**BY LAWS OF THE**

**MIDWAY CANNAN COMMUNITY WATER ASSOCIATION, INC.**

**ARTICLE 1**

**NAME AND PURPOSES**

**Section 1.01. Name**. The name of this Association, which is a non-profit organization, will be MIDWAY- CANAAN COMMUNITY WATER ASSOCIATION, INC, herein referred to as MCCWA.

**Section 1.02. Purpose**. The MCCWA is a water utilities organization comprised of the citizens of Midway. Its function is to provide safe and clean drinking water services to the community of Midway.

**ARTICLE II**

**MEMBERS**

**Section 2.01. Membership**. Membership to the MCCWA is open to any persons moving into the Midway Community that owns property. Only property owners who own meters have activated membership numbers. Persons seeking membership must fill out an application, provide proof of residence, ID and membership dues. An individual can only have one membership number assigned to them regardless of the number of properties owned.

Membership can be granted to an individual by the Board to one who does not own property and whom does not reside in the Midway Community to become a member and/or to be a member of the Board. The outside member’s qualifications should possess expertise in water management or legal studies.

**Section 2.02. Termination of Membership**. The MCCWA Board of Directors, by affirmative vote of two-thirds of all the Members of the Board, may suspend or expel a member, and may, by a majority vote or those present at any regularly continued meeting, terminate the membership of any member who becomes ineligible for membership.

**Section 2.03. Resignation**. Any member may resign by filing a written resignation to the MCCWA Board of Directors, however, such resignation shall not relieve the member to pay any stated dues or other charges theretofore accrued and unpaid.

**Section 2.04. Meetings**. The annual membership meeting shall be held in June of each year. A minimum of 50% of the Members of MCCWA must be present to constitute a quorum for having the annual meeting. However, the meeting may be held at the discretion of the Board Members. However, no voting of board Members will be allowed.

**Section 2.05. Cancelling and Scheduling of Meetings.** Meetings may be called by the Chairperson or at the request of at least 50% of the Members with notice given by mail and or email to each member not less than thirty (30) days before such meeting. Scheduled meetings may be cancelled by the Chairman of the Board in the event of an emergency or at the Board’s discretion.

**Section 2.06. Voting.** Each Member has one vote regardless of how many properties they own. At all meetings, all votes shall be by a show of hands.

**ARTICLE III**

**AUTHORITY AND DUTIES OF BOARD OF DIRECTORS**

**Section 3.01. Authority of Board of Directors**. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by Law.

**Section 3.02. Number, Selection, and Tenure**. The MCCWA Board of Directors shall consist of not less than three (3) directors. Each director shall hold office for a term of three years. Alternating the years so that all board Members are not replaced at the same time. Board Members will be elected at the Annual Meeting in June and will take over their duties the following January. A Board member can be elected for consecutive terms by the Members of Midway. In addition, the MCCWA Board of Directors may extend the terms of the Board Members with a majority vote, and without the vote of Members for 1 additional term to establish and maintain the stability of the MCCWA.

A minimum of 50% of the Members of MCCWA must be present in person to constitute a quorum for voting of board Members to be elected at an annual meeting. If the quorum in not met the current board Members at their next board meeting shall choose to remain on the board or chose/recommend someone for their position on the board. One other board member needs to approve the new board member after the application is reviewed and approved by the Chairman of the Board.

Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the MCCWA Board of Directors. In the event of a tie vote, the President shall choose the succeeding director. A director elected to fill a vacancy shall be elected for the unexpired term of that director’s predecessor in office.

**Section 3.03. Resignation**. Resignations are effective upon receipt by the MCCWA Board of Directors with an acceptance vote.

**Section 3.04. Regular Meetings**. The MCCWA Board of Directors shall hold at least two (2) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine. The MCCWA Board of Directors may hold as many meetings as deemed necessary to ensure the success of the MCCWA.

**Section 3.05. Special Meetings**. Meetings shall be at such dates, times and places as the MCCWA Board of Directors shall determine.

