

Policies & Procedures of the Board of Directors

July 2015

NACWA

Policies & Procedures of the Board of Directors

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NACWA POLICIES AND PROCEDURES

Section I – Membership & Engagement

- Member Agencies shall be deemed in good standing provided their annual dues are fully paid.
- Member Agencies shall designate a representative to the Association who shall be the Executive Director, General Manager, or a lead executive of their agency.
- Member Agencies may also identify a primary contact to facilitate their engagement in the Association.
- Affiliate Members shall designate a representative to the Association.
- Designated representatives and primary contacts shall receive all Association correspondence electronically. Upon request, any other Agency or Affiliate staff member may also receive Association correspondence. Dues invoices will be forwarded to primary contacts (or to designated representatives if no primary contact has been identified).
- All Standing Committee Chairs, Co-Chairs, Vice Chairs and Workgroup leaders shall receive all Association correspondence.

Section 2 - Board of Directors

Structure, Eligibility & Terms

- It is the objective of the Board of Directors that the Association's leadership reflects diversity with regard to sex, race and national origin.
- The Association's *Bylaws* vest the management of the affairs of the Association in a Board of Directors, with not less than ten nor more than thirty directors to represent their region (using U. S. Environmental Protection Agency regions) with each region entitled to three directors.
- The Association's *Bylaws* also provide for the Board to include up to three At-Large seats, to which qualified individuals may be recommended by the Nominating (Directors) Committee, and approved by the Board.
- Both regional and At-Large Board Members are eligible for election as officers of the Association.
- Continuous service on the Board may not exceed nine years, comprised of three 3-year terms.*
- Board Members running for re-election will be considered for nomination by the Nominating (Directors) Committee along with other candidates.
- Designated representatives and primary contacts of Member Agencies in good standing are eligible for election to the Board of Directors.

*Applies to Board Members elected in July 2015 or thereafter.

- Resignations are required of regional Directors that change agency affiliation outside of their current region, or any Director that is no longer the designated representative or primary contact of their agency.

Qualifications

- Key qualifications considered by the Nominating (Directors) Committee when considering potential nominees for NACWA's Board of Directors include, but are not limited to, the following:
 - Nominee can commit to active participation on the Board of Directors and Board committees, and is capable of fulfilling the duties of a member of the Board of Directors
 - Nominee's Member Agency is active in Association initiatives
 - Nominee represents geographical diversity within the region
 - Nominee reflects the **diversity** of the community served
 - Nominee has the ability and willingness to effectively represent the Association to Member Agencies in their region, individuals, the public, and other organizations

Nominations, Appointments, & Vacancies

General Policies

- The Nominating (Directors) Committee shall review and approve the slate of nominees for elected Board seats no less than 20 days in advance of the Annual Meeting and the National Office shall report the nominees for elected Board seats to the membership no less than 15 days in advance of the Annual Meeting
- Nominations occurring outside the scope of these Policies (e.g. nominations from the floor) are not permitted

Regional Nominations

- Not later than sixty days prior to each annual meeting, the Nominating (Directors) Committee shall provide a solicitation for Board nominations to all members. The notice shall include a description of key qualifications of prospective Board Members, a brief statement of Board Member responsibilities and expectations, and the requirement that each nominee must confirm their willingness to serve and receive the support of two or more designated Member Agency representatives in their region.
- Designated Representatives/Primary Contacts at Member Agencies may support more than one candidate for any open regional seat on NACWA's Board of Directors.
- In the event there is more than one nominee for available seat(s) in a given region, the Nominating (Directors) Committee, in consultation with regional leadership, shall review nominations based on the qualifications described in these Policies and select the single best candidate to be put before the membership for election.
- Sitting At-Large Board Members may be nominated by the Nominating Committee (Directors) to fill regional vacancies; however, their Board service, terms, and eligibility shall remain continuous and not exceed nine years comprised of three 3-year terms.*

*Applies to Board Members elected in July 2015 or thereafter.

- Individuals nominated for regional seats may also be considered by the Nominating Committee (Directors) for appointment to At-Large seats.

At-Large Appointments

- The process through which the Nominating (Directors) Committee may identify and recommend potential appointees for At-Large Board seats shall include consideration of the same factors, responsibilities, and expectations applicable to regional nominees.
- Individuals appointed to At-Large seats may be from any state, regardless of the number of elected directors from that state.
- Sitting At-Large Board Members may be reappointed at the end of their terms. Reappointments shall be recommended by the Nominating (Directors) Committee and approved by the Board.

Vacancies

- Unanticipated vacancies in regional Board seats may be filled by nomination of the Nominating (Directors) Committee, subject to the approval of the Board. It is preferred, however, that such vacancies be filled as part of the annual nomination and election process.
- Unanticipated vacancies in At-Large Board seats may be filled by nomination of the Nominating Committee (Directors), subject to the approval of the Board. It is preferred, however, that such vacancies be filled as part of the annual nomination and election process.
- The remainder of the term of the vacated regional or At-Large Board seat, if any, does not carry forward. Nominees for such vacancies shall be eligible for a total of nine years, comprised of three consecutive 3-year terms.
- The Nominating (Directors) Committee shall consider the same factors, responsibilities, and expectations applicable to regional and At-Large nominees when making such nominations.
- Nominees for regional seats must be from the region in which the vacancy exists.
- The Nominating (Directors) Committee shall consult with regional leadership when filling an unanticipated vacancy in a region.

