

**BYLAWS OF THE  
FLORIDA WATER ENVIRONMENT ASSOCIATION, INC.**  
(Adopted April 2026)

**1. MEMBERSHIP CLASSIFICATION, QUALIFICATIONS & PRIVILEGES**

1.1 Membership Classes

Membership classes for the Florida Water Environment Association, Inc. (FWEA) shall include the same membership classifications as for the Water Environment Federation (WEF). In addition, FWEA will offer FWEA only memberships. FWEA only memberships will not offer or include any WEF benefits to the FWEA only members.

**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 WEF. Utility Council dues shall be established by the FWEA Utility Council.

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

2.1.1.2 Dues are payable to WEF 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 Executive Director of Operations or his/her designee.

2.2 Subscriptions Included in Dues

2.2.1 All members certified by the WEF to the Association shall be entitled to such publications of the WEF as may be approved by the Board of Trustees of WEF 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 FWEA Executive Director of Operations or his/her designee.

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 to WEF on a form found at WEF.org 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 can be found at <https://www.fweautilitycouncil.org> and 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 fee for review of application for admission.

#### **3.2 Expulsion**

3.2.1 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.

3.2.2 Any officer may be removed from office 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.

3.2.3 Any officer who is engaged in the business of the FWEA shall use sound judgment and common sense to comply with all applicable laws, rules, and regulations. If any officer becomes aware of a violation of any law, rule, or regulation by the FWEA, whether by its officers, directors, or any third-party doing business with and/or on behalf of the FWEA, it is the officer's responsibility to promptly report the matter to the FWEA President and/or Executive Director of Operations.

### **4. ORGANIZATION**

## 4.1 Duties and Functions

### 4.1.1 President

4.1.1.1 General supervision of the affairs of the Association.

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

4.1.1.3 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.

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

4.1.1.5 Appoint Directors-at-Large (DAL) ,

### 4.1.2 President Elect

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

4.1.2.2 Reviews the Strategic Plan annually or as directed by the Board and ensure it is implemented, updated and revised if warranted.

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

4.1.2.4 In case the President cannot act, the President-elect shall act. In case the President-elect cannot act, the Past President serving on the Board shall do so. The Board shall elect one of its members to act if the President Elect or the Past President cannot do so. The action of appointing the President Elect, Past President, or any Elected Member to act as the President shall require a majority vote from the Board. The Board may limit the time served by the acting President at its sole discretion.

4.1.2.5 Organize and lead the annual Leadership Development Workshop with the Board of Directors, Executive Management, and Chapter and Committee leadership.

### 4.1.3 Vice President

4.1.3.1 Assist the President in the performance of prescribed duties.

4.1.3.2 Be an ex-officio member of all committees other than the Nominating

4.1.3.3 Perform such other duties as may be assigned by the President

4.1.3.4 Act as the Membership Chair for the Association.

4.1.3.5 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 Secretary/Treasurer

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

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

4.1.4.3 Shall see that all monies due to the Association and WEF are collected carefully, and without loss, and properly accounted for; 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.

4.1.4.4 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.

4.1.4.5 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.

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

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

#### 4.1.5 WEF Delegates

The WEF Delegates shall:

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

4.1.5.2 Represent the Florida Water Environment Association in the conduct of business by the WEF House of Delegates.

4.1.5.3 Attend appropriate Regional meetings of the WEF.

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

4.1.5.5 Coordinate with the WEF Dignitary and Executive manager to report, or the WEF Delegate gives the report at the Florida Water Environment Association's Annual Business meeting on the activities of the WEF.

4.1.5.6 Provide written reports to the Florida Water Resources Journal (FWRJ) editor on the activities of the WEF at least twice a year.

#### 4.1.6 Operations Council Representative

4.1.6.1 Operations Council Representative shall be a licensed operator and active with the Florida Water Pollution Control Operators Association (FWPCOA) and FWEA.

4.1.6.2 The Representative may form an Ad-Hoc Committee and report matters of interest to the Board of Directors.

4.1.6.3 Oversees the Operations Challenge Event at the annual conference and is the primary contact for the teams.

4.1.6.4 Perform such duties as may be assigned by the President.

#### 4.1.7 Executive Director of Operations

4.1.7.1 Executive Director of Operations or his/her designee shall maintain records of the Association including a list of members of the Association and serve as Resident Agent of the Corporation.

