

CENTRAL STATES WATER ENVIRONMENT ASSOCIATION BYLAWS

1. NAME

The name of this organization shall be Central States Water Environment Association, Inc. herein referred to as the Association and abbreviated CSWEA.

2. AFFILIATION

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

3. MISSION, VISION, VALUES

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

4. FRANCHISE

- 4.1. The service area of the Association shall consist of the States of Illinois, Minnesota and Wisconsin.
- 4.2. No revision to divide the service area shall be made until the following conditions are met:
 - 4.2.1. A petition requesting such division is presented to the Executive Committee through the President or the Executive Committee. The petition shall be signed by not less than ONE HUNDRED (100) eligible voting members of the Association or FIFTY (50) percent of those Members if that number is lower.
 - 4.2.2. A mail ballot, on the question of division of the Association is submitted to the entire membership; and TWO-THIRDS (2/3) of eligible voting members approve the division of the Association.
 - 4.2.3. The division is approved by the Water Environment Federation
- 4.3. No revision to expand the service area by joining with another member association of WEF shall be made until the following conditions are met:
 - 4.3.1. A petition requesting such joining is presented to the Executive Committee through the President or Executive Committee. The petition must be signed by not less that ONE HUNDRED (100) eligible voting members or FIFTY (50) percent of those Members if that number is lower.
 - 4.3.2. A mail ballot on the question of joining another member association is submitted to the entire membership; and TWO THIRDS (2/3) of the eligible voting members approve the joining of the Association with another member association.
 - 4.3.3. The joining is approved by WEF.

5. MEMBERSHIP CLASSIFICATION, QUALIFICATIONS AND PRIVILEGES

- 5.1. The membership of the Association shall consist of persons or organizations, who reside or are located within the Association's service area and have paid membership dues in accordance with these Bylaws or WEF Bylaws, as applicable.

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- 5.2. The Association shall recognize two general types of membership: (1) WEF Members; and (2) CSWEA-Only Members. collectively hereafter “Members”.
- 5.3. WEF Membership Classes
 - 5.3.1. All WEF members who reside or are located within the Association’s service area shall be recognized as Association members. The Association shall recognize all WEF membership classes, as such classes may be created, amended, or eliminated from time to time.
 - 5.3.2. WEF members who are in good standing shall be entitled to vote and to hold Association office.
- 5.4. Association Membership (CSWEA-Only)
 - 5.4.1. CSWEA-Only membership is open to all individuals who are not WEF members but: (1) are professionally engaged or interested in the advancement of knowledge relating to the objectives of the Association; and (2) reside or are located within the Association’s service area.
 - 5.4.2. CSWEA-Only members who are in good standing shall be entitled to vote and to hold State Section office except for the WEF Delegate position.
 - 5.4.3. CSWEA-Only members cannot be nominated to the Executive Committee.
- 5.5. Student Chapters
 - 5.5.1. The Association may issue charters for the establishment of Student Chapters consistent with WEF requirements. Specific requirements may be outlined in the Association Statements of Policy (SOP) Manual.
 - 5.5.2. Each Student Chapter shall maintain its own Bylaws.
 - 5.5.3. The Executive Committee may revoke the charter of any Student Chapter, if after the Chapter has been afforded an opportunity to be heard, the Association determines to be in the best interest of Association and WEF.
- 5.6. Loss of Membership
 - 5.6.1. A member may be expelled from the Association for cause to be determined by the Executive Committee, on a TWO-THIRDS (2/3) affirmative vote of all members present at a membership meeting, provided that the basis for the expulsion shall have been included in notice of the meeting and provided that the member to be expelled shall have been formally notified in writing at least 30 days prior to the meeting and given the opportunity to appear and speak at the meeting prior to the final vote.

