

BYLAWS OF CALDESAL

ARTICLE I — NAME AND PURPOSE

Section 1.1. — Name: The name of the organization shall be CalDesal. It shall be a nonprofit organization incorporated under the laws of the State of California

Section 1.2. — Purpose: CalDesal is organized exclusively for the mutual benefit of its members.

The purpose of this corporation is:

To advocate for environmentally responsible desalination in California

ARTICLE II — MEMBERSHIP

Section 2.1. — Eligibility for membership: Application for voting membership or non-voting membership shall be open to any agency, organization or individual that supports the purpose statement in Article I, Section 2. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the Executive Committee of the Board.

Section 2.2. — Annual dues: The amount required for annual dues shall be \$5,000 for voting membership and \$1,000 for non-voting membership each year, unless changed by a majority vote of the executive committee. Continued membership is contingent upon being up-to-date on membership dues. The executive committee shall have the authority to establish and define non-voting categories of membership.

Section 2.3. — Rights of voting members: Each voting member shall be eligible to appoint one voting representative to serve on the board of directors to cast the member's vote in association elections.

Section 2.4. — Resignation and termination: Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the executive committee.

ARTICLE III — MEETINGS OF MEMBERS

Section 3.1. — Regular meetings: Regular meetings of the members shall be held twice yearly as designated by the chair.

Section 3.2. — Annual meetings: An annual meeting of the members shall be held, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect the executive committee and officers and receive reports on the activities of the association.

Section 3.3. — Special meetings: Special meetings may be called by the chair, the executive committee, or a simple majority of the board of directors. A petition signed by ten percent of voting members may also call a special meeting.

Section 3.4. — Notice of meetings: Notice of each meeting shall be given to each voting member not less than two weeks prior to the meeting.

Section 3.5. — Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 3.6. — Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV — BOARD OF DIRECTORS

Section 4.1. — Board role, size, and compensation: The board is responsible for electing the executive committee and receiving reports on the activities of the association. The board delegates responsibility of overall policy and direction to the executive committee. The board shall consist of one representative of each voting member. The board receives no compensation.

ARTICLE V — EXECUTIVE COMMITTEE

Section 5.1. — Committee role, size, and compensation: The executive committee is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The executive committee shall have up to thirteen (13) members and shall be composed of at least 9 members from water purveying agencies and at least 2 members from non-water purveying organizations. The Committee receives no compensation other than reasonable expenses.

Section 5.2. — Terms: All executive committee members shall serve two-year terms, but are eligible for re-election for up to two consecutive terms.

Section 5.3. — Meetings and notice: The executive committee shall meet at least quarterly. An official executive committee meeting requires that each executive committee member have notice at least two weeks in advance.

Section 5.4. — Executive Committee elections: New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of voting members present at the annual meeting.

Section 5.5. — Election procedures: A nominating committee shall be responsible for nominating a slate of prospective board members representing the associations diverse constituency. All voting members will be eligible to send one representative to vote.

Section 5.6. — Quorum: A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

Section 5.7. — Officers and Duties: There shall be four officers of the board and executive committee, consisting of a chair, vice-chair, secretary, treasurer and immediate past chair if one exists. Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

The vice-chair shall chair committees on special subjects as designated by the executive committee.

The secretary shall be responsible for keeping records of executive committee actions, including overseeing the taking of minutes at all executive committee meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each executive committee member, and assuring that corporate records are maintained.

The treasurer shall make a report at each executive committee meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 5.8. — Vacancies: When a vacancy on the executive committee exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 5.9. — Resignation, termination, and absences: Resignation from the executive committee must be in writing and received by the secretary. A executive committee member shall be terminated from the executive committee due to excess absences, more than two unexcused absences from executive committee meetings in a year. A executive committee member may be removed for other reasons by a three-fourths vote of the executive committee remaining directors.

Section 5.10. — Special meetings: Special meetings of the executive committee shall be called upon the request of the chair, or one-third of the committee. Notices of special meetings shall be sent out by the secretary to each executive committee member at least two weeks in advance.

ARTICLE VI — COMMITTEES

Section 6.1. — Committee formation: The executive committee may create committees as needed. The board chair appoints all committee chairs

Section 6.2. — Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

ARTICLE VII — DIRECTOR AND STAFF

Section 7.1. — Executive Director: The executive director is hired by and reports to the executive committee. Day to Day direction is provided by the Chair. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board and executive committee meetings, report on the progress of the organization, answer questions of the executive committee and carry out the duties described in the job description. The executive committee can designate other duties as necessary.

ARTICLE VIII — AMENDMENTS

Section 8.1. — Amendments: These bylaws may be amended when necessary by two-thirds majority of the executive committee. Proposed amendments must be submitted to the Secretary to be sent out with regular committee announcements.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on December 1, 2010.

Secretary

Date

These bylaws were amended at a meeting of the board of directors by a unanimous vote on May 10th 2017

The amendments were to Article V Section 5.1.

- The Executive committee size modified to be up to 13 members (from 11)
- The Minimum size would be 11 based on at least 9 from water purveying and at least 2 from non-water purveying organizations (companies etc.)