

**KANSAS WATER ENVIRONMENT ASSOCIATION
CONSTITUTION AND BYLAWS
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KANSAS WATER ENVIRONMENT ASSOCIATION CONSTITUTION AND BYLAWS

1. NAME

- a. The name of this organization shall be the Kansas Water Environment Association hereinafter designated as the KWEA. The KWEA was originally established as a Kansas "Not for Profit" corporation on August 19, 1977 as the "Kansas Water Pollution Control Association" for a period of 25 years. The KWEA was reincorporated as a Perpetual Not for Profit Corporation on November 20, 2002. The KWEA is organized exclusively for charitable, religious and/or educational purposes, including, but not limited to, the purposes and objectives set out in Paragraph 3 of the KWEA's Constitution and Bylaws.

2. AFFILIATION

- a. The KWEA shall be a member association of the Water Environment Federation hereinafter designated as WEF, and shall participate in the activities of that organization. It is the intent that these Constitution and Bylaws of the KWEA shall be in harmony with the Constitution and Bylaws of WEF.

3. PURPOSES AND OBJECTIVES

- a. The KWEA's purposes and objectives shall be in harmony with WEF and will include efforts to:
 - 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) Advance the knowledge and technology in the design, construction, operation and management of water quality systems and facilities.
 - 3) Increase the knowledge and understanding of the earth's water environment, and encourage and promote action necessary for its enhancement.
 - 4) Develop and implement effective delivery mechanisms to rapidly disseminate knowledge concerning the water environment to members and other interested parties.
 - 5) Promote sound policy in matters relating to the water environment.

- 6) Improve the professional status of all personnel engaged in any aspect of protecting and improving the earth's water environment.
- 7) Strengthen and build alliances with organizations throughout the world incorporating members of all professions dedicated to the preservation and enhancement of water quality and water resources.
- 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.
- 9) Serve the international community of water environment professionals.

4. FRANCHISE AREA

- a. The exclusive service area of the KWEA shall consist of the State of Kansas.

5. MEMBERSHIP

a. **Affiliation:** The KWEA is a member association of the Water Environment Federation (WEF) and participates in the activities of that organization.

b. **WEF Membership:** Membership in the KWEA requires membership in the Water Environment Federation (WEF).

c. **Membership Qualifications:** The membership of the KWEA and WEF consists of persons and organizations professionally engaged with or interested in the advancement of knowledge relating to the objectives of the KWEA and WEF. The foundation of Professional Membership is the philosophy that any individual member working in water quality contributes to making the world a better place to live, and is considered a Professional Member. Professional Members must have qualifications as prescribed in WEF Constitution and Bylaws as well as these KWEA Constitution and Bylaws for the membership classification.

d. **Membership Benefits:** Individual Professional Members (*) shall have all of the rights and privileges granted by WEF including the right to vote and hold office, as outlined in WEF Constitution and Bylaws. Group members including Dual, Student, and Corporate memberships.

Direct membership benefits are as outlined in WEF and KWEA membership applications and contained within respective WEF and KWEA Constitution and Bylaws documents. All membership classes except Student and Dual are eligible for Professional Membership benefits as defined by WEF. A Corporate member shall have all of the rights and privileges granted by WEF including the right of its representative to vote, but may be subject to other limitations.

All classes of membership have the opportunity to hold office and participate on KWEA committees other than as indicated by the KWEA Board. Additional benefits may be provided for select membership classes as indicated by WEF.

All membership classes shall receive publications of WEF, as authorized by its Board of Trustees and publications of the KWEA as authorized by the Board.

e. **Membership Voting Eligibility:** All membership classifications shall be considered as "eligible voting members," except students. Student Members are not eligible voting members. Eligible voters shall be granted the limited right to vote to approve amendments to this Constitution and Bylaws. Delegates shall have additional voting rights as set forth in this Constitution and Bylaws. Except as expressly allowed for by this Constitution and Bylaws or required by applicable law, members shall not have the right to vote on any other matters.

6. OFFICERS

a. General

- 1) The elected officers of the KWEA shall be: President, President-Elect, Vice-President, Delegate(s) to serve in WEF House of Delegates, Trustees, PWO Representative to the Board, and a Secretary-Treasurer.
- 2) A Conference Coordinator shall be appointed and shall be an eligible voting member of the Board.
- 3) Additional officers may be appointed at the Board's discretion.
- 4) All officers, elected or appointed shall be eligible voting members.
- 5) The Past President is the most recent, living past president of the Association.
- 6) The President may, at his/her discretion, appoint an Assistant Secretary -Treasurer who shall be an ex-officio, non-voting member of the Board.
- 7) Insufficient participation in KWEA activities, by any officer, may be grounds for removal following a two-thirds vote of the Board.

b. Duties and Functions

- 1) President
 - a) General supervision of the affairs of the KWEA.