6. DUES

- 6.1. Annual WEF Member Dues shall be determined by WEF Board of Trustees and includes the current dues for the Association. Dues are billed directly by and paid to WEF. WEF Members also pay CSWEA Association dues (CSWEA-Only) which are included in this payment.
- 6.2. Association dues for CSWEA-Only memberships shall be annually established and approved by the Executive Committee and shall be billed directly by and paid to CSWEA

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- 6.3. All Association dues increases shall be approved by the Executive Committee and approved by the TWO-THIRD (2/3) majority of the eligible members at the Annual Business Meeting. Any proposed dues changes shall be published in the Association publication at least 60 days before the Annual Business Meeting.

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7. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

- 7.1. The affairs of the Association shall be managed by an Executive Committee. The Executive Committee Officers shall serve as the Board of Directors (Board) of the Association.
- 7.2. Executive Committee Officers are President, 1st Vice President, 2nd Vice President, Past President (latest living), Treasurer, Professional Wastewater Operator (PWO Representative, Young Professionals (YP) Representative, State Section Trustees (one each from Illinois, Minnesota, and Wisconsin (total of 3)), WEF Delegates (number as determined by WEF), and Executive Director who shall be an ex-officio non-voting member of the Executive Committee.
- 7.3. All Officers shall be WEF members, as described in Section 5 above, in good standing with WEF and the Association as defined in the Association SOP Manual.
- 7.4. Executive Committee Duties
 - 7.4.1. To carry on the business and represent the interests of the Association during and between the Annual Business Meetings.
 - 7.4.2. Manage the affairs of the Association and establish polices subject to the conditions and limitations of these Bylaws.
 - 7.4.3. Develop, adopt, and report to the full membership on an annual budget, oversee the budget during the fiscal year and recommend annual dues to the members.
 - 7.4.4. Shall select, appoint, evaluate, oversee and establish contract terms for the Executive Director.
 - 7.4.5. Shall be responsible to audit the Association's accounts at the close of the fiscal year, and a report of the audit shall be presented at the Annual Business Meeting by the Presiding Officer.
 - 7.4.6. The Executive Committee shall direct the investment and care of the funds of the Association.
 - 7.4.7. 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.
 - 7.4.8. Shall be responsible for all publications of the Association.
- 7.5. Executive Committee Meetings
 - 7.5.1. There shall be at least one Executive Committee meeting held at the time of the 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. There shall be a minimum of three Executive Committee Meetings in a fiscal year.
 - 7.5.2. 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.
 - 7.5.3. A quorum of the Executive Committee shall consist of a majority of its members, then in office.

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7.6. Voting

- 7.6.1.1 Approval of motions of the Executive Committee require a majority of the quorum present. The action can be verbal, electronic or written.
- 7.6.1.2 Any action allowed or required to be taken by the Executive Committee shall take place at a duly noticed meeting at which a quorum is present. Officers may participate in any meeting through the use of real-time communications technology by which Officers may hear, vote or otherwise fully participate in the meeting.
- 7.6.1.3 Any Officers may appoint a proxy to serve in their behalf at an Executive Committee meeting, provided they notify the President and Executive Director in advance and in writing. A proxy so appointed shall have the right to vote.

8. OFFICERS

8.1. Duties and Functions

8.1.1. President

- 8.1.1.1 Shall have general supervision of the affairs of the Association.
- 8.1.1.2 Presiding at all conferences and meetings of the Association and meetings of the Executive Committee.
- 8.1.1.3 Be an ex-officio member of all committees, other than the Nominating Committee, and appoint the committee chairs where membership is not otherwise specified in the Bylaws.
- 8.1.1.4 Perform such other duties as may be assigned by the Executive Committee.

8.1.2. 1st Vice President and 2nd Vice President

- 8.1.2.1 Assisting the President in the performance of prescribed duties.
- 8.1.2.2 Presiding at conferences and meetings of the Association and the meetings of the Executive Committee in the absence of the President.
- 8.1.2.3 Performing such other duties as may be assigned by the Executive Committee or the President
- 8.1.2.4 In absence of the President, the 1st Vice President shall act. In case the 1st Vice President cannot act, the 2nd Vice President shall do so. In case the 2nd 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.

