

**BYLAWS OF THE
MONTANA WATER/WASTEWATER AGENCY RESPONSE NETWORK**

1. Name

- 1.1. The name of this organization shall be the Montana Water/Wastewater Agency Response Network, hereinafter designated as MTWARN.

2. Objectives

- 2.1. Provide support and facilitation of the establishment and implementation of a network to provide rapid, short-term deployment of emergency services to restore the critical operations of affected water/wastewater utilities.
- 2.2. Advance ways of sharing information before, during, and after an event.
- 2.3. Emphasize that member utilities of MTWARN are able to establish a contractual relationship under which they are able to share resources during an emergency solely at the discretion of each participating agency.
- 2.4. Advocate the concepts and use of mutual aid and assistance among member utilities.
- 2.5. Promote a means to share lessons learned in emergency planning, response, and recovery.
- 2.6. Suggest a means to share the emergency planning and training requirements needed to obtain grants and reimbursements.
- 2.7. Promote the development of a team of utility responders ready to help each other.
- 2.8. Suggest MTWARN as a common method for member water and wastewater utilities to plan and train together.
- 2.9. Support MTWARN as a method to link the water and wastewater utility industry in Montana into the existing emergency management programs in the state.
- 2.10. Promote compliance with the National Incident Management System and Water Sector Incident Command System by member utilities.

3. Board of Directors

- 3.1. The Board of Directors, hereinafter designated as the Board, is the governing body of MTWARN and holds legal authority and fiduciary responsibilities on behalf of MTWARN and its members. The Board is responsible for the supervision, control, and direction of MTWARN under such rules as the Board may determine, subject to the specific conditions of these Bylaws.

- 3.2. The Board shall consist of the Board Members as described in Article 3.5 of these Bylaws.
- 3.3. The Board shall meet at least annually, more often if necessary, in a separate meeting to conduct the business of the Board.
- 3.4. The Board's primary duty shall be administration of the Mutual Aid and Assistance Program for Water and Wastewater Utilities including developing and reviewing procedures for the implementation and activation of the program.

3.5. **Board Members**

- 3.5.1. The Board Members of MTWARN shall be a Chair, Vice Chair, two or more Trustees, and a Secretary. All Members of MTWARN, including Associate and Utility Members, are eligible to be elected to the Board. All Board members have one vote on issues that come before the Board. Board Members that are not Utility Members cannot vote on issues that are presented to the General Membership for voting. Through the nominating process, the Board shall strive to maintain the following makeup of Board Members: 2 Utility Members, 1 Associate Member representing a regulatory agency, 1 Associate Member representing an Emergency Services agency and 1 Associate Member representing a water and/or wastewater industry organization.

3.6. **Election of Board Members**

- 3.6.1. Prior to the annual meeting, the Chair shall appoint a Nominating Committee consisting of at least three (3) Members and typically consisting of the Board. The Nominating Committee shall recommend at least one name for each elective office about to become vacant. Following the report of the Nominating Committee to the membership, the Chair shall call for any additional nominations from the floor at the time of the annual meeting. Election shall be determined by majority vote of the Utility Members at the annual meeting. If more than one name is placed in nomination for any office, voting shall be by ballot.

3.7. **Terms of Board Members**

- 3.7.1. The term of office of all Board Members shall be two (2) years, as determined by the annual meeting of MTWARN, except that in the first year, the term of the Vice Chair and all Trustees shall be one (1) year. A board member shall be eligible to succeed him/herself for up to two additional consecutive terms. After serving on the Board for three consecutive terms, a person shall not be eligible for a seat on the Board until two years have passed.

3.8. **Duties of Board Members**

- 3.8.1. The Chair shall supervise the affairs of MTWARN and shall preside at all meetings during the year following the annual meeting at which he or she is elected.

- 3.8.2. The Vice Chair shall perform the duties of the Chair in the event that the Chair is unable for any reason to carry on his or her functions.
- 3.8.3. The Secretary, subject to the direction of the Board, shall be the executive administrator of MTWARN. He or she shall maintain a complete record of all its activities and transactions.
- 3.8.4. Each Trustee shall attend Board meetings to the degree he/she is able, participate in the activities of MTWARN and vote on matters brought before the Board.
- 3.8.5. The Board shall direct all business of MTWARN between annual meetings. It shall meet at least once a year at the time of the annual meeting. A majority of the Board shall constitute a Quorum.

