

NEVADA WATER ENVIRONMENT ASSOCIATION, INC.

CONSTITUTION AND BYLAWS

BYLAWS

1 MEMBERSHIP CLASSIFICATION, QUALIFICATIONS AND PRIVILEGES

1.1 The name of this organization shall be the Nevada Water Environment Association, hereafter designated as the Association or NWEA.

1.2 Membership Classes

1.3 There shall be two classes of Membership in the Nevada Water Environment Association (hereinafter referred to as “the Association”) structured to be in conformity with the Membership classes of the Water Environment Federation (hereinafter referred to as “WEF”), as well as an NWEA only membership, managed by the Association.

1.3.1 WEF/NWEA Member Class

1.3.2 NWEA Member Class

1.4 WEF/NWEA Member

1.4.1 Qualifications

1.4.1.1 Shall be any person interested in the advancement of knowledge relating to the objectives of the WEF and the Association.

1.4.2 Rights and Privileges

1.4.2.1 Shall be an Eligible Voting Member of the Association.

1.4.2.2 Shall have all the rights and privileges granted by the WEF and the Association, including the right to hold office and serve on committees as provided for in the WEF and Association Constitution and Bylaws.

1.4.2.3 Shall be entitled to receive publications of the WEF, as authorized by its Board of Trustees, and publications of the Association, as authorized by its Board of Directors, for the specific category of the Individual membership class to

which the Individual Member belongs. Specific individual category benefits are described at the WEF website and in the WEF Operations and Procedures Manual.

1.5 NWEA Member

1.5.1 Qualifications

1.5.1.1 Shall be any individual interested in the advancement of knowledge relating to the objectives of the Association.

1.5.2 Rights and Privileges

1.5.2.1 Shall be an Eligible Voting Member of the Association.

1.5.2.2 Shall have all the rights and privileges granted by the Association, including the right to hold office, except WEF Delegate, and serve on committees as provided for in the Association Constitution and Bylaws.

1.5.2.3 Shall be entitled to receive publications of the Association, as authorized by its Board of Directors, for the specific category of the NWEA membership class to which the NWEA Member belongs.

2 AFFILIATION

2.1 The Association shall be a Member Association of the Water Environment Federation, hereinafter designated as WEF, and shall participate in the activities of that organization. The Bylaws of this Association shall be in harmony with the WEF Bylaws.

3 PURPOSE

3.1 Our association is dedicated to promoting the advancement of water quality education in the State of Nevada. We strive to educate and assist those who have an interest in water quality by providing access to a variety of programs and services, including training and technical assistance, workshops, conferences, and networking opportunities.

4 FRANCHISE

4.1 The exclusive service area of the Association shall consist of the state of Nevada.

4.2 Payment of Dues

4.2.1 For each WEF/NWEA Member, the annual Association dues shall be determined by the Board of Directors and shall be charged as a supplement to the current dues for the specific category established by the Board of Trustees of WEF.

4.2.1.1 Annual dues shall be billed directly to WEF/NWEA Members by the WEF. Dues shall be payable within one month after a member's anniversary date.

4.2.1.2 Dues are payable for a twelve-month period beginning with the first date of membership which is defined as the anniversary date.

4.2.2 For each NWEA Member, the annual Association dues shall be determined by the Board of Directors.

4.2.2.1 Annual dues shall be billed directly to NWEA Members by the Association. Dues shall be payable within one month after a member's anniversary date.

4.2.2.2 Dues are payable for a twelve-month period beginning with the first date of membership, which is defined as the anniversary date.

4.3 Subscription Included in Dues

4.3.1 All WEF/NWEA Members certified to the WEF by the Association shall be entitled to such publications of the WEF as may be approved by its Board of Trustees for the appropriate membership class and category. Specific membership category benefits are described at the WEF website and in the WEF Operations and Procedures Manual.

4.3.2 All members shall be entitled to the publications of the Association as may be approved by its Board of Directors for the appropriate membership class and category. Specific category benefits are described in the NWEA Operations and Procedures Manual.

