

CALIFORNIA WATER ENVIRONMENT ASSOCIATION

BOARD OF DIRECTORS

BYLAWS

September 7, 2008

Article 1 PURPOSE

1.1 Board Bylaws

These are the Bylaws for the Board of Directors for the California Water Environment Association, hereinafter referred to as CWEA.

1.2 Duties and Responsibilities

The purpose of these Bylaws is to establish the duties and responsibilities of the CWEA Board of Directors, and operational procedures for the Board. Nothing in these rules is intended to conflict with the Organizational Bylaws of CWEA as set forth in the CWEA Constitution, hereinafter referred to as CONSTITUTION, nor with laws of the State of California as it applies to CWEA.

Article 2 BOARD STRUCTURE AND MEETINGS

2.1 Number, Nominations and Terms of Office

The number of members of the Board, nominating procedures and terms of office of each member is established by the Constitution.

2.2 Quorum and voting requirements are established in the Constitution.

2.3 Meetings

2.3.1 Who may convene a meeting

The annual meeting requirement is specified in the Constitution. Other meetings shall be established by the President, or at the request of a majority of the Board.

2.3.2 Meeting by telephone or electronic means

Members of the Board or any committee may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

2.3.3 Notice of Meeting

A minimum of two weeks notice of meeting shall be required for any meeting of the Board of Directors, unless the President declares the meeting to be of an urgent nature. Meeting notice shall be in writing, which form shall include fax, or electronic email.

2.4 Action

2.4.1 Minutes

Minutes shall be taken by the Executive Director or his/her designee, at the direction of the Secretary of the Board. Minutes shall be in digest form. Votes shall be reflected

numerically, with any member voting an abstention or in opposition recorded by name if requested by the member. Minutes shall be signed by the President following approval at the next meeting of the Board, and shall be filed at the CWEA office.

2.4.2 Action Without Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken, is signed by all of the members entitled to vote upon such action at a meeting, and shall be filed with the Minutes of CWEA. Such consent may be signed in counterparts and shall have the same force and effect as a unanimous vote of the Board. Electronic signatures may be submitted and accepted, providing a holographic copy of the signature of the Board member is on file at the CWEA office for purposes of corroboration.

2.5 Attendance

2.5.1 Attendance expected

Board members are expected to attend all duly convened meetings of the Board.

2.5.2 Failure to attend

If a Director fails to attend at least 75% of Board meetings in each year of office, or is absent from 2 consecutive meetings, his/her office shall become vacant until the Annual Business Meeting, at which time, the Board shall place before the membership, the nomination(s) of an alternate(s) for the purpose of election to this vacancy.

2.5.2 Extenuating Circumstances

At the discretion of the President, the imposition of this rule may be waived due to extenuating circumstances. The Minutes shall reflect any excused absence.

2.6 Board Responsibilities

In addition to any responsibilities defined by the Constitution, Board members shall:

- 2.6.1 Attend all conferences sponsored by CWEA.
- 2.6.2 Attend all Northern or Southern Regional Committee Meetings.

Article 3 OFFICERS

3.1 President

In addition to any responsibilities defined by the Constitution, the President shall:

- 3.1.1 Convene meetings of the Board, establishing date, time and location of the meeting.
- 3.1.2 Establish an Agenda for all meetings.
- 3.1.3 Appoint all Association Committee Chairs, and ensure that all Committee Chairs fulfill their responsibilities, failing which, the President shall be responsible for removing and replacing the Chair.
- 3.1.4 Serve as counter-signatory for checks paying expenses of CWEA presented by the Executive Director.
- 3.1.5 Serve as alternate signatory for contracts directed by the Board, if the Executive Director is unable to sign.

