

WISCONSIN WASTEWATER OPERATORS ASSOCIATION, INC. BY-LAWS

(~~Revised October 2014~~ Amended October 2020)

ARTICLE I – MEMBERSHIP

1.01 Members of Predecessor Organization

All members of the Corporation's predecessor, Wisconsin Wastewater Operators Association, shall automatically be deemed to be members of the Corporation and the classification of each member as Active, Honorary, Life or Student Membership shall remain the same in the predecessor organization.

1.02 Election to Membership

The Executive Secretary shall receive all applications for membership for the Active classification. Such applications shall include current dues. The Executive Secretary satisfied of an applicant's eligibility shall issue a membership card and shall add the applicant's name to the Corporation roster as a new member.

1.03 Annual Meeting of Membership

The annual meeting of the membership shall be held at the date, hour and place designated by the President of said Corporation or by the Board of Directors, or the date of the anniversary of the beginning of the Corporation.

1.04 Special Meeting of Membership

Special meetings of the membership for any purpose or purposes, unless otherwise prescribed by the statute, may be called by the President of the Board of Directors, and the date, hour and place of that meeting shall be designated by the President of the Board of Directors.

1.05 Notice of Annual or Special Meetings

Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five days and no more than fifty days before the date of the meeting, either personally, by mail, by e-mail, or by the direction of the President, Executive Secretary, or other officers or persons calling the meeting, to each member of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the books of the Corporation, with postage thereon prepaid.

1.06 Waiver of Notice by Member

Whenever any notice whatever is required to be given to any member of the Corporation under the Articles of Incorporation or By-Laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of the meeting, by the members entitled to such notice, shall be deemed equivalent to the giving of such notice; provided that any waiver in respect to any matter of which notice is required under any provision of the Wisconsin Business Corporation Law shall contain the same information as would have been required to be included in such notice, except the time and date of meeting.

1.07 Conduct of Meetings

The President, and in his absence, the President-Elect, then the Vice President in the order provided under Section 2.01, and in their absence, any person chosen by the members present shall call the meeting of the members.

1.08 Voting List

The Executive Secretary having charge of the membership books of the Corporation shall, before each meeting of members, make a complete list of the members entitled to vote at such a meeting, or any adjournment thereof, which list shall be ~~pre-duced~~ produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting for the purposes of the meeting. Failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

1.09 Quorum

Except as otherwise provided in the Articles of Incorporation, the members present at an annual or special meetings shall constitute a quorum. The affirmative vote of the majority at any such meeting and entitled to vote on the subject matter shall be the act of the membership.

1.10 Committee

(a) Standing Committees shall be the Executive Committee, Technical Committee, Local Arrangements, Guest Program, Operators Competition, Golf Outing, Sporting Clays, Exhibits, Manufacturers & Consultants, Nominations, Career Development, Website, Annual Awards, Scholarship, Spring Biosolids Symposium, CSWEA Liaison, WWOA Directory, Historical, Governmental Affairs, Publicity, Resolution & By-Laws, Membership, Permanent Arrangements, Operator Training, Clarifier, Regional Coordinator and Promotional Items.

(b) Additional committees, from time to time that may be required, shall be appointed by the President.

ARTICLE II – OFFICERS AND BOARD OF DIRECTORS

2.01 Officers and Composition of Board of Directors

The Board of Directors of the Corporation shall consist of nine (9) directors. The Officers of the Corporation shall be a Past President, President, a President-Elect, a Vice President, and five (5) Directors, all of whom shall be Active members of the Corporation and in good standing. These members shall constitute the Board of Directors of the Corporation.

2.02 Election of Officers and Directors

The three most recent Past Presidents shall constitute the Nomination Committee. In case three Past Presidents are not available; the current President shall appoint an Active member or members to fill any vacancy. This committee shall report to the Executive Secretary prior to the time of the election meeting, and its report shall recommend at least one name for each elective office about to become vacant. Following the report of the Nominations Committee at the annual meeting, the President shall call for nominations from the floor. If more than one name is placed in nomination for any office, voting shall be by ballot. The office of Vice President shall be an elective office, and the Vice President will automatically become President-Elect of the Wisconsin Wastewater Operators Association, Inc. upon completion of his/her term as Vice President. ~~(Amended 2009 see Amendment II)~~. The office of President-Elect will automatically become President of the Wisconsin Wastewater Operators Association, Inc upon completion of his/her term as President-Elect. Further, the initial Board of Directors and initial Officers shall be those ~~Director's~~ Directors named in the Articles of Incorporation and those Officers of the Corporation's predecessors, Wisconsin Wastewater Works Operators Conference, and Wisconsin Wastewater Works Operators Conference, Incorporated.

