

**WATER AND WASTEWATER EQUIPMENT
MANUFACTURERS ASSOCIATION, INC.**

BY-LAWS

(As amended on March 23, 2017)

ARTICLE I - NAME AND OFFICE

The name of this Association shall be the WATER AND WASTEWATER EQUIPMENT MANUFACTURERS ASSOCIATION, INC.

ARTICLE II - MEMBERSHIP

1. **QUALIFICATIONS AND VOTING.** There shall be two (2) classes of members of the Association:
 - (a) **Full Member:** Any persons, firms or corporations engaged in the manufacture or assembly of machinery and/or appurtenances, including treatment media, used in the adjustment, conservation, or handling of water. Full Members, not under suspension, shall have voting privileges and may serve as a Director or Officer.
 - (b) **Associate Member:** Any non-manufacturing persons, firms, corporations, or other commercial or academic entity involved in the water and wastewater industry as may be recommended by the Executive Committee. Associate Members shall have all the rights of a Full Member except that such members shall not have the right to vote and may not hold positions of Director or Officer.
2. **ELECTION.** All applications for membership shall be referred to the Executive Committee, which shall determine whether the applicant meets the qualifications therefor. Election to either class of Membership shall require the majority vote of the Executive Committee present and voting at any duly constituted meeting or by letter ballot, electronic mail, or facsimile.
3. **DELEGATES.** Each class of member shall appoint in writing, delivered to the Secretary, one individual as an accredited delegate to represent and, in the case of a Full Member, to vote in the name of the member and may in like manner designate one individual as an alternate delegate. Wherever in these By-Laws mention is made of a delegate of a member, such shall mean the delegate or alternate delegate, if any.

4. **ARREARS.** A Member continuing 60 days in arrears of any payment due this Association shall cease to be a Member, provided notice of such delinquency shall have been mailed by registered or certified mail to such Member's delegate (or to such Member) not less than 15 days prior to such termination of Membership.
5. **SUSPENSION AND EXPULSION.** A Member may be suspended or expelled from this Association for cause by a vote of two-thirds of the members of the Board present and voting at any duly constituted meeting thereof, provided that notice of the charges and an invitation to attend and be heard shall have been sent to the offending Member and copies of all members of the Board, by registered or certified mail at least 30 days prior to the meeting. Among other things, conduct in violation of the established policies or detrimental to the best interest of this Association may constitute cause for suspension or expulsion.
6. **RESIGNATION.** A Member may resign by written resignation delivered to the Secretary and payment of all indebtedness due this Association.

ARTICLE III - ASSOCIATION MEETINGS

1. **ANNUAL MEETINGS.** The Annual Meeting of this Association shall be held at such time and place as may be designated by the Executive Committee.
2. **SPECIAL MEETINGS.** Special meetings may be called by order of the Board or by the Chair and shall be called upon the written request of 20 Members, delivered to the Chair, Chair Elect, or Vice Chair and stating the purpose of the meeting.
3. **NOTICE.** Notice of each meeting, stating the time and place and, in the case of special meetings the purpose thereof, shall be mailed to each Member not less than 10 days prior to the meeting.
4. **QUORUM.** Fifty percent of the voting members, in person or by proxy, shall constitute a quorum.
5. **METHOD OF COMMUNICATION.** As used throughout these By-Laws, the terms "mail", "mailed", "sent", "notice of", and "received" shall include both paper mail through the United States Postal Service or electronic communication via any provider authorized by the Association.

ARTICLE IV - BOARD OF DIRECTORS

1. **COMPOSITION AND ELECTION.** The property and affairs and the furtherance of the purposes of the Association shall be managed by a Board of Directors consisting of (a) the officers of the Association (except the Executive Director and Secretary) who are not otherwise members of the Board; (b) eighteen delegates of Members divided into three equal classes with the term of office of each class to run from January 1 following their election until December 31 of the third calendar year thereafter. At each Annual Meeting, the Members of the Association shall elect six Directors to replace the outgoing class.
2. **ABSENCES.** An elected Director absent from two successive meetings of the Board shall be deemed to have resigned therefrom unless the Board, by affirmative action shall excuse such absence.
3. **ELIGIBILITY.** No Director, whether initially elected or appointed, may be reelected more than once in succession. After being absent from the Board for at least three years, an individual who was previously a Director may again be elected to that position.
4. **INTERIM APPOINTMENTS.** The Board, at any meeting, by majority vote of the remaining Directors, may fill vacancies among its elected Directors, until the next Annual Meeting of the Association.
5. **MEETINGS.** The Board shall meet annually for the election of officers and other corporate business within seven days after the Annual Meeting of the Association. The Board shall also meet upon call of the Chair or of any five Directors. On matters coming before the Board, Directors may vote in person or by letter ballot, electronic mail, or facsimile.
6. **NOTICE OF MEETING.** Notice of each meeting stating the time and place thereof, shall be mailed to each Director not less than 10 days prior to the meeting.
7. **QUORUM.** Fifty percent of the Board shall constitute a quorum at all meetings, but a lesser number may adjourn a meeting at which a quorum is not present.
8. **EXECUTIVE COMMITTEE.** The Treasurer, Vice Chair, Chair-Elect, Chair and Past-Chair shall constitute the Executive Committee, to act for the Board, within the limits prescribed by law when the Board is not in

session. The Committee shall prepare the Association's proposed budget for the next fiscal year and shall submit it to the Directors not less than ten days before the Board Meeting for approval. The Executive Director and Secretary shall be non-voting members of the Executive Committee.

