

CENTRAL STATES WATER ENVIRONMENT ASSOCIATION, INC.

CONSTITUTION

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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.

ARTICLE IV

Officers

SECTION 1.

All Officers shall be ACTIVE or PROFESSIONAL WASTEWATER OPERATOR (PWO) members in good standing of the Association. 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 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 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 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 than ONE HUNDRED (100) Active 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 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.