

BYLAWS
of the
CHESAPEAKE WATER ENVIRONMENT ASSOCIATION, INC.

Article 1 – Name, Purposes and Location

Section 1. Name. The name of this incorporated, nonprofit organization shall be the Chesapeake Water Environment Association, Inc., hereinafter designated as the Association or the Corporation, which shall be affiliated with the Water Environment Federation, herein after designated as the Federation.

Section 2. Purposes. The purposes and objectives of this Association shall be to:

- (a) Advance the fundamental knowledge of the water environment, its basic qualities, and physical laws governing its interaction with the other aspects of the environment and with the aesthetic, economic, and biological needs of the earth's inhabitants;
- (b) Advance the practical knowledge and technology in the design, construction, operation, and management of water quality systems and facilities;
- (c) Increase the knowledge and understanding of the earth's water environment, and encourage and promote action necessary for its enhancement;
- (d) Develop and implement effective delivery mechanisms to rapidly disseminate knowledge concerning the water environment to members and other interested parties;
- (f) 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;
- (g) Promote sound policy in matters relating to the water environment;

(h) Foster cooperation with other related professional organizations and societies;

(i) Serve the international community of water environment professionals.

Section 3. Service Area. The exclusive service area of the Association shall include the District of Columbia and the states of Maryland and Delaware, or as otherwise designated by the Board of Directors and the Federation.

(a) No revision to divide the exclusive service area shall be made until the following conditions are met:

(1) A petition requesting such division is presented to the Board of Directors through the President. The petition shall be approved by not less than 100 Active members of the Association, or 50 percent of those members if that number is lower.

(2) A vote on the question of the division of the Association is submitted to the entire membership, and two-thirds of the voting Active members approve the division of the Association.

(3) The division is approved by the Federation.

(b) No revision to expand the exclusive service area by joining with another Member Association of the Federation shall be made until the following conditions are met:

(1) A petition requesting such joining is presented to the Board of Directors through the President. The petition shall be approved by not less than 100 Active members, or 50 percent of those members if that number is lower.

(2) A ballot on the question of joining another Member Association is submitted to the entire membership; and two-thirds of the voting Active members approve the joining of the Association with another Member Association.

(3) The joining is approved by the Federation.

Article 2 – Membership

Section 1. Classes. The membership of the Association shall consist of Individual and Group members, or as otherwise provided by the guidelines of the Water Environment Federation for Member Associations and adopted by the Board of Directors.

Section 1.1 Individual Member – any individual interested in the advancement of knowledge relating to the objectives of the Water Environment Federation and this member association.

Section 1.2 Group Member – any group or organization interested in the advancement of knowledge relating to the objectives of the Water Environment Federation and this member association.

Section 2. Admission. Any person or organization desiring to become a member of the Association shall make application on a form provided by the Federation. Such application shall be forwarded to the Federation and shall be accompanied by the amount of the current dues.

Section 2.1. Eligibility. Eligibility for membership in the Association shall be as determined by the Federation.

Section 2.2. Removal. Any member may be expelled from the Association for good and sufficient reason by a two-thirds vote of the Board of Directors. The expulsion may be permanent or provide for a duration after which the member may reapply for membership in the Association.

Section 3. Fees and Dues. The fees and annual dues of the Association shall be set by the Board of Directors and shall be in addition to the currently established dues payable to the Federation.

Section 3.1. Annual Dues. Annual dues will be billed directly to Association members by the Federation.

Section 3.2 Benefits. All members certified to the Federation by the Association shall be entitled to such publications of the Federation as may be approved by the Federation for the appropriate membership class. All members shall be entitled to the publications of the Association as may be approved by the Board of Directors.

Section 3.3. Default of Dues. Association members whose dues have not been paid within one month after the anniversary date will be given notice of such default by the Federation. If the dues remain unpaid 25 days after such notice, the member in default may be removed from the roll of the Federation and from the roll of the Association. A member who has been terminated for nonpayment of dues may be reinstated upon payment of current dues. Publications and other benefits of membership during the period for which dues are not paid shall not be furnished.

