



BY-LAWS OF THE MISSOURI WATER AND WASTEWATER CONFERENCE, INC

ARTICLE I Purpose for Which Corporation Exists

SECTION I

According to MWWC's Articles of Incorporation, the corporation exists to:

- (1) Advance the fundamental and practical knowledge of the collection, treatment and distribution of water for the public water supply and to advance the knowledge of the nature, collection, treatment and disposal of wastewater and industrial wastes.
- (2) Advance the practical and fundamental knowledge of the design construction, operation and management of water and wastewater treatment facilities.
- (3) Work for the improved sanitation of waterways.
- (4) Support and further the activities of individuals and organizations whose aims are to improve the water supply, safely and efficiently dispose of wastewater, and improve the health and sanitation within the state of Missouri.

ARTICLE II Organizational & Operational Structure

SECTION I

Routine functions of the corporation shall be carried out through its central office. These functions include, but are not limited to supervision of staff, record keeping

and reporting, meeting planning, and assisting officers of regional sections to carry out the planning, implementation and record keeping of their annual spring meetings and other affairs and carrying out specific directives of the corporation's Board of Directors. All activities of the central office shall be carried out by the executive director with the assistance of the office staff, temporary staff, and/or member volunteers.

SECTION II

Operation of Regional Sections: The primary function of the regional sections is to coordinate and carryout a one day training conference, otherwise known as a section meeting. Sections may also sponsor additional operator training events. As part of the overall corporation, not separate entities, sections shall report all activities to the central office for inclusion in reporting to the Internal Revenue Service, the State of Missouri, to Certified Public Accounts and others as may be necessary for tax and auditing purposes. Regional sections may be governed by a local board consisting of a chairperson, vice chairperson, secretary/treasurer, and section board representative who shall serve under the direction of MWWC's Board of Directors directly or through the corporation's executive director and according to MWWC's Articles of Incorporation and By-laws.

ARTICLE III

Business & Board Meetings

SECTION I

All business conducted by the MWWC and Meetings of the board, section officers and other committees both on the state and section levels shall be in accordance to the organization's Articles of Incorporation and its By-laws, and shall adhere to Roberts Rules of Order.

ARTICLE IV

The Role of Individual Section Officers

SECTION I

Section Chairperson

The Section Chairperson shall provide general direction of the affairs of the

section, including but not limited to conducting meetings, presiding at business and committee meeting of the section. The section chairperson shall attend MWWC's annual section officer's orientation, attend MWWC's annual meeting. If the section's

SECTION II

Section Vice Chairperson

The Section's Vice Chairperson shall assist the Section's Chairperson in the performance of his/her duties, fill in for the Chairperson when in the absence, attend all meetings of the section, attend the annual section officer's orientation meeting, attend MWWC's annual meeting.

SECTION III

Section Secretary-Treasurer

The Section's Secretary-Treasurer shall serve as the general administrative officer of the section. He or she shall prepare and distribute minutes of meetings, provide detailed information about Spring Sectional Meeting and other section activities to the MWWC central office prior to and following events, provide the MWWC central office with data concerning all awardees, attendance, events, and those receiving special recognition, etc..., forward copies of all section meeting registration forms to the central office as soon as possible after meeting, provide MWWC staff with name, address, social security number, and amount paid to all independent contractors, submit annual financial statement to the MWWC of close of each calendar year, collect and disburse all funds and conduct the general fiscal business of the section, sign contracts his or her section only, assist other section officers when necessary, attend the MWWC Annual Meeting, coordinate mailings of all section activities, prepare and present proposed budget, oversee budget expenditures, notify section officers and the membership of meetings, and assist in preparation of the section meeting technical program.

SECTION IV

Section Board Representative

Section Board Representatives shall serve as voting members of MWWC's Board of Directors. They will serve as a liaisons to and between their regional section and the state Board of Directors, attend meetings of MWWC's Board of Directors and report activities and concerns of the section to the Board, attend meetings of section's officers and report activities and concerns of the board and overall organization to the section officers, attend MWWC statewide annual meeting, attend regional section's annual Spring meeting and report activities and concerns of overall organization to Section members.

ARTICLE V

Formation and Disbandment of Regional Sections

SECTION I

Formation and Disbandment of Regional Sections: MWWC's Board of Directors may vote to form or disband regional sections of the corporation at anytime.