Board Liaisons

- The Board may appoint NACWA liaisons to serve as non-voting members on the boards of other organizations as they deem appropriate and consistent with the Association's strategic objectives. Conversely, the Board may accept the appointment of non-voting liaisons to NACWA's Board of Directors from other organizations as they deem appropriate and consistent with the Association's strategic objectives.

Management

Meetings/Retreats

- The Board will meet in four regular sessions a year, generally occurring in the winter, spring, summer, and fall. In addition, the Board may hold retreats at which governance, policy and strategic planning issues would be addressed.

Coordination of Strategic Planning & Budget Functions

- The Association's strategic, budgetary and human resource needs planning processes shall be coordinated each year to ensure effective overall management of the Association. In general, the Chief Executive Officer prepares draft General Fund and Targeted Action Fund (TAF*) budgets in a manner consistent with, and supportive of, the Association's *Strategic Plan*, and Fiscal Year *Association Business Plan* in the weeks preceding the Spring Board of Directors meeting. The proposed preliminary budgets are considered by relevant Board Committees and reviewed and adopted by the Board of Directors at their spring meeting. The National Office staff forwards the preliminary budgets and other information on relevant Board actions to the membership for review and comment thereafter and the Board adopts final General Fund and Targeted Action Fund budgets at the July Board of Directors meeting.

** The TAF budget will reflect projects and initiatives currently identified by the Association's Standing Committees and leadership; however, it is recognized that resources in the TAF are available on an ongoing and an as needed basis. For this reason, the projects/initiatives identified in the TAF may be revised accordingly throughout the year.*

Board Committees

Structure/Composition/Roles

- **Executive Committee**
There shall be a Board Executive Committee comprised of the President, Vice President, Treasurer, Secretary, and immediate past president. The Executive Committee shall be chaired by the President. The role of the Executive Committee is to routinely monitor ongoing activities and programs of the Association; provide initial guidance, and when appropriate, quick response to issues that arise between Board meetings; to review, with the Chief Executive Officer, staff job descriptions, wage ranges, and individual salary increases, as appropriate, and make subsequent recommendations to the Board; and to annually review, following solicitation and consideration of written and signed comments from the full Board of Directors, the Chief Executive Officer's performance; review and negotiate the terms of the Chief Executive Officer's contract; and, execute the contract upon authorization by the Board.
- **Strategic Planning Committee**
There shall be a Strategic Planning Committee. The Strategic Planning Committee shall be chaired by the Vice President. The role of the Strategic Planning Committee is to provide oversight of, and ensure timely revision to, the Association's *Strategic Plan* and its associated Association Business Plan; to review and recommend appropriate amendments to the Association's *Bylaws*; and to monitor and recommend necessary revisions and additions to the *Policies & Procedures of the Board of Directors* in a manner consistent with the overall goals set forth by the Association.
- **Finance Committee**
There shall be a Finance Committee. The Finance Committee shall be chaired by the Treasurer. The role of the Finance Committee is to review the development, and oversee the management, of the Association General Fund and Targeted Action Fund budgets. The Finance Committee also provides oversight of, and ensures timely revision to, the Association's Financial Policies and Procurement Standards for U.S. Environmental Protection Agency Federal Awards.

- **Audit Committee**
There shall be an Audit Committee comprised of members of the Board of Directors appointed by the President. The role of the audit committee is to review the association's annual audit and report its finding and recommendations to the Board, and to review each Board Member's Statement of Disclosure for any set of facts or circumstances that may reflect an actual, potential, or apparent conflict of interest.
- **Nominating (Officers) Committee**
There shall be a Nominating (Officers) Committee. The Nominating Committee shall be comprised of the President, Vice President, immediate past president, and any past presidents still serving on the Board. The Nominating Committee shall be chaired by the Association's immediate past president, or the President if the past president is no longer active in the Association. The role of the Nominating (Officers) Committee is to recommend, annually, at least one nominee for each officer position in accordance with the Association's *Bylaws, Policies & Procedures*, and criteria established and adopted by the Board.
- **Nominating (Directors) Committee**
There shall be a Nominating (Directors) Committee. The role of the Nominating (Directors) Committee is to actively identify candidates and solicit nominations for new regional, At-Large, or vacant Board seats; certify the eligibility and qualifications of the nominated candidates; and subsequently nominate Member Agency representatives for appointment or election to the Board. Board Members shall not be appointed to serve on the Nominating Committee during the year in which they are eligible for re-election or re-appointment.
- **Awards Committee**
There shall be an Awards Committee. The role of the Awards Committee is to review, and recommend appropriate revisions to, the categories and criteria of the Association's Awards Program; oversee the solicitation of nominees in all award categories; and make selection of award recipients.
- **Membership Committee**
There shall be a Membership Committee. The role of the Membership Committee is to guide and oversee the development and implementation of strategies to increase membership in the Association.

Section 3 - Officers

- The Nominating (Officers) Committee must ensure that nominees to be officers of the Association represent geographical diversity and diversity of the community served.
- Officers of the Association (President, Vice President, Secretary and Treasurer) are elected annually at the Summer Board Meeting and need not run for re-election for the term during which they serve as an officer; however time served will continue to accumulate as it would if elections were occurring.

Section 4 - Association Management

Association Governance Documents

- Association activities are governed by a number of governance documents including the Association's *Bylaws*, the *Strategic Plan*, the *Policies & Procedures of the Board of Directors*, and the *Association Business Plan*. The Board of Directors shall establish a schedule or schedules to support the routine review and revision of these documents to reflect current Association goals, objectives and priorities.