2.03 Terms of Office

All Officers, except the Directors, shall be elected for a term of one year. The President, President-Elect and Vice-President shall not succeed themselves to the same office for consecutive terms. The election of all elected officers shall be at the Annual Meeting. The term 'one-year' is construed to mean from the date of one Annual Meeting to the date of the Succeeding Annual Meeting, regardless of elapsed time.

(a) The Executive Secretary of the Wisconsin Wastewater Operators Association, Inc. shall be appointed of hired by a majority vote of the Board of Directors. The position of Executive Secretary is defined as held by either an individual or by a contracted Association Management Company who will appoint an individual to serve as the Executive Secretary. The Executive Secretary shall be ~~appointed~~ contracted with for a term of no more than three (3) two (2) years. ~~and this appointment shall be made in each even numbered year at a scheduled Board of Directors meeting.~~

(b) The Directors of Wisconsin Wastewater Operators Association, Inc. shall be elected for a term of two (2) years. Two Directors shall be elected in each even number year and three Directors shall be elected in each odd numbered year.

2.04 Vacancies on the Board of Directors or of Officers

In the event that an office becomes vacant between election meetings, the Board of Directors shall elect an Active member to serve until the next election meeting.

2.05 Duties of the Board of Directors

It shall be the duty of the Board of Directors to carry on the business and advance the interest of the Corporation between meetings. All actions of the Board of Directors require a majority vote of said Board of Directors.

2.06 Annual Meeting of Board of Directors

There shall be one annual meeting of the Board of Directors at a time and place designated by the President. The President may call additional meetings ~~to~~ of the Board or may conduct Board and Corporation business by mail, phone, video conferencing, in person, or any electronic method.

2.07 Quorum

Except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws, a majority of the number of Directors set forth in Section 2.01 shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the Directors present (through less than such quorum) may adjourn the meeting from time to time without further notice.

2.08 Notice/Waiver

Notice of each meeting of the Board of Directors shall be given by written notice delivered personally, mailed, or e-mailed, to each Director at his/her business or residential address, in each case not less than two days prior to the meeting. Whenever any notice whatever is required to be given to any Director of the Corporation under the Articles of Incorporation or By-Laws or any provision of law, a waiver thereof, in writing, signed at any time, whether before or after the time of meeting, by the Directors entitled to such notice, shall be deemed equivalent to giving such notice.

2.09 Expenses of Board of Directors Meetings

The Executive Secretary shall have authority to honor reasonable out-of-pocket expenses, not reimbursable by the Board's members' employers, incurred by attendance at authorized Board meetings as provided in Section 62.06 of Article II2.

2.10 Duties and Responsibilities of the Executive Secretary

The Executive Secretary shall maintain the financial and membership records of the Corporation and be the Registered Agent of the Corporation. The Executive Secretary shall perform all duties as ~~listed throughout the By-Laws designated in the position description, or within a contract if an Association Management Company serves in the capacity of an Executive Secretary.~~ In addition, the Executive Secretary shall perform the duties assigned by the Board of Directors. The Executive Secretary will have the authority to perform his/here assigned duties but will not have the authority to commit the Corporation without the approval of the Board of Directors.

ARTICLE III – FINANCES

3.01 Dues

The dues shall be ~~fifty-fifty-five~~ dollars (~~\$50.00-\$55.00~~) for each two years or ~~fraction-fraction~~ thereof. These dues shall be effective September 1st ~~(amended 2011 see Amendment III)~~. Student membership 'Terms of Membership' shall be two years renewable one time if enrolled in a four-year program. Membership rate shall be one-half of the normal WWOA membership dues at that time.

3.02 Finances

- (a) All money received by the Executive Secretary shall be deposited in a bank approved by the President; said funds to be in the name of the Wisconsin Wastewater Operators Association, Inc.
- (b) Upon approval of the President, the Executive Secretary shall have the right to make all necessary disbursements.
- (c) No Officer or member of the Corporation shall be authorized to contract for expenses exceeding the cash assets of the Corporation.

