

OKLAHOMA WATER ENVIRONMENT ASSOCIATION

CONSTITUTION AND BYLAWS

*Proposal For Approval
by Members*

CONSTITUTION

1. NAME

- 1.1. The name of this organization shall be the Oklahoma Water Environment Association, an Oklahoma Non-Profit Corporation, hereinafter designated as the Association.

2. AFFILIATION

- 2.1. 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.

3. OBJECTIVES

- 3.1. The objectives of the Association are in harmony with the objectives of WEF.
- 3.2. The advancement of fundamental knowledge of water environment, its basic qualities, and the physical laws governing its interaction with other aspects of the environment and with the aesthetic, economic, and biological needs of the earth's inhabitants.
- 3.3. The advancement of practical knowledge in the technology, design, construction, operation, and management of water quality control systems and facilities.
- 3.4. The increased understanding of the nature and function of the earth's natural waterways, surface, subsurface, and atmosphere, and encouragement and promotion of action necessary to preserve and enhance them.
- 3.5. The implementation of the objectives previously stated through an exchange of information and experience among its members, and other interested persons, by an annual meeting of its members.
- 3.6. The publication and distribution of information relating to the water quality control field.
- 3.7. The promotion of public understanding and the encouragement of sound regional policy in matters relating to the water quality control field.
- 3.8. The improvement of the professional status of all personnel engaged in any aspect of the water quality control field, including but not limited to the design, management, and operation of water quality control systems.
- 3.9. The stimulation of public awareness of the relationship of water resources to the general public welfare, and the need for preservation and reuse of water resource.
- 3.10. Said Association is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. No part of the net earnings of the Association shall inure to the benefit, or be distributed to, its members, trustees, officers, or any other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the purposes set forth above. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt for federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code
5. 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 in the exclusive area of the State of Oklahoma, and having such qualifications as are prescribed in the Bylaws for the various grades of membership.
 - 5.2. The term "eligible voting member" as used in the Constitution shall include all persons having the rights and privileges of Active, Association, or Professional Wastewater Operations (PWO) Members as prescribed in the Bylaws.
6. BOARD OF DIRECTORS
 - 6.1. The affairs of the Association shall be managed by a Board of Directors (hereinafter designated as the "Board") under such rules as the Board may determine, subject to the specific conditions of the Constitution and Bylaws.
 - 6.2. The Board shall consist of the President, President-Elect, Vice-President, Secretary, Treasurer, WEF Delegate(s), and the most recent Past President.
7. OFFICERS
 - 7.1. The officers of the Association shall be President, President-Elect, Vice-President, Federation Delegate(s), Secretary, and Treasurer. All officers shall be members of WEF.
8. AMENDMENTS
 - 8.1. INITIATION
 - 8.1.1. Amendments to this Constitution may be proposed by a majority of the Board or through it, on petition of 40 eligible voting Members. All proposed amendments shall be submitted in writing to the Board.
 - 8.1.2. The Secretary shall mail notices and complete text of a proposed amendment, on the instruction of the Board, to each eligible voting Member at least thirty days before it is to be voted upon.

8.1.3. The term mail throughout this document shall mean mail sent by USPS first class or electronically. An attempt shall be made to verify that mail was received by Member.

8.2. ADOPTION

8.2.1. Amendments to this Constitution may be made by a two-thirds affirmative vote of the eligible voting Members present and voting at an annual meeting, notice of the proposed amendment having been mailed by the Secretary to each eligible voting member not later than thirty days in advance of the meeting at which said amendment is to be voted upon. The vote must be taken at a meeting where a quorum of the Board has been declared.

8.2.2. A proposed amendment may be mailed by the Secretary to each eligible voting Member for the purpose of voting upon by letter ballot. The letter ballot shall be returned no later than thirty days following the mailing of the proposed amendment. A two-thirds affirmative vote of the letter ballots cast is required for adoption.