ARTICLE V - INITIATION FEE AND DUES

1. AMOUNT. Annual dues of Members shall be fixed by the Board of Directors.
2. NEW MEMBERS. Once a new member has been elected to membership pursuant to the requirements and procedures set forth in Article II of these By-Laws, such member shall be required to pay its annual dues.
3. NOTICES. Dues notices shall be sent to all Members before January first of each fiscal year. Dues shall be payable upon receipt.

ARTICLE VI - OFFICERS

1. DESIGNATION AND ELECTION. At its meeting during the Annual Meeting of the Association, the Board of Directors shall elect a Chair-Elect, a Vice Chair, a Secretary and a Treasurer to hold office from January 1 following their election until December 31 and until their successors are elected. At the conclusion of the calendar year, the outgoing Chair-Elect and Chair shall assume the position of Chair and Past Chair respectively for the ensuing year. The Chair-Elect, Vice Chair and Treasurer must be delegates of Members. The Board may appoint one or more Assistant Secretaries and one or more Assistant Treasurers, who need not be delegates of Members, to hold office at the pleasure of the Board. No person shall be elected Chair-Elect or Vice Chair unless such person shall have served or is presently serving on the Board of Directors. No person shall hold the office of Chair or Vice Chair for more than two consecutive terms, and of Treasurer for more than five consecutive terms.
2. CHAIR. The Chair shall be the chief executive officer of the Association. He or she shall preside at all meetings of the Association and of the Board. In the absence of the Chair, upon his or her resignation or his or her inability to complete his or her term, his or her place shall be filled by, and his or her duties shall devolve upon the Chair-Elect. In the temporary absence of the Chair and Chair-Elect, such duties shall devolve upon the Vice-Chair.

3. CHAIR-ELECT. The Chair-Elect shall be the designated successor to the Chair, and shall assume the office of Chair at the end of his or her term as Chair-Elect. In the event the Chair-Elect cannot serve as Chair, the Board may re-elect the incumbent Chair (provided he or she has not already served two terms) or the incumbent Vice Chair to hold the office of the Chair for the ensuing year.
4. TREASURER. The Treasurer shall have general supervision of the funds and accounts of the Association and shall make an annual report to the Board.
5. EXECUTIVE DIRECTOR. The Board shall appoint an Executive Director to serve at the pleasure of the Board. Subject to the Board and the Chair, he or she shall perform the functions of Managing Director of the Association and such other duties as they may direct.
6. SECRETARY. The Secretary shall keep minutes of all meetings of the Association and of the Board, shall perform the other duties usually pertaining to that office, and such other duties as the Board may from time to time direct. He or she shall obtain surety bonds covering each of the officers, in such amounts as may be specified by the Board.
7. COMPENSATION. No officer shall receive any compensation for their duties as such officer, but any officer who is also an employee of this Association may receive compensation for his or her services as such employee.
8. VACANCIES. A vacancy in any office may be filled by the Board.
9. INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES. The Association shall, to the fullest extent now and hereafter permitted by law, indemnify any person who was or is party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that such person is or was a director, officer, or employee of the Association or is or was serving at the request of the Association as a director, officer, or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses including attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred in connection with such action, suit or proceeding if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association and, with

respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The Association shall purchase insurance to cover its indemnity obligation herein.

ARTICLE VII - STANDING COMMITTEES

1. The Chair, with approval of the Executive Committee, shall appoint a Nominating Committee and other standing committees, as required.
2. The Nominating Committee shall be composed of at least three delegates of Members that are representative of the Association's membership, plus the Chair-Elect. The Chair-Elect shall chair the Nominating Committee. It shall submit its nominations of candidates for officers and directors to the Board and Annual Meeting, respectively. The committee shall nominate no more than one person for each vacancy.

ARTICLE VIII - MEETINGS

1. REGULATIONS AND FEES. The Board of Directors may prescribe regulations to govern and fix fees and other charges for activities conducted by the Association.
2. CONDUCT OF MEMBERS. The Board may establish rules and policies for the conduct of Members at, and their participation in, meetings involving official participation of this Association.

ARTICLE IX - FUNDS AND RECORDS

1. FUNDS. All funds and receipts of the Association shall go into the General Fund of the Association. The Board of Directors may establish various accounts and define the purposes thereof.
2. REPORTS. A report of the receipts and expenditures of each meeting conducted by the Association shall be rendered to the Board. An annual review audit shall be conducted by an independent CPA and the results reported to the Board.

ARTICLE X - FISCAL YEAR

The fiscal year of the Association shall be the calendar year.

ARTICLE XI - QUALIFICATION REQUIREMENTS

In the event that any person elected, appointed, designated to, or holding, any position which under these By-Laws is to be held by a delegate of a Member, shall cease to be such delegate, he or she shall thereupon be ineligible to assume or hold or continue to hold such position.

ARTICLE XII - AMENDMENTS

These By-Laws may be repealed, altered, or amended:

- a. By the favorable vote of two-thirds of the Members voting thereon at any duly constituted meeting of the Association, provided a copy of the proposed amendment shall have been mailed to each Member, together with the notice of meeting, not less than 30 days prior to the meeting at which it is proposed to consider the same; or
- b. By a letter ballot of Members, provided a copy of the proposed amendment shall have been mailed to each Member together with an appropriate mail ballot and two-thirds of all duly executed ballots received within 30 days after date of mailing shall have been cast in favor of the same; or
- c. By the favorable vote of two-thirds of all of the Members of the Board of Directors then in office cast at any duly constituted meeting thereof, provided notice of the proposed amendment shall have been included in the notice of such meeting. Substantive changes will be reported at the next meeting of the full membership.