



BYLAWS
OF
ROCKY MOUNTAIN WATER ENVIRONMENT ASSOCIATION, INC.

1. NAME

1.1 The name of this association shall be the Rocky Mountain Water Environment Association hereinafter designated as the Association or RMWEA.

2. AFFILIATION

2.1 The Association shall be a member of the Water Environment Federation, hereafter designated the Federation or WEF, and shall participate in the activities of that organization. It is the intent that the Articles of Incorporation and Bylaws of this Association shall be in harmony with the WEF Constitution and Bylaws.

3. MISSION AND VISION

3.1 The mission of the Association is as follows and is in harmony with the mission, vision, and strategic direction of WEF.

3.2 The mission of the Association is to:

3.2.1 Advance and promote effective and efficient wastewater treatment processes and technologies

3.2.2 Advance the professional development of members

3.2.3 Educate the public in preserving and enhancing our water

3.2.4 Be proactive on water issues

3.2.5 Build a positive professional image for the Association and its members

3.2.6 Promote a sustainable environment through reuse of water and residuals.

3.3 The vision of the Association is to be the leading organization of dedicated and knowledgeable professionals collectively working together to preserve and enhance the watershed environments originating in the states of Colorado, Wyoming, and New Mexico. The Association will have adequate finances and resources to accomplish our mission.

4. MEMBERSHIP CLASSIFICATION, QUALIFICATIONS AND PRIVILEGES

4.1 Membership

4.1.1 The membership of the Association, with the exception of dual membership, shall consist of persons and organizations interested in any of the objectives of the Association residing in or a place of business within Colorado, New Mexico, or Wyoming, and having such qualifications as

are presented in this document for the various grades of membership.

4.2 Membership Classes

4.2.1 Membership classes shall include all classes of membership as designated by WEF and other classes of membership as established by the Association.

4.2.2 WEF Individual Membership (i.e., Professional, Academic, Student, Young Professional, Professional Wastewater Operator, etc.)

4.2.2.1 Qualifications include any individual interested in the advancement of knowledge relating to the objectives of WEF and meets the requirements as established by WEF.

4.2.2.2 Privileges include having the rights and privileges as granted by WEF including the right to vote and the right to hold office.

4.2.3 WEF Group Membership

4.2.3.1 Qualifications include any organization interested in the advancement of knowledge relating to the objectives of WEF and meets the requirements as established by WEF.

4.2.3.2 Privileges include being entitled to one representative who shall have all the rights and privileges of an Individual Professional Member. The representative may be changed at the discretion of the Corporate Member on notice to the Federation.

4.2.4 Associate Members

4.2.4.1 Qualifications include an individual who is professionally engaged or interested in the advancement of knowledge relating to the objectives of the Association. Membership in the Federation shall not be a requirement for the Association Member class.

4.2.4.2 Right and privileges include having all the local rights and privileges of an RMWEA WEF Individual Member. Associate Members may hold office in RMWEA except for the Delegate position. Associate members do not have any rights or privileges from WEF such as holding Federation office, receiving WEF discounts, or receiving any publications or services from WEF.

4.3 Student Chapter Memberships

4.3.1 Qualifications

4.3.1.1 Any Student Chapter, consisting of at least five (5) students, as defined by the Association bylaws, may be granted charter membership in the Federation by a majority vote of the Association's Executive Committee provided:

- a) Its objectives are in harmony with the purposes of the Association and Federation.
- b) The Constitution & Bylaws of the applicant chapter have been certified by the Association's Executive Committee as being in harmony with those of the Association and the Federation.

4.3.2 Organization and Privileges

- 4.3.2.1 The Student Chapter will be issued a charter following recommendation of the Association's Executive Committee and approval by the Water Environment Federation.
- 4.3.2.2 The Student Chapter shall govern the number and character of its meetings. At least one meeting shall be held each school year.
- 4.3.2.3 A liaison for the Student Chapter shall be appointed by the Association Executive Committee. The liaison shall be an Associate or Active Member of the Association or Federation, respectively, and shall be an advisor to the Student Chapter.
- 4.3.2.4 All officers and members of the Student Chapter shall be Student Members of the Association and the Federation.
- 4.3.2.5 The Student Chapter shall submit an annual report of its activities to the Association's Executive Committee and to the Federation by May 1 of each year.

