

BYLAWS OF THE  
CENTRAL NEVADA REGIONAL WATER AUTHORITY

September 26, 2008  
Amended: March 15, 2013  
Amended October 20, 2023

ARTICLE I  
NAMES AND DEFINITIONS

SECTION 1. NAME. This organization shall be known as "Central Nevada Regional Water Authority."

SECTION 2. DEFINITIONS. The terms defined in this section shall have the meanings given unless otherwise provided or indicated by context:

Sub. 1. "Associate Member" means any entity, company, organization or individual that is not a Member County or Government Partner that has been approved for Associate membership by the Board.

Sub. 2. "Authority" means the Central Nevada Regional Water Authority.

Sub. 3. "Board" means the Board of Directors of the Authority.

Sub. 4. "City" means any city unit of government in the State of Nevada:

Sub. 5. "Central Hydrographic Region" means the hydrographic region designated by the Nevada Office of the State Engineer that is located in portions of 12 counties in the State of Nevada.

Sub. 6. "County" means any county unit of government in the State of Nevada and includes Carson City.

Sub. 7. "Cooperative Agreement" means the agreement that established the Authority pursuant to the Nevada Interlocal Cooperation Act.

Sub. 8. "Government Partner Member" means any county or city that is not a Member County that has been approved for Government Partner membership by the Board.

Sub. 9. "Member County" means a county that has a portion of the Central Hydrographic Region located within its boundaries that has been admitted as a Member County pursuant to the provisions of the Cooperative Agreement.

ARTICLE II  
MISSION

SECTION 1. MISSION. The mission of the Authority is to prepare communities in central and eastern Nevada for sound water-resource decisions that promote prosperous economies and strong civic institutions in a healthy natural environment. Under the Cooperative Agreement, Member Counties work toward water resource solutions that do the following:

1. Support their local and regional economies by a) developing and maintaining cost-effective water infrastructure, and b) maximizing economic benefit from regional water resources.
2. Meet the needs of their citizens by a) providing access to clean, inexpensive water supplies, and b) sponsoring water resource education aimed at local governments and the public.
3. Build their capacity for making sound water resource decisions by a) assisting communities to predict long-term water needs, b) identifying gaps in water resource data, c) developing a uniform and accessible base of knowledge about regional water resources, d) creating a regional water plan based on common aspects of county plans, and e) assessing impacts of regional water resource development proposals.
4. Maintain their natural environment in a healthy condition by a) assessing impacts of development on the region's ecosystems, and b) protecting against the irreversible impacts of over-development.
5. Provide a unified voice for central and eastern Nevada water resource issues.

ARTICLE III  
MEMBERSHIP AND DUES

SECTION 1. MEMBERSHIP. The Authority shall have three classes of membership. The designation of such classes and the qualifications of the members of such classes shall be as follows:

Sub. 1. Member County Membership. The following Member Counties are identified: Churchill County, Elko County, Esmeralda County, Eureka County, Humboldt, Lander County, Nye County, Pershing County and White Pine County. A county can be admitted as a Member County as long as 1) the county requesting membership has a portion of the Central Hydrographic Region within its boundary, 2) the request for membership is submitted by the county governing board, 3) the Board recommends membership to the Member County governing boards, and 4) each Member County governing board approves the membership request and thereby amends the Cooperative Agreement pursuant to Article 6 of the Cooperative Agreement.

Sub. 2. Associate Membership. The Board may, upon written application and subject to ratification by the Board, approve the membership. The general purpose of such membership shall be to encourage maximum cooperation between the Authority and private businesses. In no event shall an associate member be able to vote or represent the Authority.

Sub. 3 Government Partner Membership. The Board may, upon written application and subject to ratification by the Board, approve the membership. The general purpose of such membership shall be to broaden the Authority's relationship with counties and cities that are not represented on the Board. In no event shall a Government Partner member be able to vote or represent the Authority.

SECTION 2. DUES. The annual membership dues for each fiscal year commencing July 1 shall be determined in March for Member Counties, Associate Members and Government Partners.

SECTION 3. AUTHORITY BUDGET AND FISCAL YEAR. The fiscal year of the Authority shall begin the first day of July each year. The Board shall adopt an annual budget for the Authority no later than March prior to the beginning of the fiscal year. The Authority shall not, during any fiscal year, expend or contract to expend any money or incur any liability, or enter into any contract which by its terms involves the expenditure of money in excess of the amounts appropriated for that function other than long-term contracts which local governments may enter into which are expressly authorized by law.

## ARTICLE IV BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The Board shall have all powers necessary to carry out effectively the management, business and affairs of the Authority and such other powers as are necessary and incidental to the performance of Article 3 (Functions of the Authority) and Article 4 (Powers of the Authority) of the Cooperative Agreement.

SECTION 2. CONFLICT. In the event of a conflict between the Cooperative Agreement and these Bylaws, the relevant provision of the Cooperative Agreement shall control the relevant provision of these Bylaws.

SECTION 3. BOARD OF DIRECTORS. There shall be organized a Board of Directors composed of at least one (1) and not more than three (3) Directors from each Member County. Each member county may also have alternate Directors. Each director and alternate shall be appointed by the governing body of the respective Member County, and may, but need not, be a member of that body.

