

CONSTITUTION
of the
PACIFIC NORTHWEST CLEAN WATER ASSOCIATION

ARTICLE 1.0 NAME

- 1.1 The name of this organization shall be the Pacific Northwest Clean Water Association (PNCWA), hereinafter designated as the Association.

ARTICLE 2.0 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 to be in harmony with the Constitution and Bylaws of the Federation.

ARTICLE 3.0 OBJECTIVES

- 3.1 Advance the fundamental knowledge of the 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.
- 3.2 Advance the knowledge and technology in the design, construction, operation and management of water quality control systems and facilities.
- 3.3 Encourage and promote action necessary for enhancement and preservation of the water environment.
- 3.4 Develop and implement effective delivery mechanisms to disseminate knowledge concerning the water environment to members and other interested parties.
- 3.5 To publicize and distribute information and to promote sound policy in matters related to the water environment
- 3.6 Strengthen and build alliances with other organizations dedicated to the preservation and enhancement of water quality and water resources.
- 3.7 Improve the professional status of all personnel engaged in any aspect of protecting and improving the earth's water environment.
- 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.

ARTICLE 4.0 FRANCHISE

- 4.1 The exclusive service area of the Association shall consist of the state of Idaho, Oregon, and Washington.
- 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 Board of Directors through the President. The petition shall be signed by not less than 100 Professional members of the Association.
- 4.2.2 A mail ballot, on the question of division of the Association is submitted to the entire membership; and two-thirds (2/3) of the voting Professional members approve the division of the Association. Verifiable electronic notification and voting processes may be used as a substitution for mailed notices and ballots, if approved by the Board.
- 4.2.3 The division is approved by the Federation.
- 4.3 No revision to expand the exclusive service area by joining with another Member Association of the Federation shall be made until the following conditions are met.
- 4.3.1 A petition requesting such joining is presented to the Board of Directors through the President. The petition must be signed by not less than 100 Professional members.
- 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 voting Professional members approve the joining of the Association with another member association. Verifiable electronic notification and voting processes may be used as a substitution for mailed notices and ballots, if approved by the Board.
- 4.3.3 The joining is approved by the Federation.

ARTICLE 5.0 MEMBERSHIP

- 5.1 The membership of the Association shall consist of persons and organizations interested in any of the objectives of the Association, 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 this Constitution shall include all persons having the rights and privileges of Professional members as prescribed in the Bylaws.

ARTICLE 6.0 BOARD OF DIRECTORS

6.1 All members of the Board of Directors, hereinafter designated as the Board, shall be members of the Federation and the Association.

6.2 Board membership

- 6.2.1 Association President
- 6.2.2 Association President-Elect
- 6.2.3 Association Vice-President
- 6.2.4 Association Secretary
- 6.2.5 Association Treasurer
- 6.2.6 Association most recent, willing Past President
- 6.2.7 Federation Delegate(s)
- 6.2.8 Association Regional Directors

6.3 Duties of the Board

- 6.3.1 Shall be the legal representative of the Association and shall manage its affairs and establish policies subject to the conditions and limitations prescribed in this Constitution and the Association's Bylaws.
- 6.3.2 Shall receive all committee reports and take appropriate action on recommendations made in these reports where required.
- 6.3.3 Shall adopt an annual budget upon recommendation of the Treasurer of the Association.

6.4 Executive Committee of the Board

- 6.4.1 The Executive Committee shall consist of the President, President-Elect, Secretary and Treasurer.
- 6.4.2 The President of the Association shall be the presiding officer of the Executive Committee.
- 6.4.3 The affairs of the Association may be managed by the Executive Committee, under such rules as the Board of Directors may determine, subject to the specific conditions of this Constitution and the Association Bylaws. The Executive Committee will make recommendations and manage the affairs of the Association between meetings of the Board of Directors.

ARTICLE 7.0 OFFICERS

7.1 The officers of the Association shall be President, President-Elect, Vice-President, Secretary, and Treasurer.

ARTICLE 8.0 AMENDMENTS

8.1 Initiation

8.1.1 Amendments to the Constitution may originate in the Executive Committee and/or Board of Directors or may originate through them upon petition of 150 or more eligible voting members of the Association. All proposed amendments shall be submitted in writing to the Board.

