

BOARD POLICIES
TEXAS RURAL WATER ASSOCIATION
(Last Amended on July 11, 2017)

THE FOLLOWING BOARD POLICIES ARE ADOPTED BY THE TRWA BOARD OF DIRECTORS TO CLARIFY ADMINISTRATIVE PROCEDURES AND ESTABLISH SPECIFIC GUIDELINES BY WHICH THE ASSOCIATION CAN BETTER MANAGE ITS INTERNAL AFFAIRS.

SECTION 1. DISTRICT REPRESENTATION

- A. The state shall be geographically divided into fourteen (14) districts so as to establish regional representation on the Board of Directors.
- B. District boundaries shall be determined by the Board of Directors (TRWA District Map - Appendix A).

SECTION 2. ELECTION OF DISTRICT DIRECTORS AND ALTERNATES

- A. Election Procedures for District Directors and Alternate Directors shall be as follows:
 - 1. The Executive Director shall notify the membership at least seventy-five (75) days and not more than ninety (90) days prior to the Annual Meeting of those districts holding elections, qualifications for candidates, and the filing procedures.
 - 2. Candidates for District Director and Alternate Director must file a statement of a qualifications and consent (Appendix B) with the Executive Director of the Association no later than 60 days prior to the date of the Annual Meeting. A Candidate who does not file this form in a timely manner will not have their name printed on the official ballot and will not be eligible to serve.
 - 3. At the Annual Business Meeting, the President shall announce the names of the Candidates who have filed for District Director and Alternate Director positions. Nominations will not be accepted from the floor of the Annual Business Meeting or Caucus for any position.
 - 4. Eligibility of all Candidates shall be verified by the Executive Director before the printing of names on the ballot.
 - 5. Voting for Directors and Alternate Directors shall be by secret ballot at the District Caucuses held during the Annual Meeting of Members. Voting delegates must attend the Caucus in order to receive an official ballot and vote.
 - 6. Candidates for Director and Alternate Director must be employed on the staff or on

the board of directors of a Regular TRWA Member which has its principal office located within the district at the time they become a Candidate and during their term of office.

B. Campaign Procedures

1. Candidates for Director and Alternate Director may not begin their campaign for Office until they have filed a qualifications and consent statement with the Executive Director.
2. Candidates shall not distribute literature, discuss candidacy, or campaign while conducting meetings for the Association.
3. The official TRWA emblem, its slogan, and/or stationery shall not be used by any Candidate on any campaign literature.
4. No Candidate shall solicit nor accept TRWA staff endorsements or assistance in their campaign.
5. Violation of any of these campaign procedures shall disqualify the Candidate from holding office.

C. Election Procedures

1. An Elections Judge shall be appointed by the TRWA President for each District caucus holding an election. An Election Judge may not be a current Director, Alternate Director or staff of the Association.
2. Duties of the Elections Judge shall include the following:
 - a. Check voting credentials and issue official ballots to eligible voting delegates.
 - b. Introduce candidates - each Candidate shall be allowed three (3) minutes in which to address the district caucus.
 - c. Allow each candidate to appoint one member of a Tellers Committee who shall be responsible for tabulating the ballots and announcing the results of the District Director and Alternate Director. Those appointed by each candidate and election judge shall constitute the entire Tellers Committee.
 - d. In the event that no Candidate for District Director and/or Alternate Director receives a majority vote after the first ballot, then a run-off election shall continue to be held until a Candidate is elected by a majority vote.
 - e. The Election Judge shall declare the election results for the District Director and Alternate Director position and submit a final report to the Chairman of the Policy, Bylaws, Resolutions and Credentials Committee (or his or her designee) immediately.

- f. In the event that no qualified Candidate is elected for a District Director position, such position shall be filled by the TRWA Board of Directors in the same manner as a vacancy.

D. Filling of Director or Alternate Director Vacancy

1. Members within a District shall be informed by the Executive Director when a vacancy occurs in their District Director position. If an Alternate Director exists, the Alternate Director will immediately assume the vacated position. If no Alternate Director exists to assume the vacated position, the Executive Director shall also notify the District Members of the vacancy and the date the vacancy will be filled by the Board of Directors. If a District has a vacancy in the Alternate Director position, the Executive Director shall notify the District if the Board of Directors intends to fill the vacancy and the date the vacancy will be filled.
2. Members within a District may submit nominations for Director and Alternate Director vacancies to the Executive Director within thirty (30) days after notification is provided under paragraph 1.
3. Director vacancies without an Alternate Director and Alternate Director vacancies shall be filled by a majority vote of the Board of Directors. The person filling the vacancy shall serve until an election can be held in the District caucus at the next Annual Meeting or at a special meeting called for that purpose as provided in the Bylaws.

E. Removal from Office or Disqualification of Candidates by Board of Directors

1. The Board of Directors may on their own motion by two thirds vote disqualify or remove with cause any existing or newly elected member of the Board of Directors or Alternate Director whenever in their judgment the best interest of the Association shall be served by such removal.
2. Complaints from members regarding the qualification of or the need to remove a Director must be submitted in writing to the Policy, Bylaws, Resolutions and Credentials Committee and Executive Director at least one (1) hour prior to any regular or special meeting of the Board of Directors.
3. The subject of the complaint shall be notified by the President that the Board will consider the complaint at its next meeting, and shall be provided information regarding the basis for the complaint.
4. The Policy, Bylaws, Resolutions and Credentials Committee shall submit a report to the Board of Directors with recommendations regarding any written complaint.
5. The subject being removed from office or denied service shall have an opportunity to present a defense or explanation to the Board prior to any decision.

6. All decisions of the Board of Directors shall be final and effective immediately.

F. Removal from Office by District Membership

1. Upon receiving a written complaint, the Members of a district may remove a District Director or Alternate Director at any annual or special meeting of the membership in accordance with procedures contained in Article 8.04 of the bylaws.
2. Members of a district shall notify the Executive Director and the TRWA Board President that they plan to conduct a recall election. The Board of Directors of the association shall conduct all recall elections and meetings held for such purpose.
3. The Executive Director shall provide the District Membership with at least 30 days written notice prior to the date, time, and place of the annual or special meeting at which a recall election will be held.
4. The Executive Director shall provide notice to the District Director or Alternate Director subject to recall and provide them an opportunity to address the allegations in the complaint to the district members.

