

BY-LAWS
OF THE
TENNESSEE
ASSOCIATION
OF
UTILITY
DISTRICTS



Revised June 2009

**BY-LAWS OF THE TENNESSEE
ASSOCIATION OF UTILITY
DISTRICTS**

**ARTICLE I
NAME AND OBJECTIVES**

SECTION 1.

The name of the corporation shall be the Tennessee Association of Utility Districts.

SECTION 2.

The objectives of this corporation shall be the promotion and advancement of the utilities operation in the State of Tennessee under the Utility District Act of Tennessee of 1937, as amended, and other similar or related utility organizations whether private or public. These objectives include without limitation the furnishing of adequate, safe and satisfactory utility services and the conduct, operation and maintenance of systems for the furnishing of water, sewer, sewage disposal, gas, electricity police and fire protection, garbage collection and disposal, street lighting, parks and recreation facilities, and other similar activities or services.

SECTION 3.

This Corporation shall be noncommercial, nonsectarian, and nonpartisan. The name of the Corporation and the name of any of its members and its officers in their official capacity shall not be used in any connection with any partisan interest,

for any purpose other than the regular business of the Corporation.

ARTICLE II GOVERNMENT

SECTION 1.

The government of this Corporation shall be vested in thirteen directors to be elected and hold office for three-year terms as herein provided. The Board of Directors shall manage the affairs of the Corporation and shall have full power to conduct all matters for its general operation and welfare, including without limitations the following specific powers:

- (a) The Board of Directors shall study trends and developments in the various types of utility services rendered by members of the Corporation and shall from time to time report new developments to the membership, which may be of interest.
- (b) The Board shall keep abreast of litigation pending throughout the State of Tennessee and elsewhere which may be its nature be of interest generally to the members of the Corporation, and shall keep its members informed of the same.
- (c) The Board shall keep itself informed of any legislation relating to the interest of members

of the Corporation, and shall seek to promote the passage of such legislation as may further the interest of the members of the Corporation and in turn be in the best interest of the people of the State of Tennessee. Likewise, the Board shall, in the name of the Corporation, oppose the passage of legislation, which may be detrimental to the interests of the membership and the people of the State of Tennessee.

- (d) The Board shall employ counsel for the purpose of intervening in any litigation which may be pending in which the Board feels that the Corporation, as such, should take an active interest. Likewise, the Board shall have power to employ counsel for the purpose of presenting to any legislative group, or legislative council the position of the Corporation with reference to pending legislation.
- (e) The Board shall have authority to employ full-time personnel and to maintain regular offices for the transaction of the business of the Corporation as the Board deems necessary for the furtherance of the Corporation's interests and should the finances of the Corporation so permit.

SECTION 2.

The directors shall meet at least quarterly at such place and hour as determined by the Board. In addition, the Board shall meet annually following the annual meeting of the membership, and following the corporate organizational meeting of the membership, which meeting shall take the place of one quarterly meeting of the Board.

The President shall have the authority to call special meetings of the Board of Directors provided the President and/or the Executive Director give notice thereof to each director at least seven (7) days prior to the meeting by first class mail, overnight express delivery, facsimile, electronic mail, or any other generally accepted means of communication.

ARTICLE III ELECTION OF DIRECTORS

SECTION 1.

The Board of Directors shall be made up of thirteen voting members. The Board shall elect from its membership a President, a Vice President, a Secretary and a Treasurer.

- (a) Each officer of the Corporation shall serve for one two year term.
- (b) There shall be an invitation extended to the Chairman of the Utility Management Review Board

to sit on the Board of Directors in a non-voting capacity.

- (c) There shall be one representative from the associate membership to sit as an advisory member to the Board.

SECTION 2.

To be eligible for service on the Board of Directors, a nominee must be (1) the member of the governing board of a member utility; (2) the chief management officer of a member utility or (3) the assistant to the chief management officer of a member utility. No member utility shall have more than one representative on the Board of Directors at any time.

SECTION 3.

The President of the Association shall appoint a nominating committee prior to the holding of the annual meeting of the membership, which committee shall place in nomination qualified and willing candidates for the vacancies on the Board then to be filled. Additional nominations may be received from the floor.

SECTION 4.

To be elected, a nominee must receive a majority of the votes cast by the voting delegates at the annual business meeting. If on the first ballot, no nominee receives a majority of the votes cast, successive ballots shall be taken with the candidate receiving the least number of votes being eliminated until each elected director receives a majority of the votes cast.

SECTION 5.

If the office of Director becomes vacant by reason of death, resignation, or otherwise, the remaining members of the Board shall appoint a successor who shall fill the unexpired term of the Director.

**ARTICLE IV
OFFICERS**

SECTION 1.

The principal officers of the Corporation shall be elected by the Board and shall consist of president, vice president, secretary, and treasurer. The officers of the Corporation shall serve as the executive committee. The executive director shall meet with the executive committee as an ex-officio member. The Board shall have the authority to appoint such additional subordinate officers as it may from time to time determine necessary for the advancement of the work of the association.

SECTION 2.

The Board of Directors of the Corporation shall meet at the conclusion of the annual meeting every two years to elect each of the officers of the Corporation. The terms of the officers shall begin the first day of the month following the annual meeting.

SECTION 3.

In the event there is a vacancy in an officer's position, the Board of Directors may meet at any regularly scheduled Board meeting and elect a member of the

Board to fill the unexpired term.