Section 4. Meetings. A regular annual meeting of the Association shall be held at such place and date as selected by the Board of Directors. The place and date of each annual meeting shall be determined by the Board of Directors approximately two years prior to the date of such meeting. The Board of Directors may choose to arrange a meeting in connection with other organizations of similar interest and objectives.

Section 5. Special Meetings. Special meetings may be held at such times and places as designated by the Board of Directors.

Section 6. Notice of Meetings. Notices of all meetings of the general membership of the Association shall be transmitted to all members by the Secretary at least thirty (30) days but not more than ninety (90) days in advance.

Section 7. Quorum. A quorum of the membership for the conduct of business shall be equal to the voting members present in person, or by proxy; alternatively, with respect to written ballots, a quorum shall be equal to the number of members who return a ballot by the stated deadline.

Section 8. Voting. All actions taken by the membership shall require a majority vote of the members who participate in voting on each action. Membership votes may be conducted in person, by proxy ballot, by written ballot (including without limitation voting conducted by

electronic means), or any combination of these methods (for example an issue may be voted on by some members in person, other members by proxy, and other members by electronic means), unless a greater percentage is required by these bylaws or law.

Article 3 – Board of Directors

Section 1. Authority. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Section 2. Board Membership. The Board of Directors shall consist of the Officers as described in Article 4, Section 1 of these Bylaws.

Section 3. Regular Meetings. The Board of Directors shall meet at least once every three months or as often as deemed advisable by a majority vote of the Board. Meetings shall be at such dates, times and places as the Board shall determine.

Section 4. Special Meetings. Special meetings shall be at such dates, times and places as the Board shall determine.

Section 5. Notice. Meetings may be called by the President or at the request of any two (2) directors by notice via mail, telephone, or electronic communication, to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 6. Quorum. A quorum shall consist of a majority of the members of the Board in office attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present, unless a higher percentage is required by these Bylaws or law. If less than a majority of the directors is present at said meeting, a majority of the Directors present may adjourn the meeting on occasion without further notice.

Section 7. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting provided: (1) all members of the Board are contacted in writing (including by way of example electronic format) regarding taking the specific action without a meeting; (2) at least a $\frac{3}{4}$ majority of the members of the

Board consent in writing to taking the vote without a meeting; and (3) all current members of the Board return written votes unanimously approving the action. Such written consents (including by way of example voting by email ballot or other electronic means) shall have the same force and effect as a unanimous vote of the Board.

Section 8. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 9. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval by the Board of Directors. In addition, members serving the organization in any staff capacity are allowed to receive such compensation as annually authorized by the Board of Directors.

Article 4 – Officers

Section 1. Officers. The Officers of the Association shall be the President; a President-Elect; a Vice President; the latest living Past President; a Secretary; a Treasurer; three Trustees: one each from Maryland, Delaware, and the District of Columbia; two Delegates as required to serve on the House of Delegates of the Federation; a Utility Member Representative; and a Chesapeake Tri-Association Representative. No person may hold more than one Office at the same time.

Section 2. Eligibility. Officers must be eligible voting members of the Association and must have been active eligible voting members for at least two years prior to taking office. The Utility Member Representative must be a full time employee of a water environment utility provider at the time of election. To be eligible as an Officer of the Association, the candidate must consent to serve in that role and must have served on a committee for a minimum of one year during the most recent five years.

Section 3. Election. All Offices shall be elective offices except for the Chesapeake Tri-Association Representative. The Board shall recommend at least one name for each elective office when their respective terms are expiring. The Board shall report to the membership its

recommended nominees in writing by mail and/or electronic format at least 60 days prior to the election. Included with the notice of the nominees, the members shall be provided notice that additional nominations from the membership may be made in writing by mail and/or electronic format provided such additional nominations are received at least 30 days prior to the election. Voting may occur at the annual meeting, or by written ballot, or a combination of these methods as determined by the Board of Directors.

The Chesapeake Tri-Association Representative shall be appointed, by a majority vote of the other Officers no later than two full months prior to the start of the new full term.

