

CENTRAL STATES WATER ENVIRONMENT ASSOCIATION, INC

BY-LAWS

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Table of Contents

<u>Article I</u>	<u>Classification of Membership</u>
<u>Article II</u>	<u>Admission to Membership</u>
<u>Article III</u>	<u>Dues</u>
<u>Article IV</u>	<u>Coordination with Water Environment Federation</u>
<u>Article V</u>	<u>Publications</u>
<u>Article VI</u>	<u>Meetings</u>
<u>Article VII</u>	<u>Succession of Officers</u>
<u>Article VIII</u>	<u>Committees</u>
<u>Article IX</u>	<u>Duties of Executive Committee</u>
<u>Article X</u>	<u>State Sections</u>
<u>Article XI</u>	<u>Professional Wastewater Operator Representative</u>
<u>Article XII</u>	<u>Young Professional Representative</u>
<u>Article XIII</u>	<u>Expulsion</u>
<u>Article XIV</u>	<u>Amendments</u>

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 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.

Amended 5.21.08

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 therefrom.

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.

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, 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. Dues shall be payable within 1 month after a 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, 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.

Amended 5.21.08

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 PWO Representative shall not be eligible to serve consecutive terms.

SECTION 3.

The PWO 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.