

WWOA CONSTITUTION AND BYLAWS

As Amended XX/YY, 2017

The Constitution of The Water and Waste Operators Association of Maryland, Delaware and District of Columbia.

ARTICLE I – NAME

The name of this Incorporated, Non-Profit Organization shall be "The Water and Waste Operators Association of Maryland, Delaware and District of Columbia."

ARTICLE II – OBJECTIVES

The Objectives of this Association shall be: The advancement of the knowledge of the planning, design, construction, operation and management of systems for water supply and distribution, systems for water pollution control by collection and treatment of domestic and industrial wastewaters, and systems for solid wastes collection and disposal; to inform the public in regard to those systems and the need for competent operating personnel; and to assist the certification and renewal of certification for operators of these facilities.

ARTICLE III – MEMBERSHIP

Section 1.

The membership of the Association shall consist of Active Members and Life Members.

Active Members shall be any individual engaged or interested in the planning, design, construction, manufacture, or sale of: equipment, services, operation, or supervision of water, wastewater, industrial waste treatment and biosolid waste systems.

At any time, the Executive Board may extend Active Member status to anyone not meeting the above qualifications with a majority vote.

Life Members shall be: any Active Member who has paid dues to the Association for an aggregate of 25 years. The Secretary (or designee) shall prepare a certificate designating this life membership and mail it to the eligible member. The member shall have all the privileges of an Active-member and shall be relieved of further payment of dues.

Section 2.

Any board, commission, department, municipal or private corporation being a Member of this Association shall designate one person as its representative who shall enjoy all the prerogatives of an Active Member.

Section 3.

Any person or organization desiring to become an Active Member shall complete an application for admission. The Executive Board shall have the authority to accept or reject an application.

Section 4.

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Any Member of any classification may be suspended or expelled from the Association by the Executive Board for just cause after such Member has been given an opportunity for a hearing. Suspended Members can be reinstated upon application, if approved by the Executive Board.

ARTICLE IV - FEES AND DUES

Section 1.

There shall be no admission fee charge for any class of membership in the Association. The Executive Board shall set annual dues. All dues shall be on a calendar year basis. The membership year shall commence on January 1st and expire on December 31st of each year. The Executive Board may expand the membership period on a case-by-case basis as deemed appropriate.

Section 2.

Dues are payable upon receipt of the annual billing. Members whose dues are not paid by January 1st of the current year shall be in arrears and shall not receive the publications of the Association and the Secretary or their designee may drop their names from the rolls.

Section 3.

New members shall be entitled to receive publications and notices once their application has been processed.

Section 4

Members joining after October 15 will have membership privileges until December of the following year.

Section 5.

The fiscal year of the Association shall begin on January 1st and end on December 31st.

ARTICLE V – EXECUTIVE BOARD

Section 1.

There shall be an Executive Board consisting of the six Officers (as set forth in Article VI, Section 1), three Trustees and one Director from each of the Sections. All Executive Board members shall be voting members. At all meetings of the Board, each Officer, Trustee and Section Director in attendance shall have one vote. Proxy voting is prohibited.

The three Trustees shall consist of one member each from Maryland, Delaware, and District of Columbia. The three Trustees shall be elected for a term of three years, with one Trustee's term expiring annually.

Directors of the Sections shall be elected in accordance with Article VII of this Constitution.

Section 2.

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The Executive Board shall have general supervision of the affairs of the Association between its business meetings, make recommendations to the Association and shall perform such other duties as are specified in these Bylaws. The Executive Board members shall in all cases act as a Board and may adopt such rules and regulations for the conduct of their meetings and the management of the Association, as they may deem proper, not inconsistent with these Bylaws and the laws of the state of incorporation. The Board shall be subject to the orders of the Association and none of its acts shall conflict with action taken by the Association.

Section 3.

Other committees, either standing or ad hoc for whatever purpose, may be appointed by the President or Executive Board or upon request by majority of the Members at the business session of any meeting. The Chairperson and members of all committees shall be appointed by the President and shall have consented to serve. Chairs of standing committees shall be appointed annually and shall serve at the pleasure of the President.

All Committee Chairpersons may sit with the Executive Board at meetings during their term of office, at the discretion of the Executive Board, but shall have no vote on matters before the board. The President shall assure that the required number of WWOA members are appointed to the Tri-Association Conference Committee and the Short Course Committee.

Section 4.

The Board shall have the authority to hire an Association contractor, characterized here as "Executive Administrator," for the purposes of administrative, financial and board support services to the Association, on a fee for services basis. A fixed term contract between the Association and the Executive Administrator shall stipulate the specific services to be performed, and the terms, method and amount of reimbursement for said services. The Executive Administrator shall primarily report to the President or their designee. The Executive Administrator shall not be an employee of the Association, but shall perform solely as an independent contractor. The Executive Administrator shall not be an Executive Board member and therefore shall have no voting power for Association Board business. The Executive Administrator may, but is not required to be an Association Member.

ARTICLE VI – OFFICERS

Section 1.

The Officers of the Association shall be a President, a President-Elect, a Vice-President, the immediate Past-President, a Secretary and a Treasurer.

