

**MWEA
CONSTITUTION
&
BYLAWS**

Adopted June 25, 2018

**MICHIGAN WATER ENVIRONMENT ASSOCIATION
CONSTITUTION AND BYLAWS**

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MICHIGAN WATER ENVIRONMENT ASSOCIATION (MWEA)

CONSTITUTION AND BYLAWS

1. NAME

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

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

3.1 MWEA shall be a member association of the Water Environment Federation (WEF).

3.2 MWEA certifies its acceptance of the WEF Constitution and Bylaws. It is MWEA's intent that the MWEA Constitution and Bylaws as set forth herein shall be in harmony with the WEF Constitution and Bylaws.

4. FISCAL YEAR

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

5. MEMBER ASSOCIATION BOUNDARIES; SERVICE AREA

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 Constitution and Bylaws and approved by the MWEA Board and the WEF Board.

6. MWEA MISSION, VISION, CORE VALUES, AND STRATEGIC DIRECTION AND PLAN

6.1 **Mission.** MWEA's mission as a water sector leader is to provide bold leadership, champion innovation, connect water professionals, and leverage knowledge to support clean and safe water.

6.2 **Vision.** MWEA will be a recognized authority on and advocate for Michigan's water resources.

6.3 **Core Values.** Leadership, Stewardship, Collaboration, Integrity, and Passion.

6.4 **Strategic Direction and Plan.**

6.4.1 MWEA's Strategic Direction consists of the mission, vision, core values, and critical objectives.

- 6.4.2 The MWEA Strategic Plan consists of measurable strategic goals to meet identified critical objectives, consistent with MWEA’s Mission, Vision, and Guiding Principles.
- 6.4.3 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

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 Constitution and 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 two Association Directors. Members of the Board are referred to herein as “Board Members.”
- 7.2.2 Up to three (3) additional Board Members may be selected by the Board to fill additional positions created by the Board as needed 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.
- 7.2.3 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 Section 7.9.5.
- 7.2.4 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.”
- 7.2.5 The President shall have the leadership oversight of MWEA affairs and shall serve as the presiding officer of the Board and the Executive Committee.

- 7.2.6 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 (non-voting) capacity.

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. The first meeting each year shall be at the Annual Conference. The dates for any other regular meetings for the year should be established at the Annual Conference meeting. 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 Constitution and 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. The dates for regular Executive Committee meetings held during the year shall be established at the Annual Conference Board meeting. 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.

7.5 **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 Constitution and 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 Constitution and Bylaws for consideration by the MWEA membership at the Annual Meeting as otherwise provided by the Constitution and 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 this Section.

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.

The President shall:

- 7.7.1.1 Supervise and coordinate MWEA affairs.
- 7.7.1.2 Represent MWEA and serve as MWEA's official spokesperson on matters of principle, policy, and purpose.

- 7.7.1.3 Preside at all business and general meetings of MWEA and meetings of the Board and the Executive Committee. Preside over the Annual Business meeting and votes scheduled for member approval.
- 7.7.1.4 Call such meetings of the Board and the Executive Committee as may be necessary and appropriate as provided in Section 7.3 herein.
- 7.7.1.5 Review and approve committee chairs of management, standing, and ad hoc committees, recommended by others, as specified in Section 10.1 (“Committee Appointment”).
- 7.7.1.6 With the assistance of the Treasurer and the Audit and Budget Committee, ensure that an annual budget is submitted to the Board for approval, subject to any requirements that the Board may impose in the Statements of Policy.
- 7.7.1.7 With the assistance of the President-Elect, conduct an annual performance review of the Executive Director (if that position is filled), and meet with the Executive Director to discuss the review and determine goals for the following year.
- 7.7.1.8 Assign Board Members to serve as liaisons to standing committees (and, as determined, appropriate, ad hoc committees).
- 7.7.1.9 Perform such other duties as provided in the Constitution and Bylaws, the Statements of Policy, or as may be assigned by the Board.