SECTION 3. COMMITTEES

A. Organization

1. Executive Committee. The Association shall be governed by its Board of Directors as authorized in the Bylaws of the Association. An Executive Committee shall exist and consist of the President, Immediate Past President, Vice President, Secretary, and Treasurer. If the Immediate Past President is no longer serving on the Board, that position will remain vacant. The Executive Committee may act for the Board of Directors between meetings of the Board if necessary. The Executive Committee shall have such functions and duties which are assigned to it by the Board of Directors of the Association or the Bylaws.
2. Policy, Bylaws, Resolutions and Credentials Committee. A Policy, Bylaws, Resolutions and Credentials Committee consisting of five or more members of the Board of Directors appointed annually by the President shall be established to receive and make recommendations to the Board and Membership regarding proposed Bylaws Amendments, Resolutions, and other governance policies.
3. Credentials Subcommittee. A Credentials Subcommittee consisting of at least three Members of the Policy, Bylaws, Resolutions & Credentials Committee shall be appointed by the chair of the Committee as provided for in the Bylaws.
4. Standing, Special and Ad Hoc Committees. The President shall annually appoint all Standing, Special and Ad Hoc committees including appointment of a chairmen, vice-chairmen and committee members. All committees and appointments are subject to approval by the Board of Directors. A list of Committees and their duties and

responsibilities shall also be approved by the Board (Appendix F).

- B. Meetings. Regular meetings of committees shall be held in conjunction with Board of Directors meetings. Special meetings of committees may be called by the chairman of the committee with the approval of the President.
- C. Reports. Committees shall make regular progress reports to the Board of Directors, and if requested by the Board or President, make a report at the Annual Meeting.

SECTION 4. OFFICERS

- A. The elected Officers of the Association shall be a President, Vice President, Secretary and Treasurer. The Immediate Past President shall serve as an Officer by position. Their specific duties and responsibilities are determined by the Bylaws and detailed in these Board Policies (Appendix G). The Treasurer shall serve as the chairperson of the Finance Committee and as a member of the Staff Benefits and Compensation Committee.
- B. Officers are elected every two years by a majority vote of the Board of Directors present at the regular Board Meeting held in conjunction with the Annual Meeting. Nominations will be made from the floor by the Board.
- C. Officer elections shall be held by open ballot. If necessary, a runoff election will be held for each Officer position until one candidate receives a majority vote. To be eligible, a nominee must be currently serving on the TRWA Board of Directors. A Director must have served at least one full term, three years, to be eligible for nomination and election to be an Officer of the Board of Directors, other than President. A Director must have served at least two years as an officer to be eligible for the office of President.
- D. Officers serve as members of the Executive Committee for a term of two years or until their successors are elected.
- E. A vacancy in an Officer position shall be filled by a majority vote of the Board of Directors present at the next regular or special meeting of the Board. The election procedure shall be held in the same manner as in Section 4 (B) above.

SECTION 5. ADMINISTRATION

- A. The day to day operation and administration of the Association and staff shall be under the direction and supervision of the Executive Director whose job description and responsibilities are detailed in Appendix H.
- B. In the event the Executive Committee determines that the Executive Director has become incapacitated or unable to perform his or her regular duties, then the Board of Directors shall designate an Acting Executive Director who shall assume all duties and responsibilities of the Executive Director until such time that the Board of Directors can take further action.
- C. Staff assignments shall be made by the Executive Director. Board members should notify

the Executive Director when requesting staff assistance.

- D. Personnel Policies for all Association staff members shall be established and approved by the Board of Directors.
- E. Association offices shall be open for visitation by the membership during the regular office hours or by appointment.
- F. All authorized contracts shall be approved by the President and the Executive Director in accordance with the Bylaws and these Board Policies.
- G. Due diligence shall be taken in the sale of TRWA properties or assets, with a minimum of three bids recommended for the sale of assets over \$5,000 and with credit procedures established to insure collection of payment.
- H. Due diligence shall be taken when soliciting contract services or purchasing assets, with a minimum of three bids recommended for the purchase of goods and services in excess of \$5,000.
- I. The Executive Director shall review all bills, statements, and vouchers submitted to the Association for payment to assure compliance with the Budget and these Board Policies. The Executive Director shall seek the advice and consent of the Treasurer and/or Executive Committee prior to payment of any questionable expense submitted by an officer, board member, supplier or vendor.
- J. Checks or expenditures of association funds shall be co-signed by the Treasurer and Executive Director. The President, Vice President, Secretary or the Acting Executive Director may co-sign checks in extraordinary cases. The Treasurer's signature may be by facsimile.

SECTION 6. BOARD OF DIRECTORS MEETINGS

- A. The Board of Directors shall meet at least three (3) times per year (March, July, and December). The Executive Director shall send notice of the dates and location no later than 45 days prior to the meeting.
- B. Board members are required to attend all meetings of the Board of Directors. In the event absences are necessary, the Alternate Director and Executive Director shall be notified as soon as possible prior to the meeting.
- C. Absence from three regular meetings within a term of office shall constitute resignation and the position shall be declared vacant unless the Executive Committee determines there are unusual circumstances which warrant such absences and waives this requirement.
- D. All hotel reservations for Board members traveling on behalf of TRWA should be made through the Association's meeting coordinator unless otherwise determined.

- E. Reimbursement for travel or lodging shall not be paid for the following:
1. To Board members present for less than one-half (1/2) of the time during any committee or Board of Directors meeting.
 2. To Alternate Directors not appointed to a Committee voluntarily attending meetings of the Board of Directors.
 3. Upon written request by a Board member, the President may authorize payment in extraordinary cases.
- F. The cost for rooms during Board or Committee meetings which are guaranteed and are not used or canceled will be paid for by the member. Upon written request by a Board member, the President may authorize payment in extraordinary cases.
- G. Expenses for Alternate Directors will be reimbursed provided the Director has notified the Alternate that he/she is unable to attend the meeting, or if the Alternate Director is appointed to serve on a Committee.
- H. At the Annual Meeting, Board Meetings or Committee meetings, TRWA will provide a room for Board members based on a double occupancy rate.
- I. Local water system members having matters to be presented to the Board of Directors shall make a request to the President in writing in order to have the item placed on the agenda.
- J. Copies of Board minutes shall be mailed to each District Director and Alternate Director at least 30 days before the meeting where they will be approved.
- K. All mass mailings sent to the membership shall also be mailed to the Board of Directors or distributed at Board meetings.
- L. Materials pertaining to action items on the Board's agenda shall be provided electronically or printed and sent to Board members prior to the meeting, when possible, or be ready for distribution at the beginning of the meeting.
- M. The Board of Directors and/or Committees may conduct business by mail, conference telephone call, or by electronic means when deemed necessary by the Committee chairman or President. A report of any action taken by mail, conference telephone call or by electronic means shall be verified and made a part of the minutes of the next meeting of the Committee or Board of Directors.
- N. The Executive Director shall provide each District Director and Alternate Director with monthly Board Reports containing meeting notices, agenda items, minutes, financial/audit reports, and any other material that is not confidential, legal or personnel related.

