

PENNSYLVANIA WATER ENVIRONMENT ASSOCIATION

CONSTITUTION AND BYLAWS

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PENNSYLVANIA WATER ENVIRONMENT ASSOCIATION

A Member Association of the Water Environment Federation

CONSTITUTION AND BYLAWS

1.0 NAME

1.1 The name of this association shall be the Pennsylvania Water Environment Association, hereafter referred to as "PWEA". The PWEA is a Pennsylvania nonprofit public benefit corporation, tax-exempt under Section 501(c)(3) of the Internal Revenue Code and its Pennsylvania counterpart.

2.0 AFFILIATION

2.1 The PWEA shall be a member of the Water Environment Federation, hereafter referred to as "WEF," and shall participate in the activities of that organization. It is the intent that the Constitution and Bylaws of PWEA shall be in harmony with the Bylaws of WEF.

3.0 PURPOSE

3.1 The PWEA is organized for the purpose of advancing Pennsylvania's water quality professionals through education and training, promoting sound sustainable water policies, and fostering public stewardship of our water resources.

4.0 STATEMENT OF NON-DISCRIMINATION

4.1 The PWEA its agents, and its partner organizations shall not deny membership, membership privileges, or other products or services on the basis of race, ethnicity, color, creed, religion, physical ability, gender, sexual orientation, age, nation origin or language.

5.0 FRANCHISE

5.1 The exclusive service area of the PWEA shall consist of the Commonwealth of Pennsylvania of the United States of America.

5.2 Any revision to establish franchise areas or the establishment of any new franchise area must follow the procedure established in the WEF Bylaws.

6.0 POLICIES AND PROCEDURES HANDBOOK

6.1 The PWEA *Policies and Procedures Handbook*, hereinafter referred to as the "*Handbook*", is intended to clarify and provide details regarding the operation and administration of the PWEA as a supplement to the Constitution and Bylaws. The *Handbook* shall be routinely reviewed by the Policy and Planning Committee and updated as necessary. All updates shall be approved by the Board. In the event of a conflict between the Constitution and Bylaws and the *Handbook*, the Constitution and Bylaws shall take precedence.

7.0 MEMBERSHIP, CLASSIFICATION, QUALIFICATIONS, AND PRIVILEGES

7.1 Membership Classes – Shall include all classes of membership designated by WEF and other classes of membership established by the PWEA Board as outlined in the *Handbook*.

7.2 The qualifications and privileges of the membership classes shall be established by WEF and the PWEA Board as outlined in the *Handbook*.

8.0 DUES

- 8.1 The annual PWEA membership dues for each class and category of PWEA membership shall be established by the PWEA Board as outlined in the *Handbook*.
- 8.2 The annual WEF membership dues for each class and category of WEF membership shall be determined by the WEF Board of Trustees and shall include the current PWEA dues.
- 8.3 The PWEA Board shall notify the Members of any change in the dues at least 30 days prior to the action.

9.0 BOARD OF DIRECTORS

- 9.1 Authority
 - 9.11 The Board of Directors (hereinafter designated as the “Board”) is the governing body of PWEA and holds legal authority and fiduciary responsibilities on behalf of PWEA and its membership. The Board is responsible for the governance, oversight control, and strategic direction of PWEA under such rules as the Board may determine, subject to the specific conditions of the PWEA Constitution and Bylaws.
- 9.2 Composition
 - 9.21 The Board shall consist of the President, First Vice President, Second Vice President, First WEF Delegate, Second WEF Delegate, Secretary-Treasurer, Editor, First Past President, Second Past President, Eastern Section Representative or Alternate, Central Section Representative or Alternate, Western Section Representative or Alternate, Professional Operators (PO) Representative or Alternate, Students and Young Professionals (SYP) Representative or Alternate. A PWEA Member that is a Delegate-at-Large to the WEF House of Delegates shall also serve as a voting Board Member during their term as Delegate-at-Large. The PWEA’s Executive Director serves on the Board ex-officio, without vote, and shall serve as the Recording Secretary for the meeting minutes.
- 9.3 Presiding Officer
 - 9.31 The President shall be the Presiding Officer of the Board.
- 9.4 Quorum
 - 9.41 A quorum of the Board shall consist of a minimum of eight (8) voting Board Members.
- 9.5 Duties of the Board
 - 9.51 Shall be the representative of PWEA and shall manage its affairs and establish policies subject to the conditions and limitations prescribed in the PWEA Constitution and Bylaws.
 - 9.52 Set and advance PWEA’s Strategic Direction.
 - 9.53 Develop and adopt an annual budget to implement the strategic plan, and oversee the budget during the fiscal year.
 - 9.54 Set the dues for PWEA membership.
 - 9.55 Authorize annually the expenditure of funds for the operation of PWEA and for other specific purposes, and to invest PWEA funds.
 - 9.56 Create and dissolve PWEA committees, Ad Hoc committees, and standing Programs. Provide general direction to volunteer PWEA committees.
 - 9.57 Represent PWEA at WEF Annual Conference, WEF Specialty Conferences, WEF meetings and with other partner organizations, as needed.
 - 9.58 Select, hire, evaluate, oversee and establish contract terms for PWEA management services.