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 President-Elect shall perform such additional duties as assigned by the President and as prescribed by this Section, as follows:

- 7.7.2.1 Act for the President in the President’s absence.
- 7.7.2.2 Act as chair of the Program Committee.
- 7.7.2.3 Assist the President in an annual performance review of the Executive Director (if that position is filled).

- 7.7.2.4 Perform such other duties as provided in the Constitution and Bylaws, the Statements of Policy, and as may be assigned by the Board.

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 Vice President shall perform such additional duties as assigned by the President and as prescribed by this Section, as follows:

- 7.7.3.1 Act for the President in absence of the President and President-Elect.
- 7.7.3.2 Act as Chair of the Time and Place Committee, and Vice Chair of the Program Committee.
- 7.7.3.3 Perform such other duties as provided in the Constitution and Bylaws, the Statements of Policy, or as may be assigned by the Board.

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 shall perform such additional duties as assigned by the President and as prescribed by this Section, as follows:

- 7.7.4.1 Present a Treasurer's report at the Annual Business Meeting.
- 7.7.4.2 Serve as financial officer of MWEA; take charge of the funds of MWEA and custody of its investments, if any; confirm that all moneys due MWEA are collected carefully and deposited promptly in depositories approved by the Board; ensure that all bills are paid appropriately; account for all expenditures, and other assets and liabilities for review make a report for the fiscal year showing all receipts, expenditures, and other assets and liabilities for review of the Board and submit a summary report thereof at the Annual Business Meeting; prepare the Annual Budget with the assistance of the Executive Director.
- 7.7.4.3 Act as Chair of the Audit and Budget Committee, and serve as a member of the Time and Place Committee, and Annual Conference Coordination Committee.

7.7.4.4 Perform such other duties as provided in the Constitution and Bylaws, the Statements of Policy, or as may be assigned by the Board.

7.7.5 Secretary

The Secretary shall perform or have performed such secretarial duties as directed by the Board, and shall perform such duties as assigned by the President or as prescribed by this Section, as follows:

7.7.5.1 Serve as Secretary of the Board.

7.7.5.2 Take and prepare minutes at all Board meetings (including the Annual Business Meeting) and distribute the minutes for review and approval by the Board.

7.7.5.3 Act as Chair of the Constitution and Bylaws Committee, and in that capacity, prepare and present proposed changes and amendments to the Constitution and Bylaws and Statements of Policy.

7.7.5.4 Provide assistance to Committees as directed by the Board.

7.7.5.5 At the Annual Business Meeting, conduct a vote by Association members on any proposed changes to the Constitution and Bylaws, and conduct other Annual Business Meeting activities as related to the office of Secretary or as may be directed by the President.

7.7.5.6 The Secretary shall perform such other duties provided in the Constitution and Bylaws, the Statements of Policy, or as may be assigned by the Board.

7.7.6 Past-President

7.7.6.1 The Past-President shall serve as the chair of the Nominations Committee.

7.7.6.2 The Past-President shall perform such duties provided in the Constitution and Bylaws, the Statements of Policy, or as may be assigned by the Board.

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 Constitution and Bylaws, and shall perform such additional duties as prescribed by this Section, as follows:

- 7.7.7.1 Serve as representatives of MWEA on the WEF House of Delegates and keep the Board of Directors advised of all activities of WEF.
- 7.7.7.2 Develop, with the concurrence of the Board, a plan to effectively represent MWEA regarding WEF activities.
- 7.7.7.3 The Senior Federation Delegate shall serve as a member on the MWEA Awards Committee.
- 7.7.7.4 The Federation Delegates shall perform such other duties as provided in the Constitution and Bylaws, the Statements of Policy, or as may be assigned by the Board.

