

**BYLAWS OF THE
FLORIDA WATER ENVIRONMENT ASSOCIATION, INC.**

(April 17, 2007)

1. MEMBERSHIP CLASSIFICATION, QUALIFICATIONS & PRIVILEGES

1.1 Membership Classes

- Active Members
- Corporate Members
- Student Members
- Professional Wastewater Operations
- Retired Members
- Dual Members
- Life Members
- Honorary Members

1.2 Active Members

1.2.1 Qualifications

1.211 Any person professionally engaged or interested in the advancement of knowledge relating to the objectives of the Federation and the Association.

1.2.2 Rights and Privileges

1.221 Shall be an eligible voting member of the Association.

1.222 Shall have all the rights and privileges granted by the Federation and Association, including the right to hold office and serve on committees.

1.223 Shall be entitled to receive publications of the Federation, as authorized by its Board of Trustees, and publications of the Association, as authorized by its Board of Directors, for the Active Membership class.

1.3 Corporate Members

1.3.1 Qualifications

1.311 May be an organization engaged in the design, construction, operation, or management of water environment systems.

1.312 May be a governmental agency.

1.313 May be an industrial organization.

1.314 May be any other corporate body or organization engaged in or interested in at least one of the stated objectives of the Federation and Association.

1.3.2 Rights and Privileges

1.321 Shall be entitled to one representative who shall have all the rights and privileges of an Active member. The representative may be changed at the pleasure of the Corporate member on written notice to the Secretary/Treasurer of the Association.

1.4 Student Members

1.4.1 Qualifications

1.411 Shall be a regularly enrolled college or university student who spends at least one-half time on academic course work or equivalent.

1.4.2 Rights and Privileges

1.421 Shall have all the rights and privileges of an Active member except holding Association and Federation office.

1.422 May not retain this class of membership beyond the first anniversary date following termination of qualifications as a Student member.

1.5 Professional Wastewater Operations Members

1.5.1 Qualifications

1.511 Shall be a person who is actively employed by the responsible operating entity on the facility site on a day to day basis in the operation and maintenance of wastewater collection facilities, wastewater treatment facilities, or wastewater laboratories provided for such treatment facilities or retired therefrom or is an off-site private laboratory technician who routinely performs wastewater analysis.

1.5.2 Rights and Privileges

1.521 Shall be an eligible voting member of the Association.

1.522 Shall have all the rights and privileges granted to the class of membership by the Federation and Association, including the right to hold office and serve on comm ttees.

1.523 Shall be entitled to receive publications of the Federation, as authorized by its Board of Trustees, and publications of the Association, as authorized by its Board of Directors for the membership class.

1.6 Retired Members

1.6.1 Qualifications

1.611 Any person retired from and not currently professionally affiliated with the water quality field.

1.6.2 Rights and Privileges

1.621 Shall have all the rights and privileges of Active members.

1.622 May not retain this class of membership beyond the first anniversary date following re-employment and/or professional affiliation within the water quality field.

1.623 Time accrual as a Retired member will not be counted as part of the 35 year membership requirement for Life membership.

1.7 Dual Member

1.7.1 Qualifications

1.711 A Dual member shall be a person whose residence, or place of business, is outside of the state of Florida and who is an Active member in good standing of any Member Association of the Federation.

1.7.2 Rights and Privileges

1.721 A Dual member shall have all the rights and privileges of an Active member except voting and holding office.

1.8 Life Members

1.8.1 Qualifications

1.811 A Life member shall be a person who resides in the State of Florida, and who shall have been granted Federation Life membership by the Water Environment Federation.

1.8.2 Rights and Privileges

1.821 Shall have all the rights and privileges granted by the Association to a member in the membership class held before Life Membership was granted, except that he will pay no Association dues. However, an Association Life Member who does not continue to pay Federation dues, or become a Federation Life Member, will no longer receive publications or other services from the Federation.

1.9 Associate Members

1.9.1 Qualifications

1.911 Shall be a person, firm or corporation commercially engaged in the manufacture and/or distribution of supplies and/or equipment, or the providing of design, operating, laboratory, or other services directly related to the construction, operation, and/or maintenance of water environment facilities.

1.9.2 Rights and Privileges

1.921 Shall be entitled to one representative who shall have all the rights and privileges of an Active Member. The representative may be changed at the pleasure of the Associate Member on written notice to the Executive Director of the Federation.

