

BYLAWS OF THE
MISSOURI WATER AND WASTEWATER CONFERENCE, INC.

August 18, 2015

ARTICLE I

Description

SECTION I

1.1.1 The Missouri Water and Wastewater Conference, Inc. is a 501(c)(3) not-for-profit corporation. The corporation shall hereafter be referred to as MWWC.

1.1.2 The overall purpose and direction of the MWWC is determined by the board of directors, hereafter referred to as the board.

ARTICLE II

Purpose for Which the MWWC Exists

SECTION I

According to MWWC's articles of incorporation, MWWC exists to provide operators with quality technical training that meets the following guidelines.

2.1.1 Educational in nature.

2.1.2 Designed to meet the qualifications of Missouri's Department of Natural Resources for operator certification renewal credits.

2.1.3 Equips water professionals with training necessary to operate and maintain water treatment facilities, wastewater operations, and water distribution systems.

ARTICLE III

Organizational Structure

SECTION I

3.1.1 The organizational structure of the MWWC consists of a board, officers, an executive director, central office staff, regional sections officers, committees, and volunteers.

3.1.2 All activities of the central office shall be carried out by the executive director, with the assistance of central office staff or volunteers.

3.1.3 Meetings

A. Meeting minutes shall be recorded and filed in MWWC's files.

B. All MWWC business meetings on state and local levels, as well as meetings of the board, section officers, and other committee meetings, shall be conducted in accordance with MWWC's articles of incorporation and its bylaws and shall adhere to Robert's Rules of Order.

C. A quorum of the board shall consist of a majority of its members and is required to make decisions relating to the MWWC.

D. A statewide gathering of MWWC's membership and annual section meetings may be held. Activities held in conjunction with those meetings may include, but not be limited to, meetings of MWWC's board and/or section officers, business meetings, vendor shows, technical sessions, special meal functions and/or award ceremonies.

E. Operator training events may be put on by the central office and/or regional sections.

3.1.4 Forms, Notices & Awards

A. Central office staff shall provide standardized forms for section meeting registrations and year-end financial accounting. Such forms shall be used by all sections. MWWC's central office staff will work with the section's primary contact to personalize section meeting registration forms.

- B. When time allows, the central office staff shall publish meeting dates and announcements in print, by email, or as a post on the organization's webpage at least one month prior to the event.

3.1.5 Audits

- A. **External audits** of MWWC's financial books shall be conducted by a professional certified public accountant every fifth year or more often if deemed necessary by the board or the executive director.
- B. **Internal audits** of the MWWC's financial books shall be conducted each year that an external audit is not performed. Individuals performing the audit are not legally liable. The internal audit committee shall be made up of two or more individual members and shall be appointed by the current officers of the board (chairperson, chairperson-elect, vice-chairperson and the immediate past chairperson.)

3.1.6 Standing Committees Reports and recommendations of all standing committees may be subject to the approval of the board. Other committees, including but not limited to the following, shall be formed or disbanded at the direction of the board: retirees committee; local arrangements committee; training committee.

- A. **Nominating Committee** shall consist of MWWC's current chairperson, chairperson elect, vice-chairperson and immediate past chairperson.
- B. **Budget Committee** will be determined by the board on an annual basis.
- C. **Audit Committee** will be determined by the board on an annual basis.
- D. The **Robert S. Miller Award Selection Committee** is made up of the board.
- E. The **A.V. Graf Award Selection Committee** is made up of the board. The award is also known as the chairman's award of appreciation.
- F. The **W. Victor Weir Award Selection Committee** is made up of the last five recipients of the award.

- G.** The **Award of Merit Selection Committee** is made up of the last 5 recipients of the award.
- H.** The **Statewide Operator Award Selection Committee** is made up of the past five operator recipients of the State Operator of the Year Award. The operator of the year will be chosen from the section operators of the current year.
- I.** The **John E. Betz, Outstanding Trainer's Award Selection Committee** is made up of the board.
- J.** The **Young Operator of the Year Award Selection Committee** is made up of the board.