8.1.2 The Federation must approve the Member Association Constitution and any revision(s).

8.2 Adoption – Amendments may be adopted by either 8.2.1 or 8.2.2

8.2.1 Amendments to this Constitution may be made by a majority two-thirds (2/3) affirmative vote of the eligible voting members present at an annual meeting. The Secretary shall send notices and a complete list of all amendments, on the instruction of the Board of Directors, to each member at least thirty (30) days before they are to be voted upon. Publication of amendments in the PNCWA Newsletter will be considered adequate notification, provided it is sent forty-five (45) days prior to the balloting. Verifiable electronic notification may be used as a substitution for mailed notices, if approved by the Board.

8.2.2 The Secretary may send a proposed amendment to each eligible member for the purpose of voting by letter ballot. The returned letter ballot shall be postmarked no later than thirty (30) days following the mailing of the proposed amendment. A two-thirds (2/3) affirmative vote of the letter ballots cast is required for adoption. Verifiable electronic notification and voting processes may be used as a substitution for mailed notices and ballots, if approved by the Board.

8.2.3 An amendment approved by the Association membership shall be immediately sent to the Federation for review and approval. Nonetheless, amendments that have been approved by the Association membership shall be in effect while pending Federation approval.

ARTICLE 9.0 LIMITATION OF ACTIVITIES

- 9.1 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).
- 9.2 No part of the net earning of the Association shall inure to the benefit of or be distributable to its members, Board of Directors, officers or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for expenses incurred.
- 9.3 The Association shall not participate in or intervene in any political campaign on behalf of any candidate for public office.
- 9.4 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).

ARTICLE 10.0 DISPOSITION OF ASSETS UPON DISSOLUTION

- 10.1 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 Board of Directors.

ARTICLE 11.0 INDEMNIFICATION

- 11.1 Entitlement
- 11.1.1 The Association shall indemnify any past or present Board Member, Committee Member, Volunteer, or Employee, hereinafter designated as Director, of the Association against legal expenses and liabilities reasonably incurred or imposed on the Director in connection with serving the Association. The provisions of this Article shall also apply to the legal representatives of the deceased persons who were Directors. A Director's rights hereunder shall not be assignable without the prior written consent of the Association

11.2 Limitations

11.2.1 The Association shall not indemnify any Director if it is determined by the Association that the Director has:

- a) engaged in fraudulent, criminal, malicious, or knowingly wrongful conduct;
- b) gained personal profit or advantage which is either in breach of the Director's fiduciary duty to the Association or represents a conflict of interest with the Association;
- c) breached a professional duty by reason of any negligent act, error, or omission committed in the performance of professional duties unrelated to the Association;
- d) not acted in good faith;
- e) engaged in an act which constitutes false arrest, wrongful detention, wrongful entry, wrongful eviction, a violation of the right to privacy and/or immoral, licentious or sexual behavior intended to lead to or culminate in any sexual act; or
- f) violated the provisions of the Employee Retirement Income Security Act of 1974 or similar Federal legislation.

11.2.2 The Association shall indemnify a Director only if the Association determines the Director acted reasonably, in good faith, in a manner not opposed to the best interests of the Association and had no reason to believe his/her actions were unlawful.

11.2.3 Indemnification shall be limited according to the terms of insurance policies held by the Association.

11.3 Applicable Law

11.3.1 The foregoing right of indemnification shall be in addition to and not necessarily exclusive of all other rights accorded by applicable law.

11.4 Insurance

11.4.1 The Association shall purchase and maintain a General Liability insurance policy and a Directors and Officers Liability insurance policy to protect itself and its Directors.

BYLAWS
of the
PACIFIC NORTHWEST CLEAN WATER ASSOCIATION

ARTICLE 1.0 MEMBERSHIP CLASSIFICATION

1.1 Membership Classes

1.1.1 Professional Member.

- Academic
- Executive
- Professional Wastewater Operations
- Student
- Young Professional

1.1.2 Corporate Member.

1.1.3 Dual Member

1.1.4 Life Member.

1.1.5 Federation Member.

1.1.6 PNCWA Only Member

1.1.7 Utility Member.

1.1.8 Affiliates

1.2 Professional Member

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 Water Environment Federation (Federation) and the Pacific Northwest Clean Water Association (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 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 Professional membership class.

1.3 Corporate Member

1.3.1 Qualifications

1.3.1.1 Any company engaged or interested in the advancement of knowledge relating to the objectives of the Federation and the Association.

1.3.2 Rights and Privileges

1.3.2.1 Shall be entitled to one representative who shall have all the rights and privileges of a Professional Member. The representative may be changed by written notice to the Secretary of the Association.

