of these documents are also required to be provided to any individual upon written or in person request without charge other than reasonable fees for copying and postage. You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 957, Tax-Exempt Status for Your Organization, or you may call our toll free number shown above.

You are not required to file federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

If we have indicated in the heading of this letter that an addendum
ARIZONA WATER & POLLUTION CONTROL

applies, the enclosed addendum is an integral part of this letter.

Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements
NON-PROFIT FREQUENTLY ASKED QUESTIONS

What is the difference between non-profit and tax-exempt status?
Non-profit status is a state law concept. Non-profit status may make an organization eligible for certain benefits, such as state sales, property, and income tax exemptions. Although most federal tax-exempt organizations are non-profit organizations, organizing as a non-profit organization at the state level does not automatically grant the organization exemption from federal income tax. To qualify as exempt from federal income taxes, an organization must meet requirements set forth in the Internal Revenue Code.

What does non-profit status mean?
- AZ Water has been granted incorporation in the State of Arizona as an organization prohibited from distributing net income (income above expenses) to individuals who control the organization.
- AZ Water is prohibited from allowing private parties to obtain equity in, or personal financial benefit from, the association.
- AZ Water must provide programs that will benefit members and the public rather than private individuals.
- Earnings of the AZ Water must be dedicated to furthering the purpose, or Mission, for which the organization was formed.
- All earnings (income over expenses) are “reinvested” in the program of work to fulfill the Mission, or purpose of the AZ Water.

What does Tax-exempt status mean?
- Members have the assurance that their dollars are used for the purpose they’re being collected, and gain the full benefit of those dollars, without seeing a portion of them drained away as taxes.
- AZ Water is exempt from paying corporate federal income tax on income that is derived from programs or activities that are “substantially related” to the purpose [or Mission] for which the organization was organized.
- AZ Water, like all other tax-exempt organizations, is required to pay corporate federal income tax at the standard rate, on any income that is unrelated to its tax-exempt purpose. Such income is called Unrelated Business Income (UBI), and that tax that is due and payable on such income is therefore UBIT.
- AZ Water is also subject to many other kinds of taxes, such as federal payroll tax; social security; medicare; unemployment; real estate tax, personal property tax; sales tax; use tax; franchise tax; and taxes on lobbying activities.
- AZ Water is subject to penalties under the state in which it is incorporated, which includes loss of non-profit and/or tax-exempt status for failure to comply.
- Officers and directors are personally subject to liability and penalty for failure to comply.
- Accountability is the price to be paid for the exemption from tax on Mission related income.

What activities can jeopardize tax-exempt status?
For 501(c)(3)s, the four main activities that can jeopardize the organization’s tax-exempt status are:
- activity that results in private benefit or inurement;
- lobbying activity, if it constitutes a substantial part of the organization’s overall activities or if it exceeds a predetermined dollar amount;
- any political campaign activity; and
LEADERSHIP GUIDE

- unrelated business activity that is substantial when compared with the organization’s exempt-function activities.

What is the difference between nonprofit, tax exempt, and charitable?
- The term “nonprofit,” as well as “not-for-profit” and “non-stock,” describe the way an organization incorporates under state law. These terms all describe organizations that are not organized to make a profit, and that typically do not issue stock.
- The term “tax exempt” refers to the status granted by the IRS to qualifying organizations. To receive tax-exempt status, an organization must meet a specific description and, for 501(c)(3) status, complete and submit an application. 501(c)(3) tax exemption applies to Federal income tax and Federal unemployment tax. States also grant tax exemption, but the process and types of exemption vary from state to state.
- The term “charitable” refers to a type of organization that is recognized as tax exempt under section 501(c)(3) of the Code. 501(c)(3)s, which also include religious and educational organizations, receive certain benefits not conferred on other tax-exempt organizations; for example, contributions to them are tax deductible by the donor.

Can Nonprofits Lobby?
In general, according to the IRS, "no organization may qualify for section 501(c)(3) status if a substantial part of its activities is attempting to influence legislation (commonly known as lobbying). A 501(c)(3) organization may engage in some lobbying, but too much lobbying activity risks loss of tax-exempt status."

Whether a 501(c)(3) nonprofit's activities constitute a "substantial part" of their overall activities is ultimately up to the IRS to decide on a case-by-case basis. The IRS makes its determination based upon the amount of time spent (by both volunteers and staff), as well as the amount of money expended for such activities. Organizations that fail to meet the substantial part test and/or the expenditure test are at risk of losing their tax-exempt status and may be subject to excise taxes.

Can Non-profits Be Involved In Political Campaign Activity?
For an organization to be tax-exempt under section 501(c)(3) it cannot "participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office." Political campaign activity is directly or indirectly participating or intervening in any political campaign on behalf of or in opposition to any candidate for elective public office. This includes making contributions to political campaign funds or making public statements in favor of or in opposition to any candidate for public office.

How much money can a nonprofit have or carry over from year to year?
- This is a difficult question, as all nonprofits are different. For most people, it is common sense to think of having a savings account, or to have money set aside for emergencies. Likewise, most nonprofits need a reserve fund, as well as a separate endowment account that money cannot be drained from at will.
- Though the IRS regulations are very clear in stating that profits may not be distributed to board members (as corporate profits are to shareholders), the regulation does not bar nonprofits from generating profits. In fact, any surpluses i.e. (“profits”) are needed by all nonprofits to even out their cash flows.
- The obvious way to build a reserve fund is to operate with an annual surplus, generating net revenue that can then be added to reserves. A healthy reserve fund will give a nonprofit the flexibility to either develop new programs or quickly respond to sudden emergencies that constantly seem to appear in this arena. However, The National Charities Information Bureau suggests that charities should not have more than two years’ expenses in reserve.
BYLAWS OF THE AZ WATER ASSOCIATION

ARTICLE I - NAME

1.1 The name of the corporation is the AZ Water Association, hereinafter designated the "Association", and abbreviated as "AZ Water".

ARTICLE II - OBJECTIVES

2.1 The Association is committed to:
(a) Career advancement for water professionals.
(b) Attracting professionals to the water industry.
(c) High quality water and public health.
(d) Future water certainty for Arizona water consumers.
(e) Environmental Leadership.
(f) Advocate for appropriate financial resources dedicated to water and the environment.
(g) Collaboration and public outreach.
(h) Actively support the Arizona Section of the American Water Works Association, LLC.
(i) Actively support the Arizona Water Environment Association, LLC.

ARTICLE III - MEMBERSHIP

3.1 Any professional dedicated to Arizona’s water and who is interested in helping to achieve any of the Association's objectives may be considered a candidate for membership.

3.2 Membership classifications within the Association shall be an Active Member, Life Member, Student Member, or other classifications of membership as established by the Association.

3.3 Active Members

3.3.1 An Active Member shall be any person professionally engaged or interested in the advancement of knowledge relating to the objectives of the Association.

3.3.2 An Active Member shall be an eligible voting member of the Association, entitled to the rights and privileges granted by the Association, including the right to hold office and serve on committees.

3.4 Life Members

3.4.1 A Life Member is a person who has been a member in good standing in the Association for thirty (30) years or more and who has participated in Association activities. The criteria for being an AZ Water Life Member differ from that of the Arizona Section of the American Water Works Association, LLC and the Arizona Water Environment Association, LLC.

3.4.2 Life Members shall have all the rights and privileges of an Active Member and shall pay no Association membership dues.

3.4.3 Members elected for Life Membership shall receive appropriate recognition at the Annual Conference.

3.4.4 The AZ Water Membership Committee shall review the list of members who have reached their 30th year in the Association in order to verify that the criteria are met. Once verified, the list of recipients is sent to the Board of Directors for affirmation.
3.4.5 The Board of Directors, with a two-thirds vote, may, at its discretion, confer Life Membership on other individuals whose affiliation with the Association may total less than 30 years.

3.5 **Student Member**

3.5.1 A Student Member shall be an individual enrolled in a minimum of nine credit hours (or the equivalent thereof) at an accredited institution.

3.5.2 Student Members may not retain this class of membership beyond the first anniversary date following termination of qualification as a Student Member.

3.5.3 Student Members shall have all the rights and privileges of an Active Member except for holding office.

**ARTICLE IV - HEADQUARTERS & OPERATIONS**

4.1 The headquarters of the Association shall be designated by the Association's Board of Directors.

4.2 All matters pertaining to the operation of the Association shall be in accordance with the Articles of Incorporation, these Bylaws, and Policies and Procedures.

**ARTICLE V - ELIGIBILITY TO VOTE**

5.1 All members of the Association in good standing are eligible to vote.

**ARTICLE VI - FINANCE**

6.1 **Membership Dues**

6.1.1 Membership dues shall be determined by the Board of Directors for each category of membership.

6.1.2 Membership dues are payable for a twelve-month period.

6.1.3 Annual membership dues shall be billed directly to the members by the Association. Dues shall be payable within one month after a member's anniversary date.

6.2 **Arrears**

6.2.1 Members whose dues have not been paid within one month after the anniversary date will be given notice of such default by the Association. If the dues remain unpaid two months after such notice, the members in default will be removed from the roll of the Association.

6.3 **Financial Controls**

6.3.1 All Association finances shall be managed in accordance with these Bylaws and the Policies and Procedures of the Association.

6.3.2 The Association shall conduct a financial audit or review no less than once every three years. The audit or review shall be conducted by a qualified accountant who is not employed by or affiliated with (a) any employee or independent contractor of the Section involved with the Section’s finances nor (b) any officer or non-officer trustee of the Section.
ARTICLE VII - GOVERNANCE

7.1 Authority and Purpose of the Board of Directors

7.1.1 The Board of Directors has the authority to govern the operation of the Association and to be consistent with the Articles of Incorporation, Bylaws, and Policies and Procedures of the Association.

7.2 Structure of the Board of Directors

7.2.1 The Association shall have a governing board, consisting of a President, President Elect, Vice President, Secretary, Treasurer, Immediate Past President, American Water Works Association (AWWA) Director, Water Environment Federation (WEF) Delegate, and other such Directors as deemed necessary for the proper functioning of the Association.

7.2.2 The officers of the governing board shall be the President, President Elect, Vice President, Secretary, Treasurer, Immediate Past President, AWWA Director, and WEF Delegate.

7.3 Eligibility to Serve on the Board of Directors

7.3.1 Any member of the Association in good standing who resides in Arizona shall be eligible to hold an elective office in the Association.

7.3.2 Board Members must also be a member in good standing of the AWWA and WEF.

7.3.3 Two or more offices may not be held by the same individual.

7.4 Nominations for Members of the Board of Directors

7.4.1 The Association shall conduct an appropriate nomination and election process for the following members of the Board of Directors: President, President Elect, Vice President, Secretary, Treasurer, AWWA Director, WEF Delegate, and Directors.

7.4.2 A Nominating Committee shall be appointed by the President for all elected positions other than AWWA Director and WEF Delegate. The Nominating Committee shall consist of a minimum of five (5) members in accordance with the Association's Policies and Procedures.

7.4.3 The AWWA Director and WEF Delegate shall be nominated and elected to serve a term of three years. The Nominating Committee shall consist of a minimum of three members in accordance with the Association’s Policies and Procedures.

7.4.4 The Nominating Committee shall ask for nominations to be submitted to the Committee as least 60 days prior to the actual election, by announcement. The Nominating Committee shall review all nominations to determine eligibility and willingness to serve. All eligible names will be forwarded to the President for review and action by the Board of Directors. The Nominating Committee shall submit a minimum of one (1) name for each vacant office for the ensuing Association year. Notice shall be sent to all voting members at least 30 days prior to voting at the annual business meeting.

7.5 Election of Members of the Board of Directors

7.5.1 All members of the Association in good standing are eligible to vote in an election for members of the Board of Directors.
7.5.2 Members of the Board of Directors shall be elected at the annual business meeting by a two-thirds (2/3) vote of the eligible voting members present.

