



1.23.08 AI 7a

To: CSWEA Executive Committee
From: Eric R. Lecuyer, Executive Director
RE: 1.23.08 AI 7a, Constitution and By-Laws Amendment, Association Only Membership
Date: January 19, 2008

At the December 6&7, 2007 CSWEA Executive Committee meeting, I was asked to explore the possibility of adding a new membership category for Association Only members, members that would be CSWEA members but not WEF members. Many WEF MA's have MA only members and this fact has been recognized by WEF. In discussing this membership category with some of the most active WEF MA's, each has indicated that the category has attracted many new members to their MA's. Some current MA/WEF members selecting the MA only option and those members were generally front line operators. In North Carolina, the MA only membership was adopted in 2006 and that category has grown to 1,000 members, mostly new members to the association. California has over 8,000 members, of which only 3,000 are MA/WEF members. Each of the MA's that I talked to reported that they always encourage MA/WEF membership and are continuing to attract new members to WEF. The only negative item reported was the additional administrative burden of tracking these MA only members, collecting dues and other typical membership issues.

I was able to review the California and North Carolina constitutions, both approved by WEF with the Association only membership category and they are similar in that the privileges of membership allow for participation in all activities, service on committees but do not allow for Association only members to serve as committee chairs or as officers of the Association. The membership dues match the Associations dues rebate from WEF, which is similar to our dues structure.

Based on the positive experiences from the other MA's that have added this category, I believe it would benefit the Association and better serve our constituents to add a CSWEA Association only (Associate Member) membership category. Attached for your review is the proposed amendments to the Constitution and By-laws, that also includes the Young Professional amendment, noted separately. Associate members have the same privileges of membership as all other categories except that they are not voting members, cannot serve as Officers, Committee Chair or Vice Chair of the Association or its Sections.

I recommend that the question be put to our members as two separate amendments to the Constitution and By-laws and do so in the manner required for the amendment of these guiding documents. Upon the approval of the Ex Com, I will submit these documents to WEF for the required review and prepare the required notice in order to provide for a vote on the approval of these amendments at the 2008 Annual Business Meeting, May 21, 2008, at the 81st Annual Meeting.

CENTRAL STATES WATER ENVIRONMENT ASSOCIATION, INC.

CONSTITUTION

Approved May 13, 1993

Amended May 18, 2004

Amended May 24, 2007

Proposed Amendments for May 21, 2008

Articles

<u>Article I</u>	<u>Name, Organization and Affiliation</u>
<u>Article II</u>	<u>Objectives</u>
<u>Article III</u>	<u>Membership</u>
<u>Article IV</u>	<u>Officers</u>
<u>Article V</u>	<u>Manner of Election</u>
<u>Article VI</u>	<u>Term of Office</u>
<u>Article VII</u>	<u>Indemnification and Insurance</u>
<u>Article VIII</u>	<u>Association Service Area Franchise</u>
<u>Article IX</u>	<u>Disposition of Assets Upon Dissolution</u>
<u>Article X</u>	<u>Amendments</u>

Approved 05/13/93 Amended 5/18/04, 5/24/07

ARTICLE I

Name, Organization and Affiliation

SECTION 1.

The NAME of the organization shall be: CENTRAL STATES WATER ENVIRONMENT ASSOCIATION, INCORPORATED, and in this Constitution and in the By-laws where referred to as the Association, it shall be interpreted to mean the Corporation. It is intended that the Association be a nonprofit organization entitled to exemption from Federal income tax under 501(c)(3) of the Internal Revenue Code. Both the Constitution and Bylaws shall be taken together and jointly be considered the Association's bylaws for purposes of Wisconsin Law. Should any provision of the Constitution and Bylaws conflict with Wisconsin law, the applicable provision of Wisconsin law shall apply.

SECTION 2.

The Association shall be a member of the Water Environment Federation, hereinafter designated as the Federation, and shall participate in the activities of that organization. It is the intent that the Constitution and Bylaws of this Association shall be in harmony with the Constitution and Bylaws of the Federation.

SECTION 3.

State Sections shall be organized in those states constituting the Association. The State Sections do not constitute separate or individual organizations. The State Sections are arms of the Association intended to promote the objectives of the Association within their respective state.