- 1.4 Dual Member
 - 1.4.1 Qualifications
 - 1.4.1.1 A Dual Member shall be a person whose residence or place of business is outside of Idaho, Oregon and Washington and who a Member in good standing of any other Member Association of the Federation.
 - 1.4.2 Rights and Privileges
 - 1.4.2.1 A Dual Member shall have the rights and privileges of a Professional Member except for voting and holding office.
- 1.5 Life Member
 - 1.5.1 Qualifications
 - 1.5.1.1 A person who has been a Professional Member, representative of a Corporate or Associate Membership of the Water Environment Federation, and a member of the Association. The number of years to qualify for an Association Life Membership shall be the same as the current WEF qualifications and as they may change in the future.
 - 1.5.2 Rights and Privileges
 - 1.5.2.1 Shall pay Association dues in the same proportion as those of the WEF and as they may change in the future. Shall receive, without additional cost, those publications of the Association that the Board of Directors designates for the member class to which the member belonged at the time of transferring to Life Member.
- 1.6 Federation Honorary Members and Federation Life Members
 - 1.6.1 Qualifications
 - 1.6.1.1 Federation Honorary Members and Federation Life Members are eligible to apply for Professional membership in the Association if they reside in or if their place of business is in Idaho, Oregon, or Washington.
 - 1.6.2 Rights and Privileges
 - 1.6.2.1 Federation Honorary Members and Federation Life Members accepted as Professional Members shall have all the privileges of such membership class.
- 1.7 PNCWA Only Members
 - 1.7.1 Qualifications
 - 1.7.1.1 Certified operators engaged in the day-to-day operation of a wastewater utility.
 - 1.7.1.2 Employees of any public regulatory agency.
 - 1.7.1.3 Retired PNCWA Only members and other special cases as approved by the Board of Directors.
 - 1.7.2 Rights and Privileges
 - 1.7.2.1 Shall be members of the Association only and not members of the Federation.

- 1.7.2.2 Shall be entitled to mailings, publications, products and services as approved by the Board of Directors for PNCWA Only members. No Federation services shall be provided to PNCWA Only Members.
- 1.7.2.3 Shall not be entitled to vote or hold office in the Association or hold the offices of President or Secretary/Treasurer in a Section.

1.8 Utility Membership

1.8.1 Qualifications

- 1.8.1.1 Any Publicly owned agency participating in water quality preservation or restoration, pollution prevention or control, or any services related thereto.

1.8.2 Rights and Privileges

- 1.8.2.1 All Utility employees shall have the rights and privileges as determined by the Board of Directors.
- 1.8.2.2 One representative from the Utility will be listed with the Association as the official contact for the Utility.
- 1.8.2.3 The representative may be changed at the annual renewal date of the Utility Membership on written notice to the Secretary of the Association without any action of the Board.

1.9 Affiliates

1.9.1 Qualifications

- 1.9.1.1 Any individual who is a member of any Association Section as defined by ARTICLE 11.0 of these Bylaws.

1.9.2 Rights and Privileges

- 1.9.2.1 Shall be members of the Section only and affiliated with the Association through the Section's membership in the Association.
- 1.9.2.2 Shall be entitled to Association products and services as approved by the Board of Directors for Section members. No Federation services shall be provided to Affiliates.
- 1.9.2.3 Shall not be entitled to vote or hold office in the Association or hold the offices of President or Secretary/Treasurer in the Section.

ARTICLE 2.0 DUES

2.1 Payment of Dues

- 2.1.1 For each Membership classification, the annual dues shall include the current dues as established by the Federation, and the annual Association dues as established by the Board of Directors. For PNCWA-Only Members and Utility Membership, the annual dues shall be as established by the Board of Directors.
 - 2.1.1.1 The Federation Executive Director shall bill annual dues for all Members. Dues for PNCWA Only Members and Utility Membership shall be billed by the Association Secretary, or a representative designated by the Secretary. Annual dues shall be payable within one month after a Member's anniversary date.

2.1.1.2 Dues are payable for a twelve (12) month period beginning with the first date of membership which is defined as the anniversary date.

2.2 Subscription Included in Dues

2.2.1 All Members, except PNCWA Only Members and Utility Membership, certified to the Federation by the Association shall be entitled to such publications of the Federation as may be approved 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 for the appropriate membership class.

2.3 Arrears

2.3.1 Association Members whose dues shall not have been paid within one (1) month after the anniversary date shall be given notice of such default by the Federation Executive Director. If the dues remain unpaid sixty (60) 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.

