

WEST VIRGINIA WATER/WASTEWATER AGENCY RESPONSE NETWORK
BY-LAWS

ARTICLE 1 - NAME AND PURPOSE

Section 1 - Name: The name of the organization shall be West Virginia Water/Wastewater Agency Response Network, hereinafter referred to as WV WARN. It shall consist of water and wastewater system representatives who work together to provide an emergency response network, along with any non utility participant approved by WV WARN to provide a support role for the WARN program.

Section 2 - Purpose: The mission of WV WARN is to support and promote statewide or local emergency preparedness, disaster response, and mutual assistance to member water and wastewater systems in West Virginia.

ARTICLE II - MEMBERSHIP

Section 1 – Eligibility for Membership: Voting membership is limited to one vote per each Water or Wastewater Member Utility who has entered into the Mutual Aid Agreement (Agreement) found on the WV WARN web site and who has submitted a signed Agreement, along with a copy of the Member Utility’s currently effective certificate of insurance to WV WARN’s designated representative. Membership is effective upon receipt of all required information and the subsequent notification of membership from the WV WARN designated representative through the issuance of a WV WARN member certificate.

Section 2 - Rights of Members: Each Member Utility shall be eligible to appoint one voting representative to cast the member's vote in WV WARN’s elections or other matters as may come before the membership.

Section 3 - Attendance at Meetings: Attendance at meetings by the Member Utilities is strongly encouraged to help ensure that all systems provide updated and accurate information so that responses to emergencies are handled in a uniform and consistent manner.

Section 4 - Resignation and Termination: Any Member Utility may resign by filing a written resignation with the WV WARN designated representative.

Section 5 - Non-Voting Membership: The WV WARN Officers shall have the authority to establish and define non-voting categories of membership. Associate Members (defined in the Agreement as any non utility participant, approved by the Statewide Committee, that provides a support role for the WARN program and does not officially sign the WARN agreement), are non-voting members.

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Section 6---Continuing Membership Requirements: The WV WARN designated representative shall notify each Member Utility at least 45 days prior to the expiration of the certificate of insurance currently on file and shall request the current certificate of insurance in effect. The Member Utility shall provide that certificate promptly. If the certificate of insurance, currently on file shall expire, the Member Utility shall be notified of the suspension of its WV WARN membership until the certificate of insurance is filed with the WV WARN designated representative, at which time active membership shall be automatically reinstated.

ARTICLE III - MEETINGS OF MEMBERS

Section 1 - Regular Meetings: Regular meetings of WV WARN shall be held quarterly at a time and place designated by the Chairperson.

Section 2 - Annual Meetings: An annual meeting of WV WARN shall take place in the month of August, with the Chairperson designating the specific date, time, and location.. At the annual meeting, the Member Utilities shall elect Officers, receive reports on the activities of the organization and determine the direction of the organization for the coming year.

Section 3 - Special Meetings: Special meetings may be called by the Chairperson, or a majority of the Officers in the absence of the Chairperson.

Section 4 - Notice of Meetings: Notice of each scheduled meeting shall be given to each member, not less than two weeks prior to the meeting.

Section 5 - Quorum: The Member Utilities present at any properly announced meeting shall constitute a quorum.

Section 6 - Voting: All issues to be voted on shall be decided by a simple majority with exceptions given in Article V, Section I of those voting members present at the meeting in which the vote takes place. Each Member Utility shall have only one representative eligible to vote at each meeting or by proxy vote. Proxy votes must be received by the WV WARN designated representative at least (5) working days prior to the scheduled meeting in the manner and form prescribed by these bylaws. See Attachment 1. The WV WARN designated representative shall be responsible for ensuring that all proxy votes properly received shall be presented to the Chairperson at the meeting.

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ARTICLE IV - EXECUTIVE COMMITTEE (OFFICERS)

Section 1 - Officer's Role Size, and Compensation: The Officers are responsible for the development and implementation of overall policy and direction of WV WARN. The Officers shall consist of the following: One (1) Chairperson, One (1) Vice-Chairperson, and One (1) Secretary. The Officers receive no compensation from WV WARN.

Section 2 - Terms: The term of office for all officers is one year, in the case of officers elected at the annual meeting, and for the remainder of an un-expired term for those officers appointed due to vacancy. Officers are eligible to stand for re-election.

Section 3 - Meetings and Notice: The officers shall not hold separate meetings from its members.

Section 4 - Election Procedures: At the meeting prior to the annual meeting, nominations for all Officer positions will be taken. Any member can nominate a voting member as a candidate to the slate of nominees. An open vote will then be taken at the annual meeting.

Section 5 - Officer Elections: Officers shall be elected or re-elected by a simple majority of the voting representatives of the Member Utilities present and qualified to vote at the annual meeting, and by qualified proxy votes.

Section 6 - Officers Duties: The duties of the officers are as follows:

The Chairperson shall set the agenda, convene regularly scheduled meetings, shall preside (or arrange for other officers to preside) at each meeting in the following order: ViceChairperson, Secretary.

The Vice-Chairperson shall chair committees on special subjects as designated by the Chairperson or perform other duties as requested by the Chairperson. .

The Secretary shall be responsible for keeping records of actions, including overseeing the taking of minutes at all meetings, sending out meeting announcements, distributing copies of minutes and the agenda, and assuring those records are maintained.

Section 7 - Vacancies: When a vacancy of an Officer occurs prior to the completion of his or her term, nominations for the position must be received two weeks in advance of the meeting whereby the filling of the vacancy is to be voted on. These vacancies, when filled, will be effective only until the next regularly scheduled annual meeting.

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Section 8 - Resignation, Termination, and Absences: Resignation of Officers must be in writing and received and approved by the Chairperson who shall promptly notify the membership of the vacancy. -An Officer may be terminated from the board due to excessive absences, or for other reasons by a majority vote of the voting members who participate in the vote at a meeting ~~or~~ and by qualified proxy votes. The vacancy for any resigned or terminated Officer s hall be filled in accordance with the provisions of Section 7 of this Article.

ARTICLE V - AMENDMENTS

Section 1 - Amendments: These bylaws may be amended, when necessary, by the majority of members present and by proxy votes received before the annual meeting. The Secretary shall notify the membership of all proposed amendments to the bylaws at least two weeks prior to the scheduled date of the annual meeting where the bylaws will be voted on.

Section 2 – Notice: The revised bylaws shall be emailed to Member Utilities and Associate Members and posted on the WV WARN site within thirty days of adoption.