

NORTH CAROLINA
WATER ENVIRONMENT ASSOCIATION

**CONSTITUTION
&
BYLAWS**

Rev. November 13, 2012

NC WEA BYLAWS

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BYLAWS OF THE NORTH CAROLINA WATER ENVIRONMENT ASSOCIATION

Article I - NAME

- 1.1 The name of this organization shall be the North Carolina Water Environment Association, Inc. (hereinafter the "NC WEA"). The Water Environment Federation shall hereinafter be referred to as "WEF" and the North Carolina Section of the American Water Works Association shall hereinafter be referred to as "NC Section AWWA."
- 1.2 The NC WEA is a joint association with the NC Section AWWA, with whom the NC WEA has a management agreement.

Article II – WEF AFFILIATION

- 2.1 NC WEA is a Member Association of the Water Environment Federation, hereinafter referred to as "WEF".

Article III - OBJECTIVES

- 3.1 The objectives of this NC WEA are as follows, and are in harmony with the objectives of WEF:
 - 3.1.1 To promote public health, safety, and welfare through education and the dissemination of information;
 - 3.1.2 To advance knowledge and achieve improvement of the quality and quantity of water for the benefit of the public; and
 - 3.1.3 To foster development of understanding and resolution of issues relating thereto.

Article IV - FRANCHISE

- 4.1 The exclusive service area of NC WEA shall consist of the entire state of North Carolina.
- 4.2 The headquarters of the NC WEA shall be business office, as directed by the NC WEA Board of Trustees.

Article V - MEMBERSHIP

- 5.1 The membership of NC WEA shall consist of persons and organizations interested in any of the objectives of NC WEA and of WEF, and residing in or having principal business activity in North Carolina.

Article VI – BOARD OF TRUSTEES AND GOVERNANCE

- 6.1 The affairs of NC WEA shall be managed by the Board, under such rules as the Board shall determine, in keeping with the intent of this document.
- 6.2 NC WEA shall have a governing board consisting of at least 15 members, all of whom shall be members in good standing of both AWWA and the Water Environment Federation (WEF).
- 6.2.1 Six of those 15 shall be officers, consisting of the chair; vice-chair; chair-elect, who shall have at least two years prior service on the Board at the time of election; past chair, who shall be the last living past chair of NC WEA; secretary; and treasurer.
- 6.2.2 The remaining 9 members shall be Trustees, consisting of two WEF Delegates to serve as NC WEA Representatives to the WEF House of Delegates, who shall have at least two years experience on the Board of Trustees at the time of election; a Director of AWWA, who shall have at least two years experience on the Board of Trustees at the time of election; a Professional Water Operations Representative; a Professional Wastewater Operations Representative; and four Trustees-at-Large. Additionally as the AWWA and WEF terms of office are three years, a term not consistent with the NC WEA's election cycle, there may be either or both an AWWA Director-Elect and/or WEF Delegate-Elect position.
- 6.2.3 All members of the Board of Trustees shall have the right to vote in order to execute the business of the NC WEA in accordance with the Articles, Bylaws and Governing Documents of AWWA and of the NC WEA.
- 6.2.4 The officers and directors of the North Carolina NC WEA American Water Works Association and officers and directors of the North Carolina Water Environment Association shall be the same and in the same office.
- 6.3 The Board of Trustees may create regional Sub-sections if the Board of Trustees determines that such units of regional governance are desirable to better fulfill the objectives of the NC WEA objectives. The Board of Trustees hereby retains the sole right to govern the operation of such Sub-sections, and to dissolve such Sub-sections.
- 6.4 EXECUTIVE COMMITTEE**
- 6.4.1 There shall be an Executive Committee which shall be Chaired by the Chair and shall comprise the officers of the NC WEA. The Executive Committee shall act in place of the Board between Board meetings, and on all emergency matters, except those specifically reserved for the Board by these bylaws and the provisions of the State of North Carolina nonprofit corporation law statutes.
- 6.4.2 Actions of the Executive Committee shall be reported to the Board by the Chair at the next Board meeting immediately following any meeting of the Executive Committee.