2.3.2 PNCWA Only Members and Utility Memberships whose dues shall not have been paid within one (1) month after the anniversary date shall be given notice of such default by the Association Secretary, or a representative designated by the Secretary. If the dues remain unpaid sixty (60) days after such notice, the members in default may be removed from the roll of the Association by the Board of Directors.

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 of Directors.

ARTICLE 3.0 ADMISSION AND EXPULSION

3.1 Admission

- 3.1.1 Any person or organization desiring to become a Member of the Association shall make application on a blank form provided by the Association or the Federation. Such application may be forwarded to the Secretary of the Association or directly to the Federation and accompanied by cash, check, money order, or electronically in the amount of current dues. Applications for membership will be reviewed according to the policies established by the Board of Directors.
- 3.1.2 There shall be no admission fee.
- 3.1.3 Where there is no question of the eligibility of the applicant for membership in the classification sought, the Secretary may accept the application and so notify the applicant. Where there is question of eligibility for Membership, the application shall be submitted to the Board of Directors, in which a majority vote shall be required for approval.

3.2 Expulsion

- 3.2.1 Any member may be expelled from the Association for good and sufficient reason by two-thirds (2/3) vote of the Board of Directors.
- 3.2.2 Any officer may be expelled from the Board for good and sufficient reason by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE 4.0 OFFICERS AND OTHER MEMBERS OF THE BOARD OF DIRECTORS

4.1 Duties and Functions

4.1.1 President

- 4.1.1.1 Shall be an Officer of the Association.
- 4.1.1.2 General supervision of the affairs of the Association.
- 4.1.1.3 Presides at meetings and conferences of the Association, Board of Directors and Executive Committee during the year following the Annual Meeting at which elected.
- 4.1.1.4 Shall be ex-officio member of the committees of the Association, other than the Nominating Committee and appoints members to committees per the Policies and Procedures Manual, where membership is not otherwise specified in the Bylaws.
- 4.1.1.5 Perform such other duties as may be assigned by the Board of Directors.

4.1.2 President-Elect

- 4.1.2.1 Shall be an Officer of the Association.
- 4.1.2.2 Assist the President in the performance of prescribed duties.

- 4.1.2.3 Perform the duties of the President in the absence of the President or in the event that the President is unable, for any reason, to carry on with such duties.
 - 4.1.2.4 Be an ex-officio member of assigned committees of the Association and shall report committee activities to the Board of Directors.
 - 4.1.2.5 Perform such other duties as may be assigned by the Board of Directors.
- 4.1.3 Vice-President
- 4.1.3.1 Shall be an Officer of the Association.
 - 4.1.3.2 Assist the President and the President-Elect in the supervision of the affairs of the Association and perform the duties of the President and/or President-Elect if they are unable.
 - 4.1.3.3 Be an ex-officio member of assigned committees of the Association and report committee activities to the Board of Directors.
 - 4.1.3.4 Shall act as the Association Parliamentarian.
 - 4.1.3.5 Perform such other duties as may be assigned by the Board of Directors
- 4.1.4 Past President
- 4.1.4.1 Assist the President and the President-Elect in the supervision of the affairs of the Association and perform the duties of the President if the President-Elect and Vice-President are unable.
 - 4.1.4.2 Be an ex-officio member of assigned committees of the Association and shall report committee activities to the Board of Directors.
 - 4.1.4.3 Perform such other duties as may be assigned by the Board of Directors.
- 4.1.5 Federation Delegate
- 4.1.5.1 Represent the Association in the conduct of all business by the House of Delegates (HOD) of the Federation.
 - 4.1.5.2 Attend all Association Board meetings and Federation HOD functions.
 - 4.1.5.3 Perform such other duties as may be assigned by the Board of Directors
- 4.1.6 Secretary
- 4.1.6.1 Shall be an Officer of the Association.
 - 4.1.6.2 Serve as the Registered Agent of the Association and operate under the general direction of the President and the Board of Directors.
 - 4.1.6.3 Prepare the agenda for, and attend all meetings of, the Board of Directors. Record and distribute the proceedings of such meetings to the Board of Directors.
 - 4.1.6.4 Prepare and mail notices of regular and special meetings, proposed amendments, and/or modifications to Association's Constitution and Bylaws, Articles of Incorporation, and other related documents and activities as directed by the President and Board of Directors.
 - 4.1.6.5 Manage and maintain current and historical records and files of the Association, including lists of Committees, Award recipients, current and past members of the Association.
 - 4.1.6.6 Annually update and notify appropriate Federal, State, and local agencies of changes in the names of the officers of the Board of Directors.
 - 4.1.6.7 Present a report of the prior year's Annual Meeting minutes at the Annual Meeting of the Association.