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- b) Preside at all conferences and meetings of the KWEA and meetings of the Board.
 - c) Shall be an ex-officio member of all committees, other than the Nominating Committee.
 - d) May appoint the members of select or special committees where membership is not otherwise specified by the Constitution and Bylaws.
 - e) Act as the chair for a Board appointed committee to oversee annual performance evaluation(s) of any paid staff members of the KWEA.
 - f) Perform such other duties as may be assigned by the Board.
- 2) President-Elect
- a) The President-Elect shall perform the duties of the President in the event that the President is unable for any reason to carry on his function and shall serve as chairman of the Program Committee for the KWEA's Annual Conference.
- 3) Vice-President
- a) The Vice-President shall perform the duties of the President-Elect in the event the President-Elect is unable for any reason to carry on his functions.
 - b) In conjunction with the Board, the Vice-President shall conduct an annual review of the KWEA's Long Range Plan to assess its status and/or the need for any changes. If major changes are deemed necessary, a Long Range Planning Committee, with the Vice-President as chair, shall be appointed by the President. The Vice-President shall report committee activities to the Board for further action.
 - c) In conjunction with the Administrative committee, the Vice-President shall conduct an annual review of the Constitution and By Laws. If changes are deemed necessary, the Vice-President shall report to the Board for discussion and further action.
- 4) WEF Delegate(s)
- a) WEF Delegate(s) shall be a member of WEF, represent the KWEA in the conduct of all business by the House of Delegates of WEF, provide liaison between the KWEA and WEF, and shall have a term of service as designated by WEF Constitution and Bylaws.
 - b) WEF Delegate(s) shall advance any issues of the KWEA Board to WEF for consideration and resolution.

- 5) Secretary-Treasurer
 - a) Serve as the Executive Officer of the KWEA, and operate under the general direction of the President and the Board.
 - b) Prepare the agenda for, and attend all meetings of the Board, record, and distribute the proceedings of such meetings to the Board.
 - c) Collect all monies and accounts due to the KWEA. Proper accounts shall be maintained and all expenditures shall be properly entered in the records of the KWEA. All bills and vouchers for payment shall be reviewed for proper order. The Secretary-Treasurer shall sign or see to the signing of checks or drafts against the funds of the KWEA, all according to procedures established or approved by the Board.
 - d) Following the Annual Conference, and in conjunction with the Finance Committee, prepare an annual KWEA budget for review and approval of the Board.
 - e) Following the Annual Conference, and in conjunction with the Scholarship Committee, prepare an audit/summary including projected future awards for review and approval of the Board.
 - f) Provide Board members and the Audit Committee a financial summary of income and expenses reflecting year end balances as of December 31st for the year preceding the Annual Conference plus current balances at the end of the month immediately prior to the Annual Conference. This will include a summary of the Scholarship Fund.
 - g) Work with the Audit Committee to review the KWEA's financial summary for the audit report to the KWEA at the Annual Meeting.
 - h) Maintain records of the KWEA, including a list of members of the KWEA.
 - i) Oversee activities of an Assistant Secretary Treasurer, if appointed, to assist the Secretary-Treasurer in his/her duties.
- 6) Professional Wastewater Operator (PWO) Board Representative
 - a) The PWO Board Representative shall represent Professional Wastewater Operations members and operator training education on the Board.
 - b) The PWO Board Representative shall be a member of the KWEA's Operations and Maintenance Committee.

- 7) Industry Trustee
 - a) The Industry Trustee shall be appointed to the Board to represent manufacturers and manufacturing representatives and shall provide liaison between the manufacturers, manufacturing representatives, and the Board
- 8) Young Professionals Trustee
 - b) The Young Professionals Trustee shall be appointed to the Board to represent the membership, committees, and officers of the Young Professionals and shall provide liaison between the Young Professionals and the Board
- 9) Conference Coordinator
 - a) The Conference Coordinator shall serve on the Board and shall direct the organization and coordination of the Annual Meetings of the KWEA. The Conference Coordinator shall serve as chairman of the Annual Conference Program Committee.
- 10) Past-President
 - a) The most immediate Past-President shall serve on the Board and as the chair for the Nominating Committee.

