

Attachment A

Association Bylaws

Proposed Amendments – January 2014

National Association of Clean Water Agencies (NACWA) Bylaws

[The Table of Contents will be updated following
Member Agency consideration of the amendments to the *Bylaws*.
New content is shown in ***bold/italic*** and deleted content is shown as ~~strikeouts~~.]

PREFACE

These Bylaws were adopted by the members of the Association of Metropolitan Sewerage Agencies at a regular business meeting held in Houston, Texas, October 10, 1979. They incorporate amendments adopted by the membership since that time, most recently in July 2012.

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ARTICLE I

Name

1. The name of the Association shall be: NATIONAL ASSOCIATION OF CLEAN WATER AGENCIES, referred to herein as "the Association" or NACWA.

ARTICLE II

Purpose

- ~~1. The core purpose of the Association is~~ **NACWA strives** to be the leading advocate for responsible national policies that advance clean and safe waters and a healthy, sustainable environment. ~~NACWA considers the following core values inherent in achieving this purpose and will aggressively pursue them:~~

- ~~a. Scientifically and economically informed environmental policy;~~
- ~~b. Visionary and results-oriented leadership embracing innovation and diverse input;~~
- ~~c. Environmental stewardship;~~
- ~~d. Fiscal responsibility;~~
- ~~e. Integrity and credibility in all we do;~~
- ~~f. Collaboration as an effective strategy; and,~~
- ~~g. Continuous professional development.~~

[NACWA's core values (proposed for deletion) are contained in our Strategic Plan which is reviewed and revised, as appropriate, every three years. As the Bylaws are amended much less frequently than the Strategic Plan, we recommend that the core values not be included in the Bylaws.]

2. It is hereby provided:
 - a. The Association is ~~one which~~ does not contemplate **monetary** ~~pecuniary~~ gain or profit to ~~its the members thereof~~, and is organized solely for non-profit purposes as set forth herein. No part of the net earnings of the Association shall **result in financial inure to the** benefit ~~to, of~~ or be distributable to, its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions **to further** ~~in furtherance~~ of the purposes as set forth in these articles.

- b. The Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidates for public office or political party. Notwithstanding any other provision of these bylaws, the Association shall not carry on any other activities not permitted to be carried on by an Association exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law.)
- c. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions, dispose of all the assets of the Association exclusively for the purposes of the Association in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes or shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the District of Columbia, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

ARTICLE III

Principal Place of Business

1. The principal place of business of the Association is fixed and located at Washington, D.C., provided, however, that the Board of Directors may at any time or from time to time change the location of the principal place of business from one location to another within the United States of America.

ARTICLE IV

Board of Directors

1. *Composition:* The management of the affairs of the Association is vested in a Board of Directors, with not less than ten nor more than thirty directors elected **to represent their region on a regional basis** (using U. S. Environmental Protection Agency, or any successor agency, federal regions), **as well as not including three** directors appointed at-large. Each region is entitled to three directors, not including directors appointed at-large. ~~The composition of the Board of Directors shall also include three At-large seats, to which Association members may be appointed by the President, and confirmed by the Board, through a process endorsed by the Board.~~ The maximum membership of the Board of Directors shall be thirty-three members.
2. *Duties of the Board:* In addition to its general management responsibilities, and without limitation, the Board shall perform the following specific duties: a) establish annual Association goals; b) oversee the management of the Association's finances, including approving the annual budget and establishing an appropriate dues structure; c) allocate the Association's resources; d) approve programs and activities of the Association's committees and provide oversight of such

committees; e) adopt Association positions and policies; f) oversee the management of the Association's activities through policy guidance and directives to the Executive Director ~~and oversight of staff activities~~; g) establish relationships with other organizations where it is in the interest of the Association to do so; h) authorize participation in litigation to protect the Association's interest; and, i) ensure orderly long-range planning for the Association.

