
CONSTITUTION AND BYLAWS OF THE ILLINOIS WATER ENVIRONMENT ASSOCIATION

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CONSTITUTION AND BYLAWS OF THE ILLINOIS WATER ENVIRONMENT ASSOCIATION

ARTICLE I - NAME

The name of this organization shall be the Illinois Water Environment Association, hereinafter designated as the Association.

ARTICLE II - AFFILIATION

The Association shall be a member of the Water Environment Federation, hereinafter designated as the Federation, and shall participate in the activities of that organization. It is the intent that the Constitution and Bylaws of this Association shall be in harmony with the Constitution and Bylaws of the Federation.

ARTICLE III - OBJECTIVES

The objectives of this Association shall be:

- 3.1 Advance the fundamental knowledge of the water environment, its basic qualities, and physical laws governing its interaction with other aspects of the environment and with the aesthetic, economic, and biological needs of the earth's inhabitants.
- 3.2 Advance the knowledge and technology in the design, construction, operation and management of water quality systems and facilities.
- 3.3 Increase the knowledge and understanding of the earth's water environment, and encourage and promote action necessary for its enhancement.
- 3.4 Develop and implement effective delivery mechanisms to rapidly disseminate knowledge concerning the water environment to members and other interested parties.
- 3.5 Promote sound policy in matters relating to the water environment.
- 3.6 Improve the professional status of all personnel engaged in any aspect of protecting and improving the earth's water environment.
- 3.7 Strengthen and build alliances with organizations throughout the world incorporating members of all professions dedicated to the preservation and enhancement of water quality and water resources.
- 3.8 Stimulate public awareness of the relationship of water resources to the public welfare and the need for pollution prevention, resource recovery, preservation, conservation and reuse of water resources.
- 3.9 Serve the international community of water environment professionals.

ARTICLE IV – FRANCHISE

- 4.1 The exclusive service area of the Association shall consist of the state of Illinois.
- 4.2 No revision to divide the exclusive service area shall be made until the following conditions are met:
 - 4.2.1 A petition requesting such division is presented to the Executive Board through the President. The petition shall be signed by not less than 100 eligible voting members of the Association.
 - 4.2.2 A mail ballot on the question of division of the Association is submitted to the entire eligible voting membership as defined in Section 5.2; and two-thirds (2/3) of the eligible voting members approve the division of the Association
 - 4.2.3 The division is approved by the Water Environment Federation House of Delegates.
- 4.3 No revision to extend the exclusive service area by joining with another member association of the Water Environment Federation shall be made until the following conditions are met:
 - 4.3.1 A petition requesting such joining is presented to the Executive Board through the President. The petition must be signed by not less than 100 eligible voting members of the Association.
 - 4.3.2 A mail ballot on the question of joining another member association is submitted to the entire membership; and two-thirds (2/3) of the eligible voting members approve the joining of the Association with another member association.
 - 4.3.3 The joining is approved by the Water Environment Federation House of Delegates.

ARTICLE V - MEMBERSHIP

- 5.1 The membership of the Association shall consist of persons and organizations interested in any of the objectives of the Association residing in or maintaining a place of business within the state of Illinois, and having such qualifications as are prescribed in this document for the various grades of membership.
- 5.2 The term "eligible voting member", as used in this document, shall include all persons having the rights and privileges of Active or Professional Wastewater Operations Members as prescribed in this document.

ARTICLE VI - EXECUTIVE BOARD

- 6.1 The affairs of the Association shall be managed by an Executive Board under such rules as the Executive Board may determine, subject to the specific conditions of this document.
- 6.2 The Executive Board shall consist of the following:
- 6.2.1 The Association President
 - 6.2.2 The Association President-Elect
 - 6.2.3 The Association First Vice-President
 - 6.2.4 The Association Second Vice-President
 - 6.2.5 WEF Delegate or Delegates
 - 6.2.6 The Association Secretary
 - 6.2.7 The Association Treasurer
 - 6.2.8 The latest living Past President
 - 6.2.9 The Association Executive Manager
- 6.3 The President of the Association shall be the Presiding Officer of the Executive Board.
- 6.4 The Executive Board shall direct the investment and care of the funds of the Association.
- 6.5 The Executive Board shall make funds available for regular operation of the Association and for specific purposes as approved by the Executive Board. No financial commitments shall be incurred that are beyond the funds available or otherwise due.
- 6.6 The Executive Board shall direct all business of the Association between annual meetings. It shall meet at least twice each year - at the time of the annual meeting and at least one other time during the year. A majority of the Executive Board shall constitute a quorum and all actions shall require a majority vote except as otherwise stated in this document.