4.1.7.2 All correspondence of a permanent nature, such as historical records, shall be retained permanently by the Executive Director of Operations or his/her designee within FWEA's Google Workspace or other similar platforms. 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 of Operations or his/her designee shall be responsible for the 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 of Operations.

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

4.1.7.4 The day to day operations of the FWEA will be conducted by the Executive Director of Operations under the direct supervision of the President.

4.1.8 Past President

4.1.8.1 Establish and chair a committee of past presidents to annually review the FWEA Bylaws and Standard Operating Procedures.

4.1.8.2 Coordinate with the assistance of the Executive Manager, the Past Presidents' Dinner, which is typically conducted at the Annual Conference.

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

4.1.9 Utility Council Chair

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

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

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

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

4.1.10 Directors-At-Large

4.1.10.1 Shall serve at the direction of the President.

4.1.10.2 All Directors at Large are appointed by the incoming President up to the number approved by the Board. The President may elect not to renew the term of any Director-at-Large and/or remove any Director-at-Large at his/her sole discretion.

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

4.1.10.4 One of the Directors at Large may serve as a liaison to Mutual Organizations.

4.2 Terms of Office

4.2.1 Terms of office of the President, President Elect Vice President, and 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 officers is conducted, and continue until their successors qualify. All officers may serve consecutive terms except for the President who is limited to two (2) consecutive terms. The President's term may be extended if the President-elect or Vice-President is unable to act and cannot serve as President.

4.2.2 The term of the WEF Delegate or Delegates shall be three (3) years as determined by the Annual meetings of the WEF.

4.2.3 The term of the Operations Council Representative shall be for 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/her successor qualifies.

4.2.4 The Executive Director of Operations shall be appointed by the Board and serve at the pleasure of the Board. The Executive Director of Operations shall offer his or her resignation to the President for his or her consideration and subsequent action by the Board, each year when the new officers of the Board are elected/appointed.

4.2.5 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

4.2.6 The Directors-at-Large on the FWEA Board shall serve a minimum of two (2) year terms, with each year at the pleasure of the FWEA President at that time.

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.

4.2.8 The Utility Council Chair shall serve two consecutive one-year terms, with the second-year renewable by the incoming FWEA President.

#### 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 candidate for the offices of President, President Elect, Vice President, Secretary/Treasurer, and Operations Council Representative. 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 who are nominated in accordance with Article 4.3.1 above, at 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 from membership cast by an email ballot conducted after the annual meeting 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 with the exception of the office of the President, the Nominating Committee shall promptly select a nominee for the office. Such nominees may be voted on at a duly constituted meeting of the Board of Directors or by mail or email 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 selected shall take office immediately and shall continue in office until a successor is elected.

4.3.5 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 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 willing and able to serve as Past President.

5.1.6 WEF Delegate or Delegates

5.1.7 The Operations Council Representative

#### 5.1.8 The Executive Director of Operations

#### 5.1.9 The FWEA Utility Council Chair

5.1.10 Directors-at-Large up to a maximum of eight (8) and as approved by the Board.

5.1.11 The Executive Committee shall be a smaller subgroup of the Board consisting of the President, President-Elect, Vice President, Secretary/Treasurer, Past President, and the Executive Director of Operations. This Executive Committee (also called EXCOMM) shall serve to tackle operational and strategic issues and present them to the Board for a vote if required. The EXCOMM shall not have authority to create or modify FWEA policies, but rather the EXCOMM shall present proposed policy solutions to the Board for consideration and vote.

#### 5.2 Presiding Officer

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

#### 5.3 Quorum

5.3.1 A quorum of the Board of Directors shall consist of a majority of Board 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 the regular operation of the Association and for specific purposes. No financial commitments shall be incurred that are beyond the funds available or 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 or remove

committees with Board approval, 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 are available and continue as members of the FWEA. If one of the three past presidents is not available, the 4<sup>th</sup> or 5<sup>th</sup> past president may serve on the committee.