c. Terms of Office

- 1) The terms of office of the President, President-Elect, Vice-President, and Secretary Treasurer shall be for approximately one year, which term shall start immediately following the close of the KWEA's Annual Meeting, at which the election of officers is conducted, and continue until their successors qualify. Officers who serve full terms shall not be eligible to succeed themselves in consecutive terms, other than the office of Secretary-Treasurer, who may be elected to unlimited, successive terms.
- 2) The term of WEF Delegate(s) shall be 3 years as determined by the Annual Meetings of WEF. The Delegate(s) shall not be eligible to succeed themselves in consecutive terms. When the KWEA has more than one Delegate, it shall have staggered terms of office for the Delegate(s).
- 3) The term of the PWO Board Representative shall be 3 years which shall start following the close of the KWEA's Annual Meeting and continue until his/her successor qualifies. The PWO Board Representative shall not be eligible to serve in consecutive terms. The PWO Representative shall be elected by a majority vote of the Members at the Annual Meeting.

- 4) The Trustee representing Industry shall be appointed by the Board for a term of one year, which shall be defined by the Annual Meeting of the KWEA. The Industry Trustee may succeed themselves in consecutive full terms at the Board's discretion.
- 5) The Trustee representing Young Professionals shall be appointed by the Board for a term of one year, which shall be defined by the Annual Meeting of the KWEA. The Young Professional Trustee may not succeed themselves in consecutive full terms.
- 6) The Conference Coordinator shall be appointed by and shall serve at the discretion of the Board.

d. Nomination and Election or Appointment of Officers

- 1) Prior to the Annual Meeting, a Nominating Committee consisting of the three (3) immediate living past-presidents shall be responsible for the selection of qualified nominees for KWEA governance positions. The most recent past president shall serve as the committee chair. The Nominating Committee shall also oversee the award nominations for WEF Life Membership, Bedell, Hatfield, and Burke awards.

The Nominating committee may also choose to solicit additional nominations from the membership through publication on the KWEA's web site, email solicitation, or by other social media means deemed appropriate. The Nominating Committee shall report all nominations to the Secretary-Treasurer of the KWEA at least 60 days prior to the Annual Meeting and shall recommend at least one name for each elective office about to become vacant, appointees as required, and proposed recipients for WEF awards scheduled for presentation.

The committee chair shall present the nominations to the membership at the Annual Meeting. Following the report of the Nominating Committee to the membership, the President shall call for a vote on each individual nominee. Election shall be determined by majority vote of the eligible voting members present. Nominations from the floor, for the upcoming business year, will not be considered.

- 2) In case of a vacancy in any elective or appointive office, the Board shall fill the unexpired term by appointment. In the case of Delegate(s) Trustee(s), PWO Board Representative, or the Conference Coordinator; the appointment shall be until the next KWEA Annual Meeting, at which time the unexpired term shall be filled by election or appointment.
- 3) The President shall be ineligible for reelection. 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 office for one full term of office.

- 4) The President, at his or her discretion, may appoint an Assistant Secretary-Treasurer who shall be an ex-officio, nonvoting member of the Board.

7. BOARD

a. Responsibilities

- 1) The affairs of the KWEA shall be managed by a Board in accordance with the provisions of the Constitution and Bylaws and such rules as the Board may determine, subject to the specific conditions of this document.
- 2) The President of the KWEA shall be the Presiding Officer of the Board. The Vice-President shall perform this duty in the event the President is unable for any reason to.
- 3) The Board shall schedule periodic meetings as required to conduct and direct the business of the KWEA between Annual Meetings. It shall also meet during the Annual Meeting. A majority of the Board shall constitute a quorum for voting purposes.
- 4) By direction of the Board, any Board member may be requested and/or assigned or perform multiple duties within the KWEA structure, but shall only retain a single voting privilege.
- 5) By direction of the Board, standing and/or special committees may be established to further the purposes and objectives of the KWEA. Establishment of a committee shall include Board guidance with respect to goals, outcomes, budget, and oversight.
- 6) The Board shall conduct an annual, comprehensive review of all KWEA committees including their purpose, structure, responsibilities, duties, membership, and cost. Prior to the Annual Conference, the Vice President shall be responsible for soliciting an annual report from each committee addressing each characteristic and shall provide a summary with recommendations in a written report for the Board for further discussion and action. Based on this annual Board assessment, the Board shall have the discretion to continue or cease operation of any committee.