ARTICLE VII - OFFICERS

- 7.1 The officers of the Association shall be a President, a President-Elect, a First Vice-President, a Second Vice-President, WEF Delegate (or Delegates) to serve in the House of Delegates of the Federation, the latest living Past President, a Secretary and a Treasurer.
- 7.2 All officers shall be "eligible voting members".

ARTICLE VIII - DUTIES OF OFFICERS AND EXECUTIVE MANAGER

8.1 PRESIDENT

- 8.1.1 General supervision of the affairs of the Association.
- 8.1.2 Preside at all conferences and meetings of the Association and meetings of the Executive Board.

8.1.3 Be an ex-officio member of all committees, other than the Nominating Committee, and appoint the members of all committees where membership is not otherwise specified in the Constitution & Bylaws.

8.1.4 Perform such other duties as may be assigned by the Executive Board.

8.2 PRESIDENT-ELECT AND VICE-PRESIDENTS

8.2.1 The President-Elect and Vice-Presidents in order of their rank shall perform the duties of the President in the event that the President is unable for any reason to carry on the functions of the office.

8.2.2 The President-Elect or, in the absence of the President-Elect, a Vice President in order of their rank, shall review and approve all bills prior to payment by the Treasurer.

8.2.3 Assist the President in the performance of prescribed duties.

8.2.4 Perform such other duties as may be assigned by the President or Executive Board.

8.3 WEF DELEGATE(S)

8.3.1 The WEF Delegate(s) shall represent the Association in the conduct of all business by the House of Delegates of the Water Environment Federation.

8.4 SECRETARY

8.4.1 Serve as the Secretary of the Association and operate under the general direction of the President and the Executive Board. In the absence of an Executive Manager serves as the Executive Officer of the Association.

8.4.2 In the absence of an Executive Manager prepare the agenda for and attend all meetings of the Executive Board, and record and distribute the proceedings of such meetings to the Executive Board.

8.4.3 In the absence of an Executive Manager maintain records of the Association, including a list of members of the Association.

8.4.4 Perform such other duties as may be assigned by the Executive Board.

8.5 TREASURER

8.5.1 Serve as the board member in charge of financial transactions for the Association and operate under the general direction of the President and the Executive Board.

- 8.5.2 See that all monies due to the Association and the Federation are collected carefully and without loss and are transferred to the Federation, or to proper accounts and custody; see that all expenditures are properly entered in the records of the Association and that the bills and vouchers for their payment are proper and in order; and sign or see to the signing of checks or drafts against the funds of the Association in accordance with Section 8.2.2, all according to procedures established or approved by the Executive Board.
- 8.5.3 Make available all financial records of the Association for audit, annually or as otherwise specified by the Executive Board at the expense of the Association, either by an Audit Committee commissioned for this purpose, or by a Certified Public Accountant appointed by the Executive Board.
- 8.5.4 Forward to the Executive Board a quarterly financial summary of accrued income and expenses consistent with the annual financial statement.
- 8.5.5 Present at the Annual Meeting of the Association a balance sheet of the books as of the end of the previous fiscal year and as of the end of the month preceding the Annual Meeting.
- 8.5.6 Consult with the Executive Board as to the custody and investment of funds and preparation of an annual budget.
- 8.5.7 Perform such other duties as may be assigned by the Executive Board.

8.6 EXECUTIVE MANAGER

- 8.6.1 Serve as the Executive Manager of the Association and operate under the general direction of the President and the Executive Board. The Executive Manager is not a voting member of the Executive Board.
- 8.6.2 Review and sign all contracts in behalf of the Association.
- 8.6.3 Act as the liaison between the Illinois Water Environment Association and the WEF, ISAWWA, and other groups and associations for planning joint events and general coordination efforts and correspondence.
- 8.6.4 Prepare the agenda for and attend all meetings of the Executive Board, prepare minutes of Executive Board meetings for approval by the Executive Board, and certify the bylaws of the Association, resolutions of the Executive Board and other documents of the Association as true and correct copies thereof, and attest the signature of the President on documents of the Association or the Executive Board.
- 8.6.5 Schedule committee meetings, including locating sites in coordination with the committee chairs.
- 8.6.6 Prepare and track e-mail motions, add to meeting minutes as appropriate.

- 8.6.7 Serve as member of Conference Committee and serve as the on-site contact for hotel staff during the annual conference. Reserve hotel rooms for the Annual Conference as needed for WEF representatives and other special guests.
- 8.6.8 Maintain up to date contact information for Executive Board and Committee Chairs and maintain the IWEA calendar. Notify the Website Chair with any changes or updates as they occur.
- 8.6.9 Track registrations for all conferences and seminars and Annual Conference related clerical work as defined in the Executive Manager's duties list.
- 8.6.10 Perform such other duties as may be assigned by the Executive Board.

