

**BYLAWS
OF
ROCKY MOUNTAIN WATER ENVIRONMENT ASSOCIATION
As Amended 7-16-2021**

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 Association of the Water Environment Federation, hereafter designated as WEF, and shall participate in the activities of that organization as representatives of the States of Colorado, New Mexico, and Wyoming.
3. MISSION, VISION, AND VALUES
 - 3.1 The RMWEA is a local Membership Association (MA) under the Water Environment Federation (WEF), an international not-for-profit association that provides technical education and training for thousands of water quality professionals who clean water and return it safely to the environment.
 - 3.2 The Executive Committee may establish and periodically amend the mission, vision, and/or values of the Association.
4. ASSOCIATION POLICIES AND PROCEDURES
 - 4.1 Association Policies and Procedures shall describe the execution of these Bylaws.
 - 4.2 The Executive Committee, as defined in these Bylaws shall maintain and update the Association Policies and Procedures as needed.
5. MEMBERSHIP CLASSIFICATION, QUALIFICATIONS AND PRIVILEGES
 - 5.1 Membership

The membership of the Association shall consist of persons or organizations, who have paid membership dues in accordance with these Bylaws.
 - 5.2 Membership Classes
 - 5.2.1 Membership classes shall include all classes of membership as designated by WEF and other classes of membership as established by the Association.
 - 5.2.1.1 WEF Membership shall be as defined by WEF in accordance with the WEF Bylaws.
 - 5.2.2 Association Membership (RMWEA-Only)
 - 5.2.2.1 Qualifications include an individual who is professionally engaged or interested in the advancement of knowledge relating to the objectives of the Association. Membership in WEF shall not be a requirement for the RMWEA-Only class.
 - 5.2.2.2 Rights and privileges include the right to vote and hold office

in RMWEA except for the WEF Delegate position. RMWEA-only members do not have any rights or privileges from WEF such as holding WEF office, receiving WEF discounts, or receiving any publications or services from WEF.

5.3 Student Chapters

5.3.1 Student Chapters shall be consistent with WEF requirements. Specific requirements may be outlined in the Association Policies and Procedures.

5.3.2 Student Chapters shall maintain its own Constitution & Bylaws.

5.3.3 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 determines it to be in the best interest of the Association and WEF to do so.

6. DUES

6.1 Payment of Dues

6.1.1 For each WEF Membership Classification:

6.1.1.1 Annual dues shall be determined by the WEF Board of Trustees and includes the current dues for the Association as determined by the Executive Committee.

6.1.1.2 Annual dues for all WEF membership classifications shall be billed directly by WEF. Members shall pay in accordance with WEF requirements.

6.1.2 RMWEA-Only: Members shall be billed in accordance with Association Policies and Procedures.

6.2 Benefits

6.2.1 All RMWEA-Only members shall be entitled to benefits as determined by the Executive Committee and described in the Association Policies and Procedures.

7. EXPULSION

7.1 Any member may be expelled from the Association for good and sufficient reason pursuant to C.R.S. 7-126-302.

8. MANAGEMENT

8.1 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.

8.2 The Executive Committee shall consist of the following officers:

8.2.1 The Association President (1)

8.2.2 The Association Vice-President (1)

8.2.3 The Association Treasurer (1)

- 8.2.4 The Association Secretary (1)
- 8.2.5 The latest living Association Past-President (1)
- 8.2.6 Six Trustees (6)
- 8.2.7 WEF Delegate(s) (1 or 2)
- 8.2.8 WEF Delegate-Elect (0 or 1)
- 8.2.9 If an Executive Director, or similar role is established, such person shall be an *ex-officio* non-voting member of the Executive Committee.
- 8.3 Presiding Officer
 - 8.3.1 The President of the Association shall be the Presiding Officer of the Executive Committee.
- 8.4 Quorum
 - 8.4.1 A quorum of the Executive Committee shall consist of a minimum of seven members.
- 8.5 Proxies
 - 8.5.1 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 or electronically by the absentee Executive Committee member and sent to the Association's President and Secretary prior to the next scheduled Executive Committee meeting. All such proxies shall be counted in determining a quorum.
- 8.6 Voting Privileges
 - 8.6.1 All members of the Executive Committee shall have voting privileges. However, no member shall have more than one (1) vote, except as described in these Bylaws.
 - 8.6.2 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.
- 8.7 Fax, Telephone or E-mail Ballots
 - 8.7.1 When it is in the best interests of the Association to take immediate action on a particular matter, the Secretary, or his/her designee, 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.
- 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 The Treasurer shall manage the funds of the Association.
- 9.1.4 The Secretary shall be responsible for the records of the Association.
- 9.1.5 The Past President shall serve in an advisory role to the Executive Committee and other duties as designated by the President.
- 9.1.6 In absence of the President, the Vice President shall assume duties of President. In case the Vice President cannot do so, the Treasurer shall do so. In case the Treasurer cannot do so, the latest available Past President shall do so. The Executive Committee shall elect one of its members to act if the Past President cannot do so.
- 9.1.7 Six Trustees shall serve on the Executive Committee. Trustees may reside in either Colorado, New Mexico, or Wyoming.
- 9.1.8 The WEF Delegate or Delegates and Delegate-Elect, as provided for by WEF, shall represent the Association as a member of the WEF House of Delegates.