6.2.2 The most recent available Past President on the nominating committee shall serve as Chair.

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 as defined in Article 4.3.1.

6.2.4 The Nominating Committee shall include the Executive Director of Operations in an advisory, non-voting capacity.

6.2.5 The Nominating Committee shall seek input from other members of the FWEA Board as needed.

## 6.3 FWEA Utility Council

6.3.1 The FWEA Utility Council shall be a specially constituted entity that 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.

### 6.3.2 Qualifications

6.3.2.1 Public Utilities of the State of Florida.

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

6.3.2.3 Other qualifications as established by the Utility Council.

### 6.3.3 Rights and Privileges

6.3.3.1 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 rights 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.

## 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 membership in WEF by a majority vote of the Board of Directors, provided:

- a) Its objectives are in harmony with the purposes of WEF.
- b) The Constitution & Bylaws of the applicant chapter have been certified by the Board as being in harmony with those of the Association and WEF.
- c) The Student Chapter has been recommended for membership by the Member Association.

### 6.4.2 Organization and Privileges

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

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

6.4.2.3 An Advisor for the Student Chapter shall be approved by the Board of Directors. The advisor/counselor shall be a member of the Association and of WEF and shall be an advisor to the Student Chapter.

6.4.2.4 All officers and members of the Student chapter shall be Student members of the Association and the WEF.

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

### 6.4.3 Authority

6.4.3.1 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

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

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

### 7. PUBLICATIONS

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

### 8. MEETINGS

#### 8.1 Florida Select Society of Sanitary Sludge Shovelers (FSSSSS)

The FSSSSS shall function with its own guidelines as voted upon by the FSSSSS membership. FWEA shall support the FSSSSS meeting at the annual FWRC conference and at other ad-hoc virtual meetings called by the FSSSSS Chair (pH-7). The FSSSSS shall operate autonomously in the nomination of its members.

#### 8.2 Annual Meeting

8.2.1 The Annual Meeting of the Association shall be held in a form, time, and place selected by the Board.

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

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

- a) Recognition of WEF officers and honored guests.
- b) Reading of the minutes of the previous meeting by the Secretary/Treasurer.
- c) Annual Report by the President.
- d) Report of the Secretary/Treasurer including the proposed budget for approval by the membership and a summary of amendments to the constitution and bylaws, if any.
- e) Report of the WEF Delegate(s).

- f) Report of the Executive Director of Operations (if deemed necessary by the President)
- g) Unfinished business.
- h) Election of Officers.
- i) New business.
- j) Adjournment.

### 8.3 Special Meetings

8.3.1 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 at least ten percent (10%) of eligible voting members.

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

### 8.4 Notices

8.4.1 Notices of the Annual Meeting of the Association shall be sent to each member by the Secretary/Treasurer, or under their supervision, at least thirty (30) days in advance of any meeting. In lieu of a 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.

### 8.5 Board of Directors Meetings

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

8.5.2 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.

8.5.3 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.

8.5.4 Teleconference and/or other electronic forms of meetings will be allowed with the presence of a quorum

## 9. AMENDMENTS

## 9.1 Initiation

9.1.1 Amendments to these Bylaws may be proposed by a majority of the Board of Directors or by a petition of ten (10) percent of the eligible voting members. All proposed amendments shall be submitted in writing to the Board of Directors.

9.1.2 The Secretary/Treasurer shall give notice of a proposed amendment, upon instruction of the Board of Directors, to each member at least fourteen (14) days before it is to be voted upon. Notice shall be by direct mail, email, or published in any publication distributed to the membership.

## 9.2 Adoption

9.2.1 An amendment to these Bylaws shall be adopted by acclamation with a minimum of two-thirds (2/3) affirmative vote of the eligible voting members present at an Annual Meeting.

9.2.2 Alternatively, a proposed amendment may be mailed, emailed, or an electronic ballot by the secretary to each eligible voting member. The letter, email, or electronic ballot shall be returned not later than fourteen (14) days following the mailing, emailing, or electronic ballot of the proposed amendment. A minimum of two-thirds (2/3) of the ballots cast must vote affirmatively for adoption.

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