- 3.1.6 Chair the Executive Committee.
- 3.1.7 Serve as installing officer at Local Section Award Banquets, or designate another officer to do so.
- 3.1.8 Attend all conferences sponsored by CWEA.
- 3.1.9 Attend all Northern or Southern Regional Committee Meetings.
- 3.1.10 Attend WEF MA Regional Meetings; WEFTEC and WEF Leadership events
- 3.1.11 Select any winners of the President's Appreciation Award.
- 3.1.12 Host the WEF President during the Annual Conference.
- 3.1.13 Host the President's Reception during the Annual Conference.
- 3.1.14 Serve as official spokesperson for CWEA, or designate an alternate.
- 3.1.15 May authorize expenditure of funds budgeted in the Contingency line-item of the budget
- 3.1.16 Prepare an article for each issue of the CWEA Wastewater Professional during his/her term.

3.2 President elect

In addition to any responsibilities defined by the Constitution, the President Elect shall:

- 3.2.1 Serve as President Pro tempore in any situation in which the President is unable to serve.
- 3.2.2 Attend the ASAE CEO Symposium with the Executive Director
- 3.2.3 Serve as counter-signatory for checks paying expenses of CWEA presented by the Executive Director if the President is unable to do so.
- 3.2.4 Serve as installing officer at Local Section Award Banquets at the request of the President.
- 3.2.5 Attend all conferences sponsored by CWEA.
- 3.2.6 Attend all Northern or Southern Regional Committee Meetings.
- 3.2.7 Attend WEF MA Regional Meetings; WEFTEC and WEF Leadership events.
- 3.2.8 Present the outgoing President with gift/award at the Annual Banquet.
- 3.2.9 Attend all meetings of the Executive Committee.
- 3.2.10 Serve as Chair of the Planning and Program Development Committee.
- 3.2.11 Serve as Chair of the Audit Committee.

3.3 Vice President

In addition to any responsibilities defined by the Constitution, the Vice President shall:

- 3.3.1 Serve as installing officer at Local Section Award Banquets at the request of the President.
- 3.3.2 Attend all conferences sponsored by CWEA.
- 3.3.3 Attend all Northern or Southern Regional Committee Meetings.
- 3.3.4 Select Chairperson for Annual Conference to be held in his/her term of office.

3.4 Secretary/Treasurer

In addition to any responsibilities defined by the Constitution, the Secretary/Treasurer shall:

- 3.4.1 Serve as installing officer at Local Section Award Banquets at the request of the President.
- 3.4.2 Attend all conferences sponsored by CWEA.
- 3.4.3 Attend all Northern or Southern Regional Committee Meetings.
- 3.4.4 Ensure that Minutes are recorded by the Executive Director or his/her designee.
- 3.4.5 Serve as counter-signatory for checks paying expenses of CWEA presented by the Executive Director.
- 3.4.6 Present annual financial report at the CWEA Annual Business Meeting.

- 3.4.7 Attend all meetings of the Executive Committee.
- 3.4.8 Serve as Chair of the Operations Committee.

3.5 Past President

In addition to any responsibilities defined by the Constitution, the Past President shall:

- 3.5.1 Serve as installing officer at Local Section Award Banquets at the request of the President.
- 3.5.2 Attend all conferences sponsored by CWEA.
- 3.5.3 Attend all Northern or Southern Regional Committee Meetings.
- 3.5.4 Attend all meetings of the Executive Committee.
- 3.5.5 Prepare annual performance evaluation of the Executive Director in May, with input from the members of the Executive Committee of the prior year.
- 3.5.6 Attend all meetings of the Executive Committee.

4.0 BOARD COMMITTEES

4.1 Planning and Program Development

4.1.1 Membership

- 4.1.1.1 This Committee will be chaired by the President-Elect.
- 4.1.1.2 The Committee membership shall be comprised of Past President, President Elect and Vice President.
- 4.1.1.3 Starting 2001, the third-year Past Chair of Southern Regional Committee shall be a member, who will serve a one-year term on the Committee. Thereafter, the Past Regional Chair shall be a member each year.
- 4.1.1.4 The third-year Director-at-Large shall be a member.