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 an Association Business Meeting as defined in the Association Policies and Procedures.
- 9.2.2 The term of the WEF Delegate or Delegates shall be in accordance with the procedures established by the Water Environment Federation. However, WEF 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 WEF Delegate whom he or she is designated to replace.
- 9.2.4 None of the officers (except the WEF 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 three-fourths majority vote of the Executive Committee, he/she is substantially deficient in the performance of his/her duties to the Association. Such Officer shall not be entitled to vote or included in the determination of the three-fourths tally.

9.3 Nominations and Election of Officers

- 9.3.1 Officers shall be nominated in accordance to the Association Policies and Procedures.
- 9.3.2 The election shall be determined by majority vote for or against the slate of

nominees.

- 9.3.3 In the case of a vacancy in an elected office the President 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 Preside at all conferences and meetings of the Association and meetings of the Executive Committee.
- 9.4.1.2 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.
- 9.4.1.3 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 Preside 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 Treasurer

- 9.4.3.1 See that all monies due to the Association and WEF are collected carefully, and transferred to WEF 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 funds of the Association, all in accordance with procedures established or approved by the Executive Committee.
- 9.4.3.2 Consult with the officers of the Association as to the custody and investment of funds.
- 9.4.3.3 Maintain financial records of the Association.
- 9.4.3.4 Coordinate with the Association Secretary matters pertaining to file management, records retention, and the preservation of Association documents.

- 9.4.3.5 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.
- 9.4.3.6 Present to the Executive Committee a balance sheet of the books annually or as otherwise specified by the Executive Committee.
- 9.4.3.7 Present a financial report for year-to-date (through most recently reconciled month) at annual business meeting of the Association.
- 9.4.3.8 Perform such other duties as may be assigned by the Executive Committee.

9.4.5 Secretary

- 9.4.5.1 Serve as the executive officer of the Association, and operate under the general direction of the President and the Executive Committee.
- 9.4.5.2 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.
- 9.4.5.3 Maintain meeting records of the Association, including a list of members of the Association.
- 9.4.5.4 Coordinate with the Association Treasurer matters pertaining to file management, records retention, and the preservation of Association documents.
- 9.4.5.5 Present a report on changes to the Association bylaws as needed, if requested by the Executive Committee.
- 9.4.5.6 Perform such other duties as may be assigned by the Executive Committee.

9.4.6 Past President

- 9.4.6.1 Serve as an advisor to the President and Executive Committee.
- 9.4.6.2 Serve as the chair of the Finance, Accounting and Budget Committee.
- 9.4.6.3 Perform such other duties as may be assigned by the Executive Committee.

9.4.7 Trustees

- 9.4.7.1 Shall serve on the Executive Committee.
- 9.4.7.2 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).

9.4.8 WEF Delegate or Delegates

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

9.4.8.2 Shall serve on the Executive Committee of the Association.

9.4.9 WEF Delegate-Elect

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

9.4.9.2 Shall serve on the Executive Committee of the Association.

9.5 Duties of the Executive Committee

9.5.5.1 Shall be the representative of the Association and shall manage its affairs and establish policies.

9.5.5.2 Shall receive all committee reports and take appropriate action on recommendations made in these reports where required.

9.5.5.3 Shall set dues for all members.

9.5.5.4 Shall select and oversee executive staff.

9.5.5.5 Shall direct the investment and care of the funds of the Association.

9.5.5.6 Shall make funds available for regular operation of the Association and for specific purposes.

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. 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 the three most immediate and available Past Presidents.

10.2.2 The most senior of the Past Presidents shall be the Chairperson of the Committee.

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

11. MEETINGS

11.1 Business and Board meetings shall occur at the call of the President but shall occur at a minimum three times annually, one meeting to take place in conjunction with the Annual Conference and the others to take place at the call of the President in accordance with notice requirements of these Bylaws.

11.2 Written notice of all Board meetings shall be issued by the Secretary not less than seven days in advance of such meetings to all Trustees.

12. INDEMNIFICATION

12.1 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.

13. AUTHORIZATION

13.1 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.

14. AMENDMENTS

14.1 Initiation

14.1.1 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.

14.1.2 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.

14.2 Adoption

14.2.1 Amendments to these Bylaws may be made by a two-thirds affirmative vote of the total membership of the Association present at an annual business meeting, notice of the proposed amendments having been conveyed by the Secretary to each member not later than thirty (30) days in advance of a said annual business meeting.

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

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

15. PARLIAMENTARY AUTHORITY

15.1 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 or Association Policies and Procedures. In the case of contradiction, the Bylaws prevail.

16. DISPOSITION OF ASSETS UPON DISSOLUTION

16.1 Dissolution of the Association may take place in pursuant with the statutes of State of Colorado and Affiliation Agreement with WEF.

16.2 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. Notice of dissolution shall be provided to WEF.

Amendment History
7-16-2021, Streamlined, Reviewed by WEF, Reviewed by Attorney, Adopted
9-10-2019, Allow for digital voting on amendments
9-2015