

BYLAWS

Kansas Water Environment Association

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BYLAWS

KANSAS WATER ENVIRONMENT ASSOCIATION

As Amended 07/26/2023

1. ASSOCIATION NAME

- 1.1. The name of this association shall be the Kansas Water Environment Association, hereinafter designated as the Association or KWEA.

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 State of Kansas. The Bylaws of this Association shall be in harmony with the WEF Bylaws.

3. MISSION AND VISION

- 3.1. Mission: To support members, the industry, and the public through education, training, networking, and problem-solving in order to improve the Kansas water environment.
- 3.2. Vision: To be the essential resource for preserving and enhancing the Kansas water environment.
- 3.3. 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
 - 5.1.1. The membership of the Association shall consist of people 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 (KWEA-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 KWEA-Only class.
- 5.2.2.2. Rights and privileges include the right to vote and hold office in KWEA except for the WEF Delegate position. KWEA-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 their 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 include 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. KWEA-Only: Members shall be billed in accordance with Association Policies and Procedures.

6.2. Benefits

- 6.2.1. All KWEA-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 President-Elect (1)
 - 8.2.3. The Association Vice President (1)
 - 8.2.4. The Association Treasurer (1)
 - 8.2.5. The Association Secretary (1)
 - 8.2.6. The latest living Association Past-President (1)
 - 8.2.7. Professional Wastewater Operator (PWO) Board Representative (1)
 - 8.2.8. Industry Trustee (1)
 - 8.2.9. WEF Delegate(s) (1 or 2)
 - 8.2.10. Young Professional (YP) Trustee (1)
 - 8.2.11. Conference Coordinator (1)
 - 8.2.12. 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. The quorum of the Executive Committee shall consist of a minimum of five (5) 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 Email 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 email 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 email 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 President-Elect shall assist the President in the performance of prescribed duties.

9.1.3. The Vice President shall assist the President and President-Elect in the performance of prescribed duties.

9.1.4. The Treasurer shall manage the funds of the Association.

9.1.5. The Secretary shall be responsible for the records of the Association.

9.1.6. The Past President shall serve in an advisory role to the Executive Committee in addition to other duties as designated by the President.

9.1.7. In the absence of the President, the President-Elect shall assume the duties of the President. In the event the President-Elect cannot do so, the Vice-President shall do so. In case the Vice President cannot do so, the latest available Past President shall do so. The Executive Committee shall elect one (1) of its members to act if the Past President cannot do so.

- 9.1.8. The Professional Wastewater Operator (PWO) Board Representative shall represent Professional Wastewater Operations members and operator training education on the Board.
 - 9.1.9. The Industry Trustee shall be appointed to the Board to represent manufacturers and manufacturing representatives and shall provide liaison between the manufacturers, manufacturing representatives, and the Board.
 - 9.1.10. The Young Professionals Trustee shall be appointed to the Board to represent the membership, committees, and officers of the Young Professionals and shall provide liaison between the Young Professionals and the Board.
 - 9.1.11. The Conference Coordinator shall serve on the Board and shall direct the organization and coordination of the Annual Meetings of KWEA. The Conference Coordinator shall serve as chairman of the Annual Conference Program Committee.
 - 9.1.12. The WEF Delegate or Delegates, as provided for by WEF, shall represent the Association as a member of the WEF House of Delegates. The WEF Delegate(s) shall be active member(s) of WEF.
- 9.2. Terms of Office
- 9.2.1. The terms of office of the President, President-Elect, Vice President, Treasurer, Secretary, and Past President shall be for approximately one (1) year. The term of office for the PWO Representative, Industry Trustee, YP Trustee, and Conference Coordinator shall be approximately three (3) years. 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. The term(s) of office of the Delegate(s) shall be for three (3) years. However, WEF Delegates may serve more than one (1) three-year term if requested to do so by the Member Association.
 - 9.2.3. None of the officers (except the WEF Delegate, YP Trustee, Treasurer, Secretary, PWO Representative, Industry Trustee, and Conference Coordinator) may be eligible to serve full consecutive terms.
 - 9.2.4. 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 with the Association's 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 elected shall take office immediately and shall continue in the 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 over 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. President-Elect

- 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 an 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.
- 9.4.2.6. Fill the role of Program Chair for the annual joint conference.

9.4.3. Vice President

- 9.4.3.1. Assist the President in the performance of prescribed duties.