7.6 Terms of Office for Board of Directors

7.6.1 The AWWA Director and WEF Delegate shall be elected for a term of three years or as otherwise required by the Bylaws of AWWA and WEF. The term shall commence with their respective terms of office on the Board of AWWA and the House of Delegates of WEF.

7.6.2 The term of the President, President Elect, Vice President, and Directors shall be one (1) year, with the understanding that a three (3) year commitment is involved, and each year's term is subject to re-election. Terms of office shall commence on the first day of the month following the month in which the Association's Annual Conference is held.

7.6.3 The term of Secretary and Treasurer shall be three (3) years. Terms of office shall commence on the first day of the month following the month in which the Association's Annual Conference is held.

7.6.4 The term of Immediate Past President shall be for one (1) year. Term of office shall commence on the first day of the month following the month in which the Association's Annual Conference is held.

7.7 Vacancies on the Board of Directors

7.7.1 In case of a vacancy in the office of the AWWA Director and WEF Delegate, a successor to serve for the remainder of the term shall be selected by the Association Board of Directors. The Association shall notify the AWWA and WEF of such selection.

7.7.2 In case of a vacancy in the office of the President, President Elect, Vice President, Secretary, Treasurer, Immediate Past President, and Directors, the Board of Directors shall appoint a suitable replacement to complete the term of the vacant position.

7.8 Duties of the Board of Directors

7.8.1 President

7.8.1.1 General Supervision of the affairs of the Association.
7.8.1.2 Preside at all meetings of the Board of Directors.
7.8.1.3 Be an ex-officio member of all committees other than the nominating committee.
7.8.1.4 Perform such other duties as may be assigned by the Board of Directors.

7.8.2 President Elect and Vice President

7.8.2.1 Assist the President in the performance of prescribed duties.
7.8.2.2 Preside at meetings of the Board of Directors in the absence of the President.
7.8.2.3 Be an ex-officio member of all committees other than the nominating committee.
7.8.2.4 Perform such other duties as may be assigned by the Board of Directors.

7.8.3 Secretary
7.8.3.1 Prepare the agenda for, and attend all meetings of the Board of Directors, and record and distribute the proceedings of such meetings to the Board Members.

7.8.3.2 Maintain records of the Association, including a list of members of the Association.

7.8.3.3 Perform such other duties as may be assigned by the Board of Directors.

7.8.4 Treasurer

7.8.4.1 Serve as financial officer of the Association.

7.8.4.2 Take charge of the funds of the Association and custody of its investments, if any, and see that all funds due the Association are collected carefully and deposited promptly in depositories approved by the Board of Directors.

7.8.4.3 Pay all bills as appropriate, account for all expenditures, and maintain recording of all assets and liabilities.

7.8.4.4 Make a report for the fiscal year showing all receipts, expenditures, and other assets and liabilities for review of the Board of Directors, and submit a summary report thereof at the annual business meeting.

7.8.4.5 Prepare the annual budget, with the help of the Finance and Budget Committee.

7.8.4.6 Prepare and submit all required state and federal income tax documents.

7.8.4.7 Perform such other duties as may be assigned by the Board of Directors.

7.8.5 AWWA Director

7.8.5.1 AWWA Director shall represent the Association on the AWWA Board of Directors and shall act to work with the President and other members of the Board of Directors to coordinate and unify the actions of both the Association and AWWA.

7.8.6 WEF Delegate

7.8.6.1 WEF Delegate shall represent the Association on the WEF House of Delegates and shall act to work with the President and other members of the Board of Directors to coordinate and unify the actions of both the Association and WEF.

7.8.7 Directors

7.8.7.1 Shall serve on the Board of Directors.

7.8.7.2 Shall serve on committees responsible for organizational development and auditing, and other committees as assigned by the President or the President's designee(s).

7.8.7.3 Perform such other duties as may be assigned by the Board of Directors.

7.9 Removal and Resignation

7.9.1 At a properly called regular or special meeting, any officer, director, committee chair, member, or other agent of the Association may be removed by a two-thirds (2/3) vote of the Board of Directors whenever
in the judgment of the Board, the best interests of the Association will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person(s) so removed.

7.9.2 Any director, committee chair, or other agent of the Association may resign at any time by giving written notice to the President of the Board of Directors. Acceptance of such resignation shall not be necessary to make it effective unless the notice so provides.

ARTICLE VIII - COMMITTEES

8.1 The Board of Directors may establish standing committees to conduct Association programs and business.

8.2 The Board of Directors has the authority to dissolve standing committees.

8.3 Standing committees shall be established and shall convene in accordance with the Association's Policies and Procedures.

ARTICLE IX - MEETINGS

9.1 Board of Director Meetings

9.1.1 Regular meetings of the Board of Directors shall be held periodically within the State of Arizona at a time and place to be designated by the President.

9.1.2 A quorum of the Board of Directors shall consist of a simple majority of its members. No member shall have more than one vote.

9.2 Regular Meetings

9.2.1 The Association shall hold at least one (1) annual business meeting in each fiscal year. This meeting shall be held at the same time and place as the annual conference meeting of the Association. The time and place of all meetings of the Association shall be fixed by the Board of Directors or by a committee appointed by them.

9.2.2 Fifteen (15) eligible voting members present in person shall constitute a quorum for the Association's annual business meeting.

ARTICLE X - AMENDMENTS TO BYLAWS

10.1 The Board of Directors will approve proposed Bylaw amendment(s) prior to bringing them to the vote of the membership.

10.2 These Bylaws may be amended at any annual business meeting of the Association by a two-thirds (2/3) vote of eligible voting members present at the meeting, provided however that all members shall have written notice at least 30 days in advance in which to consider the proposed amendments(s) prior to voting.

10.3 At the discretion of the Board of Directors, the Bylaws may also be amended by a mailed ballot with an affirmative vote of two-thirds (2/3) of ballots returned by eligible voting members. All eligible voting members shall be provided a copy of the proposed amendment(s) with the mailed ballot and shall be given at least 30 days to return the ballot.
ARTICLE XI - DISSOLUTION

11.1 In case of dissolution of the Association, such portions of the funds or property thereof in the hands of the Secretary and Treasurer, as may have been derived from the general funds of the AWWA and WEF, shall be returned to the respective organization.

11.2 The balance of the Association funds or property shall be disposed of by transfer and distribution to any one or more corporations, funds, or foundations with like purposes or goals.

11.3 The receiving organization shall:
   (a) be operated exclusively for scientific or educational purposes,
   (b) not be conducted or operated for profit, and no part of the net earnings of which inures to the benefit of any private shareholders or individual,
   (c) not be operated such that a substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

The receiving organization would then qualify under the provisions of Section 501 (c)(3) of the United States Internal Revenue Code as they now exist or as they may hereinafter be amended.

11.4 Such receiving organization(s) shall be selected by vote of two-thirds (2/3) of the members of the Association at a meeting called for this purpose, or if for any reasons such disposition cannot be affected, then such funds shall be so distributed pursuant to the order, judgment, or decree of a court having jurisdiction over the assets and property of the Association.

ARTICLE XII - INDEMNIFICATION

12.1 Each member, officer, and director of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, or any settlement thereof, reasonably incurred by or imposed upon them in any proceeding to which they may be a party, or in which they may become involved solely by reason of their being or having been a member, officer, or director of the Association, whether or not they are a member, officer or director of the Association at the time such expenses are incurred, except in such cases wherein such person is adjudged guilty of willful malfeasance in the performance of their duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association.

Approved by AZ Water Association Board of Directors, January 19, 2018
BYLAWS OF THE
ARIZONA SECTION OF THE
AMERICAN WATER WORKS ASSOCIATION

ARTICLE I - NAME

1.1 The name of this organization shall be the Arizona Section of the American Water Works Association, LLC, hereinafter the “Section”. The American Water Works Association shall hereinafter be referred to as the “Association.”

ARTICLE II - OBJECTIVES

2.1 The objectives of the Section are to promote public health, safety and welfare through the improvement of the quality and quantity of the water delivered to the public by (a) advancing knowledge related to the design, construction, operation and management of all water utility systems of every kind and description; (b) formulating solutions to the problems involved in the development of water resources and in the production and distribution of safe and adequate water supplies; and (c) educating the public on matters connected with the water utility industry.

ARTICLE III - MEMBERSHIP

3.1 The membership of the Section shall consist of those members of the American Water Works Association (designated as the “Association”) residing in or having principal business activity in the Arizona Section, multi-section members, and those assigned to the Section by the Executive Director of the Association.

3.2 The geographic boundaries of the Arizona Section are defined as the State of Arizona.

ARTICLE IV - HEADQUARTERS AND OPERATIONS

4.1 The headquarters of the Section shall be designated by the Section Board of Trustees.

4.2 All matters pertaining to the operation of the Section shall be in accordance with the Articles of Incorporation, Bylaws, and Governing Documents of the Association, and with these Bylaws and Policies and Procedures of the Section.

ARTICLE V - ELIGIBILITY TO VOTE

5.1 All members of the Section in good standing, including multi-section members, are eligible to vote in accordance with the Bylaws and Governing Documents of the Association and with these Bylaws and Policies and Procedures of the Section.

5.2 Occasions where a vote of the membership is required include: the election of Section officers and/or other members of the Section Board of Trustees, approval of a proposed amendment of these bylaws, approval of a special dues assessment of the Section membership, or in any other event for which the Board of Trustees requires a vote of the Section membership.

ARTICLE VI - SECTION FINANCES

6.1 Dues

6.1.1 Dues shall be assessed against members as required for membership in the Association.

6.1.2 The Section may, in accordance with the procedures defined in the Governing Documents of the Association, apply for permission to levy a Section dues assessment. The Section assessment would be levied annually at the time of membership renewal, and the revenue collected would be used to increase the funds available for Section uses, consistent with the Association objectives and policies. Once approved, the changes in a section assessment can be authorized by a vote of the Section Board of Trustees for submission to and approval by the Association Board of Directors.

6.2 Fees

6.2.1 The Section reserves the right to collect fees for Section activities and events, as appropriate (e.g., registration fees for annual meetings and other educational programs). Such fees will be established in accordance with these Bylaws, the Policies and Procedures of the Section, and the Bylaws and Governing Documents of the Association.

6.3 Financial Controls
6.3.1 All Section finances shall be managed in accordance with these Bylaws, Policies and Procedures of the Section, Bylaws and Governing Documents of the Association, and all applicable financial rules and regulations of the State of Arizona.

6.3.2 The Section shall conduct, on an annual basis, an independent audit of all Section finances. The audit shall be conducted by a qualified financial advisor who is neither an employee of the Section nor member of the Board of Trustees.

ARTICLE VII - SECTION GOVERNANCE

7.1 Authority and Purpose of the Section Board of Trustees

7.1.1 The Section is an autonomous entity and has the authority to govern the operation of the Section and to be consistent with the Articles of Incorporation, Bylaws, and Governing Documents of the Association.

7.2 Structure of the Section Board of Trustees

7.2.1 The Section shall have a governing board, which will constitute a Board of Trustees consisting of a Chair, Chair-Elect, Vice-Chair, Secretary, Treasurer, Immediate Past-Chair, AWWA Director, and such Trustees as deemed necessary for the proper functioning of the Section.

7.3 Eligibility to Serve on Section Board of Trustees

7.3.1 Any member of the Section including multi-section members shall be eligible to hold an elective office in the Section. Multi-section members may only hold office in one section at a time.

7.3.2 Two or more offices may not be held by the same individual.

7.4 Nominations for Members of the Section Board of Trustees

7.4.1 The Section shall conduct an appropriate nomination and election process for the following members of the Section Board of Trustees: Chair, Chair-Elect, Vice-Chair, Secretary, Treasurer, AWWA Director, and Trustees.

7.4.2 The AWWA Director shall be nominated and elected in a manner consistent with Article III of the Bylaws of the Association.