4. Membership

- 4.1. The membership of MTWARN shall consist of persons and groups of persons interested in any of the objectives of MTWARN (Article 2) and having such qualifications as are prescribed in the Bylaws for the various classes of membership.
- 4.2. The term “Utility Member” as used in these Bylaws shall include all persons having the rights and privileges of Utility Members as prescribed in the Bylaws.
- 4.3. Utility members shall have the right to vote on election of Board Members, setting of MTWARN Budget and modifications to the Bylaws.

4.4. Classes of Members

- 4.4.1. Members of MTWARN may be divided into various classes as determined by policies of the Board.
 - 4.4.1.1. A Utility Member shall be a water or wastewater system, be it a municipal corporation, quasi-municipal corporation, department or agency of a municipal corporation, department or agency of a quasi-municipal corporation, service district, political subdivision or private utility company that signs the MTWARN agreement.
 - 4.4.1.2. An Associate Member shall be an organization municipal corporation, quasi-municipal corporation, agency or private group that is not a water or wastewater system, but provides services to the water and wastewater industry, be it advice, service, donation, grant or support to the MTWARN efforts.
 - 4.4.1.3. The term Member, when used by itself in these Bylaws, shall refer to both Associate and Utility members.

4.5. Admission

- 4.5.1. MTWARN is a membership organization. Membership shall become effective upon executing the Agreement as a Utility Member or upon approval by the board as an Associate member.
- 4.5.2. Each Utility Member shall designate one delegate to MTWARN with authority to: (1) request assistance; (2) offer assistance; (3) refuse to offer assistance and (4) withdraw assistance under the Agreement. Members must provide contact information for the Authorized official to the Board and promptly notify the Board of any changes.
- 4.5.3. Utility Members shall designate a voting delegate to the Board. Each Utility Member is entitled to one vote. Associate Members shall have no voting privileges.
- 4.5.4. Associate Members shall designate a delegate to the Board.
- 4.5.5. All communication between the Board and the Member will occur through the delegate.
- 4.5.6. Any Member may withdraw from the Agreement by providing written notice of its intent to withdraw to the Board. Withdrawal takes effect 60 days after the Board receives notice.
- 4.5.7. Any Member may be expelled from MTWARN for good and sufficient reason by a two-thirds (2/3) vote of the Board.

4.6. Fees

- 4.6.1. There shall be no fees for Members.

5. Annual Meetings

- 5.1. A regular annual meeting of the General Membership of MTWARN shall be held at such place and on such date as shall be selected by the Board.
- 5.2. Special meetings may be held at such times and places as designated by the Board.
- 5.3. Notices of all meetings shall be sent out by the Secretary at least thirty (30) days in advance.

6. Committees

- 6.1. In addition to the Nominating Committee provided for in Article 3.6.1 of these Bylaws, the Chair is empowered to appoint such additional committees as may be required to advance the best interests of MTWARN and to enable it to fulfill its objectives.

7. Amendments

7.1. Initiation.

7.1.1. Amendments may be proposed by the Board.

7.1.2. Members of MTWARN may submit a written proposal to the Board, which at its discretion, may submit them before the membership of MTWARN.

7.1.3. On petition of 20% of the Utility Members of MTWARN, the Board must bring the proposed amendment before the membership.

7.2. Adoption.

7.2.1. The Secretary shall distribute notice and complete text of a proposed amendment, on the instruction of the Board, to each member at least thirty (30) days before it is to be voted upon. Amendments may be voted upon at annual meetings or by letter ballot. A two-thirds (2/3) majority of votes cast is required for passage.

8. Disposition Of Assets Upon Dissolution

8.1. Dissolution of MTWARN may take place only with the consent of not less than two-thirds (2/3) of the members of MTWARN.

8.2. In the event of dissolution of MTWARN, the property and assets thereof, following satisfaction of all obligations and liabilities, shall be disposed of exclusively for the purposes of MTWARN as determined by the members at a meeting convened for the purpose of dissolution. Notice of dissolution shall be given to the Federation within 60 days.

ADOPTION

Adopted this ____ day of _____ 200_ by voice vote of membership present at the annual conference of MTWARN in _____, Montana.

Certifying Officials:

Chair

Secretary