7.7.8 Association Directors

The two Association Directors shall perform such duties as prescribed by this Section, as follows:

- 7.7.8.1 The Senior Association Director shall serve as the chair of MWEA Awards Committee and will coordinate the presentation of all MWEA Awards at the MWEA Annual Conference.
- 7.7.8.2 The Junior Director shall serve as Vice-Chair of the Awards Committee, and shall be responsible for the preparation and distribution of MWEA awards at the MWEA Annual Conference.
- 7.7.8.4 The two Association Directors shall have primary responsibility for planning and implementing the Leadership Retreat.
- 7.7.8.5 The Association Directors shall perform such other duties as provided in the Constitution and Bylaws, the Statements of Policy, or as may be assigned by the Board.

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 Constitution and 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 Constitution and Bylaws and Statements of Policy.

7.8 Nomination and Election of Board Members

- 7.8.1 Board Member nominees shall be recommended by the MWEA Nominations Committee, reviewed and approved by the Board of Directors, and elected at the Annual Business Meeting as provided by this section.
- 7.8.2 Based on applications received, the Nominations Committee will nominate candidates for Vice President, Secretary, Treasurer, Federation Delegate(s) and Association Director(s) as needed to fill vacancies in any of those Board positions for the following year.
- 7.8.3 Nominees shall be eligible MWEA voting members in good standing at the time of their nomination and shall signify their willingness to serve.
- 7.8.4 The Nominations Committee (acting through its chair) shall report to the Board, not later than 60 days prior to the Annual Business Meeting at which the election will be held, its recommendation of a candidate for each position required to be filled (the recommended slate of candidates).
- 7.8.5 Following a review of the recommended slate of candidates and consultation (as determined necessary by the Board) with the Nominations Committee, the Board shall approve a final slate of candidates proposed to be elected at the Annual Business Meeting.
- 7.8.6 The Nominations Committee chair shall cause the membership at large to be notified of the final approved slate of candidates not later than 30 days prior to the Annual Business Meeting.
- 7.8.7 The election of Board members shall be conducted by the Nominations Committee Chair at the Annual Business Meeting. Board members shall be elected by majority vote of eligible voting members present at the Annual Business Meeting.
- 7.8.8 In the case of a vacancy of a Board position, the vacated position shall be filled in accordance with Section 7.9.5.
- 7.8.9 Upon completion of the President's or the President-Elect's term, or upon adoption of a resolution by the Board declaring that a vacancy exists in either the President or President-Elect position, there shall be automatic advancement from President-Elect to President and from Vice President to President-Elect.

7.9 Terms of Office

- 7.9.1 The terms of the President, President-Elect, Vice President, and the Past President shall be for one year, which terms shall commence at the close of the Annual Conference Awards Banquet and terminate at the close of the Annual Conference Awards Banquet for the year their term expires.

