

HAWAII WATER ENVIRONMENT ASSOCIATION
CONSTITUTION AND BYLAWS
(Adopted March 16, 2020)

1 NAME

- 1.1 The name of this corporation shall be the Hawaii Water Environment Association, Incorporated, hereinafter designated as the Association.

2 AFFILIATION

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

3 OBJECTIVES

- 3.1 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.
- 3.2 Advance the knowledge and technology of design, construction, operation, and management of water quality control systems and facilities.
- 3.3 Increase the knowledge and understanding of the earth's water environment and encourage and promote action necessary for its enhancement.
- 3.4 Develop and implement effective delivery mechanisms to rapidly disseminate knowledge concerning the water environment to members and other interested parties.
- 3.5 Promote sound policy in matters relating to the water environment.
- 3.6 Improve the professional status of all personnel engaged in any aspect of protecting and improving the earth's water environment.
- 3.7 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.
- 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.
- 3.9 Serve the international community of water environment professionals.

4 FRANCHISE

- 4.1 The exclusive service area of the Association shall consist of the State of Hawaii

5 MEMBERSHIP CLASSIFICATIONS, QUALIFICATIONS, AND PRIVILEGES

- 5.1 The membership of the Association shall consist of persons and organizations interested in any of the objectives of the Association, and residing in and/or maintaining a place of business within the State of Hawaii, 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 document shall include all members.

5.3 Membership Classes shall be per WEF and include the main membership categories:

- 5.3.1 Professional Members
 - 5.3.1.1 Professional
 - 5.3.1.2 Professional Operator
 - 5.3.1.3 Young Professional
- 5.3.2 Corporate/Executive Members
 - 5.3.2.1 Corporate
 - 5.3.2.2 Executive
- 5.3.3 Academic/Student Members
 - 5.3.3.1 Academic
 - 5.3.3.2 Student
- 5.3.4 Global Members
- 5.3.5 Life Members
- 5.3.6 Other
 - 5.3.6.1 Exhibitor
 - 5.3.6.2 Utility Partnership Program

6 ELECTED OFFICERS

- 6.1 The elected officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, a PWO Representative, and a WEF Delegate to represent HWEA at the WEF House of Delegates.
- 6.2 All officers shall be Association eligible voting members.
- 6.3 The PWO Representative may appoint a Vice Representative to serve as his/her proxy in the event that the PWO Representative is unable to attend a meeting. The addition of the Vice Representative position will ensure that PWO members are adequately represented during meetings, but he/she will only vote when the PWO Representative is not in attendance. The PWO Vice Representative shall be approved by the Board of Directors. The PWO Representative and PWO Vice Representative shall be PWO members.

7 BOARD OF DIRECTORS

- 7.1 The affairs of the Association shall be managed by a Board of Directors, hereinafter designated as the Board, under such rules as the Board may determine, subject to the specific conditions of this document.

8 OFFICERS DUTIES AND FUNCTIONS

- 8.1 President
 - 8.1.1 General supervision of the affairs of the Association.
 - 8.1.2 Preside at all conferences and meetings of the Association and meetings of the Board.
 - 8.1.3 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 in the Bylaws.
 - 8.1.4 Perform such other duties as may be assigned by the Board.
- 8.2 Vice-President
 - 8.2.1 Assist the President in the performance of prescribed duties.
 - 8.2.2 Preside at conferences and meetings of the Association and meetings of the Board in

the absence of the President.

8.2.3 Be an ex-officio member of all committees, other than the Nominating Committee.

8.2.4 Perform such other duties as may be assigned by the Board.

8.3 WEF Delegate

8.3.1 The WEF Delegate shall represent the Association in the conduct of all business by the WEF House of Delegates and be a member of the WEF.

8.3.2 Attend all House of Delegates meetings of the WEF, if possible.

8.3.3 Prepare a written report of the House of Delegates meetings to be disseminated to the Association members as soon as practical.

8.3.4 Keep a record of activities while serving as WEF Delegate and pass this record on annually to the Board.

8.3.5 Attend all meetings of the Association and its Board.

8.3.6 Perform such other duties as may be assigned by the Board.

8.4 Treasurer

8.4.1 Serve as the Executive Officer of the Association, and operate under the general direction of the President and the Board.

8.4.2 See that all monies due the Association and the WEF are collected carefully and without loss, are transferred to the WEF, or Association accounts as appropriate.

