BYLAWS
OF
COCONINO PLATEAU WATERSHED PARTNERSHIP

Passed and Adopted on December 11, 2013. Chair Mandy Metzger presiding.
Amended on April 25, 2014, Chair Mandy Metzger presiding.
Amended on October 31, 2014, Vice Chair Mark Woodson presiding.
Amended on August 31, 2018, Chair Coral Evans presiding

ARTICLE I
STATEMENT OF PRINCIPLES AND POLICIES

Section I.1

The Coconino Plateau Watershed Partnership (Partnership) is a voluntary partnership of public and private entities having common interests and concerns in the areas of water resource policy and planning. The underlying concept of the Partnership is that federal, state, county, and local governments, Native American tribes, academia, and environmental and conservation organizations learn and work together as partners to ensure an adequate long-term supply of water is available to meet the current and future reasonable needs while preserving the health of the environment on the Arizona Coconino Plateau.

Within this concept, the Partnership acts exclusively: 1) to provide a venue for education that addresses regional water and land resource management and conservation; 2) to coordinate and cooperate in the identification, prioritization and implementation of comprehensive policies, projects and programs to assist in meeting the water needs of the Coconino Plateau; and 3) to assist the participants in attaining the highest degree of cooperation possible in order to plan and prepare for the rational and efficient development and use of water resources within the region in promoting orderly growth and development and preserving the health of the environment.

The Partnership is not, nor is it intended to be, a substitute for the responsibility of participant cities and towns in the operation of municipal water or wastewater facilities. It is, however, a partnership through which the individual participants can work effectively and cooperatively to position water providers in the forefront of water resource policy development and planning on the Coconino Plateau.

Section I.2

The area of interest of the Partnership is defined as the Arizona Coconino Plateau. The general area of interest is depicted in the CPWP General Area of Interest map in the Appendix to these bylaws.

Section I.3
Constructive and workable policies and programs for meeting region-wide water resource problems will be most effectively and expeditiously developed by regular meetings of Partnership participants. The Partnership shall function as a region-wide voluntary and cooperative forum dedicated to the education and solution of these problems.

Section I.4

Nothing contained in these bylaws shall authorize the Partnership to become involved in matters which are essentially within the jurisdiction or cause adverse impact to any one (1) participant without its consent. The cause of adverse impact shall be identified by the participant and shall be relevant to the organization the participant represents. The Partnership shall honor an adverse impact claim unless unanimous opposition by the remaining voting participants exists (claimant excluded). Matters excluded from consideration by this Section shall not be moved forward to a vote in accordance with Section IV.8.

Section I.5

The Partnership is not, nor is it intended to be, a substitute for local government. It is, however, an organization through which individual participants can work on regional water resource issues and coordinate their efforts.

ARTICLE II
DEFINITIONS

Section II.1

Partnership. Partnership, as used in these bylaws, means the Coconino Plateau Water Advisory Partnership, a voluntary Partnership of governmental and private entities in Northern Arizona. The Partnership shall consist of voting and non-voting participants.

Section II.2

Participants. Participants are defined as: agencies, tribes, and organizations that, or represent those who, (1) own land, and/or (2) control land or water, and/or (3) conduct projects, and/or (4) make policy with regard to land or water use within the Partnership general area of interest, and will provide significant resources to help the Partnership accomplish its purpose; or agencies, tribes, and organizations that will provide significant technical or financial resources to help the Partnership accomplish its purpose.

Section II.3
Partnership General Area of Interest. The geographic area as defined in the Coconino Plateau Water Advisory Partnership General Area of Interest map in the Appendix of these bylaws.

Section II.4

Coconino Plateau Water Advisory Council. The Coconino Plateau Water Advisory Council is the affiliate 501 (c) (4) non-profit corporation serving to provide lobbying activities regarding proposed water related legislation on a federal, state and local level.

Section II.5

Board of Directors. Board of Directors, as used in these bylaws, means the Partnership Chair, Vice-Chair, Secretary-Treasurer, and two participants serving in an "at-large" capacity.

Section II.6

Standing and Special Committees. Standing Committee, as used in these bylaws, means the permanent committee(s) formed by the Board of Directors. Special Committee, as used in these bylaws, means the committee(s) formed by the Board of Directors on a temporary basis for the completion of studies and projects.

Section II.7

Designated Alternates. A designated alternate need not provide written authorization to participate and vote in any meeting. Provided, however, that if challenged at that meeting (or prior to approval of that meeting’s minutes) written ratification of such person’s authorization to act as the designated alternate of a participant shall be filed with the Chair of the Board of Directors within 5 working days of the challenge.

ARTICLE III
PARTICIPANTS

The participants of this Partnership shall consist of governmental entities, Native American tribes, academia and environmental and conservation organizations meeting the eligibility requirements contained in this article. Participants shall represent a broad spectrum of public opinion. Local government representatives are recommended to be elected officials or other community leaders. The Partnership may include ex-officio non-voting participants. Participation shall be as provided herein.

