

**Utah Water and Wastewater Agency Response  
Network  
UT-WARN**

**BY-LAWS**

**Enacted – October 4, 2010**

**Amended \_\_\_\_\_**

## **Article I**

### **General Purposes**

The purposes for which this mutual aid network is formed and the powers it may exercise are set forth in the Mutual Aid Agreement for Utah Water and Wastewater Agencies.

## **Article II**

### **Name and Location**

- Section 1. The name of the mutual aid network is the Utah Water and Wastewater Agency Response Network (UT-WARN).
- Section 2. The location of the administrative offices of UT-WARN shall be determined by the UT-WARN Steering Committee.

## **Article III**

### **Fiscal Year**

The fiscal year of UT-WARN shall be the calendar year.

## **Article IV**

- Section 1. Members of UT-WARN shall be those agencies that have signed the Mutual Aid Agreement for Utah Water and Wastewater Agencies.

## **Article V**

### **Meeting of Members**

- Section 1. The annual meeting of UT-WARN shall be held during the third quarter of each year at such time and place as shall be designated by the UT-WARN Steering Committee. The order of business shall be:

#### **Order of Business**

- A. Call to Order
- B. Determination of a quorum – Secretary
- C. Secretary’s Report
- D. Treasure’s Report
- E. Reports from Steering Committee Members

- F. Election of Steering Committee members
- G. Unfinished business
- H. New Business

- Section 2. **Special Meetings**  
Special meetings of the members of UT-WARN may be called at any time by a majority action of the UT-WARN Steering Committee, or a petition signed by not less than 10% of the members and presented to the UT-WARN Steering Committee Secretary and certified by the Secretary as to the authenticity of the members. The purpose of the meeting, place, date and time shall be stated in the notice, prepared by the Secretary, and no business, except that indicated in the notice shall be transacted at a special meeting. A majority of the members shall constitute a quorum.
- Section 3. **Notice of Meeting**  
A written notice shall be mailed to each member at the address indicated on the signed Mutual Aid Agreement for Utah Water and Wastewater Agencies not less than ten (10) days nor more than fifty (50) days prior to the date of any Annual or Special meeting of the members.
- Section 4. **Quorum**  
Those in attendance at a meeting of UT-WARN shall constitute a quorum for the transaction of any business.
- Section 5. **Voting**  
All matters presented at the Annual Meeting or a Special Meeting, with the exception of changes to the Mutual Aid Agreement for Utah Water and Wastewater Agencies or these By-Laws, shall be decided by a majority vote of those in attendance.

## **Article VI**

### **UT-WARN Steering Committee**

- Section 1. **Number and General Powers**  
The administration of UT-WARN shall be through the UT-WARN Steering Committee. The UT-WARN Steering Committee shall be made up of one representative from:
- A. A large water system with a population in excess of 10,000.
  - B. A small water system with a population less than 10,000.
  - C. A large wastewater system with a population in excess of 10,000.
  - D. A small wastewater system with a population less than 10,000.
  - E. The Utah Division of Drinking Water.
  - F. The Utah Division of Water Quality.

- G. The Inter-Mountain Section of the American Water Works Association.
- H. The Rural Water Association of Utah.
- I. The Water Environment Association of Utah.

A representative from the Utah Division of Homeland Security will serve as an ex officio member.

Representatives to the UT-WARN Steering Committee from the respective agencies and associations shall be named by those agencies and associations. Representatives from large and small systems shall be elected at the UT-WARN Annual Meeting. An individual may represent more than one agency, association or type of system as long as the minimum number of members to the UT-WARN Steering Committee is never less than seven (7). A member representing more than one agency, association or type of system shall only have one vote at Steering Committee meetings. The incorporating UT-WARN Steering Committee shall serve as the UT-WARN Steering Committee until the first meeting of the members at which time the members shall elect and the agencies and associations shall designate the members of the UT-WARN Steering Committee.

Terms of office for Steering Committee Members shall be three (3) years. At the first UT-WARN Annual Meeting, following election and designation of Steering Committee Members, lots shall be drawn with four (4) members being given a two (2) year term and the remainder given a three (3) year term. All elections in ensuing years shall be for three (3) year terms.

Section 2. Meetings

- A. The UT-WARN Steering Committee shall meet at least once per year in addition to the Annual Meeting. This additional meeting shall be held in the first quarter of each year.
- B. Special meetings of the UT-WARN Steering Committee may be called at anytime by the Chair of the Steering Committee.

Meetings of the UT-WARN Steering Committee may be held by telephone conference call.

Section 3. Quorum

A majority of the UT-WARN Steering Committee shall constitute a quorum.

Section 4. Compensation

No member or officer of the UT-WARN Steering Committee shall be

entitled to any compensation for or in consideration of the execution of their duty as member or officer of the UT-WARN Steering Committee.