1.10 Honorary Members

1.10.1 Qualifications

1.1011 An Honorary member shall be a person whose practical or scientific knowledge in matters relating to Association objectives, and whose accomplishments in such fields of endeavors shall, in the opinion of the Board of Directors, have entitled him to special recognition. There shall never be more than one (1) living Honorary member of the Association per 350 Active and Operations members.

1.1012 Honorary members shall be proposed to the Board of Directors by at least ten (10) members in a written petition. Honorary members shall be nominated to the Federation only by unanimous vote of the Board of Directors. Not more than three (3) Honorary members may be elected in any one year.

1.10.2 Rights and Privileges

1.1021 An Honorary member shall have all the rights and privileges of an Active member and shall pay no dues.

2. DUES

2.1 Payment of "Dues"

2.1.1 Annual dues will be determined by the Board of Directors and shall include the current dues for each class of membership as established by the Board of Trustees of the Federation. Utility Council dues shall be established by the FWEA Utility Council.

2.111 Annual dues will be billed directly to Association members. Dues shall be payable within one month prior to a member's anniversary date.

2.112 Dues are payable for a twelve-month period beginning with the first date of membership which is defined as the anniversary date.

2.1.2 Members in other classes of membership established by the Association, as provided in these Bylaws, shall pay dues as established by the Board of Directors. These dues shall be billed and received by the Secretary/Treasurer.

2.2 Subscriptions Included in Dues

2.2.1 All members certified by the Federation to the Association shall be entitled to such publications of the Federation as may be approved by its Board of Trustees for the appropriate membership class. All members shall be entitled to the publications of the Association as may be approved by its Board of Directors or the appropriate membership class.

2.3 Arrears

2.3.1 Members whose dues have not been paid within one month after the anniversary date will be given notice of such default. If the dues remain unpaid fifteen days after such notice, the members in default may be removed from the roll of the Association.

2.3.2 Members in other classes of membership shall be given notice of default by the Association Secretary/Treasurer.

2.3.3 Members who have been dropped from the roll may be reinstated without payment of Association back dues with the approval of the Board or Directors.

3. ADMISSION AND EXPULSION

3.1 Admission

3.1.1 Any person or organization desiring to become a member of this Association shall make application on a form provided by this Association or via fax, internet or telephone. Such application shall be accompanied by cash, check, credit card number or money order in the amount of current dues. FWEA Utility Council Member applications shall be reviewed by the Utility Council in keeping with the Council's procedures. Where there is a question of eligibility, the application shall be submitted to the Board of Directors in which a majority vote shall be required for approval.

3.1.2 There shall be no admission fee.

3.2 Expulsion

3.21 Any member may be expelled from the Association for good and sufficient reason by a two-thirds (2/3) vote of the Board of Directors. Additionally, Utility Members may also be expelled by vote of the FWEA Utility Council, in keeping with their procedures.

3.22 Any officer may be removed from office for good and sufficient reason by a two-thirds (2/3) vote taken at a duly constituted meeting of the Board of Directors. Additionally, Utility Council Chair may be expelled by the FWEA Utility Council, in keeping with their procedures.

4. OFFICERS

4.1 Duties and Functions

4.1.1 President

4.111 General supervision of the affairs of the Association.

4.112 Preside at all conferences of the Association and meetings of the Board of Directors.

4.113 Be an ex-officio member of all committees, other than the Nominating Committee, and appoint the chairs of all committees where membership is not otherwise specified in the Bylaws.

4.114 Perform such other duties as may be assigned by the Board.

4.1.2 President Elect

4.121 Assist and work in parallel with the President on initiatives set by the President.

4.122 Maintain the Strategic Plan to ensure it is implemented, updated and revised if warranted.

4.1.3 Vice President

4.131 Assist the President in the performance of prescribed duties.

4.132 Preside at conferences of the Association and at meetings of the Board in the absence of the President.

4.133 Be an ex-officio member of all committees other than the Nominating Committee.

4.134 Perform such other duties as may be assigned by the President.

4.135 In case the President cannot act, the Vice President shall act. In case the Vice President cannot act, the latest living Past President shall do so. The Board shall elect one of its members to act if the Past President cannot do so.

4.136 Act as the Membership Chair for the Association.

4.137 At the end of each year, the Vice President shall summarize the activities of the Association for that year and enter in the historical records.

4.1.4 Federation Directors

The Federation Directors shall:

4.141 Attend all regular and special meetings of the membership of the Florida Water Environment Association's Board Meetings.

4.142 Represent the Florida Water Environment Association in the conduct of business by the Federation House of Delegates.