Section 2.

The President-Elect shall automatically ascend to the position of President at the Annual Business Meeting. The term of office for the President shall be for one year or until succeeded, beginning at the Annual Business Meeting at which he or she assumes the Presidency. The term of office for all other Officers shall be for one year, or until their

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successors are elected, beginning at the Annual Business Meeting at which they are elected.

Section 3.

The President shall be the principal executive Officer of the Association and, subject to the control of the Executive Board, shall in general supervise and control all of the business and affairs of the Association. The President shall, when present, preside at all meetings of the membership and the Executive Board; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Board from time to time.

Section 4.

In the absence of the President, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The President-Elect shall perform such other duties as from time to time may be assigned to him or her by the President or the Executive Board.

Section 5.

In the absence of both the President and the President-Elect, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or the Executive Board.

Section 6.

The Secretary shall ensure the proper keeping of the minutes of the meetings of the Association and Executive Board meetings, see that notices are duly given in accordance with the provisions of these Bylaws or as required, be custodian of the Association's records and of the Seal of the Association and in general perform all duties incident to the office of Secretary and other such duties as from time to time may be assigned to him or her by the President or the Executive Board.

Section 7.

The Treasurer shall have charge and custody and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever; deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; sign all checks, drafts, notes or other instruments for payment of Association bills or indebtedness; and in general perform all duties incident to the office of Treasurer and other such duties as from time to time may be assigned to him or her by the President or the Executive Board.

Section 8.

No Officer except the Secretary and the Treasurer shall be allowed to hold the same office for more than one consecutive term without approval by the Board.

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The Secretary may designate an Assistant Secretary who will, after approval of the Board, assist the Secretary by performing the duties of that office in the event of the Secretary's absence or at such times as the Secretary is unable to fulfill the duties of the Office and render such assistance as the Secretary may request.

The Treasurer may designate an Assistant Treasurer who will, after approval of the Board, assist the Treasurer by performing the duties of that office in the event of the Treasurer's absence or at such times as the Treasurer is unable to fulfill the duties of the Office and rendering such assistance as the Treasurer may request.

The Treasurer and the Assistant Treasurer shall be bonded in an amount determined by the Executive Board at the expense of the Association.

ARTICLE VII - NOMINATIONS

Section 1.

The President shall appoint a Nominating Committee of up to five Members, excluding those seeking office, who shall submit to the Executive Board no later than 60 days before the date of Annual Business Meeting the names of the nominees for the several offices and the Executive Board. All attempts will be made to insure the nominating committee is representative of the entire membership. The President Elect shall serve as Chair of the Nominations Committee.

Section 2.

Any ten (10) Members of the Association in good standing may submit names of persons whom they desire as candidates for office to the Nominating Committee or the Executive Board and these names shall be included on the ballot.

Section 3.

The Nominating Committee shall obtain written statements of willingness to serve before nomination.

Section 4.

Except as specified in Section 6. of this Article, Officers and members of the Executive Board shall be elected by letter ballot mailed to the Members not less than 30 days prior to the Annual Business Meeting of the Association. Ballot may be made available electronically as well, utilizing email or other communications technology when they are demonstrated to provide accurate and secure results, to disseminate and collect election ballots. Active and Life Members are eligible for election to office.

Section 5.

Ballots shall be validated by the Nominating Committee prior to the Business Session of the Annual Business Meeting. The last date to accept ballots will be set by the Nominating Committee and included on the ballots. A simple majority of ballots cast is required for election to an office. Each Association Member can only cast one ballot.

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Section 6.

In event of vacancy in any position on the Executive Board, except the Directors of the Sections, by other than expiration of term, the Executive Board shall elect by majority vote an Active Member or Life Member to serve the unexpired term. Vacancies in the position of Trustee shall be filled by an Active Member from the same jurisdiction where the vacancy occurs. In filling the position the Board may take into account any recommendations by WWOA members in good standing from that jurisdiction, but shall not be bound by those recommendations.

In the event of a vacancy in any position of Director of a Section, that Section shall elect a member to serve the unexpired term in accordance with their Section Bylaws.

Section 7.

Any member of the Executive Board, except Section Directors, may be removed from office for just cause by a two-thirds vote of the entire Executive Board and after such member has been given an opportunity for a hearing before the Executive Board.

If, in the opinion of the Executive Board, a Director of a Section is not fulfilling his or her duties with regards to the Board or to the Section, the Executive Board may, with a majority vote, recommend to the Secretary of the affected Section, in writing, that the Director be removed and shall provide the reason for its recommendation. The decision to so remove the Director shall remain with the affected Section.

ARTICLE VIII – MEETINGS

Section 1.

The Executive Board shall set the place and time for all Meetings of the Association. Meetings shall be conducted in conformance with the current edition of Robert's Rules of Order newly revised, in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

Section 2.

Unless otherwise ordered by the Board, "regular meetings" of the Executive Board shall be held on the third Wednesday of each month, except the months of Spring and Fall Regionals, and in December. The April and October meetings may be incorporated into the Regional Training held in those months. Other special meetings of the Board may be called by or at the request of the President or by written request of any three Executive Board members. The person or persons authorized to call special meetings of the Executive Board may fix the place for holding any special meeting of the Board called by them.