8.2.3. An amendment approved by the Association membership, shall take effect immediately.

9. DISPOSITION OF ASSETS UPON DISSOLUTION

9.1. In the event of dissolution of the Association, the property and assets thereof, after providing for all obligations and liabilities of the Association, shall then be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

9.2. Dissolution of the Association shall be ratified by a majority vote of the membership. WEF shall be notified upon decision to dissolve the OWEA.

OKLAHOMA WATER ENVIRONMENT ASSOCIATION
BYLAWS

1. MEMBERSHIP CLASSIFICATION, QUALIFICATIONS, AND PRIVILEGES
 - 1.1 Membership Classes.
 - 1.1.1 Individual (Active) Members
 - 1.1.2 Group (Corporate) Members
 - 1.1.3 Student Member
 - 1.1.4 Professional Wastewater Operations (PWO) Member
 - 1.1.5 Other Classes of Membership (including Dual Membership and Life Members or General members which are reserved for the Federation
 - 1.1.6 Association Members
 - 1.2 Active Members
 - 1.2.1 Qualifications
 - 1.2.1.1 Any person professionally engaged or interested in the advancement of knowledge relating to the objectives of the Federation and the Association.
 - 1.2.2 Rights and Privileges
 - 1.2.2.1 Shall be an eligible voting member of the Association
 - 1.2.2.2 Shall have all the rights and privileges granted by the Federation and Association including the rights to hold office and serve on committees.
 - 1.2.2.3 Shall be entitled to receive publications of the Federation, as authorized by its Board of Trustees, and publications of the Association, as authorized by its Board of Directors, for the Individual (Active) membership class
 - 1.3 Group (Corporate) Members
 - 1.3.1 Qualification
 - 1.3.1.1 Any group or organization interested in the advancement of knowledge relating to the objectives of the Federation.
 - 1.3.1.2 May be a governmental agency.
 - 1.3.1.3 May be an industrial organization
 - 1.3.1.4 May be any other corporate body or organization engaged in or interested in at least one of the stated objectives of the Federation and the Association
 - 1.3.2 Rights and Privileges
 - 1.3.2.1 Shall be entitled to one authorized representative who shall have all the rights and privileges of an Individual Member. The

representative may be changed at the pleasure of the Corporate member on written notice to the Secretary of the Association.

1.4 Student Member

1.4.1 Qualifications

1.4.1.1 Shall be regularly enrolled college or university student who spends at least one-half time on academic course work or equivalent.

1.4.1.2 May not retain this class of membership beyond the first anniversary date following termination of qualification as a Student Member.

1.4.2 Rights and Privileges

1.4.2.1 Shall have all the rights and privileges of an Active Member except holding Association and Federation office.

1.5 Professional Wastewater Operations Member

1.5.1 Qualifications

1.5.1.1 Shall be 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 retired there from.

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 to the PWO class of membership by the Federation and Association including the rights to hold office and serve on committees.

1.5.2.3 Shall be entitled to receive publications of the Federation, as authorized by the Board of Trustees, and publications of the Association, as authorized by its Board of Directors, for the PWO membership class.

1.6 Dual Member

1.6.1 Qualifications

1.6.1.1 A Dual Member shall be a person whose residence or place of business is outside of Oklahoma and who is an Active Member in good standing of any other Member Association of the Federation.

1.6.2 Rights and Privileges

1.6.2.1 A Dual Member shall have all rights and privileges of an Active Member except for voting and holding office.

1.7 Life Member

1.7.1 Qualifications

1.7.1.1

Life Member shall be a person who has been an Active or a Professional Wastewater Operations member in one or more Member Associations for a combined total of at least 35 years.

