

NEVADA WATER ENVIRONMENT ASSOCIATION, INC.

CONSTITUTION AND BYLAWS

BYLAWS

1. MEMBERSHIP CLASSIFICATION, QUALIFICATIONS AND PRIVILEGES

1.1 *Membership Classes*

There shall be two main classes of Membership in the Association, structured to be in conformity with the Membership classes of the Water Environment Federation (hereinafter referred to as "the Federation or the WEF." The two main membership classes are Individual and Group. Separate categories of membership exist within each of the two main membership classes and are described in the WEF and NWEA Operations Manuals.

1.11 Individual Member class.

1.12 Group Member class

1.2 *Individual - Member*

1.21 Qualifications

1.211 An Individual Member shall be any person interested in the advancement of knowledge relating to the objectives of WEF and the Association.

1.22 Rights and Privileges

1.221 Shall be an Eligible Voting Member of the Association.

1.222 Shall have all the rights and privileges granted by the Federation and the Association, including the right to hold office and serve on committees as provided for in the Federation and Association Constitution and Bylaws.

1.223 Shall be entitled to receive publications of the Federation, as authorized by its Board of Trustees, and publications of the Association, as authorized by its Board of Directors, for the specific category of the Individual membership class to which the Individual Member belongs. Specific Individual category

benefits are described at the WEF website and in the WEF Operations and Procedures Manual.

1.3 *Group Member*

1.31 Qualifications

1.311 Any group or organization interested in the advancement of knowledge relating to the objectives of the Water Environment Federation and the Association.

1.32 Rights and Privileges

1.321 Shall have all the rights and privileges granted by the Federation and Association, including the right of its authorized representative to vote, as provided for in the Federation and Association Constitution and Bylaws. The representative may be changed at the discretion of the Group Member on written notice to the Secretary of the Association.

1.322 Shall be entitled to receive publications of the Federation, as authorized by its Board of Trustees, and publications of the Association, as authorized by its Board of Directors, for the specific category of the Group membership class to which the Group Member belongs. Specific Group category benefits are described at the WEF website and in the WEF Operations and Procedures Manual.

2. **DUES**

2.1 *Payment of Dues*

2.11 For each Individual member, the annual Association dues shall be determined by the Board and shall be charged as a supplement to the current dues for the specific Individual category established by the Board of Trustees of the Federation.

2.111 Annual dues shall be billed directly to Association members by the Federation. Dues shall be payable within one month after a member's anniversary date.

2.112 Dues are payable for a twelve-month period beginning with the first date of membership which is defined as the anniversary date.

2.2 *Subscription Included in Dues*

2.21 All current members certified to the Federation by the Association shall be entitled to such publications of the Federation as may be approved by its Board of Trustees for the appropriate membership class and category. Specific membership category benefits are described at the WEF website and in the WEF Operations and Procedures Manual.

2.22 All members shall be entitled to the publications of the Association as may be approved by its Board of Directors for the appropriate membership class and category. Specific category benefits are described in the Association Operations and Procedures Manual.

2.3 *Arrears*

2.31 Association Individual or Group Members whose dues shall not have been paid within one month after the anniversary date shall be given notice of such default by the Federation. If the dues remain unpaid fifteen days after such notice, the member in default may be removed from the roll of the Federation by the Executive Director and from the roll of the Association.

2.32 Members who have been dropped from the roll may be reinstated without payment of Association back dues with the approval of the Board.

3. **ADMISSION AND EXPULSION**

3.1 *Admission*

3.11 Applications for membership will be sent directly to the Water Environment Federation.

3.12 There shall be no admission fee.

3.2 *Expulsion*

- 3.21 Any member may be expelled from the Association for good and sufficient reason by a two-thirds vote of the Board.
- 3.22 Any officer may be removed from office for good and sufficient reason by a two-thirds vote taken at a duly constituted meeting of the Board.

4. BOARD OF DIRECTORS – ELECTED OFFICERS

4.1 Duties and Functions

- 4.11 The President shall supervise the affairs of the Association and shall preside at all meetings during the year following the annual meeting at which he or she is elected. The President shall be the Chairperson of the Board of Directors, hereinafter referred to as the Board, and shall have the power to fill all vacant offices for the unexpired term by appointment from the Association membership. The President shall be an *ex-officio* member of all committees, other than the Nominating Committee, and appoint the members of all committees where membership is not otherwise specified in the Constitution & Bylaws. The President shall perform such other duties as may be assigned by the Board.
- 4.12 The Vice-President shall serve as the President-Elect and shall perform the duties of the President in the event that the President is unable for any reason to carry on the functions of the office or other duties assigned by the President or Board. The Vice-President shall be an *ex-officio* member of all committees other than the Nominating Committee.
- 4.13 The Federation Delegate or Delegates shall represent the Association in the conduct of all business by the House of Delegates of the Federation.
- 4.14 The Secretary shall, serve as the Executive Officer of the Association, and operate under the general direction of the President and the Board; prepare the agenda for, and attend all meetings of, the Board, record, and distribute the proceedings of such meetings to the Board; maintain records of the Association, including a list of members of the Association; perform such other duties as may be assigned by the Board.
- 4.15 The PWO Representative shall represent the Association as a voting member on the Tri-State Conference Committee and shall coordinate the Association's Operations Challenge Competition.