3.1.7 Awards and Recognitions shall be liberally bestowed upon deserving members within the fields of water and wastewater. Nominees must be current members of the Missouri Water and Wastewater Conference. The standing awards are as follows: W. Victor Weir Award; Robert S. Miller Award; A.V. Graf Chairman's Appreciation Award; Award of Merit; MWWC's Young Operator Award; MWWC's Statewide Operator of the Year Award; John E. Betz Outstanding Trainers Award.

ARTICLE IV

Selection of the Board

SECTION I

- 4.1.1** The board shall consist of four officers and three directors. The officers shall be as follows: chairperson, chairperson-elect, vice-chairperson and the immediate past chairperson.
- 4.1.2** Regional Sections, as defined herein, should also appoint one individual to serve as a voting member of the board.
- 4.1.3** Through a nominating committee and a vote of the MWWC, members may name a board member emeritus to serve as a voting member of the board. The board member emeritus must be a life member of the organization and must have a vested and active interest in the activities of the organization. Non-

voting board members may be appointed through a nominating committee and a vote of the membership. The board may appoint alternate board members in the event that a board member is unwilling or unable to complete his or her term of office.

- 4.1.4 A nominee may be a current board member or a current member at-large who has maintained at least five years of paid membership prior to nomination.
- 4.1.5 Non-members shall not be considered for nomination as officers or board members.
- 4.1.6 Nominees must hold an interest related to water treatment, water distribution or wastewater treatment field.
- 4.1.7 Representatives from companies that include manufacturers, suppliers and engineering firms shall be exempt from nomination.
- 4.1.8 Board members must be current members of the MWWC; exhibit an interest in the organization; and be willing and able to take an active part in serving on the board. Board members should attend all board meetings. They should also attend MWWC's state annual meeting and the section meeting of the regional section in which he/she is a member.
- 4.1.9 No person directly remunerated for services to MWWC shall be eligible to serve as a voting officer or voting board member.
- 4.1.10 Terms of office for the state board members shall run for approximately one year, from the date of election until a vote of membership is conducted at the following year's annual business meeting.
- 4.1.11 Neither the chairperson nor the chairperson-elect shall be eligible for reelection to consecutive terms. The vice-chairperson may be reelected for an additional term of office.

Role of Board of Directors

SECTION II

- 4.2.1 The board shall employ, set compensation for and, if necessary, dismiss an executive director.

4.2.2 The board shall hold at least three meetings per year.

4.2.3 The board, at the call of its chairperson or four of its members, may hold other meetings.

4.2.4 The board shall have the power to prepare and enforce, for the conduct of the business of MWWC, any rules, regulations and procedures that are not in conflict with MWWC's articles of incorporation or bylaws.

4.2.5 The board shall appoint a secretary to serve as an alternate check signer to MWWC's checking accounts. The appointed secretary shall conduct the following banking purposes, in the event that the executive director is unavailable: opening and closing accounts; adding or omitting signers from accounts.

4.2.6 Chairperson

A. The chairperson shall have general supervision of the affairs of the conference and shall preside at meetings of the board. In the absence of the chairperson, the chairperson-elect shall preside over said meeting. In the event that neither the chairperson nor the chairperson-elect is present, the vice-chairperson shall preside over said meeting. The chairperson shall appoint such committees as may be necessary.

4.2.7 Chairperson-Elect

A. The chairperson-elect shall serve as the primary liaison between the conference and its associate members.

B. The chairperson-elect shall visit with the vendors at MWWC vendor shows, both on the state and section levels.

C. The chairperson-elect shall work to maintain a strong working relationship with vendors and shall solicit sponsorships, door prizes and other support for the MWWC.

D. The chairperson-elect shall assist the chairperson in the performance of duties and shall act in his or her stead when necessary.

4.2.8 Vice-Chairperson

- A. The vice chairperson may work together with MWWC's staff to put together the annual technical program agenda. He or she shall oversee the technical sessions at the annual meeting.
- B. The vice-chairperson shall assist the chairperson in the performance of duties and shall act in his or her stead when necessary.

4.2.9 The board will decide, by a majority vote, answers to issues not outlined in MWWC's articles of incorporation and bylaws.

4.2.10 If critical situations requiring board action occur and time or circumstances will not allow for a meeting to be called, board action may be taken by vote through email, fax, or U.S. mail.