Except as provided in Article 4, Section 7, the office of the President will be filled at the time of the annual business meeting by automatic advancement from the office of President-Elect. Similarly, the office of President-Elect will be filled by automatic advancement from the office of Vice President and the office of Past President will be filled by automatic advancement from the office of President. The Board may, at its discretion, consider denial of automatic advancement, such denial to be effected as provided in Article 4, Section 7.

Section 4. Term of Office. The term of office of officers is as follows:

The term of office for Vice President, President-Elect, President, and Past President shall be for about one year as determined by the annual business meeting of the Association. One Trustee shall be elected each year. Except for Federation Delegate and Chesapeake Tri-Association Representative, all terms of office will begin at the time of the annual business meeting.

Section 4.1. Federation Delegate. The term of the Federation Delegate(s) shall be three (3) years as determined by the annual meeting of the House of Delegates of the Federation. The Federation Delegate(s) shall serve a maximum of two (2) consecutive full terms; however, a Federation Delegate that serves a partial term in office may be re-elected for two (2) full terms in office.

Section 4.2. Secretary and Treasurer. The term of the Secretary and the Treasurer shall be for approximately two (2) years. Individuals may serve in each office, Secretary and Treasurer, for a maximum of two (2) consecutive terms; however, an officer elected to serve a partial term in

office may be re-elected for up to two (2) consecutive full terms in office. A single one-time exception shall be made for the Secretary taking office in 2019, who will serve a single three (3) year term to allow the terms of Treasurer and Secretary to be staggered, after which the terms revert to two (2) years.

Section 4.3. Utility Member Representative. The term of the Utility Member Representative shall be for approximately two (2) years. The Utility Member Representative shall serve a maximum of two (2) consecutive terms; however, a Utility Member Representative that serves a partial term in office may be re-elected for up to two (2) consecutive full terms in office.

Section 4.4, Chesapeake Tri-Association Representative. The term of office for the Chesapeake Tri-Association Representative shall be for two (2) years, to begin January 1. An individual may serve a maximum of two (2) consecutive terms; however, an individual appointed to serve a partial term may be re-appointed for two (2) consecutive full terms.

Section 4.5. Automatic Advancement. There shall be automatic advancement, upon the completion of the term in office, or upon a vacancy arising in office, for each of the following positions to a term in the office of the next position as follows:

Vice-President to President-Elect

President-Elect to President

President to Past-President only upon completion of a term as President. In the event of a vacancy in the Past President position, the Board of Directors may appoint a replacement from among the past Presidents who are still eligible voting members.

Section 4.6. Trustee. The terms of the Trustee shall be approximately three (3) years. One Trustee shall be elected each year so that terms are staggered. Trustees may serve a maximum of two (2) consecutive terms in office; however, a Trustee that that serves a partial term in office may be re-elected for up to two (2) consecutive full terms in office.

Section 5. Resignation. Resignations are effective upon receipt by the Secretary of the Corporation of written notification. Resignation of the Secretary is effective upon receipt of written notice to the President.

Section 6. Removal. An Officer may be removed by a two-thirds vote of the remaining members of the Board of Directors in office, rounded down to the nearest whole number.

Section 7. Vacancies. In the case of vacancies, the Board of Directors shall elect a successor, except that vacancies in the offices of President-Elect and President shall be filled by automatic advancement as provided in Section 4.4. Officers so elected shall take office immediately and shall continue through the unexpired term. Officers elected for a partial term in office are eligible to succeed themselves in office, except persons in offices subject to automatic advancement shall advance to the next office as provided in Section 4.4.

Article 5 – Duties of Officers

Section 1. Standard of Care. Pursuant to state law, all officers of the Association must perform their duties in good-faith, in a manner he or she reasonably believes is in the best interests of the Association, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. Further, the duty and authority of officers is subject to, and limited by, the oversight and direction of the Board of Directors.

Section 2. President. The President shall oversee the affairs of the Association, preside at all meetings, and shall be Chair of the Board. The President shall appoint chairs of committees as provided in Article 6, and at the end of the fiscal year, may appoint an auditor who will thoroughly check the accounts and certify as to the correctness thereof.