7.4.3 A Nominating Committee shall be appointed by the Chair for all elected positions other than AWWA Director. The Nominating Committee shall consist of a minimum of five (5) members in accordance with the Section’s Policies and Procedures. In the year preceding the end of the current AWWA Director’s term of office, a Nominating Committee for a new AWWA Director shall be organized. The Nominating Committee for the AWWA Director shall consist of the outgoing AWWA Director and the most recent past two AWWA Directors.

7.4.4 The Nominating Committee shall ask for nominations to be submitted to the Committee at least 60 days prior to the actual election, by announcement. The Nominating Committee shall review all nominations to determine eligibility and willingness to serve. All eligible names will be forwarded to the Section Chair for review and action by the Section’s Board of Trustees. The Nominating Committee shall submit a minimum of one (1) name for each vacant office for the ensuing Section year. In the last year of the three-year term of the currently serving AWWA Director, the AWWA Director Nominating Committee shall review candidates and forward a minimum of one (1) name for the AWWA Director to the Chair for review and action by the Board of Trustees. Notice shall be sent to all voting members at least 30 days prior to voting at the annual business meeting.

7.5 Election of Members of the Section Board of Trustees

7.5.1 Members of the Section Board of Trustees shall be elected at the annual business meeting by a two-thirds (2/3) vote of the eligible voting members present.

7.6 Terms of Office for Section Board of Trustees

7.6.1 The AWWA Director shall be elected for a term of three years or as otherwise required by the Bylaws of the Association. The term shall commence at the Association’s Annual Conference Board of Directors Meeting.

7.6.2 The term of the Chair, Chair-Elect, Vice-Chair, and Trustees shall be one (1) year, with the understanding that a three (3) year commitment is involved for Trustees, and each year’s term is subject to re-election. Terms of office shall commence on the first day of the month following the month in which the Section’s Annual Conference is held.

7.6.3 The term of Secretary and Treasurer shall be three (3) years. Terms of office shall commence on the first day of the month following the month in which the Section’s Annual Conference is held.
The term of Immediate Past-Chair shall be for one (1) year. Term of office shall commence on the first day of the month following the month in which the Section’s Annual Conference is held.

Vacancies on Section Board of Trustees

In the case of a vacancy in the office of the AWWA Director, a successor to serve for the remainder of the term shall be selected by the Section Board of Trustees, as described in Article III of the Association Bylaws. The Section shall notify the Executive Director of the Association of such selection.

In the case of a vacancy in the office of the Chair, Chair-Elect, Vice-Chair, Secretary, Treasurer, Immediate Past-Chair, and Trustees, the Section Board of Trustees shall appoint a suitable replacement to complete the term of the vacant position.

Duties of Section Board of Trustees

The AWWA Director shall represent the Section on the Board of Directors of the Association, and shall act to work with the Chair and other members of the Section Board of Trustees to coordinate and unify the actions of both the Association and the Section.

The duties of the members of the Section Board of Trustees shall be defined in the Section’s Policies and Procedures.

Removal and Resignation

At a properly called regular or special meeting, any officer, director, committee chair, member, or other agent of the Association may be removed by a two-thirds (2/3) vote of the Board of Trustees whenever in the judgment of the Board, the best interests of the Section will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person(s) so removed.

Any director, committee chair, or other agent of the Association may resign at any time by giving written notice to the Chair of the Section Board of Trustees. Acceptance of such resignation shall not be necessary to make it effective unless the notice so provides.

ARTICLE VIII - COMMITTEES

The Section Board of Trustees may establish standing committees to conduct Association and Section programs and business.

The Section Board of Trustees has the authority to dissolve standing committees.

Standing committees shall be established and shall convene in accordance with the Section’s Policies and Procedures. All standing committee meetings should be conducted generally in accordance with the latest edition of “Robert's Rules of Order.”

ARTICLE IX - MEETINGS

The Section shall hold at least one (1) annual business meeting in each fiscal year. This meeting shall be held at the same time and place as the annual conference meeting of the Section. The time and place of all meetings of the Section shall be fixed by the Section Board of Trustees or by a committee appointed by them.

Fifteen eligible voting members present in person shall constitute a quorum for the Section's annual business meeting.

The Section officers and/or the Section Board of Trustees shall meet at least once each year to conduct the business of the Section.

ARTICLE X - AMENDMENTS TO SECTION BYLAWS

The Section Board of Trustees will approve proposed Bylaw amendment(s) prior to bringing them to the vote of the membership.

These Bylaws may be amended at any annual business meeting of the Section by a two-thirds (2/3) vote of eligible voting members present at the meeting, provided however that all members shall have written notice at least 30 days in advance in which to consider the proposed amendment(s) prior to voting.

At the discretion of the Section Board of Trustees, the Bylaws may also be amended by a mailed ballot with an affirmative vote of two-thirds (2/3) of ballots returned by eligible voting members. All eligible voting members shall be provided a copy of the proposed amendment(s) with the mailed ballot and shall be given at least 30 days to return the ballot.
10.4 If the amendment(s) are approved by the Section membership, the Section shall submit the amendment(s) to the Executive Director of the Association for approval by the Association Board of Directors.

10.5 Corrections deemed insubstantial (grammar, punctuation) may be made at the discretion of the Association Board of Directors. The Section Board of Trustees will be advised of these corrections and may call for a vote of the Section.

10.6 Amendment(s) shall be effective only after receiving notice from the Association Executive Director that the amendment(s) have been approved by the Association Board of Directors.

ARTICLE XI - DISSOLUTION

11.1 In case of dissolution of the Section, such portions of the funds or property thereof in the hands of the Secretary and Treasurer, as may have been derived from the general funds of the Association, shall be returned to the Association.

11.2 The balance of the Section funds or property shall be disposed of by transfer and distribution to any one or more corporations, funds or foundations with like purposes or goals that is organized and operated in an area included in an AWWA Section, hereinafter referred to as the "receiving organization."

11.3 The receiving organizations shall:
   (a) be operated exclusively for scientific or educational purposes,
   (b) not be conducted or operated for profit, and no part of the net earnings of which inures to the benefit of any private shareholders or individual,
   (c) not be operated such that a substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

The receiving organization would then qualify under the provisions of Section 501(c)(3) of the United States Internal Revenue Code as they now exist or as they may hereinafter be amended.

11.4 Such receiving organization(s) shall be selected by vote of the majority of the members of the Section at a meeting called for this purpose, or if for any reason such disposition cannot be affected, then such funds shall be so distributed pursuant to the order, judgment or decree of a court having jurisdiction over the assets and property of the Section.

ARTICLE XII – INDEMNIFICATION

12.1 Indemnification is provided by the Association as described in the Association Bylaws, Article VI, Section 6.0.1.

As approved by the AWWA Board of Directors, June 12, 2011
As approved by the Arizona AWWA Membership, May 5, 2011
As approved by the AZ Water Association Board of Directors, March 11, 2011
CONSTITUTION AND BYLAWS
OF THE
ARIZONA WATER ENVIRONMENT ASSOCIATION

ARTICLE I - NAME & AFFILIATION

1.1 The name of the organization shall be the Arizona Water Environment Association, LLC, hereinafter designated the “Association”.

1.2 The Association shall be a Member Association of the Water Environment Federation, hereinafter designated "WEF", and shall participate in the activities of that organization. It is the intent that the Constitution and Bylaws of this Association shall be in harmony with the Constitution and Bylaws of WEF.

ARTICLE II - OBJECTIVES

2.1 The objectives of the association are as follows and are in harmony with the Mission, Vision, and Strategic Direction and Plan of WEF.

a. Career advancement for water professionals.
b. Attracting professionals to the water industry.
c. High quality water and public health.
d. Future water certainty for Arizona water consumers.
e. Environmental leadership.
f. Advocate for appropriate financial resources dedicated to water and the environment.
g. Collaboration and public outreach.

ARTICLE III - GEOGRAPHICAL BOUNDARIES

3.1 The exclusive service area of the Association shall consist of the State of Arizona.

ARTICLE IV - HEADQUARTERS

4.1 The headquarters of the Association shall be designated by the Association's Board of Directors.

ARTICLE V - MEMBERSHIP

5.1 The membership of the Association shall consist of persons and organizations interested in the advancement of knowledge relating to the mission and critical objectives of the Association. Individual members may join one or multiple Member Associations.

ARTICLE VI – MEMBERSHIP CLASSIFICATIONS, QUALIFICATIONS, AND PRIVILEGES

6.1 Membership Classes - shall include all classes of membership designated by the WEF and other categories of membership established by the Association.

6.1.1 Individual Member
Any individual interested in the advancement of knowledge relating to the objectives of WEF. Individual Members shall have all the rights and privileges granted by the WEF including the right to vote and to hold office as provided for in the WEF Constitution and Bylaws.

6.1.2 Group Member
Any group or organization interested in the advancement of knowledge relating to the objectives of the WEF. Group Members shall have all the rights and privileges granted by the WEF, including the right of its authorized representative to vote, as provided for in the WEF Constitution and Bylaws.

ARTICLE VII - DUES

7.1 For each class and category of WEF membership, dues shall be determined by the WEF Board of Trustees and shall include the current dues for the Association and for WEF.
ARTICLE VIII - GOVERNANCE

8.1 The affairs of the Association shall be conducted by a Board of Directors hereinafter designated as the Board, under such rules as the Board may determine, in keeping with the intent of this document.

8.2 The Board shall be eligible members of the Association and consist of a President, President Elect, Vice President, Secretary, Treasurer, Immediate Past President, WEF Delegate(s), and such additional Directors as deemed necessary for the proper functioning of the Association. The WEF Delegate(s) shall serve as a member of the WEF House of Delegates.

8.3 The Board officers shall be the President, President Elect, Vice President, Secretary, Treasurer, Immediate Past President, and WEF Delegate(s).

8.4 The WEF Delegate(s) shall represent the Association in the conduct of all business by the WEF House of Delegates for a term of service designated by the WEF Constitution and Bylaws, and be a member of the Water Environment Federation.

ARTICLE IX - ELECTION & NOMINATION OF BOARD OF DIRECTORS

9.1 Any member of the Association shall be eligible to hold an elective office in the Association, except dual members whose primary membership is not in Arizona.

9.2 Two or more offices may not be held by the same individual.

9.3 The Association shall conduct an appropriate nomination and election process for the following members of the Association Board of Directors: President, President Elect, Vice President, Secretary, Treasurer, WEF Delegate(s), and Directors.

9.4 The WEF Delegate(s) shall be nominated and elected in a manner consistent with the Constitution and Bylaws of the WEF.

9.5 A Nominating Committee shall be appointed by the President for all elected positions other than WEF Delegate(s). The Nominating Committee shall consist of a minimum of five (5) members in accordance with the Association's Policies and Procedures. In the year preceding the end of the current WEF Delegate(s) term of office, a Nominating Committee for the WEF Delegate(s) shall be organized. The Nominating Committee for the WEF Delegate(s) shall consist of the outgoing WEF Delegate(s) and the past two WEF Delegates.

9.6 The Nominating Committee shall ask for nominations to be submitted to the Committee at least 60 days prior to the actual election, by announcement. The Nominating Committee shall review all nominations to determine eligibility and willingness to serve. All eligible names will be forwarded to the President for review and action by the Board of Directors. The Nominating Committee shall submit a minimum of one (1) name for each vacant office for the ensuing Association year. In the last year of the three-year term of the currently serving WEF Delegate(s), the Nominating Committee for the WEF Delegate(s) shall review candidates and forward a minimum of one (1) name for the new WEF Delegate(s) to the President for review and action by the Board of Directors. Notice shall be sent to all voting members at least 30 days prior to voting at the annual business meeting.

9.7 Members of the Association Board of Directors shall be elected at the annual business meeting by a two-thirds (2/3) vote of the eligible voting members present.

