

Universities Council on Water Resources

By-Laws (July 2012)

Preface

The Bylaws of the Universities Council on Water Resources (UCOWR) express the governing and operating policies of the organization. This document clarifies the responsibilities of the Board of Directors, Committee Chairs, the Executive Director, the Treasurer, and Delegates to UCOWR, and sets forth the procedures to be followed by them in discharging their duties.

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UCOWR Bylaws

Article I. Purpose

The Universities Council on Water Resources, Inc. (UCOWR), hereinafter referred to as the "Council," is a voluntary organization of universities and affiliates actively engaged in education, research, and public service in fields related to water resources conservation, development, and management and organized for the purpose of concerted action in whatever ways may seem desirable for the encouragement of such education, research, and service.

Article II. Definition of Interest

Water is necessary for life and is an essential resource of civilization. It is a resource with changing dimensions--changing with knowledge and with demands. The natural and social sciences and technology all play significant and interrelated roles in the conservation, development, and management of water resources for the benefit of the populace. The interests of the Council range from the description and analysis of the waters of the earth to the ways in which society regards and utilizes these waters.

Article III. Offices

Section A. Principal Office. The principal office of the Council shall be located in the state, city and county of the resident institution of the Executive Director.

Section B. Registered Office. The registered office of the Council may be, but need not be, identical with the principal office of the Executive Director and may be changed by the Board of Directors as deemed necessary.

Article IV. Members

Section A. Qualifications. Academic institutions and other entities engaged in education, research, and public service in water resources that have demonstrated a substantial program in water resources shall be eligible for membership in the Council.

Applications shall be forwarded to the Executive Director. Applications for membership are subject to the approval of the Board of Directors. Dues and other conditions of membership shall be specified by the Board of Directors.

Section B. Delegates. Each UCOWR full member institution shall designate up to the maximum number of delegates approved by the board. Delegates from each member shall be selected in such a manner that will provide representation of more than one of the several disciplines and activities involved in their teaching, research, and public service programs related to water resources. The natural sciences, social sciences and engineering disciplines are among those that should be included in the specialties of the delegates. Each of the delegates representing the member is eligible to hold offices of the Council.

Section C. Voting. For matters of business or governance that may come before the Council for a vote, each member shall have a total of votes equal to the number of delegate(s). Each delegate may cast a single vote and cannot cast votes for other delegates. The expression "vote of the Council" means vote of the academic or university full members of the Council, with each member having the number of votes equal to number of delegates. All voting by the Council will be conducted by postal mail or electronic messages.

Section D. Affiliates. Two categories of affiliate members exist: (1) foreign universities that are engaged in teaching and research in water resources and elect to be affiliate rather than full members; and (2) non-university organizations and individuals who are actively involved in education, research and or service related to water resources. They may be associated with the Council as affiliates upon approval by the Board of Directors. Affiliate status is non-voting. Each affiliate shall designate one representative who will serve as liaison representative with the Council. Dues and other conditions of affiliation will be specified by the Board of Directors.

Section E. Individual Members. Personnel at non-member universities who are engaged in teaching, research, or public service in water resources, non-delegate personnel at member institutions, and individuals from the private, government, and nonprofit sectors who wish to participate in the mission of UCOWR may join as individual members. Individual member applications are subject to the approval of the Board of Directors. Individual membership status is non-voting. Dues and other conditions of affiliate membership shall be specified by the Board of Directors.

Section F. Withdrawal of Membership. A member may withdraw from the Council upon thirty day's written notice to the Board of Directors.

Section G. Removal from Membership. Upon the decision of the Board, an institution or individual may cease to be a member of the Council upon failure to pay dues.

Article V. Functions

Section A. Functions. The Council may engage in the activities listed herein and other activities that may be approved by the Board. In performing its functions, the Council may utilize the services of any qualified person, whether or not such person is a delegate to the Council, to:

1. Represent the university community in activities aimed at encouraging the growth of education, public service, research, policy, administration and legislation in water resources on a broad, inter-disciplinary basis.
2. Provide and disseminate information necessary for adequate understanding of the status of education, public service, research, policy, administration, and legislation in water resources.
3. Inform members of the Council on matters of importance relating to water resources.
4. Conduct programs for the purpose of encouraging students to enter fields of education, public service, research, policy, administration, and legislation related to water resources.
5. Serve as a clearinghouse for information on faculty vacancies and available personnel.
6. Establish standing and/or *ad hoc* committees through actions by the Board.

