

# BYLAWS OF THE NEBRASKA WATER ENVIRONMENT ASSOCIATION

## 1. NAME & AFFILIATION

The name of the organization shall be the **Nebraska Water Environment Association (NWEA)**, hereinafter designated the "Association".

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

## 2. PURPOSE

The purpose and objectives of the association are as follows and are in harmony with the Mission, Vision, and Strategic Direction and Plan of WEF.

- Advancement of fundamental and practical knowledge within the water industry
- Career advancement for its members
- Attracting professionals to the water industry
- High quality water and public health
- Environmental leadership
- Advocate for sound water policies
- Collaboration and public outreach

## 3. GEOGRAPHICAL BOUNDARIES

The exclusive service area of the Association shall consist of the State of Nebraska.

## 4. LIMITATION OF ACTIVITIES

The Association is organized exclusively for educational and scientific purposes within the meaning of section 501 (c) (3) of the United States Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

No part of the net earning of the Association shall inure to the benefit of or be distributable to its members, Executive Board, officers or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for expenses incurred.

The Association shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

## **5. BOARD OF DIRECTORS**

The affairs of the Association shall be conducted by a Board of Directors hereinafter designated as the Board, under such rules as the Board may determine, in keeping with the intent of this document.

The Board shall be eligible members of the Association and consist of a President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, WEF Delegate(s), Directors-At-Large (3), and At-Large Members (3).

The Board officers shall be the President, President-Elect, Vice President, Secretary, Treasurer, WEF Delegate(s), Directors-At-Large (3), and At-Large Members (3). All officers are voting members of the Board. Immediate Past President shall vote to break a tie vote of the voting members present at a meeting.

The duties of the Board of Directors include, but are not limited to, overseeing the affairs of the Association, managing Policies and Procedures of the Association, developing and overseeing the annual budget, approve the annual budget to present it to the Association for its approval, setting the Association membership dues, set and advance the Association's strategic direction, and authorize the use of funds for the operation of the Association. If a vacancy in any office occurs, the Board shall within 45 days appoint an eligible Association member to fulfill the responsibilities of the office until election at the next annual business meeting.

### **5.1. BOARD COMPOSITION AND DUTIES**

- 5.1.1. The President shall have general supervision and leadership of the affairs of the Association, shall preside at all meetings of the Association and Board of Directors, perform such other duties as may be assigned by the Board of Directors, and serve a term of one year.
- 5.1.2. The President-Elect and Vice President shall assist the President in the performance of prescribed duties, perform the duties of the President in the absence of the President, and perform such other duties as may be assigned by the Board of Directors. The Vice President shall act as the Association parliamentarian. The President-Elect and Vice President shall serve a term of one year.
- 5.1.3. The Secretary shall serve as the Association's Registered Agent, maintain records of the Association, and perform such other duties as may be assigned by the Board of Directors. The Secretary shall prepare the agenda for, attend, and record and distribute the proceedings of all meetings of the Board of Directors. The Secretary shall annually update and notify appropriate Federal, State, and local agencies of the changes in the names of the Board of Directors. The Secretary shall serve a term of three years.
- 5.1.4. The Treasurer shall serve as financial officer of the Association, pay all bills as appropriate, account for all expenditures, maintain recording of all assets and liabilities, prepare the annual budget, ensure all required state and federal tax documents are properly prepared and submitted, and perform such other duties as may be assigned by the Board of Directors. The Treasurer shall present at the annual business meeting an annual financial statement and audit of income, expenses, and accounting records of the Association for the current fiscal year. Such records and statements shall be made available for audit annually by the Finance and Audit committee. The Treasurer shall serve a term of three years.
- 5.1.5. The Immediate Past President shall perform such duties as may be assigned by the Board of Directors. The Immediate Past President shall serve a term of one year and shall automatically succeed the office of President.

- 5.1.6. The WEF Delegate(s) shall represent the Association in the conduct of all business by the WEF House of Delegates in accordance with WEF Bylaws, House Policy and Procedures, and Association Bylaws. The WEF Delegate(s) shall be a member of WEF and shall act as the primary liaison between the Association and WEF. The WEF Delegate(s) shall serve a term of three years.
- 5.1.7. The three Directors-At-Large shall perform such duties as may be assigned by the Board of Directors. At least one Director-At-Large shall be a representative of Nebraska Wastewater Operators Committee (NWOC). Directors-At-Large shall serve a term of one year and may be elected to consecutive terms.
- 5.1.8. The three At-Large members of the Board shall provide representation of a cross section of the membership. At least one At-Large member shall be a representative of Nebraska Wastewater Operators Committee (NWOC). The At-Large members shall perform such duties as may be assigned by the Board of Directors. The At-Large members shall serve a term of one year and may be elected to consecutive terms.

## **5.2. ELECTION & NOMINATION OF BOARD OF DIRECTORS**

A Nominating Committee shall be organized annually and shall consist of the three (3) most recent, active, available, and willing Past Presidents for elected positions. The Nominating Committee shall consist of a minimum of three (3) members.

The Nominating Committee shall receive nominations for President, Vice President, President-Elect, Directors-At-Large, and At-Large Members each year. Nominations for the Treasurer, Secretary, and the WEF Delegate shall be received every three years. The Nominating Committee shall review all nominations to determine eligibility and willingness to serve. Nominations may be made at the annual business meeting by eligible voting members present. Eligible members of the Association shall elect members of the Board of Directors at the annual business meeting by a majority vote.