ARTICLE X - TERMS OF BOARD OF DIRECTORS

10.1 The term of the President, President Elect, Vice President, Immediate Past President and Directors shall be one (1) year, with an understanding that a three (3) year commitment is involved for Directors, and each year's term is subject to re-election. Term of office shall commence on the first day of the month following the month in which the Association's Annual Conference is held.

10.2 The term of Secretary and Treasurer shall be three (3) years. Term of office shall commence on the first day of the month following the month in which the Association's Annual Conference is held.

10.3 The WEF Delegate(s) shall be elected for a three (3) year term and shall be eligible to serve a subsequent three (3) year term if so elected or appointed by the Association. The WEF Delegate(s) shall take office as determined by the annual business meeting of the WEF.

10.4 In the case of a vacancy in the office of the President, President Elect, Vice President, Immediate Past President, Secretary, Treasurer, and other Directors, the Association Board of Directors shall appoint a suitable replacement to complete the term of the vacant position.

10.5 In the case of vacancy in the office of the WEF Delegate(s), a successor to serve for the remainder of the term shall be selected by the Association Board of Directors. The Association shall notify the WEF of such selection.
ARTICLE XI - REMOVAL AND RESIGNATION

11.1 At a properly called regular or special meeting, any officer, director, committee chair, member, or other agent of the Association may be removed by a two-thirds (2/3) vote of the Board of Directors whenever in the judgment of the Board, the best interests of the Association will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person(s) so removed.

11.2 Any director, committee chair, or other agent of the Association may resign at any time by giving written notice to the President of the Association Board of Directors. Acceptance of such resignation shall not be necessary to make it effective unless the notice so provides.

ARTICLE XII - MEETINGS

12.1 The Association shall hold at least one (1) annual business meeting in each fiscal year. This meeting shall be held at the same time and place as the Annual Conference meeting of the Association. The time and place of all meetings of the Association shall be fixed by the Association Board of Directors.

12.2 Fifteen (15) members present in person shall constitute a quorum for the Association's annual business meeting.

12.3 The Association officers and/or Board of Directors shall meet at least once each year to conduct the business of the Association.

12.4 Notices of conferences and meetings of the association shall be posted on the website at least seven (7) days in advance, except for those meetings with a place and time fixed by the Association Board of Directors.

ARTICLE XIII - COMMITTEES

13.1 The Association Board of Directors may establish standing committees to conduct WEF and Association programs and business.

13.2 Standing Committees shall be established and shall convene in accordance with the Association's Policies and Procedures.

13.3 Association Board of Directors has the authority to dissolve standing committees.

ARTICLE XIV - AMENDMENTS

14.1 Amendments to these Bylaws shall be proposed by a simple majority of the Association Board of Directors.

14.2 Proposed amendments shall be forwarded to the WEF Constitution and Bylaws Committee for review and evaluation as being in harmony with the WEF Constitution and Bylaws prior to being voted on by the MA membership.

14.3 The Association Board of Directors will approve proposed Constitution and Bylaw amendments prior to bringing them to the vote of the membership.

14.4 The Constitution and Bylaws may be amended at any annual business meeting of the Association by a two-thirds (2/3) vote of eligible voting members present at the meeting, provided however that all members shall have written notice at least 30 days in advance in which to consider the proposed amendment(s) prior to voting.

14.5 At the discretion of the Association Board of Directors, the Constitution and Bylaws may also be amended by a mailed ballot with an affirmative two-thirds (2/3) vote of the ballots returned by eligible voting members. All eligible voting members shall be provided a copy of the proposed amendment(s) with the mailed ballot and shall be given at least 30 days to return the ballot.

14.6 An amendment approved by the Association membership and by the WEF House of Delegates shall take effect immediately.

ARTICLE XV – DISPOSITION OF ASSETS UPON DISSOLUTION

15.1 Any Member Association may withdraw from WEF at the end of any fiscal year by giving three months notice of such intention.

15.2 In the event of dissolution of the Association, the property and assets thereof, after providing for all obligations and liabilities of the Association, shall then be disposed of exclusively for the purposes of the Association in such manner, or to such organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code as shall be determined by the Board of Directors.
ARTICLE XVI - INDEMNIFICATION

16.1 Each member, officer, and director of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, or any settlement thereof, reasonably incurred by or imposed upon them in any proceeding to which they may be a party, or in which they may become involved solely by reason of their being or having been a member, officer, or director of the Association, whether or not they are a member, officer or director of the Association at the time such expenses are incurred, except in such cases wherein such person is adjudged guilty of willful malfeasance in the performance of their duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association.

Approved by AZ Water Association Board of Directors, January 19, 2018
VISION, MISSION, STRATEGIC PLAN

VISION: A vibrant Arizona through safe, reliable water

MISSION: Advocate for Arizona’s water through bold leadership, connecting professionals, providing education, and inspiring environmental stewardship

THE AZ WATER ASSOCIATION IS COMMITTED TO:

Career Advancement for Water Professionals
- Provide education, training, networking opportunities, and leadership programs to help water professionals advance their careers and build trust, inside and outside the industry.

Workforce Sustainability and Growth
- Attract and inspire new talent to enter the water industry
- Promote a sustainable, diverse workforce

High Quality Water and Public Health
- Support the industry in ensuring that Arizona’s water resources are consistently safe

Future Water Certainty for Arizona Water Consumers
- Help industry professionals ensure that people have highly reliable water resources
- Have a long-term view with an emphasis on sound resource and infrastructure planning

Collaboration and Public Outreach
- Encourage networking and collaboration with related organizations, stakeholders, and in our communities
- Help the industry effectively communicate important water issues to the public

Environmental Leadership
- Advocate for protecting and enhancing Arizona’s natural environment
- Advocate for ensuring that there is appropriate water for the environment

Investment in Water
- Support appropriate and continued investment in water resources, watersheds, water quality and water infrastructure
- Provide resources and training designed to help utilities invest and operate efficiently.

OUR STRATEGIC OBJECTIVES

AZ Water will be the State’s premier technical education and professional development organization focused on water. We will:
- Foster the development of future water industry leaders
- Support and improve the AZ Water Annual Conference & Exhibition and the Tri-State Seminar
- Support and participate in local, regional, and national conferences and seminars.
- Transfer key information between other professional water organizations and AZ Water
- Encourage AZ Water committees to develop seminars, workshops, and other training opportunities
- Support operator certification through training sessions, agency collaboration, and educational programs for emerging needs.

AZ Water will be the State’s authoritative resource on water. We will:
- Educate the public to understand the value of water
- Conduct outreach for K-12 students to foster interest in the water industry
- Engage and support institutions of higher learning
- Inform policy-makers in making decisions affecting water
- Support a balance between the natural and built environments.

AZ Water will advocate for investments in water supplies and water-related infrastructure. We will:
- Support sustainable solutions to regional and state-wide supply issues
- Engage AZ Water leadership as stakeholders in state-wide policy development
- Provide support to communities making the case for infrastructure investment
- Disseminate information on financing and rates to water industry personnel and the public.

AZ Water will continue to be a thriving and healthy volunteer organization. We will:
- Increase, retain and diversify membership
- Expand and promote the benefits of membership
- Enhance and expand partnerships with outside organizations
- Remain fiscally sound
- Review and update strategic direction
- Evaluate and adjust operations and resources to meet the needs of our membership.
Complete Policies and Procedures Manual can be viewed or downloaded from the Leadership Committee web page.

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<td>Approved 10/2018</td>
</tr>
<tr>
<td></td>
<td>e. Joint Venture</td>
<td>Approved 10/2018</td>
</tr>
<tr>
<td></td>
<td>f. Whistleblower</td>
<td>Approved 10/2018</td>
</tr>
<tr>
<td>2. ASSOCIATION/BUSINESS</td>
<td>a. Authorized Representative</td>
<td>Approved 10/2018</td>
</tr>
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<td></td>
<td>b. Signatory Authority</td>
<td>Approved 12/2018</td>
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<td></td>
<td>c. Email Vote Policy</td>
<td>Approved 10/2018</td>
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<td></td>
<td>d. Records Management</td>
<td>Approved 10/2018</td>
</tr>
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<td></td>
<td>e. Insurance, Licenses, Permits</td>
<td>Approved 10/2018</td>
</tr>
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<td>f. Parliamentary Procedures</td>
<td>Approved 11/2018</td>
</tr>
<tr>
<td>3. COMMUNICATIONS</td>
<td>a. Email Marketing</td>
<td>Approved 10/2018</td>
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<tr>
<td></td>
<td>b. Logo Guidelines</td>
<td>Approved 09/2017</td>
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<td>c. Social Media</td>
<td>Approved 10/2018</td>
</tr>
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<td>4. FINANCIAL</td>
<td>a. Investments Reserve and Scholarship Fund</td>
<td>Approved 10/2018</td>
</tr>
<tr>
<td></td>
<td>b. Travel, Expense, Reimbursement</td>
<td>Approved 10/2018</td>
</tr>
<tr>
<td></td>
<td>c. Speaker Honorarium and Expenses</td>
<td>Approved 10/2018</td>
</tr>
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</table>
TRAVEL, EXPENSE, REIMBURSEMENT

1. Purpose

The Association recognizes that the Board, Officers, Committee Chairs, designated Committee Members and Staff may be required to travel or incur other expenses from time to time to conduct Association business and to further the mission of this non-profit Association. The purpose of this Policy is to ensure that (a) adequate cost controls are in place, (b) travel and other expenditures are appropriate, and (c) to provide a uniform and consistent approach for the timely reimbursement of authorized expenses incurred by Personnel. It is the policy of the Association to reimburse only reasonable and necessary expenses actually incurred by Personnel.

When incurring business expenses, the Association expects Personnel to:

- Exercise discretion and good business judgment with respect to those expenses.
- Be cost conscious and spend the Association’s money as carefully and judiciously as the individual would spend his or her own funds.
- Report expenses, supported by required documentation, as they were actually spent.

2. Expense Report

Expenses will not be reimbursed unless the individual requesting reimbursement submits a written Expense Report. The Expense Report, which shall be submitted at least monthly or within two weeks of the completion of travel if travel expense reimbursement is requested, must include:

- The individual’s name.
- If reimbursement for travel is requested, the date, origin, destination and purpose of the trip, including a description of each Association-related activity during the trip.
- The name and affiliation of all people for whom expenses are claimed (i.e., people on whom money is spent in order to conduct Association business).
- An itemized list of all expenses for which reimbursement is requested.

3. Receipts

Receipts are required for all expenditures billed directly to the Association, such as airfare and hotel charges. No expense in excess of $25.00 will be reimbursed to Personnel unless the individual requesting reimbursement submits with the Expense Report written receipts from each vendor (not a credit card receipt or statement) showing the vendor’s name, a description of the services provided (if not otherwise obvious), the date, and the total expenses, including tips (if applicable).

4. General Travel Requirements

A. Advance Approval

All trips involving air travel or at least one overnight stay must be approved in advance by the Board during the budget process. Any out-of-state travel must be approved by Association’s Board President or designee.

B. Necessity of Travel

In determining the reasonableness and necessity of travel expenses, Personnel and the person authorizing the travel shall consider the ways in which the Association will benefit
from the travel and weigh those benefits against the anticipated costs of the travel. The same considerations shall be taken into account in deciding whether a particular individual’s presence on a trip is necessary. In determining whether the benefits to the Association outweigh the costs, less expensive alternatives, such as participation by telephone or video conferencing, or the availability of local programs or training opportunities, shall be considered.

C. Personal and Spousal Travel Expenses
Individually, these expenses for the Association may incorporate personal travel or business with association-related trips; however, Personnel shall not arrange association travel at a time that is less advantageous to the Association or involving greater expense to the Association in order to accommodate personal travel plans. Any additional expenses incurred as a result of personal travel, including but not limited to extra hotel nights, additional stopovers, meals or transportation, are the sole responsibility of the individual and will not be reimbursed by the Association. Expenses associated with travel of an individual’s spouse, family or friends will not be reimbursed by the Association.

