

**CONSTITUTION AND BYLAWS
OF THE
ARIZONA WATER ENVIRONMENT ASSOCIATION**

ARTICLE I - NAME & AFFILIATION

- 1.1 The name of the organization shall be the Arizona Water Environment Association, LLC, hereinafter designated the "Association".
- 1.2 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 Constitution and Bylaws of this Association shall be in harmony with the Constitution and Bylaws of WEF.

ARTICLE II - OBJECTIVES

- 2.1 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.
- 2.2 Advance the knowledge and technology in the design, construction, operation and management of water quality systems and facilities.
- 2.3 Increase the knowledge and understanding of the earth's water environment, and encourage and promote action necessary for its enhancement.
- 2.4 Promote sound policy in matters relating to the water environment.
- 2.5 Improve the professional status of all personnel engaged in any aspect of protecting and improving the earth's water environment.
- 2.6 Strengthen and build alliances with organizations dedicated to the preservation and enhancement of water quality and water resources.
- 2.7 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.

ARTICLE III - GEOGRAPHICAL BOUNDARIES

- 3.1 The exclusive service area of the Association shall consist of the State of Arizona.

ARTICLE IV - HEADQUARTERS

- 4.1 The headquarters of the Association shall be designated by the Association's Board of Directors.

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 in the State of Arizona.

ARTICLE VI – MEMBERSHIP CLASSIFICATIONS, QUALIFICATIONS, AND PRIVILEGES

- 6.1 Membership Classes - shall include all classes of membership designated by the WEF and other categories of membership established by the Association.
 - 6.1.1 Individual Member
Any individual interested in the advancement of knowledge relating to the objectives of WEF. Individual Members shall have all the rights and privileges granted by the WEF including the right to vote and to hold office as provided for in the WEF Constitution and Bylaws.
 - 6.1.2 Group Member

Any group or organization interested in the advancement of knowledge relating to the objectives of the WEF. Group Members shall have all the rights and privileges granted by the WEF, including the right of its authorized representative to vote, as provided for in the WEF Constitution and Bylaws.

ARTICLE VII - DUES

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

ARTICLE VIII - GOVERNANCE

- 8.1 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.
- 8.2 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), and such additional Directors as deemed necessary for the proper functioning of the Association. The WEF Delegate(s) shall serve as a member of the WEF House of Delegates.
- 8.3 The Board officers shall be the President, President Elect, Vice President, Secretary, Treasurer, Immediate Past President, and WEF Delegate(s).
- 8.4 The WEF Delegate(s) shall represent the Association in the conduct of all business by the WEF House of Delegates for a term of service designated by the WEF Constitution and Bylaws, and be a member of the Water Environment Federation.

ARTICLE IX - ELECTION & NOMINATION OF BOARD OF DIRECTORS

- 9.1 Any member of the Association shall be eligible to hold an elective office in the Association, except dual members whose primary membership is not in Arizona.
- 9.2 Two or more offices may not be held by the same individual.
- 9.3 The Association shall conduct an appropriate nomination and election process for the following members of the Association Board of Directors: President, President Elect, Vice President, Secretary, Treasurer, WEF Delegate(s), and Directors.
- 9.4 The WEF Delegate(s) shall be nominated and elected in a manner consistent with the Constitution and Bylaws of the WEF.
- 9.5 A Nominating Committee shall be appointed by the President for all elected positions other than WEF Delegate(s). The Nominating Committee shall consist of a minimum of five (5) members in accordance with the Association's Policies and Procedures. In the year preceding the end of the current WEF Delegate(s) term of office, a Nominating Committee for the WEF Delegate(s) shall be organized. The Nominating Committee for the WEF Delegate(s) shall consist of the outgoing WEF Delegate(s) and the past two WEF Delegates.
- 9.6 The Nominating Committee shall ask for nominations to be submitted to the Committee at least 60 days prior to the actual election, by announcement. The Nominating Committee shall review all nominations to determine eligibility and willingness to serve. All eligible names will be forwarded to the President for review and action by the Board of Directors. The Nominating Committee shall submit a minimum of one (1) name for each vacant office for the ensuing Association year. In the last year of the three-year term of the currently serving WEF Delegate(s), the Nominating Committee for the WEF Delegate(s) shall review candidates and forward a minimum of one (1) name for the new WEF Delegate(s) to the President for review and action by the Board of Directors. Notice shall be sent to all voting members at least 30 days prior to voting at the annual business meeting.
- 9.7 Members of the Association Board of Directors shall be elected at the annual business meeting by a two-thirds (2/3) vote of the eligible voting members present.