Financial Management

- The Association's financial management is governed by two Board-adopted policy documents: *Financial Policies* and *Procurement Standards for U.S. Environmental Protection Agency Federal Awards*. These documents are reviewed on an annual basis by the Finance Committee, and revised as deemed appropriate by the Board of Directors.

Litigation

- The Association may participate in litigation as a party or as amicus curiae to protect or advance the interests of the Association or its members. Approval of such participation shall be by the Board of Directors as provided by the *Bylaws* and Targeted Action Fund Project Evaluation Guidelines.

Document Retention

- Paper and electronic documents that fall within the following categories should be transferred to, and retained by, the Executive Office or Finance Group. Other paper documents should be destroyed or discarded every three years and other electronic documents destroyed annually. Copies of certain documents may be retained individually by appropriate staff members for historical or work-related reasons.

Retain Permanently

- Association Governance Documents – *Articles of Incorporation*, *Bylaws*, other organizational documents, Board and member resolutions, and Board minutes
- Tax Documents – Filed state and federal tax returns, tax exemption determination letter and related correspondence (all supporting information and documentation for federal and state returns, deductions, refunds, payroll, etc., 4 years)
- Intellectual Property Documents – Association copyright and trademark registrations and samples of protected works
- Financial Documents – Audited financial statements
- Real Estate Titles/Mortgage Documents

Retain for 6 Years

- Pension Plan Participant/Beneficiary Records and Supporting Documents

Retain for 3 Years

- Employee/Employment Information – Employee names, addresses, social security numbers, dates of birth, INS Form I-9, resume/application materials, job descriptions, dates of hire and termination/separation, evaluations, compensation information, promotions, transfers, disciplinary matters, time/payroll records, leave/comp time/FMLA
– Retain for current employees and 3 years after employee separation/termination.

- Lease, Insurance, and Contract/License Documents – Software license agreements, vendor, hotel, and service contracts, independent contractor records, employment contracts, etc. – Retain during contract term and for 3 years after termination/expiration of contract.
- All Other Association Documents and Files – Correspondence files, past budgets, bank statements, publications, association/employee manuals/policies and procedures, survey information, etc. (not including electronic) – Relevant staff retain currently and for 3 years.

Conflict of Interest Policy

In their capacity as directors, officers, and key employees¹, the individual leaders of the National Association of Clean Water Agencies (NACWA) must act at all times in the best interests of NACWA and in a manner consistent with the Standard of Conduct in the Association's Bylaws.

What is a Conflict of Interest?

A conflict of interest may arise in any circumstance that may compromise the ability of a director, officer, or key employee to make unbiased and impartial decisions on behalf of NACWA. Such circumstances may involve family relationships, business transactions, professional activities, or personal affiliations.

The Board of Directors of NACWA requires all directors, officers, and key employees to complete and submit an annual Statement of Disclosure detailing any facts or circumstances that might constitute a conflict of interest. The Board of Directors further requires directors, officers, and key employees to submit an amended Statement of Disclosure to reflect any material changes or additions to the submitted information that may arise during the course of the year. Officers, directors, and key employees are encouraged to err on the side of disclosure and to report any set of circumstances that may appear to pose a conflict of interest, even if there is uncertainty as to whether such circumstances should be disclosed.

How Are Conflicts of Interest Identified?

The Audit Committee of NACWA will review each Statement of Disclosure for any set of facts or circumstances that may reflect an actual, potential, or apparent conflict of interest. The Audit Committee may request the assistance of legal counsel to identify potential conflicts. When evaluating a particular set of facts or circumstances, the Audit Committee shall consider the following non-exhaustive list of factors that may indicate a conflict of interest:

- Solicitation or acceptance of gifts or other items of value that may create an appearance or expectation of special treatment in NACWA matters;
- Any incident of abuse or misuse of a leadership position for personal or third-party gain or benefit;
- Situations in which a director, officer, or key employee may be divided between personal interests or the interests of another organization and the best interests of NACWA;

¹ "Key Employees" for the purposes of this policy are defined as senior management with a director title or above.

- Business, professional, or other activities that would materially and adversely affect NACWA either directly or indirectly; and,
- Any arrangement in which a director, officer, or key employee provides goods or services to NACWA as a paid vendor.

The Audit Committee may request additional information from any director, officer, or key employee at any time; however, no individual whose relationships or activities are under review may participate in deliberations, debate, or any vote of the Audit Committee while such review is pending. The Audit Committee shall report identified conflicts of interest to the Board of Directors, and may make a recommendation for resolving the conflict.

How Are Conflicts of Interest Resolved?

If the Audit Committee or the Board of Directors identifies an actual, potential, or apparent conflict of interest, the Board of Directors may take one of the following actions to resolve such conflict:

- Waive the conflict of interest as unlikely to affect the director's, officer's, or key employee's ability to act in the best interests of the organization;
- Determine that the individual director, officer, or key employee should be recused from all deliberation and decision-making related to the particular transaction or relationship that gives rise to the conflict of interest. This course of action should apply particularly when the transaction or relationship is one which presents a conflict only with respect to one or two discrete programs or activities; or
- Determine that the individual director, officer, or key employee must resign from his or her service to NACWA. This course of action should apply when the conflict of interest is so pervasive that the director or officer would likely seldom, if ever, be able to act solely in the best interests of the organization.