SECTION 7. TRAVEL AND EXPENSES FOR DIRECTORS

- A. Vouchers for expenses incurred shall be submitted within sixty (60) days after trip or service is completed and must be signed by the individual incurring the expense.
- B. Receipts for hotel bills and transportation shall be attached. Reimbursement may be denied for expenses submitted without receipts.
- C. No personal or unreasonable expenditures shall be reimbursed. Alcoholic beverages are considered personal expenditures and may not be reimbursed unless otherwise authorized for business purposes by the President or Executive Director.
- D. Expenses of committee members will be paid only if a meeting of the Committee has been approved by the President.
- E. Expenses incurred for automobile transportation (mileage) used in conjunction with Association business will be reimbursed at the maximum rate allowed by the Internal Revenue Service.
- F. Expense vouchers shall include expenses of only the individual. No reimbursements shall be made for spouses or guests without the approval of the President.
- G. Expenses incurred by Board members or staff for large groups of members shall not be reimbursed. Only the President and Executive Director are authorized to commit the Association to payment for group expenses.
- H. Travel to all TRWA and NRWA meetings must be in the most direct, reasonable and economical manner.

SECTION 8. ANNUAL MEETINGS OF THE ASSOCIATION

- A. The Association shall hold Annual and Special Membership Meetings in accordance with the Bylaws.
- B. The Executive Director shall mail to each active member of the Association who is entitled to vote at the Annual Meeting a Convention Registration Form, Delegate Certification Form (Appendix D), Qualification and Consent Form (Appendix B), a notice of Districts holding elections, and a Bylaws Amendments and Resolution Form (Appendix E). Such notice shall be mailed at least 75 but not more than 90 days prior to the Annual Meeting.
- C. The Policy, Bylaws, Resolutions and Credentials Committee shall supervise the registration and certification of delegates eligible to vote and hold elective office at the Annual Meeting. Questions regarding the validity of any Delegate Certification Form shall be resolved by the Committee in accordance with guidelines and policies established by the Board (Appendix C).

- D. All Delegate Certification Forms (Appendix D) must be tendered to the Credentials Committee no later than 5 p.m. on the day preceding the Annual Business Meeting.
- E. A suitable primary site for the Annual Meeting shall be determined by the Board of Directors at least three years in advance.
- F. The general plans for the Annual Meeting shall be made by the President and Executive Director.
- G. The Board of Directors of the Association or the Board of Directors of a member water system may submit bylaws amendments, resolutions or new business items for consideration by the authorized delegates at the Annual Meeting in accordance with the Bylaws on an approved submission form (Appendix E).
- H. The Policy, Bylaws, Resolutions and Credentials Committee shall review the minutes of the Annual or any Special Meeting of the membership and recommend their approval to the delegates.
- I. An Associate Member, vendor or supplier not exhibiting at the Annual Meeting or a TRWA event where exhibits are being held, will be required to register at the booth fee rate prior to receiving a name badge and being admitted to conference events.
- J. Exhibitors at a TRWA event will be required to promote their products and services only within their respective booth.
- K. An Exhibitor is limited to no more than five (5) representatives in an 8x10 booth space or ten (10) representatives in a 10x16 or 20x16 booth space.
- L. An Exhibitor offering a door prize at a TRWA event must conduct the drawing in their own booth. TRWA will not announce, post the name of the winner or contact/deliver prizes to the winner of these drawings.
- M. The TRWA Executive Director (or designee) may enforce these and other policies deemed necessary to provide for an orderly event. An Exhibitor may be shut down and/or banned from exhibiting at future TRWA events for failure to abide by TRWA policies.
- N. The TRWA President and/or Executive Director may invite certain speakers or special guests of the Association to attend and participate in the Annual Meeting or other TRWA events with or without charge and may at their discretion extend certain privileges and hospitality to these individuals notwithstanding the restrictions in Section 8 (J) above.

SECTION 9. BUDGET AND FINANCIAL RECORDS

- A. The fiscal year of the Association shall be January 1 to December 31. All financial records shall be kept on an accrual basis.

- B. The Finance Committee shall be responsible for submitting a proposed annual operating budget for the Association at the December Board Meeting. A budget report shall be provided monthly to the Board of Directors.
- C. The budget shall reflect an annual transfer from the General Fund to the Reserve Fund of a minimum of 1/2 percent of the total projected revenue for the year.
- D. The budget shall reflect an annual transfer from the General Fund to the Depreciation Fund for reasonable depreciation expense.
- E. Any transfer of funds from one fund to another must be the result of an amendment to the budget. Such request for transfer of funds shall be directed by the Finance Committee to the Board of Directors for approval.
- F. All disbursements from any projected budget surplus shall be approved by the Board upon recommendation of the Finance Committee.
- G. The financial records of the Association shall be audited annually by an independent accounting firm approved by the Board of Directors. A summary of the Annual Audit Report shall be prepared and presented to the membership at the Annual Meeting.
- H. The investment of monies of any of the Association funds shall be deposited in federally insured financial institutions as may be determined by the Executive Director upon consultation with the Finance Committee.
- I. Disbursements from the Legal Fund, Building Fund, Reserve Fund, or the Depreciation Fund shall be authorized by a two-thirds (2/3) vote of the Board of Directors.
- J. The Executive Director is authorized to borrow against the Reserve Fund and/or the Depreciation Fund, if necessary, to cover short term operating expenses.
- K. The Association shall at all times maintain a cash reserve and/or other net assets of at least 3 months operating expenses.
- L. Financial records of the Association are available for public inspection in the TRWA office during normal business hours. A reasonable charge may be made for copies.