4.143 Attend appropriate Regional meetings of the Federation.

4.144 Regularly report to the Florida Water Environment Association's Board on the activities and policies of the Federation.

4.145 Report at the Florida Water Environment Association's Annual Business meeting on the activities of the Federation.

4.146 Provide written reports to Florida Water Resources Journal (FWRJ) editor on the activities of the Federation.

4.1. 5 Secretary/Treasurer

4.151 Serve as the Recording Secretary of the Association, and operate under the general direction of the President and the Board.

4.152 Shall record and publish the minutes of Association Board of Directors' meetings and Annual meeting.

4.153 Shall see that all monies due to the Association and the Federation are collected carefully, and without loss, transferred to the Federation and properly accounts and custody; see that all expenditures are properly entered in the records of the Association, and that 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 Board of Directors.

4.154 Shall forward to the officers and each member of the Board of Directors, a quarterly financial summary of accrued income and expenses consistent with the annual financial statement.

4.155 Present at the Annual Meeting of the Association a balance sheet of the books of the previous year and as of the end of the month preceding the Annual Meeting which books shall be made available for audit, annually or as otherwise specified by the Board at the expense of the Association, by a public accountant appointed by the Board.

4.156 Consult with the officers of the Association as to the custody and investment of funds and preparation of an annual budget.

4.157 Perform such other duties as may be assigned by the President.

4.1.6 Operations Council Representative

4.161 The PWOD Regional Council Representative shall represent the Association to the Operators' Association.

4.162 The Representative may form a Council and report matters of interest to the Board of Directors.

4.1.7 Executive Director

4.171 Maintain records of the Association including a list of members of the Association and serve as Resident Agent of the Corporation.

4.172 All correspondence of a permanent nature, such as historical records, shall be retained permanently by the Executive Director. Correspondence of a temporary nature may be destroyed at the end of the current year. Financial records shall be retained for a period of three (3) years after which time they may be destroyed. The Executive Director shall be responsible for maintenance of records in accordance with the foregoing directions subject to the direction of the Board and shall physically transfer all records to the possession of the succeeding Executive Director.

4.173 Perform such other duties as may be assigned by the President.

4.1.8 Past President

4.181 Performs such duties as may be assigned by the President.

4.1.9 Utility Council Chair

4.191 Shall be elected by the members of the FWEA Utility Council.

4.192 Shall abide by the Governing Documents of the Utility Council.

4.193 Duties shall be as outlined in the Utility Council Governing Documents.

4.194 This individual must be a Member of FWEA and WEF.

4.2.0 Directors-At-Large

4.201 Nominated by the President with affirmation by a two-thirds vote of the members in attendance at the Annual Meeting.

4.202 Shall serve at the direction of the President.

4.203 Shall serve two consecutive one year terms with second year renewable by the incoming President.

4.204 When not otherwise noted, they shall comply with the general limitations placed upon regular elected officers.

4.205 One of the six (6) Directors at Large shall serve as a liaison to Mutual Organizations.

4.206 One of the six (6) Directors at Large shall serve as the Chair of the Manufacturers and Representatives Council.

4.2 Terms of Office

4.2.1 Terms of office of the President, President Elect and Vice President shall be for approximately one (1) year, which term shall start immediately following the close of the Association Annual Meeting at which the election of officers is conducted, and continue until their successors qualify. Officers serving full terms shall not be eligible to succeed themselves in consecutive terms.

4.2.2 The term of the Federation Delegate or Delegates shall be three (3) years as determined by the Annual meetings of the Federation. The Delegate or Delegates shall not be eligible to succeed themselves in consecutive terms.

4.2.3 The term of the Operations Council Representative shall be for approximately two (2) years which shall start immediately following the close of the Association Annual Meeting, at which time the election of officers is conducted, and continue until his successor qualifies. The Operations Council Representative shall not be eligible to serve consecutive terms.

4.2.4 The term of the Secretary/Treasurer shall be for approximately one (1) year which term shall start immediately following the close of the Association Annual Meeting at which the election of this officer is conducted, and continue until his/her successor qualifies.

4.2.5 The Executive Director shall be appointed by the Board and serve until a successor is appointed.

4.2.6 The FWEA Utility Council Chair shall be elected as outlined in the Council's Governing Documents, and shall serve a term as outlined therein and be governed by limitations instituted thereby

4.2.7 In the event the organizational structure of the Association should change, for the one year transition period into the new organization structure, any officer may be excused from the Board of Directors or be asked to serve a two year term.