4.2.11 In the event that a board member is not able to complete the term of office, the board may name a successor to serve for the remainder of the term. The named successor is eligible for nomination to be elected to subsequent terms. The exception would be a section board rep, which is dealt with by section boards.

4.2.12 The board may form or disband regional sections and committees of sections at any time.

4.2.13 The board is liable for the accuracy and accountability of its financial status, including the affairs of the central office and regional sections.

ARTICLE V

Executive Director

SECTION I

5.1.1 The executive director, at the advice and direction of the board, shall carry out the routine functions of the MWWC. These functions include, but are not limited to, management of staff, record keeping and reporting, meeting planning and giving direction and assistance to section officers.

5.1.2 The executive director may employ, set the compensation for and, if necessary, dismiss staff.

5.1.3 The executive director should attend all meetings of the board.

- 5.1.4** The executive director, with the assistance of the staff, shall be responsible for the following list of operations: prepare and keep accurate and complete records of the proceedings of MWWC, including membership and financial reports.
- 5.1.5** The executive director shall have charge of the production and distribution of the publications of the MWWC.
- 5.1.6** The executive director shall perform other duties that may be assigned by the board.
- 5.1.7** The executive director shall see that all dues, subscriptions, and other monies due MWWC are collected and shall deposit them to the credit of the organization.
- 5.1.8** The executive director shall coordinate with committee members to help them select a recipient, obtain biographical information, arrange for recipient's attendance at the annual award ceremony and shall acquire the appropriate plaques and awards.
- 5.1.9** The executive director shall notify each member prior to the end of a 12 month period of the amount due for membership dues for the following 12 month period.
- 5.1.10** The executive director shall compile annual reports from all sections with those of the central office for year-end taxes and accounting purposes.

ARTICLE VI

Regional Section Purpose

SECTION I

- 6.1.1** Regional sections exist as satellite operations of the statewide organization. Volunteers of these sections shall serve under the direction of MWWC's board, directly or indirectly through the executive director.

- 6.1.2 Provide training opportunities that are designed to meet the qualifications of Missouri's Department of Natural Resources for operator certification renewal credits.
- 6.1.3 Plan and carry out a one-day section technical program in the spring of each year.
- 6.1.4 Promote membership in state-wide organization by rewarding members with a lower registration rate of training than is charged to non-members.

Regional Section Function

SECTION II

- 6.2.1 As parts of the overall organization, sections shall file reports of activities to the central office. Electronically generated computer forms, provided by the executive director and his or her staff, shall be used in order for the executive director to send compiled information to the Internal Revenue Service; the State of Missouri; to certified public accounts and others, as may be necessary for tax auditing and other financial or legal purposes.
- 6.2.2 The names of two or more alternate signers must appear on all section financial accounts.
- 6.2.3 All aspects of regional sections and their officers and volunteers shall serve under the direction of MWWC's board either directly or indirectly through the executive director.

Selection of Regional Section Officers

SECTION III

- 6.3.1 During annual spring technical programs, each of MWWC's regional sections should elect a chairperson, vice chairperson, secretary and/or treasurer and a representative from the section to serve on MWWC's state board by a vote of each section's membership. At the discretion of the section, the secretary/treasurer may be two people.
- 6.3.2 Section board representatives shall serve a term of approximately one year until a vote of the membership at the next year's annual spring business meeting.

6.3.3 A section officer must be a current member of the MWWC.

Regional Section Officers Roles

SECTION IV

6.4.1 The section chairperson of each region shall administer the affairs of the section, which are in agreement with the objectives of the MWWC as outlined in these bylaws.

6.4.2 Each section chairperson shall direct the affairs of the section, including but not limited to, conducting business and committee meetings of the section.

6.4.3 All section business meetings and board meetings of the sections shall be in accordance with the organization's articles of incorporation and its by-laws and shall adhere to Robert's Rules of Order.

6.4.4 The section's chairperson, secretary, or board representative shall submit prior notice to MWWC's central office communicating the dates and location of events. They are also responsible for reporting the success of event participations after such activities.