SECTION 10. DUES STRUCTURE

- A. The dues structure for the Association shall be determined annually by the Board of Directors upon recommendation of the Finance Committee. This shall include dues for regular members, including minimum and maximum amounts; and dues for associate members. The approved dues structure shall be recorded in the minutes for the board meeting where it was determined.
- B. All members shall annually receive a certificate evidencing their membership status in the Association.

- C. Annual membership dues shall be set by the Board of Directors prior to the end of the fiscal year. Dues are payable on or before March 1st each year and are considered delinquent on May 1st. If the dues are not paid by May 15th, the delinquent members will be dropped from the roster.
- D. The Executive Director may prorate dues for new members who join the Association in the latter part of the year.

SECTION 11. REGISTRATION FEES AT CONFERENCES AND CONVENTION

- A. Registration fees for all TRWA meetings shall be determined annually by the Board of Directors upon recommendation of the Finance Committee.
- B. Board members shall not be required to pay a registration fee to attend the Annual Meeting or any other conference or workshop sponsored by TRWA. One complimentary ticket shall be provided each board member for admittance to the banquet held in conjunction with the Annual Meeting. Tickets to other events requiring payment such as golf tournaments, PAC functions, social events, tours, etc. are not complimentary.
- C. To assist in planning, Board members shall complete and submit a registration form for the TRWA Annual Meeting and any conference they plan to attend.

SECTION 12. DISTRICT MEMBERSHIP MEETINGS

- A. Each District may (at the option of the District Director) have at least one district-wide meeting per year within the District at a location to be determined by the Director. This meeting may be held in conjunction with a TCEQ approved TRWA training event where attendees will receive water license renewal credit for participation. The Executive Director will coordinate the scheduling of each District meeting and training event with the Director.
- B. Each District is allotted \$1000 annually to be used towards membership meetings within the district. Reimbursable expenses shall be submitted on a voucher and may include mileage, food, rental of meeting facilities, printing, postage, etc.
- C. Each District shall have a District Caucus at the Annual Meeting to discuss issues and conduct Association Business. A sample agenda may be provided by the Executive Director.
- D. Request of TRWA staff assistance for District meetings/events should be submitted to the Executive Director as far in advance of the scheduled event as possible.
- E. A District Director may designate district representatives, by county or by region within the district, to assist the Director in promoting Association activities.

SECTION 13. NATIONAL REPRESENTATION

- A. The Board of Directors shall elect a National Director to represent Texas on the NRWA Board for a three (3) year term. The National Director shall keep the Board informed of NRWA activities by presenting a report at each Board Meeting. The Association shall reimburse the National Director and their spouse for any reasonable expenses not reimbursed by NRWA.
- B. The Official Delegates to the NRWA Annual Convention and Washington Rally shall be the TRWA President and Vice President. Alternate Delegates shall be the TRWA Treasurer, Secretary and Past President. TRWA shall reimburse delegates, alternates and their spouses for any reasonable expenses in representing the Association at these events.
- C. The Board of Directors or President may appoint certain members and/or other individuals to represent the Association at any state or national event. TRWA shall reimburse these individuals and their spouses for any expenses incurred while representing the Association.

SECTION 14. AWARDS

- A. The Friend of Rural Water Award is the Association's prestigious award given to a state or national elected official deemed to be an advocate for rural water issues and the Association.
- B. The Lone Star of Rural Water Award is an esteemed award given to a state or national non-elected public official who champions the Association and supports the betterment of Texas rural water systems.
- C. The Board of Directors has established the following individual honorary awards and may periodically establish such other awards as are determined to be appropriate: Excellence in Management, Excellence in Administration, and Excellence in Operations.
- D. Awards recipients are to be determined by the Designated Board Committee after reviewing nominations submitted by the membership. The awards shall be presented at the Annual Meeting by the Chairman of the Committee or their designee and shall be in the form of a plaque and cash prize determined by the Board of Directors. Adequate recognition should be given at the Annual Meeting to honor these award recipients.
- E. No person serving as a TRWA District Director or Alternate Director shall be eligible to receive an Individual Award offered by the Association.
- F. Past recipients of a TRWA Award shall not be eligible to be nominated again.

SECTION 15. GUIDELINES FOR ADMINISTERING THE LEGAL DEFENSE FUND

- A. The TRWA Legal Defense Fund may provide members in good standing with legal assistance in the protection of a water systems rights and responsibilities under the law. Funding priority will be given to legal issues and cases having statewide implications.

- B. Financial assistance granted to a member water system is to be considered discretionary and not the result of any vested right to receive assistance as a benefit of membership.
- C. In determining the amount of assistance, if any, to be granted to a member, the Board of Directors may consider the merits of the case, probability of a successful resolution, value of a favorable resolution to other water systems, and such other factors as may be deemed relevant.
- D. Members seeking legal assistance from TRWA should contact the Executive Director in writing and state the nature of the case and how the TRWA Legal Defense Fund might assist.
- E. The TRWA Board of Directors reserves the right to designate legal counsel in any case it decides to fund.
- F. The Board of Directors shall periodically solicit contributions from the membership to support the Legal Defense Fund.

SECTION 16. GUIDELINES FOR ADMINISTERING THE DISASTER RELIEF FUND AND RURAL WATER EMERGENCY ASSISTANCE COOPERATIVE

- A. The TRWA Disaster Relief Fund and Rural Water Emergency Assistance Cooperative (RWEAC) are established to provide emergency help and assistance to water and wastewater utilities in Texas and the nation in the event of a disaster or emergency situation. Priority assistance will be given to small water and wastewater utilities most severely impacted and in need of manpower, equipment, supplies, food, water and other basic necessities to get their utility operational.
- B. The Executive Director shall administer the Disaster Relief Fund and RWEAC in accordance with these policies and the guidance document adopted by the Board.
- C. Water utilities or other state rural water associations seeking assistance from either of these resources should contact the Executive Director and detail the nature of the request and how TRWA might assist.
- D. In determining if assistance is to be provided, the Executive Director shall consider the overall impact of the disaster to the local community, state or nation, the type of assistance requested, existing resources that are readily available, amount (if any) of state or federal reimbursement, time and distance involved, and other factors deemed relevant.
- E. The Executive Director, upon approval of the Executive Committee, is authorized to expend up to \$50,000 in labor costs, travel expenses, supplies, equipment and cash from the TRWA Disaster Relief Fund to assist water and wastewater utilities in the event of a disaster or emergency situation. Additional expenditures may be authorized by the Executive Committee in the event of multiple disasters or emergency.