ARTICLE X - TERMS OF BOARD OF DIRECTORS

- 10.1 The term of the President, President Elect, Vice President, Immediate Past President and Directors shall be one (1) year, with an understanding that a three (3) year commitment is involved for Directors, and each year's term is subject to re-election. Term of office shall commence on the first day of the month following the month in which the Association's Annual Conference is held.

- 10.2 The term of Secretary and Treasurer shall be three (3) years. Term of office shall commence on the first day of the month following the month in which the Association's Annual Conference is held.
- 10.3 The WEF Delegate(s) shall be elected for a three (3) year term and shall be eligible to serve a subsequent three (3) year term if so elected or appointed by the Association. The WEF Delegate(s) shall take office as determined by the annual business meeting of the WEF.
- 10.4 In the case of a vacancy in the office of the President, President Elect, Vice President, Immediate Past President, Secretary, Treasurer, and other Directors, the Association Board of Directors shall appoint a suitable replacement to complete the term of the vacant position.
- 10.5 In the case of vacancy in the office of the WEF Delegate(s), a successor to serve for the remainder of the term shall be selected by the Association Board of Directors. The Association shall notify the WEF of such selection.

ARTICLE XI - REMOVAL AND RESIGNATION

- 11.1 At a properly called regular or special meeting, any officer, director, committee chair, member, or other agent of the Association may be removed by a two-thirds (2/3) vote of the Board of Directors whenever in the judgment of the Board, the best interests of the Association will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person(s) so removed.
- 11.2 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. Acceptance of such resignation shall not be necessary to make it effective unless the notice so provides.

ARTICLE XII - MEETINGS

- 12.1 The Association shall hold at least one (1) annual business meeting in each fiscal year. This meeting shall be held at the same time and place as the Annual Conference meeting of the Association. The time and place of all meetings of the Association shall be fixed by the Association Board of Directors.
- 12.2 Fifteen (15) members present in person shall constitute a quorum for the Association's annual business meeting.
- 12.3 The Association officers and/or Board of Directors shall meet at least once each year to conduct the business of the Association.

ARTICLE XIII - COMMITTEES

- 13.1 The Association Board of Directors may establish standing committees to conduct WEF and Association programs and business.
- 13.2 Standing Committees shall be established and shall convene in accordance with the Association's Policies and Procedures.
- 13.3 Association Board of Directors has the authority to dissolve standing committees.

ARTICLE XIV - AMENDMENTS

- 14.1 The Association Board of Directors will approve proposed Constitution and Bylaw amendments prior to bringing them to the vote of the membership.
- 14.2 The Constitution and Bylaws may be amended at any annual business meeting of the Association by a two-thirds (2/3) vote of eligible voting members present at the meeting, provided however that all members shall have written notice at least 30 days in advance in which to consider the proposed amendment(s) prior to voting.
- 14.3 At the discretion of the Association Board of Directors, the Constitution and Bylaws may also be amended by a mailed ballot with an affirmative two-thirds (2/3) vote of the ballots returned by eligible voting members. All eligible voting members shall be provided a copy of the proposed amendment(s) with the mailed ballot and shall be given at least 30 days to return the ballot.
- 14.4 An amendment approved by the Association membership and by the WEF House of Delegates shall take effect immediately.

ARTICLE XV – DISPOSITION OF ASSETS UPON DISSOLUTION

- 15.1 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 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.

ARTICLE XVI - INDEMNIFICATION

- 16.1 Each member, officer, and director of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, or any settlement thereof, reasonably incurred by or imposed upon him in any proceeding to which he may be a party, or in which he may become involved solely by reason of his being or having been a member, officer, or director of the Association, whether or not he is a member, officer or director of the Association at the time such expenses are incurred, except in such cases wherein such person is adjudged guilty of willful malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association.

As approved by the Arizona WEF Membership, May 5, 2011

As approved by the AZ Water Association Board of Directors, March 11, 2011