The Board of Directors of NACWA reserves final authority over the resolution of all conflicts of interest involving a director or officer of NACWA. The Board of Directors may accept or overrule any decision or recommendation of the Audit Committee with regards to any actual, potential, or apparent conflict of interest and the Audit Committee may refer any such matter to the Board of Directors at any time.

Directors, officers, and key employees shall not do business with NACWA.

Conducting Membership Surveys

- The following policies are intended to guide the use of major surveys in the Association (e.g. the Financial Survey or other data collection efforts requiring significant member time and effort):
 - Requests to conduct major surveys will be reviewed by the Legislative & Regulatory Policy Committee and/or the Board of Directors. All survey requests must be accompanied by a clear statement of the need for the information, the specific data that is sought, an estimate of the amount of time required to complete the survey, the time frame for the survey effort, and the targeted respondents.
 - Survey respondents will be notified of the intended use of the information and whether the data will be attributed to individual agencies.
 - Whenever possible, surveys shall be conducted via *Clean Water Central*.

National Office Environmental Practices

- The National Office will look for every possible opportunity to adopt practices that are environmentally-friendly, and shall report to the Board annually on these practices.
- The National Office shall use recycled paper and soy-based ink for letterhead, newsletters and other publications. Recycled paper shall also be used for all reproductions.
- The National Office shall recycle badges and other conference-related materials to the extent possible.

Sponsorship of Activities

- The Chief Executive Officer shall report all sponsorships, their business purpose, and sponsorship amounts to the Board as part of the materials for each Board Meeting.

Section 5 – Standing Committees

- Appointees to lead the Association’s Standing Committees shall be from public Member Agencies and shall be evaluated based upon the following considerations:
 - Current and/or past professional expertise in the primary issue area of the committee which they are appointed to lead
 - History of the member agency’s active participation in Association activities
 - Commitment of the appointee to actively participate on the committee and at committee meetings
 - Representative of national diversity
 - Role of member agency’s federal elected officials in national legislative process
- Preference for the Chairs of Standing Committees shall be given to non-Board members; however, Board members shall not, by policy, be excluded from holding said Chairs.
- The President may appoint Co-Chairs to lead Standing Committees in lieu of a Chair and a Vice Chair.
- Membership on Standing Committees may include both public Member Agencies and Affiliate members and will be structured in such a manner as to ensure that members actively participate in committee initiatives and are kept apprised of the ongoing status of projects and new developments as they occur.
- Members and Affiliates will be added to Standing Committee rosters upon expression of interest and request.
- Standing Committee rosters will be provided via the sign-in sheets circulated at all Standing Committee meetings.
- Overall Association legislative and regulatory policy shall be guided by a Legislative & Regulatory Policy Committee, established as follows:

There shall be a Legislative & Regulatory Policy Committee (Policy Committee) to set overall policy and strategy for the Association. The Policy Committee shall be chaired by a Board

Member and have two Vice Chairs, focusing on legislative and regulatory issues, respectively. Its membership shall be comprised of the Chairs, Co-Chairs, Vice Chairs, and Workgroup Chairs of the Association's Standing Committees. The role of the Policy Committee is to develop policy goals, positions and priorities that are consistent with the *Strategic Plan* and implement the Association's legislative and regulatory programs, ensuring that Association positions are timely, effectively communicated and widely-distributed. The Policy Committee also supports the Association's current and pending initiatives through the integration of all Standing Committee activities and facilitates determinations regarding allocations of resources from the Targeted Action Fund for identified non-litigation needs in a manner consistent with the Targeted Action Fund (TAF) Project Evaluation Guidelines contained in Section 4 of these policies.

- The other Standing Committees of the Association are as follows:
 - Climate & Resiliency Committee
 - Biosolids Management Committee
 - Communications & Public Affairs Committee
 - Facility & Collection System Committee
 - Legal Affairs Committee
 - Pretreatment & Pollution Prevention Committee
 - Utility & Resource Management Committee
 - Security & Emergency Preparedness Committee
 - Stormwater Management Committee
 - Water Quality Committee

Section 6 – Targeted Action Fund (TAF) Project Evaluation Guidelines

- Any type of investigation, information gathering, technical review, or other project funded by the TAF should complement the Association's *Strategic Plan*, an Association advocacy effort or be designed to support membership needs. Activities eligible for TAF monies include, but are not limited to, the following:
 - Technical projects to collect and/or interpret information and data relevant to regulatory or legislative activities;
 - Contributions to coalition efforts;
 - Public relations and communications efforts;
 - Legislative advocacy;
 - Utility management initiatives;
 - Legal analysis, opinions, and litigation;
 - Policy and technical consultants to support Association activities; and
 - Association sponsorship of unique events or celebrations.

Guidelines & Procedures

- TAF projects generally fall into one of three categories: *Targeted/Technical Projects*, *Ongoing Initiatives & Coalition Efforts*, and *Litigation*. The following guidelines and procedures for project approval should be considered when recommending a project for funding through the TAF.
- All requests for TAF funding must include a cover sheet with 1) the project name; 2) a brief description; 3) required funding by fiscal year; and, 4) a clear statement regarding the value of the project as it relates to the achievement of the Association's strategic goals and objectives.