7. Prepare position papers or issue analyses on matters of science or policy concerning water resources, subject to approval of the Board.

Section B. Exclusions. The Council will not engage in the following activities:

1. Act as an accrediting agency or make comparative ratings of member institutions.
2. Participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of a candidate for public office.
3. Hire professional assistance for the purpose of influencing legislation.
4. Endorse professional meetings or activities in which UCOWR is not actively involved with the planning and implementation, except those meetings or activities recommended in writing by a member university or universities and authorized by the Board.

Article VI. Meetings

Section A. Types of Meetings. Regular Board meetings will be held at the time of the annual conference and at other times as decided by the Board to conduct regular business. Meetings may also be convened by the Board of Directors to consider matters deemed by the Board to be of extreme importance. An agenda shall be distributed prior to each meeting. Where a vote of the delegates is required, notice will be by electronic messaging with voting done by postal mail or electronic messaging.

Section B. Annual Meeting Arrangements. Invitations shall be solicited by the Board of Directors from member institutions to host the annual meeting of the Council. A contact person from the institution shall be designated to interact with the Board and the potential host institute. Upon initial acceptance of the invitation by the Board of Directors, the Executive Director shall prepare a detailed budget setting forth all expected costs and fees. Such budget shall be reviewed by the Board. The Executive Director will work out details with the Program Committee and contact person of the host member. In general, annual meetings shall be self-supporting including the cost of publication and distribution of programs and conference proceedings.

Section C. Workshops and Symposia. With the consent of the Board of Directors, UCOWR may sponsor workshops and symposia for the professional development and education of delegates, members, and others in the water resources community. Such workshops and symposia shall be self-supporting.

Article VII. Board of Directors

Section A. Number, Term, and Qualifications. The Board of Directors shall consist of nine members elected as hereinafter provided for a term of three years each plus the President, President-elect, and Past-President if not already serving on the Board. The President, President-Elect, and Past-President are all voting members of the Board. The Executive Director serves as ex officio member without vote. Directors will serve in rotation, three being elected each year to replace retiring members of the Board. A Director may serve two successive partial or full terms but may not be re-elected thereafter until the second annual meeting following his or her most recent term of service as Director. Only one delegate from any member institution may serve on

the Board at any given time. Vacancies on the Board may be filled on an interim basis as described in paragraph 10, Section D, below. A quorum of the Board shall consist of one more than half the number of voting Board members.

Section B. Election.

1. Each year, a nominating committee (as specified in Section D (11) of this article) shall designate three or more nominees for each election to three positions on the Board of Directors. The nominees must be delegates to the Council. Prior to accepting candidacy for the Board of Directors, each nominee will be provided pertinent organizational information and a summary of board member responsibilities; in accepting candidacy, the nominee acknowledges intent to fulfill these responsibilities. Information about the nominees shall be provided to the delegates 30 days in advance of the vote. Additional nominations may be made by a petition signed by five delegates (as an *ad hoc* nominating committee). Petitions should be received by the Executive Director at least four weeks before election so the appropriate information about the nominees can be compiled.
2. Each delegate as defined in Article IV Section B and recorded with UCOWR's principal office before the election is entitled to vote for directors. At least four months prior to the annual meeting, the Executive Director shall distribute ballots to every delegate, using electronic messaging or postal mail. Each delegate shall cast not more than three votes (one for each open position) from the slate of nominees. Ballots must be returned no later than two months prior to the annual meeting. No more than one vote per nominee will be counted on each ballot cast.
3. The three nominees from among the delegates standing for election each year receiving the highest number of votes cast by voting delegates to the Council will be elected to the Board. Ties shall be broken by the toss of a coin. The UCOWR President will inform nominees of the results of the election.