6.5 ELIGIBILITY TO SERVE ON NC WEA BOARD OF TRUSTEES

- 6.5.1 Any member of NC WEA who is a member in good-standing of AWWA and WEF, shall be eligible to hold elective office, providing, however, that multi-section NC WEA members shall hold office in only one Member Association at a time.
- 6.5.2 No individual may hold more than a single office.

6.6 NOMINATIONS FOR MEMBERS OF THE NC WEA BOARD OF TRUSTEES

- 6.6.1 A six-member Nominating Committee shall consist of the Nominating Committee Chair, who shall be the most immediate past-past Chair and who shall vote only to break a tie, the most immediate past-chair, two appointees made by the immediate past chair during his term of office as Chair, and two appointees made by the current chair, all of whom shall be members in good standing of both AWWA and WEF, and whose appointment shall be confirmed by the Board of Trustees. The Chair shall make appointments to fill vacancies that may occur from any cause.
- 6.6.2 The Nominating Committee shall conduct the nomination and election process for the following members of the NC WEA Board of Trustees: chair, vice-chair, and chair-elect, Secretary, Treasurer, and for vacancies as they occur for AWWA Director, WEF Delegate; Public Water Operator Representative, Public Wastewater Operator Representative and at-large-trustees; and the Nominating Committee Chair. The vacancies for which nominees are being solicited and a description of the nomination process requirements shall be advertised to the membership for a period of not less than 90 days prior to the date on which the Nominating Committee convenes for the purpose of selecting a slate of candidates.
- 6.6.3 The AWWA Director shall be nominated and elected in accordance with the Bylaws of the AWWA. The AWWA Director serves a 3 year term. An AWWA Director-Elect shall be selected in the year prior to the expiration of the incumbent AWWA Director's term, beginning in 2011.
- 6.6.4 The NC WEA Delegate to the WEF House of Delegates shall be nominated and elected in accordance with the provisions of the Constitution and Bylaws and governing documents of WEF. NC WEA Delegates serve 3 year terms in the WEF House of Delegates, with a Delegate-Elect elected two years out of every three, beginning in 2010.
- 6.6.5 No member of the Nominating Committee shall be nominated for an office of NC WEA during the time that the individual is a member of the Committee.
- 6.6.6 It shall be the duty of the Nominating Committee to obtain the consent of the nominees and to verify membership status before placing a person's name in

the nomination. The Nominating Committee shall consider the Association's commitment to diversity and the involvement of young professionals in nominating members for the NC WEA Board of Trustees. The affirmative vote of a least four members of the Nominating Committee shall be required for any nomination.

- 6.6.7 At least twelve weeks before the annual meeting of the NC WEA, the Nominating Committee shall notify the Secretary of at least one eligible candidate for each of the offices to be filled and thereby place their names in nomination for those offices for which they have been nominated. The Secretary shall be responsible for notifying the Executive Director and shall ensure that a list of the nominees for each office is made available to the membership on the NC WEA's web site where it shall be posted for at least six weeks prior to the annual meeting of the NC WEA.

6.7 ELECTION OF MEMBERS OF THE NC WEA BOARD OF TRUSTEES

- 6.7.1 All members of NC WEA in good standing, including multi-section NC WEA members, are eligible to vote in an election for members of the NC WEA Board of Trustees.
- 6.7.2 An electronic ballot shall be prepared by staff, listing the nominees for each office and providing a blank line for each office to permit the members to write-in an alternate candidate, and the ballot shall be reviewed and approved by the Chair of the Nominating Committee.
- 6.7.3 The electronic voting method shall be designed to ensure that only members receive the ballot, and that no member may vote more than once for any candidate.
- 6.7.4 The staff shall transmit the approved ballot by email to those who are members of WEF or AWWA. Members shall then vote electronically by a date certain, which shall be established annually by the Nominating Committee, with that date being not less than 4 weeks after the publication of the slate of nominees on the Association's web site.
- 6.7.5 Within 5 days of the close of voting, the staff shall prepare and submit to the Nominating Committee Chair, a report tallying the results of the electronic vote.
- 6.7.6 The Chair of the Nominating Committee shall then announce the outcome of the election at the annual Business Meeting.