- 9.6 Board Meetings
- 9.61 Unless unusual circumstances prevent, the Board shall meet at least six (6) times each year, one meeting to take place in conjunction with the Annual Conference, on such day and at such place as the President may direct. Special meetings may be called at any time by the President or, in his/her absence, by the First Vice President, or upon written request of at least eight (8) Board Members.
- 9.62 Notice of all regular meetings of the Board shall be given by the Secretary-Treasurer and/or Executive Director to each Board Member at least thirty (30) days in advance. Notice of all special meetings of the Board shall be given by the Secretary-Treasurer and/or Executive Director to each Board Member at least five (5) days in advance.
- 9.63 Board meetings may be held in person and/or virtually, as directed by the President. Board members may participate in any meeting through the use of real-time communications technology by which Board members may hear, vote and otherwise fully participate in the meeting.
- 9.64 Any action allowed or required to be taken by the Board shall take place at a duly noticed meeting at which a quorum is present.
- 9.65 The actions approved by a majority of the Board present at a meeting at which a quorum is present shall constitute the actions of the Board.
- 9.66 If a majority of the Board consents in writing to any action to be taken by PWEA outside of a regular meeting, such action shall be valid and shall be recorded in the minutes of the next regular meeting.
- 9.67 In the event that an Officer or Board Member may temporarily fill a vacant Officer or Board Member position, that person shall only have one vote on all Board actions and they will only count as one Board Member for purposes of a quorum.
- 9.7 Removal of Board Members
- 9.71 Any Board Member is subject to removal from the Board, with or without cause, by an affirmative vote of a majority of the Board Members at a properly called regular or special Board meeting. A Board Member subject to removal from the Board shall be given at least ten (10) days prior written notice informing them of the date and time of the Board meeting, the charges to be presented against them at such meeting, and their right and opportunity to be heard in person or by counsel and by witnesses in regard thereto.

10.0 OFFICERS

- 10.1 The Officers of PWEA shall be the President, First Vice President, Second Vice President, First WEF Delegate, Second WEF Delegate, Secretary-Treasurer and Editor. All Officers shall be Members of WEF during their term of office.
- 10.2 Duties and Functions
- 10.21 The Officers shall have general supervision of the affairs of PWEA.
- 10.22 The Officers shall have the authority and shall exercise the powers and perform the duties specified by the Board and as may be required by law.
- 10.23 The President shall have leadership oversight of the affairs of PWEA and preside at all meetings of PWEA.
- 10.24 The First Vice President shall assist the President in the performance of the prescribed duties and, in the absence of the President; the First Vice President shall act in place of the President. The First Vice President shall serve as the Chair of PWEA Conference Committee.
- 10.25 In case the First Vice President cannot act, the Second Vice President shall act in place of the President. In case the Second Vice President cannot act, the First or Second Past President shall act in place of the President. The Board shall elect one (1) of its Members to act if both of the Past Presidents are unable to act in place of the President.
- 10.26 The Second Vice President shall serve as Vice Chair of PWEA Conference Committee.
- 10.27 The WEF Delegate(s) shall represent PWEA at the WEF House of Delegates for a term of service designated by the WEF Bylaws.