3. ***Standard of Conduct:*** *The directors of the Association shall discharge their duties in good faith and in a manner consistent with the best interests of the Association, and shall adhere to all fiduciary obligations including the duty of care, the duty of loyalty, and the duty of obedience.*
4. ***Election:*** The directors of the Association shall be elected by a majority vote of a quorum of the membership at a meeting with this purpose included on the agenda ***provided*** ~~mailed~~ to the members at least fifteen days prior to the meeting, and shall assume their duties at the meeting of the Board to follow. ~~Directors~~ ***They*** shall remain in office until their successors assume their duties.
5. ~~***Qualification Eligibility:***~~ ***Designated Representatives and Primary Contacts of Member Agencies in good standing are eligible for election to the Board of Directors.*** ~~Eligibility for election to the Board shall be limited to those individuals who have been designated as their agency's representative to the Association and only designated representatives of Association members in good standing may serve on the Board.~~
6. ***Proxy:*** *Board Members may designate a proxy to attend any regular or special meeting of the Board. Such proxy must be from the absent Board Member's agency and may represent the Board Member in deliberations and vote in their behalf. Such proxy shall be counted in determining a quorum.*
7. ***Voting:*** *Only members of the Board, or designated proxies, as provided in these Bylaws, shall be eligible to vote at Board Meetings.*
8. ***Tenure:*** Directors shall not serve more than ***a total of*** three consecutive full 3-year terms, ***regardless of whether they are elected to represent a region; appointed at-large; or are elected or appointed to a regional seat, having previously served in an at-large seat, or vice versa.*** ~~; however, if no candidate is placed in nomination for a seat to be vacated after a sitting Board member serves three 3-year terms, the sitting Board member may run for re-election to a fourth 3 year term.~~
9. ***Removal of Director:*** The Board of Directors by a two-thirds majority may remove any director who ***fails to adhere to the Standard of Conduct outlined in these Bylaws.*** ~~without justification, is absent from three consecutive regular meetings of the Board of Directors.~~
10. ***Vacancies:*** Any vacancy occurring on the Board of Directors by reason of death, resignation, or removal of a director may be filled ***in a manner consistent with Board-adopted policies regarding vacancies.*** ~~by a majority vote of the remaining members of the Board of Directors. Such appointee shall serve during the unexpired term of the director whose position has become vacant.~~
11. ***Regular Meeting:*** A regular annual meeting of the Board shall be held without other notice than ~~this~~ ***these*** Bylaws immediately after, and at the same place as, the annual meeting of members. ~~In the event there is no annual meeting of the Association, the Board shall meet at a place and on a date and time determined by the President upon ten days' notice.~~

12. *Special Meetings:* Special meetings of the Board may be called by or at the request of the President. Notice of any special meeting of the Board shall be given at least five days previous thereto to each member of the Board. ~~Neither~~ The business to be transacted at, ~~nor~~ and the purpose of, any regular or special meeting of the Board of Directors ~~need~~ shall be specified in the notice. ~~or waiver of notice of the meeting. Any member of the Board may waive the requirement to receive notice of any meeting.~~ *Special meetings may occur in person or via telephonic or electronic means.* On matters requiring immediate action or when it is impractical to convene the Board of Directors, the President may call for ~~mail~~ or electronic votes. In such cases where electronic votes are cast, the Board shall ratify the resulting action at their next in-person meeting.
13. *Quorum:* A majority of the members of the Board of Directors shall constitute a quorum.