ARTICLE II

Objectives

The objective of this Association shall be:

SECTION 1.

Advance the fundamental knowledge of the water environment, its basic qualities, and physical laws governing its interaction with other aspects of the environment and with the aesthetic, economic and biological needs of the earth's inhabitants.

SECTION 2.

Advance the knowledge and technology in the design, construction, operation and management of water quality systems and facilities.

SECTION 3.

Increase the knowledge and understanding of the earth's water environment, and encourage and promote action necessary for its enhancement.

SECTION 4.

Develop and implement effective delivery mechanisms to rapidly disseminate knowledge concerning the water environment to members and other interested parties.

SECTION 5.

Promote sound policy in matters relating to the water environment.

SECTION 6.

Improve the professional status of all personnel engaged in any aspect of protecting and improving the earth's water environment.

SECTION 7.

Strengthen and build alliances with organizations throughout the world incorporating members of all professions dedicated to the preservation and enhancement of water quality and water resources.

SECTION 8.

Stimulate public awareness of the relationship of water resources to the public welfare and the need for pollution prevention, resource recovery, preservation, conservation, and reuse of water resources.

SECTION 9.

To provide a regional (Illinois, Minnesota, Wisconsin) organization offering multiple opportunities for the exchange of water environment knowledge and experiences among its members and the public and to foster a greater awareness of water environment achievements and challenges.

SECTION 10.

Serve the international community of water environment professionals.

SECTION 11.

To support and encourage activities and programs within the three states as developed by the members and committees of the State Sections.

ARTICLE III

Membership

SECTION 1.

The MEMBERSHIP of the Association shall consist of persons and groups of persons interested in any of the Objectives of the Association and having such qualifications as are prescribed in the Bylaws for the various classifications of memberships.

SECTION 2.

The term "eligible voting member" as used in the Constitution and Bylaws shall include all persons having the rights and privileges of Active, Central States Life Member, **Young Professional**, ~~or~~ Professional Wastewater Operations (PWO) **Members**, as prescribed in the Bylaws. **Associate members are not eligible voting members of the Association.**

ARTICLE IV

Officers

SECTION 1.

All Officers shall be ACTIVE or PROFESSIONAL WASTEWATER OPERATOR (PWO), **YP** members in good standing of the Association. **Associate Members may not serve as an officer of the Association or its Sections.** The Officers shall be President, Vice President (the number provided in the Bylaws), the latest living Past President, a Treasurer, the Delegates to the Water Environment Federation, the PWO Representative, the **Young Professional Representative** and elected Trustees of each Section. These Officers shall constitute the Executive Committee. The Executive Committee shall serve as the Board of Directors of the Corporation.

SECTION 2.

The Executive Committee shall appoint an Executive Director for a term of one (1) year at the January Executive Committee meetings. The Executive Director serves the Executive Committee and Association but shall not be a voting member of the Executive Committee. The term of office

shall begin at the Executive Committee meeting following the Annual Business Meeting prior to the adjournment of the Annual Meeting. At the time of appointment of the Executive Director, the Executive Committee shall establish the amount to be paid to the Executive Director.

ARTICLE V

Manner of Election

At least TWO HUNDRED SEVENTY (270) days before the Annual Meeting, the President shall appoint a NOMINATING COMMITTEE consisting of one Active, YP or PWO member from each constituent state.

Nominations for each elective office about to become vacant for the following year shall be received and considered by the Nominating Committee. The Committee, through its chair, shall report to the President and Executive Director at least 90 days prior to the annual meeting of the Association its selection of one or more nominees for each office required to be filled. All nominees shall have signified their willingness to serve.

The Executive Director shall transmit the report of the Nominating Committee to the CENTRAL STATES WATER MAGAZINE Editor at least 60 days prior to the Annual Meeting. The CENTRAL STATES WATER MAGAZINE Editor will publish the name and a short biographical sketch of each nominee in the issue of the CENTRAL STATES WATER MAGAZINE immediately preceding the Annual Meeting.