- 10.28 The Editor shall serve as Chair of the PWEA Editorial Committee and be responsible for overseeing, obtaining, editing, and preparing material for publication in the PWEA magazine.
- 10.29 The Secretary-Treasurer shall serve as the Board advisor with respect to the funds of the PWEA and attest Officer's signature on formal contracts, if required.
- 10.3 Terms of Office
- 10.31 The terms of office for all Officers, except the WEF Delegate(s), shall begin at the close of the Annual Business Meeting at which they were elected and shall continue for one (1) year or until their successors are qualified and elected. The terms of office of Delegates shall be for three years, which shall start at the organizational meeting of the WEF House of Delegates following their election or appointment and continue until their successors qualify. An incoming WEF Delegate shall qualify for office upon notification of appointment or election by the PWEA Executive Director to the WEF Executive Director.
- 10.32 No Officer, except the Federation Delegate(s), Secretary-Treasurer and the Editor, shall hold the same office for more than two (2) consecutive years. A WEF Delegate may be allowed to succeed themselves to subsequent three-year terms, if so elected or appointed by PWEA.
- 10.33 The term of office for all non-officer Board members shall be defined in the *Handbook*.
- 10.34 No person shall hold more than one elected, full-term Officer or Board Member position. However, a current Officer or Board Member may temporarily fill the unexpired term of a vacancy of another Officer or Board Member until the next regular election of Officers and Board Members.
- 10.4 Nomination and Election of Officers
- 10.41 The Nominating Committee shall receive and consider nominations for each elected Officer for the following term by no later than January 31st. The Nominating Committee shall submit the recommended candidate for each office to the Board for approval at the Board Meeting prior to the Annual Business Meeting.
- 10.42 All nominees shall be PWEA Members (and WEF Members, if applicable) in good standing of such a membership category as would allow them to hold a PWEA Office at the time their nomination is submitted to the Nominating Committee and shall have expressed a willingness to serve in writing to the Nominating Committee.
- 10.43 Nominations may be made from the floor by any Member present in person or virtually at the Annual Business Meeting. Nominees from the floor must be present in person or virtually at the meeting to provide proof of required PWEA (and WEF, if applicable) membership and to confirm their willingness to serve. If more than one (1) name is placed in nomination for an office, voting for that office shall be conducted by written ballot of the Members present at the Annual Business Meeting. Members may be required to provide proof of current membership to vote.
- 10.44 The officers shall be elected by affirmative vote of a majority of the Members in good standing and present in person or virtually at the Annual Business Meeting. Should any nominee for office not receive a majority of the votes cast for the office, the names of the two (2) nominees receiving the greatest number of votes shall be resubmitted immediately to the eligible voters present for a re-vote.
- 10.5 Vacancies
- 10.51 In the case of a vacancy of an elected Officer or Board Member, the Nominating Committee shall submit a nominee(s) for the office to the Board as soon as possible. Such nominee(s) may be voted on at a regular or special meeting of the Board or by written/email ballot of the Board. The nominee receiving a majority vote of the Board shall be declared elected. The officer so selected shall take office immediately and shall serve for the remaining term of the vacated office and until a successor is elected at the next regular election.
- 10.52 The term of office served by an officer filling a vacancy shall not be counted as a term of office in consideration of any term limits for elected Officers and Board Members.

10.53 Any Section Representative vacancy shall be filled in accordance with the provisions of the Constitution and/or Bylaws of the Section.

11.0 ASSOCIATION MANAGEMENT SERVICES

11.0 The Board is authorized to solicit proposals, as deemed necessary, and contract out PWEA management services to carry out the Mission, policies and goals of PWEA. The scope of services and fees shall be defined in an annual contract that is reviewed by the Executive Committee and approved by the Board. The contract may be renewed or extended by mutual consent.

12.0 PWEA MEMBERSHIP MEETINGS

12.1 Annual Conference and Annual Business Meeting

12.10 An Annual Conference and Annual Business Meeting shall be held at a time and place selected by the Board.

12.11 Unless unusual circumstances prevent, an in person Annual Business Meeting shall be held during the Annual Conference to receive reports of Officers and Committees, to elect Officers, and to carry on other business of PWEA.

12.12 Every Member in good standing with PWEA shall be entitled to one vote. Registration at the Annual Conference shall not be required for those solely wishing to attend the Annual Business Meeting for the purpose of exercising their right to vote. Members may participate in an Annual Business Meeting through the use of real-time communications technology by which a member may hear, vote and otherwise fully participate in the meeting.

12.13 In the event unusual circumstances prevent holding an in-person Annual Business Meeting, a virtual Annual Business Meeting may be held.

12.2 Special Meetings

12.21 Special Membership Meetings may be held at such times and places as may be arranged by the Board.

12.3 Quorum

12.31 At any PWEA membership meetings, a quorum of the Board shall constitute a quorum.

12.4 Joint Meetings

12.41 A joint meeting with comparable professional organizations may be held at the discretion of the Board.

12.5 Notices

12.51 Notices of all conferences and PWEA membership meetings shall be sent out to all Members at least thirty (30) days in advance of any conference or meeting.