ARTICLE IX - ELECTION OF OFFICERS

- 9.1 Prior to the Annual Meeting, the President shall appoint a Nominating Committee consisting of a minimum of three (3) "eligible voting members". The Nominating Committee shall recommend at least one candidate for each elective office to become vacant. Nominations for each elective office for the following year shall be received and considered by the Nominating Committee. The Nominating Committee, through its Chair, shall report to the Executive Board, at least sixty (60) days prior to the Annual Meeting of the Association, its selection of one or more candidates for each office required to be filled. All nominees shall have signified their willingness to serve. The Nominating Committee's selections, if approved by the Executive Board, shall be presented to the membership at least thirty (30) days prior to the Annual Meeting of the Association. Following the report of the Nominating Committee to the membership at the Annual Meeting, the President shall call for any further nominations from the floor at the time of the Annual Meeting. Nominations may be made from the floor by any eligible voting member present. Election shall be determined by majority vote of eligible voting members present and voting. If more than one name is placed in nomination for any office, voting shall be by paper ballot.
- 9.2 Should any nominee for office not receive a majority of the votes cast for that office, the names of the two nominees receiving the greatest number of votes shall be re-submitted immediately for consideration.
- 9.3 Should a vacancy in an elected office occur for reasons other than the normal expiration of term, the Nominating Committee shall promptly select a nominee for the office. Such a nominee may be elected at a duly constituted meeting of the Executive Board, or by a mail ballot of said Board. The nominee who receives a majority vote of the Executive Board members in total shall be declared elected. The officer so selected shall take office immediately and shall continue in office until a successor is elected.
 - 9.3.1 The President shall be ineligible for re-election. This prohibition shall not apply to a person acting as President in the absence of the President. However, should any of the officers serving as President, President-Elect or Vice-Presidents have been elected to fill a vacancy and will have served in their

present office less than six (6) months, such officer shall be eligible for re-election to the same office for one (1) full term of office.

- 9.3.2 If the office of a WEF Delegate is vacated, the Executive Board may appoint a person to serve for the remaining term of the vacated office.

ARTICLE X - TERM OF OFFICE

- 10.1 The term of office for all officers except the WEF Delegate(s) shall be one year as determined by the Annual Meetings of the Association, except the Secretary and the Treasurer, who shall be appointed by the Executive Board on an annual fiscal year basis.
- 10.2 The term of the WEF Delegate or WEF Delegates shall be three (3) years as determined by the Annual Meetings of the Federation. The WEF Delegate or WEF Delegates shall not be eligible to succeed themselves in consecutive terms unless appointed to fill a vacancy as per Section 9.3.2.
- 10.3 The Executive Board shall appoint an Executive Manager for a term of one (1) year at the Annual Business Meeting. The Executive Manager serves the Executive Board and the Association but shall not be a voting member of the Executive Board. The term of office shall begin at the conclusion of the Annual Business Meeting. Following the appointment of the Executive Manager at the Annual Meeting, the Executive Board shall establish the compensation and terms of employment for the Executive Manager.
- 10.4 The Executive Manager, the Secretary and the Treasurer shall give one (1) year notice of resignation to the Executive Board to allow the Board time to appoint someone to fill their position. Succession Planning is detailed in IWEA Policy 005.

ARTICLE XI - CLASSIFICATION OF MEMBERSHIP

Membership classes are as follows:

11.1 ACTIVE MEMBER

- 11.1.1 Any person professionally engaged or interested in the advancement of knowledge relating to the objectives of the Federation and the Association.
- 11.1.2 Shall be entitled to receive publications of the Federation, as authorized by its House of Delegates, and publications of the Association, as authorized by its Executive Board for the Active membership class.
- 11.1.3 Shall be an eligible voting member of the Association.
- 11.1.4 Shall have all the rights and privileges granted by the Federation and Association, including the rights to hold office and serve on committees.

11.2 CORPORATE MEMBER

- 11.2.1 May be an organization engaged in the design, construction, operation or management of water environment systems, a governmental agency, an industrial organization or any other corporate body or organization engaged in or interested in at least one of the stated objectives of the Federation and the Association.
- 11.2.2 Shall be entitled to one representative who shall have all the rights and privileges of an Active Member. The representative may be changed at the discretion of the Corporate Member on written notice to the Executive Manager of the Association.