8.4.4 See that all expenditures are properly entered in the records of the Association, and that the bills and vouchers for their payments are proper and in order.

8.4.3 Sign or see to the signing of checks or drafts against funds of the Association, all according to procedures established or approved by the Board.

8.4.4 Forward to the Officers and each Board member a monthly financial summary of accrued income and expenses consistent with the annual financial statement.

8.4.5 Present at the first regular meeting of the new fiscal year a balance sheet of the books as of the end of the previous fiscal year, which books shall be made available for audit, annually or as otherwise specified by the Board at the expense of the Association, by a certified public accountant appointed by the Board.

8.4.6 Consult with the officers of the Association as to the custody and investment of funds and preparation of annual budget.

8.4.7 Perform such other duties as may be assigned by the Board.

8.5 Secretary

8.5.1 Prepare the agenda for, attend, record and distribute the proceedings of all Board Meetings.

8.5.2 Maintain records of the Association, including a list of members of the Association.

8.5.3 Perform such other duties as may be assigned by the Board.

8.6 PWO Representative

- 8.6.1 The PWO Representative shall represent the Association on the PWO Regional Council.
- 8.6.2 Preside at all conferences and meetings of the PWO, including coordinating the operators challenge at the annual conferences
- 8.6.3 Keep a record of activities while serving as PWO Representative and pass this record on annually to the Board.
- 8.6.4 Attend all meetings of the Association and its Board.
- 8.6.5 Perform such other duties as may be assigned by the Board.
- 8.6.6 The PWO Representative may appoint any of the above duties to the PWO Vice Representative.

8.7 Past President

- 8.7.1 The immediate Past President shall revise the HWEA Reference Manual.
- 8.7.2 Serves as Chair the Nominations Committee

8.8 Line of Succession for President

- 8.8.1 In case the President cannot act, the Vice-President shall act. In case the Vice-President cannot act, the most-recent Past President shall do so, and at last resort the Board shall elect one of its members to act if that Past President cannot do so.

9 OFFICERS TERMS AND ELECTIONS

9.1 Terms of Office

- 9.1.1 The terms for the President, Vice-President, Treasurer and Secretary shall be for approximately one year, which term shall start after their installation at the Association annual conference and continue until their successors are installed.
- 9.1.2 The term for the WEF Delegate shall be approximately three years as determined by the annual meetings of the House of Delegates.
- 9.1.3 The term for the PWO Representative shall be for approximately three years, which shall start after their installation at the Association annual conference, and continue until their successor is installed. The term for the PWO Vice Representative shall coincide with that of the PWO Representative.
- 9.1.4 Officers who serve full terms (greater than half term) shall not be eligible to serve in consecutive terms except for the office of Treasurer.

9.2 Nomination and Election of Officers

- 9.2.1 Nominations for each elective office for the following year shall be made by and/or received and considered by the Nominating Committee. The committee, through its chair, shall report its selection of one or more candidates for each office required to be filled to the President and the Secretary at least 30 days prior to the meeting at which the election of officers will be held.
- 9.2.2 The Secretary shall transmit the report of the Nominating Committee to the Association membership. The eligible voting members of the Association shall elect

officers at the last general meeting prior to the annual conference by a majority vote. Nominations may be made from the floor by eligible voting Members present at the general meeting. 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.

- 9.2.3 All nominees shall have signified their willingness to serve.
- 9.2.4 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 the candidates and votes cast again.
- 9.2.5 If a vacancy in an elected office occurs, the Nominating Committee shall promptly select nominees for the office. Such nominees may be voted on at a duly constituted meeting of the Board or by mail or electronic communication ballot of the Board. The nominee who receives a majority vote of the Board members voting shall be declared elected. The officer so selected shall take office immediately and shall continue in office until a successor is elected.

10 BOARD OF DIRECTORS' MEMBERSHIP, DUTIES AND FUNCTIONS

10.1 The Board shall consist of:

- 10.1.1 The Association President
- 10.1.2 The Association Vice-President
- 10.1.3 The Treasurer
- 10.1.4 The Secretary
- 10.1.5 The most recent available Association Past President
- 10.1.6 The WEF Delegate
- 10.1.7 The PWO Representative or PWO Vice Representative

10.2 Presiding Officer

- 10.2.1 The President of the Association shall be the Presiding Officer of the Board.