The Nominating Committee shall report during the Annual Business Meeting of the Association. This report shall recommend at least one name for each elective office about to become vacant. Following the report of the Nominating Committee, the President shall call for nominations from the floor. Nominations may be made from the floor by eligible voting member present. If more than one name is placed in nomination for office, voting shall be by ballot and the nominee receiving a majority of votes cast shall be declared elected. Should any nominee for office not receive a majority of the votes cast for that office, the names of the two members receiving the greatest number of votes shall be re-submitted immediately for consideration.

A majority of members present and voting is required for the election of any officer.

ARTICLE VI

Term of Office

The TERM OF OFFICE of all Officers, except Delegates to the Federation, Young Professional Representative, PWO Representative, and Trustees, shall be for ONE (1) year. No elective officer shall be eligible for re-election to the same office in a succeeding year with the exception of the Treasurer. For the purpose of the Article "one year" shall mean from the close of one Annual Meeting to the close of the next succeeding one, regardless of elapsed time. The term of a Delegate to the Federation shall be THREE (3) years, which term shall start at the beginning of the organizational meeting of the House of Delegates of the Federation of the year in which elected and shall continue for a period of THREE (3) years thereafter, or until a successor qualifies. A Delegate shall not be eligible for re-election for consecutive terms. The term of a Trustee, the Young Professional Representative and the PWO Representative shall be as provided by the Bylaws.

ARTICLE VII

Indemnification and Insurance

SECTION 1.

The Association shall indemnify any person who is or was serving as an Officer, Trustee, Delegate, Member of a Committee or Employee of the Association against any expenses actually and reasonable incurred by said person in connection with defense of any action, suit, or proceeding, civil, criminal, or administrative, in which said person is made a party by reason of being or having been an Officer, Trustee, Delegate, Member of a Committee or Employee of the Association, except in relation to matters as to which such person is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of said person's duty to the Association.

SECTION 2.

At the discretion of the Executive Committee, the Association may procure and maintain liability insurance which shall hold harmless any person who is or was serving as an Officer, Trustee, Delegate, Member of a Committee or Employee and any member or other duly authorized appointed or authorized agent of the Association in said person's performance of the functions, duties and activities of the Association against any action, suit or proceeding, civil, criminal or administrative, except in relation to matters as to which such persons is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of the prescribed functions, duties and activities of the Association.

ARTICLE VIII

Association Service Area Franchise

SECTION 1.

The service area of the Association shall consist of the States of Illinois, Minnesota and Wisconsin.

SECTION 2.

No revision to divide the service area shall be made until the following conditions are met:

- A petition requesting such division is presented to the Executive Committee through the President. The petition shall be signed by not less than ONE HUNDRED (100) Active, Young Professional and PWO Members of the Association
- A mail ballot, on the question of division of the Association is submitted to the entire membership; and TWO-THIRDS (2/3) of the voting Active, Young Professional and PWO members approve the division of the Association.
- The division is approved by the Water Environment Federation

SECTION 3.

No revision to expand the service area by joining with another member association of the Water Environment Federation shall be made until the following conditions are met:

- A petition requesting such joining is presented to the Executive Committee through the President. The petition must be signed by not less that ONE HUNDRED (100) Active, Young Professional and PWO members, or FIFTY (50) percent of those Members if that number is lower.

- A mail ballot on the question of joining another member association is submitted to the entire membership; and TWO THIRDS (2/3) of the voting Active, Young Professional and PWO Members approve the joining of the Association with another member association.
- The joining is approved by the Water Environment Federation.

ARTICLE IX

Disposition of Assets Upon Dissolution

In the event of dissolution of the Association, including State Sections the property and assets thereof, after providing for all obligations and liabilities of the Association, including State Sections, shall then be disposed of exclusively for the purposes of the Association in such manner, or to such organizations exempt from taxation under Sec. 501 (c)(3) of the Internal Revenue Code of 1956, as shall be determined by the Executive Committee.