11.3 STUDENT MEMBER

- 11.3.1 Shall be a regularly enrolled college or university student who spends at least one-half time on academic course work or the equivalent.
- 11.3.2 Shall have all the rights and privileges of an Active Member except for voting and holding Association and Federation offices.
- 11.3.3 May not retain this class of membership beyond the first anniversary date following termination of qualifications as a Student Member.

11.4 PROFESSIONAL WASTEWATER OPERATIONS MEMBER

- 11.4.1 A person who is actively employed by the responsible operating entity on the facility site on a day-to-day basis in the operation and maintenance of wastewater collection facilities, wastewater treatment facilities, or wastewater laboratories provided for such treatment facilities; or who is an off-site private laboratory technician who routinely performs wastewater analysis; or who is retired from any of the above named professions.
- 11.4.2 Shall be an eligible voting member of the Association.
- 11.4.3 Shall have all the rights and privileges granted to the Professional Wastewater Operations class of membership by the Federation and Association, including the rights to hold office and serve on committees.
- 11.1.4 Shall be entitled to receive publications of the Federation, as authorized by its House of Delegates, and publications of the Association, as authorized by its Executive Board, for the Professional Wastewater Operations membership class.

11.5 RETIRED MEMBER

- 11.5.1 Any person retired from, and not currently professionally affiliated with, the water quality field.

11.5.2 May not retain this class of membership beyond the first anniversary date following re-employment and/or professional affiliation within the water quality field.

11.5.3 Shall have all the rights and privileges of an Active Member.

11.6 DUAL MEMBER

11.6.1 Any person who is an Active Member in good standing of any other Member Association of the Federation and who applies for and pays dues as a Dual Member in this Association.

11.6.2 Shall have all the rights and privileges of an Active Member except for voting and holding office or Committee Chair in this Association.

11.7 LIFE MEMBER

11.7.1 Officially known as an Association Life Member, shall be any person granted Life Member recognition by the Federation. Life Members shall have all rights and privileges of an Active Member, but shall pay no Association dues.

11.8 FEDERATION HONORARY MEMBER

11.8.1 A Federation Honorary Member is eligible to apply for Active Membership if he or she resides in or maintains a place of business in the State of Illinois. If a Federation Honorary Member is an Active Member of another Member Association, he or she shall be eligible to apply for Dual Membership in this Association.

11.8.2 A Federation Honorary Member accepted as an Active or Dual Member shall have all the privileges of the applicable membership class.

11.9 AFFILIATE MEMBER

11.9.1 Any person interested in the attainment of the objectives of this Association but who does not maintain membership in the Federation.

11.9.2 An Affiliate Member shall not, by virtue of such membership, be a member of the Federation.

11.9.3 Shall not be an eligible voting member of the Association.

11.9.4 Shall be entitled to receive publications of the Association as authorized by the Executive Board.

11.9.5 Shall have all other rights and privileges granted by the Association, but excluding the rights to serve on the Association Nominating Committee or as an Association officer.

ARTICLE XII - DUES

12.1 PAYMENT OF DUES

- 12.1.1 For each Active, Corporate, Student, Professional Wastewater Operations, Retired, Dual and Affiliate Member, the annual dues shall be determined by the Executive Board and shall include the current dues for each class of membership as established by the Executive Board of the Association and the Board of Trustees of the Federation.
- 12.1.2 Annual dues for all membership classes other than Affiliate Members will be billed directly to Association Members by the Federation. . Dues shall be payable within 1 month after a Member's anniversary date.
- 12.1.3 Dues are payable for a 12-month period beginning with the first date of membership that is defined as the anniversary date.
- 12.1.4 Members in other classes of membership established by the Association as provided in these Bylaws shall pay dues as established by the Executive Board. These dues shall be billed and received by the Treasurer.

12.2 SUBSCRIPTION INCLUDED IN DUES

- 12.2.1 All members certified to the Federation by the Association shall be entitled to such publications of the Federation as may be approved by its House of Delegates for the appropriate membership class. All members shall be entitled to the publications of the Association as may be approved by the Executive Board for the appropriate membership class.

12.3 ARREARS

- 12.3.1 Association Members, other than Affiliate Members, whose dues have not been paid within one (1) month after the anniversary date, will be given notice of such default by the Federation Executive Director. If the dues remain unpaid 15 days after such notice, the members in default may be removed from the roll of the Federation by the Executive Director and from the roll of the Association.
- 12.3.2 Affiliate Members whose dues have not been paid within one (1) month after the anniversary date, will be given notice of such default by the Secretary Executive Manager. If the dues remain unpaid 15 days after such notice, the members in default may be removed from the roll of the Association.
- 12.3.3 Members who have been dropped from the roll may be reinstated without payment of Association back dues with the approval of the Executive Board.