8.1.3. Treasurer

- 8.1.3.1 The Treasurer shall act as the Association's elected fiduciary officer. The Treasurer shall provide financial oversight of the Association's fiscal operations on behalf of the Executive Committee and members.

8.1.4. Association-elected WEF Delegates

- 8.1.4.1 Attend all regular and special meetings of the membership and of the Association Executive Committee.

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- 8.1.4.2 Represent the Association in the conduct of all business by the WEF House of Delegates.
 - 8.1.5. State Trustees
 - 8.1.5.1 Each Trustee represents his/her state and advises the Executive Committee of the needs of the State Section.
 - 8.1.6. Professional Wastewater Operator Representative
 - 8.1.6.1 Represent the Association's PWO Members.
 - 8.1.7. Young Professionals Representative
 - 8.1.7.1 Represent the Association's YP Members.
- 8.2. Terms of Office
 - 8.2.1. The terms of the office of President, 1st Vice President, 2nd Vice President, Past President, and State Trustees shall be approximately one year.
 - 8.2.2. The term for the Treasurer shall be two years and may serve multiple terms, up to six consecutive years.
 - 8.2.3. The terms for the PWO and YP representatives shall be for two (2) years. The PWO and YP representatives shall not be eligible to serve consecutive terms.
 - 8.2.4. Unless noted, the terms shall start immediately following the close of the Annual meeting, at which the election of officers is conducted and continue until their successors qualify.
 - 8.2.5. The term of the WEF delegates shall be in accordance with the procedures as established by WEF.
 - 8.2.6. Any Officer may be removed from office for reasonable cause as determined by a TWO-THIRDS (2/3) vote of the Executive Committee.
 - 8.2.7. If an office becomes vacant between Annual Business Meetings, the President can make a recommendation. The Executive Committee shall vote to elect a member to serve until the next Annual Business Meeting. Such a member shall meet the qualifications of the office.
 - 8.2.8. The President shall be ineligible for reelection. This prohibition shall not apply to a person acting as President in the absence of the President.
- 8.3. Nominations and Election of Officers.
 - 8.3.1. Nominations for the Officers candidates shall be submitted from the Nominating Committee to the Executive Board at least 90 days prior to the Annual Business Meeting.
 - 8.3.2. The Executive Committee shall approve the Officer candidates.
 - 8.3.3. The nominations shall be published in the Association publications at least 60 days prior to the Annual Business Meeting.

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- 8.3.4. The eligible voting Members of Association as defined in the Association SOP shall elect officers at the Annual Business Meeting by majority vote of those eligible voting members present. Nominations may be made from the floor by eligible voting Members present. If more than one name is placed in nomination for office, voting shall be done by ballot and the nominee receiving the votes cast shall be declared elected.
- 8.3.5. Upon completion of each term of office, or upon adoption of a resolution by the Executive Committee that there is a vacancy in the offices of President or 1st or 2nd Vice President, there shall be automatic advancement from 1st Vice President to President and from 2nd Vice President to 1st Vice President. Denial of such automatic advancement shall be by a TWO-THIRDS (2/3) majority vote of the Executive Committee.

9. COMMITTEES

- 9.1. The President may establish such committees as the President shall deem necessary and desirable to enable the Association to carry out its purposes. Except as otherwise provided herein, each committee may consist of at least one (1) or more Officers elected by the President. Each committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Executive Committee of its activities as the Executive Committee may request.
- 9.2. The President may dissolve standing committees as the President deems necessary to further the interests of Association.
- 9.3. Nominating Committee
 - 9.3.1. The Nominating Committee shall consist of the three most recent past presidents.
 - 9.3.2. The Nominating Committee shall provide recommendations to the Executive Committee for the 2nd Vice President (to be rotated Wisconsin, Minnesota, and Illinois) and all other vacant Officer positions.
 - 9.3.3. Nominations and voting of Officers shall be in accordance with these Bylaws.