4.1.2 Responsibilities:

Work closely with the Executive Director in:

- 4.1.2.1 Design of annual planning and program development.
- 4.1.2.2 Planning the annual budget.
- 4.1.2.3 Preparing the annual program plan.
- 4.1.2.4 Planning work sessions.
- 4.1.2.5 Developing the strategic framework (vision, mission, objectives).
- 4.1.2.5 Recommending sites; topics and contracts for the Annual Conference, and all other Conferences with an anticipated regional audience.
- 4.1.2.7 Developing and recommending policies and procedures regarding the conduct of all training activities.
- 4.1.2.8 Review of, and recommendations regarding new program development
- 4.1.2.9 Overseeing activities of Task Forces and Special Committee.
- 4.1.2.10 Reporting and recommending to the Board on all matters from the Committee.

4.2 Operations

4.2.1 Membership

- 4.2.1.1 This Committee shall be chaired by the Secretary/Treasurer
- 4.2.1.2 Starting 2001, membership shall be comprised of 3rd year Director-at-Large North (Secretary/Treasurer), 2nd year Director-at-Large South, and 1st year Director-at-Large North, each of whom shall remain on the Committee during his/her term of office as a Director. In successive

years, the incoming 1st year Director-at-Large, alternating North and South, shall serve on the Committee.

4.2.1.3 The TCP Chair Director shall also be a member.

4.2.1.4 Starting 2001, the current Northern Regional Committee Chair, will serve a one-year term on the Committee. Thereafter, the Regional Chair shall serve a one-year term during his/her second year as Chair of the Southern or Northern Regional Committee.

4.2.1.5 Starting 2001, the first-year Director-at-Large South shall be a member and thereafter, the first-year Director-at-Large, North or South alternating, serving one-year terms in the future.

4.2.2 Responsibilities:

Work closely with the Executive Director in:

4.2.2.1 Implementation of a programmatic budget.

4.2.2.2 Reviewing and approving monthly financial reports from staff.

4.2.2.3 Reviewing and recommending appropriate changes in dues, fees or other sources of income to maintain a responsible fiscal position.

4.2.2.4 Reviewing and recommending guidelines for bookkeeping

4.2.2.5 Reviewing and recommending procedures for handling cash funds.

4.2.2.6 Reviewing the financial activities of CWEA committees and conferences.

4.2.2.7 Reviewing and recommending operations policies to the Board, as required.

4.2.2.8 Overseeing publication activity.

4.2.2.9 Overseeing conference activities.

4.2.2.10 Overseeing TCP activity.

4.2.2.11 Overseeing activities of the Coordination Committee, which is comprised of the Chairs of all Committees except Northern and Southern Regional Committees, and Joint Committees.

4.2.2.12 Reporting and recommending to the Board on all matters from the Committee.

4.3 Membership and External Relations

4.3.1 Membership

4.3.1.1 This Committee will be chaired by the most senior WEF Director not leaving office in October.

4.3.1.2 All WEF Directors will serve on this Committee during their term of office as WEF Directors.

4.3.1.3 In 2001, the incoming Southern Regional Committee Chair will serve a one-year term on the Committee, with the incoming Regional Chairs, North or South alternating, serving one-year terms in the future.

4.3.1.4 In 2001, the second-year Director-at-Large North, shall be a member for a one-year term, with the second-year Director, North or South alternating, serving one-year terms in the future.