ARTICLE V

Officers

1. *Officers:* The officers of the Association shall be President, Vice President, Secretary, and Treasurer. The Board may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board. No more than one (1) officer may be elected by the Board from any region. The same individual may not simultaneously hold more than one office.
2. *Election:* At the next meeting following the election of directors, the members of the Board of Directors shall elect from their number the following officers; President, Vice President, Secretary and Treasurer. If the election of officers shall not be held at the regular meeting, such election shall be held at the next regular meeting or special meeting as soon thereafter as conveniently may be.
3. *Term of Office:* The officers of the Association provided for above shall each serve for a term of one year, which term shall start at the beginning of the Board meeting at which they are elected and continue until successors are elected. Such officers may be elected by the Board of Directors to succeed themselves.
4. *Removal of Officers:* Officers of the Association shall serve at the pleasure of the Board and may be removed by a simple majority vote of the Board, provided that any Board member who intends to propose the removal of an officer shall notify all other directors, including the officer proposed to be removed of such intention at least five days prior to any ~~regularly scheduled~~ Board of Directors meeting.
5. *Vacancies in Association Officers:* In the event of the death, resignation or removal of any officer of the Association other than President (See Article V, Sec. 8), the Board shall elect from among its members a successor to complete the term of office so vacated.
6. *President:* The President shall be the principal officer of the Association and shall in general supervise and control all the business and affairs of the Association. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any

contracts, agreements or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by statute to some other officer or agent of the Association. The President shall serve as the Chair of the Executive Committee.

7. *Vice President:* The Vice President shall preside at all meetings and function in the absence of, or at the request of, the President. The Vice President may be assigned other duties from time to time by the President or the Board of Directors. In the event of death, resignation, or removal of the President, the Vice President shall automatically succeed and serve the remainder of the President's term.
8. *Treasurer:* The Treasurer, subject to **policies approved** ~~such regulations as may from time to time be promulgated~~ by the Board of Directors, shall have responsibility to **provide a report** ~~render to the Board of Directors an annual, and/or upon request, accounting~~ of the financial condition of the Association **at each regular meeting of the Board of Directors. The Treasurer shall, subject to the Board's approval, engage** an independent auditor to make an audit of the financial records according to standard acceptable accounting procedures.
9. *Secretary:* The Secretary shall attend all meetings of the Board of Directors and shall record the proceedings thereat, and shall report the same to the next succeeding meeting. The Secretary shall perform such other duties as may be assigned by the Board of Directors.

ARTICLE VI

Committees

1. *Executive Committee:* To assist in the management of the Association, there shall be an Executive Committee of the Board of Directors.
2. *Board Committees:* The Board of Directors may establish committees, in addition to the Executive Committee, as appropriate. The President shall appoint, with Board of Directors approval, the members of such Committees from among the members of the Board, including designation of the Chair and Vice Chair of such Committees.
3. *Standing Committees:* The President shall create such Standing Committees as necessary to facilitate the efforts of the Association in achieving its basic goals. The President shall designate a Chair and Vice Chair/**Co-Chair** of each such Standing Committee. The President may replace any Chair or Vice Chair/**Co-Chair** if such action will better achieve the Association's objectives.
4. *Oversight:* The President shall ensure that Committees perform in accordance with the basic goals of the Association and any specific goals and objectives approved by the Board for each Committee, and shall oversee Committee utilization of staff resources.
5. ~~*Standing Committee Programs and Reports:* Each Standing Committee shall report in writing at least annually on its activities, including any recommendations the committee may have for Board consideration.~~

ARTICLE VII

Staff

1. *Executive Director:* The Board of Directors is authorized to appoint an Executive Director to manage the business and the activities of the Association, including the authority to hire additional employees, consultants, and other appropriate personnel, and to manage the funds of the Association.
2. *Salary:* The Executive Director shall be compensated at a level and in a manner to be fixed by the Board of Directors.
3. *Performance of Duties:* The Executive Director shall report to the Board of Directors periodically and shall on a continuing basis keep the President informed of National Office activities and operate subject to the President's supervision.
4. *Handling of Funds:* The Executive Director shall have the care and custody of the general funds, securities, properties, and assets of the Association, and shall deposit the funds and securities in his care in such banks, trust companies or depositories as the Board of Directors shall designate, and shall disburse and dispose of the same, taking proper vouchers for such disbursements. The Executive Director shall keep accurate books of account, recording therein the amounts of all monies, funds, securities, properties and assets in the Executive Director's custody showing at all times the amounts of all property belonging to the Association, wherever located, and showing the amount of disbursements made and the disposition of property and shall, upon request, provide such information about the financial condition of the Association to the Treasurer. The Executive Director shall exhibit the said books and records when required by the Board of Directors.
5. *Insurance:* The Association shall maintain insurance appropriate to protect itself and its assets.