Section 3. President-Elect. In the absence of the President, the President-Elect shall assume the duties of the President. The President-Elect serves as an assistant to the President.

Section 4. Vice President. In the absence of the President-Elect, the Vice President shall assume the duties of the President-Elect.

Section 5. Federation Delegate. The Federation Delegate(s) shall represent the Association in the conduct of all business by the House of Delegates of the Federation.

Section 6. Secretary. The Secretary or duly authorized representative shall, subject to the

direction of the Board of Directors, be the executive officer of the Association and is responsible for signing contracts/agreements on behalf of the Association, provided such agreements have been approved by the Board in the annual budget or otherwise. The Secretary shall serve as the primary liaison with the Federation and shall maintain a complete record of all of the correspondence and activities of the Association. The Secretary shall prepare the agenda, make all arrangements, and keep minutes of all meetings of the Association, shall prepare all necessary correspondence and shall maintain in good order the minutes and correspondence as a permanent record of the Association.

Section 7. Treasurer. The Treasurer or duly authorized representative shall be bonded at the expense of the Association and shall collect revenues of the Association. The Treasurer shall maintain a complete record of all financial activities and transactions; shall have charge of the funds of the association and its investments, if any; shall receive all monies and revenues; and pay all just bills against the Association. The Treasurer shall maintain financial records and report at the annual meeting on the financial condition of the Association. At the close of each fiscal year, the Treasurer shall produce a written annual report which shows all financial transactions for the year and analyzes and summarizes the financial condition of the Association. The Treasurer shall also prepare the annual budget for the association.

Section 8 Trustees. The President shall assign to each Trustee the duty of coordinating one or more standing or ad hoc committee(s) through the chair of these committees for meetings of the Board of Directors and for the annual business meeting. Trustees shall annually examine all records of the Treasurer, review the income and expenses and report to the Board of Directors on the condition of the Association. The Trustees shall serve as members of the Bylaws Committee.

Section 9. Utility Member Representative. The Utility Member Representative shall represent the interests of utilities and operators on the Board of Directors.

Section 10. Chesapeake Tri-Association Representative. The Chesapeake Tri-Association Representative shall represent the interests of the Association by serving as a Director of the Chesapeake Tri-Association, Inc. All financial commitments must be pre-approved by the Association Board in the annual budget or otherwise.

Article 6 – Committees

Section 1. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee to which the authority of the Board is delegated, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation.

Section 2. Nominating Committee. The President Elect shall serve as the Chair of the committee, and the President and each of the three Trustees shall appoint a Nominating Committee member, in good standing at the time of appointment and during their term of office. Members of the Nominating Committee must have had recent (less than five years ago) experience of one year or more, serving as a member of the Board of Directors or as the chair of a committee. Members of the Nominating Committee should have an understanding of the requirements of each of the positions and knowledge of the capabilities of those members who are eligible for nomination. Members of the Nominating Committee may not be under consideration for any elected office of the Association.

Section 3. Audit Committee. The Board shall establish an Audit Committee consisting of at least two board or other Association members. Audit Committee members must not have had any direct financial transaction responsibilities on behalf of the organization (i.e., account signature authority, account reconciliation) during the period to be audited. At least one member of the committee should have appropriate financial expertise. The Audit Committee shall be responsible for ensuring that the organization performs appropriate annual financial reviews (by internal committee or external auditors based on the standard recommendations for nonprofit based on budget size) and overseeing such review. The Audit Committee also is responsible for receiving and handling any concerns and/or complaints regarding the Association's financial practices.

Section 4. Active Committees. The President must within 30 days after taking office appoint and notify Chairs of committees to assist in the management of the Association activities. The

Chairs of these committees shall have indicated willingness to serve, be Active Members, make reports as required and as requested by the President, and shall present an annual committee report at the annual meeting of the Association.

Section 6. Additional Committees. Additional committees, whether standing or ad-hoc, will be formed through Board approval.

Section 7. Committee Coordination with Federation. All Committees shall coordinate their activities and functions with those of the Federation, as appropriate.