6.4.5 No person directly remunerated for the services to MWWC shall be eligible to serve as a section officer.

6.4.6 Sections may recognize one or more award recipients for operator of the year at annual spring meetings. Those recognized on section level are eligible for consideration for statewide operator of the year.

Individual Section Officers Roles

SECTION V

6.5.1 Chairperson

Section chairpersons shall direct the affairs of the section, including but not limited to, conducting business and committee meetings of the section.

6.5.2 Vice-Chairperson

Section vice-chairpersons shall assist the section's chairperson in the performance of duties. He or she should assume the role of the chairperson in his or her absence. He or she should attend meetings of the section, and the state annual meeting.

6.5.3 Secretary/Treasurer

- A.** Section secretary/treasurers shall serve as the general administrative officer of the section.
- B.** Section secretary/treasurers shall work with MWWC's office staff as they customize registration forms for use at meetings.
- C.** Section secretary/treasurers shall prepare and distribute minutes of meetings and shall provide detailed information about the section's spring meeting and other section activities to the MWWC's central office prior to and following events.
- D.** Section secretary/treasurers shall provide MWWC's central office with data concerning all awardees, attendance, events, and those receiving special recognition.
- E.** Section secretary/treasurers shall forward copies of all section meeting registration forms to the central office as soon as possible after said meetings.
- F.** Section secretary/treasurers shall provide MWWC's staff with name, address, social security number, and amount paid to all independent contractors.
- G.** Section secretary/treasurers shall submit annual financial statements to the MWWC at close of each calendar year.
- H.** Section secretary/treasurers shall collect and disburse all funds and conduct the general fiscal business of the section.
- I.** Section secretary/treasurers shall sign contracts on behalf of their respective section only.
- J.** Section secretary/treasurers shall assist other section officers when necessary.
- K.** Section secretary/treasurers should attend MWWC's annual meeting.

- L. Section secretary/treasurers shall coordinate correspondence of all section activities.
- M. Section secretary/treasurers shall prepare and present proposed budget.
- N. Section secretary/treasurers shall oversee budget expenditures.
- O. Section secretary/treasurers shall notify section officers and the membership of meetings and assist in preparation of the section meeting technical program.

6.5.4 Section Board Representatives

- A. Section Board Representatives shall serve as voting members of the state board and will serve as liaisons to and between their regional sections and the board.
- B. Section Board Representatives should attend state board meetings and shall report activities and concerns of their section to the state board.
- C. Section Board Representatives shall report activities and concerns of the board to their section.
- D. In the event that the section board representative is unable to attend said events, he/she may appoint another section member to attend for reporting purposes only.
- E. The alternate board representative may or may not be a section officer.
- F. Representatives from companies, including manufacturers, suppliers and engineering firms, shall be exempt from the nomination.

ARTICLE VII

Membership Description

SECTION I

- 7.1.1 Active individual membership status may be granted to water and wastewater operators and other water and wastewater professionals who are eligible to hold certificates or are preparing to obtain certifications in the fields of water treatment, water distribution and/or wastewater treatment. Individual members shall hold or be retired from a position connected with the administration,

supervision or operation of one or more water treatment, water distribution or wastewater systems.

- 7.1.2 The membership of the MWWC shall consist of persons, firms, corporations or entities whose objectives are in harmony with the purpose of MWWC according to the conditions and limitations prescribed in its articles of incorporation and bylaws.

Benefits of Membership

SECTION II

- 7.2.1 Members may have central office staff post advertisements for employment opportunities to MWWC's webpage and to emails, at no charge to members.

Membership Types

SECTION III

7.3.1

- A. Honorary** membership shall be granted to persons whose practical or scientific knowledge, as well as activities and accomplishments, in matters relating to water supply, wastewater collection and disposal, in the state of Missouri, and shall entitle him or her to special recognition by the MWWC. Honorary members shall not be required to pay dues. The board, on its own initiative, or upon nomination from MWWC's membership, may bestow the rights and privileges of honorary membership upon worthy candidates at any time.
- B. Associate** membership shall be granted to a firm or corporation that is engaged in the manufacturing or distribution of supplies, materials, or equipment for the construction, operation, or maintenance of water or wastewater works. An associate member is privileged to be represented by one person on the floor at each meeting, but such representative shall not be entitled to vote.
- C. Life** membership shall be granted to individual members who are in good standing with the MWWC and have paid membership dues for twenty-five years. An individual member who obtains life member status shall be exempt from paying annual membership dues.