- 4.1.6.8 Ensure that the operations and activities of the Association and Board of Directors are conducted in accordance with established operating procedures and provisions of the Constitution, Bylaws, and Articles of Incorporation. Develop knowledge and understanding of such documents and ensure that changes, modifications, and amendments to these documents are properly prepared and filed as required by applicable laws and the House of Delegates of the Federation.
- 4.1.6.9 Perform such other duties as may be assigned or directed by the Board of Directors.
- 4.1.6.10 Coordinate position activities with that of the Treasurer.
- 4.1.7 Treasurer
 - 4.1.7.1 Shall be an Officer of the Association.
 - 4.1.7.2 Serve as the financial agent of the Association; operate under the general direction of the President and Board of Directors.
 - 4.1.7.3 Bonding
 - 4.1.7.3.1 Upon nomination and approval by the Association, but prior to commencing the Duties as Treasurer, the Treasurer shall provide to the Board of Directors a Surety Bond naming the Association as the beneficiary. The Bond shall be in a format acceptable to the Association for the purpose of protecting the Associations financial assets in the event an act of willful malfeasance, intentional misconduct, theft by taking, theft by deception or any violation of law on the part of the Treasurer resulting in the unrecoverable loss of all or any portion of the Associations financial assets.
 - 4.1.7.3.2 The bonded amount shall be not less than 150% of the amount of the Association's total assets as reported during the most recent audit committee's report.
 - 4.1.7.3.3 Cost for procuring and maintaining coverage of the bond shall be paid by the Association for a term of not less than one calendar year. The address for the giving of notices associated with the bond or any notice of cancellation, or alteration of the bond shall be that of the Registered Agent of the Association, provided that the Registered Agent is not the Treasurer or other Officer who is bonded.
 - 4.1.7.3.4 Any Officer(s) other than the Treasurer, who by action of the Board of Directors, is authorized to access, disburse, collect, transfer or manage any cash, cash equivalent or any financial instrument, security, note, certificate of deposit or any other financial asset owned by the Association shall, prior to conducting such duties, be named on the Bond and bound in the same manner as the Treasurer. Costs for the additional bonded individuals shall be paid for by the Association.
 - 4.1.7.4 Properly manage and ensure that:
 - 4.1.7.4.1 Monies due to the Association are collected carefully and without loss and are deposited and transferred to the Association's proper accounts and custody.

- 4.1.7.4.2 Expenditures are properly recorded and entered in the records of the Association.
- 4.1.7.4.3 Bills and vouchers are proper and in order.
- 4.1.7.4.4 Revenues and membership dues are collected, either by means of the Federation billing system or directly.
- 4.1.7.5 Sign or see to the signing of checks and drafts against accounts and funds of the Association, according to procedures established or approved by the Board of Directors.
- 4.1.7.6 Prepare and forward to the Board of Directors quarterly financial summaries of accrued income and expenses consistent with the annual financial statement and budget.
- 4.1.7.7 Present at the Annual Meeting of the Association an annual financial statement and audit of income and expenses and accounting records of the Association as of September 30th of the previous fiscal year, and as of the end of the month of the preceding Annual Meeting. Such records and statements shall be made available for audit annually by the Audit Committee assigned by the Board of Directors.
- 4.1.7.8 Consult with the Board of Directors as to the custody and investment of funds and preparation of an annual budget. Prepare draft budget summary sheet for presentation at the Annual Meeting.
- 4.1.7.9 Ensure and see that all tax and accounting forms are properly prepared and filed as required by appropriate laws. Annually update appropriate Federal, State, and local agencies of any changes in the names of the Officers of the Board of Directors or status of the Association as required by law.
- 4.1.7.10 Perform such other related duties as may be assigned by the Board of Directors.
- 4.1.7.11 Coordinate position activities with that of the Secretary.

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 (1) year, which term shall start immediately following the close of the Association's Annual Meeting, at which the election of officers is conducted, and continue until their successors qualify. Such officers shall not be eligible to succeed themselves in consecutive full terms, excepting the offices of the Secretary and the Treasurer.
- 4.2.2 The terms of office of the Secretary and the Treasurer shall be for approximately two (2) years, which term shall start immediately following the close of the Association's Annual Meeting, at which the election of officers is conducted, and continue until the successor qualifies. The Treasurer may serve one (1) year as Treasurer-Elect prior to serving his/her two (2) year term.
- 4.2.3 The term of the Federation Delegate(s) shall be for approximately three (3) years as determined by the Annual Meetings of the Federation. The Delegate(s) shall not be eligible to succeed themselves in consecutive full terms.