4.3.3 Authority

- 4.3.3.1 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.

4.3.4 Withdrawal and Termination

- 4.3.4.1 A Student Chapter may withdraw from the Federation at the end of any school year after giving appropriate written notice of its intentions to the Association.
- 4.3.4.2 The Association's Executive Committee may revoke the charter of any Student Chapter, if after the Chapter has been afforded an opportunity to be heard, the Association judges it to be in the best interest of the Association and Federation to do so.

5. DUES

5.1 Payment of Dues

- 5.1.1 For each WEF Membership Classification the annual dues shall be determined by the WEF Board of Trustees and shall include the current

dues for the Association as determined by the Association Executive Committee.

5.1.2 Members in other classes of membership established by the Association as provided in these Bylaws shall pay dues as established by the Executive Committee.

5.1.3 Annual dues for all membership classifications except Associate Members shall be billed directly by the Federation. Dues shall be payable within one month after a Member's anniversary date.

5.1.4 Annual dues for Associate Members shall be billed directly by the RMWEA Treasurer or Membership Chair. Dues shall be payable within one month after a Member's anniversary date.

5.2 Subscription Included in Dues

5.2.1 All members certified to the Federation by the Association shall be entitled to such publications of the Federation for the appropriate membership class. All members shall be entitled to the publications of the Association.

5.2.2 All Associate Members shall be entitled to the publications of the Association.

5.3 Arrears

5.3.1 Members whose dues have not been paid within one month after the 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 Federation and the Association as appropriate.

6. ADMISSION AND EXPULSION

6.1 Admission

6.1.1 Application for membership will be reviewed by the Secretary in accordance with the policies established by the Executive Committee.

6.1.2 There shall be no admission fee.

6.2 Expulsion

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

7. MANAGEMENT

7.1 The affairs of the Association shall be managed by an Executive Committee under such rules as the Executive Committee may determine in keeping with the intent of this document.

8. The Executive Committee shall consist of the following officers and designated

8.1.1 The Association President (1)

- 8.1.2 The Association Vice-President (1)
- 8.1.3 The Association Secretary (1)
- 8.1.4 The Association Treasurer (1)
- 8.1.5 The latest living Association Past-President (1)
- 8.1.6 Six Trustees (6)
- 8.1.7 Federation Delegate(s) (1 or 2)
- 8.1.8 Federation Delegate-Elect (0 or 1)
- 8.2 Presiding Officer
 - 8.2.1 The President of the Association shall be the Presiding Officer of the Executive Committee.
- 8.3 Quorum
 - 8.3.1 A quorum of the Executive Committee shall consist of a minimum of seven members. A quorum is the number needed in a meeting to transact business.
- 8.4 Proxies
 - 8.4.1 An Executive Committee member may assign his or her vote to another eligible Executive Committee member, by proxy, if the Executive Committee member is unable to attend an Executive Committee meeting in person. Such proxies shall be designated in writing by the absentee Executive Committee member and sent to the Association's President and Secretary at least one week prior to the next scheduled Executive Committee meeting. All such proxies shall be counted in determining a quorum.
- 8.5 Voting Privileges
 - 8.5.1 All members of the Executive Committee shall have voting privileges. However, no member shall have more than one (1) vote, except as described in Section 8.4, Proxies.
 - 8.5.2 A "majority" vote shall be defined as being one (1) vote more than 50% of the number of votes cast by Executive Committee members who are present and voting.
- 8.6 Fax, Telephone or E-mail Ballots
 - 8.6.1 When it is in the best interests of the Association to take immediate action on a particular matter, the Secretary may poll the members by fax, telephone, or e-mail for their vote. If the membership is polled, an affirmative vote of a simple majority of the members shall be required to authorize action on any matter. The fax, telephone, or e-mail ballots shall be confirmed at the next regularly scheduled meeting of the Association and so recorded in the minutes of that meeting.