ARTICLE X

Amendments

AMENDMENTS to this Constitution may originate in the Executive Committee or on petition submitted through it of at least FIFTY (50) members, including at least FIVE (5) from each constituent state. Upon instructions from the Executive Committee, the Executive Director shall forward proposed amendments to the Constitution or By-laws to the Water Environment Federation Constitution and By-laws Committee for review and approval. Upon approval of the Water Environment Federation and when authorized and instructed by the Executive Committee, the Executive Director shall mail a notice and a complete text of any proposed amendment, to each member or shall publish a notice in the CENTRAL STATES WATER MAGAZINE at least SIXTY (60) days before it is to be voted upon. Amendments may be voted on at the Annual Business Meeting or by letter ballot. A TWO-THIRDS (2/3) majority of all votes cast is required for passage. An amendment approved by the Association membership shall take effect immediately.

CENTRAL STATES WATER ENVIRONMENT ASSOCIATION, INC

BY-LAWS

Approved May 13, 1993

Amended May 18, 2004

Amended May 24, 2007

Proposed for Amendment 5.21.08

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ARTICLE I

Classification of Membership

SECTION 1.

The MEMBERSHIP of the Association shall consist of HONORARY ACTIVE, ACTIVE, PROFESSIONAL WASTEWATER OPERATOR (PWO), CORPORATE, LIFE, STUDENT, Young Professional (YP) GROUP MEMBERSHIP CATEGORIES ~~and~~, DUAL Members and Associate Members as defined in the following sections:

SECTION 2.

An Honorary Active Member shall be one whose accomplishments, in the opinion of the Executive Committee, entitle that member to special recognition by the Association. Honorary Active Members shall have the same privileges as Active Members but shall not be required to pay Association dues.

SECTION 3.

An Active Member shall be any person actively engaged or interested in one or more of the objectives of the Association as defined in the Constitution.

The privilege to vote or hold office is limited to Active, YP and PWO Members in good standing and to other members having rights and privileges of Active Members as prescribed in these by-laws. In addition, individual Active, YP and PWO Members shall have all of the rights and privileges granted by the WEF including the right to vote and to hold office as provided in the WEF Constitution and By-laws.

SECTION 4.

A PWO Member shall be a person who is actively employed by the responsible operating entity (or its agent) on the facilities site on a day to day basis in the operation and maintenance of wastewater collection facilities, wastewater treatment facilities, or wastewater laboratories provided for such treatment facilities, or is an off-site private laboratory technician who routinely performs wastewater analyses, or retired there from.

SECTION 5.

A Corporate Member shall be an organization engaged in the design, construction, manufacture, operation, or management of water environment systems, a government agency, an industrial organization, or any other corporate body or organization engaged in or interested in at least one of the objectives of the Water Environment Federation (Federation) and this Association.

A Corporate Member shall be entitled to ONE (1) representative whose name shall appear on the roll of members and who shall have all the rights and privileges of an Active Member. The representative may be changed at the convenience or pleasure of the Corporate Member on written notice to the Executive Director of the Association.

SECTION 6.

A Central States Life Member shall be an Active or PWO member of this Association who has been granted Life Membership by the Federation.

A Life Member shall have the same privileges as Active Members, but shall not be required to pay any Association dues.

SECTION 7.

A Student Member shall be any person who is enrolled as a regular student in a college, university or technical institution, and who spends at least ONE HALF (1/2) time on academic course work or the equivalent. Student Membership shall terminate on the anniversary date following the time in which a member ceases to be a student as defined herein.

Section 8.

Group membership categories apply to specific members who select a "group membership" option as may be provided for Utilities, Corporations and Organizations as part of a WEF group membership model. Group membership members shall be entitled to those rights and privileges identified in the applicable section outlining dues and privileges of membership in the Statements of Policy. In addition, Group Members shall have all the rights and privileges granted by the WEF, including the right of its authorized representative to vote, as provided for in the WEF Constitution and Bylaws.

SECTION 9.

A Dual Member shall be a person who is an Active, **YP** or PWO Member in good standing of any other Member Association of the Federation, or a Federation Member as defined in Section 9 of this Article and who applies for and pays dues as a Dual Member in Central States Water Environment Association, Inc. A Dual Member shall have all the rights and privileges of an Active or PWO Member except for voting and holding office.

SECTION 10.

Federation Honorary Members, Federation Life Members, and representatives of Corporate Members and Associate Members shall be eligible for Active or PWO Membership in the Central States Water Environment Association, Inc. However, if they are Active or PWO Members in

good standing of another Member Association of the Federation, they shall be eligible for Dual Membership in Central States Water Environment Association, Inc.