Section C. Meetings. The Board of Directors shall meet at such times and places as designated by the President. Members that have a conflict and cannot travel to a meeting may participate via teleconference. The President or any three members of the Board may call a meeting of the Board. At the annual meeting of the Council, the incoming and outgoing Board shall meet in joint session. The Board may meet in executive session, including only voting members of the Board, upon a majority vote of the voting members of the Board in attendance.

Section D. Functions. The Board of Directors shall have the following functions and such other functions as may be assigned to it by majority vote of the Council.

1. Elect a President and President-Elect from its membership for terms of one year with privilege of succession. The election of President is considered to be automatic with the President-Elect assuming that position. However, if the President-Elect cannot assume the position of President, or if the Board determines it unwise for him or her to assume that position, another member can be selected in the election.
2. Recognize the officers and members of standing and/or *ad hoc* committees.

3. Appoint an Executive Director and a Treasurer and to determine the conditions of their appointments.
4. Approve the appointment of special committees or subcommittees. Such committees or subcommittees will have a life of one year, which may be extended annually as needed.
5. Establish standards and criteria for admission to membership in conformance with Article IV, Section A, and to review and act upon applications for membership, including affiliates.
6. Prepare and submit to the delegates of the Council at meetings, by mail or electronic messaging, ballot issues of policy that require a decision of the Council and to execute the decisions of the Council. Policies that impinge on pending legislation require a decision of the Council.
7. Report promptly to delegates on important actions taken in behalf of the Council.
8. Receive and disburse funds on behalf of the Council.
9. Approve the employment of necessary staff, purchase of supplies and equipment and publication of such materials as necessary.
10. Make interim appointments to vacancies on the Board of Directors. Replacements made by reason of resignation or replacement of a member as a delegate shall be for the duration of the unexpired term of the Board member replaced. For a Board member on leave of absence, the replacement shall be for the period of leave.
11. Designate a nominating committee to nominate candidates for regular vacancies on the Board of Directors and to make such other nominations as may be requested by the Council and Board of Directors. The nominating committee shall consist of the immediate Past-President as Chair and two other delegates who are not currently on the Board or within one year of serving on the Board. The nominees proposed by the nominating committee shall reflect the geographic and professional interests of the Council.
12. Invite individuals to attend Council meetings as observers.
13. Appoint and in conjunction with the host institution's CEO, annually review the performance of the Executive Director and the Treasurer.
14. Arrange for the location of the principal office and the Registered Office of the Council.
15. Initiate the development of position papers or issue analyses on matters of water resource science, education, or policy and to provide these papers or analyses to the full membership as official statements of UCOWR.

Article VIII. Officers

Section A. Number. The officers of the Council shall be a President and a President-Elect, each of whom shall be elected or appointed by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section B. Election. The offices of President and President-Elect shall be elected from among the Board members at the annual meeting of the Council. The President-elect shall be selected by majority vote of the members of the Board, with at least five voting members of the Board participating.

Section C. Appointment of Executive Director. An Executive Director shall be selected by the Board of Directors and the host institution. The Executive Director position,

when vacant, may be filled on an interim basis for a term not to exceed 18 months by appointment by the President. The Executive Director shall serve as a non-voting member of the Board of Directors.

Section D. Appointment of Treasurer. A Treasurer shall be filled by appointment of the Board of Directors and may be combined with the office of Executive Director. The Treasurer shall serve as a non-voting member of the Board of Directors.

Article IX. Executive Director and Treasurer

Section A. Executive Director. The Executive Director is responsible to the Board of Directors, serves as a nonvoting member of the Board, and reports to the President regarding UCOWR activities. The Executive Director is a key team member working with the President and Board. The Executive Director administers the principal office of UCOWR, including the hiring and oversight of staff members needed to carry out the programs of the Council. The Executive Director is responsible for the following administrative functions:

1. **Annual Meeting.** The Executive Director is responsible for the arrangements for the annual meeting of the Council. In discharging this responsibility, he/she will work with local representatives of the host institution and the meeting facilities as appropriate in discharging his/her responsibilities regarding the annual meeting.
2. **Membership.** Regarding membership, the duties include the following:
 - Reaffirm committee membership, convey any special tasks assigned to committees by the Board of Directors.
 - Call delegates from delinquent member universities about dues and arrange appropriate follow-up.
 - Maintain current list of delegates and the chief administrative officer of the member universities.
 - Work closely with the Board of Directors, identify candidate university members and make appropriate contacts with them.
3. **Friends of UCOWR.** The Executive Director shall monitor the process of selection of the Friends of UCOWR (see Article XIV) and be sure that the process is conducted in a timely fashion. He/she will arrange for the Friends of UCOWR certificates to be prepared for those to receive the honor at an annual meeting.
4. **Board of Directors Meetings:** The Executive Director has many duties related to these regular meetings, including:
 - Arrange for Board meetings--physical facilities, special travel.
 - Prepare and distribute agenda, notice to Board members, and follow-up.
 - Remind Board members and committee chairmen of reports due before each Board meeting.
 - Send out reminder assignments to Board members.
 - Promptly distribute minutes of Board meetings.

Prepare Executive Director's and Treasurer's reports.

Coordinate with the President-Elect concerning development of the next year's program so it can be presented at the fall meeting of the Board.

Assure that the President appoints a nominating committee for Board member candidates.

5. Other duties. The Executive Director must respond promptly as issues emerge. It is not possible to list all of the duties to be performed. The Executive Director will have to take the initiative on many matters. A few of the duties are as follows:

Establish and actively maintain relationships with other organizations with other related interests.

Assure the timely progress of awards selection, notification and ceremony arrangements.

Reconfirm delegates through each member's lead delegate.

Send out notices on dues and establish appropriate follow-up.

Prepare tax return for IRS and mail by established deadline.

Print and distribute new stationery after annual meeting.

Publish minutes of Board meetings.

Manage production, editing, and distribution of publications of UCOWR.

Maintain current mailing lists.

Send out resolutions to all members and delegates.

Send out policy statements and position papers to members and delegates.

Maintain an expertise directory of members.

Maintain a functional and up-to-date UCOWR web site.

Section B. Treasurer. The Treasurer serves as a nonvoting member of the Board. The Treasurer shall be responsible for receiving all income to UCOWR, distributing payments on behalf of UCOWR, managing accounts of the Principal office, ensuring that all financial matters are conducted in accord with state and federal laws and applicable accounting standards, and attending to all financial and tax reporting. The Treasurer will provide the Board with up to date, comprehensive reports on the financial status of UCOWR at least twice each year, and more frequently if requested by the President.

Section C. Review of the Executive Director and the Treasurer. At such times as desired by the Board, a review committee will be created by the Board of Directors for the benefit of the Executive Director and/or the Treasurer and the Council. Such a review will provide a formal opportunity for members of the Board, delegates, and the Executive Director and/or the Treasurer to express concern about UCOWR administrative matters. It also will provide a structure for the continuing review of the position. This review is in addition to the annual performance review done in conjunction with the host institution's CEO (Article VII, Section D, No. 13.)

The *ad hoc* review committee shall be chaired by a member of the Board of Directors. Two other members should be appointed as follows: the chair of a standing or *ad hoc* committee and a member at large. This committee shall be instructed and report at such times as the Board of Directors deems desirable.

Article X. Committees

Section A. Criteria. Standing and/or *ad hoc* committees of the Council may be established by the Board. The leadership and membership of each committee shall be recognized by the Board of Directors. Members may be any qualified persons whether or not such persons are delegates to the Council.

Section B. Functions. Standing and/or *ad hoc* committees shall provide surveillance and review of fundamental aspects of university education, public service, and research in water resources, and policy, administration, and legislation with the aim of promoting university-based research, education, and public service in water resources. They shall recommend programs for action to the Council or to the Board of Directors as appropriate and shall carry out such tasks as may be requested by the Council or the Board of Directors. They may initiate the development of position papers or issue analyses on matters relating to water resources within their specific spheres of expertise, although these papers or analyses may not be published as official statements of UCOWR without the approval of the Board. The committees shall also assist the Board in the development of programs to be presented at the annual meeting.