8.7 Duties of the Executive Committee

- 8.7.1 Shall be the representative of the Association and shall manage its affairs and establish policies subject to the conditions and limitations prescribed in the Articles of Incorporation and Bylaws.
- 8.7.2 Shall receive all committee reports and take appropriate action on recommendations made in these reports where required.
- 8.7.3 Shall direct the investment and care of the funds of the Association.
- 8.7.4 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.

9. OFFICERS

9.1 Functions

- 9.1.1 The President shall have general supervision of the affairs of the Association.
- 9.1.2 The Vice-President shall assist the President in the performance of prescribed duties.
- 9.1.3 In absence of the President, the Vice President shall act. In case the Vice President cannot act, the Treasurer shall act. In case the Treasurer cannot act, the latest living Past President shall do so. The Executive Committee shall elect one of its members to act if the Past President cannot do so.
- 9.1.4 The Secretary shall, subject to the direction of the Executive Committee, be the executive administrator of the Association.
- 9.1.5 The Treasurer shall serve as advisor with respect to the funds of the Association, and shall prepare financial reports as required by the Executive Committee.
- 9.1.6 Six Trustees shall serve on the Executive Committee. Trustees may reside in either Colorado, New Mexico, or Wyoming.
- 9.1.7 The Federation Delegate or Delegates and Delegate-Elect, as provided for by the Federation, shall represent the Association in the conduct of all business by the House of Delegates of the Federation.

9.2 Terms of Office

- 9.2.1 The terms of office of the President, Vice-President, Treasurer, and Secretary, and Past President shall be for approximately one (1) year. The term of office for Trustees shall be approximately three (3) years. The terms shall be overlapping. Two Trustees shall be elected each year. Terms shall start immediately following the election of officers at the Association business luncheon at the annual conference.
- 9.2.2 The term of the Federation Delegate or Delegates shall be three (3) years as determined by the annual meetings of the Water Environment

Federation. However, Federation Delegates may serve more than one three year term if requested to do so by the Member Association.

- 9.2.3 The Delegate-Elect shall serve until he/she assumes the office of the Federation Delegate whom he or she is designated to replace.
- 9.2.4 None of the officers (except the Federation Delegate and the Member Association Trustee) may be eligible to serve full consecutive terms.
- 9.2.5 Any Officer may be removed from office if, as determined by a two-thirds majority vote of the Executive Committee, he/she is substantially deficient in the performance of his/her duties to the Association.
- 9.2.6 Trustees may serve more than one 3-year consecutive term, if requested to do so, and receive a majority vote of approval from the Executive Committee and Member Association.

9.3 Nominations and Election of Officers

- 9.3.1 At least six (6) months prior to the next annual conference, the President shall appoint the Nominating Committee.
- 9.3.2 Nominations for all offices in the following year shall be received and considered by the Nominating Committee. The Committee, through its chairperson, shall report to the President and the Secretary at least sixty (60) days prior to the Association business luncheon at the annual conference its selection of one or more candidates for each office required to be filled. All nominees shall be persons having the right and privileges of Active Members as defined under Article 3, and shall have signified a willingness to serve.
- 9.3.3 Following receipt of this report, the President shall direct the Secretary to send to each Member (except Dual Members) not less than thirty (30) days before the Association business luncheon at the annual conference, a listing of the nominees. As an alternative, such information may be printed in the Association's publication(s) and/or included on the Association's website.
- 9.3.4 At Association business luncheon at the annual conference, the Chairperson of the Nominating Committee shall place into nomination the candidates of the offices to be elected who shall be elected as described in this document. The President shall then call for nominations from the floor. The eligible voting members of the Association shall cast votes for each office by secret ballot, voice vote, or standing vote at the discretion of the President. The election shall be determined by majority vote. Should one of the nominees for any office not receive a majority of the vote cast for that office, the names of the two nominees receiving the greatest number of votes shall be resubmitted immediately for election by the voting membership.
- 9.3.5 In the case of a vacancy in an elected office the Nominating Committee

shall promptly select a nominee for the office. Such nominees may be voted on at a regular meeting of the Executive Committee, or by a mail, fax, telephone, or email ballot of the Executive Committee. The nominee receiving a majority vote of the Executive Committee members voting shall be declared elected. The officer so selected shall take office immediately and shall continue in office for the remaining duration of the term of the previous holder of the office.