ARTICLE VIII

Amendments

1. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of a quorum of the membership at any regular or special meeting, provided that a copy of such proposed amendments shall have been ~~sent~~ *provided* to each member not less than 15 days in advance of the meeting at which the amendments are to be voted upon. No proposed amendment shall be put before the membership unless it shall have been first signed by 15 or more members of the Association, or in the alternative, submitted by a majority vote of the Board of Directors.

ARTICLE IX

Membership

1. *In General:* The membership of this Association shall be composed of publicly owned wastewater treatment agencies and other publicly owned agencies that ensure and provide clean and safe water, as identified by the Board of Directors. Each agency shall act, through its designated representative *or primary contact as determined in policies established and approved by the Board of*

~~Directors, who shall be a full-time staff member, or an elected or appointed official, of the agency represented.~~

2. *Affiliate:* Any private organization whose interests are compatible with the bylaws and objectives of the Association may upon application and the payment of a fee set by the Board of Directors, become an affiliate and receive Association alerts, updates and correspondence, attend Association meetings by payment of membership registration fees and participate in Association committee meetings, provided that affiliates cannot *serve as* be Chairs, *Co-Chairs, or Vice Chairs* of committees.
3. ~~*Resignation:*~~ ***Discontinuation of Membership:*** Any Member ~~Agency or Affiliate~~ may ~~resign~~ ***discontinue their membership*** at any time ~~by via written notification provided by the member's designated representative to the National Office. Paid dues will not be refunded upon discontinuation of membership. filing a written resignation with any officer of the Association or member of the Board of Directors, except as may be otherwise provided in any written pledge agreement executed by the resigning member. Such~~ ***discontinuation of membership*** ~~resignation~~ shall relieve the member ~~so resigning~~ from all obligations to pay dues or contributions accruing after the date of such resignation. ~~Any resigning member must pay all obligations prior to withdrawal.~~
4. ***Termination of Membership:*** The Board of Directors may suspend or ~~expel a member for cause after an appropriate hearing and may, by the same vote,~~ terminate the membership of any Member Agency ~~or Affiliate~~ who becomes ineligible for membership or suspend or expel any Member Agency ~~or Affiliate~~ who shall be in default in the payment of dues or contributions for the period fixed in Article X of these bylaws. ***The Board of Directors may also suspend or terminate the membership of any member or affiliate whose continued participation is detrimental to the interests of the Association.***
5. *Annual Meeting:* The annual meeting of the membership of the Association shall be held on the date and at the place determined by the Board of Directors, and notice of not less than 15 days shall be given to the membership. Special meetings of the membership of the Association may be called from time to time at the discretion of the Board of Directors of the Association. , by the President of the Board of Directors, or by not less than 15 members.
6. *Quorum:* At any meeting of the membership of the Association, those members present ~~either in person or by proxy~~ shall constitute a quorum.
7. *Proxy:* Any member may designate a proxy to attend any regular or special meeting of the members. Such proxy shall be counted in determining a quorum.

ARTICLE X

Payments for Services, Funds and Donations

1. *Funds and Donations:* All funds received by the Association, whether received as annual payment for services, donations, bequests or grants from any private or governmental body, shall go to the general funds of the Association.

2. *Payments:*
 - a. *Dues:* Members shall pay, as a condition of membership, dues as fixed annually by the Board of Directors. The dues schedule shall be based on each member's service area population and other factors as determined by the Board of Directors.
 - b. *Delinquent Payments of Dues:* In the event that payment of dues as provided by these bylaws is delinquent, the delinquency shall be addressed in a manner consistent with a protocol set forth in Board policies.

ARTICLE XI

Rules of Order

1. *Rules of Order:* Unless otherwise provided, all proceedings are to be governed by Robert's Rules of Order.