10. EXECUTIVE DIRECTOR

- 10.1. Serving as the Executive Officer of the Association and operating under the general direction of the President and the Executive Committee.
- 10.2. Duties are defined in the Association SOP Manual.
- 10.3. Serve as the Clerk of the Corporation.

11. STATE SECTIONS

- 11.1. 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.
- 11.2. The membership of the State Sections shall be the same as stated for the Association in these Bylaws.
- 11.3. Each State Section shall establish its own organizational 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.

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12. MEMBERSHIP MEETINGS

- 12.1. An Annual Conference of the Association shall be held at the time and place selected by the Executive Committee.
- 12.2. Notices of all conferences and meetings of the Association (except State Section meetings) shall be published in the CSWEA publications at least 30 days in advance.
- 12.3. Special Meetings may be held at such time and places as requested by the Executive Committee or upon petition of FIFTY (50) eligible voting members including at least FIVE (5) from each state.
- 12.4. 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.
- 12.5. A quorum is a majority of the eligible members present at the Annual Business Meeting.
- 12.6. Approval of motions shall require a majority of the quorum of eligible voting members present at the Annual Business Meeting. The action can be verbal, electronic or written.

13. INDEMNIFICATION

- 13.1. 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.
- 13.2. 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 person 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.

14. CODES OF CONDUCT

- 14.1. Association members who are also WEF Members, as defined in these Bylaws, shall abide by the latest WEF Code of Conduct as published by WEF and referenced in the Association SOP Manual.
- 14.2. CSWEA-Only Members, as defined under these Bylaws, shall abide by the latest Executive Committee-approved CSWEA Association-only Member Code of Conduct as published by the Association and referenced in the Association SOP Manual.

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15. AMENDMENTS

15.1. Initiation

15.1.1. Amendments to the Bylaws 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. All proposed amendments shall be submitted in writing to the Executive Committee.

15.1.2. The Executive Director provide notice of proposed Bylaws amendments in at least one of the following ways:

15.1.2.1 By mailing a notice of proposed amendment and a complete text of any proposed amendment to each member at least forty-five (45) days before the proposal is to be voted on; or

15.1.2.2 By publishing a notice of proposed amendment in the Association's publication and posting a complete text of any proposed amendment on the Association's website at least forty-five (45) days before the proposal is to be voted on. A notice of proposed amendment must clearly direct members to the complete text of the proposal on the Association's website.

15.2. Adoption

15.2.1. Amendments voted on at the Annual Business Meeting shall be approved only with a majority affirmative vote of the eligible voting members present and voting at the Annual Business Meeting of the Association.

15.2.2. Amendment by letter ballot A TWO-THIRDS (2/3) majority of all votes cast is required for passage.

15.2.3. An amendment approved by the Association membership shall take effect immediately.

16. DISSOLUTION AND DISPOSITION OF ASSETS

16.1. The dissolution of the Association may take place in pursuant with the statues of the State of Wisconsin and the Affiliation Agreement with WEF.

16.2. The Executive Committee, by a TWO-THIRDS (2/3) affirmative vote of all Officers, may recommend that the Association be dissolved. The members, by TWO-THIRDS (2/3) affirmative votes cast at a membership meeting, must approve dissolution.

16.3. The Executive Committee shall provide notice to WEF within 30 days the consideration to dissolve the Association.

16.4. Upon the dissolution of the Association, the Executive Committee shall, after paying or making provision for the payment of all the liabilities of the Association, including State Sections, dispense of all the remaining assets 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.

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BYLAW AMENDMENT HISTORY

DATE	DESCRIPTION
5/24/2023	Note Constitution and Bylaws language was combined into one document consistent with WEF Bylaws. The Constitution for the Association is the Articles of Incorporation Filed 1/10/1973 and amended 6/30/1993.
5/21/2008	Amended
5/24/2007	Amended
5/18/2004	Amended
5/13/1993	Approved