9.4 Duties of Officers

9.4.1 President

- 9.4.1.1 General supervision of the affairs of the Association.
- 9.4.1.2 Preside at all conferences and meetings of the Association and meetings of the Executive Committee.
- 9.4.1.3 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 these Bylaws.
- 9.4.1.4 Perform such other duties as may be assigned by the Executive Committee.

9.4.2 Vice-President

- 9.4.2.1 Assist the President in the performance of prescribed duties.
- 9.4.2.2 Presides at conferences of the Association and at meetings of the Executive Committee in the absence of the President.
- 9.4.2.3 Act for the President when required.
- 9.4.2.4 Be ex-officio member of all committees other than the Nominating Committee.
- 9.4.2.5 Perform such other duties as may be assigned by the Executive Committee.

9.4.3 Secretary

- 9.4.3.1 Serve as the executive officer of the Association, and operate under the general direction of the President and the Executive Committee.
- 9.4.3.2 Assists the President in the preparation of the agenda for, and attend all meetings of, the Executive Committee, record and distribute the proceedings of such meetings to the Executive Committee and all committee chairpersons.
- 9.4.3.3 Maintain meeting records of the Association, including a list of members of the Association.
- 9.4.3.4 Coordinate with the Association Treasurer matters pertaining

to file management, records retention, and the preservation of Association documents.

9.4.3.5 Present a report on changes to the Association bylaws for each calendar year at the annual conference of the Association, if requested by the Executive Committee.

9.4.3.6 Perform such other duties as may be assigned by the Executive Committee.

9.4.3.7 Be bonded to the limits established by the Executive Committee.

9.4.4 Treasurer

9.4.4.1 See that all monies due to the Association and Federation are collected carefully, and, without loss, transferred to the Federation and proper accounts and custody; see that all expenditures are properly entered in the records of the Association, 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 fund of the Association, all in accordance with procedures established or approved by the Executive Committee.

9.4.4.2 Consult with the officers of the Association as to the custody and investment of funds.

9.4.4.3 Maintain financial records of the Association.

9.4.4.4 Coordinate with the Association Secretary matters pertaining to file management, records retention, and the preservation of Association documents.

9.4.4.5 Forward to the Officers of the Executive Committee and all committee chairpersons a monthly financial summary of accrued income and expenses consistent with the annual financial statement.

9.4.4.6 Present to the Executive Committee a balance sheet of the books as of the 31st of December of the previous year and as of the end of the month preceding the annual conference, which books shall be made available for review, annually or as otherwise specified by the Executive Committee.

9.4.4.7 Present a financial report for each calendar year at the annual conference of the Association.

9.4.4.8 Perform such other duties as may be assigned by the Executive Committee.

9.4.4.9 Be bonded to the limits established by the Executive Committee.

9.4.5 Trustees

9.4.5.1 Shall serve on the Executive Committee.

9.4.5.2 Shall serve as liaisons to committees and/or student chapters, providing guidance and helpful assistance as needed; promote the mission and vision of the Association, and perform other duties as assigned by the President or the President's designee(s).

9.4.6 Federation Delegate or Delegates

9.4.6.1 Shall represent the Association in the conduct of all business of the House of Delegates of the Federation.

9.4.6.2 Shall serve on the Executive Committee of the Association.

9.4.7 Federation Delegate-Elect

9.4.7.1 Shall be available to the Federation Delegate in order to remain current on Federation affairs so that upon assumption of office as a Federation Delegate, the individual will be prepared to represent the Association.

9.4.7.2 Shall serve on the Executive Committee of the Association.

10. COMMITTEES

10.1 General

10.1.1 In addition to the Nominating Committee provided for in the 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.