Section 5. Removals and Vacancies

- A. Members of the UT-WARN Steering Committee may be removed from office in the following manner: Any member of UT-WARN may file a grievance against a Steering Committee member by filing them in writing with the Secretary of UT-WARN. The grievance must be accompanied by a petition signed by at least 10% of the members of UT-WARN. The grievance shall be considered at a Special Meeting called for that purpose. The Steering Committee member shall be informed in writing of the grievance and shall have the opportunity to be heard in person and to present witnesses, and the person presenting the grievance against the Steering Committee member shall have the same opportunity. A majority vote of the members constituting a quorum, at such a Special Meeting is required for the removal of a Steering Committee member.
- B. If a seat on the Steering Committee becomes vacant due to death, resignation or otherwise, the member shall be replaced as follows:
  - 1. If the Steering Committee seat is an appointed position, a replacement shall be appointed by the appropriate appointing body.
  - 2. If the Steering Committee seat is an elected position the Steering Committee shall appoint a replacement from the appropriate member category to serve until the next annual meeting where a replacement shall be elected.
  - 3. The appointed member shall serve until the end of the unexpired term of the member that was replaced.

Section 6. Duties of the Steering Committee

- A. To conduct and supervise the affairs of UT-WARN including the designation of sub-committees.
- B. To supervise the keeping of UT-WARN membership records and membership resource inventories.
- C. To supervise the maintenance of the UT-WARN web site.
- D. To initiate, supervise and approve plans and programs designed to achieve the objectives and purposes of UT-WARN.
- E. To develop policies, programs, or plans adopted at the Annual Meeting of the members.
- F. To determine policies of UT-WARN consistent with its objectives and purposes.
- G. To provide for annual and special meetings of UT-WARN.
- H. To provide for the dissemination of information to the members or general public as may be needed.

## Article VII

### Officers

- Section 1.     **Number and Election**  
At the first Steering Committee meeting following the Annual Meeting, the Steering Committee shall elect from their number a Chair, a Vice-Chair, a Secretary and a Treasurer to serve until their successors have been elected and qualified. At its discretion, the Steering Committee may leave unfilled for any period as it shall determine, any office except those of Chair and Secretary. Any two or more offices may be held by the same person, except the combined offices of Chair and Secretary.
- Section 2.     **Chair**  
The Chair shall be the chief executive and administrative officer of UT-WARN and shall preside over all meetings of UT-WARN and the UT-WARN Steering Committee. The Chair may call meetings of the Steering Committee and shall exercise such duties as customarily pertain to the office of the chair and shall have general supervision over the affairs of UT-WARN and its several officers. The Chair shall perform such duties as may be prescribed or authorized by the UT-WARN Steering Committee.
- Section 3.     **Vice-Chair**  
The Vice-Chair shall have such powers and perform such duties as may be assigned by the UT-WARN Steering Committee or the Chair. In the absence or disability of the Chair, the Vice-Chair shall perform the duties and exercise the powers of the Chair.
- Section 4.     **Secretary**  
The Secretary shall oversee the keeping of minutes of UT-WARN and its Steering Committee. The Secretary shall cause notice to be given of meetings of UT-WARN and its Steering Committee. The Secretary shall have general charge of the records, documents and papers of UT-WARN not pertaining to the performance of the duties performed by other officers. The Secretary shall perform such other duties as may be prescribed from time to time by discharge of the duties of that office.
- Section 5.     **Treasurer**  
The Treasurer shall have general custody of the collection and disbursement of funds of UT-WARN. The Treasurer may sign, with the Chair, or other persons as may be designated for the purpose by the Steering Committee, all bills of exchange or promissory notes of UT-WARN. The Treasurer shall enter or cause to be entered regularly in the books of UT-WARN full and accurate accounts of all monies received and paid by UT-WARN; shall at all reasonable times exhibit the books and account to any Steering Committee member or whenever required by

the Steering Committee or the Chair, shall render a statement of accounts. The Treasurer shall perform such other duties as may be prescribed from time to time by the Steering Committee or the By-Laws.

Section 6. The term of office for Steering Committee Officers shall be one year. An election of officers shall be held at each Annual Meeting.

Section 7. Reports  
The officers of UT-WARN shall submit at each Annual Meeting of UT-WARN, reports covering the business of UT-WARN for the previous fiscal year and showing the condition of UT-WARN at the close of such fiscal year.

## **Article VIII**

### **Amendments**

Section 1. The Mutual Aid Agreement for Utah Water and Wastewater Agencies may be amended by a 2/3 majority vote of the members of UT-WARN. Ballots with the proposed revisions shall be mailed to all members of UT-WARN. Ballots not returned within thirty (30) days of the notice shall be considered as a “yes” vote. Results of the vote shall be announced at the next Annual Meeting or by notification on the UT-WARN web site.

Section 2. These By-Laws may be amended by a 2/3 majority vote of the members of UT-WARN. Ballots with the proposed revisions shall be mailed to all members of UT-WARN. Ballots not returned within thirty (30) days of the notice shall be considered as a “yes” vote. Results of the vote shall be announced at the next annual meeting or by notification on the UT-WARN web site.