5. Air Travel
A. General
Air travel reservations should be made as far in advance as possible in order to take advantage of reduced fares. The Association will reimburse or pay only the cost of the lowest coach class fare actually available for direct, non-stop flights from the airport nearest the individual’s home or office to the airport nearest the destination.

B. Saturday Stays
Personnel traveling on behalf of the Association are not required to stay over Saturday nights in order to reduce the price of an airline ticket. An individual who chooses to stay over a Saturday night shall be reimbursed for reasonable lodging and meal expenses incurred over the weekend to the extent the expenses incurred do not exceed the difference between the price of the Saturday night stay ticket and the price of the lowest price available ticket that would not include a Saturday night stay. To receive reimbursement for such lodging and meal expenses, the individual must supply, along with the Expense Report, documentation of the amount of the difference between the price of the Saturday stay and non-Saturday stay airline tickets.

C. Frequent Flyer Miles and Compensation for Denied Boarding
Personnel traveling on behalf of the Association may accept and retain frequent flyer miles and compensation for denied boarding for their personal use. Individuals may not deliberately patronize a single airline to accumulate frequent flyer miles if less expensive comparable tickets are available on another airline.

6. Lodging
Personnel traveling on behalf of the Association may be reimbursed at the single room rate for the reasonable cost of hotel accommodations. Convenience, the cost of staying in the city in which the hotel is located, and proximity to other venues on the individual’s itinerary shall be considered in determining reasonableness. Personnel shall make use of available corporate and discount rates for hotels. “Deluxe” or “luxury” hotel rates will not be reimbursed.

7. Out-Of-Town Meals
Personnel traveling on behalf of the Association are reimbursed for the reasonable and actual cost of meals (including tips not to exceed 20 percent) subject to a maximum per day meal allowance of
$50 per day and the terms and conditions established by the Association relating to the per diem meal allowance.

8. Ground Transportation
Responsible persons are expected to use the most economical ground transportation appropriate under the circumstances and should generally use the following, in this order of desirability:

   **Courtesy Cars**
   Many hotels have courtesy cars, which will take you to and from the airport at no charge. The hotel will generally have a well-marked courtesy phone at the airport if this service is available. Employees should take advantage of this free service whenever possible.

   **Airport Shuttle or Bus**
   Airport shuttles or buses generally travel to and from all major hotels for a small fee. At major airports such services are as quick as a taxi and considerably less expensive. Airport shuttle or bus services are generally located near the airport’s baggage claim area.

   **Taxis**
   When courtesy cars, airport shuttles, and ride shares are not available, a taxi is often the next most economical and convenient form of transportation when the trip is for a limited time and minimal mileage is involved. A taxi may also be the most economical mode of transportation between an individual’s home and the airport.

   **Rental Cars**
   Car rentals are expensive so other forms of transportation should be considered when practical. Responsible Persons will be allowed to rent a car while out of town provided that advance approval has been given by the individual’s supervisor and that the cost is less than alternative methods of transportation.

9. Personal Cars
Personnel are compensated for use of their personal cars when used for Association business. When individuals use their personal car for such travel, including travel to and from the airport, mileage will be allowed at the currently approved IRS rate per mile. In the case of individuals using their personal cars to take a trip that would normally be made by air, e.g., Phoenix to Las Vegas, mileage will be allowed at the currently approved rate; however, the total mileage reimbursement will not exceed the sum of the lowest available round trip coach airfare.

10. Parking/Tolls
Parking and toll expenses, including charges for hotel parking, incurred by Personnel traveling on Association business will be reimbursed. The costs of parking tickets, fines, car washes, valet service, etc., are the responsibility of the employee and will not be reimbursed. On-airport parking is permitted for short business trips. For extended trips, Personnel should use off-airport facilities.

11. Entertainment and Business Meetings
Reasonable expenses incurred for business meetings or other types of business-related entertainment will be reimbursed only if the expenditures are approved in advance by the Association’s Board President or designee and qualify as tax deductible expenses. Detailed documentation for any such expense must be provided, including:

   - date and place of entertainment.
   - nature of expense.
• names, titles and corporate affiliation of those entertained.
• a complete description of the business purpose for the activity including the specific business matter discussed.
• vendor receipts (not credit card receipts or statements) showing the vendor’s name, a description of the services provided, the date, and the total expenses, including tips (if applicable).

12. Other Expenses
Reasonable Association-related telephone, internet, and fax charges due to absence of Personnel from the individual’s place of business are reimbursable. In addition, reasonable and necessary gratuities that are not covered under meals may be reimbursed. Finally, emergency secretarial work and/or postal charges incurred are reimbursable for the purpose of work on behalf of the Association.

13. Non-Reimbursable Expenditures
The Association maintains a strict policy that expenses in any category that could be perceived as lavish or excessive will not be reimbursed, as such expenses are inappropriate for reimbursement by a nonprofit, educational Association. Expenses that are not reimbursable include, but are not limited to:
• Travel insurance.
• First class tickets, upgrades, or early bird check-in.
• When lodging accommodations have been arranged by the Association and the individual elects to stay elsewhere, reimbursement is made at the amount no higher than the rate negotiated by the Association. Reimbursement shall not be made for transportation between the alternate lodging and the meeting site.
• Limousine travel.
• Movies and liquor or bar costs (exception would be approved dinner/drinks with national representatives during annual conference & exhibition).
• Membership dues at any country club, private club, athletic club, golf club, tennis club or similar recreational Association.
• Participation in or attendance at golf, tennis or sporting events, without the advance approval of the Association’s Board President or designee.
• Purchase of golf clubs, lessons or any other sporting equipment.
• Spa or exercise charges.
• Clothing purchases.
• Business conferences and entertainment which are not approved by the Association’s Board President or designee.
• Valet service.
• Car washes.
• Toiletry articles.
• Expenses for spouses, friends or relatives. If a spouse, friend or relative accompanies Personnel on a trip, it is the responsibility of the Personnel to determine any added cost for double occupancy and related expenses and to make the appropriate adjustment in the reimbursement request.
• Overnight retreats without the prior approval of the Association’s Board President or designee.
TRAVEL EXPENSE FORM
Please type or print clearly.

Member Name ________________________________

Destination __________________________________

Purpose of Travel __________________________________

Daily Expenses for the Week of ____________________________

<table>
<thead>
<tr>
<th>Item</th>
<th>Sun</th>
<th>Mon</th>
<th>Tue</th>
<th>Wed</th>
<th>Thur</th>
<th>Fri</th>
<th>Sat</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Breakfast</td>
<td></td>
<td></td>
<td></td>
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<td></td>
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<td></td>
</tr>
<tr>
<td>Lunch</td>
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</tr>
<tr>
<td>Dinner</td>
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<td></td>
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<td></td>
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<td></td>
</tr>
<tr>
<td>Lodging</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Phone/fax</td>
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<td></td>
</tr>
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<td></td>
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<td></td>
</tr>
<tr>
<td>Registration fees</td>
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<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Entertainment</td>
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<td></td>
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<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total from above ________

Less expenses paid by AZ Water ________

Total due member ________

Member Signature: ___________________________ Date: ____________

Please print information for reimbursement:

Do you use Zelle? ☐ Yes ☐ No

Member Name ________________________________

Address ______________________________________

City/State/Zip ________________________________

Mobile Phone Number __________________________

Email Address ________________________________

**** IMPORTANT****
Enclose receipts with expense report.
Mail Expense Report and Receipts to:

AZ Water Association
Reimbursements
8521 E. Queen Creek Rd.
Suite 105-611
Queen Creek, AZ 85142

(Association Use Below This Line)

Date Received ____________________________ Date Paid ____________________________

Date into QB ____________________________ Payment Method ____________________________
MEMBER REIMBURSEMENT REQUEST FORM

Please type or print clearly.

Member Name: ____________________________________________

Items Purchased: __________________________________________

Purpose / Budget line: ______________________________________

Committee / Event: _________________________________________

Total amount to be reimbursed: ______________

Member Signature: __________________________ Date: __________

Please print information for reimbursement:

Do you use Zelle? □ Yes □ No

Member Name ________________________________

Address ________________________________

City/State/Zip ________________________________

Mobile Phone Number ________________________________

Email Address ________________________________

**** IMPORTANT****

Enclose receipts with expense report.
Mail Reimbursement Request and Original Receipts to:

AZ Water Association
Reimbursements
8521 E. Queen Creek Rd
Suite 105-611
Queen Creek, AZ 85142

(Association Use Below This Line)

Date Received __________________________ Date Paid __________________________

Date into QB __________________________ Payment Method __________________________
VENDOR PAYMENT REQUEST FORM
Please type or print clearly.

Member authorizing payment: ________________________________

Item(s) to be purchased: ______________________________________

Purpose / Budget line: ______________________________________

Committee / Event: ______________________________________

Total amount to be paid: __________

Member Signature: __________________________ Date: __________

Provide the following information for vendor payment:

Company Name: __________________________

Contact Person: __________________________

Address: ________________________________

City/State/Zip: __________________________

Phone Number: __________________________

Payment Method: Credit Card payment: ___ Check: ___

**** IMPORTANT ****
For vendor payment: Include final invoice or contract.

Mail Payment Request and invoice/contract to:

AZ Water Association Reimbursements
8521 E. Queen Creek Rd.
Suite 105-611
Queen Creek, AZ 85142

(Association Use Below This Line)

Date Received ______________ Date Paid ______________

Date into QB ______________ Payment Method ______________
COMMITTEE FUNDS TRANSMITTAL FORM

Please type or print clearly.

Event Date: ____________________________

Event Name: ____________________________

Sponsor Committee: ____________________________

Member Contact: ____________________________

Name                          e-mail & phone

CASH: DO NOT MAIL CASH.

DELIVER CASH IN-PERSON (EMAIL TREASURER@AZWATER.ORG TO MAKE ARRANGEMENTS). OR PLEASE USE A PERSONAL CHECK TO SUBSTITUTE FOR THE CASH PORTION.

<table>
<thead>
<tr>
<th>Describe any payments from cash collected if applicable</th>
<th>Registration amount</th>
<th>Sponsorship amount</th>
<th>Raffle amount</th>
<th>Total Cash</th>
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</thead>
</table>

TOTAL CASH FOR DEPOSIT

CHECKS: USE ONE LINE FOR EACH CHECK INCLUDED IN TRANSMITTAL. CONFIRM CHECKS ARE PAYABLE TO: AZ Water

<table>
<thead>
<tr>
<th>NAME ON CHECK</th>
<th>CHECK NO.</th>
<th>REGISTRATION AMOUNT</th>
<th>SPONSORSHIP AMOUNT</th>
<th>TOTAL CHECK AMOUNT</th>
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</thead>
</table>

TOTAL FOR DEPOSIT

**** IMPORTANT****

Enclose checks with this form.

Mail checks and form to:
AZ Water Association
8521 E. Queen Creek Rd.
Suite 105-611
Queen Creek, AZ 85142
<table>
<thead>
<tr>
<th>Conference</th>
<th>Management and General</th>
<th>Program</th>
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</thead>
<tbody>
<tr>
<td>Conference</td>
<td>Conference</td>
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</tr>
<tr>
<td></td>
<td>Mgmt &amp; General</td>
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<tr>
<td>Income</td>
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<tr>
<td>Advertising</td>
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<tr>
<td>Committees</td>
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</tr>
<tr>
<td>Event Registration</td>
<td>$5,000</td>
<td>$5,000</td>
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<tr>
<td>Event Sponsor</td>
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<td>Total Committees</td>
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<td>Conferences</td>
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<td>Dues</td>
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<td>AWWA Allotment</td>
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<td>AWWA Assessment/Multi-Section</td>
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<td>AZ Water - New</td>
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<td>AZ Water - Renewal</td>
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<td>Sales of Product Income</td>
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<td>Management Services</td>
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<td>Total Outside Services</td>
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<td>Gain/loss on stocks</td>
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<tr>
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<tr>
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<tr>
<td>Net Income</td>
<td>$133,031</td>
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## AZ Water Budget 2019

**adopted December, 2018**

<table>
<thead>
<tr>
<th>Program</th>
<th>Energy &amp; Sustainability</th>
<th>Laboratory</th>
<th>Leadership</th>
<th>Luncheon Phoenix</th>
<th>Luncheon Tucson</th>
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*adopted December, 2018*

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BECOMING A BOARD MEMBER

Members of AZ Water who reside in Arizona and are in good standing (dues are current) are eligible for consideration and/or nomination to the Board of Directors. Board Members must also be members in good standing of the American Water Works Association (AWWA) and the Water Environment Federation (WEF).