4.3 Nominations and Elections of Officers

4.3.1 Nominations

4.3.1.1 Nominations for President, President-Elect, Vice-President, Secretary, and Federation Delegate for the following year shall be received and considered by the Nominating Committee. Nominations for Treasurer shall be received one (1) year in advance by the Nominating Committee. The Committee shall report to the President and the Secretary at least thirty (30) days prior to the annual meeting of the Association, its selection of one or more candidates for each office required to be filled. Nominees shall have signified their willingness to serve.

4.3.1.2 The Chair of the Nominating Committee shall transmit the report of the Nominating committee to the Association membership at the annual meeting. Nominations may be made from the floor at the Annual Meeting by eligible voting members present.

4.3.2 Election and Voting.

4.3.2.1 The eligible voting members of the Association shall elect officers at the Annual Meeting by a majority vote.

4.3.2.2 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.

4.3.2.3 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.

4.3.2.4 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-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 officer position for one full term of office.

4.3.3 Vacancy of Office.

4.3.3.1 In the event that a vacancy in any office occurs due to resignation, termination of membership, disability, or death, or in the case of non-bondability of the Treasurer, the Board of Directors shall within forty-five (45) days declare the office vacant and appoint an eligible Voting Member to fulfill the responsibilities of the office until election of officers at the next Annual Meeting.

ARTICLE 5.0 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 Most Recent, Willing, Association Past-President.
- 5.1.7 Federation Delegate(s)
- 5.1.8 Association Regional Directors

5.2 Presiding Officer

- 5.2.1 The President of the Association shall be the Presiding Officer of the Board of Directors, hereinafter designated as 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 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.
- 5.4.5 Shall adopt an annual budget.
- 5.4.6 Shall meet at least once each year at the time of the Annual Meeting.

ARTICLE 6.0 COMMITTEES

6.1 General

6.1.1 In addition to the Committees provided for in Article 6 of these 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.

6.1.2 The President shall be an ex officio member of all committees.

6.2 Nominating Committee

6.2.1 Shall include the most recent available Past President, the current President-Elect, and the Regional Directors.

6.2.2 The Past President shall be Chair of the committee and will appoint the Vice Chair.

6.2.3 Shall nominate candidates for the offices of President, President-Elect, Vice President, Treasurer, Secretary, and Federation Delegate.

6.2.4 Shall openly solicit nominations by articles in the Newsletter, at meetings of the Board, and at Regional/Section meetings.

6.2.5 Shall maintain an active file on all nominated candidates and organize by State.

6.2.6 Shall make every reasonable effort to rotate the PNCWA President amongst all states represented by the Association and attempt to produce nominations that result in the President residing in the state that hosts the Annual Conference in the year of his/her presidency.

6.2.7 Shall interview the top three candidates, as determined by the committee, review responsibilities and commitments for offices being considered with them and obtain candidates' consent to be nominated.

6.2.8 Shall present the nominations during the Annual Business Meeting at the Association Annual Conference for a vote of the eligible members present.

6.3 Annual Conference Committee

6.3.1 The President shall appoint an Annual Conference Committee to plan the Association Annual Meeting. The Annual Conference Committee will consist, as a minimum, of the Program Committee Chair, Conference Chair, and the Manufacturers' Committee Chair. The committee shall be chaired by the Conference Chair who will be appointed by the President.

- 6.4 Audit Committee
 - 6.4.1 Shall include the Treasurer, one Past President that is not currently serving as a member of the Board, and one At-Large member not currently serving as a member of the Board, appointed by the President. The Past President shall serve as Chair.
 - 6.4.2 Shall audit the financial records of the Association and shall report to the Board at the annual meeting of the Association, on the Association's financial status.
- 6.5 Constitution and Bylaws Committee
 - 6.5.1 Shall include, at a minimum, a current or former Federation Director, Past President, one Regional Director and Secretary. Shall review, and if needed, prepare, all proposed amendments to the Association Constitution and Bylaws for consideration by the Board.
- 6.6 Committee Guidelines
 - 6.6.1 Committee Chairs shall be appointed annually by the President, with approval of the Board, except as provided otherwise in this document.
 - 6.6.2 Each committee's charge and need for continuation shall be reviewed by the Board once every four years. No committee shall be continued for more than four years without affirmative action by the Board.
 - 6.6.3 Each committee's charge shall be developed by the committee with direction from the Board and revised from time to time as appropriate. The committee charge will take effect with the advice and consent of the Board.
 - 6.6.4 Each committee shall develop an action plan and budget which shall be submitted to the Board for approval.
 - 6.6.5 Each committee shall have a Chair and a Vice Chair, each of whom shall be a member of the Federation and the Association.