- F. The Association shall periodically solicit voluntary contributions from the membership to support the Disaster Relief Fund. An accounting of the funds collected and disbursed shall be provided at least annually to the Board of Directors.
- G. RWEAC is an informal cooperative effort to assist water and wastewater utilities needing special equipment and technical expertise in the event of a disaster or emergency situation. The Executive Director shall maintain a database of resources available from member utilities and coordinate the scheduled delivery and use of these resources where they are best needed.

SECTION 17. AVAILABILITY OF MEMBERSHIP LIST

- A. Each year TRWA shall publish a Membership Directory containing a listing of names, addresses, and telephone numbers of all Regular and Associate members of the Association. The directory shall be published in a form and manner to be determined by the Executive Director.
- B. Each Regular and Associate member shall be provided one electronic or paper copy of the Membership Directory as part of their membership dues. Members may purchase additional copies.
- C. The TRWA membership list is available for inspection in the TRWA office by any member at anytime.

SECTION 18. TRWA MAGAZINE

- A. The TRWA Magazine shall be published a minimum of six (6) times per year and is complimentary for all regular members and their board members. Associate members receive one complimentary copy per membership.
- B. Subscriptions are not available to the public or non-members without the consent of the Executive Director.
- C. If space permits, the content of the TRWA Magazine shall:
 - 1. Include a calendar of events of all TRWA meetings and pertinent meetings of other water related associations.
 - 2. Have an editorial from the President and/or the Executive Director in each issue.
 - 3. Publicize activities of the Officers, the Board of Directors, Committees, Staff, and local water systems.
- D. Advertising will be accepted on a first come basis provided the vendor submits payment and copy in accordance with the terms and conditions of the advertising agreement. (Appendix I).
- E. Advertising may be refused by the Executive Director for cause.

SECTION 19. PROTECTION OF ASSOCIATION ASSETS

- A. The Executive Director shall annually review all insurance policies to assure proper and adequate protection for the association and its assets.
- B. All officers and employees having access to cash shall be bonded in sufficient amounts to adequately protect the Association.
- C. The Executive Director shall maintain an up to date inventory list of all Association property and equipment.
- D. Each year the Association shall purchase Directors and Officers Liability Insurance for the Board of Directors and Staff in sufficient amounts to adequately protect the Association.

SECTION 20. CONFLICT OF INTEREST

- A. No Officer, District Director, Alternate Director, or Staff of the Association shall have any interest, engage in any activity or incur any obligation which is in conflict with the proper discharge of Association duties.
- B. No official shall receive for personal use any compensation of any kind (salary, per diem, travel expense, or gift of value in excess of \$25) from a firm or corporation which sells goods or services to the Association. Any gift offered which exceeds \$25 in value may be accepted on behalf of the Association in the discretion of the TRWA Executive Committee. This section shall not prohibit the receipt of items or services which are prizes resulting from contests or drawings.
- C. No official shall engage in any activity which will require disclosure of confidential Association information or otherwise use such information to further personal interests.

SECTION 21. AMENDMENTS

These Board Policies may be amended at any regular or special meeting of the TRWA Board by a majority vote.

ATTEST: I CERTIFY THAT I WAS PRESENT AT THE TRWA BOARD OF DIRECTORS MEETING ON JULY 11, 2017 AND THAT THESE BOARD POLICIES WERE AMENDED ON THIS DATE AND THAT THIS COPY IS TRUE AND CORRECT.



PAT ALLEN, PRESIDENT


CHRIS BOYD, SECRETARY

DATED THIS 11th DAY OF JULY 2017.

TRWA Board Policy Appendices

Appendix A	TRWA District Map
Appendix B	Qualification & Consent Form – Candidate for District Director or Alternate Director
Appendix C	Credentials Committee Guidelines & Absentee Ballot Procedures
Appendix D	Delegate Certification Form
Appendix E	Bylaws Amendment and Resolution Form
Appendix F	TRWA Committee Descriptions & Responsibilities
Appendix G	TRWA Officer Job Descriptions
Appendix H	Executive Director Job Description
Appendix I	Quality on Tap Advertising Agreement Form

Appendix A



Appendix B

QUALIFICATION AND CONSENT FORM

Candidate For Director and Alternate Director

Candidates for Director and Alternate Director shall complete and file a Qualification and Consent Form with the TRWA Executive Director no later than **[MONTH DAY, YEAR]** in order to have their name printed on the official ballot. Nominations will **not** be accepted from the floor of the Annual Business Meeting or Caucus for any position. Information on qualifications for candidates and campaign procedures are detailed in the TRWA Bylaws and Board Policies, which can be accessed at www.trwa.org. Contact **[NAME]**, TRWA Executive Director, for more specific information on filing procedures.

Name _____ Member Water System _____

Mailing Address _____ City _____ State _____ Zip _____

District # _____

Are you () employed on the staff or () on the board of directors of a regular TRWA member that has its principal office located within the district?

Candidate for () Director () Alternate

I CERTIFY THAT I HAVE READ ALL PROVISIONS OF THE CURRENT TRWA BYLAWS AND AM QUALIFIED TO SERVE UNDER THE TERMS AND CONDITIONS THEREOF. I ALSO GIVE MY CONSENT TO HAVE MY NAME PLACED ON THE OFFICIAL TRWA BALLOT FOR THE POSITION INDICATED ABOVE AND AGREE TO ABIDE BY ALL CAMPAIGN PROCEDURES AS LISTED IN THE CURRENT TRWA BOARD POLICIES. MY WATER SYSTEM BOARD IS AWARE THAT I AM SEEKING THIS OFFICE.

SIGNATURE

DATE

Appendix C

TRWA CREDENTIALS COMMITTEE GUIDELINES AND POLICIES REGARDING VALIDITY OF DELEGATE CERTIFICATION FORMS

The TRWA Board of Directors has determined that any delegate certification forms submitted at an annual or special meeting of the members will be accepted (or not accepted) in accordance with the following guidelines and policies.

1. A photocopy or facsimile of an official delegate certification form is acceptable.
2. An affirmation date is required to be included on all forms.
3. Two signatures are required on all forms (except from Investor Owned Utilities).
4. The names of the officers listed on the form do not have to match those on record with TRWA.
5. A delegate certification form will be accepted without an alternate delegate being listed.
6. If a member system's delegate and alternate cannot attend an annual or special meeting, a letter of written consent from the system's appointed delegate or president naming a substitute delegate will be accepted. The "substitute" delegate from the system shall be allowed to vote.
7. The credentials committee shall maintain an "official clock" that will be used to determine timely submission of forms.
8. If duplicate delegate certification forms are submitted, the one with the latest affirmation date will be considered the official form.

