

Water Environment Federation® (WEF®) Bylaws

Approved by WEF Membership June 2020

1. Name

The name of this corporation shall be the Water Environment Federation, hereinafter designated as WEF.

2. WEF Purpose

WEF is organized for the advancement of fundamental and practical knowledge to equip its members for the preservation and enhancement of the global water environment by protecting public health and the environment.

3. Board of Trustees

3.1. **Authority.** The Board of Trustees (hereinafter designated as the "Board") is the governing body of WEF and holds legal authority and fiduciary responsibilities on behalf of WEF and its membership. The Board is responsible for the governance, oversight control, and strategic direction of WEF under such rules as the Board may determine, subject to the specific conditions of these Bylaws.

3.2. **Composition.** The Board consists of a minimum of 12 and a maximum of 15 Trustees, including the Officers which are the President, Past President, President-Elect, Vice President, Treasurer, and Secretary. The number of Trustees is set according to Board Policy and Procedures. Members of the Board are designated "Trustees". The Executive Director serves on the Board ex-officio, without vote, and shall serve as its Secretary. Trustees shall be members in good standing of WEF.

3.3. Duties

- 3.3.1. Set and advance WEF's Strategic Direction.
- 3.3.2. Develop, adopt and report to the full membership on an annual budget to implement the strategic plan, and oversee the budget during the fiscal year.
- 3.3.3. Set the dues for WEF membership.
- 3.3.4. Authorize annually the expenditure of funds for the operation of WEF and for other specific purposes.
- 3.3.5. Create and dissolve WEF communities, committees, task forces, and volunteer groups. Approve the appointment of the Community Leadership Council (hereinafter designated as the CLC) Chair and Vice-Chair in accordance with section 5.3. Provide general direction to volunteer WEF Standing Communities and Committees, except for the House of Delegates (hereinafter designated as the "House") committees.

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- 3.3.6. Represent WEF at Member Association Annual Conferences, Specialty Conferences, International Conferences, and with other partner organizations, as needed.
- 3.3.7. Select, hire, evaluate, oversee and establish contract terms for the Executive Director.

3.4. Nomination and Election of Trustees and Officers

- 3.4.1. **Nomination procedure.** WEF's Nominating Subcommittee shall receive nominations for Trustees and the Vice President each year for terms beginning at the conclusion of the WEF annual conference. Nominations for the Treasurer shall be received every three years. Nominations shall be received for President and President-Elect if there is a vacancy in either of these offices that cannot be filled by the normal automatic succession process. Vacancies shall be fulfilled in accordance with procedures established by the Board.
- 3.4.2. **Board consideration.** The Board shall consider and accept the Nominating Subcommittee report for Trustee and Officer nominations.
- 3.4.3. **House consideration.** The Secretary shall submit the Trustee and Officer nominations accepted by the Board to the House. The House shall consider and confirm the Trustees. The House shall elect the Officers, other than the Secretary/Executive Director, by a majority vote.

3.5. Officer Authority

- 3.5.1. The President shall have leadership oversight of the affairs of WEF.
- 3.5.2. The President-Elect and Vice President shall assist the President in the performance of prescribed duties as delegated by the President.
- 3.5.3. In the absence of the President, the President-Elect shall act. In case the President-Elect cannot act, the Vice President shall do so. In case the Vice President cannot act, the latest living Past President shall do so. The Board shall appoint one of its members to act if the latest living Past President cannot do so.
- 3.5.4. The Treasurer shall serve as the Board advisor with respect to the funds of WEF.

3.6. Terms

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- 3.6.1. **Vice-President, President-Elect, President, Past President.** The Vice-President shall serve a term of one-year, beginning at the conclusion of the WEF annual conference. The Vice-President shall automatically succeed to the office of President-Elect for a one-year term, then to the office of President for a one-year term, and finally to the office of Past President for a one-year term. Individuals are limited to one full-term in the office of President, President Elect, and Vice-President with the exception of an individual appointed to fill a vacancy who may serve for the unexpired term in office which they fill, and an additional one-year term in the office.
- 3.6.2. **Treasurer.** The Treasurer shall serve a term of three years. The term shall begin at the conclusion of the WEF annual conference. The Treasurer may be elected to serve a second full three-year term plus any partial term for which the individual may have been elected or appointed.
- 3.6.3. **Secretary.** The Executive Director shall serve as the Secretary throughout the term of his/her contracted service to the organization.
- 3.6.4. **Trustees.** Non-officer Trustees shall have three-year staggered terms to provide continuity that will commence at the conclusion of the WEF annual conference. If additional non-officer Trustees are added to the Board their terms will be as stipulated in the Board policy and procedures.

