

THE NATIONAL INSTITUTES FOR WATER RESOURCES, INC.

BY-LAWS

I. NAME

The name of the organization shall be the National Institutes for Water Resources, Inc. (NIWR).

II. PURPOSE

The National Institutes for Water Resources, Inc. shall provide representation for the State Water Research Institutes and Centers in collective activities to implement the provisions of the Water Resources Research Act of 1984 (Public Law 98-242) and subsequent federal legislation which amends or supersedes this Act; and shall facilitate, as appropriate, the response of its membership to other mutual concerns and interests in water resources.

To achieve these purposes, NIWR's functions shall include, but not be limited to, the following activities:

- A. Provide a mechanism for the exchange of information and a forum for the discussion of topics of mutual concern among the membership.
- B. Express the opinions of the membership on water-related issues of national or regional concern.
- C. Facilitate consultation and collaboration between NIWR's membership and federal, state and local water-related agencies; water user associations; industrial water users; and others involved in planning, programming, financing, implementing, coordinating or conducting water resources activities.
- D. Advise and assist the U.S. Geological Survey in the U.S. Department of the Interior in planning, programming, financing, implementing, coordinating or conducting water-related research; in identifying needed state, regional and national water-related research; and in disseminating information and transferring water-related technology.
- E. Notwithstanding any other provisions of these By-laws, the corporation is organized exclusively for one or more of the purposes as specified in 501(c)4 of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC 501(c)4 or corresponding provisions of any subsequent tax laws.
- F. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, director, officer of the

corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

- G. No substantial part of the activities of the corporation shall be to carry on propaganda or otherwise attempt to influence legislation (except as otherwise provided by IRC 501(h), or participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidates for public office.
- H. In any taxable year in which the corporation is a private foundation as described in IRC 509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the corporation shall not: (a) engage in any act or self-dealing as defined in IRC 4941(d); retain any excess business holdings as defined in IRC 4943(c); (b) make any investments in such manner as to subject a corporation to tax under IRC 4944; or make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.

III. MEMBERSHIP

Membership in NIWR shall be limited to the Directors of the state Water Research Institutes and Centers pursuant to Public Law 98-242 or their duly authorized representative.

IV. ORGANIZATION

A. Regional Associations

1. The Director or a duly authorized representative of each State Water Research Institute or Center shall also be eligible for membership in one of eight regional associations of NIWR, designated as follows:
 - a. Pacific Northwest Region
 - b. Colorado-Great Basin Region
 - c. Missouri River Region
 - d. Great Lakes-Upper Mississippi-Ohio River Region
 - e. New England Region
 - f. Middle Atlantic Region
 - g. Oceania and Islands Region
 - h. South Atlantic-Gulf Region
2. Each regional association shall elect one of the directors of an institute within the region to serve a three-year term as a representative to the Board of Directors of NIWR. The representative from a regional association may be re-elected to a second three-year term of office.
3. The election of the representative to the Board of Directors shall be made prior to the annual NIWR meeting.
4. A representative of the U.S. Geological Survey, responsible for administering the provisions of the Water Resources Research Act, may

be invited to participate in regional association meetings with non-voting privileges.

5. Nothing in these By-laws shall be interpreted so as to prevent the formation of other associations of the State Water Research Institutes and Centers for other purposes, except that these other associations may not represent themselves as regional associations of NIWR.
6. Members may petition the Board of Directors to change their membership to another regional association.

B. Board of Directors

1. The Board of Directors will be composed of the eight representatives elected by the regional associations. The representatives shall be elected for a three-year term which will begin at the close of an annual NIWR meeting. Vacated offices shall be filled by election for the unexpired portion of the term by the regional association.
2. In order to provide continuity to the Board of Directors, the Board of Directors shall, at its first meeting after the adoption of these By-laws, set the initial terms of office for the representatives elected by the regional associations. Thereafter, the regional associations shall elect representatives to the Board of Directors every third year to maintain their membership on the Board of Directors.
3. A representative of the U.S. Geological Survey, responsible for administering the provisions of the Water Resources Research Act, may be invited to participate in Board of Directors meetings with non-voting privileges.
4. The Board of Directors shall review the distribution of membership among the regional associations and shall have authority to approve transfers of state institutes from one association to another.

C. Executive Committee

1. The Executive Committee of NIWR shall consist of a President, a President-elect, a Past-President and a Secretary. In addition, the Executive Secretary and Treasurer may participate in the Executive Committee with non-voting privileges unless granted them by virtue of simultaneous service in a position carrying voting privileges.
2. The President-elect shall be elected by the membership of the organization by simple plurality vote and shall assume office, as President-elect, on October 1 of the year of the election.
3. The Board of Directors as a whole shall meet and act as a nominating committee for the position of President-elect and shall prepare a slate of one or more nominees to be circulated to the membership. All members of the organization shall be eligible for nomination as President-elect. Nominations for President-elect will be accepted from the floor at the business meeting.