ABSENTEE BALLOT VOTING PROCEDURES

For the Annual Meeting and Convention of the Regular Members of the Texas Rural Water Association

If you do not plan to attend the Annual Meeting of the Texas Rural Water Association, your water system is still entitled to one vote. **Again this year, we will have an absentee voting process for those systems that cannot send a delegate to the Convention. We no longer allow systems to vote by proxy.** Each system will receive an official absentee ballot and delegate certification form, as well as a complete list of candidates and a description of any proposed bylaws amendments or resolutions no later than [MONTH, DAY, YEAR]. **To cast an absentee ballot, you must complete a delegate certification form and the official absentee ballot, and return the original documents to the Credentials Committee using one of the following methods:**

- Official absentee ballot and delegate certification form may be mailed to the TRWA office. Votes submitted through this method must be **received by** 5:00 p.m. on **[MONTH DAY, YEAR]**.
- Official absentee ballot and delegate certification form may be delivered to the Credentials Committee desk on-site at the Annual Convention **no later than** 5:00 p.m. on **[MONTH DAY, YEAR]**.

Improperly executed absentee ballots and/or delegate certification forms may result in disqualification of the ballot by the Credentials Committee.

To ensure anonymity, once your credentials have been verified, your absentee ballot will be separated from your delegate certification form and given to the TRWA staff member who will be monitoring all ballots. Absentee ballots will not be read or counted until the day of the caucuses and official election.

Detailed instructions, a complete list of items under consideration, your official absentee ballot, a delegate certification form and a preaddressed envelope will be included in the absentee voting packet your system will receive in January. In the meantime, if you have any questions about this process, please reference your November/December issue of the TRWA magazine or visit our website at www.trwa.org for more details. You may also call our office at 512-472-8591.

Appendix D

DELEGATE CERTIFICATION FORM

For the Annual Meeting and Convention of the Regular Members of the Texas Rural Water Association

As a TRWA member, your water system is entitled to one vote on all issues considered at the Annual Meeting, including the election of directors and any proposed resolutions or amendments to the TRWA bylaws. If you are sending a voting delegate to the meeting, your board must appoint a delegate and alternate as soon possible. The Board President or Vice President and Board Secretary or Treasurer of the member system must complete and sign the delegate certification form below and return it to the TRWA Credentials Committee with your convention registration materials. (Only President or Owner need sign for IOU.) Forms must be received at the TRWA office no later than 5:00 p.m. on [MONTH DAY, YEAR], or delivered to the Credentials Committee no later than 5:00 p.m. [MONTH DAY, YEAR]. Improperly executed delegate certification forms may result in disqualification of the delegate by the Credentials Committee.

KNOW ALL MEN BY THESE PRESENTS, that the _____, a Public Water Supply Entity (herein called the "Entity"), a Regular Member of Texas Rural Water Association, hereby appoints:

_____ as our true and lawful voting delegate and
(print delegate's name)

_____ as our alternate delegate to attend and represent
(print alternate's name)

the Entity at the Annual Business Meeting of the Association and District Caucus to be held on [MONTH DAY, YEAR], in Austin, Texas, to vote on any question, bylaws amendment or resolution, or any other matter for and on our behalf, which may come before the meeting or any adjournment thereof upon which the Entity would be entitled to vote.

IN WITNESS WHEREOF, this delegate certification form has been executed on behalf of the aforementioned Entity on this the _____ day of _____, [YEAR].

Board President or Vice President or Owner

Board Secretary or Treasurer

Date

TRWA District

Appendix E

BYLAWS AMENDMENT AND RESOLUTION FORM

A member water system may submit a proposed amendment to the TRWA Bylaws and/or offer a resolution for consideration at the Annual Meeting. The amendment and/or resolution must be duly adopted by the Board of Directors of a member water system and submitted to the TRWA Executive Director on this approved form no later than **[MONTH DAY, YEAR]** for consideration at the **[YEAR]** TRWA Annual Meeting. The TRWA Policy, Bylaws, Resolutions & Credentials Committee shall submit a report and recommendation to the delegates at the Annual Meeting on all proposed Bylaws amendments and/or resolutions received. Members may access the TRWA Bylaws and Board Policies at www.trwa.org.

Name _____ Member Water System _____

Mailing Address _____ City _____ State _____ Zip _____

BYLAWS AMENDMENT

Amend Article # _____ Section # _____ Page # _____

To Read As Follows: _____

RESOLUTION

Be It Resolved That TRWA _____

I CERTIFY THAT THE BOARD OF DIRECTORS OF OUR MEMBER WATER SYSTEM VOTED TO SUBMIT THE PROPOSED TRWA BYLAWS AMENDMENT AND/OR RESOLUTION LISTED ABOVE AT A MEETING HELD ON _____.

Board President

Date

Water System

Appendix F

TEXAS RURAL WATER ASSOCIATION

COMMITTEE DESCRIPTIONS AND RESPONSIBILITIES

EXECUTIVE COMMITTEE

The Executive Committee is a standing committee of the Association that has the functions and duties that are assigned to it by the Board of Directors of the Association or the Bylaws. The TRWA President presides at all meetings and sets the agenda. The Executive Committee may act on behalf of the Board of Directors between meetings of the Board, if necessary, and interprets and implements the policies of TRWA. The Committee evaluates the job performance of the Executive Director and makes recommendations to the Board on personnel issues.

POLICY, BYLAWS, RESOLUTIONS & CREDENTIALS COMMITTEE

The Policy, Bylaws, Resolutions & Credentials Committee is a standing committee of the Association. It periodically reviews the organizational documents of the Association including the Bylaws, Board Policies, and Personnel Policies. The Committee evaluates these policies and makes recommendations for changes to the Board of Directors. The Committee also processes bylaws amendments, new business items and resolutions proposed by the membership and issues a report at the Annual Business Meeting. The Committee annually reviews the membership records to determine those members eligible to vote and hold elected office. The Committee supervises the registration of delegates before the Annual Business Meeting.