Targeted/Technical Project Guidelines

- The following factors will be used in considering *Targeted/Technical Projects* for TAF funding:
 - The impact of the technical, regulatory or other issue or action that is the subject of the proposed project on the Association or its members, and whether such issue or action has future precedent-setting value or addresses a valid concern;
 - Whether the proposed project will protect or advance Association interests, and the overall benefit or relief which may be derived by the Association as a whole, or by member agencies;
 - Whether the subject issue or action is of national or regional consequence;
 - Availability of Association, member agency, or other resources to support the project;
 - Whether the Association is the appropriate organization to conduct the work, or whether co-funding opportunities (e.g., through the Water Environment Research Foundation's Targeted Collaborative Research (TCR) Program) are available. (As a rule, the Association does not conduct research). Projects that may otherwise be more appropriately conducted by another organization may be considered for TAF monies based on the expected timeframe for project completion and the urgency of the need for such information (i.e., if another organization may not be able to provide such information in the required timeframe).
 - The cost of the project and if TAF funds are available; and,
 - Other factors relating to the specific issue or action.

Procedure

- Approval of requests for TAF funds to conduct proposed *Targeted/Technical Projects* should follow these general steps:
 - Project concepts are formulated by Association Standing Committees, workgroups or Association leaders and are presented to the relevant committee for consideration. For workgroups, not affiliated with a specific committee, the concept need only be considered by the workgroup itself. Written project summaries are encouraged and should include a brief description of the proposed project, including the stated goals and objectives, desired products or outcomes, anticipated start date and length of project, and amount being requested from the TAF. The project summary should also reflect the committee or workgroup's consideration of the Targeted/Technical Project guidelines set forth in this policy.
 - By a vote of the committee members present or independent workgroup members (in person, via conference call, or by email), projects are approved or rejected.
 - Approved projects are referred to the Legislative & Regulatory Policy Committee (Committee) for consideration. For independent workgroups, the Chair of the Workgroup will present the concept to the Committee for approval.
 - During the Committee meeting (in person or via conference call), the Chair or other appropriate representative of each Standing Committee or workgroup with a request for TAF monies presents a brief description of the project(s) for consideration by the Committee.
 - The Committee will review each project description and evaluate it against the guidelines listed above. Most importantly, the Committee will consider whether the project in question is appropriate for stand-alone TAF funding, if it may be more appropriate for NACWA to contribute TAF monies to another organization (e.g.,

through WERF's TCR Program) to undertake the project, or if the project should be referred to another organization for possible funding.

- The Chair or Co-Vice Chairs of the Committee lead any discussion and calls for a vote.
- Projects approved by the Committee are referred to the Board of Directors for consideration.
- The Chair or Co-Vice Chairs of the Committee presents recommended TAF requests to the Board during their Committee report. Following any discussion, a voice vote of the Board will be held.

Ongoing Initiatives & Coalition Efforts

- Within the TAF budget, the *Ongoing Initiatives & Coalition Efforts* category includes initiatives, activities or long-standing efforts which are routinely authorized by the Board of Directors through approval of the upcoming fiscal year's budget each July. Each of these expenses is reviewed by the Association during the budget development process for continued relevance, appropriateness, and demonstrated ongoing benefit. These expenses shall also be reviewed annually utilizing the guidelines outlined herein to ensure continued consistency with the goals of the TAF.
- The *Government Affairs Rapid Response Fund* and the *General Legal Support Fund* are included under this category – each offering a source of pre-approved funds designed to provide the Association with the flexibility to take immediate action or to obtain short-term advice and input on time-sensitive issues of importance to the Association. These funds are line items (not to exceed amounts) in the TAF budget and are intended to support multiple efforts throughout the course of the fiscal year.
- The *Government Affairs Rapid Response Fund* (GARRF) was established to provide the Association with the ability to respond to non-legal time-sensitive issues quickly. The funds are intended to be used to support narrowly focused efforts or initiatives that directly support the Association's legislative and regulatory advocacy agendas. GARRF projects will be approved as follows:
 - In consultation with the Chief Executive Officer, National Office staff will identify a need for funds and evaluate the identified initiative according to the general TAF guidelines listed herein to ensure the action is consistent with the goals of the TAF and the Association.
 - National Office staff will consult with the appropriate committee leadership regarding the recommendation to spend GARRF monies.
 - With the concurrence of the committee leaders, National Office staff will proceed with the initiative.
- The *General Legal Support Fund* (GLSF) provides the Association's General Counsel with the ability to consult outside counsel for input and advice on legal strategy and precedent to further the Association's goals. GLSF expenditures are made at the recommendation of the General Counsel, in consultation with the Chief Executive Officer.

Litigation

- The Association may participate in litigation as a party or as *amicus curiae* to protect or advance the interests of the Association or its members. Approval of such participation shall be by the Board of Directors as provided by the *Bylaws*.

Guidelines

- The following factors will be used in considering participation in litigation:
 - The impact of the legal, regulatory or other issue or action that is the subject of existing or potential litigation on the Association or its members, and whether such issue or action has future precedent-setting value or addresses a valid concern;
 - Whether litigation will protect or advance Association interests and the overall benefit or relief which may be derived by the Association as a whole, or by member agencies, from participating in such litigation;
 - Whether the subject issue or action is of national or regional consequence;
 - The facts of a particular case or controversy, and whether those facts are disputed, questionable, or otherwise controversial such as to justify no participation in the case;
 - Availability of the Association or its member agencies, or other resources to support participation;
 - Whether the Association is the appropriate organization to conduct the work, or whether co-funding opportunities are available;
 - The cost of the project and if TAF funds are available; and,
 - Other factors relating to the specific issue, action, case or controversy.

