

Adopted April 7, 1977  
Amended January 18, 1979  
Amended January 6, 1983  
Amended November 6, 1986  
Amended January 5, 1989  
Amended January 3, 1991  
Amended November 7, 1996  
Amended April 5, 2007  
Amended May 7, 2009  
Amended November 7, 2013  
Amended January 7, 2016  
Amended November 2, 2017

**BYLAWS  
OF  
CENTRAL ARIZONA WATER CONSERVATION DISTRICT  
(CAWCD)**

**1. NAME**

1.01. The name of the District shall be Central Arizona Water Conservation District (CAWCD) which shall be used in all contracts to which CAWCD is a party and in all other documents having legal significance and by which CAWCD shall be known in all proceedings. However, the Board of Directors has designated the name Central Arizona Project to be used for the popular identification of CAWCD.

**2. OFFICE**

2.01. CAWCD shall maintain its principal office at Phoenix, Arizona, or at such other place as the Board of Directors may designate.

**3. MEETINGS**

3.01. Regular Meetings. Regular Meetings of the Board shall be held at a place to be designated by the President of CAWCD on the first Thursday of each month, unless such Thursday is a holiday on which CAWCD normally does not conduct administrative business or the President determines that attendance by a quorum is jeopardized due to other events, in which case such Regular Meeting shall be held on the next succeeding Thursday of the month which is not such a holiday and at which a quorum is likely. The President may cancel any Regular Meeting or declare a recess if he/she deems there is not sufficient business to warrant holding the same unless five (5) or more Directors of the Board object to such cancellation, in which case the meeting shall not be canceled.

3.02. Special Meetings. Special Meetings of the Board may be held at any time upon the

call of the President or upon the request of two (2) or more Directors of the Board.

3.03. Notices. At least one (1) week prior to the date of any Regular Meeting of the Board, a written notice setting forth the date, time, place and general purposes of the meeting shall be mailed electronically and deposited in the mail with postage prepaid addressed to each Director at his/her address as it then appears on CAWCD records. Directors may elect not to receive notice by prepaid mail, Notices of Special Meetings shall be given by telephone, facsimile transmission, electronic mail, or prepaid mail at least twenty-four (24) hours before the scheduled start time of such meeting.

3.04. Quorum. At any Regular, Special, or Committee Meeting of the Board of Directors, a quorum shall consist of not less than a majority of the members of the Board or Committee. No official business may be transacted in the absence of a quorum. If a quorum is present, a majority vote of the Directors in attendance shall be sufficient for the transaction of official business.

3.05 Attendance. Directors may attend meetings held in public session by telephone or other electronic means ("electronic participation") that allow the members of the Board who are in attendance to hear and simultaneously participate in the deliberations. Any Director participating in executive session via electronic participation shall take reasonable precaution to maintain the confidentiality of the session.

3.06. Roll Call Vote. Upon the request of any Director, a roll call vote shall be taken on any official matter upon which the Board acts.

3.07. Rules of Procedure. The current edition of *Robert's Rules of Order, Newly Revised* shall govern the conduct of meetings.

#### 4. DIRECTORS

4.01. Powers. The powers of the Board of Directors and CAWCD shall be as prescribed in Chapter 22 Title 48 Arizona Revised Statutes or other applicable provisions of law.

4.02. Compensation. Unless otherwise authorized by statute, no member of the Board shall receive any compensation; however, he/she shall be reimbursed for all reasonable expenses incurred on behalf of CAWCD.

4.03. Conflict of Interest. In accordance with Arizona law, if the Board of Directors is required to act on any matter relating to which any Director of the Board has a potential conflict of interest, such Director shall so announce and shall refrain from participating in any discussion or vote thereon.

4.04 Identification of Board Members in Correspondence and Communications. In any communication, written or oral, in which a Board Member identifies him or herself as affiliated with CAWCD, the Board Member will use his or her appropriate title. The current President, Vice President and Secretary may use the title of the office they hold (i.e., Board President, CAWCD Secretary, etc.). The Current Chairs of functioning Committees may sign using their

Chair title (i.e., Public Policy Chair, or Chairman of the FAP Committee, etc.). All other Members of the Board Directors will identify themselves as Board Member (i.e., CAWCD Board Member, Member of CAP Board of Directors).