Section C. Meetings. Standing and *ad hoc* committees shall meet and report to the Council at each regular meeting and at Board meetings as requested by the Board of Directors. Other meetings of committees may be arranged as needed.

Section D. Standing or *ad hoc* Committees. Subject to actions by the Board, standing and *ad hoc* committees may include but are not limited to: a standing Website committee, *ad hoc* committees for Conference Programming and Awards, and *ad hoc* committees for emerging issues.

Article XI. Amendments

Section A. Approval. These Bylaws may be amended by two-third majority of voting delegates except that the functions of the Council as stated in Article V, Section A, above shall be amended as specified therein.

Section B. Proposals. Amendments may be proposed by any delegate either to the Board of Directors or to the assembled Council.

Section C. Notice. The Board shall circulate the proposed amendment to all delegates at least thirty days prior to a vote. All amendments must be discussed at a Council meeting or by electronic messaging prior to a vote by delegates. Voting may be conducted by electronic messaging, or by postal mail.

Article XII. Dues

Annual dues for members and affiliates shall be established by the Board of Directors with the concurrence of a two-thirds majority of voting delegates. Voting will be done by electronic messaging or postal mail.

Article XIII. Reports and Information Dissemination

The President shall prepare an annual report of activities and accomplishments. The Board may authorize other special bulletins and reports as are deemed necessary, including electronic information resources designed to serve Council Members and the community of water resource systems and professionals.

Article XIV. Friends of UCOWR

Section A. Definition and Purpose. An individual or group of individuals may be selected to be honored as a “Friend of UCOWR.” The purpose of this honor is to recognize those who have made substantial contributions in time and effort toward the goals of UCOWR.

Section B. Selection. The selection of "Friends of UCOWR" is made by the Board of Directors. A committee consisting of at least one past president of the Council and two members of the Board shall evaluate nominations for “Friends of UCOWR” solicited from the Council delegates. The committee, chaired by the immediate past president, will evaluate and submit to the Board by the spring Board meeting the names of those eligible to be considered for the Friends of UCOWR honor. The Board will select no more than three living candidates to receive the title "Friends of UCOWR" at the following annual meeting. The number of posthumous awards is not limited, and those selections are made by the Board of Directors.

The Executive Director shall ensure that the Board's decision for appointments as "Friends of UCOWR" shall receive appropriate and widespread public notice. Certificates shall be presented to those selected as "Friends of UCOWR" or to a surviving relative at the annual meeting.

Section C. Eligibility. Eligibility for selection is based on service to the Council. No specific criteria are used. However, some could include:

1. Regular participation in Council meetings in a leadership role over the years, e.g., a major speaker.
2. Chair of a standing or *ad hoc* committee for five or more total years.
3. Membership on the Board of Directors.

Article XV. Publications

Section A. Definition. Publications are defined here as all printed material or electronic information dissemination intended for broad circulation, specifically excepting minutes of meetings, memos, or personal letters issued for the purpose of conducting the business of UCOWR. Included under this definition are newsletters, information brochures, policy statements, UCOWR journal, other journals or magazines, and World Wide Web resources generated at the initiative of UCOWR.

Section B. Authorization. All publications of UCOWR must be approved by the Board.

Section C. Operating Policies and Procedures. UCOWR will endeavor to assure that all publications adhere to high standards of publication quality, including editorial and design standards and timeliness. In pursuit of this objective, the following procedures will apply.

1. Format and appearance will conform to design standards adopted by the Board of Directors.
2. The UCOWR logo will be reserved for use on official, approved publications.
3. Expenditures for UCOWR resources for the purpose of publication must be approved in advance by the Board of Directors.
4. The Board of Directors may establish review guidelines for specific publications of the Council.
5. The Board of Directors may establish subscription fees or other cost recovery measures for specific publications and, as needed, assert copyright protections for UCOWR information. The exercise of these measures shall be for the purpose of cost recovery and shall minimize the restriction on members and delegates to freely use UCOWR materials.
6. The Executive Director will be responsible for administering publication policies and guidelines.