

MASSACHUSETTS

WATER

POLLUTION

CONTROL

ASSOCIATION

BYLAWS

As approved by vote of the attending membership at the June Quarterly Meeting
June 19, 2013

ARTICLE I

NAME:

This organization shall be known as the Massachusetts Water Pollution Control Association, hereinafter referred to as the Association.

ARTICLE II

OBJECTIVES:

- SECTION 1. To promote the friendly exchange of information and experience among its members.
- SECTION 2. To promote and encourage education and advancement of knowledge concerning the performance and management of wastewater treatment facilities.
- SECTION 3. To promote sound legislation relating to the operation, management and personnel of wastewater treatment facilities and to enhance good public relations.
- SECTION 4. To work with the State and Federal regulatory authorities to achieve and maintain water quality standards.

ARTICLE III

MEMBERSHIP:

- SECTION 1. **ACTIVE MEMBER:** Any person who pays dues and is actively engaged in any phase of water pollution control.
- SECTION 2. **CORPORATE MEMBER:** Any firm, institution or agency interested in the objectives of the Association. One person from the Corporate Organization shall appear on the mailing list.
- SECTION 3. **LIFE MEMBER:** Any person holding active membership in good standing and who has retired. He/she must be elected a Life Member by a unanimous vote of the Board of Directors and shall be exempt from any further dues with all the rights and privileges of an Active Member.
- SECTION 4. **HONORARY MEMBER:** Granted by a unanimous vote of the Board of Directors to any person who has demonstrated outstanding leadership in the field of wastewater treatment. Such membership is reserved for a select few individuals.
- SECTION 5. **STUDENT MEMBER:** Any person who is a full time student at an institution of higher education and is interested in becoming involved in any phase of water pollution control.

ARTICLE IV

DUES:

- SECTION 1. The annual dues and initiation fees for active and corporate members shall be set by a majority vote of the Board of Directors. These dues shall be payable in advance of the fiscal year beginning July 1st of each year.
- SECTION 2. Membership of persons whose dues have not been paid on or before September 1st shall be terminated October 1st. Any member subject to termination shall be notified by mail at least 30 days prior to said termination.
- SECTION 3. New members joining after March 31st of each year may petition to have those dues applied to membership for the following membership year.
- SECTION 4. Members who have allowed their membership to lapse as stated in Article IV, Section 2 may, upon re-enrollment, be charged a late renewal fee.
- SECTION 5. Life and Honorary Members are exempt from all dues.

ARTICLE V

MEETINGS:

- SECTION 1. The quarterly meetings shall be held in the months of June, September, December and March. This schedule may be changed by a 3/4 vote of the Board of Directors.
- SECTION 2. The regular quarterly meetings shall contain educational or instructional programs along with the business meeting. The locations shall be alternated quarterly across the state at the discretion of the Board of Directors.
- SECTION 3. The June meeting shall be designated as the Election Meeting with newly elected Directors taking office on July 1st.
- SECTION 4. The Election Meeting shall be utilized for discussion and voting on amendments to these bylaws (see ARTICLE VIII).
- SECTION 5. The President may call a meeting of the Board of Directors any time he/she feels it is necessary to handle the affairs of the Association. A simple majority of the members of the Board shall constitute a quorum for the transaction of business.
- SECTION 6. A Board of Directors member who is not able to attend a Board of Directors' meeting may:
- a. proxy his/her voting powers to another Board of Director member attending that meeting (the proxy must be in writing and signed by the Director giving his proxy, on paper or by electronic transmission); or
 - b. at the President's discretion, call into the meeting through a pre-arranged conference connection.

SECTION 7. An urgent issue that affects Association business, and that must be decided in a time frame that does not allow for a formal meeting of the Board, may be dealt with, at the President's discretion, in a special vote by electronic mail. Said vote must be either yea, nay, or abstain, with no discussion allowed. For e-mail voting, consent of at least 80% of the current Board of Directors shall be required for passage. The President shall present for examination printed copies of the e-mail responses at the next formal meeting of the Board of Directors.

ARTICLE VI

ORGANIZATION:

SECTION 1. The right to vote and hold elected office shall be vested in paid up Active Members and Life Members only.

SECTION 2. The governing body of this organization shall be the Board of Directors, consisting of twelve elected Directors, the Board-appointed executive officers (Vice President, President-elect, and President), and a non-voting, Board-appointed representative of the Massachusetts DEP.

SECTION 3. All twelve Directors, as well as executive officers, shall be professionals actively engaged in or retired from the water quality field*.
* water quality field shall mean any profession related to the water quality industries, e.g., municipal or industrial treatment plant operations, maintenance, engineering, laboratory, collection systems, stormwater and watershed management, regulatory functions, sales and marketing of water or residuals treatment equipment, , etc.