3.03 Compensation for the Executive Secretary

(a) ~~The~~ If the Board of Directors votes to appoint an individual as Executive Secretary, said individual shall be a paid employee of the Corporation. The salary of the Executive Secretary shall be determined by the Board of Directors. Expenses for which the Executive Secretary will be reimbursed shall also be determined by the Board of Directors.

(b) If the Board of Directors opts to use an Association Management Company, a contractual agreement which describes responsibilities and rate of compensation, shall be drawn up and approved by a majority of the Board of Directors.

3.04 Fiscal Year

For accounting purposes, the fiscal year shall begin on January 1st of each year, and end on December 31st ~~(amended 2008 see Amendment I)~~ of the same year. At the end of the each fiscal year, the Executive Secretary shall submit his/her records for audit to a committee appointed for that purpose by the President.

ARTICLE IV – REGIONAL ASSOCIATIONS

4.01 Definition of Regional Association

There shall be no more than six (6) regional associations throughout the State of Wisconsin. The six regional associations shall be recognized as follows: Southern, Southeast, West Central, Northwest, North Central, and Lake Michigan.

4.02 Requirements for Affiliation

Regional associations applying for membership in this organization shall submit written application for affiliation in the form and manner prescribed by the Board and shall be subject to the acceptance and approval of the Board of Directors. The procedures for affiliation shall be:

- (a) Adoption of the standard form of regional association By-Laws prescribed by the Wisconsin Wastewater Operators Association, Inc. or as otherwise approved in accordance with 4.05;
- (b) Payment of such charter fees as may be established by the Board of Directors;
- (c) Submission of a list of charter members, each of whom shall have paid the full membership fees as established in the regional association By-Laws;
- (d) Compliance with all the requirements for affiliation as prescribed in these By-Laws and by the Board of Directors and agreement to accept and abide by the Articles of Incorporation and By-Laws of this organization now and hereafter in force.

4.03 Officers

Annual elections of regional officers shall be held at the last Regional Meeting of the calendar year and the Region shall immediately report to the Executive Secretary of the Corporation, the names and addresses of the newly elected officers. Regional officers shall assume their official responsibilities as of January 1st following their elections.

4.04 Regional Membership Fees and Annual Dues

Regional associations may establish membership fees in their By-Laws as they see fit.

4.05 By-Laws

A regional association shall not change or amend its By-Laws without the consent of the WWOA said regions' members.

4.06 Meeting Requirements

Meetings shall be held at the date, place and hour designated by each region. One-day only meetings are encouraged. Regional association meetings shall not be held two weeks before or after the Annual WWOA State meeting, and shall attempt to avoid other WWOA sponsored events.

4.07 Resignations/Revocation of Charter/Appeal

(a) Any regional association may resign from WWOA, by reason of dissolution or other reason, provided that all financial obligations to WWOA have been fulfilled and that, if incorporated, the Corporation shall be legally terminated as a WWOA regional association, and that notice of such resignation or dissolution shall be legally terminated as a WWOA regional association, and that notice of such resignation or dissolution shall be certified to the Executive Secretary of WWOA. Such notice of resignation or dissolution shall become effective as determined by the Board of Directors of WWOA.

(b) Any regional association that fails to conform with the accepted standards for chartered associations, or whose conduct is considered by the Board of Directors to be injurious or prejudicial to the image and best interests of WWOA or its other regional associations, may have its charter revoked or suspended by a two-thirds majority vote of the Board of Directors. Any regional association that violates the Articles of Incorporation or By-Laws of WWOA, or that is more than one hundred and twenty (120) days in arrears for any indebtedness to WWOA may have its Charter revoked or suspended by a two-thirds majority vote of the Board of Directors. The Board of Directors may impose such conditions as it may deem reasonable or necessary. However, the Officers of the Board of Directors assisted by the Executive Secretary of WWOA shall first be given the opportunity to

investigate and report thereon to the Board of Directors. The Executive Secretary of WWOA shall have sent notice of such proposed action and reasons therefore by certified mail to the last reported officers of such regional association not less than thirty (30) days prior to the date on which the Board of Directors shall act upon the proposed suspension or revocation. In the event of such revocation or suspension, the Executive Secretary of WWOA shall send, within fifteen (15) days, a notice of such action and reasons therefore to the last reported officers of such regional association.