1.7.2 Rights and Privileges

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- 1.7.2.1 Life Member shall have all the rights and privileges of an Active or Professional Wastewater Operations Member and shall pay Association dues as indicated below:
 - 1.7.2.1.1 35 years of membership/less than age 65 ½ dues
 - 1.7.2.1.2 35 years of membership and age 65 no dues
 - 1.8 Federation Honorary Member, Federation Life Member, Consulting Member Representative, and Associate Member
 - 1.8.1 Qualifications
 - 1.8.1.1 Federation Honorary Members, Federation Life Members, and Representatives of Consultant Members and Associate Members, not Active members of another Member Association, are eligible to apply for Active Membership if they reside in or if their place of business is in Oklahoma; if they are Active Members of another Member Association, and if they are non-residents and their place of business is outside of Oklahoma, they shall be eligible to apply for Dual Membership.
 - 1.8.2 Rights and Privileges
 - 1.8.2.1 A Federation Honorary Member, Federation Life Member, Consulting Member Representative, and Associate Member Representative accepted as an Active or Dual Member shall have all privileges of such membership class.
 - 1.9 Association Member
 - 1.9.1 Qualifications
 - 1.9.1.1 Professionally engaged or interested in the advancement of knowledge relating to the objectives of the Association.
 - 1.9.2 Rights and Privileges
 - 1.9.2.1 Shall be an eligible voting member of the Association.
 - 1.9.2.2 Shall be entitled to receive publications of the Association as authorized by its Board of Directors for Association Members.
 - 1.9.2.3 Shall have no rights within the Water Environment Federation (WEF), shall not be eligible to hold office on the OWEA Board of Directors, and shall not receive any WEF publications as a benefit of membership.
 - 1.9.2.4 Shall have the right to serve on Association committees.
 - 1.10 Certification of Membership
 - 1.10.1 The Secretary shall certify each month to the Federation, the new Active, Association, Corporate, Contractor, Student, and Professional Water Operations Members of the Association, accompanied by payment of the appropriate amount of dues for each class of member.
2. DUES
- 2.1 Payment of Dues
 - 2.1.1 For each Active, Corporate, Contractor, Student, Professional Wastewater Operations, and Dual Member, the annual dues shall be determined by the

Board and shall include the current dues as established by the Board of Trustees of the Federation.

2.1.2 Annual dues shall be billed directly to Association Members by the Federation. Dues shall be payable within one month after a Member's anniversary date.

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

2.1.4 Members in other classes of membership established by the Association as provided in these Bylaws shall pay dues as established by the Board. These dues shall be billed and received by the Secretary.

2.2 Subscription included in dues

2.2.1 All members certified to the Federation by the Association shall be entitled to such publications of the Federation as may be approved by its Board of Trustees for the appropriate membership class. All members shall be entitled to the publications of the Association as may be approved by its Board of Directors.

2.3 Arrears

2.3.1 Association Active, Corporate, Contractor, Student, Professional Wastewater Operations and Dual members whose dues shall not have been paid within one month after the anniversary date shall be given notice of such default by the Federation. If the dues remain unpaid fifteen days after such notice, the members in default may be removed from the roll of the Federation and from the roll of the Association.

2.3.2 Members in other classes of membership shall be given notice of default by the Association Secretary.

2.3.3 Members who have been dropped from the roll may be reinstated without payment of Association back dues with the approval of the Board.

3. ADMISSION AND EXPULSION

3.1 Admission

3.1.1 Applications for membership will be reviewed by the Secretary in accordance with the policies established by the Board.

3.1.2 There shall be no admission fee.

3.2 Expulsion

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

3.2.2 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.