4. If the person elected as President-elect is a member of the Board of Directors, he/she shall resign immediately as regional representative, and that regional association shall elect a new representative to fill the unexpired portion of the three-year term.
5. The President-elect shall become the President of the Board of Directors in the year after his/her election to President-elect, except that the Board of Directors may by an affirmative vote of three-quarters of its membership, re-elect the standing President to serve one additional year (for a maximum of two years). In that event, the President-elect shall remain in office for an additional year.
6. If the position of President becomes vacant, the President-elect shall automatically succeed to the position of President, completing the remaining term of the former president plus the full term for which this President-elect was originally elected. The position of President-elect shall remain vacant until the next regular election.
7. If the position of President-elect becomes vacant, or if the President-elect is unable to assume the office of President as specified in Section IV.C.4, separate elections for the positions of President and President-elect shall be held at the annual meeting under conditions described in Section IV.C.2, except that a separate election for President may not be necessary if the Board of Directors votes by three-quarters majority to retain the incumbent President for a second year in office.
8. If for any reason both the position of President and President-elect become vacant, the Board of Directors will appoint a President pro tempore who will serve as President until elections can be held at the next annual meeting pursuant to Section IV.C.2 and Section IV.C.6.
9. The Secretary shall be elected by the Board of Directors from the general membership at the first meeting of the Board of Directors after the NIWR annual meeting. The Secretary may be re-elected for subsequent terms of office.
10. The President shall automatically become Past-President for the duration of tenure of the succeeding President.
11. All members of the Executive Committee shall become or remain voting members of the Board of Directors by virtue of their office.

D. Executive Secretary

The Executive Secretary shall be selected by the Board of Directors, and need not be a member of NIWR.

E. Treasurer

The Treasurer shall be selected by the Board of Directors, need not be a member of NIWR, and may be the same person as the Executive Secretary.

F. Voting Procedures

Voting for the office of President may be conducted at the Annual Meeting. If so, the Executive Secretary shall provide a list of the candidate(s) 30 days in advance of the Annual Meeting, and voting will be by secret ballot. If not conducted at the Annual Meeting, the Executive Secretary shall provide 30 days notification of the list of candidates and accept votes through postal mail, facsimile, email ballot, or any other means of communication that produces a permanent record of the vote.

V. DUTIES AND RESPONSIBILITIES

A. The duties and responsibilities of the President shall be:

1. To preside over all NIWR, Board of Directors and Executive Committee meetings.
2. To make arrangements, prepare an agenda and conduct all NIWR business meetings and Board of Directors meetings with the assistance of the Executive Committee.
3. To establish and maintain close liaison with the Director and staff of the U.S. Geological Survey.
4. To establish and maintain liaison with members and agencies of the Executive Branch of the federal government whose responsibilities are pertinent to the Institute program.
5. To establish and maintain liaison with those members of the Legislative Branch of the federal government whose responsibilities are pertinent to the Institute program.
6. To appoint representatives to national advisory committees, with consent of the Board of Directors.

B. The duties and responsibilities of the President-elect shall be:

1. To assist in carrying out the duties and responsibilities of the President.
2. To serve on the Executive Committee of NIWR.
3. To make arrangements for and prepare the program for the annual meeting.

C. The duties and responsibilities of the Past-President shall be:

1. To assist in carrying out the duties and responsibilities of the President, especially in regard to preparation of testimony and liaison with Congress and federal agencies with jurisdictional responsibility for the Water Institute Program.
2. To serve on the Executive Committee of NIWR.
3. To establish and maintain liaison with the National Association of State Universities and Land Grant Colleges (NASULGC)

D. The duties and responsibilities of the Secretary shall be:

1. To record the minutes of all NIWR and Board of Directors meetings and to distribute them to the membership in a timely manner.
2. To serve on the Executive Committee of NIWR.

E. The duties and responsibilities of the Executive Secretary shall be:

1. To notify or arrange for notification of the membership at least 30 days in advance of all scheduled NIWR meetings; and to notify or arrange for notification of the representatives at least 7 days in advance of any Board of Directors meetings.
2. To conduct the Annual Survey and to prepare and deliver the Executive Summary.
3. To accept and administer grants and contracts, with the consent of the Board of Directors.
4. To conduct elections.

F. Duties and responsibilities of the Treasurer shall be:

1. To prepare and administer the annual budget for NIWR at the direction of the Board of Directors.
2. To receive and disburse all monies due or owed by NIWR.
3. To provide up-to-date reports of the financial status of NIWR to the meetings of the Board of Directors and the Annual Meeting.