6.8 TERMS OF OFFICE FOR NC WEA BOARD OF TRUSTEES

- 6.8.1 The AWWA Director shall be elected for a term of three years or as otherwise required by the Bylaws of the AWWA. The AWWA Director shall take office immediately following the AWWA Annual Meeting at which he/she is installed. The AWWA Director shall not be eligible to succeed him or herself. If there is an AWWA Director Elect, he/she shall serve in this position until he/she takes office as AWWA Director and during this time, he/she shall have the same rights and responsibilities of any other member of the Board of Trustees.
- 6.8.2 The term of the Chair, Chair-Elect; Vice-Chair, and Past Chair shall be one (1) year. These terms shall commence following the turning over of the gavel of office during the NC WEA annual meeting at which they are elected or succeed to office, and shall terminate at the turning over of the gavel of office of the Annual Meeting at which their term expires. No Chair, Chair-Elect; or Vice-Chair shall be eligible to succeed him or herself.
- 6.8.3 The term of office of a trustee-at-large shall be two years, with two trustees elected each year. No trustee shall be eligible to succeed him or herself.
- 6.8.4 The term of office for each WEF Delegate shall be three years. If there is a WEF Delegate-Elect, he/she shall serve in this position until he/she takes office as WEF Delegate and during this time, he/she shall have the same rights and responsibilities of any other member of the Board of Trustees. No WEF delegate shall be eligible to succeed him or herself.
- 6.8.5 The term of the Secretary and Treasurer shall be one year, and each shall be eligible to serve no more than one additional year if re-elected by the vote of the membership.

6.9 VACANCIES ON NC WEA BOARD OF TRUSTEES

- 6.9.1 In the event of a vacancy on the Board of Trustees, the Board of Trustees may select a replacement and confirm appointment by vote of the majority of the Board at any duly constituted meeting of the Board. Any such Trustee or Officer shall take office immediately and shall continue in office until the regular term of that office expires and a successor is elected.
- 6.9.2 The Board of Trustees may, by resolution passed by a majority of not less than two-thirds (2/3) of the votes of such members at a duly called meeting of the Board, remove any Officer, any Trustee or any Committee Chair before the expiration of his or her period of office if that Officer, Trustee or Committee chair fails to carry out the responsibilities of elected or appointed office as so determined by the Board. A vacancy created by the removal of a Board member may be filled by the Board of Trustees at the meeting at which the Officer, Trustee or Committee Chair is removed, or if not so filled, may be filled by a vote of a quorum of Board members at a subsequent duly called meeting of the Board.

6.10 DUTIES OF NC WEA BOARD OF TRUSTEES

- 6.10.1 Each Officer and Trustee shall perform his/her duties, including his/her duties as a member of any committee of the Board upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interest of NC WEA and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, an Officer or Trustee shall be entitled to rely, in good faith, on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following: One or more officers or employees of NC WEA whom the Directors reasonably believes to be reliable and competent in the matters presented.
- 6.10.2 The duties of the Chair shall be to preside at all meetings of NC WEA and of the Board of Trustees. The Chair shall appoint all Chairs of Committees of NC WEA, with such appointments subject to a vote of confirmation by the Board of Trustees. The Chair shall be a signatory of NC WEA's banking accounts.
- 6.10.3 The duties of the Chair Elect shall be to perform the duties of the Chair in the absence of the Chair; and to perform such duties as assigned to the Chair Elect by the Chair. The Chair-Elect shall be a signatory of NC WEA's banking accounts.
- 6.10.4 The duties of the Vice Chair shall be to perform the duties of the Chair-Elect in the absence of the Chair-Elect; and to perform such duties as assigned to the Vice Chair by the Chair.
- 6.10.5 The AWWA Director shall be a member of the Board of Directors of AWWA in accordance with the provisions of the Bylaws and Governing Documents of AWWA.
- 6.10.6 The WEF Delegates shall be members of NC WEA's Board of trustees and of the WEF House of Delegates in accordance with the provisions of the Bylaws and Governing Documents of WEF.
- 6.10.7 The Secretary shall approve the agenda for and attend all meetings of the Board and shall ensure that Minutes of each meeting are prepared, submitted at subsequent meeting of the Board and are amended as necessary, and are executed and retained. The Secretary shall be a signatory of NC WEA's banking accounts.
- 6.10.8 The Treasurer shall review periodic and annual financial reports and shall report at the annual meeting on the receipts and expenditures for the year. The Treasurer shall be a signatory of NC WEA's banking accounts.
- 6.10.9 The Board of Trustees shall establish and enforce policies as necessary for the purpose of conducting the business of the NC WEA.