Procedure

- The following procedure will generally apply to considering participation in litigation:
 - A request for participation in litigation may be initiated by any member and will be brought to the attention of the Chief Executive Officer and the General Counsel.
 - The General Counsel will evaluate the request in consultation with the Chief Executive Officer, the member making the request, the leadership of relevant committees, and the Legal Affairs Committee leadership.
 - If the outcome of the evaluation is in favor of Association participation, the General Counsel, in consultation with the Chief Executive Officer, shall prepare a memorandum recommending participation for the Board of Directors. The memorandum shall include a summary of the issue, action, case or controversy which is the subject of litigation, an evaluation based on the guidelines contained herein, the position the Association will take in the case (petitioner, intervenor, or *amicus curiae*), the resources required, and the expected timing and duration of the case.
 - In the event that Association support is proposed to be financial only, the General Counsel, in consultation with Chief Executive Officer, shall evaluate and include in the memorandum above, an assurance of the competency of counsel representing the cooperating party or *amicus curiae* with which the Association would participate.
 - The Executive Committee will consider the proposed action and, if approved, recommend final approval by the Board of Directors.
 - The Board of Directors will consider and take action on the recommendation as provided by the *Bylaws*. Consideration by the Board of Directors may occur at a meeting of the Board, by facsimile, electronic communication, or other suitable means.
 - The General Counsel shall provide periodic written reports of the status of the litigation, including any settlement negotiations. The General Counsel, in consultation with Chief Executive Officer, shall have the right to independently make a determination as to the course of the litigation or settlement which the

General Counsel deems appropriate to the interests of the Association or its member agencies, and shall report such determination to the Board of Directors.

Section 7 - Awards Programs

General Policies

- NACWA has four awards programs that recognize leadership in the clean water community. The Association's Peak Performance Awards and Excellence in Management Awards provide recognition to facilities which meet performance thresholds and utilities that meet levels of program implementation, respectively, as specified in these Policies. The Hall of Fame and National Environmental Achievement Awards are merit-based, recognizing exceptional achievement, with honorees being selected based on criteria specified in these Policies.
- The Awards Committee shall reserve the right to make no award, or more than one award, in any category should circumstances warrant such action.
- Each nomination shall be accompanied by the required application form which must be endorsed, via signature, by the nominating Member Agency's designated representative to the Association
- Relevant policies and procedures governing the awards review and selection process shall be included in any *Member Update* soliciting nominations.
- All award nominations must be submitted by NACWA Member Agencies, with the exception of staff nominations for individual National Environmental Achievement Awards as provided for in these policies. Nominations made by Affiliate Members will not be considered.
- Honoree selections made by the Awards Committee shall be considered final. Requests for reconsideration will not be accepted. Nominating Member Agencies may, however, reapply in future calendar years, providing new or updated information as part of their application.

The Board of Directors authorizes the following awards:

Excellence in Management Recognition Program

- The Excellence in Management (EIM) recognition program, to honor successful management programs (over a continuous three year period) adopted by member agencies that address the range of management challenges faced by public utilities in today's competitive environment. Association members receiving Excellence in Management certificates are ineligible for the three years immediately following their recognition.

Eligibility: All member agencies

Criteria: Platinum Recognition

Utility has fully implemented, or has taken substantive steps to implement, a total of 9 of the *Ten Attributes of Effectively Managed Water Sector Utilities* and a total of 4 *Resource Efficiency & Protection Activities*

Gold Recognition

Utility has fully implemented, or has taken substantive steps to implement, a total of 7 of the *Ten Attributes of Effectively Managed Water Sector Utilities*, and a total of 3 *Resource Efficiency & Protection Activities*

Silver Recognition

Utility has fully implemented, or has taken substantive steps to implement, a total of 5 of the *Ten Attributes of Effectively Managed Water Sector Utilities*, and a total of 2 *Resource Efficiency & Protection Activities*

NACWA Hall of Fame

- The NACWA Hall of Fame to recognize individuals who, through their actions and commitment to the organization, have made a significant positive impact on either the evolution of the Association or its ability to effectively represent the interest of the clean water community on a particular issue.

Nominations to the Hall of Fame will be made by NACWA's Executive Committee, in collaboration with senior Association staff, and approved for induction to the Hall of Fame by the NACWA's Board of Directors. The process to identify nominees will occur annually, with Hall of Fame honors being presented at the Summer Conference & Annual Meeting. If no nominee(s) are identified in any given year, no further action is required.

Eligibility: Individuals formerly representing, or affiliated with, a NACWA Member Agency or formerly affiliated with the Association as a senior staff executive.

Criteria: Through their actions and commitment to the organization, nominees must have made a significant positive impact on either the evolution of the Association as an organization, or its ability to effectively represent the interest of the clean water community on a particular issue. Hall of Fame nominees must have actively supported NACWA initiatives – helping the association to grow in service to and/or strengthened the advocacy efforts of its members thereby moving the organization closer to its core purpose.