4.3.2 Responsibilities: Work closely with the Executive Director in:

4.3.2.1 Reviewing and recommending direction and performance in the area of membership development.

4.3.2.2 Planning and recommending membership relations, image building and public relations activities.

4.3.2.3 Reviewing and reporting on Local Section activities.

4.3.2.4 Reviewing and reporting on WEF activities.

- 4.3.2.5 Reviewing the Constitution and Bylaws of the Association and proposing changes to the Board to insure they are in agreement with the goals of the Association and not in conflict with the Constitution and Bylaws of the Federation.
- 4.3.2.6 Considering and recommending language for changes in the Constitution and Bylaws in accordance with proposals referred to it by the Board.
- 4.3.2.7 Reviewing and certifying the Constitution and Bylaws submitted by proposed and/or existing local sections so they are in agreement with the goals of the Association and not in conflict with the Constitution and Bylaws of the Association.
- 4.3.2.8 Reviewing and certifying committee standing rules submitted by new and existing Regional and Standing Committees so they are in agreement with the goals of the Association and not in conflict with the Constitution and Bylaws of the Association.
- 4.3.2.9 Determining State and WEF Award winners.
- 4.3.2.10 Reporting to the Board its selections for Association and Federation awards for acceptance by the Board.
- 4.3.2.11 Recognizing Association and Federation award recipients at the Association's Annual Conference and shall present awards at this Conference.
- 4.3.2.12 Developing marketing and communication strategies.
- 4.3.2.13 Overseeing activities of the Northern and Southern Regional Committees.
- 4.3.2.14 Overseeing activities of Joint Committees
- 4.3.2.15 Reporting and recommending to the Board on all matters from the Committee.

4.4 Executive Committee

4.4.1 Membership

The Executive Committee shall be Chaired by the President, and comprised of the President, the Chairs of the three Board Committees, Past President and the Executive Director, who shall serve without voting privilege as an ex-officio member.

4.4.2 Responsibilities

- 4.4.2.1 Act in place of the Board between Board meetings on all emergency matters except those specifically reserved for the Board by the Constitution and these Bylaws and the California Non-Profit Corporation Law.
- 4.4.2.2 Provide the Board with a meeting agenda, and assign all items to one of the three Board Committees for review and report to the Board.
- 4.4.2.3 Executive Committee shall report its actions to the Board by mail or at the next scheduled Board meeting.
- 4.4.2.4 Actions taken by the Executive Committee shall be subject to the amount of contingency contained in the Association budget.
- 4.4.2.5 Shall provide guidance and deal with personnel issues as they relate to Association Employees.
- 4.4.2.6 Shall select an Executive Director.
- 4.4.2.7 Shall conduct performance evaluations of the Executive Director annually, or as required.
- 4.4.2.8 Shall provide recommendations to the Board on issues of employee compensation, salary, and benefits.

4.4.2.9 Develop a slate of candidates for officer and director positions on the Board.

5.0 COMMITTEES

5.1 General

5.1.1 All Committees of the Association shall be designated in one of the following five categories: Standing, Special, Ad Hoc, Joint or Super.

5.2 Standing Committees

5.2.1 Standing Committees may be established or dissolved by the Board.

5.2.2 The President shall appoint the Chair and Vice Chair (if required) of each standing committee within thirty (30) days after the annual business meeting.

5.2.3 The Chair of each Standing Committee shall be an Active, PWO, Corporate, Retired, Life, Honorary, or Association member of the Association in good standing. No Chair will serve more than five consecutive years or as otherwise limited by the Standing Rules of the Committee and approved by the Board. The Chair shall have the right to attend meetings of the Board with full privilege of discussion on matters involving the work of their Committee.

5.2.4 The Chair of each Standing Committee shall designate the active members of the Committee with the concurrence and approval of the President. The Chair shall have the right to establish informal subcommittees essential to the accomplishment of the Committee's purpose, unless otherwise noted in this article.

5.2.5 All reports and recommendations of Standing Committee's shall be submitted to the Board through its Operations Committee for further consideration and further action where required, unless otherwise noted in this article.

5.2.6 The Chairs of all Standing Committees shall participate in meetings of the Training Coordination Committee, which shall meet not less than once each year, for the purposes of coordinating activities of all CWEA Standing Committees.