ORGANIZATIONAL RESOURCES COMMITTEE

The Organizational Resources Committee is a committee of the Board of Directors. The Committee provides oversight of the financial affairs and staff resources of the Association, working closely with the Executive Director and Finance Director. It reviews the annual budget including all revenue and expenses in such detail as the Board may require and recommends it for adoption by the Board. The Committee also proposes the dues allocation and conference registration fees and recommends adoption by the Board. The Committee reviews the Annual Audit and reports to the membership on the financial condition of the Association at the Annual Business Meeting. The Committee periodically reviews the compensation and bonus paid to the Executive Director and staff of the Association. The Committee is charged with making recommendations to the Board on insurance and other employee benefits to ensure that the Association is able to attract and retain quality personnel. The Treasurer of the Association serves as Chairman.

LEGISLATIVE, LEGAL & PAC COMMITTEE

The Legislative, Legal & PAC Committee is a committee of the Board of Directors. It is charged with soliciting ideas, requests and legal issues from the membership and then organizing them into a coordinated policy of regulatory, legislative or legal action for recommendation to the Board of Directors. The Committee reviews all proposed federal and state legislation as to its impact on the membership. The committee may recommend legislative policy in response to a specific situation, emergency or crisis without Board approval. This Committee solicits funds for the TRWA Political Action Committee and approves financial contributions made to candidates for state and federal office in accordance with the Rural Water PAC Bylaws.

PROFESSIONAL DEVELOPMENT&TRAINING COMMITTEE

The Professional Development & Training Committee is a committee of the Board of Directors. It evaluates current and proposed state and federal training programs offered by the Association for the water and wastewater utility industry. The Committee provides input into the educational and training needs of members for conferences, classroom and online classes in the areas of leadership/ board governance, management, technical operations, office operations, financial, tariff and policy development, and other topics of interest. The Committee provides input to staff on conference program topics, speakers, locations and other training opportunities for the Association. It also provides guidance to staff on the effect operator certification regulations and policies have on TRWA members and provides input on courses of action.

STATE & FEDERAL PROGRAM OVERSIGHT COMMITTEE

The State & Federal Program Review Committee is a committee of the Board of Directors. It is charged with reviewing the work of the Technical Assistance and Environmental Services Departments to ensure that they are providing a high standard of service to TRWA members, stakeholders and customers; and to ensure compliance with existing state and federal contracts. The Committee also considers proposed new contract and fee-for-service opportunities to determine whether they fit within the mission and goals of the Association, enhance current offerings, diversify funding sources, and increase the financial position of the Association for recommendation to the Board.

MEMBERSHIP COMMITTEE

The Membership Committee is a committee of the Board of Directors. It is charged with advising the Executive Director and management staff regarding ideas and programs to increase membership by bringing in new members and retaining current members. It is charged with suggesting approaches to achieve increased member engagement, including local or grassroots engagement. The Committee will also work with staff to empower directors and other volunteer leaders to organize engagement activities at the local/grassroots level. The committee is charged with overseeing the improvement and enhancement of current member programs and services; and considering and recommending new programs and services to the Board.

LEADERSHIP DEVELOPMENT COMMITTEE

The Leadership Development Committee is a committee of the Board of Directors. It is charged with overseeing the creation of a leadership development program designed to educate and cultivate future industry leaders, and working to ensure that these new leaders continue to be engaged with the Association. This Committee recommends strategies for succession planning to ensure the continuation of strong leadership for the Association. The Committee is also charged with ensuring that board members and alternate directors receive training for their roles; and working to promote active engagement by board members.

PUBLIC RELATIONS/ COMMUNICATIONS COMMITTEE

The Public Relations/Communications Committee is a committee of the Board of Directors. It is charged with overseeing programs that ensure the Association is promoting and supporting the water and wastewater industry and the work of the Association to members, nonmembers, policy makers and utility customers. Current communication outlets include the bi-monthly magazine, publications such as the rate and salary surveys and guide books, direct mail, website/blog posts and social media. The Committee will review and make recommendations to the Board on new programs and ideas to reach the intended audiences. The Committee also oversees the awards program, which includes reviewing the creation or elimination of an award and making a recommendation to the Board, suggesting ways to encourage participation among members and soliciting nominations, and evaluating the nominations to determine who receives the awards.

Appendix G

TRWA Job Description

President

SUMMARY:

The TRWA President serves as the chief elected officer, representing the entire membership and the best interests of the association. Exercises personal leadership in the motivation of other officers, board members, committee members, staff and membership. Influences the establishment of goals and objectives for the association during the term of office. Acts as spokesman and inspirational leader and takes an important part in monitoring and evaluating organizational performance and effectiveness. Works in close partnership with the Executive Director.

SPECIFIC RESPONSIBILITIES:

- Shall be responsible to the Board of Directors, Executive Committee and to the membership for seeing that the programs and policies of the association reflect the needs and aspirations of the membership.
- Shall preside at all meetings of the Board of Directors and Executive committee. Coordinates agenda material with the Executive Director.
- Shall see that the Board of Directors, Executive Committee and Committee Chairman are kept fully informed on the conditions and operations of the association.
- Shall work with the Executive Committee in seeing that basic policies and programs that will further the goals and objectives of the Association are planned, formulated and presented to the Board of Directors.
- Shall appoint the chairman, vice chairman and members of committees, task force and/or special committees as approved by the Board of Directors, outlines the purpose and duties of these committees, and monitors their progress. Serves as a member of all committees.
- Shall see that the organization structure and policies of the Association are reviewed annually with the Executive Director.
- Shall support and defend the policies and programs which are adopted by the Board of Directors and the Executive Committee.
- Shall promote the interest and active participation of the membership in the Association's activities and shall report the activities of the Board and the Association to the membership by means of letters, publications or speeches.
- Shall present a report at each meeting of the Board of Directors and at the Annual Membership Meeting and at other appropriate meetings where necessary.

- Shall serve as a voting delegate to the National Rural Water Association's Annual Meeting and Political Action Rally.
- Shall act as a spokesperson for the Association to the press, the public, legislative bodies and related organizations.

TRWA Job Description

Vice President

SUMMARY:

The Vice President works closely with the President to accomplish the goals and objectives of the association, and shall perform the duties of the President in the event of his inability or refusal to act and when so acting he shall have all the powers and be subject to the same restrictions as the President.