ARTICLE 7.0 PUBLICATIONS

- 7.1 Publications of the Association shall be issued under the direction of the Board.

ARTICLE 8.0 STUDENT CHAPTER

8.1 Student Chapters

8.1.1 Qualifications

- 8.1.1.1 Any student Chapter, consisting of at least five persons, may be granted charter membership in the Association by majority vote of the Association Board provided:
 - 8.1.1.1.1 Its objectives are in harmony with the purposes of the Association and the Federation;
 - 8.1.1.1.2 The Constitution and Bylaws of this applicant chapter have been certified by the Association as being in harmony with those of the Association and of the Federation; and

8.1.1.1.3 The Student Chapter has been recommended for membership to the Federation by the Association.

8.1.2 Organization and Privileges

8.1.2.1 The Student Chapter will be issued a Federation charter following recommendation by the Association and approval by the Federation House of Delegates.

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

8.1.2.3 A Facilitator for the Student Chapter shall be appointed by the Association. The Facilitator shall be an Active or PWO Member of the Association and the Federation and shall be an advisor to the Student Chapter.

8.1.2.4 Officers and members of the Student Chapter shall be Student Members of the Association and of the Federation.

8.1.2.5 The Student Chapter shall submit an annual report to the Student Activities Committee of the Association at the Annual Meeting of the Association.

8.1.3 Authority

8.1.3.1 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.

ARTICLE 9.0 MEETINGS

9.1 Annual Conference and Annual Meeting

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

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

9.1.3 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.

9.2 Special Meetings

9.2.1 Special meetings of the Association may be held at such other times and places as requested by the Board, or upon petition of 150 Eligible Voting Members.

9.3 Notices

9.3.1 Notices of Annual Conferences and Special Meetings of the Association shall be sent out to members by the Secretary, or under his/her supervision, at least thirty (30) days in advance of any conference or meeting.

9.4 Board Meetings

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

9.4.2 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.

9.4.3 A minimum of two weeks notice of meeting shall be required for any meeting of the Board, unless the President declares the meeting to be of an urgent nature. Meeting notice shall be in writing, which form shall include fax, or electronic email. A quorum is required of meetings of an urgent nature.

9.5 Roberts Rules of Order

9.5.1 At the option of the President, meetings shall be conducted in general accordance with the latest edition of Robert's Rules of Order Newly Revised. The Vice President shall act as the Parliamentarian. Except as otherwise provided in this document, all questions shall be decided by a majority vote of the Board.

9.6 Failure to Attend Board Meetings

9.6.1 Board members are expected to attend all duly convened meetings of the Board.

9.6.2 If a Board member fails to attend at least 75% of Board meetings in each year of office, or is absent from 2 consecutive meetings, his/her office shall become vacant at the discretion of the Board. In the event that a vacancy in any office occurs, the Board shall within forty-five (45) days declare the office vacant and appoint an eligible Voting Member to fulfill the responsibilities of the office until election of officers at the next Annual Meeting.

9.6.3 At the discretion of the President, the imposition of this rule may be waived due to extenuating circumstances. The Minutes shall reflect any excused absence.

ARTICLE 10.0 REGIONS

10.1 Boundaries

10.1.1 Regions shall be formed within the boundaries of the Pacific Northwest Clean Water Association, conforming to the following areas:

10.1.1.1 Idaho Region: The geographic boundaries of the State of Idaho.

10.1.1.2 Oregon Region: The geographic boundaries of the State of Oregon.

10.1.1.3 Western Washington Region: The combined existing boundaries of the Northwest Washington, Puget Sound, Olympic Peninsula, and Southwest Washington sections.

10.1.1.4 Eastern Washington Region: The combined existing boundaries of the Columbia Basin, Yakima Valley and Inland Empire sections.

10.2 Membership

10.2.1 PNCWA members, as defined in Section 1 of these Bylaws, residing within the geographical boundaries of the Region shall automatically be members of the Region.

10.3 Region Officials

10.3.1 Each Region shall include a Regional Director and an Executive Committee which is representative of all active Sections in the Region.