5.2.7 The following Standing Committees have been established by and are responsible to the Board for the purposes indicated:

5.2.7.1 Annual Conference

Shall plan and conduct the Annual Conference utilizing such subcommittees and financial arrangements it requires, with the approval and guidance of the Board through its Operations Committee.

5.2.7.2 Audit Committee

Shall be composed of The President-elect (who shall chair the Committee), the Past President, the Vice President, the Membership & External Relations Committee Chair (i.e. Senior WEF Director), and the Incoming Treasurer. In accordance with the California Nonprofit Integrity Act of 2004, the Committee: (1) shall recommend to the board of directors the retention and termination of the independent auditor, (2) may negotiate the compensation of the auditor on behalf of the

board, (3) shall confer with the auditor to satisfy the committee members that the financial affairs of the charitable organization are in order, (4) shall review and determine whether to accept the audit, and (5) shall approve performance of any non-audit services to be provided by the auditing firm.

5.2.7.3 Biosolids

Shall develop and implement biosolids related educational programs for regulators, the public, the agricultural community, wastewater professionals, biosolids haulers, and biosolids land applicators; support the Technical Certification Program.

5.2.7.4 Engineering and Research

Shall enhance the knowledge and practice of sanitary engineering in all aspects of water pollution control and related activities, by the promotion, exchange and dissemination of information to all members of the Association and through sponsorship and/or support or technical programs.

5.2.7.5 Government Affairs

Provide a liaison with the Federation Government Affairs Committee, Tri TAC; provide for information exchange and general education services to members, regulators and California legislator; provide regular governmental affairs articles for the Bulletin; provide information on pending legislation and regulations affecting California's water environment industry.

5.2.7.6 History

Collect publications, articles photographs and other memorabilia of the Association, its sections, committees, programs and leaders; organize, catalog and archive materials collected, with the Association office as the repository for the collection; and enhance the reputation of the Association by fostering authoring or editing material memorializing the Association.

5.2.7.7 Pretreatment, Pollution Prevention and Stormwater Committee (P3S)

Stimulate interest in and provide service to industry regarding the regulation, treatment and disposal of industrial and hazardous wastes; conduct educational programs, such as conferences, and reports dealing with industrial wastes for members of industry and the Association; support the Technical Certification Program.

5.2.7.8 Laboratory Training

Develop and conduct educational programs to enhance the skills and knowledge of wastewater treatment plant laboratory personnel of all levels; support the Technical Certification Program.

5.2.7.9 Manufacturers

Maintain liaison between the Board, individual manufacturers and associations of manufacturers interested in supporting the purposes of the Association, plan and conduct manufacturer's exhibits in conjunction with Association conferences and educational programs.

5.2.7.10 Plant Operator & Maintenance Training

Plan and conduct educational programs to enhance the skills and knowledge of wastewater treatment plant operators and maintenance and electrical instrumentation personnel of all grades; plan and conduct operator and maintenance training programs at the Annual Conference and Regional Conferences.

5.2.7.11 Public Education

Develop, recommend and assist in conducting public education programs designed to improve the public's understanding of water pollution control.

5.2.7.12 Safety

Coordinate and oversee the educational safety programs conducted by the Association; cooperate with the Federation Safety Committee programs, provide information exchange and educational materials, represent member interests in OSHA standards development and other activities relevant to improving the safety records of the water pollution control field; support the Technical Certification Program.

5.2.7.13 Scholarship

Develop and update scholarship application and General Program Information for distribution to Association Members; review scholarship applications and make recommendations on criteria for award of scholarships, and on applicants to the Board; inform members of program requirements, deadlines and services available through Local Sections and the Association office; review funding status and oversee fund raising programs to assure long term funding for the program.

5.2.7.14 Student and Young Professionals

Promote Association and Federation student and young professionals programs; maintain an effective communication network between Association and state and private colleges, universities and vocational schools that have environmental curriculum and/or technical programs associated with the water quality field; coordinate student and young professionals activities related programs and events with the program committees of the annual and regional conferences.