Candidates are identified through nominations from the general membership or self-nomination. A Nominating Committee made up of Past Presidents will consider the nominees’ willingness to serve, activity on committees, leadership of councils & committees, participation on Association projects, employer’s support and take into consideration the board position and term of office nominated for.

The average or anticipated term of service for Board Members is three years. The Association’s Constitution and Bylaws require that Board Members must stand for election each year. There are no term limits on Board of Director seats.
BEING A BOARD MEMBER

The AZ Water Board of Directors represents the membership interests of three organizations: AZ Water Association, Arizona Section of the American Water Works Association (AZAWWA), and the Arizona Water Environment Association (AZWEA).

Board Members are expected to attend all Board Meetings of the Association, regular and special. The calendar of regular Board Meetings is established by the President and published by the Summer Leadership Retreat. Meetings are held at least every two months and include the Annual Conference, Summer Leadership Retreat and four additional Board Meetings. In addition, it is expected that Board Members will attend and/or participate in official Association functions whenever possible such as the Council and Committee meetings they are liaison to, monthly luncheon programs, seminars, workshops, and social events.

Expenses for travel to and from meetings are the responsibility of the Board Member. The Association provides meals as appropriate for the meeting times and will provide for overnight stay in the case of meetings of a longer duration or requiring greater travel distance. Registration fees and costs associated with other functions of the Association are the responsibility of the Board Member unless otherwise provided for by the Board/President.
LEADERSHIP MANUAL

LEADING A VOLUNTEER ORGANIZATION

- As an AZ Water Board Member, you will be working with a volunteer organization. Your role will include recruitment of volunteers, defining volunteer tasks, motivating, rewarding and retaining volunteers, and at times dealing with unproductive volunteers.

- Finding volunteers qualified to meet the needs of AZ Water requires work. It is up to the Board to ensure that the benefits of volunteering continue to outweigh the costs.

- When volunteer initiatives are well managed and individuals are matched to service opportunities that are mutually beneficial to AZ Water and the volunteer, your recruitment job becomes much easier. Satisfied volunteers can be strong advocates for the AZ Water mission and vision and can provide persuasive assistance in recruiting additional volunteers.

- AZ Water volunteers include the Board of Directors, Council Chairs, Committee Chairs, Committee Members and, at times, other members that volunteer for specific short-term assignments to assist the organization.

- There are many reasons people volunteer. Some include:
  - To give back to society
  - To meet people (network)
  - To gain skills
  - To gain experience
  - To gain recognition
  - To participate
  - To get ahead professionally

You can probably think of more reasons. Today’s volunteers have more demands on their time than in the past. Therefore, they are looking for the most effective use of the discretionary time.

- It is up to the Board to motivate and retain our valuable volunteer workforce. A few tips to enhance volunteer retention include:

  **Career Enhancement** – Help volunteers acquire new skills and relate those skills to their primary jobs in the marketplace; notify the volunteer’s supervisor of their efforts whenever recognition is due.

  **Recognition** – Show appreciation often, in many ways, and in ways that are individual-specific. Never assume that volunteers know they are appreciated. Recognition of their contributions should be part of the formal and informal operations of the Board. Volunteers who do not receive frequent feedback and recognition begin to wonder if they are doing a good job and if anyone cares about the work they do. This often creates an un-motivating climate and can result in high volunteer attrition. A sincere and spontaneous thank you note to a volunteer for a job well done is also a welcome bit of positive feedback.

  Deliver recognition and reward in an open and publicized way. If not made public, recognition loses much of its impact and defeats much of the purpose for which it is provided. Do not, however, think that public recognition will substitute for private, every day, personal thank you and respect. What happens 365 days a year has much more impact than what happens at an annual recognition function.

  Recognize recognition. That is, recognize people who recognize others for doing what is best for the agency. It is the job of everyone on the team to recognize and support excellence.

  **Meaningful Work** – Provide clear assignments and provide periodic orientations that link volunteer assignments to the broader mission of the organization; make the work meaningful, provide clear expectations, and never waste their time; make good matches (people/assignments) from the start.
Personal Growth – Try to give volunteers opportunities that they would not get outside of a volunteer position.

Respect – Always treat volunteers with respect and appreciation. Consider their recommendations/take their advice – it is what you asked them to provide.

Expect Results – Once someone volunteers, they have made a commitment to AZ Water to accomplish a task. The organization has a right to expect them to do so and the Board has an obligation to monitor that they do. Anything less suggests the assignment was not important to begin with.

Participate – Get involved with and support the volunteers’ efforts. Participate by attending committee meetings and helping committee chairs plan their activities and budgets. Set high standards for your own activities and others will emulate you. If you make a commitment, keep it! That sets an unwritten rule for everyone.

• Dealing with unproductive volunteers can be uncomfortable but may be necessary. Some methods include:
  → Set up a system to check progress – offer assistance (info., resources) as needed
  → Consider reassignment (find a committee they are more suited to)
  → Find an alternative stand-alone project they can do
  → Be up front with the individual – talk to them to confirm expectations
  → Limit the terms on committees
  → Establish an absenteeism policy
  → Create an atmosphere that expects volunteers to be productive
  → Allow them to withdraw without embarrassment

• In most cases, volunteers that are not living up to their commitment are falling short due to reasons beyond their control, not out of negligence. They might actually be relieved if approached to step down so that someone with more available time can fill the role. They might simply need clearer communication of expectations or assistance in laying out a strategic plan.

• AZ Water is a volunteer organization. We rely on volunteers for nearly everything we do. As Board members, we must support and respect our volunteers. One way to do that is to place enough importance on each volunteer task to make sure it gets completed.
Certificate of Disclosure
2019-2020

I as a Director of the AZ Water Association, Queen Creek, AZ, do hereby declare, under penalty of law that I have examined this certificate and to the best of my knowledge and belief acknowledge that I:

• have not:
  (l.a) been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of the certificate.
  (l.b) been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of the certificate.
  (l.e) been subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of the certificate, if the injunction, judgment, decree or permanent order involved any of the following:
    (i) The violation of fraud or registration provisions of the securities laws of that jurisdiction.
    (ii) The violation of consumer fraud laws of that jurisdiction.
    (iii) The violation of the antitrust or restraint of trade laws of that jurisdiction.
    (Reference Arizona Revised Statutes, Title 10, Chapter 39, Article 2, Section 10-11622, subsection A.7 which references Arizona Revised Statutes, Title 10, Chapter 25, Article 1, Section 10-3202, subsection D.1)

• have not:
  (2) served in any such capacity in any other corporation on the bankruptcy, receivership or charter revocation of the other corporation.
  (Reference Arizona Revised Statutes, Title 10, Chapter 25, Article 1, Section 10-3202, subsection D.2 and Arizona Revised Statutes, Title 10, Chapter 39, Article 2, Section 10-11623, subsection A)

• have not:
  (3) failed to comply with the requirements put forth for Arizona Director and Officer Non Profit Corporations.
  (Reference Arizona Revised Statutes, Title 10, Chapter 31)

Print Name____________________________________  Leadership Position______________________
Signature______________________________________________________  Date_________________
I have received and carefully read the following governance policies for board members, board officers, board consultants, committee members, staff, and volunteers of the AZ Water Association ("AZ Water"):

1. Anti-Trust  
2. Code of Conduct  
3. Conflict of Interest  
4. Diversity & Member Inclusion  
5. Joint Venture  
6. Whistleblower  
7. Records Management  
8. Travel, Expense, Reimbursement

I have considered not only the literal expression of each policy, but also its intent.

By signing this affirmation of compliance I hereby affirm that I understand and agree to comply with each policy. I further understand that AZ Water is a 501 (c)(3) non-profit organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Except as otherwise disclosed in writing to the Board of Directors, I hereby state that I do not, to the best of my knowledge, have a conflict of interest that may be seen as competing with the interests of AZ Water, nor am I aware that any business associate or immediate family (my spouse, parents and grandparents, children and grandchildren, brothers and sisters, mother in law and father in law, brothers in law and sisters in law, daughters in law and sons in law ) have such an actual or potential conflict of interest.

I will promptly and fully disclose the circumstances to the President of the Board of Directors of AZ Water if any situation should arise in the future which I think may involve me in a conflict of interest.

Print Name____________________________________  Leadership Position______________________

Signature______________________________________________________  Date_________________
BOARD MEMBER GENERAL DUTIES

The Board of Directors has the authority to govern the operation of AZ Water, the AZAWWA and AZWEA and shall have all powers except those specifically reserved or granted to the members by statute or the Articles of Incorporation or Bylaws. The Board of Directors shall by resolution make such provisions in the governing documents for the organization and operation of conferences, meetings, committees and subcommittees of the Association, as it may deem appropriate. Board Members are responsible for establishing, supporting, and upholding policies that govern the conduct and management of the business of the Association. These include, but are not limited to: establishment of a strategic plan, establishment of an annual budget and financial policies, provide for membership services, and provide for annual elections.

Board Members are expected to discharge their duties in good faith, with care and in the best interest of the Association.

Active participation on the Board, in processes and implementation of policy; is implied for a Board Member to perform the duties of a Director or Officer as defined by statute. Conversely, absence(s) from Association meetings and functions or failure to review and respond to official Board communications in a timely manner may be considered dereliction of duty and may result in removal from the Board of Directors.
LIAISON TO COUNCILS AND COMMITTEES

AZ Water’s Board of Directors serve as liaisons to the Association’s various Council and Committees. The purpose of liaisons is to encourage and enhance communication between the Board of Directors, Councils and Committees.

Liaison Responsibilities:

- Assist you (as needed and appropriate) in keeping the Board of Directors abreast of your Council and Committee activities.
- Keep you informed about initiatives and/or decisions by the Board of Directors that may impact your Council and Committee and its activities.
- Bring issues of concern from you and your Council and Committee to the Board of Directors, as appropriate or requested.
- Assist you and your Council and Committee with budget development and budget submittal requests.
- Contact you about concerns the Board of Directors may have regarding Council and Committee activities or lack thereof.
- Attend as many Council and Committee Meetings by phone or in person as possible.

Council and Committee Chair Responsibilities:

- Provide a schedule of your Meetings for the current year, including location and meeting times.
- Provide copies of your events, meeting minutes and agendas.
SUCCESSION PLAN

Resignation: Any Director, Officer, Council and Committee Chair or agent of the Association may resign at any time by giving written notice to the President. The acceptance of such resignation shall not be necessary to make it effective unless the notice so provides.

Removal: Any Director, Officer, Council and Committee Chair, Committee Member, or other agent of the Association may be removed by a ¾ vote of the Board of Directors whenever in the judgment of the Board, the best interests of the Association will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person(s) so removed.

Replacement: Vacancies within the Board of Directors, whether Officers or Directors, shall be filled by Board appointment of a suitable replacement to complete the term of the vacant position or as the Board prescribes.
BOARD ROLE WITHIN AWWA AND WEF

AWWA
The AZ Water Association serves as the Arizona Section of the American Water Works Association (AZAWWA). The AZ Water Board of Directors and Officers serve as the Section Board of Trustees and Section Officers representing the Arizona membership of the AWWA. AWWA titles for the Board of Trustees/Officers are different, being Chair, Chair-Elect, Vice-Chair, Immediate Past-Chair, Trustee and AWWA Director.

