

# Michigan Water Environment Association

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## BYLAWS

June 28, 2021



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## 1. NAME

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- 1.1 The name of this organization shall be the Michigan Water Environment Association (MWEA). It is an organization made up of professionals and practitioners who work with Michigan's water environment.

## 2. NONPROFIT STATUS

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- 2.1 MWEA is a 501(c)(3) nonprofit tax-exempt organization as provided for under applicable state and federal laws and regulations.

## 3. AFFILIATION

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- 3.1 MWEA shall be a member association of the Water Environment Federation (WEF).
- 3.2 MWEA certifies its acceptance of the WEF Bylaws. It is MWEA's intent that the MWEA Bylaws as set forth herein shall be in harmony with the WEF Bylaws.

## 4. FISCAL YEAR

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- 4.1 The fiscal year of MWEA shall be January 1 through December 31.

## 5. MEMBER ASSOCIATION BOUNDARIES; SERVICE AREA

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- 5.1 The exclusive service area of MWEA shall consist of the State of Michigan.
- 5.2 The geographic boundaries of the MWEA service area shall not be revised except as consistent with the WEF Bylaws and approved by the MWEA Board and the WEF Board.

## 6. MWEA CORE DOCUMENTS

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- 6.1 In addition to the Bylaws, MWEA shall have Statements of Policy as well as a clear and relevant Mission and Vision with a well-defined Strategic Plan and Direction.
  - 6.1.1 The MWEA Statements of Policy shall provide further detail and definition of the key objectives defined in these Bylaws as well as include pertinent policies for the Organization. Statements of Policy shall be reviewed annually and revised as needed.
  - 6.1.2 MWEA's Strategic Direction consists of the mission, vision, core values, and critical objectives. These should be reviewed and revised as needed to maintain relevance.
  - 6.1.3 The MWEA Strategic Plan consists of measurable strategic goals to meet identified critical objectives.
  - 6.1.4 The Strategic Plan shall be reviewed, updated, and approved by the Board of Directors at least once every three years.

## 7. BOARD OF DIRECTORS; EXECUTIVE COMMITTEE

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- 7.1 Governing Body
  - 7.1.1 The MWEA Board of Directors (the "Board") is the governing body of MWEA and holds legal authority and fiduciary responsibilities on behalf of MWEA and its membership.
  - 7.1.2 The Board is responsible for the governance, oversight control, and strategic direction of MWEA under such Statements of Policy or other rules as the Board may determine, subject to the specific requirements and conditions of the Bylaws.
- 7.2 Board Composition; Executive Committee; Presiding Officer; Executive Director
  - 7.2.1 The Board shall consist of a minimum of nine (9) members including the President, Past-President, President-Elect, Vice-President, Treasurer, Secretary, the allotted number of representatives to the WEF House of Delegates (Federation Delegates), and Association Director(s). Members of the Board are referred to herein as "Board Members."
  - 7.2.2 Terms of the Board Members shall commence at the close of the Annual Conference awards banquet and shall terminate at the close of the Annual Conference awards banquet in the year the term expires, unless otherwise specified in Section 7.7. Term

limitations may be waived or modified upon a two-thirds vote of the Board in response to unforeseen and/or unusual circumstances.

- 7.2.3 Up to three (3) additional Board Positions may be created by and appointed by the Board to meet the needs of MWEA, subject to any requirements and conditions specified by the Board and in accordance with the Statements of Policy or other rules as the Board may determine. Appointment shall follow established voting policies.
- 7.2.4 No Board Member shall serve in a dual capacity; provided, however, that if approved by a majority of the Board, an existing Board Member may be appointed to temporarily serve in a dual capacity to fill an additional member position that has been vacated before the full term of that other position expired. This temporary dual appointment shall continue only until such time that the vacated position is subsequently filled in accordance with the Statements of Policy.
- 7.2.5 The Board's Executive Committee shall consist of the President, the President-Elect, the Vice-President, the Secretary, and the Treasurer. Members of the Executive Committee shall be referred to herein as "Executive Officers."
- 7.2.6 The President shall have the leadership oversight of MWEA affairs and shall serve as the presiding officer of the Board and the Executive Committee.
- 7.2.7 If the position of MWEA Executive Director is filled, the Executive Director shall serve on the Board and the Executive Committee in an ex-officio (nonvoting) capacity.
- 7.2.8 At a properly called regular or special meeting of the Board at which a quorum is present, upon a two-thirds affirmative vote of the Board members then voting, any Board member may be removed from his or her position with or without cause.
- 7.3 Board Meetings; Quorum; Official Board Action; Majority Vote Required
  - 7.3.1 The Board shall meet not less than four (4) times annually at such times as required to direct the affairs of MWEA. A minimum of 30 days' notice of regular meetings shall be given by the President to the members of the Board. In addition to the scheduled regular meetings, the Board may hold other meetings as determined necessary and appropriate by the President.
  - 7.3.2 For emergency matters, the President may convene the Board by such emergency procedures as established in the Statements of Policy.
  - 7.3.3 A majority of the members of the Board present at a duly noticed meeting shall constitute a quorum for purposes of conducting the Board's official governing functions. Board members may participate remotely in Board meetings, such as by