ARTICLE VI

Government of Regional Sections

SECTION I

As parts of the overall corporation, all aspects of its regional sections are subject to action and approval by MWWC's Board of Directors.

SECTION II

The Chairperson of each Regional Section of the Conference shall administer the affairs of the section, which are not duplications of or in conflict with the objectives of the overall corporation.

SECTION III

The section's Chairperson, Secretary or the Board Representative shall submit notices to the corporation's central office before and after activities relating the nature and success of the event.

ARTICLE VII

Financial Recording Keeping and Accountability

SECTION I

The affairs of the corporation shall be conducted by an executive director under the direction of a Board of Directors.

SECTION II

The corporation and its Board of Directors are liable for the accuracy and accountability of its financial status including the affairs of the central office and the regional sections.

ARTICLE VIII

Executive Director's Role and Responsibilities

SECTION I

The executive director shall attend all meetings of the Board of Directors.

SECTION II

The executive director may employ staff members as needed to carry out the routine functions of the organization.

SECTION III

The executive director with the assistance of the staff shall prepare the business and keep accurate and complete records of the proceedings of the corporation including membership reports.

SECTION IV

The executive director, with the assistance of the office staff, shall have charge of the production and distribution of all publications of the Conference and shall handle all

financial matters connected therewith.

SECTION V

The executive director, with the assistance of the office staff, shall perform such other duties that may be assigned by the corporation's Board of Directors.

SECTION VI

The executive director, with the assistance of the office staff, shall see that all dues, subscriptions, and other monies due the corporation's central office are collected, and shall deposit it to the credit of the corporation.

SECTION VII

MWWC's executive director, with the assistance of the office staff, may coordinate with committee members to help them select a recipients, obtain biographical information, arrange for recipient's attendance at annual banquet & send information to awards coordinators so that he or she can order awards and plaques.

SECTION VIII

The executive director, with the assistance of the office staff, shall pay all bills against the corporation and shall make an annual report of the expenditures and of the funds at each annual meeting.

SECTION IX

The executive director, with the assistance of the office staff, shall notify each member prior to the end of the calendar year, of the total payment due for membership dues for the following year.

ARTICLE IX

State Officers and Board Members

SECTION I

A nominee may be a current board member or a current member at large who has maintained at least (5) five years of paid membership prior to nomination. Non members shall not be considered for nomination as officers or board members.

SECTION II

Nominee must hold an interest directly related to water treatment, water distribution or wastewater treatment.

SECTION III

Representatives from companies including manufacturers, suppliers and engineering firms shall be exempt from nomination unless he or she is a certified operator and an individual active member of the MWWC.

SECTION IV

At each annual meeting, a nominating committee shall bring before membership for a vote, the names of potential board members for the following term. Nominations may also be taken from the membership at large. Nominees shall be taken for a chairperson elect, a vice chairperson and for three (3) directors elected from corporation's individual membership. The transition from Chairperson to that of Immediate Past Chairperson and from Chairperson Elect to Chairperson is automatic.

SECTION V

Board members representing each of the corporation's (6) six regional section's must exhibit an interest in the organization and be willing to take an active part on the board including attending special and regular meetings, the corporation's Fall annual conference and the Spring meeting of the regional section in which he or she is employed or resides.

SECTION VI

No person directly remunerated for services to the corporation shall be eligible to serve as an officer or board member.

SECTION VII

The term for state officers and board members is one year.

SECTION VIII

The terms of office for state board members shall run from the final session of the annual meeting at which board members were elected and will continue for approximately one year,

until a vote of the membership is conducted at the following year's annual business meeting.

SECTION IX

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.

SECTION X

The Board of Directors shall supervise and control the affairs of the corporation.

SECTION XI

The Board of Directors shall have the power to prepare and enforce, for the conduct of the business of the corporation, any rules and regulations not in conflict with the Articles of Corporation or By-Laws.

SECTION XII

The Board of Directors shall hold at least three meetings per year. An approximate time table of these meetings shall be: late May or early June (after section meetings are complete), late September or early October at the corporation's annual Fall meeting, and late October or early November after the corporation's annual Fall meeting.

SECTION XIII

The corporation's Board of Directors, at the call of its chairperson or four of its members shall hold other meetings.

SECTION XIV

The Board of Directors will decide, by a majority vote, answers to issues not outlined in the corporation's Articles of Incorporation and By-Laws.

SECTION XV

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.