- 9.4.3.2. Preside at conferences of the Association and at meetings of the Executive Committee in the absence of the President-Elect.
- 9.4.3.3. Act for the President when required.
- 9.4.3.4. Be an ex-officio member of all committees other than the Nominating Committee.
- 9.4.3.5. Perform such other duties as may be assigned by the Executive Committee.

9.4.4. Treasurer

- 9.4.4.1. 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.
- 9.4.4.2. 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 annually or as otherwise specified by the Executive Committee.
- 9.4.4.7. Present a financial report for year-to-date (through most recently reconciled month) at the annual business meeting of the Association.

- 9.4.4.8. 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. Assist 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. Perform such other duties as may be assigned by the Executive Committee.
- 9.4.7. Professional Wastewater Operator (PWO) Board Representative
 - 9.4.7.1. Represent Professional Wastewater Operations members and operator training education on the Board.
 - 9.4.7.2. Remain an active member of the KWEA Operations and Maintenance Committee.
- 9.4.8. Industry Trustee
 - 9.4.8.1. Shall be appointed to the Board to represent manufacturers and manufacturing representatives.
 - 9.4.8.2. Provide liaison between the manufacturers, manufacturing representatives, and the Board.
- 9.4.9. Young Professionals Trustee

- 9.4.9.1. Shall be appointed to the Board to represent the membership, committees, and officers of the Young Professionals.
 - 9.4.9.2. Provide liaison between the Young Professionals and the Board.
 - 9.4.10. Conference Coordinator
 - 9.4.10.1. Shall serve on the Board and direct the organization and coordination of the Annual Meetings of the KWEA.
 - 9.4.10.2. Serve as chairman of the Annual Conference Program Committee.
 - 9.4.11. WEF Delegate or Delegates
 - 9.4.11.1. Shall represent the Association in the conduct of all business of the House of Delegates of the Federation.
 - 9.4.11.2. Serve on the Executive Committee of the Association.
- 9.5. Duties of the Executive Committee
 - 9.5.1. Shall be the representative of the Association and shall manage its affairs and establish policies.
 - 9.5.2. Shall receive all committee reports and take appropriate action on recommendations made in these reports where required.
 - 9.5.3. Shall set dues for all members.
 - 9.5.4. Shall select and oversee executive staff.
 - 9.5.5. Shall direct the investment and care of the funds of the Association.
 - 9.5.6. Shall develop and approve an annual budget to make funds available for regular operation of the Association and for specific business purposes.
 - 9.5.7. Shall select and oversee any paid Executive Staff needed for the operation 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. 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.

10.1.3. The President is empowered to dissolve committees that no longer serve the needs of the Association.

10.2. Nominating Committee

10.2.1. Shall consist of the three (3) most immediate and available Past Presidents. If the past presidents are not available, the most senior members of the Executive Committee shall fill their seats.

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. Board meetings shall occur at the call of the President but shall occur a minimum of three (3) times annually, virtually or in person, with notice requirements of these Bylaws.

11.2. Written notice of all Board meetings shall be issued by the Secretary not less than seven (7) days in advance of such meetings to all Trustees.

11.3. Membership Annual Business Meeting shall be held in conjunction with Annual Conference either virtually or in person, with notice requirements of these Bylaws.

11.4. Written notice of the Membership Annual Business meeting shall be issued by the Secretary not less than thirty (30) days in advance of the meeting.

12. INDEMNIFICATION

12.1. The Association shall indemnify any person who is an Officer, Delegate, Trustee, Committee Member, or Employee (hereinafter "Indemnified Person") of the Association against legal expenses and liability, including attorney's fees or any settlement thereof, reasonably incurred or imposed on the indemnified person in connection with serving the Association, whether or not the indemnified person is an active Officer, Delegate, Trustee, Committee Member, or Employee at the time such expenses are incurred, except in such cases wherein the indemnified person is adjudged guilty of willful malfeasance in the performance of 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 (10) percent of the Active Members.

- 14.1.2. The Secretary shall mail notices and the 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 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. Any approved amendments shall be made available to the Association Membership.

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 pursuant to the statutes of the State of Kansas and the Affiliation Agreement with WEF. Following a resolution made by the Board, dissolution of the Association may take place with the consent of a minimum of two-thirds of the members of the Association.
- 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 within 30 calendar days.