teleconference, and be considered present for purposes of determining a quorum. The Board may establish in the Statements of Policy additional voting procedures for special or emergency circumstances, including, but not limited to, voting by email.

7.3.4 Except as otherwise specifically provided by the Bylaws, all official actions of the Board shall require a majority vote of those members present at a scheduled meeting for which a quorum exists.

7.3.5 A Board Member may abstain from voting on any matter being considered by the Board.

#### 7.4 Executive Committee Meetings

7.4.1 The Executive Committee shall meet as frequently as determined necessary and appropriate by the President. A minimum of 30 days' notice of regular meetings shall be given by the President to the Executive Officers. In addition to the scheduled regular meetings, the Executive Committee may hold other meetings as determined necessary and appropriate by the President.

7.4.2 A majority of the Executive Officers present at a duly noticed meeting shall constitute a quorum for purposes of conducting the Executive Committee's official functions. Executive Officers may participate remotely in Executive Committee meetings, such as by teleconference, and be considered present for purposes of determining a quorum. The Board may establish in the Statements of Policy additional voting procedures for special or emergency circumstances, including, but not limited to, voting by email.

7.4.3 All official actions of the Executive Committee shall require a majority vote of the Executive Officers present at a scheduled meeting for which a quorum exists.

7.4.4 An Executive Officer may abstain from voting on any matter being considered by the Executive Committee.

7.4.5 All decisions are subject to review by the Board of Directors and the Committee may not obligate the Association monies by any act or decision without express approval of the Board of Directors.

7.4.6 The Executive Committee may have additional responsibilities as defined in the Statements of Policy.

#### 7.5 Annual Business Meeting

7.5.1 The regular Annual Business Meeting shall be held at the time and place designated by the Board and may be held in conjunction with the Annual Conference.

7.5.2 The Executive Director shall notify the membership of the time and place of the Annual Business Meeting at least 60 days prior to the designated date.

7.6 Duties of the Board; In General

7.6.1 Set and advance MWEA's Strategic Direction and Plan.

7.6.2 Be the legal representative body of MWEA and conduct MWEA affairs subject to the requirements and conditions set forth in the Bylaws.

7.6.3 Develop, implement, maintain, and amend Statements of Policy for the effective and efficient operation of MWEA.

7.6.4 Develop and adopt, prior to the beginning of the fiscal year, an annual budget; oversee the budget during the fiscal year; and make the budget available upon request to the membership.

7.6.5 Authorize annually the expenditure of funds for regular operation of MWEA and for other specific purposes. No financial commitments shall be incurred that are beyond the funds available or reasonably anticipated to be available to MWEA as provided by the annual budget and through the office of the Treasurer.

7.6.6 Direct the investment and care of MWEA funds.

7.6.7 Negotiate and approve agreements and/or contracts between MWEA and third parties.

7.6.8 Determine and set the annual dues of all classes of MWEA membership for the current year.

7.6.9 Determine and set any applicable MWEA service fee schedules.

7.6.10 Establish, create, and dissolve volunteer MWEA standing committees and ad hoc committees as deemed necessary by the Board for the successful performance of MWEA.

7.6.11 Provide general direction to volunteer MWEA standing committees and ad hoc committees.

7.6.12 Receive all committee reports and take appropriate action on recommendations made in the reports.

7.6.13 Propose changes to the Bylaws for consideration by the MWEA membership at the Annual Meeting as otherwise provided by the Bylaws.

7.6.14 Represent MWEA at water resource related conferences, summits, and other functions, and with other partner organizations or entities, as determined necessary and appropriate by the Board.

7.6.15 Select, hire, evaluate, and provide general oversight of the Executive Director.

7.6.15.1 If the position of the Executive Director is to be filled, the Board shall select for appointment an Executive Director of MWEA. Upon approval by two-thirds vote of a quorum of the Board Members, the appointment of the Executive Director shall be ratified.