SECTION 11.

Young Professional Members (YP) shall be a person who is involved in the water environment profession in any capacity or is actively engaged or interested in one or more of the objectives of the Association as defined in the Constitution and is 35 years of age or less.

Section 12.

Associate Members are Central States Water Environment Association members only and are not members of the Water Environment Federation. An Associate Member shall be any person employed or interested in the advancement of knowledge relating to the objectives of the Association. An Associate Member shall have all the rights and privileges granted by the Association including rights to serve on committees but excluding the rights to hold Association and Federation office, serve as Chair / Vice-Chair of a Committee, or serve on the Nominating Committee. An Associate member shall not be an eligible voting member of the Association. This member shall be entitled to receive publications of the Association as authorized by the Executive Committee for the Associate Member category.

ARTICLE II

Admission to Membership

SECTION 1.

All applications for membership shall be sent to the Federation. The application shall include evidence of eligibility for the classification sought. The full remittance for current dues shall accompany the application.

SECTION 2.

A majority of vote of the Executive Committee is required for admission to membership to any classification of membership in the Association for any applicant about whom a question of eligibility or classification arises.

ARTICLE III

Dues

SECTION 1.

The annual dues of the Association, payable in advance, shall be established by the Executive Committee and ratified by a vote of members, in the event of a recommended adjustment to those dues. The Executive Director shall mail a notice and the complete text of any proposed dues adjustment to each member or shall publish a notice and complete text of any proposed dues adjustment in the CENTRAL STATES WATER MAGAZINE at least SIXTY (60) days before it is to be voted upon. The dues adjustment may be voted upon at the Annual Business Meeting or by letter ballot. A TWO-THIRDS (2/3) majority of the votes cast is required for passage. The Executive Director shall be responsible for publicizing the dues schedule and incorporating the dues schedule within the Associations Statements of Policy.

In addition to the above stated dues, each member, except Dual Member ***and Associate Member*** shall pay the annual dues of the Federation in the amount established by the Federation.

Annual dues will be billed directly to Association Members by the Federation Executive Director. Dues shall be payable within 1 month after a Members anniversary date. ***Associate Members annual dues shall be billed directly to the members by the CSWEA Executive Director and shall be payable within 1 (one) month of the Associate Members anniversary date.***

ARTICLE IV

Coordination with the Water Environment Federation

SECTION 1.

The Executive Director shall cooperate with the Federation Office on membership renewals, collection of dues and in all matters concerned with maintaining and increasing the membership of this Association.

SECTION 2.

The dues established by the Federation, together with the necessary reports, shall be sent by the Executive Director to the Federation office in accordance with procedures acceptable to the Federation.

SECTION 3.

Each member, in good standing, shall be entitled to receive such publications of the Federation as approved by the Federation House of Delegates, but the Association is not responsible for delivery of any Federation publications.

ARTICLE V

Publications

All publications of the Association shall be issued under direction of the Executive Committee.

ARTICLE VI

Meetings

SECTION 1.

An Annual Conference of the Association shall be held at the time and place selected by the Executive Committee.

Each person attending the Annual Conference shall pay a registration fee of such amount as may be determined by the Executive Committee.

An Annual Business meeting of the Association shall be held during the Annual Conference to receive reports of officers and committees, to elect officers, and carry on other business of the Association.

SECTION 2.

Special Meetings of the Association may be held at such time and place as requested by the Executive Committee or upon the petition of FIFTY (50) eligible voting members including at least FIVE (5) from each state.

SECTION 3.

Notices of all conference and meetings of the Association (except State Section meetings) shall be sent out to all Members by the Executive Director, or published in the CENTRAL STATES WATER MAGAZINE, at least 30 days in advance of any such conference of meeting.

SECTION 4.

Executive Committee Meetings. At least one Executive Committee meeting shall be held at the time of each Annual Conference. Other Executive Committee meetings shall be held at the call of the President, or upon petition addressed to the Executive Director and signed by two or more Executive Committee members.

Notice of all Executive Committee meetings shall be issued by the Executive Director at least 15 days in advance of such meetings to all Executive Committee members.

