

Adopted April 7, 1977
Amended January 18, 1979
Amended January 6, 1983
Amended November 6, 1986
Amended January 5, 1989
Amended January 3, 1991
Amended November 7, 1996
Amended April 5, 2007
Amended May 7, 2009

**BYLAWS
OF
CENTRAL ARIZONA WATER CONSERVATION DISTRICT
(CAWCD)**

1. NAME

1.01. The name of the District shall be Central Arizona Water Conservation District (CAWCD) which shall be used in all contracts to which CAWCD is a party and in all other documents having legal significance and by which CAWCD shall be known in all proceedings. However, the Board of Directors has designated the name Central Arizona Project to be used for the popular identification of CAWCD.

2. OFFICE

2.01. CAWCD shall maintain its principal office at Phoenix, Arizona, or at such other place as the Board of Directors may designate.

3. MEETINGS

3.01. Regular Meetings. Regular Meetings of the Board shall be held at a place to be designated by the President of CAWCD on the first Thursday of each month, unless such Thursday is a holiday on which CAWCD normally does not conduct administrative business, in which case such Regular Meeting shall be held on the next succeeding Thursday of the month which is not such a holiday, provided that the President may cancel any such Regular Meeting if he deems there is not sufficient business to warrant holding the same unless five (5) or more Directors of the Board object to such cancellation, in which case the meeting shall not be canceled.

3.02. Special Meetings. Special Meetings of the Board may be held at any time upon the call of the President or upon the request of two (2) or more Directors of the Board.

3.03. Notices. At least one (1) week prior to the date of any Regular Meeting of the Board, a written notice setting forth the time, place and general purposes of the meeting shall be mailed electronically and deposited in the mail with postage prepaid addressed to each Director at his address as it then appears on CAWCD records. Notices of Special Meetings shall be given by

telephone, facsimile transmission, electronic mail, or mail at least twenty-four (24) hours before the date of such meeting.

3.04. Quorum. At any Regular, Special, or Committee Meeting of the Board of Directors, a quorum shall consist of not less than a majority of the members of the Board or Committee. No official business may be transacted in the absence of a quorum. If a quorum is present, a majority vote of the Directors in attendance shall be sufficient for the transaction of official business.

3.05. Roll Call Vote. Upon the request of any Director, a roll call vote shall be taken on any official matter upon which the Board acts.

3.06. Rules of Procedure. Robert's Rules of Order shall govern the conduct of meetings.

4. DIRECTORS

4.01. Powers. The powers of the Board of Directors and CAWCD shall be as prescribed in Chapter 22 Title 48 Arizona Revised Statutes or other applicable provisions of law.

4.02. Compensation. No member of the Board shall receive any compensation but shall be reimbursed for all reasonable expenses incurred on behalf of CAWCD.

4.03. Conflict of Interest. If the Board of Directors is required to act on any matter relating to which any Director of the Board has a potential conflict of interest, such Director shall so announce and shall refrain from participating in any discussion or vote thereon.

5. OFFICERS

5.01. The officers of the District shall consist of a President, a Vice President and a Secretary. Such officers shall be elected for a term of two (2) years at the Regular Meeting to be held in February of each odd numbered year and shall serve until new officers are so elected. A vacancy among the officers of CAWCD may be filled from among the remaining Directors of the Board by election at any Regular or Special Meeting of the Board. An officer elected to fill such vacancy shall serve for the unexpired term of his or her predecessor in office. In the event that a vacancy in the office of President occurs, the Vice President shall act as President. In the event that a vacancy in the office of Vice President occurs, the Secretary shall act as Vice President. A vacancy in the office of Secretary shall be filled by appointment by the President from among the remaining Directors of the Board. In the event that the President is otherwise unavailable or unable to perform the duties of the office of President, the Vice President is empowered to act on the President's behalf. The President, or in his/her absence the Vice President or Secretary, in that order, shall preside at all meetings of the Board.

6. COMMITTEES

6.01. Executive Committee. There shall be an Executive Committee comprised of the duly elected officers of CAWCD, the immediate past President of CAWCD, and two Directors elected by the Board for a term of two (2) years at the Regular Meeting at which the officers of CAWCD are elected. For those years that the immediate past President is not a member of the

Board or is elected to serve as an officer of CAWCD, three Directors will be elected to the Executive Committee. Every effort will be made to include at least one director from a county other than Maricopa County on the Executive Committee. A vacancy on the Executive Committee shall be filled by appointment by the President from among the remaining Directors of the Board. The Executive Committee may be called to handle emergencies between Board meetings and to make recommendations to the Board. All actions of the Executive Committee shall be subject to ratification by the Board.

6.02. Nominating Committee. At least two weeks prior to the election of officers, the President of CAWCD shall appoint a Nominating Committee consisting of at least three (3) Directors to make recommendations for the election of officers and the Executive Committee memberships.

6.03 Special Committees. The President may from time to time, appoint Special Committees of no more than seven directors to make recommendations to the Board or to carry out directives of the Board.

7. AMENDMENTS

7.01. These Bylaws may be amended, supplemented, repealed, or temporarily or permanently suspended, in whole or in part, or new Bylaws may be adopted by a two-thirds vote of the entire Board at any duly constituted meeting of the Board of Directors, the notice of which meeting included notice of the proposed action relative to the Bylaws, except that if any such action arises as a matter of necessity at any such meeting and is otherwise proper, no notice thereof will be required.