National Environmental Achievement Awards

- The *National Environmental Achievement Awards* (NEAA) to recognize individuals and NACWA Member Agencies that have made outstanding contributions to environmental protection and the clean water community. Awards are given annually and governed by the following policies:
 - Member agencies may submit no more than one *National Environmental Achievement Award* nomination per category. In the case of the Public Information & Education Award, only one nomination may be submitted from among the four categories (Video, Printed Publication, Educational Program, e-Media) encompassed by that award.
 - The Awards Committee shall accept and consider nominations for Individual Awards from the National Office staff. When making nominations, the National Office staff shall assign priorities and provide rationale for its nominations via the appropriate form. All staff nominations for the Individual *National Environmental Achievement Awards* will receive the endorsement of one or more Member Agencies directly familiar with the contributions and achievements of the nominee.
 - *National Environmental Achievement Award* nominations involving multiple Association Member Agencies working collaboratively must be endorsed by each of the participating Members Agencies in order for each to receive an award.
 - The recipient(s) of the *National Environmental Achievement Award President's Award(s)* shall be selected by the Association's current President. The President may request input from the Awards Committee, if desired.

Individual Awards

Public Service Awards

The Awards Committee shall accept and consider nominations for two categories of Public Service Local Awards. An award may be given for current elected or appointed officials in service area of more than 250,000; and a second award may be given to current elected or appointed officials that have a service area population of less than 250,000.

Eligibility: Former or current elected or appointed public officials at the local, state, and federal level of government.

Criteria: Outstanding public service exhibiting a particular and continuing awareness of the challenges faced by NACWA Member Agencies.

Distinguished Service Award

Eligibility: Individuals formerly serving as the designated representative of a NACWA Member Agency who maintained an active role in the Association during their tenure.

Criteria: Efforts and dedication to the clean water community while representing their agency.

President's Award

Eligibility: Individual currently employed by a Member Agency.

Criteria: Individual must be active in NACWA activities and have made a major contribution toward achieving the goals and objectives of the Association.

Environment Award

Eligibility: Unrestricted.

Criteria: Outstanding environmental service.

Member Agency Awards

Water Resources Utility of the Future Award

Eligibility: Agency, district, utility, or authority that best exemplifies the qualities, characteristics, and practices of the Water Resources Utility of the Future.

Criteria: Demonstrated bold, transformational community leadership in managing valuable resources, partnering in local economic development, and engaging stakeholders in their watershed resulting in environmental, economic, and social benefits. Examples of such leadership are exemplified by activities or initiatives that reclaim and reuse water; extract and identify commercial uses for nutrients and other constituents; capture waste heat and latent energy in biosolids and liquid streams; generate renewable energy using land and other horizontal assets; and, use green infrastructure not only to manage stormwater, but also to improve urban quality of life.

Research & Technology Award

- Eligibility:** Development of a technological innovation related to wastewater treatment, wastewater conveyance, stormwater management or biosolids/sludge use and disposal.
- Criteria:** Research project or technological innovation must directly relate to the processes of collection, treatment or reuse of wastewater, stormwater, or use or disposal of biosolids/sludge. Project must have been conducted in-house, or by consultant under direction of the Member Agency. Project results must have practical application.

Operations & Environmental Performance Award

- Eligibility:** Outstanding project, system or method relating to wastewater treatment, wastewater conveyance, stormwater management, and/or environmental enhancement.
- Criteria:** Innovative and effective project, system or method relating to environmental compliance or environmental restoration developed and successfully implemented by a Member Agency in a cost-effective manner while achieving environmental compliance objectives.

Public Service Award

- Eligibility:** Significant contribution during the past year in local, state, or national public service related to public utility operation or environmental protection.
- Criteria:** Involvement must be by Member Agency staff or commissioners (directors, chairs). Public Service shall not be required by regulation or law.

Public Information and Education Awards (one nomination per Member Agency) Video/Printed Publication/Educational Program

- Eligibility:** Outstanding or innovative video, printed publication, and/or educational program related to pollution prevention or control.
- Criteria:** Program, publication or video must have been produced by the Member Agency staff or by an outside vendor at the express direction of the agency. Program, publication or video must encompass some aspect of the agency's operations, benefit the public educationally and have been produced for general use or distribution. Annual Reports are not accepted in this category.

e-Media

- Eligibility:** Outstanding Member Agency website, social media presence or campaign, or downloadable, web-based program that relates to wastewater treatment, wastewater conveyance, or pollution prevention and control.
- Criteria:** Website, social media presence or campaign, or downloadable, web-based program content must have been developed and produced by agency staff or by an outside vendor at the express direction of the agency. Nominations will be judged based upon 1) the timeliness of the content; 2) the quality of graphic design elements; 3) organization and/or searchability; 4) innovation and originality; and, 5) ease of use.

Peak Performance Awards

- The *Peak Performance Awards Program*, to recognize achievement by Member Agency facilities in meeting federal or state equivalent NPDES permit, an underground injection control permit, or a state control mechanism that regulates effluent quality and reuse of reclaimed flows.
- The award of Platinum Awards is rolling. Upon receipt of a Platinum Award, a facility who continues to meet all of their permit requirements will qualify to receive continuous Platinum Peak Performance status.

Platinum Award

Eligibility: All member agency facilities.

Criteria: Receipt of Gold Awards for five *or more* consecutive years

Gold Award

Eligibility: All member agency facilities.

Criteria: No permit violations for preceding calendar year.

Silver Award

Eligibility: All member agency facilities.