Section 3.

Notice of any special meeting of the Executive Board shall be given at least seven (7) days previous to the scheduled meeting. The attendance of an Executive Board member at a Board meeting shall constitute a waiver of notice of such meeting, except where a

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Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.

At any meeting of the Executive Board a majority of the members of the Board shall constitute a quorum for the transaction of business. A majority of the Board shall be defined as one-half (1/2) of the Executive Board membership plus one (1). In the event that the Executive Board is composed of an odd number of members, a majority shall consist of one-half (1/2) of the executive membership rounded to the next highest whole number. If less than a quorum is present at a meeting, a majority of the Board members present may adjourn the meeting from time to time without further notice.

Section 5.

The act of the majority of the Executive Board members present at a meeting at which a quorum is present shall be the act of the Executive Board

Section 6.

The Executive Board of the Association shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written approval of a majority of the Executive Board members and such approval is filed, with the minutes of the proceedings of the Executive Board. Any action so approved shall have the same effect as though taken at a meeting of the Executive Board.

Section 7.

The holding of joint meetings with other organizations having related interests may be arranged at the discretion of the Executive Board.

Section 8.

The papers presented at meetings may, if authorized by the Executive Board, be published as Proceedings of this Association and be distributed to all members.

Section 9.

Under the terms of the current Memorandum of Understanding (MOU) between WWOA, CWEA and CSAWWA; the President shall appoint one member to serve as a Director on the Board of the Chesapeake Tri-Association, Inc. In the event that the MOU is dissolved or the Chesapeake Tri-Association ceases to exist, this Section shall become null and void.

ARTICLE IX - AMENDMENTS TO THE CONSTITUTION

Section 1.

Amendments may originate in the Executive Board, or through it, in writing, signed by at least ten (10) members, in good standing, of the Association.

Section 2.

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Upon introduction of any proposed amendments to these Bylaws, the Executive Board, at its discretion, may provide opportunity for discussion of the proposed amendments at a general membership meeting.

Section 3.

Amendments to the Constitution shall be announced and made available in ballot form to the Association membership for vote. The Executive Board, shall provide a ballot containing the complete text of any proposed amendments to each member with a return due date of not less than thirty (30) days from the date of mailing. Electronic methods of providing and receiving ballots (such as through email or online technology) may be utilized, provided they are demonstrated to be accurate and secure. A two-thirds vote of ballots cast is required for passage and adoption of any amendments to this Constitution.

Section 4.

All amendments to the Constitution so passed shall become effective as of the date of passage and adoption.

ARTICLE X – SECTIONS

Section 1.

A request to form a new Section may be submitted by a minimum of fifty (50) voting members of the Water and Waste Operator's Association of Maryland, Delaware and District of Columbia, all of whom shall be from approximately the same geographic area. A list of these members including their email and physical addresses, telephone numbers, and places of employment shall be presented to the Executive Board at any business meeting. Along with this list shall be the names of a Director and Director-Elect for the Section, which have been elected by the majority of the members on said list. A proposed name for the Section shall also be presented to the Executive Board for its consideration.

Section 2.

Within 60 days the Executive Board shall make known its decision to the general membership either in the regular publication of the Association or in the form of a special notification.

Section 3

In the event that the Executive Board rejects such request for the formulation of a Section, it shall also make known the justification for the rejection. Also, in the event of a rejection, the same members may request that approval for the formation of a Section be placed in the form of a ballot to be sent to the general membership at the same time as ballots for Officers of the Executive Board are sent prior to the Annual Business Meeting of the Association. A two-thirds majority of votes cast is required for passage.

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ARTICLE XI - DONATIONS AND CONTRIBUTIONS

This Association may, from time to time, desire to make donations to charitable, non-profit groups, as defined under section 501(c) of the Internal Revenue Service code, or make contributions to other groups or organizations in environmental fields and endeavors related to this Association, consistent with the purposes, intent and spirit of Article II of this Constitution. The Executive Board shall adopt such rules, regulations and policies that it deems necessary to administer and accomplish the objectives of this Article.

ARTICLE XII - INTERPRETATION – MISCELLANEOUS

Section 1.

Conflict: These Bylaws are subordinate and subject to all provisions of the Articles of Incorporation of the Association. All of the terms hereof, except where clearly repugnant to the context, shall have the same meaning as they are defined to have in the Articles of Incorporation. In the event of any conflict between these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall control.

Section 2.

Severability: In the event any work, phrase or provision of these Bylaws shall be determined by a court of competent jurisdiction to be invalid, void or unenforceable, such determination shall not render invalid, void or unenforceable any other work, phrase or provision hereof which can be given effect.

Section 3.

Waiver: No restriction, condition, obligation or provision of these Bylaws shall be deemed to have been abrogated or waived by reason of any failure or failures to enforce the same.

Section 4.

Gender, etc.: Whenever in these Bylaws the context so requires, the singular number shall include the plural and the converse, and the use of any gender shall be deemed to include all genders.