4.4 Arrears

4.4.1 WEF/NWEA Members whose dues shall not have been paid within one month after the anniversary date shall be given notice of such

default by the WEF. If the dues remain unpaid fifteen days after such notice, the member in default may be removed from the roll of the WEF by the Executive Director and from the roll of the Association.

- 4.4.2 NWEA Members whose dues shall not have been paid within one month after the anniversary date shall be given notice of such default by the Association. If the dues remain unpaid fifteen days after such notice, the member in default may be removed from the roll of the Association.
- 4.4.3 Members who have been dropped from the roll may be reinstated without payment of Association back dues with the approval of the Board of Directors.
- 4.4.4 overarching duties of the Board members shall include approving Budget, setting dues, determining strategic direction, creating/dissolving committees, task forces, etc., hiring Executive Director or management agency and any other functions to NWEA Board performs. A detailed description of the Officer duties is included in the NWEA Organization Manual, to allow for maximum flexibility may want Bylaws to reference Organization Manual for specific officer duties.
- 4.4.5 BOARD OF DIRECTORS that the Board shall approve the budget at the NWEA annual meeting.
- 4.4.6 The Board of Directors is empowered to appoint and dissolve such additional committees as may be required to advance the best interest of the Association and to enable it to fulfill its objectives.
- 4.4.7

5 ADMISSION AND EXPULSION

5.1 Admission

- 5.1.1 Applications for WEF/NWEA Member will be sent directly to the WEF.
- 5.1.2 Applications for NWEA Member will be sent directly to the Association.

5.2 Expulsion

- 5.2.1 Any member may be expelled from the Association for good and sufficient reason by a two-thirds vote of the Board of Directors.
- 5.2.2 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 Board of Directors.

6 BOARD OF DIRECTORS

- 6.1 The Board of Directors (hereinafter designated as the “Board”) is the governing body of the Association and holds legal authority and fiduciary responsibilities on behalf of the Association and its membership.
- 6.2 The Board shall consist of 7 members including President, Past President, President-Elect, Treasurer, Secretary, WEF Delegate, and Professional Wastewater Operations (PWO) Representative.
- 6.3 Members of the Board are designated as “Officers”
- 6.4 Duties and Functions
 - 6.4.1 All elected Officers shall be Association members in good standing, unless noted otherwise.
 - 6.4.2 The President shall supervise the affairs of the Association and shall preside at all meetings during the year following the annual meeting at which he or she is elected. The President shall be the Chairperson of the Board. The President shall fill any vacant Board position for the unexpired term by appointment of active Association Members. The President shall be an *ex-officio* member of all committees, and appoint the members of all committees where membership is not otherwise specified in the Constitution and Bylaws. The President shall perform such other duties as may be assigned by the Board.
 - 6.4.3 The Vice-President shall serve as the President-Elect and 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 or other duties assigned by the President or Board. The President-Elect shall be an *ex-officio* member of all committees other than the Nominating Committee.

- 6.4.4 The WEF Delegate(s) shall represent the Association in the conduct of all business by the House of Delegates of the WEF. The WEF Delegate(s) shall also be a WEF member in good standing.
- 6.4.5 The Secretary shall serve as the Executive Officer of the Association and operate under the general direction of the President and the Board; prepare and distribute the agenda under the direction of the President and attend all meetings of the Board; record and distribute the proceedings of such meetings to the Board; maintain records of the Association, including a list of members of the Association; and perform such other duties as may be assigned by the Board.
- 6.4.6 The PWO Representative shall promote the Association to the operator community; coordinate the Association's Operations Challenge Competition; and perform such other duties as may be assigned by the Board.
- 6.4.7 The Treasurer shall see that all moneys due to the Association and the WEF are collected carefully and without loss, and are transferred to the WEF, 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 funds of the Association, all according to procedures established or approved by the Board; forward to the Officers and each Board member at each Board Meeting, a financial summary of accrued income and expenses consistent with the annual financial statement; present at the Annual Meeting of the Association a balance sheet of the books as of June 30th of the previous year and as of the end of the month preceding the Annual Meeting, which books shall be made available for audit, annually or as otherwise specified by the Board; consult with the officers of the Association as to the custody and investment of funds and preparation of the annual budget.
- 6.4.8 In case the President cannot act, the President-Elect shall act. In case the President-Elect cannot act, the Secretary shall act. In case the Secretary cannot act, a living Past-President who is a member of the Association shall do so. The Board shall elect one of its members to act if a Past-President cannot do so.
- 6.4.9 In the event of a potential or actual conflict of interest, the Association Board of Directors shall obtain any and all information