4. OFFICERS

4.1 Duties and Functions

4.1.1.1 General supervision of the affairs of the Association.

- 4.1.1.2 Preside at all conferences and meetings of the Association and meetings of the Board.
 - 4.1.1.3 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 Bylaws.
 - 4.1.1.4 Perform such other duties as may be assigned by the Board.
- 4.1.2 President-Elect and Vice-President
- 4.1.2.1 Assist the President in the performance of prescribed duties.
 - 4.1.2.2 Preside at conferences and meetings of the Association and at meetings of the Board in the absence of the President
 - 4.1.2.3 Act for the President when required.
 - 4.1.2.4 Be ex-officio member of all committees other than the Nominating Committee.
 - 4.1.2.5 Perform such other duties as may be assigned by the Board.
 - 4.1.2.6 In absence of the President, the President-Elect shall act. In case the President-Elect cannot act the Vice-President shall act. In case the Vice-President can not act, the latest living Past President shall do so. The Board shall elect one of it's members to act if the Past President cannot do so.
- 4.1.3 Federation Delegate(s)
- 4.1.3.1 The Federation Delegate(s) shall represent the Association in the conduct of all business by the Federation's House of Delegates.
- 4.1.4 Secretary
- 4.1.4.1 Serve as the executive officer of the Association, and operate under the general direction of the President and Board.
 - 4.1.4.2 Prepare the agenda for, and attend all meetings of, the Board, record, and distribute the proceedings of such meetings to the Board.
 - 4.1.4.3 Maintain records of the Association including list of members of the Association.
 - 4.1.4.4 Perform such other duties as may be assigned by the Board.
- 4.1.5 Treasurer
- 4.1.5.1 See that all monies due to the Association are collected carefully, and, without loss, transferred to the proper accounts and custody; see that all expenditures are properly entered in the records of the Association, and 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 in accordance with procedures established or approved by the Board.
 - 4.1.5.2 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.

- 4.1.5.3 Present to the Annual Meeting of the Association a balance sheet of the books as of the 31st of last December, and for the previous July 1 to June 30 year.
 - 4.1.5.4 Consult with the officers of the Association as to the custody and investment of funds and preparation of an annual budget.
 - 4.1.5.5 Present at a Board meeting, to be held during the last two weeks of June and the date set by the President, a report of the closed books for the year ending June 30. The books shall be made available for audit, annually or as otherwise specified by the Board at the expense of the Association, by a public accountant appointed by the Board.
 - 4.1.5.6 Reviews records to confirm that the Federation has collected dues from Association Members and has transferred the Association portion to the Association.
- 4.2 Terms of Office
- 4.2.1 The terms of office of the President, President-Elect, and Vice-President, 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 each officer continue until their successors qualify.
 - 4.2.2 The term of the Federation Delegate or Delegates shall be (3) years as determined by the annual meetings of the Federation.
 - 4.2.3 The terms of office of Secretary and Treasurer shall be for approximately two years. The term of the Secretary shall start in odd numbered years and the term of Treasurer shall start in even numbered years, which term(s) shall start immediately following the close of the Association Annual Meeting, at which the election of officers is conducted, and each officer will continue until their successors qualify.
- 4.3 Nominations and Election of Officers
- 4.3.1 Nominations for each elective office for the following year shall be received and considered by the Nominating Committee. The Committee, through its chairman, shall report to the President and the Secretary at least thirty 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.
 - 4.3.2 The Secretary shall transmit the report of the Nominating Committee to the Association membership. The eligible voting members of the Association shall elect officers at the annual meeting by a majority vote. Nominations may be made from the floor by eligible voting members present. 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.
 - 4.3.3 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 to the eligible voters for consideration.

- 4.3.4 In the case of a vacancy in an elected office, the Nominating Committee shall promptly select a nominee for the office. Such nominees may be voted on at a regular meeting of the Board or by a mail ballot of the Board. The nominee receiving a majority vote of the Board members voting shall be declared elected.
- 4.3.5 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 or all of the officers serving as President, President-Elect, or Vice-President have been elected to fill a vacancy, and will have served in their present office less than six months, such officer shall be eligible for re-election to the same office for one full term in office.