ARTICLE VII

Succession of Officers

SECTION 1.

Each year as provided in the constitution, Officers shall be elected to serve ONE (1) year, except the Treasurer, Trustees, the PWO Representative, [the YP Representative](#) and Delegates to the Federation who shall be elected or appointed as provided in the Constitution and By-Laws.

SECTION 2.

At each Annual Business Meeting, the officers from the states comprising the Association shall be nominated and elected to advance as follows: from Second Vice President to First Vice President, from First Vice President to President and from President to Immediate Past President. The position of Second Vice President shall be filled as described in Article VII Section 3.

SECTION 3.

At each Annual Business Meeting, a member shall be nominated and elected to the position of Second Vice President from the states comprising the Association in the following rotation: Wisconsin, Minnesota, Illinois (repeat rotation).

Section 4.

At each Annual Business Meeting, an at large member shall be nominated and elected to the position of Treasurer. The Treasurer may serve more than one, one-year term.

SECTION 5.

State Section officers are elected at the state section annual business meeting at a time and place selected by the State Section. The terms of the State Section officers shall be for ONE (1) year. No elective officer shall be eligible for re-election to the same office in a succeeding year with the exception of the Secretary Treasurer or as is authorized elsewhere in the Constitution or By-Laws. For the purpose of the Article "one year" shall mean from the close of one Annual Meeting to the close of the next succeeding one, regardless of elapsed time.

ARTICLE VIII

Committees

SECTION 1.

In addition to the Nominating Committee provided for in the Constitution, the President shall appoint Standing Committees, which shall have the following responsibilities:

Local Arrangements:

Shall make all arrangements for the Annual Meeting of the Association, subject to the approval of the Executive Committee.

General Awards:

Shall consider candidates for the various Federation awards, establish sub-committees as appropriate for selecting nominees for Association awards, and make final recommendation for all awards.

Technical Program:

Shall be responsible for the technical program of the Annual Meeting, subject to the approval of the Executive Committee.

CENTRAL STATES WATER MAGAZINE:

Shall be responsible for presentation of the Association's activities to the membership.

Resolutions:

Shall prepare and present at the Annual Business Meeting resolutions on any pertinent matters.

Public Education:

Shall be responsible for planning and coordinating activities to inform the general public and increase their awareness of the importance of maintaining and improving the quality of our water resources, and the importance of the role of water quality professionals in maintaining and improving the quality of our water resources.

SECTION 2.

The President may appoint such other committees as he deems necessary to further the interests of the Association.

ARTICLE IX

Duties of the Executive Committee

SECTION 1.

It shall be the duty of the Executive Committee to carry on the business and represent the interests of the Association between Annual Meetings.

The Executive Committee shall manage the affairs of the Association and establish policies subject to the conditions and limitations prescribed in the Constitution and By-Laws.

The Executive Committee shall direct the investment and care of the funds of the Association.

The Executive Committee shall make funds available for regular operation of the Association and for specific purposes. No financial commitments shall be incurred that are beyond the funds available or otherwise due.

The Executive Committee quorum shall be a simple majority of the committee members.

Motions of the Executive Committee require a majority vote of the Committee members present and voting.

SECTION 2.

In the event that an office becomes vacant between Annual Meetings, the Executive Committee shall elect a member to serve until the next Annual Business Meeting. Such a member shall meet the qualifications required for the office.

SECTION 3.

The fiscal year shall begin on January 1 and end on December 31.

SECTION 4.

The Executive Committee shall cause an audit to be made of the Association's accounts at the close of the fiscal year, and a report of the audit shall be presented at the Business Meeting by the presiding officer.

SECTION 5.

The Executive Director shall prepare a financial report of receipts and disbursements for the fiscal year and upon approval of and certification by the Treasurer shall distribute copies to members present at the succeeding Annual Meeting.

SECTION 6.

The Duties and Functions of the President shall include:

General supervision of the affairs of the Association.

Presiding at all conferences and meetings of the Association and meetings of the Executive committee.

Being an ex-officio member of all committees, other than the Nominating Committee, and appointing the members of all committees where membership is not otherwise specified in the By-Laws.

Performing such other duties as may be assigned by the Executive Committee.

SECTION 7.