SECTION XVI

In the event that a board member is not able to complete the term of office, the Board of Directors, may name a successor to serve for the remainder of the term.

SECTION XVII

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

SECTION XVIII

Except as otherwise provided in the corporation's Articles of Corporation and By-Laws, all election issues shall be decided upon by a majority vote.

ARTICLE X

Roles of Individual Board Members

SECTION I

The chairperson shall have general supervision of the affairs of the Conference and shall preside at all of its meetings of the Board of Directors at which he may be present. In his absences he shall designate the chairperson-elect, the vice-chairperson or another board member as the presiding officer to act in his stead at such meetings. The chairperson shall appoint such committees as may be necessary and shall be an ex-officio member of all committees.

SECTION II

The vice-chairperson shall serve as chairperson of the annual meeting Technical Program Committee.

SECTION III

The chairperson-elect and the vice-chairperson shall assist the chairperson in the performance of his duties, and act in his stead when necessary

SECTION IV

The individual serving as a second term board member shall serve as secretary of the organization and as such in the event that the executive director is unavailable, shall serve as an alternate check signer to MWWC's checking accounts and for banking purposes including

opening and closing accounts and adding or omitting signers from accounts.

ARTICLE XI

Regional Section Officers

SECTION I

At their annual Spring section meetings, each of MWWC's regional section shall elect the following officers by a vote of their membership: chairperson, vice chairperson, secretary/treasurer, and a representative from the section to serve on MWWC's state board.

SECTION II

Section board representatives shall serve a term of approximately one year until a vote of the membership at the Section's next year's annual Spring business meeting.

SECTION III

Board members representing each of the corporation's regional section must have an interest in the organization and be willing to take an active part on the board including attending special and regular board meetings, the corporation's Fall annual meeting and the Spring meeting of the regional Section in which he or she is employed or resides.

SECTION IV

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

ARTICLE XII

Meetings

SECTION I

Meeting minutes shall be recorded and filed in the corporation's files.

SECTION II

A three day annual Fall meeting of the corporation shall be held. Activities held in conjunction with that meeting may include, but not be limited to a meeting of MWWC's board of directors, a business meeting, and an exhibitor show for vendors, technical sessions, special meal functions and awards ceremonies.

SECTION III

Annual section meetings may be held in the one or more of the corporation's regional sections.

ARTICLE XIII

Announcements and Notices

SECTION I

When time will allow, the executive director or the 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.

ARTICLE XIV

Committees

SECTION I

Standing committees shall be: Nominating Committee, Annual Technical Program Committee, Training Committee, Budget Committee, Audit Committee, W. Victor Weir Award, Robert S. Miller Award Committee, MWWC's Award of Merit Selection Committee, and A.V. Graf Award Committee.

The Nominating Committee shall consist of corporation's chairperson, current chairperson, chairperson elect, vice chair person and immediate past chairperson.

The chairperson of the Annual Technical Program Committee shall be the individual serving as the corporation's vice chairperson at the time of the annual meeting at which he or she shall be moving from the role of vice chairperson to chairperson elect. The technical

Program chairperson may enlist other individuals to help recruit speakers and put the agenda together for the technical program. Once the program is complete the committee's chairperson shall submit it to MWWC's Executive Director who will apply for operator renewal credits through the Missouri Department of Natural Resources.

The W. Victor Weir Award Committee is made up of the last five recipients of the W. Victor Weir Award. The chairperson of the committee is the middle person back. He or she normally presents the award at the annual banquet, but may opt to have someone else make the presentation.

The selection committee for MWWC's Award of Merit shall be made up of the last five (5) recipients of the award. The middle person on the committee shall serve as its chairperson. He or she normally presents the award at the annual banquet.

MWWC executive director, with assistance of the office staff, may coordinate with the members of the following award's committees to help them select recipients, obtain biographical information, arrange for recipient's attendance at annual banquet & make arrangements for awards and plaques: Award of Merit, State Wide Operator of the Year, and W. Victor Weir Award.

SECTION II

The reports and recommendations of all standing committees may be subject to the approval of the Board of Directors.

SECTION III

Other committees, including but not limited to the following, shall be formed or disbanded at the discretion of the organization's current Board of Directors: Retirees, Local Arrangements, Training Committee, and Retiree's Committee. The role of MWWC Training Committee shall be to review class evaluations to determine if programs meet MWWC's standards for providing quality instruction to Missouri's water and wastewater operators

SECTION IV

MWWC'S A.V. Graf and Robert S. Miller Awards shall be determined by the MWWC's chairperson with or without the consultation of the Board of Directors.