ARTICLE XIII -ADMISSION AND EXPULSION

13.1 ADMISSION

- 13.1.1 Applications for membership will be reviewed by the Executive Manager according to the policies established by the Executive Board.
- 13.1.2 There shall be no admission fee.

13.2 EXPULSION

- 13.2.1 Any member may be expelled from the Association for good and sufficient reason by a two-thirds vote of the Executive Board in total.
- 13.2.2 Any officer may be removed from office for good and sufficient reason by a two-thirds vote taken at a duly constituted meeting of the Executive Board in total.

ARTICLE XIV - COMMITTEES

14.1 GENERAL

- 14.1.1 In addition to the Nominating Committee provided for in Section 9.1, the President is empowered to appoint such additional committees as may be required to advance the best interest of the Association and to enable it to fulfill its objectives.
- 14.1.2 Chairs of all Committees shall be eligible voting members of the Association.
- 14.1.3 Committee members may be any individuals professionally engaged or interested in the advancement of the objectives of the Association.

14.2 NOMINATING COMMITTEE

- 14.2.1 Shall consist of a minimum of three eligible voting members appointed by the President.
- 14.2.2 The President shall designate the Chair and Vice-Chair of the Committee.
- 14.2.3 Shall nominate candidates for the elective offices of the Association.

ARTICLE XV - PUBLICATIONS

- 15.1 All publications of the Association shall be issued under the direction of the Executive Board.

ARTICLE XVI - MEETINGS

16.1 ANNUAL CONFERENCE AND ANNUAL MEETING

- 16.1.1 An Annual Conference and Annual Meeting of the Association shall be held at the time and place selected by the Executive Board.
- 16.1.2 Each person attending the Annual Conference shall pay a registration fee of such amount as may be determined by the Executive Board.
- 16.1.3 An Annual Meeting of the Association shall be held during the Annual Conference to receive reports of officers and committees, to elect officers and carry on other business of the Association.

16.2 SPECIAL MEETINGS

- 16.2.1 Special meetings of the Association may be held at such other times and places as requested by the Executive Board or upon the petition of ten percent (10%) of the eligible voting members of the Association.

16.3 NOTICES

- 16.3.1 Notices of all conferences and meetings of the Association shall be sent out to all Members by the Executive Manager under the Executive Board's supervision and direction, at least 30 days in advance of any conference or meeting.

16.4 EXECUTIVE BOARD MEETINGS

- 16.4.1 The Executive Board shall hold at least one (1) meeting at the time of each Annual Conference in addition to at least one (1) other meeting during the year.
- 16.4.2 Other Executive Board Meetings shall be held at the call of the President or on petition addressed to the Executive Manager and signed by two (2) or more Executive Board members.
- 16.4.3 Notice of all Executive Board meetings shall be issued by the Executive Manager at least 15 days in advance of such meetings to all Executive Board members.

ARTICLE XVII - AMENDMENTS

17.1 INITIATION

- 17.1.1 Amendments to these Bylaws may be proposed by a majority of the Executive Board, or through it, on petition of ten percent (10%) of the eligible voting members. All proposed amendments shall be submitted in writing to the Executive Board.
- 17.1.2 The Executive Manager shall mail notices and the complete text of a proposed amendment, on the instruction of the Executive Board, to each eligible voting member at least 30 days before it is to be voted upon.

17.2 ADOPTION

- 17.2.1 Amendments to these Constitution & Bylaws may be made by a majority two-thirds affirmative vote of the eligible voting members present and voting at an Annual Meeting, notice of the proposed amendments having been mailed by the Executive Manager to each eligible voting member no later than 30 days in advance of the meeting at which said amendment is to be voted upon.
- 17.2.2 A proposed amendment may be mailed by the Executive Manager to each eligible voting member for the purpose of voting upon by letter ballot. The letter ballot shall be returned no later than 30 days following the mailing of the proposed amendment. A two-thirds affirmative vote of the letter ballots cast is required for adoption.
- 17.2.3 An amendment approved by the Association membership and by the Federation House of Delegates shall take effect immediately.

ARTICLE XVIII - DISPOSITION OF ASSETS UPON DISSOLUTION

- 18.1 In the event of dissolution of the Corporation (Association), the property and assets thereof, after providing for all obligations and liabilities of the corporation (Association), shall then be disposed of exclusively for the purposes of the corporation (Association) in such manner, or to such organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code as shall be determined by the Executive Board.

November 22, 1994
Amended: March 23, 1999
Amended: March 13, 2001
Amended: December 5, 2003
Amended: March 16, 2009
Amended: March 1, 2010
Amended: March 21, 2011