The Duties and Functions of the First Vice-President shall include:

Assisting the President in the performance of prescribed duties.

Presiding at conferences and meetings of the Association and the meetings of the Executive Committee in the absence of the President.

Chairing the General Awards Committee.

Performing such other duties as may be assigned by the Executive Committee or the President.

In case the President cannot act, the First Vice-President shall act. In case the First Vice-President cannot act, the Second Vice-President shall do so.

SECTION 8.

The Duties and Functions of the Second Vice-President shall include:

Assisting the President in the performance of prescribed duties.

Presiding at conferences and meetings of the Association and at meetings of the Executive Committee in the absence of the President and First Vice-President.

Chairing the Academic Excellence Award Subcommittee.

Performing such other duties as may be assigned by the Executive Committee or President.

In case the President and First Vice President cannot act, the Second Vice-President shall act. In case the Second-Vice President cannot act, the latest living Past President shall do so. The Executive Committee shall elect one of its members to act if the Past President cannot do so.

SECTION 9.

The Duties and Functions of the Federation Delegates shall include:

Attending all regular and special meetings of the membership and of the Central States Water Environment's (CSWEA) Executive Committee.

Representing the CSWEA in the conduct of business by the Federation House of Delegates.

Attending appropriate Exchange meetings of the Federation.

Regularly reporting to the CSWEA Executive Committee the activities and policies of the Federation.

Reporting at the CSWEA annual business meeting on the activities of the Federation.

Providing written reports to the CENTRAL STATES WATER MAGAZINE editor on the activities of the Federation.

SECTION 10.

The Duties and Functions of the Executive Director shall include:

Serving as the Executive Officer of the Association, and operating under the general direction of the President and the Executive Committee.

Preparing agenda for, and attending all meetings of, the Executive Committee and recording and distributing the minutes of such meetings to the Executive Committee. A summary of said minutes shall be submitted to the CENTRAL STATES WATER MAGAZINE editor.

Seeing that all monies due to the Association are collected carefully and without loss and with proper accounting and custody; seeing that all expenditures are properly entered in the records of the Association, and that bills and vouchers for their payment are proper and in order; and signing or seeing to the signing of checks or drafts against funds of the Association, all according to procedures established or approved by the Executive Committee.

Forwarding to the Treasurer for review, approval and certification a statement of receipts and disbursements in a form consistent with the annual financial statement. Upon approval of the Treasurer the Executive Director shall forward to the Officers and each Executive Committee member, at each of its regularly scheduled meetings, the Treasurer approved statement of receipts and disbursements in a form consistent with the annual financial statement.

Following approval by the Treasurer, the Executive Director shall present at the Annual Meeting of the Association a balance sheet of the books as of December 31st of the previous year, and making said books available for audit annually or as otherwise specified by the Executive Committee at the expense of the Association, by a public accountant appointed by the Executive Committee.

Maintaining records of the Association, including a list of members of the Association as received periodically from the Federation.

Preparing an annual budget for presentation to the Executive Committee at its regularly scheduled January meeting.

Section 11

The Duties of the Treasurer shall be to act as the Associations Elected Fiduciary officer and shall receive, review and approve and certify all financial reports prepared by the Executive Director prior to presentation to the Executive Committee at its regular meetings or the Association members at the Annual Business Meeting. While the Executive Director is charged with conducting the business of the Association, the Treasurer's responsibility is to provide financial oversight of the Associations fiscal operations on behalf of the Executive Committee and Members.

SECTION 12.

The President shall be ineligible for reelection. This prohibition shall not apply to a person acting as President in the absence of the President.

ARTICLE X

State Sections

SECTION 1.

State Sections shall be organized in those states constituting the Association. The State Sections do not constitute separate or individual organizations. The State Sections are arms of the Association intended to promote the objectives of the Association within their respective state.

SECTION 2.

The membership of the State Sections shall be the same as stated for the Association in these By-Laws. Membership in such sections shall be limited to members of the Association who are residents of the section area or who are interested in the earth's water environment in the section area. No member shall be enrolled in more than one section

SECTION 3.

Each State Section shall establish its own organization structure, which will be subject to approval by the Executive Committee of the Association. Each State section shall establish committees as required by the Association.