regarding the conflict of interest. The Board shall then determine if an actual or potential conflict of interest exists. If the potential or actual conflict of interest involves a Board officer or officers, the officer(s) shall provide any and all information requested by the Association Board. Following this determination, any Board officer for whom a conflict of interest exists shall recuse themselves from any vote or action regarding the matter associated with the conflict of interest.

- 6.4.10 In the event that an officer must act for the Association and perceives that there is a conflict of interest, procedures described in Section 4.17 shall be followed in the event that the President, President-Elect, Secretary, or living Past-President must recuse themselves from any action that involves a conflict of interest.
- 6.4.11 The Board shall hold at least one meeting each year at the time of the Annual Meeting.
- 6.4.12 Other Board meetings shall be held at the call of the President, or on petition addressed to the Secretary and signed by two or more Board members.
- 6.4.13 Notice of all Board meetings shall be issued by the President at least 15 days in advance of such meetings to all Board members.
- 6.4.14 A quorum of the Board shall consist of a majority of its members.
- 6.4.15 A quorum of the Board is required for a vote to occur by the Board. Votes will be passed by a simple majority of the quorum.
- 6.4.16 A Business Meeting of the Association shall be held during the annual meeting to receive reports of officers and committees, to announce the election of officers, and to carry on other business of the Association.

6.5 Nomination and Election of Officers

- 6.5.1 The Board shall notify the Association membership and solicit nominations for upcoming vacant officer positions at least 60 days before the annual meeting. All nominees shall have signified their willingness to serve. All nominees shall be a Member in good standing with the Association.
- 6.5.2 Nominations shall be received and considered by the Board.

6.5.3 The Eligible Voting Members of the Association shall elect officer positions by a majority vote. Voting shall be by ballot, and the nominee receiving a majority of the votes cast shall be declared elected. 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 another vote.

6.5.4 Upon completion of their term, there shall be automatic advancement from Secretary to President-Elect, President-Elect to President, and from President to Past President.

6.6 Terms of Office

6.6.1 The terms of office of the President, President-Elect, and Secretary, shall be for approximately one year, which term shall start immediately following the close of the Association annual meeting, at which the election of officers is conducted, and continue until their successors qualify.

6.6.2 Officers who serve full terms shall not be eligible to succeed themselves in consecutive terms, excepting the offices of Treasurer and PWO Representative.

6.6.3 The term of the PWO Representative, Treasurer, and WEF Delegate(s) shall normally be three (3) years as determined by the annual meetings of the Annual Conference. The WEF Delegate(s) shall not be eligible to succeed themselves in consecutive terms without approval of the Association's Board of Directors.

6.6.4 Nominations for Secretary shall be received each year.

6.6.5 Nominations for Treasurer, WEF Delegate, and PWO Representative at least every three years.

6.6.6 The terms of the Officers referenced in Sections 4.5.4 and 4.5.5, shall be for staggered term of three years.

7 COMMITTEES

7.1 The President is empowered to appoint committees as may be required to advance the best interests of the Association and to enable it to fulfill its objectives.