10.3 Duties and Functions

- 10.3.1 Shall be the representative of the Association and shall manage its affairs and establish policies subject to the conditions and limitations prescribed in this document.
- 10.3.2 Shall receive all committee reports and take appropriate action on recommendations made in these reports where required.
- 10.3.3 Shall direct the investment and care of the funds of the Association.
- 10.3.4 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.

11 DUES

11.1 Payment of Dues

- 11.1.1 The Association annual dues for each class of membership shall be determined by the Board. Regarding WEF dues, membership dues shall be determined by the WEF Board of Trustees and shall include the current dues for the Association and the MA.
- 11.1.2 Annual dues, both Association and WEF will be billed directly to Association

Members by WEF.

11.1.3 Annual dues for other Association Memberships shall be billed and received by the Treasurer.

11.1.4 Annual dues for other Association Memberships are payable for a 12-month period beginning with the first date of membership and within one month after each anniversary of that date.

11.2 Subscription included in Dues

11.2.1 All members certified to the WEF by the Association shall be entitled to such publications of the WEF as may be approved by the WEF Board of Trustees for the appropriate membership class. All members shall be entitled to the publications of the Association as may be approved by the Board for the appropriate membership class.

11.3 Arrears

11.3.1 Association Members that have been billed and whose dues have not been paid within one-month after their anniversary date will be given notice of such default by the WEF. If the dues remain unpaid 15-days after such notice, the members in default may be removed from the roll of the WEF by the Executive Director and from the roll of the Association.

11.3.2 Members in other classes of membership that have been billed and whose dues have not been paid within one-month after their anniversary date will be given notice of such default by the Association Treasurer. If the dues remain unpaid 15-days after such notice, the members in default may be removed from the roll of the Association.

12 ADMISSION AND EXPULSION

12.1 Admission

12.1.1 Applications for membership will be reviewed by the Secretary according to the policies established by the Board.

12.1.2 There shall be no admission fee.

12.2 Expulsion

12.2.1 Any member may be expelled from the Association for good and sufficient reason by a two-thirds vote of the Board.

12.2.2 Any officer may be removed from office for good and sufficient reason by a two-thirds vote taken at a duly constituted meeting of the Board.

13 COMMITTEES

13.1 General

13.1.1 The President is empowered to appoint committees as may be required to advance the best interest of the Association and to enable it to fulfill its objectives.

13.1.2 The President is empowered to sunset committees that are no longer viable.

13.1.3 Appointment of Committee Chairs and Co-chairs shall be approved by the Board at the beginning of each term.

13.2 Nominating Committee

13.2.1 The most recent available Past-President shall serve as the chair of the committee.

13.2.2 Shall consist of three eligible voting members who have served as president of the Association, two of which are appointed by the chair and approved by the Board.

13.2.3 Committee shall nominate candidates for the Association elective offices.

13.3 Standing Committees shall consist of the following:

13.3.1 Board Advisory / Constitution and ByLaws

13.3.2 Biosolids / CoGeneration

13.3.3 Collection Systems

13.3.4 Communications

13.3.5 Conference

13.3.6 Government Affairs

13.3.7 Laboratory

13.3.8 Membership

13.3.9 Pretreatment / On-site Treatment

13.3.10 Public Education

13.3.11 Research

13.3.12 Safety

13.3.13 Student Affairs

13.3.14 Storm Water

13.3.15 Water Reuse

13.3.16 Young Professionals

The Board of Directors shall evaluate the Standing Committees and review each committee's mission, goals and action plans for the coming year. Each committee should provide the Board with its mission statement, goals and action plans before the coming fiscal year. Those committees without active participation shall be evaluated and a decision made on the disbandment of the committee.

13.4 Special Committees shall be appointed by the President and shall exist at the will of the President or until it fulfills its mission.

13.5 Outer Island Committees

13.5.1 Membership

Any regional group consisting of at least 10 active, corporate, PWO, student, retired or life members may, subject to the approval of the Board, form an outer island committee for the purpose of furthering the aims and objectives of the Association. Application for the formation of a sub-section with the proposed name and area shall be filed with the Secretary, who shall transmit copies of the application to Board members. Action on the application shall be taken at the next official Board meeting, or by letter ballot of the Board.

The outer island sub-section shall, as a policy, encourage membership in the Association.