Criteria: Not more than 5 permit violations for preceding calendar year

Section 8 - Meetings & Conferences

General Policies

- The National Office shall:
 - review and provide a range of options for the Board to consider in selecting meeting locations.
 - continue to be cognizant of the financial constraints and perception problems experienced by member agencies, as meeting locations and hotel sites are selected.
 - provide member agencies with names, rates, and telephone numbers of alternative hotels.
 - provide complimentary registration for retired former Association presidents, state and federal participants, and elected leadership and key staff of organizations and entities whom the Association considers to be stakeholders in critical activities and initiatives.

Scheduling of Meetings & Conferences

- To the extent possible, every effort will be made to schedule the meetings in a manner consistent with the following guidelines:
 - Winter Conference (Late January-Early February)
 - Policy Forum (Spring)
 - Pretreatment & Pollution Prevention Workshop (Spring – Early Summer)
 - Summer Conference & Annual Association Business Meeting (Spring)
 - Law Seminar (Fall)

Criteria for Meeting Location Selection

- Overall Philosophy: The best way to ensure the success of future meetings and conferences is to build on our excellent track record of selecting themes that are both timely and of relevance to our membership -- and to select location that are attractive to our members with facilities that meet our needs. There are numerous factors that should receive consideration when meeting locations are selected. The Association's Board recognizes the importance of selecting cities that reflect national balance among acceptable locations and ensuring that sites are not repeated at unacceptable frequency or without cause. The following key factors shall be reviewed prior to future conference location selection decisions:
- Key Factors for Consideration:
 - 1) Travel-Friendly Climate: Especially important in selecting site for February and July conferences. Locations with mild or temperate climates during those months should rank highly.
 - 2) Accessibility for Membership:
 - *Availability of Appropriate Hotel/Conference Facilities:* One factor that will be especially relevant in ensuring appropriate facilities to support Association meetings is the size of the location. Larger cities meeting other criteria should be given priority consideration. In any case, both hotel guest rooms and conference facilities should comfortably accommodate our attendees and meetings.
 - *Site's Attractiveness or Drawing Power by Itself, and as a Jump Off to Other Places:* Certain attractiveness factors should receive consideration e.g. holding the *Policy Forum* each year in Washington provides members with the added benefit of access to officials at the U.S. Environmental Protection Agency, as well as Members of Congress and their staffs, thus enhancing Washington's attractiveness.
 - *Availability of Air Transportation:* Locations serving as airline hubs or easily accessible via connections through hubs should receive priority consideration.
 - *Availability of Transportation within the Location, and To and From the Airport:* Ample ground transportation, both to and from the airports – and to locations throughout the area should be available.
 - 3) Level of Participation of Potential Host Member Agency: Locations that are the home of Agencies that actively participate in the Association should receive priority consideration.

Section 9 – Council of Presidents

- The former presidents of the Association shall comprise the Council of Presidents (COPs). The Council of Presidents shall be kept apprised of Association initiatives through the Clean Water Advocate and other means, and may be called upon by the sitting president or other NACWA leaders to provide advice and counsel.

Section 10 – Affiliate Participation & Benefits

General Policies

- Affiliates will receive direct notification of applicable NACWA Requests for Proposals. When all other factors in a proposal are considered equivalent, proposals received from Affiliate Members

will receive priority consideration.

- Affiliates will have the opportunity to recommend session content and speakers for NACWA conferences, workshops and seminars
- The means through which Affiliates may financially support the Association's Targeted Action Fund encompass: 1) Allocation of dues monies to TAF support as would occur with any other dues paying member of the Association; and 2) The provision of in-kind or at-cost services as deemed appropriate for TAF supported projects.
- Affiliates will be offered the opportunity to annually sponsor NACWA's primary conferences (the Winter Conference, Policy Forum, Pretreatment Workshop, Summer Conference, and Law Seminar) collectively prior to February 1 of any year, for a fee established by the Chief Executive Officer. Affiliates who elect to become conference sponsors will be recognized on event signage and in conference programs.
- Affiliates will have the opportunity to individually sponsor discrete costs associated with conferences and seminars (i.e. keynote speakers, learning journals, CDs of conference presentations, etc...). Affiliates who provide this type of sponsorship will be recognized individually through designated means.
- Affiliate contributions may be accepted to help defray the costs of activities associated with the Association's major Anniversaries. Affiliates making such contributions will be recognized on event signage and through other designated means.
- Meeting registration fees for potential (non-member) Affiliates shall be established in an amount greater than that paid by Affiliates, but in an amount not to exceed 25% above the Affiliate registration fee.

Section 11 - Association Electronic Communication Website

- The Association's web site will include a general access section and a members-only section.
- Board of Directors information, maintained on the Association's website, shall be accessible to all members.
- The Association shall provide hot links to Member Agency websites.
- The Association's website will post job openings within its public access section. Postings will be accepted from both members and non-members. The postings will carry with them a fee, to be determined by the Chief Executive Officer.
- The Association may accept advertising on its website at a price set by the Chief Executive Officer.

Engage™ Network

- The Engage™ network shall be accessible by individuals affiliated with all NACWA Member Agencies and Affiliates, as well as public utilities nationwide.
- Separate interest groups may be created to accommodate specific Association initiatives and state and regional organizations as deemed appropriate by the Chief Executive Officer.

The Water Voice Blog

- *The Water Voice* blog shall be posted to the NACWA website on a weekly basis and may be authored by Association staff and selected guest bloggers.
- Blog posts authored by Association staff shall be reviewed and approved prior to posting consistent with a policy established by the Chief Executive Officer.
- The National Office will provide Guest Blogger Guidelines to any guest bloggers providing content for *The Water Voice*.