**Section 3.06. Notice**. Meetings may be called by the Chairperson or at the request of any two (2) directors by notice via email, mail, or telephone to each member of the Board not less than forty-eight (48) hours before such meeting.

**Section 3.07. Quorum**. A quorum shall consist of a majority of the MCCWA Board of Directors attending in person. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the Directors present may adjourn the meeting on occasion without further notice.

**Section 3.08. Action Without a Meeting**. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the Members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

**Section 3.09. Participation in Meeting by Conference Telephone**. The MCCWA Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as Members participating in such meeting can hear one another.

**Section 3.10. Committees**. The MCCWA Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the MCCWA Board of Directors composed of at least two board Members (20 persons which except for an Executive Committee, may include non-Board Members). The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, activities of the Corporation.

**Section 3.11. Nominating Committee**. There shall be a Nominating Committee, composed of the Chairman of the Board and at least two (2) other Members of the MCCWA Board of Directors. Each member of the committee shall have one (1) vote and decision shall be made by the majority.

**Section 3.12. Reimbursement.** Directors shall serve without compensation with the exception that expenses incurred in the furtherance of MCCWA business are allowed to be reimbursed. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore.

**ARTICLE IV**

**AUTHORITY AND DUTIES OF BOARD OF DIRECTORS**

**Section 4.01. Officers.** The officers of the Corporation shall be a Chairman of the Board, Treasurer, Secretary, and any other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the offices of Chairman of the Board and Secretary/Treasurer.

**Section 4.02. Chairman of the Board**. The Chairman of the Board shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the MCCWA Board of Directors.

**Section 4.06. Vice Chairman of the Board**. The Vice Chairman of the Board shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the Chairman of the Board. The Vice- Chairman shall perform other duties as requested and assigned by the Chairman, subject to the control of the Board of Directors.

**Section 4.07. Secretary/Treasurer**. The Secretary/Treasurer shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. The Secretary/ Treasurer shall also report to the Board of Directors at each regular meeting on the status of the MCCWA’s finances. The Secretary/Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned to the Board of Directors.

**Section 4.08. Paid Staff**. The MCCWA Board of Directors may hire such paid staff, as they deem proper and necessary for the operations of The MCCWA. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

**ARTICLE V**

**INDEMNIFICATION**

Every member of the Board of Directors, officer or employee of the MCCWA may be indemnified by the MCCWA against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such Members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, Officer, Director, or employee of MCCWA. However, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the MCCWA. The foregoing right of indemnification shall be in addition and not exclusive of all other rights, which such member of the Board, officer or employee is entitled.

**ARTICLE VI**

**ADVISORY BOARDS AND COMMITTEES**

**Section 6.01. Establishment**. The MCCWA Board of Directors may establish one or more Advisory Board or Committee.

**Section 6.02. Size, Duration, and Responsibilities.** The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the MCCWA Board of Directors.

**ARTICLE VII**

**FINANCIAL ADMINISTRATION**

**Section 7.01. Fiscal Year.** The fiscal year of the MCCWA shall be January 1- December 31 but may be changed by resolution of the MCCWA Board of Directors.

**Section 7.02. Checks, Drafts, Etc.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the MCCWA in a manner as determined by the Board of Directors or of any committee to which such authority has been delegated by the MCCWA Board of Directors.

**Section 7.03. Deposits and Accounts**. All funds of The MCCWA, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the MCCWA Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the Chairman or by any other officer or officers or agent or agents of The MCCWA, to who such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of The MCCWA, checks, drafts, and other orders of The MCCWA may be endorsed, assigned, and delivered on behalf of The MCCWA by any officer or agent of The MCCWA.

**Section 7.04. Investments**. The funds of The MCCWA may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the MCCWA Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501( c) (3) of the Internal Revenue Code.

**ARTICLE VIII**

**BOOKS AND RECORDS**

Accurate books of account of the activities and transactions of The MCCWA shall be kept at the office of the MCCWA. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

**ARTICLE IX**

**AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all Members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.08.