10.3.2 The Regional Director shall act as the Executive Officer for the Region and shall serve as a member of the Association Board.

- 10.3.3 The Regional Director shall be an Active or PWO member of the Association and the Federation.
- 10.3.4 The Regional Director shall be elected by members of the Region, at the Region's Annual Meeting.
- 10.3.5 Annual Meetings will normally be held in the spring and term of office will commence at the following Association Annual Meeting in the fall and be concurrent with other Association Officers for a term of three (3) years.
- 10.3.6 The Regional Director shall present a report on the activities of the Region to the Association Board at the Annual Meeting of the Association.

10.4 Region Constitution and Bylaws

- 10.4.1 The Constitution and Bylaws for the Region shall be submitted to the PNCWA Secretary who shall refer them to the Association Board for review and adoption.
- 10.4.2 Modifications to the Region's Constitution and Bylaws shall be submitted to the Secretary of the Association for approval by the Board within sixty (60) days after its adoption by Region. The Association Board shall review and respond within six (6) months or the modifications shall be considered approved.

ARTICLE 11.0 SECTIONS

11.1 Qualification

- 11.1.1 Any regional affiliation of individuals representing wastewater treatment or collection systems, industrial waste facilities or organizations whose objectives are in harmony with those of the Association may be granted membership in the Association as a Section by a majority vote of the Region Executive Board and the Association Board.
- 11.1.2 Section governance shall be through the Regions and operated under the Region's Constitution.
- 11.1.3 Sections shall have their own Bylaws, which must be approved by the Region Executive Board and the Association Board and certified as being in accord with Article 3 of the Constitution of the Association.
- 11.1.4 Membership in a Section need not be restricted to those who are members of the Association but all Section members are Affiliates of the Association.
- 11.1.5 The President and Secretary-Treasurer shall be members of the Federation and the Association.
- 11.1.6 Sections may collect only their own Section dues.
- 11.1.7 Any Section may be excluded from the Association by a majority vote of the Association Board, for any change in its Bylaws or objectives that may bring it into conflict with the Constitution of the Association or its general objectives.

11.1.8 Modifications to the existing Bylaws of a Section shall be reported to the Secretary of the Association within thirty (30) days after adoption by the Section. Such modifications shall be approved by the Region's Executive Board and the Association Board before taking effect. After receiving proposed modifications which have been approved by the Region's Executive Board, the Association Board shall review and respond within six (6) months or the modifications shall be considered approved.

11.2 Section Officials

11.2.1 Sections shall have a President and Secretary-Treasurer at a minimum.

11.2.2 Section Officials and their duties shall be specified in the Section Bylaws.

ARTICLE 12.0 AMENDMENTS

12.1 Initiation

12.1.1 Amendments to the Bylaws may originate in the Board of Directors, or may originate through the Board of Directors upon petition of twenty-five (25) or more Eligible Voting Members of the Association.

12.2 Adoption

12.2.1 Notice of proposed amendments shall be sent by the Secretary to each member of the Association or have been published in the Newsletter at least thirty (30) days before it is to be voted upon for the purpose of information and opportunity to comment to the Board. A comment form shall be included with the proposed amendment with instructions on returning the form to the Board prior to action by the Board on the Amendment.

12.2.2 Amendments to the Bylaws shall be approved by a minimum two-thirds affirmative vote of the members of the Board present, providing a quorum exists.

12.2.3 An amendment approved by the Board shall be immediately sent to the Federation for review and approval. Nonetheless, amendments that have been approved by the Association membership shall be in effect while pending Federation approval.

ARTICLE 13.0 INDEMNIFICATION AND LIABILITY

13.1 The Association shall indemnify and hold harmless each Member and Officer, as defined in Articles 1.0 and 4.0 of this document, against any and all expenses and liabilities, including attorney's fees, or any settlement thereof, incurred by or imposed upon any Officer or Member arising out of any proceeding to which the Officer or Member is a party or may become involved solely by reason of being or having been a Member, Officer, 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.

13.2 The Association shall eliminate all personal liability of its Board of Directors Members for any breach of fiduciary owed to the Association, except in such cases wherein such Board of Directors Member is adjudged guilty of willful malfeasance, acts or omissions in bad faith, intentional

misconduct, known violation of law, loans to any officer or any transaction where an officer obtained an improper personal benefit.

- 13.3 The Association shall eliminate all personal liability of its Officers or Members for any personal injury to any person or property arising out of a tort, except in the event that the Member or Officer was personally involved in the tort, or committed a criminal act.