7.6.15.2 The Board may, by two-thirds vote of a quorum of the Board Members, terminate the employment of the Executive Director.

7.6.15.3 The Board shall determine the compensation of the Executive Director upon such terms and conditions as the Board in its judgment determines is fair and reasonable.

## 7.7 Functions and Duties of Specific Board Members; Executive Director

### 7.7.1 President

The President shall be the executive officer of MWEA, shall have leadership oversight and general supervision of the affairs of MWEA and shall perform such duties as prescribed by the Statements of Policy.

The term of the President shall be for one year. The President shall be ineligible for immediate re-election as President.

In the absence of the President, the President-Elect shall act. If the President-Elect cannot act, the Vice-President shall do so. If the Vice-President cannot act, the latest living Past-President shall do so. The Board shall appoint one of its members to act if the latest living Past-President cannot do so.

### 7.7.2 President-Elect

The President-Elect (along with the Vice-President) shall assist the President in the performance of the President's duties as delegated by the President. The term of the President-Elect shall be for one year.

The President-Elect shall perform such additional duties as assigned by the Board and as prescribed by the Statements of Policy.

7.7.3 Vice-President

The Vice-President (along with the President-Elect) shall assist the President in the performance of the President's duties as delegated by the President. The term of the Vice-President shall be for one year.

The Vice-President shall perform such additional duties as assigned by the Board and as prescribed by the Statements of Policy.

7.7.4 Treasurer

The Treasurer shall manage the financial affairs of MWEA as directed by the Board, and shall have supervision of the funds and other assets of MWEA.

The Treasurer's term of office shall be three years. The Treasurer is eligible for an additional three-year term but may not serve more than two consecutive terms.

The Treasurer shall perform such additional duties as assigned by the Board and as prescribed by the Statements of Policy.

7.7.5 Secretary

The Secretary shall perform such secretarial duties as assigned by the Board and as prescribed by the Statements of Policy.

The Secretary's term of office shall be three years. The Secretary is eligible for an additional three-year term but may not serve more than two consecutive terms.

7.7.6 Past-President

The Past-President shall perform such duties provided in the Statements of Policy, or as may be assigned by the Board. The term of the Past-President shall be for one year.

7.7.7 Federation Delegates

The Federation Delegates shall represent MWEA in the conducting of all business with regard to the WEF House of Delegates, shall be a member of WEF, shall perform such duties as prescribed in the WEF Bylaws, and shall perform such additional duties as prescribed by the Statements of Policy.

The term of office of each Federation Delegate shall be three years. Each Federation Delegate is eligible for an additional three-year term but may not serve more than two consecutive terms. The terms of the Federation Delegates shall be staggered so that only one is elected in a given year, unless it is necessary to fill a vacancy.

The term of office for the Federation Delegates commences with the second organizational meeting of the WEF House of Delegates at the annual WEFTEC. New Federation Delegates shall become voting members of the MWEA Board after the Annual Conference awards banquet.

7.7.8 Association Director

The Association Director(s) shall perform such duties as prescribed by the Statements of Policy.

The term of office for each Association Director shall be three years. Each Association Director is eligible for an additional three-year term but may not serve more than two consecutive terms. The terms of the Association Directors shall be staggered so that only one is elected in a given year, unless it is necessary to fill a vacancy.

7.7.9 Executive Director

7.7.9.1 The Executive Director (if that position is filled) shall have the authority to conduct, manage, and direct the day-to-day business and affairs of MWEA, oversee staff and finances, and shall perform such duties as assigned by the Board or as may be further provided in the Bylaws and Statements of Policy.

7.7.9.2 During any period that the Executive Director position is not filled, the Board shall designate one or more members of the Board or MWEA staff to perform various duties and functions assigned by the Board or as otherwise provided in the Bylaws and Statements of Policy.

7.8 Nominations and Election of Board Members

7.8.1 MWEA shall have a Nominations Committee, as defined in the Statements of Policy. Board Member nominees shall be recommended by the Nominations Committee, reviewed and approved by the Board of Directors, and elected at the Annual Business Meeting as provided by in the Statements of Policy.

## 8. ORGANIZATIONAL PURPOSE, FINANCIAL ACTIVITIES, AND DISTRIBUTION OF ASSETS

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8.1 Organizational Purpose

8.1.1 MWEA is organized exclusively for charitable, educational, and scientific purposes,

including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

- 8.1.2 No activities of MWEA or its organized committees, its Board Members, or membership shall be carried on in the name of MWEA, which would disqualify MWEA from exempt organization status under the above-referenced statute or other applicable laws or regulations.

