**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, company, 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.

***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. —Voting:***All issues to be voted on shall be decided by a simple majority of those present at the meeting, and constituting a quorum pursuant to Section 5.6, 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 7 members from water purveying entities and at least 3 members from non-water purveying entities. The committee receives no compensation other than reasonable expenses.

***Section 5.2. — Terms:***Executive committee terms shall be two-years in length, beginning on January 1 of odd-numbered years and concluding on December 31 of even-numbered years.

***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, comprised of at least three members of the executive 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, voting, and motions to pass.

***Section 5.7. — Officers and ~~d~~uties:***The officers of the board shall consist 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***may chair committees on special subjects as designated by the executive committee.

***The secretary***may 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***may make a report at executive committee meetings. The treasurer may 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.

***The immediate past chair*** may attend and participate in all executive committee meetings as a voting member.

***Section 5.8. — Vacancies:***When a vacancy on the executive committee exists mid-term, the officers shall have the authority to convene a special meeting of the executive committee for the purposes of filling the vacancy. Prior to selection of a member to fill a vacancy on the executive committee, application notice shall be distributed to board members to solicit nominations for the executive committee vacancy at least two weeks prior to the special meeting of the executive committee. 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. An executive committee member may be terminated from the executive committee due to excess unexcused absences, upon affirmative vote by a majority of the executive committee directors. An executive committee member may be removed for other reasons by a three-fourths vote of the executive committee remaining directors.

***Section 5.95. – Prolonged excused absences:*** In the event of a prolonged excused absence from the executive committee, a member may request authorization from the officers to identify an alternate to serve in the member’s place during the absence. Upon approval by the officers, the alternate shall fill the spot of the excused member and be authorized to execute full privileges of the office being filled.

***Section 5.10. — Special meetings:***Special meetings of the executive committee shall be called upon the request of the chair, or one-third vote of the executive committee. Notices of special meetings shall be sent out by the secretary to each executive committee member 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. Committee chair appointments shall be re-evaluated at the beginning of each odd-numbered year.

***Section 6.2. — Executive Committee:***The 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.

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.)

These bylaws were amended at a meeting of the board of directors by a unanimous vote on November 30, 2022.

 The amendments were to:

* **Sections 3.5, 3.6, and 5.6** – Clarifying that 40% of Board members represents a quorum for voting purposes.
* **Section 5.1** – Improving the flexibility in the overall composition of the Executive Committee to ensure broader participation opportunities for non-public agency members of the association.
* **Section 5.2** – Elimination of the term limit restrictions for members of the Executive Committee and to clarify that the two-year terms for Executive Committee members run from January 1 of odd-numbered years through December 31 of even-numbered years.
* **Section 5.5** – Clarifying that at least three members of the Executive Committee are necessary to comprise a Nominating Committee.
* **Section 5.7** – Clarifying the role of the Immediate Past Chair as a voting member of the Executive Committee.
* **Section 5.8** – Clarifying the procedures that the Executive Committee may undertake to fill a vacancy in the Executive Committee, outside of the conventional election process.
* **Section 5.9** – Clarifying the rules for dismissal of a member of the Executive Committee for excessive unexcused absences.
* **Section 5.9.5** – Allow for the appointment of a temporary alternate to serve on the Executive Committee in the event of a prolonged excused absence of a sitting member of the Executive Committee.



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Secretary Date