SECTION V

Sections may name one or more operator of the year at their annual Spring meetings. The State-wide Operator of the Year is selected from the Section operators of the year, by the past five operator recipients of the State Operator of the year award year. The middle recipient serves as chairperson of the committee.

ARTICLE XV

AWARDS AND RECOGNITIONS

SECTION I

Awards and recognitions shall be liberally bestowed on deserving members – particularly water treatment, water distribution and wastewater treatment operators – who are active in the participants in the Missouri Water and Wastewater Conference, Inc.

SECTION II

Annual statewide standing awards are: the W. Victor Weir Award, the Robert S. Miller Award, the A.V. Graf Award and the Award of Merit, MWWC's Young Operator of the Year Award, MWWC's Statewide Operator of the Year Award.

ARTICLE XVI

By-Law Amendments

SECTION I

Information being submitted to the membership fro a vote, including but not limited to Proposed amendments to MWWC's Article of Incorporation or By-laws, shall be made available to members via U.S. Mail, Fax, email or as a post to the organization's web page, at least (60) days prior to the deadline for voting.

SECTION II

Amendments to the corporation's By-Laws require a two thirds approval vote of it's individual members that are in attendance and voting at annual business meetings.

SECTION III

If the voting process is being conducted by means other than a formal meeting, (ie fax, telephone, mail) a two thirds approval vote of ballots received shall constitute approval.

ARTICLE XVII

Admission and Expulsion

SECTION I

Any individual or company desiring to become a member of the MWWC must make application with and pay membership dues to MWWC's central office as per the terms provided in these by-laws. All applications for membership shall be subject to the approval of the Board of Directors. The Board of Directors may deny membership for cause.

SECTION II

Members whose dues are not renewed by March 31 will be placed on inactive status.

SECTION III

Any member of any grade may be expelled from membership in the Conference, by a three-quarters vote of the Board of Directors, taken by written ballot, provided such member has been given a written statement of the charges preferred, and has been accorded an opportunity of a hearing before the board.

ARTICLE XVIII

Fees and Dues

SECTION I

Annual dues shall be determined each year by the Board of Directors after taking into consideration the financial standings of the organization.

SECTION II

Fees for class registrations, annual meeting registrations, advertising, and vendor fees shall be reviewed and new rates determined by the corporation's Board of Directors.

SECTION III

The fiscal year of the Conference shall begin on January first and shall terminate on December thirty-first. Annual dues shall be payable in advance and shall be due on January first of each year.

ARTICLE XIX

Publications

SECTION I

The papers and proceedings of the Conference shall be published and made available to members.

ARTICLE XX

Benefits of Membership

SECTION I

Each member shall be entitled to one copy of all public actions of the Conference that are distributed to its members during the year, or that part of the year, for which he or she has paid dues.

SECTION II

AFLAC insurance is available to members at a group rate by contacting Gary Stewart at 573/634-8326.

SECTION III

Members receive discounted rates for MWWC sponsored training.

ARTICLE XXI
Membership Criteria

SECTION I

The membership of the Conference shall consist of persons, firms, corporations, or entities whose objectives are in harmony with the purposes of the corporation according to the conditions and limitations prescribed in its Articles of Incorporation and By-Laws.

ARTICLE XXII
Membership Descriptions

SECTION I

Individual memberships shall be granted to water and wastewater professionals, primarily operators who hold, are eligible to hold, 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.

SECTION II

Honorary membership shall be granted to persons whose practical or scientific knowledge in matters relating to water supply, wastewater collection and disposal and whose activities and accomplishments in those fields in the state of Missouri shall entitle him or her to special recognition by the Conference. Honorary members shall not be required to pay dues.

The Board of Directors, 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.

SECTION III

Associate memberships shall be granted to a firms or corporations that are 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.

SECTION IV

Life membership shall be granted individual members who are in good standing with the Conference and who have paid membership dues for twenty-five (25) consecutive or non-consecutive years. An individual member who obtains life member status shall be exempt from paying annual membership dues.

SECTION V

Company representatives, who have served the firm as such for a period of twenty-five (25) years and whose firm is an associate member of the MWWC may be granted Life Associated Membership status. In such cases, associate membership dues for the company will continue.