b. Board membership

- 1) Board membership shall consist of the following

- a) President
- b) President-Elect
- c) Vice-President
- d) Secretary-Treasurer
- e) Past-President
- f) WEF Delegate(s)
- g) PWO Board Representative
- h) Industry Trustee
- i) Young Professionals Trustee
- j) Conference Coordinator

8. DUES AND FEES

a. Payment of Dues

- 1) WEF collects annual WEF and KWEA membership dues for KWEA members who are also WEF members. For each Professional (Individual), Corporate (Group), Student, Professional Wastewater Operations, Retired, and Dual Member, KWEA dues shall be determined by the Board and shall be included with the current dues for each class of membership as established by the Board of Trustees of WEF. The KWEA will receive a fixed amount from the total dues payments. Honorary and Life Members shall pay no KWEA dues.
- 2) Annual dues will be billed directly to KWEA Members by WEF. Dues are delinquent if not received by the member's anniversary date.
- 3) Dues are payable for a 12 month period beginning with the first date of membership that is defined as the anniversary date.

b. Arrears

- 1) KWEA Members, whose dues shall not have been paid within one month after their anniversary date will be provided notice of such default by WEF. If the dues remain unpaid 15 days after such notice, the members in default may be removed from the rolls of WEF and the KWEA.

c. Fees

- 1) All members of WEF shall be admitted to KWEA meetings upon payment of the same registration fee assessed for Professional Members.

9. PUBLICATIONS

- a. All members certified to WEF by the KWEA shall be entitled to such publications of WEF as may be approved by its Board of Trustees for the appropriate membership class.
- b. Publication subscription shall be included in the membership dues.
- c. All publications of the KWEA shall be issued under direction of the Board
- d. At the Board's discretion, publications may be provided or distributed to the membership through the use of electronic, web based, or social media based methods.

10. APPLICATION AND EXPULSION

a. Application Fee

- 1) There shall be no application fee.

b. Expulsion of Members

- 1) Any member may be expelled from the KWEA for good and sufficient reason by a two-thirds vote of the Board.
- 2) Any officer may be removed from office for good and sufficient reason by a two-thirds vote of the Board.
- 3) Any officer may be removed from office for insufficient participation in KWEA activities by a two-thirds vote of the Board.

11. MEETINGS

a. Annual Conference and Meeting

- 1) An Annual Conference and Meeting of the KWEA shall be held at the time and place selected by the Board.
- 2) Each person attending the Annual Conference shall pay a registration fee of such amount as may be determined by the Board.
- 3) An Annual Meeting of the KWEA shall be held during the Annual Conference to receive reports of officers and committees, to elect officers, and carry on other business of the KWEA.

b. Special Meetings

- 1) Special Meetings of the KWEA may be held at such other times and locations as designated by the President of the KWEA or the Board. Due to timeliness issues and/or personal scheduling issues, the location of the Special Meeting may also include telephone conference calls, on-line conferences, web based meetings, and/or email surveys. Special meetings called for KWEA personnel and/or legal discussions shall only be conducted in person, at a specified site.
- 2) A majority of the Board confirmed as present on a conference call and/or responding through email shall constitute a quorum for voting purposes.
- 3) The Secretary-Treasurer shall provide written minutes for all special meetings, regardless of location, including PDF copies of email correspondence as appropriate.

c. Notices

- 1) Notices of all conferences and the Annual Meeting of the KWEA shall be posted to the KWEA's web site by the Secretary-Treasurer at least 30 days in advance of the scheduled dates(s).
- 2) Where appropriate, the Secretary-Treasurer may utilize letter mail, post cards, email, and/or other acceptable electronic or social media to communicate information and notices to the Board and/or KWEA membership.
- 3) KWEA issues of critical interest and/or requiring membership review and approval shall be posted to the KWEA's web site for a minimum 30 day period prior to a required decision date by the Board.

12. AMENDMENTS

a. Initiation

- 1) Amendments to the Constitution and Bylaws may be proposed by a majority of the Board or by written petition of 20 percent of the KWEA's eligible voting members. All proposed amendments shall be submitted in writing to the Board at least 120 days prior to the next Annual Conference.
- 2) Amendments submitted to the Board shall be submitted to the KWEA's Administrative Committee for review.
- 3) The Board shall submit the amendments to WEF for review and approval prior to final adoption by the KWEA.
- 4) Upon receipt of approval of the proposed amendments by WEF, the KWEA shall publish the amendments for review by the KWEA membership.