Section III.1
Eligibility of Voting Participants. To become a voting participant of the Partnership, or to change status from non-voting to voting, a letter of request outlining how the entity meets the participants requirements shall be submitted to the Board Chair, and a vote of the Partnership shall be required to affirm the voting participants. Each entity that meets the participation requirements and is affirmed by the CPWP shall have one vote that represents their organization.

Section III.2

The powers and functions of the voting participants subject to the limitations hereinafter stated, shall include, but not be limited to, the following:

a. The formulation of policy decisions and determination of policy matters for the Partnership.
b. The initiation and/or request for studies to be undertaken either by inter-agency agreement, contract, or as they may deem appropriate.
c. The Partnership may adopt rules governing the procedures of the meetings of the participants.

Section III.3

Eligibility of Ex-Officio Non-Voting Participants. Any governmental or private entity considered as a stakeholder for water resource planning on the Coconino Plateau may become a non-voting participant of the Partnership. Non-voting participants shall be entitled to meeting notifications, participation in standing and special committees and participation in Partnership meetings of voting participants.

Section III.4

Non-Participation. If any participant agency/organization fails to have representation in attendance for four (4) consecutive regular meetings without communication to the Partnership Board Chair it may be interpreted as a resignation from the Partnership and any standing or special committees and may be referred to the Partnership for confirmation of continued participation.

ARTICLE IV
MEETINGS OF PARTICIPANTS

Section IV.1

The annual meeting of the participants of the Partnership shall be held in July of each year concurrently with the annual meeting of the Partnership’s affiliate organization, the Coconino Plateau Water Advisory Council at a place and time to be designated in the notice of the meeting.
Section IV.2

The voting participants shall elect the following officers of the Partnership at an annual meeting: Chair, Vice-Chair, and Secretary-Treasurer, and two at-large board participants each of whom shall also serve in their respective position on the Board of Directors of the Partnership. The term of office shall be two years.

Section IV.3

Regular meetings of the participants may be held in any participant community with the time, date, and location of said meetings to be determined by the Board of Directors. Participants and the Board of Directors may attend, participate, vote at meetings telephonically or electronically (when available) and shall be included as part of the quorum.

Section IV.4

The calls and notices of all meetings of the participants shall conform to the provisions of Article VI of these bylaws.

Section IV.5

The Chair, and in the Chair’s absence, the Vice-Chair, shall preside at such meetings. In the absence of the Chair and Vice-Chair, the voting participants shall select a voting participant to preside at such meetings.

Section IV.6

A simple majority in number of the total voting participants, either in person or by designated alternate, shall constitute a quorum for all purposes. In the absence of a quorum, the Chair of the meeting may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until voting participants sufficient to constitute a quorum shall attend, either in person, or by designated alternate or, in the alternative, may set a date and time for the next meeting which time shall be at least 72 hours later unless an actual emergency occurs necessitating an earlier meeting date. At any reconvened meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section IV.7

All informalities and/or irregularities in the manner of voting, form of credentials, eligibility of designated alternates, or method of ascertaining those present shall be deemed waived if no objection is made prior to the approval of the minutes of the meeting in question.
Section IV.8

Partnership decisions and recommendations in accordance with Section I.4 will be reached by a 2/3 vote of voting participants present or consensus when an external consensus requirement exists for the action. Every effort will be made to reach consensus by discussing issues thoroughly. In advance of a Partnership decision, an informational briefing will be sent to all participants for review.

Consensus for the Partnership is defined as a proposed solution or decision that all voting participants can support or abide by and to which they do not object. In order to ensure productive Partnership meetings, participants agree to make decisions in the best interest of participants present at the time of decision; participants should make every effort to attend meetings in person, send an alternate, or designate a proxy to effectively convey their preferences. If consensus cannot be reached and is required, the Partnership will identify a mechanism for conflict resolution.

Section IV.9

The Chair shall cause minutes to be taken at all regular and special meetings of the Partnership and copies of said minutes shall be furnished to the participants for approval at the following regular meeting.

ARTICLE V
BOARD OF DIRECTORS

Section V.1

The Board of Directors shall serve to establish organizational policy, Partnership agendas, and administration of contracts. The business and affairs of the Board of Directors shall be conducted at properly called meetings on a frequency at least equal to that of Partnership meetings.

Section V.2

The Chair, Vice-Chair and Secretary-Treasurer of the Partnership shall also serve in their respective positions on the Board of Directors of the Partnership. If the office of Chair, Vice-Chair, or Secretary-Treasurer becomes vacant, the Partnership, by affirmative vote of the majority thereof, shall elect a successor to hold office for the unexpired term of the officer whose position shall be vacant.

Section V.3

A majority of the participants of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
Section V.4

Each director is entitled to one (1) vote on all matters coming before any meeting of the Board of Directors, and each director may be represented in vote by a designated alternate. Action of the Board of Directors shall be by majority vote of Directors voting on matters coming before the meeting of the Board.