(c) In the event a charter and membership of a regional association is revoked or suspended, such regional association may, within thirty (30) days of mailing of the notice of such revocation or suspension, file with the Executive Secretary of WWOA a written appeal of such action, which appeal shall be considered at the next meeting of the Board of Directors. If a regional association whose charter has been suspended fails to exercise the right of appeal within the specified period, its charter and membership shall be automatically revoked as of the date of suspension.

(d) Upon the revocation or suspension of the charter and membership of any regional association for any reasons whatsoever, such regional association shall forfeit all rights and privileges of Membership, services provided by WWOA and the right to use the names, slogans, emblems, marks or other insignia of the organization, except that the Board of Directors may, at its discretion, postpone the forfeiture of such rights, privileges and services until the expiration of the appeal period or, if an appeal is received, until the Board of Directors considers the appeal at their next meeting.

(e) Upon the revocation or suspension of the charter and membership of any regional association, the Executive Director shall return to the recorder/treasurer of the regional association all surplus reserve funds credited to the account of the regional association remaining after payment of all regional association obligations to the WWOA. There will be no proration of any charter fee.

4.08 Eligibility

(a) Members of regional associations shall ~~be limited to~~ include but will not necessarily be limited to the wastewater collection and treatment plant personnel, superintendents, chemists, technicians, maintenance personnel, and others involved in wastewater treatment, regulation, suppliers, vendors, consultants, ~~educations~~ educators and public officials.

(b) Any WWOA member will automatically have a specific regional affiliation based upon their county of residence and/or their place of employment dependent upon which address is reported as their primary address to the WWOA database.

~~4.09 Individual Membership~~

~~(a) All membership in regional associations shall be held by individuals. Such memberships shall not be transferable.~~

~~(b) An associate member shall be those members who are active in regional affairs and are members of the WWOA in good standing.~~

~~4.1009~~ Annual Charter Fee

Each regional association shall pay to WWOA for each of its members an annual charter fee as determined by the Board of Directors each year. The Board of Directors shall have the opportunity to grant an extension of time for payment of obligations to WWOA when, in the judgment of the Board of Directors, circumstances indicate such extension would best serve the interests of the organization.

~~4.1110~~ Liability Insurance

(a) Each regional association shall pay to WWOA as part of its charter, a fee as determined by the Board of Directors for the payment of the annual premium for comprehensive general liability insurance.

(b) Insurance coverage shall not be provided by WWOA for regional associations for activities or meetings where intoxicating beverages are served by and/or provided by the regional association or members with or without monies from the membership of the regional association or another chartered regional association.

ARTICLE V – AMENDMENTS

5.01 Amendments

Amendments to these By-Laws may be made either by a two-thirds majority vote of members of the Corporation voting at a regular meeting or by two-thirds majority of members of the Corporation voting by mail ballot.

~~AMENDMENT I—In 2008, John Leonhard, Chair of the Resolutions and By-Laws Committee, informed the membership that the Board would like to change the fiscal year from September 1st to August 31st, to the calendar year beginning January 1st of each year to December 31st of each year. Leonhard stated that this would require a By-Laws change and action from the membership at this meeting. Leonhard explained why the change is needed. After discussion, Dale Doerr made a motion to change the WWOA fiscal year to the calendar year (January 1st of each year to December 31st of each year), motion seconded by Wade Peterson. Motion Carried.—~~

~~AMENDMENT II—October 8, 2009. After discussion, John Leonhard made a motion to amend the By Law to eliminate the election of the President Elect with an automatic progression of the Vice President to President Elect position. Dale Doerr seconded the motion. Motion carried. Amended to the By Law eliminate the election of the President Elect with the automatic progression of Vice President to President Elect position.—~~

~~AMENDMENT III—John Leonhard, Chair of the Resolutions and By-Laws Committee, reported that the Board is asking for an increase in the membership dues from \$40.00 to \$50.00 for a 2-year membership. John Leonhard explained that this would be a By-Laws change and would require approval by the membership attending the Annual Business Meeting. A discussion ensued. After discussion, Dean Falkner made a motion to approve the dues increase, John Leonhard seconded the motion. Motion Carried. The dues increase will take effect January 1, 2011.~~