8 AMENDMENTS

8.1 Initiation

- 8.1.1 Amendments to these Bylaws may be proposed by a majority of the Board or through it, on petition of five (5) Eligible Voting Members. All proposed amendments shall be submitted in writing to the Board.
- 8.1.2 The amendments shall be sent to the WEF's Constitution and Bylaws Committee for review and approval. Any proposed amendments that are not approved by the WEF shall be revised by the Board to be in conformity with WEF's Constitution and Bylaws, and resubmitted for approval prior to vote by the Association.
- 8.1.3 Upon approval from the WEF, the Board shall notify and provide complete text of a proposed amendment to each Eligible Voting Member at least thirty (30) days before it is to be voted upon.

8.2 Adoption

- 8.2.1 Amendments to these Bylaws may be approved at the annual meeting or by electronic vote of the eligible voting membership. An affirmative vote shall be made by a two-thirds majority of the responding Eligible Voting Members.

9 CERTIFICATION BOARD

9.1 Creation

- 9.1.1 The Association shall establish a Certification Board for Water Professionals, herein referred to as the Certification Board.

9.2 Purpose

- 9.2.1 The purpose of the Certification Board shall be to administer certification programs for water professions as authorized by the Association.

9.3 Certification Board

- 9.3.1 The Certification Board shall be composed of seven (7) persons who meet the following qualifications:

9.3.1.1 One (1) member who has at least three (3) years of experience as a wastewater treatment plant operator; one (1) member who is a wastewater treatment plant operator certified at the highest level; two (2) members who represent the owner(s) of a Publicly Owned Treatment Works; one (1) member who represents a community served by a wastewater treatment system with a capacity of 5 million gallons per day or less; and two (2) at-large members. All Certification Board members shall be members in good standing with the Association. The Association President shall serve as an ex-officio non-voting member of the Certification Board.

9.3.1.2 At least three (3) members, but no more than four (4) members, shall be employed within Clark County.

Each member of the Certification Board shall be appointed for a three (3) year term that shall commence on January 1. The President shall ensure that the terms of the members are staggered to retain at least four (4) members from the previous year's Certification Board. Incumbent members of the Certification Board may apply for reappointment. The Board of Directors may publish calls for nominations. The Board of Directors will vote to appoint/reappoint members. The President will make the final decision in the event of a tie vote. Vacancies for unexpired terms shall be filled by appointment of the President. The Board of Directors may remove members for cause.

9.3.2 Members of the Certification Board shall organize and elect from their number a Chairperson, Vice Chairperson and Secretary. When new members are appointed to the Certification Board, or when an officer cannot fulfill their duty, a Chairperson, Vice Chairperson and Secretary shall be elected or re-elected at the next Certification Board Meeting. Additional meetings may be called by the

Chairperson as may be reasonably necessary to carry out the provisions of the article. Four (4) members shall constitute a quorum.

9.3.3 The members of the Certification Board shall serve without compensation except for their actual and necessary expenses incurred while discharging their official duties. The Chairperson

shall report to the Treasurer of the Association the disbursement of funds.

9.3.4 In carrying out its responsibilities, the Certification Board shall:

9.3.4.1 Advance the certification program.

9.3.4.2 Administer examinations to be used in determining knowledge, ability, and judgment. Passing scores shall be determined by the Certification Board.

9.3.4.3 Examine and approve the qualifications, education, and experience of applicants for initial certification and renewals.

9.3.4.4 Certify individuals who demonstrate that their knowledge, skills, and abilities meet industry standards.

9.3.4.5 Adhere to contractual obligations for administering certification programs for the Association. Submit financial reports to the Association Board of Directors.

9.3.4.6 Collect and remit to the Treasurer of the Association, fees for the certification programs. The fee schedule shall be established and revised by the Certification Board to make the program self-sustaining provided the schedule of fees is acceptable to the Association Board of Directors.

9.3.4.7 Administer a certification renewal program.

9.3.4.8 Maintain Association certification records and a register of certificants.

9.3.4.9 Review and approve continuing education training courses.

9.3.4.10 Establish an operational budget to be included and approved with the Association budget at the annual NWEA meeting.

10 CONFLICTS IN CONSTITUTION AND BYLAWS

10.1 An amendment, Bylaw, article or wording, which is in conflict with the Constitutions of the Association or the WEF shall be considered null and void.