## 8.2 Financial Activities

- 8.2.1 No part of the net earnings of MWEA shall incur to the benefit of, or be distributed to its members, Board Members, or other private persons, except that MWEA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives of MWEA. MWEA may finance lobbying activities in support of advancing legislation that benefits its membership, provided that such efforts receive Board support and do not threaten the MWEA's status as a 501(c)(3) entity under applicable laws and regulations. MWEA shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign. Notwithstanding any other provision herein, MWEA shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## 8.3 Dissolution/Distribution of Assets

- 8.3.1 Dissolution of MWEA may take place with the consent of a minimum of 75% of the members of MWEA.
- 8.3.2 Upon the dissolution of MWEA, the Board shall, after paying or making provision for the payment of all of the liabilities of MWEA, dispose of all of the assets of MWEA exclusively for the purpose of MWEA in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by a Court of the County in which the principal office of MWEA is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. Notice of dissolution shall be given to WEF within 30 days.

## 9. GENERAL GUIDELINES FOR STANDING AND AD-HOC COMMITTEES

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### 9.1 Committee Appointment

9.1.1 Standing Committees, including details of their function and form, shall include those described in the Statements of Policy.

9.1.2 Ad hoc committees appointed by the President, and approved by the Board, shall serve during the term of office of the President and shall carry out the duties set forth in their appointment. At the end of the term, these committees may be established as a Standing Committee, be extended as an ad hoc Committee for another term, or dissolve, at the discretion of the Board.

Ad Hoc Committees are formed for the purposes of performing research or investigating specific issues relevant to the Association, providing guidance on new policies or operational practices, assisting the Board with administering and managing special functions or events, or serving the Board on any other similar function that is limited in scope and duration. The Ad Hoc Committee shall have no budget other than that which may be granted directly by the Board.

## 10. MWEA MEMBERSHIP CLASSIFICATIONS, QUALIFICATIONS, AND PRIVILEGES

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### 10.1 Membership – In General

10.1.1 The Board shall establish in the Statements of Policy the persons, groups, and entities that shall be eligible to apply for MWEA membership.

10.1.2 Membership classes shall include all classifications of membership established by the Board and classifications designated by WEF.

### 10.2 MWEA Membership Classifications, Qualifications, Rights, and Privileges

10.2.1 The Board shall establish in the Statements of Policy the various MWEA membership classifications, qualifications, rights, and privileges and any associated requirements and conditions.

10.3 Membership Lists; Renewal

10.3.1 The Executive Director shall maintain a list of all MWEA members.

10.3.2 All members shall renew their memberships as provided by the Statements of Policy.

10.4 Expulsion

10.4.1 Any member may be expelled from MWEA by a two-thirds majority vote taken at a duly constituted meeting of the Board for any reason found sufficient by the Board to justify the member's expulsion.

## 11. DUES

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11.1 Payment of Dues

11.1.1 The annual dues payable for each membership class shall be determined by the Board in the Statements of Policy.

11.1.2 WEF membership dues shall be determined by the WEF Board of Trustees and shall include the current dues for MWEA and for WEF.

11.1.3 The Board shall also establish billing procedures for MWEA and WEF dues, as applicable.

11.2 Subscription Included in Dues

11.2.1 All members certified to WEF by MWEA shall be entitled to such publications of WEF as may be approved by the WEF Board of Trustees for the appropriate membership class. All members shall be entitled to the publications of MWEA as may be approved by the Board.

11.3 Arrears

11.3.1 The Board shall establish in the Statements of Policy the procedures to be followed for any member that is delinquent in payment of applicable dues, and the consequences of failure to pay dues, including, but not limited to, suspension of membership and forfeiture of membership rights and privileges.

## 12. AMENDMENTS TO BYLAWS

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12.1 Initiation

12.1.1 Amendments to the Bylaws may be proposed by the Board as provided by this Section. Amendments shall be reviewed and if found to be in good order and

consistent with the stated objectives of the Bylaws shall be considered for incorporation as otherwise provided herein.

12.2 Notification

12.2.1 The Executive Director shall notify all members of the proposed amendments that are approved for incorporation no less than 20 days prior to the next Annual Business Meeting. Further, the Executive Director shall submit a copy of the Bylaws as revised to WEF as provided by applicable WEF procedures and requirements.

12.3 Adoption

12.3.1 The Board shall conduct a vote on the adoption of proposed amendments at the Annual Business Meeting. A two-thirds affirmative vote of the eligible members present shall be required to adopt the amendments so proposed.