5. BOARD OF DIRECTORS

5.1 Membership

- 5.1.1 The Association President
- 5.1.2 The Association President-Elect
- 5.1.3 The Association Vice-President
- 5.1.4 The Association Secretary
- 5.1.5 The Association Treasurer
- 5.1.6 The latest living Association Past President
- 5.1.7 The Federation Delegate(s)

5.2 Presiding Officer

- 5.2.1 The President of the Association shall be the presiding Officer of the Board.

5.3 Quorum

- 5.3.1 A quorum of the Board shall consist of a majority of its members,

5.4 Duties of the Board

- 5.4.1 Shall be the representative of the Association and shall manage its affairs and establish policies subject to the conditions and limitations prescribed in the Constitution and Bylaws.
- 5.4.2 Shall receive all committee reports and take appropriate action on recommendations made in these reports where required.
- 5.4.3 Shall direct the investment and care of the funds of the Association.
- 5.4.4 Shall make funds available for regular operation of the Association and for specific purposes. No financial commitments shall be incurred that are beyond the funds available or otherwise due.

6. COMMITTEES

6.1 General

- 6.1.1 In addition to the Nominating Committee provided for in Section 6.2 of the Bylaws, 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.

6.2 Nominating Committee

6.2.1 Shall consist of three eligible voting members appointed by the President.

6.2.2 The President shall designate the Chairman and Vice-Chairman of the Committee.

6.2.3 Shall nominate candidates for the elective offices of the Association.

6.3 Committee Duties, Objectives and Responsibilities

6.3.1 The Board of Directors shall establish and maintain a Policy and Procedures manual that defines the duties, objectives and responsibilities of each committee.

7. PUBLICATIONS

7.1 All publications of the Association shall be issued under direction of the Board.

8. MEETINGS

8.1 Annual Conference and Annual Meeting

8.1.1 An Annual Conference and Annual Meeting of the Association shall be held at the time and place selected by the Board.

8.1.2 Each person attending the Annual Conference shall pay a registration fee of such amount as may be determined by the Board.

8.1.3 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.

8.2 Special Meetings

8.2.1 Special meetings of the Association may be held at such other times and places as requested by the Board.

8.3 Notices

8.3.1 Notices of all conferences and meetings of the Association shall be sent out to all Members by the Secretary at least thirty days in advance of any conference or meeting.

8.4 Board Meetings

8.4.1 The Board shall hold at least one meeting at the time of each Annual Conference.

8.4.2 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.

8.4.3 Notice of all Board meetings shall be issued by the Secretary at least fifteen days in advance of such meetings to all Board members.

9. AMENDMENTS

9.1 Initiation

- 9.1.1 Amendments to these Bylaws may be proposed by a majority of the Board or through it, on petition of 40 eligible voting members. All proposed amendments shall be submitted in writing to the Board.
- 9.1.2 The Secretary shall submit C&B modifications proposed by the Board to the Federation for review prior to adoption by the Association.
- 9.1.3 The Secretary shall mail notices and complete text of a proposed amendment, upon instruction of the Board, to each eligible voting member at least thirty days before it is to be voted upon.
- 9.1.4 The term mail throughout this document shall mean mail sent by USPS first class or electronically. An attempt shall be made to verify that mail was received by Member.

9.2 Adoption

- 9.2.1 Amendments to these Bylaws may be made by a majority affirmative vote of the eligible voting Membership present and voting at the Annual meeting of the Association, or by a two thirds affirmative vote of the Board at any duly called Board meeting, notice of the proposed amendments having been mailed by the Secretary to each eligible voting member not later than thirty days in advance of the meeting at which said amendment is to be voted upon.
- 9.2.2 A proposed amendment may be mailed by the Secretary to each eligible voting Member for the purpose of voting upon by letter ballot. The letter ballot shall be returned not later than thirty days following the mailing of the proposed amendment. A majority vote of the letter ballots cast is required for adoption.
- 9.2.3 An amendment approved by the Association membership, shall take effect immediately.

1.2.1 END OF CONSTITUTION AND BY LAWS

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