- 7.9.2 If there is a vacancy in the office of President, the President-Elect shall act as President for the unexpired term. 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. If the latest living Past-President cannot act, the Board shall elect one of the other Board members to serve as President.
- 7.9.3 The term of office of the Past-President shall commence with the close of the Annual Conference Awards Banquet following his/her term of office as President and shall terminate at the close of the next following Annual Conference Awards Banquet. No election for this office shall be required.
- 7.9.4 In the case of a vacancy in the office of Past-President, the Board shall elect the latest living prior Past-President that accepts that position to fill the unexpired Past-President term.
- 7.9.5 Except as otherwise provided by this section, in the case of a vacancy by any Board Member, the Board shall elect an eligible voting member to fill the vacancy until the next Annual Business Meeting.
- 7.9.6 The President shall be ineligible for immediate re-election as President. The President-Elect shall not be eligible for reelection as President-Elect until at least one full term has expired after the end of his/her term of office. The Vice President shall not be eligible for re-election as Vice President until at least two full terms have elapsed after the end of his/her term of office. This prohibition shall not apply to a person acting as President, President-Elect, or Vice President under the provisions of Section 7.9.2. Further, if any or all of the persons serving as President, President-Elect, or Vice President have been advanced or elected to fill a vacancy, and will have served in their present position less than one full year, such person shall be eligible for reelection to the same office for one full term of office.
- 7.9.7 The Treasurer's term of office shall be three years. The Treasurer shall be eligible for an additional three-year term. The Treasurer shall not be eligible to succeed himself/herself for more than two consecutive terms. After the end of the Treasurer's second consecutive term of office, the Treasurer shall not be eligible for re-election to the office of Treasurer until at least one full term has elapsed.
- 7.9.8 The Secretary's term of office shall be three years, The Secretary shall be eligible for an additional three-year term. The Secretary shall not be eligible to succeed himself/herself for more than two consecutive terms. After the end of the Secretary's second consecutive term of office, the Secretary shall not be eligible for re-election to the office of Secretary until at least one full term has elapsed.
- 7.9.9 The term of office of each Federation Delegate shall be three years. Each Federation Delegate is eligible for an additional three-year term, but shall not serve more than two consecutive terms. Terms commence with the second organizational meeting of the WEF House of Delegates at the annual WEFTEC. New Federation Delegates shall be voting members of the Board after MWEA's Annual Conference Banquet. 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 under the provisions of Section 7.9.5. After the end of a Federation Delegate's second consecutive term of office, the Federation Delegate shall not be eligible for re-election to the same position until at least one full term has elapsed.

7.9.10 The term of office of each of the two Association Directors shall be three years. Each Association Director is eligible for an additional three-year term, but shall not serve more than two consecutive terms. Terms commence at the close of the Annual Conference Banquet following the election and terminate at the close of the Annual Conference Banquet following the election of successors. 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 under the provisions of Section 7.9.5. After the end of an Association Director's second consecutive term of office, the Association Director shall not be eligible for re-election to the same position until at least one full term has elapsed.

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

7.9.12 Board members are subject to the Board's removal authority in accordance with Section 7.10.

7.10 Removal from the Board

7.10.1 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.

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

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. LOCAL SECTIONS

9.1 Local Sections may be organized for the purpose of furthering the objectives of MWEA.

9.2 MWEA's services shall be made available to the Local Sections. Liaisons between MWEA and Local Sections shall be maintained through MWEA Board Members and committees.

9.3 Each Local Section shall conduct its meetings and regulate its business in a manner consistent with the objectives and policies of MWEA.

9.4 The specifics relative to Local Sections activities shall be provided in the Statements of Policy.

- 9.5 Each Local Section shall have at least one designated representative position on the Local Sections Committee.

10. GENERAL GUIDELINES FOR STANDING AND AD HOC COMMITTEES

10.1 Committee Appointment

10.1.1 All committee chair recommendations shall be reviewed and approved by the incoming President, except as otherwise specified herein. If a committee does not have a chair, or the chair is vacated with no recommendation forthcoming, the President shall appoint a chair, subject to a term and any other conditions as specified by the President.

10.1.2 Ad hoc committees appointed by the President shall serve during the term of office of the President and shall carry out the duties set forth in their appointment.

10.2 Committee Chairs

10.2.1 All standing committees shall have a Chair and a Vice-Chair. Such persons shall be eligible voting members of MWEA.

10.2.2 The Chair of each committee shall have the right to appoint such subcommittees as may be required.

10.2.3 The Chair of each committee shall have the right to appoint committee representatives from committee members, as may be required in the committee's work.

10.2.4 A member may not chair the same committee more than three consecutive years unless a longer term is approved by the President.

11. STRUCTURE AND DUTIES OF MANAGEMENT COMMITTEES

11.1 Audit and Budget Committee

11.1.1 Shall consist of the Treasurer, who shall serve as Chair, the President, the Vice President, and the President-Elect.

11.1.2 The Treasurer, with input and assistance of the Executive Director, shall prepare a budget of estimated revenues and expenses for the next fiscal year for submittal to the Board prior to the beginning of the next fiscal year as required by the Constitution and Bylaws.