3.7. Removal from Board

- 3.7.1. **Removal.** Any Trustee or Officer except the Executive Director is subject to removal from the Board, with or without cause, at a properly called regular or special meeting of the House with a three-quarters affirmative Delegate vote.
- 3.7.2. **Notice.** The House shall be given prior written notice and any motion to remove a Trustee or Officer from his or her position.
- 3.7.3. **Special meeting for purpose of removal.** A special meeting of the House may be called for the purposes of this section upon, (a) a majority vote of all the Trustees; or (ii) upon written request to the Security by not less than a majority of the House and said Delegates shall be representatives of not fewer than two-thirds of the WEF Member Associations.

3.8. Board Meetings

- 3.8.1. **Number.** The Board shall meet at least three times annually, one meeting to take place in conjunction with the Annual Conference and the others to take place at the call of the President in accordance with notice requirements of these Bylaws.
- 3.8.2. **Notice.** Written notice of all Board meetings shall be issued by the Secretary not less than seven days in advance of such meetings to all Trustees.

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3.8.3. **Quorum.** A quorum of the Board is a majority the Board.

3.8.4. **Voting.**

3.8.4.1. **Voting.** All motions approved by the Board shall consist of the majority of the quorum present.

3.8.4.2. **Participation by Electronic Means.** Any action allowed or required to be taken by the Board shall take place at a duly noticed meeting at which a quorum is present. Trustees and Officers may participate in any meeting through the use of real-time communications technology by which Trustees and Officers may hear, vote and otherwise fully participate in the meeting.

3.9. Board Committees and Task Forces

3.9.1. **Appointments.** The Board committees and task forces shall be established by the President. The Chair, Vice Chair, and members of each committee shall be appointed by the President except as provided otherwise in these Bylaws.

3.9.2. **Committees.** The Board committees are the Audit Committee, Finance Committee, Governance Committee, Nominating Committee, Bylaws Committee, and Ethics Committee, and such additional Board committees as may be established by the Board from time to time.

3.9.2.1. **Audit Committee.** The Audit Committee shall recommend to the Board a firm to provide an annual audit of WEF's financial records; shall review financial and annual audit reports; and shall provide recommendations to the Board on WEF's audit. The Audit Committee shall include the Treasurer and at least two past or current Delegates appointed by the House.

3.9.2.2. **Finance Committee.** The Finance Committee shall develop high level, strategic financial policy recommendations to the Board to ensure WEF is financially sustainable; provide a budget for the Board's consideration and recommend adoption by the Board; and report to the Board, the House, the Committee Leadership Council, and the Membership annually on WEF's financial status. The Finance Committee shall include the Treasurer, WEF's Chief Financial Officer, at least two Trustees, and two Delegates appointed by the House.

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- 3.9.2.3. **Governance Committee.** The Governance Committee shall develop high level, strategic policy recommendations, for adoption by the Board, to ensure effective, efficient, and sustainable WEF governance, including Board succession planning, as necessary to achieve WEF's Mission, Vision, and Critical Objectives. The Governance Committee shall include a minimum of three Trustees including at least two non-Officer Trustees.
- 3.9.2.4. **Nominating Committee.** The Nominating Committee shall (i) recommend Trustee and Officer candidates to the Board for approval and the House to confirm and approve in accordance with Section 3.4 and Board policy and procedures and, (ii) receive and consider nominations for honorary membership that may be proposed by Member Associations or members of the Nominating Committee and shall make recommendations for Board acceptance. The Nominating Committee shall include the most recent living Past President, the current President, one additional non-Officer Trustee and two Delegates appointed by the House.
- 3.9.2.5. **Bylaws Committee.** The Bylaws Committee shall (i) recommend proposed amendments to the WEF Bylaws to the Board; and (ii) examine the Bylaws and revisions thereof of Member Associations to see that they are consistent with WEF objectives and are not in conflict with these Bylaws of WEF, the Board and House policies. The Bylaws Committee shall include at least two current or past Trustees and two current or past House Delegates. The Chair of the Bylaws Committee shall be appointed to a two-year term by the President in consultation with the Speaker of the House.
- 3.9.2.6. **Ethics Committee.** The Ethics Committee shall (i) review complaints submitted alleging a member's violation of the WEF Code of Conduct; (ii) ensure due process for the member to respond to the complaint; and (iii) make determinations as to whether the member violated the WEF Code of Conduct and, if so, make recommendations to the Board as to the disciplinary action(s) which should be implemented as a result of the violation. The Ethics Committee shall include a minimum of three Trustees including at least one non-Officer Trustee.

4. House of Delegates (House)

- 4.1. **Purpose.** The House is the deliberative and representational body of WEF. It advises the Board on matters of strategic direction and public policy development and has authority to confirm and remove Trustees to the extent provided for in the Articles of Incorporation and these Bylaws.

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4.2. **Composition and Qualification.** The House is composed of members, called “Delegates”, appointed or elected from each Member Association, and Delegates-at-large. Delegates shall be members in good standing of WEF.

4.2.1. **Member Association Delegates.** Delegates shall be appointed or elected to the House by each Member Association, in accordance with House Policy and Procedures and the Member Association Bylaws. The number of Delegates appointed or elected from each Member Association is provided in the procedures established by the House. Member Associations shall retain rights to be represented by Delegates provided the Member Association Bylaws are in harmony with WEF Bylaws. Any Member Associations whose Bylaws are not in harmony with the WEF Bylaws may be subject to losing its rights of House representation.