Article VII – MEMBERSHIP CLASSIFICATIONS, QUALIFICATIONS AND PRIVILEGES

- 7.1 Membership classes shall include all classes of membership designated by WEF and other classes of membership established by NC WEA.
 - 7.1.1 Individual Members – any individual interested in the advancement of knowledge relating to the objectives of WEF, including but not limited to Professional Membership; Professional Wastewater Operations Membership; Academic Membership; Young Professionals Membership; Student Membership.
 - 7.1.2 Group Members – any group or organization interested in the advancement of knowledge relating to the objectives of WEF, including but not limited to Corporate Membership; Associate Membership.
 - 7.1.3 State-Level Association Membership – any individual interested in the advancement of knowledge relating to water and wastewater issues in North Carolina.
- 7.2 All Individual and Group Members of the NC WEA in good standing, including multi-NC WEA members, shall have the rights and privileges granted by WEF, including the right to hold office and the right to vote.
- 7.3 State-Level Association Members shall have the right to serve on Committees with the exception of the Nominating Committee, but they shall not hold NC WEA office or WEF office, nor shall they serve as Chair or Vice-Chair of Committees, nor may they vote.
- 7.4 Occasions where a vote of the membership is required include:
 - 7.4.1 The election of NC WEA officers and/or other members of the NC WEA Board of Trustees as described herein;
 - 7.4.2 Approval of a proposed amendment of these bylaws;
 - 7.4.3 Approval of a special assessment of the NC WEA membership;
 - 7.4.4 Any other event for which the NC WEA Board of Trustees requires a vote of the NC WEA membership.

Article VIII - NC WEA DUES AND FINANCES

- 8.1 Dues: Dues shall be assessed against members as required for each class and category of WEF membership and shall include the current dues for NC WEA. Changes in the NC WEA assessment may be authorized by a vote of the NC WEA Board of Trustees.

- 8.1.1 Dues for SLAM membership shall be established by the Board, and shall not be less than the portion of WEF membership dues remitted to NC WEA as the Members Association remittance.
- 8.2 Fees: NC WEA reserves the right to collect fees for NC WEA activities and events, as appropriate, including, but not limited to: registration fees for annual meetings, teleconferences, seminars, schools, workshops and other educational programs. Such fees shall be established in accordance with these bylaws, the policies and procedures of NC WEA. There shall be a differential cost established for non members of NC WEA who obtain services from NC WEA, as member dues are used to develop and provide for such services and members shall not be required to subsidize services for non members.
- 8.3 Financial Controls: All NC WEA finances shall be managed in accord with these bylaws, NC WEA's policies and procedures, the Bylaws and all applicable financial rules and regulations of the United States and State of North Carolina. NC WEA shall conduct, on an annual basis, an independent audit of all NC WEA finances. The audit shall be conducted by a qualified financial advisor who is neither an employee of NC WEA nor member of the NC WEA Board of Trustees.

9. ARTICLE IX - MEETINGS

- 9.1 The NC WEA Board of Trustees traditionally meets seven times per year, but in no event shall the Board of Trustees meet less than once per quarter to conduct the business of NC WEA.
- 9.2 NC WEA itself shall hold at least one business meeting a year to elect officers and conduct other business as may be necessary.
- 9.3 For the purpose of achieving the objectives of the Association and NC WEA, the NC WEA shall hold an annual conference at which technical papers are presented and water issues are discussed. The location of such a conference shall be determined by NC WEA.
- 9.4 While it is usual and customary for the Board of Trustees to meet every other month, starting in January, the Board of Trustees shall have the authority to call a special meeting at the request of at least 50 percent of the Board plus one. The agenda for such special meeting shall be limited to the purpose for which the meeting has been called.
- 9.5 The Chair may elect to have the Board conduct electronic votes in order to respond timely to issues affecting the well-being of the NC WEA or the industry. When the Chair authorizes such an electronic vote, each member of the Board of Trustees shall receive an electronic communication that establishes the facts of the matter on which they are asked to vote, and what a "yes" and a "no" vote shall mean. A vote by 50 percent of the Board plus one shall prevail. At the next duly constituted meeting of the Board of Trustees following an electronic vote, the results of the

electronic vote shall be reported and shall be recorded in the Minutes for that meeting.