WEF
The AZ Water Association serves as the Arizona Member Association of the Water Environment Federation, also called the Arizona Water Environment Association (AZWEA). The AZ Water Board of Directors and Officers serve as the Board of Directors and Officers representing the Arizona membership of WEF. WEF titles correspond with AZ Water titles; President, President-Elect, Vice President, Immediate Past President, Director and WEF Director.

AZ Water’s affiliation with AWWA and WEF requires that we promote their respective mission and objectives, and follow the governing documents of AWWA and WEF within Arizona and within AZ Water. Our strategic plan and subsequent objectives and activities should demonstrate support of AWWA and WEF through promotion of membership, participation in committees and councils, attendance at events such as the annual conference and exposition, etc.
COUNCILS

Currently we have 26 Committee not including 4 emerging on the horizon. As one of those committee chairs have you ever felt like:

- Committees are Isolated and there isn’t enough inter-committee communication, and similar Committees are often only connected through a 3rd party;
- Key initiatives often lack “critical mass”;
- Good ideas sometimes “die in committee” and volunteers “burn-out”; or
- Scheduling events to avoid overlap is challenging?

To facilitate better Committee collaboration and solve some of the challenges above, AZ Water has implemented a new Council structure to facilitate the following:

- Provide a forum for member-driven collaboration between committees;
- Encourage strong interface between both thriving and struggling committees and assist struggling committees;
- Support delegation and execution of AZ Water initiatives across multiple parties; and
- Provide a venue for ideas and involvement beyond committees & below board

What does the Council structure look like?

Number of Councils: Five
Approximate No. Committees on a Council: Six

- Committees grouped by similar functions and purpose in alignment with their AZ Water Strategic Objectives
  1. Advocacy
  2. Education
  3. Environmental
  4. Infrastructure
  5. Member Involvement
- Subcommittees like cross connection and FOG will have same representation as a full committee

Who’s on a Council: A Council has the following from each committee:

- Committee Chair person or their delegate
- One other committee delegate
- Two Board members (non-voting); replacing committee liaisons

How Frequently will Councils Meet?
Councils meet quarterly. Committees each “give up” one meeting to host their Council meeting. The council meets at one of its committee’s meetings in-place of the committee meeting for that month.

Council Goals / Expectations:
1. Forum for two-way communication.
2. Schedule / coordinate events.
3. Set event pricing.
4. Enhance AZ Water Strategic plan implementation.
5. Business plan initiative coordination and collaboration.
6. Provide consistent messaging to committees and membership.
7. Resource sharing opportunity.
8. Leadership development opportunity.
9. Solicit committee members to serve on committees and volunteer.
10. Pass on “highlights,” critical decisions, committee activity status and summary reports once per month to board liaison.

What Committees / Subcommittees are on a Council?
See the next page
COUNCILS

- **ADVOCACY**
  - Leadership
  - Tag into Quality
  - Outreach (K-12) *NEW*
  - Water Resources
  - Customer Services Specialists
  - Utility Member Committee *NEW*

- **EDUCATION**
  - Annual Conference
  - Communications
  - Luncheon - Phoenix
  - Luncheon - Tucson

- **ENVIRONMENTAL**
  - Energy Management and Sustainability
  - Lab Practices
  - Pretreatment
  - FOG (subcommittee)
  - Research
  - Stormwater
  - Conservation *NEW*

- **INFRASTRUCTURE**
  - Biosolids and Residuals
  - Construction and Safety
  - Security/AZWARN
  - Wastewater Collection
  - Wastewater Treatment
  - Water Distribution
  - Cross-Connection (subcommittee)
  - Water Treatment

- **MEMBER INVOLVEMENT**
  - Awards
  - Member Services
  - Scholarship
  - Water for People
  - Young Professionals
  - Student Chapters (subcommittee)
  - Operators Network *NEW*
HOW TO BE SUCCESSFUL IN COMMITTEE LEADERSHIP

Meetings
Be prepared to conduct meetings at each annual conference. Key items include:
  • Advance notice to your members
  • Agenda
  • Meeting minutes
  • Action items
  • Sign-in sheet
  • Conference call-in number

Conference Technical Program - Help generate topics and speakers

Trainings & Workshops, Webinar, Tours - You are encouraged to develop an educational event annually. Consider partnering with another Committee.

Kachina News Magazine (quarterly publication)
Submit Committee reports, events, and articles. Promote your activities.

E-Bulletin - Contribute content regarding events

Awards - Nominate deserving recipients

Committee Roster - Add the Committee roster to your Committee web page

Succession Planning - Ensure that others are ready to take over leadership positions. Actively mentor potential leaders.

Recruit for your Committee - Network and generate interest in your Committee

Web Site - Keep your Committee web site page updated on members, activities, and other appropriate information.

Budget - Requests need to be submitted to the Treasurer by October 15.

Have Fun!
COMMITTEE CHAIR POSITION DESCRIPTION

Selection Process: Chair typically ascends from the Vice Chair position.

Term of Office: To be determined by the Committee.

Qualifications: Experienced members with a record of continued interest in the water or wastewater industry and a willingness and ability to participate.

Reports To: Board Liaison

Responsibilities:

- Guide, monitor, and coordinate activities of the Committee.
- Mentor incoming Committee Vice Chair on required responsibilities.
- Develop a work plan that will allow the Committee to effectively and efficiently discharge their responsibilities for the year.
- Coordinate with the Board Liaison on all Committee activities and programs.
- Develop agendas and conduct Committee Meetings at the Annual Conference and throughout the year as needed.
- Submit a yearly budget for the Committee.
- Ensure the work of the Committee is carried out between meetings.
- Submit reports on Committee activities to your Board Liaison, including requests to the Board of Directors for action.
- Where appropriate, guides the Committee in proposing services that will further the goals and objectives of the association.
- Ensure that Committee guidelines, procedures and methods are consistent with Association policy and are current and relevant.

Written Reports/Communications:

- Submit written reports on Committee activities to the Board Liaison.
- Kachina News Magazine – submit Committee updates, articles of interest, and promotion of activities.
COMMITTEE CHAIR RESPONSIBILITIES

Making Early Contact with Committee Members

• When a new member joins the Committee, it is helpful for the Chair to forward the following items within in the first few weeks of joining. These items help the new member get acquainted and quickly settle into their new role.

  Welcome Packet Check List:
  ✓ Committee Roster
  ✓ Contact Information - Board Liaison, Committee Chair, Committee Members, Board of Directors
  ✓ Committee History & Overview
  ✓ Volunteer Role Description
  ✓ Orientation Letter:
    - Schedule of meeting dates and times
    - Important event dates
    - Conference call information
    - Link to committee web-page
  • Determine membership status in AZ Water
  • Provide the committee with its charges and goals, in the context of the Association's Strategic Plan.
  • Provide the date and location of the first meeting, even if tentative, and a calendar of future meeting dates, even if tentative.
  • Review recent accomplishments of the Committee so that the work to be done can be put into context.

QUALITIES OF AN EFFECTIVE COMMITTEE CHAIR

Communication skills

• Demonstrates ability to communicate with Committee Members, Staff, and other groups.
• Demonstrates willingness to listen (communication is not solely talking).

Participation

• Demonstrates active participation and interest in the Association.
• Commands prestige and respect from within the industry or profession.
• Has knowledge of the subject in which the Committee is involved.
• Thinks in terms of Association goals.

Leadership

• Commands attention and inspires others.
• Demonstrates ability to create a positive work atmosphere.
• Controls without dominating.
• Understands how the committee fits in to the larger work of the Association.

Administrative skills

• Demonstrates willingness to take the initiative.
• Demonstrates ability and willingness to carry out responsibilities.
• Supports orderly procedures for conducting work. Understands the role of the staff.
• Reports - the Committee Chair and Board Liaison are responsible for keeping Committee Members fully informed, with timely reports of all Committee Meetings and Committee work conducted by telephone conference and written communications.
• Meetings - because most associations do not provide travel support for members to attend Committee Meetings, Committees are encouraged to meet in conjunction with other Association Meetings.
• Act in good faith and in accordance with what they believe to be in the best interest of the Association.
• The Association strives for diversity in the makeup of its Committees, taking into consideration gender, geography, ethnicity, and Association type, scope, and size.
MEETING TIPS FOR COMMITTEE CHAIR

The following is a list of suggestions for conducting effective meetings.

1. Start and end your meetings on time – don’t wait for latecomers. Reward those who are prompt. When latecomers arrive, let one of the committee members bring them up to speed, not the Chair, and do not disturb the whole meeting.

2. Be sure that everyone participating in the meeting is acquainted. Don’t take it for granted that all members know one another. Make necessary introductions. Make everyone welcome. For large meetings, name tags and/or table cards are useful.

3. Determine who will prepare meeting summaries before the meeting starts.

4. The Chair should start out the meeting by stating objectives of the meeting.

5. At the beginning of the meeting, the Chair should ask if there are additional items for consideration.

6. If new subjects are raised at meetings, they should be discussed at the end of the meeting, if time allows, or they should be held for consideration at a future meeting. They should also be held for a future meeting if they require information not available at the meeting.

7. Meeting discussion should closely follow the agenda.

8. The chair should encourage participation from all members. Solicit opinions and experiences. Avoid embarrassment for any member.

9. Invite new members to volunteer and participate in meeting discussions and assignments. A welcome letter should be written by the Chair to each new member, to encourage participation.

10. Keep the meeting moving.

11. Observe and record. Note who the real workers are. Future leadership depends on correct identification of productive members. Mentoring is a requirement.

12. Revert to the facts if conflicts can’t be resolved; maintain objectivity and listen.

13. Delegate clearly defined assignments to Committee Members. Don’t try to do it alone. Assignments help stimulate interest, enthusiasm and build ownership of the members in the Committee.

14. The Chair should summarize actions taken at the meeting, prior to adjournment. The action items should be concise and to the point, identifying who, what, when, why, where, and how details regarding the action item. These action items should be distributed at the meeting if possible.

15. Praise members and acknowledge their contributions. Allow them to present their accomplishments.

16. Adjourn on time.
THE CHAIRPERSON’S ROLE AS FACILITATOR

- Be a facilitator of meetings; don’t "hold court." The Committee belongs to the Association, not to the Chair.

- Guide, mediate, probe, and stimulate discussions. Let others thrash out ideas; Committees are not formed to validate the thinking of the Chair or Staff.

- Encourage a clash of ideas, but not of personalities.

- Good decisions are made when Committees examine all sides of an issue, but don’t let members personalize the debate. Emotional discussion of an idea is good, but an emotional reaction to a person is bad. When emotions are too high, return the floor to a neutral person, seek a purely factual answer, or take a break.

- Prevent one-sided discussions.

- Deal with dysfunctional behaviors. Don’t let a person who is blocking constructive discussion ruin the Committee meeting for everyone else. Strategies for dealing with this behavior include confronting the person privately in a caring manner, pointing out the effects of the behavior, and suggesting alternative behaviors.

- Keep discussions on track; periodically restate the issue and the goal of the discussion.

- Monitor participation; control talkative members and draw out silent members.

- Use well-placed questions, seek points of information and clarification, and periodically summarize to keep the discussion focused.

- Be sensitive to the feelings of members. Look for visual and verbal cues to determine if a member is not happy with the discussion, and then deal with this.

- Keep the group focused on the central question and moving toward a decision. Call on the least senior members first to express their views; discussions tend to "close down" after senior members express strong views.

- Seek consensus, but unanimity is not required. Sometimes an idea is compromised by trying to get every last person to completely agree.