13.0 COMMITTEES

13.1 Committees, Subcommittees and Ad Hoc Committees may be established and disbanded by the President with the approval of the Board. Committees shall be designated as Governing or Technical by the Board.

13.2 Except as provided otherwise in the Constitution and Bylaws, the President shall appoint the Chair of each Committee. The Chair of each Committee shall be a PWEA Member in good standing. The Committee Chair and/or Vice Chair shall have the right to attend meetings of the Board with full privilege of discussion on matters involving the work of their Committee.

- 13.3 Governing Committees, their duties and membership composition shall be:
- 13.31 Nominating Committee – The Nominating Committee shall receive and consider nominations for elected Officers and Board positions and recommend candidates to the Board for approval and submittal to membership for election at the Annual Business Meeting. The Committee shall be chaired by a Past President and shall consist of at least four (4) Past Presidents with at least one (1) Past President from within the geographical boundaries of each Section, if possible, and at least one (1) Past President shall be a current Member of the Board.
- 13.32 Finance Committee – The Finance Committee shall develop high-level strategic financial policy recommendations to the Board to ensure PWEA is financially sustainable and provide and recommend a budget for consideration and adoption by the Board. The Committee shall be chaired by a Past President and shall consist of the current President, the First Vice President, Second Vice President, the Secretary-Treasurer, and three (3) or more Past Presidents.
- 13.33 Executive Committee – The Executive Committee may discharge all management and fiscal duties of the Board between the meetings of the Board provided the Committee shall report to the Board at the next scheduled meeting all actions taken with regard to the affairs of PWEA for ratification by the Board, as necessary.
- 13.331 The Executive Committee shall be chaired by the President and consist of the First Vice President, Second Vice President, First Past President, Secretary-Treasurer, and Editor.
- 13.332 The Committee shall meet at the call of the President or upon petition of four (4) of its Members.
- 13.333 A quorum will consist of a simple majority of the Executive Committee.
- 13.34 Constitution and Bylaws Committee - The Committee shall (i) review suggested revisions and prepare proposed amendments to the PWEA Constitution and Bylaws for Board approval and presentation to the membership for adoption; (ii) periodically review the PWEA Constitution and Bylaws for possible revisions; and (iii) review and certify any proposed amendments to the Constitution and/or Bylaws of the Sections for consistency and harmony with PWEA Constitution and Bylaws. The Committee shall consist of a Chair, a Vice Chair, and three (3) or more Members, including at least one (1) Member from each Section, if possible.
- 13.6 In addition to the Governing Committees, the Board may establish Technical committees and Ad Hoc committees as necessary for the successful performance of their duties and the work of the PWEA.
- 13.7 The composition, specific duties and responsibilities of the Governing and Technical Committees are outlined in the *Handbook*.

14.0 INDEMNIFICATION

- 14.1 PWEA shall indemnify any person who is or has been a Board Member, Committee Member, Employee or Agent (hereinafter "Indemnified Person") of PWEA against legal expenses and liabilities reasonably incurred or imposed on the indemnified person in connection with serving PWEA. Details regarding limitations of indemnification, procedure, subrogation, surety, applicable law and insurance are in accordance with procedures established by the Board in the *Handbook*.
- 14.2 PWEA Officers, Board Members, Committee Chairs, Committee Members, employees and other agents of PWEA shall not be personally liable for the debts, liabilities, or other obligations of PWEA.
- 14.3 PWEA shall secure and maintain general/professional liability insurance, directors and officers insurance, and/or other policies as deemed necessary by the Board.
- 14.4 PWEA shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

15.0 SECTIONS

- 15.1 Sections may be organized by groups in Eastern, Central, and Western Pennsylvania and be admitted as a Section of PWEA. The presently established Eastern, Central, and

Western Sections are hereby confirmed as Sections of PWEA. The boundary line between the established Eastern and Central Sections shall be the western boundaries of Susquehanna, Wyoming, Luzerne, Schuylkill, Lebanon, and Lancaster Counties. The boundary line between the established Central and Western Sections shall be the eastern boundaries of Warren, Forest, Jefferson, Indiana, Westmoreland, and Fayette Counties. Membership in any Section shall not be restricted to residents of the geographic areas included in any Section.