Section 8. Committee Coordination with Association. The President shall designate each standing or ad hoc committee chair to coordinate the program of the committee through one of the three Trustees or other Association officers.

Article 7 – Financial Administration

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31, but may be changed by resolution of the Board of Directors.

Section 2. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board. Those individuals other than the Treasurer with signature authority for checks and other forms of payment must be authorized by the Board at the first Board Meeting following the Annual Meeting. The President and Secretary shall not have signature authority. Appropriate separation of financial controls shall be in place. Specifically, the Board must authorize transactions either in an annual budget or otherwise, one or more officers shall have signature authority on checks and other transactions, and an officer without signature authority must review the bank statements monthly (for example by way of having online access to the Association's bank accounts).

Section 3. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall

be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 4. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 5. Accountability. The financial records of the Corporation shall be maintained by the Treasurer and shall be subject to review and audit as determined by the Board of Directors. The organization shall adopt, and financial records shall be maintained in accordance with, an approved record retention policy.

Article 8 – Conflicts of Interest

Section 1. Existence of Conflict, Disclosure. Directors, officers, employees and contractors of Corporation should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Corporation. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Corporation. If any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

Section 2. Nonparticipation in Vote. The person having a conflict shall not participate in the

final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

Section 3. Minutes of Meeting. The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

Section 4. Annual Review. A copy of this conflict of interest statement shall be furnished to each director or officer, employee and/or contractor who is presently serving the Corporation, or who hereafter becomes associated with the Corporation. This policy shall be reviewed annually for information and guidance of directors and officers, staff members and contractors, and new officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

Article 9 – Student Chapters

Section 1. Qualifications. A Student Chapter may be granted in the Association and in the Federation subject to the following qualifications:

(a) Any group of at least five student members may be granted Charter Membership in the Federation by majority vote of the Association Board of Directors.

(b) The Student Chapter objectives shall be in harmony with the purposes of the Association and the Federation.

(c) The Constitution and Bylaws of the Applicant Charter have been certified by the Association as being in harmony with those of the Association and of the Federation.

(d) The Student Chapter has been recommended for Membership by the Association and approved by the Federation.

Section 2. Organization and Privileges. The organization and privileges of a Student Chapter

shall be as follows:

(a) The Student Chapter will be issued a Federation Charter following recommendation by the Association and approval by the Federation Board of Control.

(b) The Student Chapter shall govern the number and character of its meetings. At least one meeting shall be held each school year.

(c) A Counselor for the Student Chapter shall be appointed by the Association. The Counselor shall be an Active member of the Association and of the Federation and shall be an advisor to the Student Chapter.

(d) All officers and members of the Student Chapter shall be Student Members of the Association and of the Federation.

(e) The Student Chapter shall submit an annual report to the Student Activities Committee and the Association by May 1 of each year.

Section 3. Authority. A Student Chapter shall have authority to only act on its own behalf and shall have authority to incur obligations for the Student Chapter only.

Section 4. Withdrawal or Termination. A Student Chapter may withdraw and/or have its Charter terminated as follows:

(a) A Student Chapter may withdraw from the Association and the Federation at the end of any school year after giving appropriate written notice of its intentions to the Student Activities Committee and the Association.

(b) The Association Board of Directors may revoke the Charter of any Student Chapter, if, after the Chapter has been afforded an opportunity to be heard, the Board of Directors judges it to be in the best interest of the Association and the Federation to do so.

Article 10 – Amendments

Section 1. Origination. Amendments may originate in the Board of Directors, or through it, on written petition signed by ten (10) Active Members.

Section 2. Notice. The Secretary shall send notices of the complete text of an amendment to these Bylaws, on the instruction of the Board of Directors, to each member at least thirty (30) days before it is to be voted upon.

Section 3. Voting. Amendments shall require a majority vote of the Active Members voting on the amendment for approval.

Section 4. Effect. All amendments to these Bylaws approved by Association membership shall take effect immediately following approval.

Adopted: June 1, 2019

Revised June 30, 1989
Revised February, 1990
Revised July, 1990

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Revised August, 1993
Revised July, 1994

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