4.2.2. **Delegates-at-Large.** Delegates-at-Large shall be recommended by the House Nominating Committee and confirmed by the House.

4.2.3. **Speaker of the House.** The Speaker of the House shall be appointed per the procedures established by the House. The Speaker of the House is a member of the House and shall serve on the Board ex-officio, without vote.

4.3. **Terms of Office.** The terms of office of Delegates shall be for three years.

4.4. Duties of the House

4.4.1. Shall advise the Board on issues of strategic direction and public policy development.

4.4.2. Shall provide other input to the Board, as requested by the Board.

4.4.3. Shall review the budget report from the Board and provide comments to the Board on its consistency with WEF’s Strategic Plan and other initiatives.

4.4.4. Shall elect the WEF Officers and shall consider and confirm Trustee nominations received from the Board.

4.4.5. May remove Trustees in the manner provided by these Bylaws.

4.4.6. Shall keep their represented constituency informed of key WEF priorities and initiative.

4.4.7. Shall plan and hold meetings each year to provide an opportunity for Member Association Leadership to meet and exchange ideas and information.

4.5. Meetings of the House

4.5.1. **Number.** The House shall meet at least once annually, typically at the Annual Conference.

4.5.2. **Quorum.** A quorum of the House shall consist of a majority of the Delegates.

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- 4.5.3. **Participation by Electronic Means.** Any action allowed or required to be taken by the House shall take place at a duly noticed meeting at which a quorum is present. Delegates may participate in any meeting through the use of real-time communications technology by which Delegates may hear, vote and otherwise fully participate in the meeting.
- 4.5.4. **Written Action.** For the purpose of taking actions allowed or required by these Bylaws, the House may act without a meeting and without a vote, if a consent is in writing, if (i) written notice of the proposed action is delivered to all of the Delegates per procedures established by the House (ii) not less than the minimum number of Delegates that would be necessary to authorize or take such action at a meeting at which a quorum of Delegates entitled to vote thereon were present and voting consent to the action; and (iii) after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to all Delegates entitled to vote.

5. WEF Community Leadership Council (CLC)

5.1. **Purpose:** The CLC facilitates communication and governance for the CLC Communities, Committees, Councils, and CLC Directors, with the Board and the House.

5.2. Composition

- 5.2.1. The CLC is comprised of all of the Chairs and Vice Chairs of WEF's CLC Communities, Committees, Councils, and CLC Directors, and the members of the CLC Steering Committee.
- 5.2.2. The CLC provides representation for all community and committee members.
- 5.2.3. The CLC is led by a CLC Steering Committee that consists of the CLC Chair, CLC Vice-Chair, CLC Directors, a House representative, and one Board representative. The CLC Steering Committee provides oversight of the CLC and is the liaison to the Board and the House.
- 5.2.4. The CLC Chair shall be an ex-officio Board member without voting privileges.

5.3. **Terms of Office.** The terms of office of the CLC Chair and CLC Vice-Chair shall be for two years, which terms shall begin at the conclusion of the WEF annual conference. The CLC Vice-Chair shall be confirmed by the Board, and the CLC Vice-Chair shall automatically succeed to the office of CLC Chair. Any vacancy in the CLC Chair or Vice-Chair shall be filled by confirmation of the Board.

5.4. **Meetings.** The CLC shall meet at least once annually, typically at the Annual Conference

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5.5. **Authority.** The CLC, CLC Directors, Councils, Communities, and Committees of WEF are not authorized directly or indirectly to commit WEF in any way or manner, financially or otherwise, without prior approval by the Board, except as specified in the approved budget or in specific resolutions of the Board.

6. Membership

6.1. **Classifications.** WEF has individual, and organizational (including Member Associations) members, the qualifications, organization and privileges of which are established in accordance with the procedures established by the Board.

6.2. Membership Meetings

The Annual Business Meeting of the Membership is generally held in connection with the Annual Conference.

7. Indemnification

WEF shall indemnify any person who is or has been a Trustee, Delegate, Officer, Committee Member, or Employee (hereinafter "Indemnified Person") of WEF against legal expenses and liabilities reasonably incurred or imposed on the indemnified person in connection with serving WEF. Details regarding limitations of indemnification, procedure, subrogation, surety, applicable law and insurance are in accordance with procedures established by the Board.

8. Amendments to Bylaws

8.1. **Initiation.** Any member in good standing may request a change to the Bylaws by submitting a request to the Board Bylaws Subcommittee.

8.2. **Procedure.** The Bylaws sub-committee shall propose amendments to the Board. Such proposed amendments shall be considered by the Board and if endorsed by the Board, the amendments shall be forwarded to the House for approval.

8.3. **Vote.** These Bylaws may be amended by a majority of the House vote and upon approval shall be made available to the WEF membership.