- 4.16 The Treasurer shall, see that all moneys due to the Association and the Federation are collected carefully and without loss, and are transferred to the Federation, proper accounts and custody; see that all expenditures are properly entered in the records of the Association, and that the bills and vouchers for their payment are proper and in order; and sign or see to the signing of checks or drafts against funds of the Association, all according to procedures established or approved by the Board; forward to the Officers and each Board member at each Board Meeting, a financial summary of accrued income and expenses consistent with the annual financial statement; present at the Annual Meeting of the Association a balance sheet of the books as of June 30th of the previous year and as of the end of the month preceding the Annual Meeting, which books shall be made available for audit, annually or as otherwise specified by the Board; consult with the officers of the Association as to the custody and investment of funds and preparation of the annual budget.
- 4.17 In case the President cannot act, the President-Elect shall act. In case the President-Elect cannot act, the Secretary shall act. In case the Secretary cannot act, a living Past-President who is a member of the Association shall do so. The Board shall elect one of its members to act if a Past-President cannot do so.
- 4.18 In the event of a potential or actual conflict of interest, the Association Board of Directors shall obtain any and all information regarding the conflict of interest. The Board shall then determine if an actual or potential conflict of interest exists. If the potential or actual conflict of interest involves a Board officer or officers, the officer(s) shall provide any and all information requested by the Association Board. Following this determination, any Board officer for whom a conflict of interest exists shall recuse themselves from any vote or action regarding the matter associated with the conflict of interest.
- 4.19 In the event that an officer must act for the Association and perceives that there is a conflict of interest, procedures described in Section 4.17 shall be followed in the event that the President, President-Elect, Secretary or living Past-President must recuse themselves from any action that involves a conflict of interest.

4.2 *Terms of Office*

- 4.21 The terms of office of the President, Vice-President, Secretary, PWO Representative and Treasurer shall be for approximately one year, which term shall start immediately following the close of the

Association annual meeting, at which the election of officers is conducted, and continue until their successors qualify. Officers who serve full terms shall not be eligible to succeed themselves in consecutive terms, excepting the offices of Treasurer and PWO Representative.

- 4.22 The term of the Federation Delegate or Delegates shall normally be three (3) years as determined by the annual meetings of the Federation. The Delegate or Delegates shall not be eligible to succeed themselves in consecutive terms without approval of the Association's Board of Directors.

4.3 *Nomination and Election of Officers*

- 4.31 Prior to the annual meeting, the President shall appoint a Nominating Committee, the composition of which is defined in Section 5.11. The Nominating Committee shall notify the NWEA membership and solicit nominations for up-coming vacant officer positions at least 120 days before the annual meeting. Prior to the annual meeting of the Association, the Committee, through its Chairperson, shall report to the President and the Secretary its recommendation of one or more candidates for each elective office about to become vacant. The Secretary shall transmit the report of the Nominating Committee to the Association membership. Following the report of the Nominating Committee to the membership, the President shall call for any additional nominations from the floor at the time of the annual meeting. All nominees shall have signified their willingness to serve. If more than one name is placed in nomination for any office, voting shall be by ballot.
- 4.32 The nomination and election of the Federation Delegate or Delegates shall be held at the annual meeting prior to the expiration of the current Delegate's term.
- 4.33 The Eligible Voting Members of the Association shall elect each officer at the annual meeting by a majority vote. If more than one name is placed in nomination for office, voting shall be by ballot, and the nominee receiving a majority of the 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 nominees receiving the greatest number of votes shall be re-submitted immediately for another vote.

5. COMMITTEES

5.1 Nominating Committee

5.11 At least 150 days prior to the annual meeting, the President shall appoint a Nominating Committee consisting of at least three Eligible Voting Members of the Association. The Nominating Committee shall carry out the functions described in Section 4.31. To ensure that the Nominating Committee shall have representatives with statewide knowledge of the membership, the three Eligible Voting Members shall include at least one member designated by the Nevada Division of Environmental Protection, and at least two Past-Presidents of the Association. All members of the Nominating Committee shall have indicated their willingness to serve. The President shall designate the Chairperson and Vice-Chairperson of the Committee.

5.2 Other Committees

5.21 In addition to the Nominating Committee provided for in Section 5.11 of the Bylaws, the President is empowered to appoint such additional committees as may be required to advance the best interests of the Association and to enable it to fulfill its objectives.

6. AMENDMENTS

6.1 Initiation

6.11 Amendments to these Bylaws may be proposed by a majority of the Board or through it, on petition of five (5) Eligible Voting Members. All proposed amendments shall be submitted in writing to the Board.

6.12 The Secretary shall mail notices and complete text of a proposed amendment, upon instruction of the Board, to each Eligible Voting Member at least thirty (30) days before it is to be voted upon.

6.2 Adoption

6.21 Amendments to these Bylaws may be made by a two-thirds majority affirmative vote of the Eligible Voting Members present and voting at an Annual Conference, notice of the proposed amendments having been mailed by the Secretary to each eligible voting member not later

than thirty (30) days in advance of the meeting at which said amendment is to be voted upon.