## 5. OFFICERS

5.01. The officers of the District shall consist of a President, a Vice President and a Secretary. Such officers shall be elected for a term of two (2) years at the Regular Meeting to be held in February of each odd numbered year and shall serve until new officers are so elected. Officers elected shall take office at the adjournment of the meeting at which he/she is elected. A vacancy in the office of President, Vice President or Secretary that occurs more than six months before the term expires, may be filled from among the remaining Directors of the Board by election at any Regular or Special Meeting of the Board and shall take effect immediately. An officer elected to fill such vacancy shall serve for the unexpired term of his/her predecessor in office.

A vacancy in the office of President, Vice President or Secretary that occurs with six months or less remaining in the term, shall be filled as follows. In the event that a vacancy in the office of President occurs, the Vice President shall act as President. In the event that a vacancy in the office of Vice President occurs, the Secretary shall act as Vice President. A vacancy in the office of Secretary shall be filled by appointment by the President from among the remaining Directors of the Board.

In the event that the President is otherwise unavailable or unable to perform the duties of the office of President, the Vice President is empowered to act on the President's behalf. The President, or in his/her absence the Vice President or Secretary, in that order, shall preside at all meetings of the Board. In the event that no officer is present, any Director may convene the meeting for the purpose of electing a Director to preside over the meeting or postponing the meeting to a future date.

## 6. COMMITTEES

6.01. Executive Committee. There shall be an Executive Committee comprised of the duly elected officers of CAWCD, the immediate past President of CAWCD, and two Directors elected by the Board for a term of two years at the Regular Meeting at which the officers of CAWCD are elected. For those years that the immediate past President is not a member of the Board or is elected to serve as an officer of CAWCD, three Directors will be elected to the Executive Committee. In the event that either or both of Pinal County and Pima County are not represented as an officer or the past President, irrespective of the outcome of the Executive Committee election (i) the Pinal County director, if he or she chooses to run for Executive Committee, will be placed on the Executive Committee, and (ii) the Pima County director receiving the highest number of votes for candidates from Pima County, if any, will be placed on the Executive Committee. Except as set forth in the preceding sentence, determination of which directors will be elected to the Executive Committee will be determined by the greatest number of votes.

A vacancy on the Executive Committee shall be filled by appointment by the President from among the remaining Directors of the Board, with such appointments ensuring that all three

counties are represented on the Executive Committee, unless such appointments are declined by the Pinal or Pima board members. The Executive Committee may be called to handle emergencies between Board meetings and to make recommendations to the Board. All actions of the Executive Committee shall be subject to ratification by the Board.

6.02. Standing Committees. There shall be Standing Committees appointed by the President of CAWCD. Each committee shall be comprised of at least five (5) Directors and no more than seven (7) Directors, with at least one (1) Director representing a county other than Maricopa County. The committees will make recommendations to the Board as described.

- a. Central Arizona Groundwater Replenishment District & Underground Storage Committee provides assistance to the Board by addressing issues, policies and proposed legislative amendments relating to the Central Arizona Groundwater Replenishment District's responsibilities and authorities and CAWCD's underground storage and recovery activities. The Secretary will chair the committee.
- b. Finance, Audit & Power Committee provides assistance to the Board in fulfilling its responsibilities to the electorate relating to accounting and reporting, the quality and integrity of the District's financial reports, and the budgetary and fiscal practices of the District, operational security, energy risk management and other power and transmission matters. The Vice-President will chair the committee.
- c. Public Policy Committee provides recommendations to the Board on the District's positions on state legislative issues, federal legislative issues, and other public policy issues. The committee shall also annually review the performance of the District's contractual lobbyists and provide recommendations to the Board. A Board Member appointed by the President will chair the committee.

6.03. Nominating Committee. At least two weeks prior to the election of officers, the President of CAWCD shall appoint a Nominating Committee consisting of at least three (3) Directors to make recommendations for the election of officers and the Executive Committee memberships.

6.04. Special Committees. The President may from time to time, appoint Special Committees of no more than seven directors to make recommendations to the Board on issues of significance or to carry out directives of the Board.

## 7. AMENDMENTS

7.01. These Bylaws may be amended, supplemented, repealed, or temporarily or permanently suspended, in whole or in part, or new Bylaws may be adopted by a two-thirds vote of the entire Board at any duly constituted meeting of the Board of Directors, the notice of which meeting included notice of the proposed action relative to the Bylaws, except that if any such action arises as a matter of necessity at any such meeting and is otherwise proper, no notice thereof will be required.