- Close the meeting by noting achievements.
COMMITTEE VISION, MISSION AND STRATEGIES

For committees to succeed, they must have:

1. A **Vision** of what they want to be.
2. A **Mission** of how they are going to get there.
3. **Strategies** to accomplish their mission and reach their vision.

A good analogy to this is the United States' efforts to put a "man on the moon."

- The **vision** was to put a man on the moon.
- The **mission** was embodied in the creation of NASA.
- The **strategies** were those assignments carried out by NASA.
PREPARING A COMMITTEE STRATEGIC PLAN

A key to an individual’s personal and professional development is to set goals and work at accomplishing those goals. Likewise, a business or organization must also establish goals to be successful. This is typically done in the form of a Strategic Plan. All AZ Water Committees are expected to develop Strategic Plans.

- Strategic Plan should be submitted to the Council Chair, designated Board Liaison, Treasurer and the Association Manager by October 15. The Plan should cover activities for the upcoming fiscal year, which is January 1 to December 31.

- Strategic Plan must be prepared concurrently with the Annual Budget. After all, how can a Budget be prepared without knowing what is going to be accomplished and how can a Strategic Plan be prepared without knowing the Budget.

- Strategic Plan should be considered dynamic documents, reviewed each year, throughout the year, and revised to best fit the goals and objectives of the Committee and Association.

- Strategic Plan should be distributed to all Committee Members and they should be familiar with its contents.

A suggested outline for the Strategic Plan

Introduction
This section should include the vision and mission of the Committee.

Committee Objectives
This section should include Committee objectives.

Accomplishments
This section should provide historical background, as best possible, of the Committee.

Committee Goals
This section should include the short-term (one to two years) and long-term (two to five years) goals of the Committee. This section should be relatively detailed in how the goals are going to be accomplished.

Other
Additional sections may be required depending on the Committee.

Appendices
At the very least, each Strategic Plan should include a Committee Roster, a Committee Budget, and a Committee Calendar.
PREPARING AN ANNUAL COMMITTEE REPORT

Annual Reports should give consideration to the goals of the Committee’s Strategic Plan. Ideally, it is a checklist to assess how successful the Committee was in meeting its goals.

What should be included in your Annual Report?

• An overview of how many times the Committee met, number of members.
• Accomplishments of the past year.
• A report/review of your training/workshop/tour/webinar, etc. or upcoming events.
• New leadership (if any) for the coming year.
• New goals, direction the Committee is taking.

When is the Annual Report due?

Annual Reports should be submitted to the AZ Water office, Newsletter Editor, Council and Committee’s designated Board Liaison no later than December 31.

• Reports should be submitted via electronically.
• Reports need not be long. Be brief and concise and your report will be read and enjoyed.
PREPARING AN ANNUAL BUDGET

Key items for a Program Committee Budget Proposal

Your submitted proposal should:

- include the completed budget template provided for your committee
- clearly describe how income and expense lines are estimated
- include dates (or date range) for planned events
- include all planned events and functions in the budget proposal even if there is no direct income or expense related to the activity *
- Please keep your Council Chair and Board liaisons up-to-date on your intended activities and budget
- If co-hosting an event or function, consult your Council Chair and Board liaisons to determine how best to propose and budget for the activity

Budgets should be submitted to the AZ Water Treasurer at treasurer@azwater.org and your Council Chair and Board Liaison.

*The budget process serves to outline and make the Council Chair and Board aware of all proposed activities, allows association staff and Board to schedule resources as appropriate, and identifies potential scheduling conflicts.
## COMMITTEE ANNUAL BUDGET SAMPLE FORM

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<td>Green fees</td>
<td>$0.00</td>
<td>$0.00</td>
</tr>
<tr>
<td>Location</td>
<td>$750.00</td>
<td>$0.00</td>
</tr>
<tr>
<td>Mailing</td>
<td>$0.00</td>
<td>$0.00</td>
</tr>
<tr>
<td>Total Committee</td>
<td>$1,125.00</td>
<td>$2,150.00</td>
</tr>
<tr>
<td>Total Expenses</td>
<td>$1,125.00</td>
<td>$2,150.00</td>
</tr>
<tr>
<td>Net Operating Income</td>
<td>$4,875.00</td>
<td>$3,850.00</td>
</tr>
</tbody>
</table>

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ASSOCIATION STAFF

General Summary

Currently, the AZ Water Association has three contract staff (independent contractors) consisting of:

- Executive Manager, Deborah Muse - first contracted in July 1998
- Event Coordinator, Lisa Culbert - first contracted in July 2016
- Staff Assistant, Shana Schwarz - first contracted in December 2017

Deborah Muse, Executive Manager

Supports the Board in managing the business affairs of the Association and along with the Association Coordinator is responsible for the production and publication of the Kachina News magazine and e-Bulletin. Main staff contact for the American Water Works Association and the Water Environment Federation.

480-987-4888 office phone
928-899-4999 cell
manager@azwater.org

Shana Schwarz, Association Coordinator

Assists the Executive Manager and Treasurer; and, and is the go-to person for web site content, calendar of events and social media posts. Supports the Leadership Committee, Member Services Committee and Communications Committee.

310-955-8099 cell
staff@azwater.org and it-help@azwater.org

Lisa Culbert, Event Coordinator

Supports the Board and collaborates with the Conference Chair and Executive Manager in organizing and conducting the annual conference.

602-332-3174 cell
eventcoordinator@azwater.org
The AZ Water Association logo is a critical component of identity. This logo serves as the umbrella that identifies the core products, as well as the add-on products of AZ Water Association. This two-page guide is for you and your vendors to use when producing collateral, materials, and electronic presentations that incorporate the AZ Water Association logo.

### Logo Style Guide—At A Glance

| **Full-Color** | Designated AZ Water Association logo colors against a high contrast background. (Note: A white background is always preferred.) |
| **Without Tagline or AWWA and WEF Logos** | Can appear without the tagline “Professionals Dedicated To Arizona’s Water” or AWWA and WEF Logo. (Note: The area of isolation must be maintained.) Can only be used in areas with limited space. |
| **Greyscale** | Designated AZ Water Association logo colors against a high contrast background. (Note: A white background is always preferred.) |
| **Black** | Can only appear in black against a high contrast background. (Note: A white background is always preferred.) |
| **Reversed** | Can appear in white against a dark color background or photograph. (Notes: Photo must be in high contrast to the logo and must not interfere with the logo. The area of isolation must be maintained.) |
The AZ Water Association is provided in three (3) file formats to suit commonly requested applications.

**High Resolution / Production Quality (.eps files)**
Use for high quality, commercial printing of collateral, advertising, and signage, and as source files for graphic design vendors.

**Medium Resolution (.tif files)**
Use for in-house laser and inkjet printing of collateral, newsletters, faxes, and forms.

**Low Resolution (.jpg files)**
Use for digital production of web pages and electronic (PowerPoint) presentations.

**Logo Colors**

- **Pantone 534 C**
  - C:100 M:80 Y:30 K:5
  - R:46 G:64 B:107

- **Pantone 542 C**
  - C:62 M:22 Y:0 K:3
  - R:102 G:153 B:194

- **Do not reproduce the logo against a low contrast background.**
- **Do not stretch or skew the proportions of the logo.**
- **Do not alter the scale or relative position of any of the logo elements.**
- **Do not add additional graphic elements to any part of the logo. This includes shadows, outlines, swishes, highlights, etc.**
- **Do not alter the color or color scheme of the logo.**
WEBSITE - HOW TO UPDATE COMMITTEE PAGES

IT COMMITTEE IS DEVELOPING THIS CONTENT.
KACHINA NEWS MAGAZINE SUBMITTAL INFORMATION

COMMUNICATIONS COMMITTEE IS DEVELOPING THIS CONTENT.
Membership is Everyone’s Responsibility

You may be asking, why is membership my responsibility? Isn’t that why AZ Water has a Member Services Committee? The answer is yes and no.

Yes, because who sees the most non-members in a day, the ten people on the Member Services Committee or our 2,400 members? The answer is that our members see far more non-members than the folks on the Member Services Committee. And, since you see these non-members as peers and co-workers you are in the best position to sign them up as members. The growth of our Association truly rests on all of us doing our part.

No, because it is the responsibility of the Member Services Committee to make recruiting materials available, to promote AZ Water and the benefits of membership. It is also the Member Services Committee’s job to work with other members and committees to develop new recruiting and promotional materials and to help enhance the image of AZ Water to both members and non-members.

So talk to your friends and co-workers about AZ Water. Review and use the materials in this Leadership Guide. And, if you have an idea that will help promote AZ Water to non-members pass it on to the Member Services Committee.

Together we will help AZ Water grow!
AZ WATER ASSOCIATION MEMBERSHIP FORM

This information will be added to our database and used to inform you of opportunities specific to your needs. Your contact information will also be used in our annual membership directory. If you do not want this information published in our annual directory, please check here ☐. Please note that the items showing an asterisk (*) are required.

When possible, please register for membership online by credit card or check at www.azwater.org.

Please Print

Full Name* ____________________________________________________________
Title ___________________________________________________________________
Business (If applicable) __________________________________________________
Address* _____________________________________________________________
City/State/Zip* _________________________________________________________
Phone* ______________________ Fax ______________________
Email* ______________________ Web Site ______________________
Sponsor __________________________________________________________________

Check here if you are a current member of: ☐ AWWA ☐ WEF

Please help us serve you better by indicating the categories that best describe your business/industry, environmental focus, job title, and field services (if one is more prominent than another, please indicate so).

BUSINESS INDUSTRY

GOVERNMENT
☐ public owned municipal or special district, water, wastewater treatment system or plant processing > 1mgd
☐ public owned municipal or special district, water, wastewater treatment system or plant process < 1mgd
☐ administration and/or enforcement of government environment programs
☐ administration of public health programs

PRIVATE ENTITY
☐ private or investor owned facility
☐ private industrial systems
☐ consultant
☐ contractor
☐ manufacturer (equipment or representative)
☐ distributor (equipment or representative)

OTHER ENTITIES
☐ educational institutions (all components)
☐ research laboratory
☐ other _______________________

FIELD SERVED
☐ water supply only
☐ wastewater only
☐ both industries
☐ other _______________________

ENVIRONMENTAL FOCUS
☐ wastewater
☐ water
☐ process water
☐ ground water
☐ solid waste
☐ storm water
☐ pollution prevention
☐ residual/biosolids management
☐ coastal, river, lake ecology/surface water
☐ toxic & hazardous materials
☐ public education / information
☐ instrumentation/automation controls
☐ other _______________________

JOB TITLE
☐ EXECUTIVE: commissioner, board member, city manager, mayor, president, vice president, owner, partner, director
☐ MANAGEMENT: division head, section head, manager, chief engineer, comptroller, etc.
☐ ENGINEERING/NON MANAGERIAL: civil engineer, mechanical engineer, environmental engineer, planning manager, field engineer, system designer
☐ SCIENTIFIC/NON MANAGERIAL: chemist, biologist, biophysicist, researcher, analyst, etc.
☐ PURCHASING: purchasing agent, procurement specialist, buyer
☐ OPERATIONS: foremen, operator, maintenance, crewman, service representative, etc.
☐ MARKETING & SALES-NON MANAGERIAL: market analyst, marketing representative, sales representative, etc.
☐ STUDENT
☐ RETIRED INDUSTRY REPRESENTATIVE
☐ OTHER _______________________

Member Dues are Subject to Change

☐ Individual Annual Membership — $65 ☐ Student Annual Membership — $15

When possible, please register for membership online by credit card or check at www.azwater.org.

RETURN YOUR MEMBERSHIP APPLICATION ALONG WITH ANNUAL DUES TO:

AZ Water Association
18521 E. Queen Creek Rd., Ste. 105-611 • Queen Creek, AZ 85142
Questions? Call toll free 888-559-8844 • 480-987-4888 phone • 480-816-7039 fax

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