- 6.22 A proposed amendment may be mailed by the Secretary to each Eligible Voting Member for the purpose of voting upon by letter ballot. The letter ballot shall be returned not later than thirty (30) days following the mailing of the proposed amendment. A two-thirds majority vote of the letter ballot cast is required for adoption.
- 6.23 When amendments have been acted upon favorably by the Association membership, they shall be immediately sent to the Federation's Constitution and Bylaws Committee for review and approval. While pending Federation approval, amendments that have been approved by the Association membership shall be considered to be in effect.
- 6.24 Any Association-approved amendments that are not approved by the Federation shall be revised by the Association to be in conformity with WEF's Constitution and Bylaws, and resubmitted to the Association membership for approval prior to resubmission to the Federation. Procedures in subsections 6.11, 6.12, 6.21 and 6.22 of these Bylaws shall be followed in any revision.

7. CERTIFICATION BOARD

7.1 *Creation*

- 7.11 The Association shall establish a Board for the certification of wastewater treatment plant operators and other wastewater professionals, called the Board of Certification.

7.2 *Purpose*

- 7.21 The purpose of the Board of Certification shall be to administer the mandatory wastewater treatment plant operator certification program for the Nevada Division of Environmental Protection and to implement and administer voluntary certification programs for other wastewater professions deemed appropriate by NWEA.

7.3 *Board of Certification*

- 7.31 The President shall appoint a Board of Certification, composed of seven (7) persons who are interested and involved with wastewater

treatment or other wastewater professions and who are interested in the advancement of treatment plant operation as follows:

One (1) member who has at least three (3) years of experience as a wastewater treatment plant operator; one (1) member who is a wastewater treatment plant operator certified at the highest level; two (2) members who represent the owner(s) of a Publicly Owned Treatment Works; one (1) member who represents a community served by a wastewater treatment system with a capacity of 5 million gallons per day or less; and two (2) at-large members. The at-large members shall be members in good standing with NWEA.

At least three (3) members, but no more than four (4) members, shall be employed within Clark County.

Each member of the Board shall be appointed for a three (3) year term. The President shall make appointments to the Board of Certification so that the terms of the members are staggered to retain at least four (4) members from the previous year's Board. Appointee's terms shall commence January 1 of the year appointed and continue for three (3) succeeding years. Vacancies shall be filled by appointment by the President for unexpired terms. Incumbent members of the Board of Certification may apply for reappointment. One hundred and twenty (120) days prior to expiration of a Certification Board Member's term, the Board of Directors will publish a call for nominations. The advertisement shall clearly state the required qualification of the candidates. Ninety (90) days prior to the expiration of a membership term the Board of Certification and members of NWEA may provide nominations to the NWEA Board of Directors for appointment to the Board of Certification. The Board of Directors will vote to approve the nominations. The President will make the final decision in the event of a tie vote.

7.32 Members of the Board of Certification shall organize and elect from their number a Chairperson, Vice Chairperson and Secretary. When new members are appointed to the Board of Certification, a Chairperson, Vice Chairperson and Secretary shall be elected or re-elected at the next Board Meeting. Additional meetings may be called by the Chairperson as may be reasonably necessary to carry out the provisions of the article. Five (5) members shall constitute a quorum.

7.33 The members of the Board of Certification shall serve without compensation except for their actual and necessary expenses incurred while discharging their official duties. The Chairperson shall

certify to the Treasurer of the Nevada Water Environment Association (NWEA) the disbursement of funds.

7.34 In carrying out its responsibilities, the Board of Certification shall:

7.34.1. Advance the certification program

7.34.2. Administer written examinations to be used in determining knowledge, ability, and judgment of the operators.

7.34.3. Examine and approve the qualifications of applicants.

7.34.4. Collect and remit to the Treasurer of the Association, fees for the mandatory wastewater treatment plant operator certification program to offset necessary expenses. The schedule of fees shall be specified by the Nevada Division of Environmental Protection (NDEP). As agreed to by NDEP and NWEA, NDEP may instead collect the fees and remunerate NWEA for the cost of administering the certification program. Optional fees for NWEA customer services not mandated by NDEP may be established and revised by the Board of Certification provided the schedule of fees is acceptable to the NWEA Board of Directors.

7.34.5. Collect and remit to the Treasurer of the Association, fees for the voluntary certification programs to offset necessary expenses. The fee schedule may be established and revised by the Board of Certification to make the program self-sustaining provided the schedule of fees is acceptable to the NWEA Board of Directors.

7.34.6. Administer a certification renewal program.

7.34.7. Maintain records of operator qualifications, certification, and a register of certified operators.

7.34.8. Promote regular training schools and programs.

7.34.9. Establish an operational budget to be included and approved with the Association budget at the annual NWEA meeting.

8.0 CONFLICTS IN CONSTITUTION AND BYLAWS

- 8.1 An amendment, Bylaw, article or wording, which is in conflict with the Constitutions of the Association or Federation shall be considered null and void.

NWEA member approved May 18, 2011