10.1.2 The President shall annually appoint all committee chairpersons within thirty (30) days after the annual conference business meeting. Such appointments shall be made with consideration given to the capability, expertise, and experience of the individuals and in accordance with the charge of the committee. The chairperson shall have the right to attend meetings of the Executive Committee with full privilege of discussions on matters involving the work of their committee.

10.2 Nominating Committee

10.2.1 Shall consist of three Active Members appointed by the President. If available to serve, one member shall be the latest living past Federation Delegate and the other two shall be the latest living past Presidents of the Association, other than the aforementioned past Federation Delegate.

10.2.2 The President shall designate the Chairperson and Vice-Chairperson of the Committee.

10.2.3 Shall nominate candidates for the elective offices of the Association.

11. PUBLICATIONS

11.1 All publications of the Association shall be issued under the direction of the Executive Committee.

12. MEETINGS

12.1 Annual Conference

12.1.1 The annual conference of the Association shall be held at the time and place selected by the Executive Committee.

12.2 Notices

12.2.1 Notices of conferences of the Association membership shall be sent out by the Secretary at least thirty (30) days in advance.

12.3 Executive Committee Meetings

12.3.1 The Executive Committee shall hold at least one meeting at the time of each annual conference.

12.3.2 Other Executive Committee meetings shall be held at the call of the President, or on petition addressed to the Secretary and signed by two or more Executive Committee members.

13. FRANCHISE

13.1 The exclusive service area of the Association shall consist of the states of Wyoming, Colorado, and New Mexico. Any revision to the established franchise area or the establishment of any new franchise area shall follow the procedure established in the Federation Constitution and Bylaws.

14. INDEMNIFICATION

14.1 Each member, officer, trustee, and delegate of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, or any settlement thereof, reasonably incurred by or imposed upon him in any proceeding to which he may be a party, or in which he may become involved solely by reason of his being or having been a member, officer, trustee, or delegate of the Association, whether or not he is a member, officer, trustee, or delegate of the Association at the time such expenses are incurred, except in such cases wherein such person is adjudged guilty of willful malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Executive Committee approves such settlement and reimbursement as being in the best interest of the Association.

15. AUTHORIZATION

15.1 No officer, member, trustee, or delegate of this Association shall authorize or incur any debt or obligation on its behalf except by order of or pursuant to authority granted by the Executive Committee.

16. AMENDMENTS

16.1 Initiation

16.1.1 Amendments to these Bylaws may be proposed by a majority of the Executive Committee or through it, on petition of ten percent of the Active Members.

16.1.2 The Secretary shall mail notices and complete text of a proposed amendment, upon instruction of the Executive Committee, to each member at least thirty (30) days before it is to be voted upon. In lieu of such mailings, the Secretary may notify members of any proposed amendments via the Association's publication(s) and/or its website.

16.2 Adoption

16.2.1 Amendments to these Bylaws may be made by a two-thirds affirmative vote of the total membership of the Association present at the Association business luncheon at the annual conference, notice of the proposed amendments having been conveyed by the Secretary to each member not later than thirty days in advance of the Association business luncheon at the annual conference

16.2.2 A proposed amendment may be conveyed by the Secretary to each Active Member for the purpose of voting upon by letter ballot. The letter ballot shall be returned not later than thirty (30) days following the mailing of the proposed amendment. A two-thirds affirmative vote of the letter ballots cast is required for adoption.

16.2.3 When amendments have been acted upon favorably by the Association Membership, they shall take effect immediately.

17. PARLIAMENTARY AUTHORITY

17.1 The meetings and deliberations of the Association, its Executive Committee and all committees shall be regulated and controlled according to the then current edition of Robert's Rules of Order, except as may be otherwise provided in these Bylaws.

18. DISPOSITION OF ASSETS UPON DISSOLUTION

18.1 Dissolution of the Association may take place only with the consent of not less than two-thirds of the members of the Association.

18.2 In the event of dissolution of the Association, the property and assets thereof, following satisfaction of all obligations and liabilities, shall be disposed of exclusively for the purposes of the Association as determined by the members at a meeting convened for the purpose of dissolution. Notice of dissolution shall be given to WEF within 30 days.