SECTION 4.

The officers of each State Section shall consist of a minimum of a Chair, a Vice Chair, the latest living past Chair, a Secretary-Treasurer, a Trustee and at the option of the State Section one additional position that being a liaison to the state wastewater operators association. The officers shall be Active Members. All officers, except the trustee and secretary-treasurer, shall be elected for a ONE (1) year term. The Trustee and secretary treasurer shall be elected to a TWO (2) year term. The operator association liaison shall serve a term established by the State Section and the operator association. No elective officer with the exception of the Secretary-Treasurer shall be elected for more than one term. Each State Section shall notify the Association of their selection of officers at the Association Annual Business Meeting.

SECTION 5.

Each State Section shall submit to the Executive Committee of the Association at its January Committee Meeting the State Section Budget for the coming fiscal year. This budget shall include all anticipated expenditures of the State Section. The Executive Committee may only change the State Section budget for good and sufficient reason requiring a two-thirds (2/3) vote by the Executive Committee. The State section may expend funds beyond those budgeted with the approval of the Executive Committee. A State Section budget amendment can be obtained during any regular or special Executive Committee meeting. The State Section Secretary-Treasurer must request the budget amendment as an agenda item to the Executive Director.

SECTION 6.

Each State Section shall submit to the Executive Committee of the Association at its January Committee Meeting the State Section financial statements for the previous year ending December 31. This submittal must include all income and expenditures of the State Section during the preceding year; a statement of all financial and other reserves of the State Section, and other information needed by the Association to complete required state and federal government financial reporting requirements. If any of this information is not available for the January Executive Committee Meeting the State Section Secretary-Treasurer shall provide it to the Executive Director immediately upon its availability.

ARTICLE XI

Professional Operator Representative

SECTION 1.

The PWO Representative shall represent the Associations Professional Wastewater Operator members.

SECTION 2.

The term of the PWO Representative shall be Two (2) years, which shall start immediately following the close of the Annual Meeting, at which the election of officers is conducted, and continue until a successor qualifies. The PWO Representative shall not be eligible to serve consecutive terms.

SECTION 3.

The PWO Representative shall be elected by a majority vote of the members at the Annual Business Meeting of the Association.

ARTICLE XII

Young Professional Representative

SECTION 1.

The YP Representative shall represent the Associations Young Professional members.

SECTION 2.

The term of the YP Representative shall be Two (2) years, which shall start immediately following the close of the Annual Meeting, at which the election of officers is conducted, and continue until a successor qualifies. The YP Representative shall not be eligible to serve consecutive terms.

SECTION 3.

The YP Representative shall be elected at large without reference to State of residence by a majority vote of the members at the Annual Business Meeting of the Association.

ARTICLE XIII

Expulsion

SECTION 1.

Any member may be expelled from the Association for good and sufficient reason by a TWO-THIRDS (2/3) vote of the Executive Committee.

SECTION 2.

Any officer may be removed from office for good and sufficient reason by a TWO-THIRDS (2/3) vote taken at a duly constituted meeting of the Executive Committee.

ARTICLE XIV

Amendments

AMENDMENTS to the By-Laws may originate in the Executive Committee, or on a petition of at least FIFTY (50) members, including at least FIVE (5) members from each constituent state. Upon instructions from the Executive Committee, the Executive Director shall forward proposed amendments of the Constitution or By-laws to the Water Environment Federation Constitution and By-laws Committee for review and approval. Upon approval of the Water Environment Federation and when authorized and instructed by the Executive Committee, the Executive Director shall mail a notice and a complete text of any proposed amendment, to each member or shall publish a notice and complete text of any proposed amendment in the CENTRAL STATES WATER MAGAZINE at least SIXTY (60) days before it is to be voted upon. Amendments may be voted upon at the Annual Business Meeting or by letter ballot. A TWO-THIRDS (2/3) majority of the votes cast is required for passage. An amendment approved by the Association membership shall take effect immediately. Both the Constitution and Bylaws shall be taken together and jointly be considered the Association's bylaws for purposes of Wisconsin Law. Should any provision of the Constitution and Bylaws conflict with Wisconsin law, the applicable provision of Wisconsin law shall apply.