SECTION 4. Directors' terms shall be three years in length, four Directors being elected each year.

SECTION 5. At the first meeting of the Board of Directors following the Election Meeting, the Board shall appoint (by simple majority vote or acclamation) a President, President-elect, Vice President, Secretary, Treasurer, Meeting Management Coordinator, and an Education Coordinator; they shall also confirm by majority vote a non-voting DEP representative.

a. Normal officer rotation shall be from Vice President to President-elect to President.

b. Once appointed as Vice President, that officer need not be re-elected to a Director position in order to complete rotation through the term of the presidency.

SECTION 6. By a 3/4 or greater majority vote, the Board of Directors may extend the term of a sitting President by an additional year; however, the President shall not serve more than two consecutive years in that capacity.

SECTION 7. No more than two members of the Board of Directors shall be employed at the same facility, company, or agency at the time of their election to office.

SECTION 8. Any member of the Board of Directors missing three consecutive meetings, without a good reason, may be replaced by another qualified candidate appointed by the President with the approval of a majority vote of the Board of Directors.

SECTION 9. Nominations for Directors shall be accepted from July through March both from the floor at the September, December, and March meetings and through the mail prior to the March meeting. Regular solicitation for nominations shall be made in communications to the membership throughout the period. Nominations for four Directors for the upcoming year shall be received and considered by the Nominating Committee. The Committee, through its Chair, shall submit to the Board of Directors for its approval at least sixty days prior to the annual Election Meeting its selection of one candidate for each office required to be filled. All nominees shall have signified their willingness to serve.

SECTION 10. Election Meeting

- a. The Executive Director shall transmit the report of the Nominating Committee to the membership at least thirty days prior to the annual Election Meeting. The eligible voting members of the association shall elect the new Directors at the annual Election Meeting by majority vote. Nominations may be made from the floor by eligible voting Members present. If more than one name is placed in nomination for office, voting shall be by ballot and the nominee receiving a majority of the votes cast shall be declared elected.
- b. The new Board of Directors shall be announced, following the vote, at the Election Meeting.

SECTION 11. Officer Duties and Functions

- a. President
 1. General supervision of the affairs of the MWPCA.
 2. Preside at all conferences and meetings of the MWPCA and meetings of the Board of Directors.
 3. Be an ex-officio member of all committees, other than the Nominating Committee, and appoint the members of all committees where membership is not otherwise specified by the Constitution and Bylaws.
 4. Perform such other duties as may be assigned by the Board of Directors.
- b. President-elect and Vice President
 1. Assist the President in the performance of prescribed duties.
 2. Preside at conferences and meetings of the MWPCA and at meetings of the Board of Directors in the absence of the President.
 3. Be ex-officio member of all committees other than the Nominating Committee and those chaired by the individual.
 4. Perform such other duties as may be assigned by the Board of Directors.
 5. In absence of the President, the President-Elect shall act. In case the President-elect cannot act, the Vice President shall act. In case the Vice President cannot act, the latest living Past President shall do so. The Board of Directors shall elect one of its members to act if the Past President cannot do so.
- c. Treasurer
 1. See that all moneys due to the MWPCA are collected carefully, and see that all expenditures are properly entered in the records of the MWPCA,

and the bills and vouchers for their payment are proper and in order; and sign or see to the signing of checks or drafts against funds of the MWPCA, all in accordance with procedures established or approved by the Board of Directors.

2. Forward to the Officers and each MWPCA Director a quarterly financial summary of accrued income and expenses consistent with the annual financial statement.
3. Present at the Election Meeting of the MWPCA a balance sheet of the books as of the end of the previous fiscal year and as of the end of the quarter preceding the Election Meeting which books shall be made available for audit, annually or as otherwise specified by the Executive Committee at the expense of the MWPCA, by a public accountant appointed by the Board of Directors.
4. Consult with the officers of the MWPCA as to the custody and investment of funds and preparation of an annual budget.

d. MWPCA Directors

1. Each MWPCA Director represents the interests of the MWPCA membership and advises the Board on the optimum direction of the organization to best serve the needs of members.
2. Establishes and maintains liaison between the MWPCA and the membership, and informs MWPCA members, the public, and state congressional representatives regarding environmental issues of concern and the MWPCA's activities with regard to addressing them.

e. Meeting Management Coordinator

1. The Meeting Management Coordinator shall be responsible for preparing budgets and coordinating all program, refreshment, and other activities relative to the three quarterly meetings and the annual trade show.

f. Past President

1. The Past President shall serve as the Chair of the *Management Review Committee* and assist the President in other duties as requested.

g. Secretary

1. The Secretary shall serve as recording secretary for the Board of Directors.
2. The Secretary shall record, finalize and distribute the minutes of the meetings of the Board of Directors.