SPECIFIC RESPONSIBILITIES:

- Shall assist the President in performing his duties.
- Shall assist and coordinated the work of the various Committee Chairman to assure proper dissemination regarding their activities to the President, Executive Director, Board of Directors and membership.
- Shall promote the interest and active participation of the membership in the Association's activities.
- Shall serve as a member of the Executive Committee.
- Shall act as a spokesperson for the Association to the press, the public, legislative bodies and related organizations.
- Shall have such duties and exercise such powers as may from time to time be assigned to him by the Board of Directors.

TRWA Job Descriptions

Treasurer

SUMMARY:

The Treasurer shall serve as the financial officer of record of the Association and is responsible for assuring that adequate records of all financial transactions are maintained and properly audited. Works in close partnership with the Executive Director and the Finance Director.

SPECIFIC RESPONSIBILITIES:

- Shall perform all duties and responsibilities specifically outlined for the Treasurer in the Bylaws and Board Policies.
- Shall serve as chairman of the Finance Committee and be responsible for presenting an annual budget for Board approval.
- Shall present an annual report to the membership on the financial condition of the Association.
- Shall work with the Executive Director to see that sound financial plans of organization and administration are implemented.
- Shall review all Board action items requiring expenditure of funds as to their impact on the budget and cash position of the Association.
- Shall co-sign all vouchers and checks with the Executive Director.
- Shall serve as a member of the Executive Committee.
- Shall perform such other duties and have such powers as from time to time may be assigned to him by the Board of Directors.

TRWA Job Description

Immediate Past President

SUMMARY:

The Immediate Past President serves as an officer of the Association and works closely with the president to accomplish the goals and objectives of the Association.

SPECIFIC RESPONSIBILITIES:

- Shall assist the President in an advisory capacity.
- Shall promote the interest and active participation of the membership in the Association's activities.
- Shall serve as a member of the Executive Committee.
- Shall have such duties and exercise such powers as may from time to time be assigned him by the Board of Directors.

TRWA Job Description

Secretary

SUMMARY:

The Secretary shall serve as an officer of the Association and is responsible for performing all duties required by the President of Board of Directors. The Secretary works with the Executive Director to ensure that all meeting minutes of the Association are recorded and maintained. Works in close partnership with the Executive Director.

SPECIFIC RESPONSIBILITIES:

- Shall assist the President in performing his or her duties.
- Shall promote interest and active participation of the membership in the Association's activities.
- Shall serve as a member of the Executive Committee.
- Shall have such duties and exercise such powers as may from time to time be assigned to him by the Board of Directors.
- Shall formulate, plan and recommend basic policies pertaining to the protection of all Association records, assets, property and governance documents.
- Shall work with the Executive Director to ensure that adequate minutes and records of the Association meetings are maintained and protected.

Appendix H

TRWA JOB DESCRIPTION

EXECUTIVE DIRECTOR

SUMMARY:

The Executive Director serves as the Chief Administrative Officer of the TRWA headquarters office in Austin, Texas, and is responsible for the effective operation of the association; for the direction of the staff and the operations and activities of the Association as a whole; and for advising and making recommendations to the President of the Board, Executive Committee, the Board of Directors and Committee Chairman with respect to these activities. The Executive Director is employed by the Board of Directors.

SPECIFIC RESPONSIBILITIES:

- Shall see that the President, Board of Directors, Executive Committee, and Committee Chairman are kept fully informed on the conditions and operations of the Association, and on all important factors influencing them.
- Shall formulate, plan and recommend basic policies and programs, including financial and budgeting programs, for the approval of the various committees and the Board of Directors.
- Shall see to the execution of all decisions of the Board of Directors and its duly constituted committees except when execution is otherwise specifically assigned for action by the Board or its committees.
- Shall see to the development of specific policies, procedures and programs to implement the general policies established by the Board of Directors and its committees; sees that these policies, procedures and programs are effectively administered and controlled.
- Shall direct and coordinate all approved federal programs, projects and major activities of the headquarters staff
- Shall see that sound plans of organization and administration are maintained for the headquarters office.
- Shall see that the assets and property of the Association are properly insured, maintained and protected.
- Shall provide for a proper accounting of all financial transactions.
- Shall be responsible for the staffing and evaluation of personnel, maintenance of salary administration procedures and approval of all promotion and terminations. Within the limits of the Bylaws, Board Policies, and Personnel Policies.
- Shall perform all duties and responsibilities specifically outlined for the Executive Director in the Bylaws, Board Policies, and Personnel Policies.
- Shall perform such duties as the Board of Directors may require.

Appendix I

ADVERTISING AGREEMENT FORM

All rules and deadlines found in this advertising guide apply to all advertisers. Signature on this form indicates acceptance of the terms contained within.

Please mark each box that applies.

Magazine Advertising

RUN MY AD IN THE FOLLOWING ISSUES:

- ☐ Jan/Feb ☐ Mar/Apr ☐ May/June
☐ July/Aug ☐ Sept/Oct ☐ Nov/Dec

AD SIZE:

- ☐ Classified ☐ Business Card
☐ Quarter Page ☐ Half Page
☐ Back Cover ☐ Full Page

TYPESETTING:

- ☐ Yes ☐ No

TRWA MEMBER STATUS:

- ☐ TRWA Member ☐ Non-Member

COLOR OPTION:

- ☐ Black and white ☐ Color

DISCOUNT:

- ☐ 10% discount (for six consecutive B&W ads)
☐ 15% discount (for six consecutive color ads)

Membership Directory Advertising

AD SIZE:

- ☐ Half Page ☐ Full Page
☐ Inside Back Cover ☐ Inside Front Cover
☐ Outside Back Cover

COLOR OPTION:

- ☐ Black and white ☐ Color

TYPESETTING:

- ☐ Yes ☐ No

Website Advertising

AD SIZE:

- ☐ Small ☐ Banner

LOCATION:

- ☐ Standard-traffic ☐ High-traffic

DURATION:

- ☐ 3 Months ☐ 6 Months
☐ 9 Months ☐ 12 Months

ADVERTISEMENT:

- ☐ Use new ad, enclosed. ☐ Pick up ad from last issue.

Total: \$ _____

☐ Check enclosed

Credit Card #: _____ Expiration date: _____ CSV: _____

Advertiser: _____

Contact Name: _____

Billing Address: _____

City: _____ State: _____ Zip: _____

Phone Number: _____

Fax Number: _____

E-Mail Address: _____

Authorized by: _____
(signature)