- 15.2 The Constitution and/or Bylaws of each Section shall not conflict in any respect with the PWEA Constitution and Bylaws. A record copy of the Section Constitution and/or Bylaws shall be submitted to PWEA. Any proposed modification or amendment to the Section's Constitution and/or Bylaws shall be submitted to PWEA Constitution and Bylaws Committee for review and approval. All proposed changes must be certified by the PWEA Constitution and Bylaws Committee as being in harmony with the PWEA Constitution and Bylaws prior to their approval by the Section Membership. Upon approval by the Section Membership, a final record copy of the amended Section Constitution and/or Bylaws of the section shall be submitted to PWEA.
- 15.3 At least 25 members or 25 percent of the Section Membership, whichever is greater, and all of the Officers of each Section shall be Members in good standing of PWEA, in order to maintain the voting rights of their Section Representative and Alternate Representative on the PWEA Board.
- 15.4 Each Section shall file with the PWEA Executive Director of PWEA within thirty (30) days after their election or appointment a list of the Officers of the Section. Each Section shall also file with the PWEA Executive Director a list of the Members of the Section on an annual basis.
- 15.5 Each Section admitted by PWEA and qualifying each year shall be entitled to elect its Representative to serve on the PWEA Board as the Representative of such Section. Each Section shall also be entitled to elect an Alternative Representative whose duty shall be to serve as its representative with full powers of the Section Representative at meetings of the Board when the Section Representative is unable to attend. The Section Representative and Alternate Representative shall be Members in good standing of PWEA. A representative duly elected or designated by a Section may assume interim membership on the Board to fill a vacancy between Annual Business Meetings of PWEA and upon reasonable notification to the PWEA Executive Director by the Section.
- 15.6 Representation by a Section on the Board shall be terminated by the affirmative vote of a majority of the Board in the event the requirements with respect to Membership, Officers, or amendments adopted by the Section are not in compliance with the requirements under this Constitution and Bylaws during any year, and the Section may be suspended after noncompliance for two (2) years by the affirmative vote of a majority of the Board and ratification by the affirmative vote of a majority of the Members present at an Annual Business Meeting of PWEA.

16.0 AMENDMENTS TO CONSTITUTION AND BYLAWS

- 16.1 Amendments to these Constitution and Bylaws may be made subject to the following:
 - 16.11 Amendments may originate from the Board or by written petition of fifteen (15) Members of PWEA. Proposed amendments shall be submitted to the PWEA Constitution and Bylaws Committee for review and formal drafting of the proposed amendment language for review and approval by the Board.
 - 16.12 Upon approval of the proposed amendment(s) by the Board, the proposed amendment(s) shall then be submitted to the WEF Bylaws Committee for review and approval. The proposed amendment(s) must be certified by the WEF Bylaws Committee as being in harmony with the WEF Bylaws prior to approval by the PWEA Membership.
 - 16.13 Upon approval and certification of the proposed amendment(s) by the WEF Bylaws Committee, the PWEA membership shall be given notice and access to the complete text of a proposed amendment(s) on the PWEA website at least thirty (30) days before the amendment(s) are to be voted upon. Notice shall be provided by electronic notice and/or publication in the PWEA eNewsletter, the PWEA

magazine and/or the Annual Conference brochure. Amendments may be voted upon at the Annual Business Meeting, a special meeting, or by electronic ballot. A two-thirds majority of affirmative votes of the total votes cast by electronic ballot, with a minimum of fifty (50) votes being required to be cast, shall be required for passage by electronic ballot. An affirmative two-thirds vote of Members present at any Annual Business Meeting or special meeting at which a quorum is present shall be required for passage.

- 16.14 When amendments have been approved by PWEA Membership, they shall take effect immediately and the amended Constitution and Bylaws shall be published on the PWEA website.

17.0 FISCAL YEAR

- 17.1 The fiscal year of the PWEA shall begin on the first day of January of each year.

18.0 DISPOSITION OF ASSETS UPON DISSOLUTION

- 18.1 In the event of dissolution of the PWEA, the property and assets thereof, after satisfaction of all obligations and liabilities of the PWEA, shall then be disposed of exclusively for the purpose of the PWEA, as determined by the Members at a membership meeting convened for the purpose of dissolution, in any such manner, or to such organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code. Dissolution may take place with the consent of a two-thirds majority vote of the PWEA membership.
- 18.2 Notice of dissolution shall be submitted to WEF within sixty (60) days.