SECTION 4.

The president, or in his absence, the vice-president, shall preside at all meetings of the membership and at all meetings of the Board of Directors, and shall exercise general supervision and control over the affairs of the Corporation.

SECTION 5.

The president shall with the approval of the Board, appoint such committees as may be determined necessary to properly carry out the business of the Corporation.

SECTION 6.

The secretary shall keep the minutes of all meetings of the Corporation and of the Board of Directors, and shall have charge of the records of the Corporation. He shall give notice of all meetings of the membership and shall conduct the general correspondence of the Corporation. The secretary shall keep a record of the members of the Corporation when properly certified by the appropriate committee.

SECTION 7.

The treasurer and the Executive Director shall have supervision over all funds, securities, receipts and disbursements of the Corporation. They shall cause all monies and other valuable effects of the Association to be deposited in its name and to its credit in such depositories as shall be selected by the Board of Directors.

They shall keep, or cause to keep, correct books of all accounts of all the business transactions of the Corporation. They shall render to the President of the Board of Directors, whenever requested, an account of the financial condition of the Corporation and transactions thereof. They shall coordinate audit procedures of the Corporation as required by these Bylaws. They shall perform all duties and have all powers incident to the office of the Treasurer and perform such other duties and have such other powers as from time to time may be assigned by these Bylaws or by the Board of Directors or the President.

SECTION 8.

The officers shall serve without compensation. The Board shall hire an Executive Director of the Corporation, which person shall be a salaried employee of the Corporation, who shall assist the secretary and treasurer in the performance of their duties.

SECTION 9.

At meetings of the Board of Directors of the Corporation, seven voting members of the Board shall constitute a quorum.

ARTICLE V MEMBERSHIP

SECTION 1.

Any utility district organized and existing under and pursuant to the Utility District Act of Tennessee on 1937, as amended, or

any utility or service organized to furnish services or utilities as set forth in the last sentence of ARTICLE I, SECTION 2 of these bylaws under Private Act or otherwise with the approval of the Board of Directors may be eligible for membership in this Corporation. A certificate of membership will be issued each year upon payment of dues.

SECTION 2.

Other membership categories and their annual dues schedules may be authorized by the Board of Directors as deemed appropriate to further the objective of this Corporation as set forth in ARTICLE I, SECTION 2. Members in these additional categories shall not be entitled to vote in elections for Board of Directors or amendments to these by-laws.

ARTICLE VI MEETINGS OF THE MEMBERSHIP

SECTION 1.

An annual meeting of the membership shall be held on Tuesday following the first Sunday in June or as otherwise prescribed by the Board of Directors and at a place to be determined by the Board of Directors. The Board of Directors shall give notice in writing of the annual meeting at least 30 days prior thereto to each member of the Corporation.

SECTION 2.

At meetings of the membership, each member of the Corporation may be

represented by one or more of its commissioners, its general manager and/or its attorney, provided nevertheless, that each member of the Corporation shall be entitled to only one vote at such meetings.

SECTION 3.

In order to insure one vote per member, each member shall elect or appoint a voting delegate prior to the annual meeting and shall identify the voting delegate at registration of the annual meeting. Voting delegates shall be seated by the President of the Association prior to any voting by the voting delegates.

SECTION 4.

At meetings of the membership, there shall be no voting by proxy.

SECTION 5.

At the annual meeting of the membership, Directors shall be elected as provided in Article III, Section 3 and in Article III, Section 4 and the members shall take such other actions as may properly come before the meeting.

SECTION 6.

The Board of directors shall have the authority to call special meetings of the membership at other times, should it so elect, provided the Board gives notice thereof in writing to each member of the Corporation at least ten (10) days prior to the meeting date.

SECTION 7.

The members in attendance at the annual meeting or a special meeting shall constitute a quorum.

**ARTICLE VII
MEMBERSHIP FEE**

SECTION 1.

No membership fee shall be required.

**ARTICLE VIII.
ANNUAL DUES**

SECTION 1.

Each member of this Corporation shall pay annual dues based upon the number of its customers or as otherwise prescribed by the Board of Directors. For this purpose, each member shall certify to the Secretary and Executive Director of the Corporation the number of customers as of June 30 of each year within 15 days thereafter or as otherwise prescribed by the Board of Directors. The Secretary and Executive Director shall promptly compute the amount of dues owed by each member and forward statements to the membership accordingly. Statements shall be due and payable on or before the first day of October next following unless otherwise prescribed by the Board of Directors. The Board of Directors of the Corporation shall determine annual dues.

**ARTICLE IX.
FISCAL YEAR**

SECTION 1.

The fiscal year of the Corporation shall begin on July 1st each year and shall end on June 30th unless otherwise prescribed by the Board of Directors.

**ARTICLE X.
GOVERNMENT TAX**

SECTION 1.

The amounts herein specified for annual dues shall be deemed to mean the net amount to the Corporation, exclusive of any tax that may from time to time be imposed thereon by any federal state or local government.

**ARTICLE XI.
AMENDMENTS**

SECTION 1.

These By Laws may be amended at any meeting of the membership of this Corporation by a vote of a majority of the membership present, provided that notice of the proposed amendment has been given to the members of this Corporation at least ten (10) days prior to the holding of the said meeting.

Tennessee Association
of Utility Districts

Vital for Tennessee's future