- 5.2.1. If more than one name is placed in nomination for office, voting shall be by ballot and the nominee receiving a majority of the votes cast shall be declared elected.
- 5.2.2. Should no nominee for office 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 to the eligible voters for consideration.

## **5.3. REMOVAL AND RESIGNATION**

- 5.3.1. A Director may be removed by a majority vote of the Association membership with or without cause.
- 5.3.2. A Director may be removed by the Board as follows:
  - 5.3.2.1. Board members are expected to attend all duly convened meetings of the Board.
  - 5.3.2.2. If a Board member fails to attend at least 75% of Board meetings in each year of office or is absent from 2 consecutive Board meetings, such Director's removal may be put to a vote of the Board at a duly convened meeting unless the absence is excused by the President.
- 5.3.3. Any director, committee chair, or other agent of the Association may resign at any time by giving written notice to the President of the Association Board of Directors.

## **5.4. BOARD MEETINGS**

The Board shall meet at least once at the annual Association business meeting, with notice to the membership by the Secretary of the Board not less than 30 days in advance of the meeting. Other Board meetings shall be held at the call of the President or any two Board members, with notice by the Secretary of the Board to the Board, not less than seven days in advance of the meeting.

A quorum of the Board of Directors is a majority of the Board. All motions approved by the Board shall consist of a majority of the quorum present.

The Board may hold any meeting through the use of real-time communications technology by which members may hear, vote and otherwise fully participate in the meeting.

## **5.5. COMMITTEES**

The Board may establish standing committees or other groups as necessary to conduct WEF and Association programs and business.

The Board has the authority to create and dissolve both standing and technical committees. Board Standing Committees shall be established and shall convene in accordance with the Association's Policies and Procedures. Technical Committees may be established as necessary and convene in accordance with the Association's Policies and Procedures.

## **6. MEMBERSHIP**

The membership of the Association shall consist of persons and organizations interested in the advancement of knowledge relating to the mission and critical objectives of the Association and WEF. Members may join one or multiple Member Associations under one WEF membership.

Membership Classes - shall include all classes of membership designated by WEF.

## **7. BUSINESS MEETING**

The Association shall hold at least one annual business meeting in each fiscal year for the purpose of electing its Board of Directors and discussing relevant matters of the Association. This meeting may be held either in person or by electronic and/or virtual means.

## **8. DUES**

For each class and category of WEF membership, WEF dues shall be determined by the WEF Board of Trustees and Association dues shall be determined by the Association Board of Directors. Dues shall include the current dues for both the Association and for WEF.

## **9. AMENDMENTS**

Amendments to the Bylaws may originate in the Board of Directors, from any member in good standing through the Board of Directors, or by petition of ten (10) percent of the membership. Amendments to these Bylaws shall be considered by the Board, and if endorsed by a majority vote of the Board or petition of ten (10) percent of the membership, shall be forwarded to WEF for review and evaluation. All amendments are subject to review by legal counsel.

Upon concurrence from WEF and subject to legal counsel review, amendments shall be issued to the membership for a vote.

Bylaws shall be amended by ballot (electronic or hard copy) with an affirmative two-thirds (2/3) vote of the ballots returned by members. Proposed amendment(s) (electronic or hard copy) shall be issued to all members at least 30 days before voting closes.

Approved amendments shall take effect immediately and will be made available to membership electronically.

## **10. DISPOSITION OF ASSETS UPON DISSOLUTION**

Any Member Association may withdraw from WEF at the end of any fiscal year by giving three months' notice of such intention.

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 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 Board of Directors.

## **11. INDEMNIFICATION AND LIABILITY**

The Association shall indemnify and hold harmless each Member, Director, and Employee of the Association against any and all expenses and liabilities, including attorney's fees, or any settlement thereof, incurred by or imposed upon any Member, Director, or Employee arising out of any proceeding to which the Member, Director, or Employee is a party or may become involved solely by reason of being or having been a Member, Director, Employee, or other status of membership defined by the Association at the time such expenses and liabilities are incurred, except in such cases wherein such Member or Officer is adjudged guilty of willful malfeasance, acts or omissions in bad faith, intentional misconduct, or known violation of law.

## **12. CODE OF CONDUCT**

Association members who are also WEF Members, as defined in these Bylaws, shall abide by the latest WEF Code of Conduct and Association Code(s) of Conduct as published by WEF and referenced in the Association Policies and Procedures Manual.

## **13. STUDENT CHAPTERS**

Any student Chapter, consisting of at least five persons, may be granted charter membership in the Association by majority vote of the Board of Directors provided:

13.1. Its objectives are in harmony with the purposes of the Association and WEF;

13.2. The Constitution and Bylaws of this applicant chapter have been certified by the Association as being in harmony with those of the Association and WEF; and

13.3. The Student Chapter has been recommended for membership to WEF by the Association.

The Student Chapter will be issued a WEF charter following recommendation by the Association and approval by WEF.

The Student Chapter shall govern the number and character of its meetings. At least one meeting shall be held each school year.

A Facilitator for the Student Chapter shall be appointed by the Association. The Facilitator shall be a member of the Association and WEF and shall be an advisor to the Student Chapter.

All officers and members of the Student Chapter shall be members of the Association and WEF.

A Student Chapter shall have authority to only act on its own behalf and shall have authority to incur obligations for the Student Chapter only.