5.2.7.15 Super Group

Develop and implement educational programs for supervisory and management personnel in all aspects of the water pollution control field; plan and conduct programs at the Annual Conference relevant to supervisory and management personnel under the general direction of

the Conference Committee; support the Technical Certification Program.

5.2.7.16 Technical Certification Program

Manage the Association Technical Certification Program for all vocations established by the Board; assist in the preparation, conduct, and correction of certification tests.

5.2.7.17 Wastewater Collection Systems

Develop and implement educational programs to transfer technical and practical information among those involved in any aspect of wastewater collection system design and maintenance; plan and conduct programs relevant to wastewater collection system design and maintenance at the Annual Conference; and support the Technical Certification Program.

5.3 Special Committees

5.3.1 Special committees may be established or dissolved by the board as deemed necessary to carry out the work of the Association. In general, Special Committees which remain in existence for five years shall automatically become Standing Committees.

5.3.2 The appointment of Chair and members of Special Committees shall be the same as for Standing Committees.

5.3.3 All reports and recommendations of Special Committees shall be submitted to the Board through its Planning and Program Development Committee, for consideration and further action where required.

5.4 Ad Hoc Committees

5.4.1 Ad Hoc Committees may be established at any time by the President to perform a specific assignment or task which usually can be completed within one (1) year. The President may appoint the Ad Hoc Committee members without the approval of the Board. All Ad Hoc Committees automatically dissolve at the end of the term of the President who appointed them. Succeeding Presidents may reappoint such committees if necessary to complete a task or to perform other related tasks. However, Ad Hoc Committees should not be established or extended when the task is within the scope or responsibilities of existing Standing or Special Committees.

5.4.2 All reports and recommendations of Ad Hoc Committees shall be directed to the Program and Development Committee for consideration or further action where required.

5.5 Joint Committees

5.5.1 With the approval of the Board, committees may be formed jointly with other organizations. All representatives and Joint Committee Members shall be Active, PWO, Corporate, Life, Honorary, or Association members appointed by the President with the approval of the Board.

5.5.2 All reports and recommendations of Joint Committees shall be submitted to the Board through its Membership and External Relations Committee, for consideration and further action where required.

5.5.3 The Board has approved Association participation in the following Joint Committees: Joint Instrumentation, Joint Water Reuse, Tri-TAC, State Water Resource Control Board Advisory Committee for Operator Certification and Training.

5.6 Super Committees

5.6.1 General

Super Committees are groups comprised of representatives of other Committees or Association activity groups.

5.6.1.1 Northern Regional

Committee membership shall be comprised of representatives from all northern local sections; Committee shall be responsible for establishing quarterly meetings for the sharing of association information and the training of Local Section officers.

5.6.1.2 Southern Regional

Committee membership shall be comprised of representatives from all southern local sections; Committee shall be responsible for establishing quarterly meetings for the sharing of association information and the training of Local Section officers.

5.6.1.3 Training Coordination Committee

Committee membership shall be comprised of the Chairs of all Committees. The committee, shall be responsible coordinate training activities throughout the Association, working with Local Section Professional Development Committees and all Committees of CWEA that have training responsibilities or activities; and to develop and produce specialty workshops that provide training in all aspects of the wastewater profession.

7.0 AMENDMENTS

7.1 Initiation

7.1.1 Amendments to these Bylaws may be proposed by any member of the Board. Any proposed amendments shall be submitted in writing to the Membership and External Relations Committee for certification as to being in harmony with the Constitution and Bylaws of the Association and the Federation.

7.1.2 Adoption

Amendments to these Constitution and Bylaws may be made by a two-thirds majority affirmative vote of the eligible voting Board members present and voting at any duly convened Board Meeting of the Association.

SIGNED: _____
CWEA President

DATE: _____

ATTEST: _____
Executive Director

DATE: _____