11.1.3 Shall, within 90 days of the close of the fiscal year, make an audit of the financial records of the Treasurer and report to the Board.

11.2 Awards Committee

11.2.1 Shall consist of three or more members, at least one of whom has served on the committee during the previous year. The Chair shall be the Senior Association Director and the Vice-Chair shall be the Junior Association Director.

11.2.2 Shall select final nominees for all MWEA and WEF awards, including Honorary Membership. Nominees for each award are submitted by the standing committees to the Awards Committee; if more than one person is submitted for any award, the Awards Committee will determine the final nominee for that award. Upon selecting the final nominees for each award, the Awards Committee will present the names of persons so selected to the Board for approval subject to any requirements that the Board may establish in the Statements of Policy. In selecting the final nominees, the Awards Committee shall consider the recommendations made by the committees submitting the initial nominations.

11.2.3 Shall submit the approved nominations for WEF awards to MWEA staff for submission to WEF in accordance with the WEF nominating schedule.

11.3 Constitution and Bylaws Committee

11.3.1 Shall consist of three or more Board Members of which the Secretary shall serve as Chair. The Executive Director may also serve as a member of this committee, if requested by the Secretary.

11.3.2 Shall prepare all proposed amendments to the Constitution and Bylaws and/or receive and review proposed amendments from the Board as provided in Section 14, and present all such amendments to the Board for review and approval.

11.4 Nominations Committee

11.4.1 Shall consist of three or more members, the majority of which shall not be members of the Board. The Past President shall be chair of the Nominations Committee.

11.4.2 Shall select a recommended slate of candidates for review and approval by the Board and election at the Annual Business meeting and shall otherwise proceed as specified in Section 7.8 of the Constitution and Bylaws.

11.5 Program Committee

11.5.1 Shall consist of five or more members, chaired by the President-Elect. The Vice Chair shall be the Vice-President.

11.5.2 Shall be responsible for the development of the technical program for the Annual Conference with submittal to the Board for approval in accordance with any requirements that the Board has established in the Statements of Policy.

11.5.3 Shall confer and cooperate with other committees as appropriate to encourage the submittal of abstracts across multiple disciplines and achieve a quality technical program.

11.6 Time and Place Committee

11.6.1 Shall consist of the Vice President, the President-Elect, the Secretary, the Treasurer, and the Executive Director. The Vice President shall serve as Chair.

11.6.2 Shall be responsible for recommendation to the Board of the Annual Conference meeting place and the meeting date at least 4 years in advance for which prior arrangements have not been made by a predecessor committee and for such other meetings as the Board may direct.

11.6.3 Shall report the selection to the Board for review and approval, subject to any requirements that the Board has established in the Statements of Policy.

11.6.4 Shall present the Annual Conference Site selections to the membership in attendance at the Annual Business Meeting.

12. MWEA MEMBERSHIP CLASSIFICATIONS, QUALIFICATIONS, AND PRIVILEGES

12.1 Membership - In General

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

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

12.2 MWEA Membership Classifications, Qualifications, Rights, and Privileges

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

12.3 Membership Lists; Renewal

12.3.1 The Executive Director shall cause to be maintained a list of all MWEA members.

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

12.4 Expulsion

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

13. DUES

13.1 Payment of Dues

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

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

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

13.2 Subscription included in Dues

13.2.1 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.

13.3 Arrears

13.3.1 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.

14. AMENDMENTS TO CONSTITUTION AND BYLAWS

14.1 Initiation

14.1.1 Amendments to the Constitution and Bylaws may be proposed by the Constitution and Bylaws Committee or the Board as provided by Section 11.4 or this Section. Amendments shall be reviewed by the Constitution and Bylaws Committee and if found to be in good order and not inconsistent with the stated objectives of the Constitution and Bylaws shall be considered for incorporation as otherwise provided herein.

14.2 Notification

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

14.3 Adoption

14.3.1 The Secretary 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.