SECTION 4. TERM OF OFFICE. The term of office for each member of the Board of Directors shall be from the first meeting of the Authority after his or her appointment by the governing body of the Member County he or she represents until a successor is selected by the Member County and the Member County so notifies the Authority.

SECTION 5. DIRECTORSHIP VACANCIES. If for any reason, a vacancy occurs in any directorship, that directorship will remain vacant until such time as filled by the appointing authority.

SECTION 6. VOTING. Each member of the Board of Directors shall be entitled to one vote.

SECTION 7. QUORUM. A quorum shall exist if the Directors and alternates present represent the majority of the Member Counties, and constitute a majority of all Directors then in office.

SECTION 8. MEETINGS. The Board shall meet at the Authority's principal office or at such other place as may be designated by the Board except that the Board may hold meetings using a remote technology system in accordance with NRS 241.023. The time and place of regular meetings of the Board shall be determined by the Board, and meetings of the Authority shall be subject to Nevada's Open Meeting Law.

SECTION 9. SPECIAL MEETINGS OF THE BOARD. Special meetings of the Board may be called by or at the request of the Chairman. The Chairman may fix the place within the State of Nevada as a place for holding any special meetings of the Board.

## ARTICLE V OFFICERS

SECTION 1. OFFICERS AND ELECTIONS. The Board shall appoint a Chairman and a Vice Chairman from its Directors, and a Secretary who shall not be a Director. At the Authority's first meeting in the new calendar year there shall be an election to fill the office of Chairman and Vice Chairman.

SECTION 2. TERM OF OFFICE. There is not a limit to the period a Director can serve as Chairman and Vice Chairman.

SECTION 3. DUTIES OF OFFICERS. The officers shall have the following powers and duties:

Sub. 1. Chairman. The Chairman shall preside at all regular and special Authority meetings. The Chairman, or his/her designate, shall sign all contracts and other written instruments, which have first been approved by the Board of Directors. The Chairman shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board from time to time.

Sub. 2. Vice Chairman. In the case of absence of the Chairman, or his/her inability to act, the Vice Chairman shall act as Chairman of the Board.

Sub. 3. Secretary. The Secretary shall be responsible for keeping the minutes of all meetings of the Board and all other official records of the Authority as a public body subject to Nevada's Public Records Act and Open Meeting Law.

ARTICLE VI  
MANAGEMENT

SECTION 1. PRINCIPAL OFFICE. The Board shall establish and maintain a principal office for the Authority.

SECTION 2. EXECUTIVE DIRECTOR. The Board shall appoint an Executive Director to serve at the pleasure of the Board as the chief administrative office of the Authority. Subject to policy direction and approval by the Board, and such requirements as the Board may from time to time impose, the Executive Director shall have the power to a) plan, organize and direct all Authority activities; b) authorize expenditures within the approved budget; c) enter into contracts on behalf of the Authority as authorized by the Board; and d) take other actions authorized from time to time by the Board. The Board may appoint the Executive Director to serve as the Authority's Secretary.

ARTICLE VII  
LEGAL COUNSEL, FISCAL OFFICER AND AUDIT

SECTION 1. LEGAL COUNSEL. The Board may appoint the district attorney of a Member County to act as legal counsel for the Authority, subject to approval by the Member County governing board and the district attorney.

SECTION 2. FISCAL OFFICER AND AUDIT. The Board may appoint the controller or recorder-auditor of a Member County to act as the controller or fiscal officer of the Authority, subject to approval by the Member County governing board. If such appointment is made, Authority funds may be maintained as a separate account within the financial records of the Member County whose controller or auditor-recorder is so serving the Authority. In such event the financial records of the Authority may be audited by the auditing firm which audits the financial records of such Member County for such fiscal year, as part of the audit of such Member County. So long as the requirements of the Nevada Revised Statutes are satisfied, the Board may choose not to have a separate audit of Authority finances performed for such fiscal year. A copy of any portions of such a Member County audit pertinent to the Authority shall be provided to each Member County and reported to the Authority Board of Directors at the first meeting following the completion of the Member County audit.

VIII  
AMENDMENTS

SECTION 1. PROPOSALS. A new bylaw or amendment to an existing bylaw may be proposed by a Director at any regular or special meeting of the Board.

SECTION 2. ADOPTION. After a new bylaw or amendment to an existing bylaw has been proposed, such proposed bylaw or amendment may be adopted at any properly noticed Authority meeting by a majority vote of the entire Board.

SECTION 3. EFFECTIVE DATE. Such proposed bylaw or amendment, when duly approved, shall go into effect immediately following its adoption unless otherwise provided.

IX  
GENERAL PROVISIONS

SECTION 1. PARLIAMENTARY AUTHORITY. The rules of parliamentary procedure and practice contained in Roberts Rules of Order shall supplement the rules and procedures adopted by the Authority and shall govern the Authority and Board in all cases in which Roberts Rules of Order is applicable and insofar as they are not inconsistent or in conflict with the statutes of the State of Nevada and these Bylaws.