9.6 A quorum for any meeting of the Board of Trustees shall be 50 percent of the Board plus one. Once a quorum has been established, any vote by a majority of those present shall be sufficient to take action.

9.7 The Board shall establish and amend as necessary, Rules of Order for the conduct of its meetings.

10. ARTICLE X - COMMITTEES

10.1 NC WEA may establish committees to conduct NC WEA programs and business.

10.2 Committees shall be established and shall convene in accordance with NC WEA policies and procedures. All committee meetings should be conducted generally in accordance with the Rules of Order as established and amended by the Board of Trustees.

10.3 The Board of Trustees shall have the authority to create and/or dissolve Committees by majority vote at any duly constituted meeting of the Board of Trustees.

11. ARTICLE XI - AMENDMENTS TO NC WEA BYLAWS

11.1 Amendments to these bylaws may be proposed by either an affirmative vote of 50 percent plus one of the members of the NC WEA Board of Trustees, or by written petition signed by not less than 10 percent of the eligible voting members of the NC WEA. All such proposals shall be submitted to the Secretary of the Board, who will cause the proposal to be placed on the Agenda of the next duly constituted meeting of the Board of Trustees.

11.2 These bylaws may be amended at any annual business meeting of the NC WEA by a majority vote of eligible voting members present at the meeting, provided however, that all members shall have electronic notice at least 30 days in advance in which to consider the proposed amendment(s) prior to voting upon it.

11.3 At the discretion of the NC WEA Board of Trustees, the bylaws may also be amended by a mailed ballot, with an affirmative vote of two-thirds of the ballots returned by eligible voting members. In the event that a mailed ballot is selected as the method by the Board, all eligible voting members shall be provided a copy of the proposed amendment(s) with the mailed ballot, and shall be given at least 30 days to return the ballot.

11.4 If the amendment(s) are approved by the NC WEA membership, the secretary-treasurer shall cause the submittal of the amendment(s) to the Executive Director of WEF for approval by the WEF Board of Directors.

12. ARTICLE XII - DISSOLUTION

- 12.1 In case of dissolution of NC WEA, such portions of the funds or property of NC WEA as have been derived from the general funds of WEF shall be returned to WEF.
- 12.2 The balance of the NC WEA funds or property shall be disposed of by transfer and distribution to any one of more corporations, funds, or foundations with like purposes or goals that is organized and operated in North Carolina, hereinafter referred to as the "receiving organization."
- 12.3 The following shall be characteristic of the receiving organization:
- 12.3.1 That it be operated exclusively for scientific or educational purposes;
 - 12.3.2 That no part of the net earnings of which inures to the benefit of any private shareholders or individual;
 - 12.3.3 That no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation;
 - 12.3.4 That it does not participate in, or intervene in any political campaign on behalf of any candidate for public office.

The receiving organization would then qualify under the provisions of Section 501(c) (3) of the United States Internal Revenue Code, as they now exist or as they may hereafter be amended.

- 12.4 Any such receiving organization(s) shall be selected by vote of the majority of the members of the NC WEA at a meeting called for this purpose. If for any reasons such disposition cannot be effected, then such funds shall be so distributed pursuant to the order, judgment or decree of a court having jurisdiction over the assets and property of the NC WEA.

13. ARTICLE XIII – PROHIBITION AGAINST DIVIDENDS

- 13.1 No member, Officer, Trustee, person, or firm shall ever receive dividends or profits from the undertaking of NC WEA.

14. ARTICLE XIV - INDEMNIFICATION

- 14.1 NC WEA shall protect and defend and shall hold harmless from claims, its Officers, Trustees and Employees when they are acting in good faith on behalf of the NC WEA.
- 14.2 In addition, the NC WEA shall purchase and maintain insurance to protect Officers, Trustees and Employees when they are acting in good faith on behalf of NC WEA.