D. Company representatives who have served the firm as such for a period of twenty-five years and whose firm is an associate member of the MWWC may be granted life membership status. In such cases, associate membership dues for the company will continue.

Dues and Fees

SECTION IV

- 7.4.1** Membership applications are taken on a continual basis for both individual and associate (manufacturer, supplier and engineering companies) memberships.
- 7.4.2** Annual dues shall be determined each year by the board after taking into consideration the financial standings of the organization.
- 7.4.3** Memberships are renewable annually on the anniversary date of initial membership (i.e. May 1, 2015-May 1, 2016). The fiscal year of the conference shall begin on January 1st and shall terminate on December 31st. Annual dues shall be payable in advance and shall be due 12 months from the last date paid.
- 7.4.4** Non-members will be charged a higher rate of at least forty dollars more than members to attend activities of the MWWC. The actual rate shall be determined by the board at the end of each fiscal year.
- 7.4.5** Section officers shall determine the registration fee for each section sponsored training event. In addition to a registration fee, a training fee shall be charged for the annual section meetings.
- 7.4.6** MWWC's board, shall determine the amount of the training fee referenced in 7.4.5 to be charged for activities held in the following year.
- 7.4.7** The amount of the training fee, multiplied by the number of participants, shall be forwarded to the central office. In the event that the section chooses not to charge a registration fee, the training fee shall still be collected and forwarded to the central office.
- 7.4.8** Sections shall encourage membership in the MWWC; however, if an individual chooses to register for a section sponsored event as a non-member, the section may retain the non-member registration fee.

Admission and Expulsion

SECTION V

- 7.5.1** Any individual or company desiring to become a member of the MWWC must submit an application with payment for membership dues to MWWC's central office as per the terms provided in the membership section of these bylaws.
- 7.5.2** Any applications for membership may be subject to the approval of the board. The board may deny membership for cause.
- 7.5.3** Members whose dues have not been paid within 90 days of their renewal date may be placed on inactive status.
- 7.5.4** Any member of any grade may be expelled from membership in the MWWC by three-quarters vote of the board. The vote shall be taken by written ballot, provided the member has been given a written statement of the charges preferred, and has been accorded an opportunity of a hearing before the board.

ARTICLE VIII

Financial Holdings

SECTION I

- 8.1.1** The central office shall strive to hold, in a reserve account, funds to cover six month's operating expenses and what is necessary to hold the annual technical program and vendor show. The allowed amount of reserves shall be determined by the tax statements from the previous year.
- 8.1.2** Each regional section shall strive to hold, in its account, a balance to cover the section's operating funds for one year. All funds in excess of section operating funds should be appropriated for operator training endeavors as per section board's decision.
- 8.1.3** The names of two or more signers must appear on all conference financial accounts.
- 8.1.4** To maintain accountability of the accuracy of record keeping and the financial stability of the organization, reports and records of the MWWC, including the

affairs of the central office and the regional sections, shall be made available to the board upon request.

- 8.1.5** All financial accounts of the MWWC and its regional sections shall be associated with the organization's federal ID number.

ARTICLE IX

Publications

SECTION I

- 9.1.1** The proceedings of the MWWC shall be made available to its members, upon request.

ARTICLE X

Bylaw Amendments

SECTION I

- 10.1.1** Information being submitted to the membership for a vote, including but not limited to, proposed amendments to MWWC's article of incorporation or by-laws, shall be made available to members at business meetings and via U.S. mail, fax, email or posted to MWWC's webpage, at least 60 days prior to the date of the vote.
- 10.1.2** Amendments to the MWWC's by-laws require two-thirds approval vote of its individual members that are in attendance and voting at annual business meetings.
- 10.1.3** If the voting process is being conducted by means other than a formal meeting (i.e. fax, telephone, mail, email), a two-thirds approval vote of ballots received shall constitute approval.