Section V.5

The powers and functions of the Board of Directors subject to the limitations hereinafter stated, shall include, but not be limited to, the following:

a. The submission and acceptance of grant applications.
b. The appointment of such standing and special committees deemed necessary to achieve the purposes of the Partnership.
c. Administration of contracts.
d. Hiring and termination of staff as deemed necessary for the administration and operation of the Partnership.
e. Adoption of a fiscal management policy.
f. Adoption of an annual budget as prescribed by the fiscal management policy.
g. Authorization of expenditures.

The Board of Directors may delegate authority as deemed necessary.

Each Director shall have the right at any meeting of the Board of Directors to propose a subject for study by the Partnership or to request review of any action taken by a Standing Committee, Special Committee or staff during the interval between meetings of the Board of Directors. The matter shall be noticed for action at a future meeting of the Board of Directors.

Section V.6

No person shall have the authority to make or execute binding contracts on behalf of the Partnership without approval of the Board of Directors acting at a properly called meeting.

Section V.7

The Chair shall cause minutes to be taken at all meetings of the Board of Directors and copies of said minutes shall be furnished to the participants after approval by the Board of Directors.
ARTICLE VI
NOTIFICATION REQUIREMENTS FOR MEETINGS OF PARTICIPANTS

At least five (5) days before the day of any meeting the Chair, (in the Chair’s absence by the Vice-Chair) or two of the Board of Directors shall cause a written notice setting forth the time, place, and general purpose of the meeting to be delivered electronically to each participant of record. Provided, however, that such notice may be communicated to the participant by telephone or electronically when a meeting is called by the Chair pursuant to Section IV.6 due to the lack of quorum or emergency.

ARTICLE VII
OFFICERS

Section VII.1

The Chair shall be the chief executive of the Partnership and shall exercise general supervision over its affairs. The Chair shall sign, on behalf of the Partnership, documents requiring the signature of the Partnership and shall do and perform all other acts and things which the Board of Directors may require of the Chair. The Chair shall serve without compensation.

Section VII.2

In the absence of the Chair, or in the Chair’s inability to act or serve, the Vice-Chair shall have the powers of the Chair. The Vice-Chair shall perform such further duties as the Board of Directors may delegate to the Vice-Chair. This Vice-Chair shall serve without compensation.

Section VII.3

The Secretary-Treasurer shall have or delegate the custody and control of the funds of the Partnership, subject to the acts of the Boards of Directors, and shall report the state of the finance of the Partnership at each annual meeting of the participants and at any regular or special meeting of the participants when requested by the Chair to do so. The Secretary-Treasurer shall perform such other services as the Board of Directors may require of the Secretary-Treasurer and shall serve without compensation.
ARTICLE VIII
STANDING AND SPECIAL COMMITTEES

Section VIII.1

Standing and Special Committees may be created by the Board of Directors from time to time, as the Board of Directors may deem appropriate.

Section VIII.2

The Board of Directors may authorize and define the powers and duties of all committees of the Board.

Section VIII.3

The Board of Directors may designate a Chair and Vice-Chair of the Standing and Special Committees. Vacancies occurring in these positions may be filled by the Board of Directors at the next regular meeting of the Board of Directors following the occurrence of the vacancy.

Section VIII.4

Participants on Standing and Special Committees shall be determined by the committee chair. There shall be no minimum or maximum number of individuals on any Standing or Special Committee. Nothing in these bylaws shall be construed to limit participants on these aforesaid committees.

ARTICLE IX
MEETINGS OF COMMITTEES – NOTIFICATION REQUIREMENTS

A Standing or Special Committees shall meet on the call of its Chair (in the Chair’s absence by the Vice-Chair), with the date, time, and place to be fixed by the Chair. At least five (5) days prior, notice shall be given to committee participants and staff.

ARTICLE X
PARTICIPANT WITHDRAWAL

Any voting or ex-officio non-voting participant may, at any time, withdraw from the Partnership, provided that written notification thereof is forwarded to the Chair and the said withdrawal shall be effective upon receipt by the Chair.
ARTICLE XI
ADMINISTRATION OF INTERGOVERNMENTAL AGREEMENTS

The Board of Directors may enter into agreements with participant cities and
others to provide technical support, administrative services, policy guidance and all
ancillary support services necessary to implement intergovernmental agreements between
such participant cities. In the performance of such agreements, the Board of Directors
may act for the Partnership, may direct a Standing or Special Committee to perform
duties under the agreement and may create Standing or Special Committees to carry out
the Partnership’s responsibilities.

ARTICLE XII
AMENDMENTS

These bylaws may be amended at any meeting of the Partnership by a two-thirds
vote of all voting participants provided written notice of the proposed amendment has
been given not less than five (5) days prior to the meeting at which it is to be voted upon.

ARTICLE XIII
EXECUTIVE SESSIONS

Section XIII.1

The Board of Directors may enter into executive session as deemed necessary for
discussion of legal matters, personnel matters or contract negotiations.

PASSED at a meeting of the COCONINO PLATEAU WATERSHED PARTNERSHIP
held on this 31st day of August, 2018.

[Signature]
Chair Coral Evans
APPENDIX
Coconino Plateau Watershed Partnership General Area of Interest