- 5) The Secretary-Treasurer shall notify all KWEA eligible voting members of the proposed amendments by letter mail, post cards, email, and/or other acceptable electronic or social media at least 30 days prior to the Annual Meeting.
- 6) The Secretary-Treasurer shall provide a complete text copy of all proposed amendments with all changes indicated on the KWEA's web site.

b. Adoption

- 1) Following approval of any proposed amendments to the Constitution and Bylaws by WEF, the amendments may be approved by a majority affirmative vote of the KWEA's eligible voting members present and voting at the Annual Meeting business meeting.
- 2) An amendment approved by WEF and the KWEA membership shall take effect immediately.

13. SECTION 501(c)(3) STATUS REVIEW

- a. The KWEA shall review its non-profit corporate status every five years.
- b. The Board shall authorize a review of the KWEA's 501(c)(3) status by outside legal counsel, which shall include a presentation to the Board of a written report.
- c. The Secretary-Treasurer shall provide all information necessary for the review by legal counsel.

14. DISSOLUTION OF THE KWEA

- a. Upon discontinuance or dissolution of the Corporation (Kansas Water Environment Association), the Board shall, after paying or making provisions for payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as provided in Section 501(c)(3) of the Internal Revenue Service Code, all as the Board shall determine and as shall be ratified by majority vote of the general membership. Notice of dissolution shall be provided to WEF within thirty days following dissolution vote by the membership.

15. DISTRIBUTION OF EARNINGS AND KWEA ACTIVITIES

- a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that

the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II thereof. No substantial part of the Activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Service Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Service Code.

16. SCHOLARSHIP FUND

a. Name:

- 1) The name of the fund shall be “The Kansas Water Environment Association Scholarship Fund”.

b. Term:

- 1) The Scholarship Fund is intended to be perpetuated through donations and/or fund raising events. Funds and donations designated for Scholarship Fund use shall be deposited in and maintained in a separate account of the KWEA. In the event the Scholarship Fund or its governing committee is dissolved, accumulated funds will revert to the KWEA general fund to be utilized toward the stated objectives of the KWEA.

c. Objectives:

- 1) The objectives of the Scholarship Fund include the encouragement of the making of and the receipt of gifts, benefactions and other donations by deed, will, direct gift, or otherwise, to establish and maintain scholarships to be awarded to students enrolled in an accredited college, university, or vocational/technical school within the State of Kansas, who have the general intent of entering career fields associated with the water environment and the goals and objectives of the KWEA.

d. Location:

- 1) The headquarters of the Scholarship Fund shall be at the office of the KWEA’s, Secretary-Treasurer.

e. Governance:

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- 1) The governing body of the Scholarship Fund shall be a standing committee of the KWEA.
- 2) The committee shall consist of five members appointed by the Board. The committee membership shall be as follows:
 - a) Chairman: May be a member of the Board or a member at large. The Chairman shall report directly to the Board. A Vice-Chairman shall be selected by the committee.
 - b) Member: Shall be the current Vice-President.
 - c) Member: Shall be the current Industry Trustee-
 - d) Member: Shall be a representative from the Young Professionals membership
 - e) Member: Shall be a member at large.

f. Terms of Membership and Operation:

- 1) The terms of the committee shall be defined by the Board. Unfilled terms will be filled by appointment by the Board.
- 2) At any meeting of the Scholarship Fund Committee, three committee members, one of which must be the Chairman or Vice Chairman, shall constitute a quorum. When a quorum is present at any meeting, a majority of those present (in person) shall decide any question brought before such meeting, unless the question is one upon which, by express provision of law, or other KWEA bylaws, a different vote is required, in which case, such express provision shall govern and control the decision of such question.
- 3) The committee chair shall confer with the Board to determine the total funds available for scholarship distribution for the conference year. The committee shall recommend a level of funding desired, but the Board will be responsible for approving funding, if any for a given year.
- 4) The committee shall award an appropriate number of scholarships each year subject to funding and number/nature of applications.
- 5) The committee shall notify the Board of its selections prior to the Annual Conference.
- 6) The Secretary-Treasurer shall provide an annual summary of scholarship fundraising and funds available to the committee for their use in determine an appropriate funding level.

g. Prohibitions:

- 1) During the term of any Scholarship Committee member, members of their immediate and/or extended families are not eligible for scholarship consideration.
- 2) Designated scholarship contributions shall not be intermixed with KWEA general and/or operating funds. Unused, designated Scholarship funds shall accrue to the Scholarship fund.

END OF DOCUMENT

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