4.3 Nominations and Election of Officers

4.3.1 Nominations for each elective office for the following year shall be received and considered by the Nominating Committee. The committee, through its Chairman, shall report to the President and the Secretary/Treasurer at least thirty (30) days prior to the Annual Meeting of the Association its selection of one or more candidates for each office required to be filled. All nominees shall be persons having the rights and privileges of eligible voting members, as previously defined, and shall have signified their willingness to serve.

4.3.2 The Secretary/Treasurer shall transmit the report of the Nominating Committee to the Association membership. The eligible voting members of the Association shall elect officers except the Utility Council Representative and the Executive Director, at the Annual Meeting by a majority vote. The Operations Council Representative shall be included in the Nominating Report for the Annual Meeting by a majority vote. Nominations may be made from the floor by eligible voting members present. If more than one name is placed in nomination for office, the nominee receiving a majority of the votes cast shall be declared elected.

4.3.3 Should any nominee for office not receive a majority of the votes cast for that office, the names of the two nominees receiving the greatest number of votes shall be re-submitted immediately to the eligible voters for consideration.

4.3.4 In the case of a vacancy in an elected office, the Nominating Committee shall promptly select a nominee for the office. Such nominees may be voted on a duly constituted meeting of the Board of Directors or by a mail ballot of the Board of Directors. The nominee receiving a majority vote of the members of the Board of Directors voting shall be declared elected. The officer so selected shall take office immediately and shall continue in office until a successor is elected.

4.3.5 The President shall be ineligible for re-election. This prohibition shall not apply to a person acting as President in the absence of the President. However, should any of the officers serving as President, President Elect, Vice President or Federation Director have been elected to fill a vacancy, and will have served in their present office less than twelve (12) months, such officer shall be eligible for re-election to the same office for one full term of office.

4.3.6 Nomination and election of the FWEA Utility Council officers shall be governed by the Utility Council Governing Documents.

5. BOARD OF DIRECTORS (Also referred to as the Executive Board)

5.1 Membership

5.1.1 The Association President

5.1.2 The Association President Elect

5.1.3 The Association Vice President

5.1.4 The Association Secretary/Treasurer

5.1.5 The most recent Past President who is an eligible voting member.

5.1.6 Federation Director or Directors

5.1.7 The Operations Council Representative

5.1.8 The Executive Director

5.1.9 The FWEA Utility Council Chair

5.2.0 Six (6) Directors-At-Large

5.2 Presiding Officer

5.2.1 The President of the Association shall be the presiding officer of the Board of Directors.

5.3 Quorum

5.3.1 A quorum of the Board of Directors shall consist of a majority of members.

5.4 Duties of the Board

5.4.1 Shall be the representatives of the Association and shall manage its affairs and establish policies subject to the conditions and limitations prescribed in the Constitution & Bylaws.

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

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

5.4.4 Shall make funds available for regular operation of the Association and for specific purposes. No financial commitments shall be incurred that are beyond the funds available for otherwise due.

6. COMMITTEES

6.1 General

6.1.1 In addition to the Nominating Committee, provided for in Section 6.2 of 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.

6.2 Nominating Committee

6.2.1 At least sixty (60) days prior to the Annual Meeting, the President shall appoint a Nominating Committee consisting of the three (3) most recent Past Presidents who continue as eligible voting members.

6.2.2 The President shall designate the immediate Past President as the Chairman of the committee.

6.2.3 The Nominating Committee shall render its report to the President with a copy to the Secretary/Treasurer at least thirty (30) days before the Annual Meeting and shall recommend at least one name for each elective office about to become vacant.

6.3 FWEA Utility Council

6.3.1 The FWEA Utility Council shall be a specially constituted entity which shall be accountable to the FWEA membership through the Board of Directors. The Utility Council shall be governed by its Governing Documents, given that the FWEA Constitution and Bylaws shall prevail in instances of conflict between the two documents.

6.4 Student Chapters

6.4.1 Student Chapter Membership

6.4.1.1 Any Student Chapter, consisting of at least five (5) persons, may be granted charter membership in the Federation by a majority vote of the Board of Directors provided:

- a) Its objectives are in harmony with the purposes of the Federation.

b) The Constitution & Bylaws of the applicant chapter have been certified by the Board as being in harmony with those of the Association and the Federation.

c) The Student Chapter has been recommended for membership by the Member Association.

6.4.2 Organization and Privileges

6.421 The Student Chapter will be issued a charter following recommendation of the Board of Directors and approval of the Water Environment Federation.