SECTION 12. Executive Director. The Executive Director shall be appointed annually by the Board of Directors upon the recommendation of the *Management Review Committee*. The Executive Director shall perform the following duties:

- a. Serve as the clerk of the corporation.
- b. Serve as the executive officer of the MWPCA, and operate under the general direction of the President and the Board of Directors.
- c. Prepare the agenda for, and attend all meetings of, the Board of Directors.
- d. Maintain records of the MWPCA including a database list of members of the MWPCA.
- e. Present a report for each calendar year at the Annual Election Meeting of the MWPCA.

- f. Issue notices to members at least fourteen days prior to all meetings.
- g. Keep records of all meetings of the Association and Board of Directors.
- h. Receive all dues and fees and deposit same in the name of the Association in a bank approved by the Board of Directors.
- i. Personally notify said bank of the names of persons responsible for withdrawal of monies.
- j. Certify to the Board the accuracy of all bills and vouchers.
- k. Report at each Association and Board meeting receipts and payments and the condition of the account of the Association.
- l. Pay all bills or other indebtedness of the Association when so approved by the Board of Directors.
- m. Render an annual report at the September meeting showing all receipts and disbursements for the previous fiscal year.
- n. Render a report at the September meeting showing the membership of the Association and listing the current members of the Committees and their officers.
- o. Perform such other duties as may be assigned by the Board of Directors.

SECTION 13. The Executive Director, by contract with, and at a rate set by the Board of Directors, will be compensated for performance of his/her duties.

SECTION 14. The Education Coordinator shall be responsible for the Association's activities and equipment relative to the Education Program of the Association. He/she shall work closely with the DEP-sanctioned Training Advisory Committee to represent the interests of the Association and all its members. He/she will represent the Association on other committees which can benefit the members of the Association by providing education and training.

SECTION 15. The Education Coordinator shall monitor the training programs developed to serve the needs of the membership and the Massachusetts operator community. The Education Coordinator shall attend Training Advisory Committee meetings and shall report at least quarterly to the Association on the status of the training program.

ARTICLE VII

COMMITTEES:

SECTION 1. The President shall appoint, at a minimum, the following committees subject to the approval of the Board.

- a. Education and Training Committee: Chaired by the Education Coordinator with two additional members, at a minimum.
- b. Safety Committee: Will consist of at least three members, at a minimum. The committee will provide safety training and promote good safety practices by informing the membership of safety training available.
- c. Awards and Incentives Committee: Will consist of at least three members, at a minimum. The committee shall co-ordinate award presentations.

- d. Nominating Committee: Will consist of at least three MWPCA members, at a minimum, none of whom shall be running for office. The committee will coordinate the election of Directors by solicitation of nominations from all paid up Active Members and all Life Members, and by presentation of the slate of officers at the Election Meeting for Election by majority vote of all present Active Members and Life Members.
- e. Meeting Management Committee: Chaired by the Meeting Management Coordinator and shall have at least four members. The Committee is responsible for the programs at the Quarterly Meetings, Trade Show, Operations Challenge, and any other special events. The members of the Committee will have these meeting events directly designated as their responsibility by the Meeting Management Coordinator.

ARTICLE VIII

AMENDMENTS:

- SECTION 1. Proposed amendments to these Bylaws must be submitted in writing to the Board of Directors by January 15th. Such proposals shall have the signatures of at least 25 Active Members.
- SECTION 2. The Board shall present any proposed Bylaws amendments to the membership in writing prior to the March quarterly meeting. The Board shall allow discussion of any proposed amendments at the March meeting.
- SECTION 3. At the Election Meeting (June) proponents can make motions to adopt Bylaws amendments submitted in accordance with Sections 1 and 2 above.
- SECTION 4. The President or his designee shall act as meeting moderator and shall follow Roberts Rules.
- SECTION 5. A two-thirds vote of the Active Members present at the June meeting is required for adoption of any proposed Bylaws amendments.
- SECTION 6. Notwithstanding Sections 1 through 5 of Article VIII above, the Board of Directors may bring a proposed Bylaws amendment to any quarterly meeting. The procedure to do so shall require a 3/4 vote in favor of the proposed amendment by the Board of Directors, and thirty days written notice to the membership prior to the quarterly meeting the amendment will be proposed at. The procedure for vote by the membership shall follow Sections 3 and 4 of Article VIII above excepting the requirement that the vote take place at the June meeting.