G. The duties and responsibilities of the Executive Committee of NIWR shall be:

1. To establish the time and place of all NIWR and Board of Directors meetings.
2. To act for the Board of Directors between meetings in all matters of business except for matters of policy.
3. To act for NIWR between meetings in matters of policy as directed by the Board of Directors.
4. To assist the President in the preparation of the agenda for all NIWR and Board of Directors meetings.
5. The duties and responsibilities of the members of the Board of Directors of NIWR shall be:

H. The duties and responsibilities of the Executive Committee of NIWR shall be

1. To transmit information from the Board of Directors to the other members of their regional associations.
2. To solicit the opinions of the members of their regional association on water-related issues of national or regional concern, and to transmit those opinions to the Board of Directors.

3. To transmit recommendations concerning planning, programming, financing, implementing, coordinating and conducting water resources research from their regional associations to the Board of Directors.
4. To transmit recommendations concerning the identification of needed regional and national water-related research, the dissemination of information and the transference of water-related technology of the Board of Directors.
5. The Board of Directors as a whole shall have the responsibility to establish the policies of NIWR on all matters of mutual interest and concern to the membership of NIWR, following consultation with their regional associations.
6. To set terms of engagement, including remuneration, if any, for the Executive Secretary and the Treasurer.
7. To establish policies for expenditures of NIWR funds.

VI. MEETINGS

- A. At least once each calendar year the Executive Committee shall call a meeting of the general membership of NIWR to be known as the Annual NIWR Meeting. Other meetings of the general membership of NIWR may be called by the Executive Committee with the consent of the Board of Directors. If practical, these meetings should be held in conjunction with other national meetings which normally are attended by a majority of the NIWR membership.
- B. The Board of Directors shall meet each calendar year immediately before and following the annual NIWR meeting, and at other times agreed to by a majority of the Board members.
- C. A majority of the voting membership shall constitute a quorum for all NIWR meetings and Board of Directors meetings.
- D. A simple majority of the members present and voting at all NIWR and Board of Directors meetings shall be required for the passage of all items of business unless otherwise specified in these Articles.

VII. COMMITTEES

- A. The Board of Directors shall establish such Standing Committees as are needed to meet the purposes of NIWR. Members of these Standing Committees shall be appointed by and are to serve at the pleasure of the Board of Directors.
- B. Special committees may be appointed by the President or the Executive Committee with the approval of the Board of Directors. Special Committees will be appointed for a period of one year, but can be continued if necessary.
- C. The Board of Directors and the President may appoint both members and non-members of NIWR to Standing and Special Committees, respectively.

VIII. FINANCIAL

- A. Expenses for NIWR may be assessed by annual membership dues and/or by a registration fee for the annual meeting from each Water Research Institute or Center, as established by the Board of Directors, subject to approval by the membership. The Board of Directors may suspend the voting privileges of any member Institute for failing to meet this assessment in a timely manner.
- B. An annual budget report will be developed by the Treasurer, approved by the Board of Directors, and presented to the membership at the annual NIWR meeting.
- C. In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC 501(c)4, or corresponding provisions of any subsequent Federal tax laws, or to any Federal government, or state or local government for public purposes, or, if possible, to any similar Federal or state water research institute or institutes having as nearly similar purposes to that of this corporation.

IX. PARLIAMENTARY AUTHORITY

The rules contained in the most recent edition of Robert's Rules of Order shall govern the organization and all of its organs in all cases to which they are applicable and in which they are not inconsistent with the provisions of these By-laws.

X. LIABILITY AND INDEMNIFICATION

A. Liability: No person serving as an officer, director, associate or assistant director, employee or volunteer of the Corporation shall be liable to any person based solely on his or her conduct in the execution of the office or duty, unless the conduct of the person constitutes malicious, willful, or wanton misconduct, or is otherwise beyond the scope of the authority of such officer, director, associate or assistant director, employee or volunteer.

B. Indemnification: The Corporation shall indemnify every officer, director, associate or assistant director, employee or volunteer to the fullest extent permitted under the laws of the Commonwealth of Massachusetts for non-profit corporations. Such indemnification shall not be deemed exclusive of any other rights to which such officer, director, employee or volunteer may be entitled, under any law, agreement, vote of the Board of Directors, or otherwise.”

XI. AMENDMENTS

Amendments to the By-laws may be approved at the annual NIWR meeting by the membership. Passage of amendments must be approved by at least two-thirds of the voting members at that meeting and at which there is a quorum. Proposed amendments must be circulated to the membership thirty days prior to the annual

NIWR meeting. Alternatively, at any time, amendments to the By-laws may be approved by the membership via postal mail, facsimile, email ballot, or any other means of communication that produces a permanent record of the vote. Passage of amendments proposed by mail, facsimile or email must be approved by at least two-thirds of the membership. Notwithstanding the foregoing, this provision shall not allow the By-laws of the organization to be amended in any way so as to result in the revocation of the non-profit status which the corporation has pursuant to the provisions of the Internal Revenue Code.