6.422 The Student Chapter shall govern the number and character of its meetings. At least one meeting shall be held each school year.

6.423 An Advisor for the Student Chapter shall be appointed by the Board of Directors. The counselor shall be a member of the Association and of the Federation and shall be an advisor to the Student Chapter.

6.424 All officers and members of the Student chapter shall be Student members of the Association and the Federation.

6.425 The Student Chapter shall submit an annual report of its activities and financial report to the Association by May 1 of each year.

6.4.3 Authority

6.431 A Student Chapter shall have authority to only act on its own behalf and shall have authority to incur obligations for the Student Chapter only.

6.4.4 Withdrawal and Termination

6.441 A Student Chapter may withdraw from the Federation at the end of any school year after giving appropriate written notice of its intentions to the Association.

6.442 The Board of Directors may revoke the charter of any Student Chapter if after the Chapter has been afforded an opportunity to be heard, the Association judges it to be in the best interest of the Association and Federation to do so.

6.5 Utility Council

6.5.1 Qualifications

6.511 Public Utilities of the State of Florida.

6.512 Represented by a single appointed individual who shall be granted voting rights before the Utility Council.

6.513 Other qualifications as established by the Utility Council.

6.5.2 Rights and Privileges

6.521 Shall be entitled to one representative who shall have no other rights and privileges except as granted by the Utility Council. Unless the representative is also an individual member of the FWEA (Active, Associate, Student, etc.) no other right or privileges of FWEA membership apply. The representative may be changed at the pleasure of the Utility Member on written notice to the Secretary of the Utility Council.

7. PUBLICATIONS

7.1 All publications of the Association shall be issued under direction of the Board of Directors.

8. MEETINGS

8.1 Annual Meeting

8.1.1 The Annual Meeting of the Association shall be held at the time and place selected by the Board.

8.1.2 Each person attending the Annual Meeting shall pay a registration fee of such amount as may be determined by the Board.

8.1.3 The order of business at the Annual Meeting shall generally include the following items:

- a) Recognition of Federation officers and honored guests.
- b) Reading of the minutes of the previous meeting by the Secretary/Treasurer.
- c) Annual Report by the Vice President.
- d) Report of the Secretary/Treasurer.
- e) Report of the Federation Director(s).
- f) Report of the Executive Director

g) Unfinished business.

h) Election of Officers.

i) New business.

j) Adjournment.

8.2 Special Meetings

8.2.1 Special meetings of the Association may be held at such other times and places as requested by the Board of Directors or upon the petition of one hundred (100) eligible voting members.

8.2.2 The President may call for an electronic vote of the Board for items occurring between regularly scheduled Board meetings.

8.3 Notices

8.31 Notices of the Annual Meeting of the Association shall be sent to each member by the Secretary/Treasurer, or under his supervision, at least thirty (30) days in advance of any meeting. In lieu of direct mail notice, the notice may be published in any publication distributed to the membership, at least thirty (30) days in advance of the meeting.

8.4 Board of Directors Meetings

8.41 The Board of Directors shall hold at least one meeting at the time of each Annual Meeting.

8.42 Other Board of Directors meetings shall be held at the call of the President, or on petition addressed to the Secretary/Treasurer and signed by two or more members of the Board of Directors.

8.43 Notice of all Board of Directors meetings shall be issued by the President at least fifteen (15) days in advance of such meetings to all members of the Board of Directors.

9. AMENDMENTS

9.1 Initiation

9.11 Amendments to these Bylaws may be proposed by a majority of the Board of Directors or through it on petition of five (5) percent of the eligible voting members. All proposed amendments shall be submitted in writing to the Board of Directors.

9.12 The Secretary/Treasurer shall give notice of a proposed amendment, upon instruction of the Board of Directors, to each member at least thirty (30) days before it is to be voted upon or in lieu of direct mail notice, the notice may be published in any publications distributed to the membership at least thirty (30) days before it is to be voted upon.

9.2 Adoption

9.21 An amendment to these Bylaws may be made by a two-thirds (2/3) affirmative vote of the eligible voting members present and voting at an Annual Meeting.

9.22 A proposed amendment may be mailed by the secretary to each eligible voting member for the purpose of voting upon by letter ballot. The letter ballot shall be returned not later than thirty (30) days following the mailing of the proposed amendment. A two-thirds (2/3) affirmative vote of the letter ballots cast is required for adoption.

9.23 An amendment approved by the Association membership shall take effect immediately.