13.5.2 Officers

Outer Island committees shall have at least three officers; a Chair, Vice-chair and Secretary-treasurer, or officers with similar titles, and may have such other officers as may be necessary

13.5.3. Meetings and Business

Each sub-section shall conduct its meetings and regulate its business in a manner consistent with the objectives and policies of the Association. Each sub-section shall submit to the Association Treasurer a complete financial statement for the preceding fiscal year within two months of its ending

13.5.4 Disbandment

Outer island committees may be disbanded by the Board whenever the number of professional, corporate, PWO, student, retired, dual, life, young professional, or academic members falls below ten (10).

14 PUBLICATIONS

14.1 All publications of the Association shall be issued under direction of the Board.

15 MEETINGS

15.1 Board Meetings

15.1.1 The Board shall hold at least one meeting during the Annual Conference.

15.1.2 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.

15.1.3 The President shall notify all Board members at least two days in advance of such meetings.

15.1.4 The majority (minimum of 4) of its members shall constitute a quorum.

15.1.5 All meetings shall be conducted according to the latest edition of *Robert's Rules of Order Newly Revised*. Except as otherwise provided in this document, all questions shall be decided by a majority vote of the Board. No Board member shall have more than one vote.

15.1.6 The President may choose to vote by email on time-sensitive issues. For votes conducted via email, a vote shall be submitted by each Board member before passing or approving such issue.

15.2 General Membership Meetings

15.2.1 General membership meetings shall be held on the date and at the location selected by the Board at least once each fiscal year.

15.2.2 Special meetings may be held on dates and at locations as requested by the Board or upon the petition by 10 percent of the eligible voting members.

15.2.3 Twenty eligible voting members shall constitute a quorum.

15.2.4 Notices of all meetings shall be sent by mail or electronically communicated to all Members by the Secretary, or under their supervision at least 10 days in advance of any meeting.

16 CONFERENCES

16.1 An Annual Conference shall be held on the date and at the location approved by the Board.

16.2 Other conferences shall be held on dates and at locations approved by the Board.

- 16.3 Each person attending the Annual Conference or another conference shall pay a registration fee as determined by the Board.
- 16.4 Notice of all conferences shall be sent by mail or electronically communicated to all Members by the Secretary or under their supervision at least 30 days in advance of any conference.

17 AMENDMENTS

17.1 Initiation

- 17.1.1 Amendments to this document may be proposed by a majority of the Board, or through it, on petition by 10 percent of the eligible voting members. All proposed amendments shall be submitted in writing to the Board.
- 17.1.2 The Secretary shall send by mail or electronic communication, notices and the complete text of proposed amendment(s), on the instruction of the Board, to each eligible voting member.
 - 17.1.2.1 When the voting will occur at a general membership meeting, the notice and the complete text of proposed amendment (s) shall be mailed or electronically communicated not later than 20 days prior to the meeting.

17.2 Adoption

- 17.2.1 Amendments to this document may be made by vote of eligible voting members at a general membership meeting or by electronic communication or by letter ballot mailed to each voting member.
 - 17.2.1.1 Proposed amendments receiving a two-thirds affirmative vote at a general membership meeting shall be adopted.
 - 17.2.1.2 Proposed amendments receiving a two-thirds affirmative vote of the letter or electronic communication ballots cast shall be adopted. Letter or electronic communication ballots shall be received no later than 30 days following the mailing of the proposed amendment to count as a cast vote.
- 17.2.2 Amendments approved by the Association membership shall take effect immediately. The revised document shall be published as soon as practicable.

18 DISPOSITION OF ASSETS UPON DISSOLUTION

- 18.1 In the event of dissolution of the Association the property and assets thereof, after providing for all obligations and liabilities of the Association, shall then be disposed of exclusively for the purposes of the Association in such manner, or to such organizations exempt from Taxation under Section 501(c)(3) of the Internal Revenue Code, as shall be determined by the Board.
- 18.2 Dissolution of the Association may take place in pursuant with the Hawaii Revised Statutes.
- 18.3 Notice of dissolution shall be given to the WEF within 30 days.

19 ASSOCIATION REPRESENTATIVES ON GOVERNMENT BOARDS, COMMISSIONS, COMMITTEES

- 19.1 By legislative action (incorporation in Hawaii Revised Statutes) or upon request from a government board/commission/committees the Board may appoint a qualified member to represent the HWEA on such board, commission, or committee.
- 19.2 Nominee must be a member of the Association in good standing and knowledgeable in the

respective field required for the government board/commission/committee.

- 19.3 All nominees shall have signified their willingness to serve for the term specified and fulfill the duties requested for each appointment.

20 INDEMNIFICATION

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