



Attachment A

Proposed Bylaws Revisions
January 18, 2005

National Association of Clean Water Agencies (NACWA) ~~AMSA~~ Bylaws

PREFACE

~~These~~ The Bylaws in this booklet were adopted by the members of the Association of Metropolitan Sewerage Agencies at a regular business meeting held in Houston, Texas, October 10, 1979. They incorporate amendments adopted by the membership since that time, most recently in ~~May of 2000~~ *February 2005, when the association acted to change its name to the National Association of Clean Water Agencies.*

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~~The mission of AMSA is to lead the nation's publicly owned wastewater agencies in the development and implementation of scientifically based, technically sound and cost effective environmental programs for protecting public and ecosystem health.~~

The preceding Mission Statement was part of AMSA's former Strategic Plan and was simply repeated on the Bylaws document. The Mission Statement was not, however, part of the Bylaws themselves. For this reason, it is recommended that it be deleted from this document.

ARTICLE I

Name

1. The name of the association shall be: *NATIONAL ASSOCIATION OF CLEAN WATER AGENCIES* ~~ASSOCIATION OF METROPOLITAN SEWERAGE AGENCIES~~, referred to herein as "the association" or *NACWA AMSA*.

ARTICLE II

Purpose

1. *The core purpose of the association is to be the leading advocate for responsible national policies that advance clean water and a healthy environment. NACWA considers the following core values inherent in achieving this purpose and will aggressively pursue them:*

~~The purpose of the association is to work for the reduction and elimination of water pollution in the United States and to do everything reasonably necessary to achieve such purpose, including, but not limited to the following:~~

- a. *Scientifically and economically informed environmental policy;*
~~the promotion of sound financing mechanisms for municipal water pollution control;~~
- b. *Visionary and results-oriented leadership embracing innovation and diverse input;*
~~the advancement of knowledge in the management and technology of metropolitan sewerage agencies by the collection and exchange of scientific and technical information;~~
- c. *Environmental stewardship;*
~~the promotion of better understanding on the part of the public of the need for efficient wastewater management;~~
- d. *Fiscal responsibility;*
~~the development of more effective public service by encouraging the establishment of sound policies related to sewage collection, treatment and disposal;~~

- e. ***Integrity and credibility in all we do;***
~~the coordination of the activities of individuals, corporations, and other groups or associations which tend to further the policies and purposes of the association.~~
- f. ***Collaboration as an effective strategy; and,***
- g. ***Continuous professional development.***

The preceding core purpose and core values are derived directly from the Association's new *Strategic Plan*, adopted by the Board in September 2004. The Association's leadership believes that this purpose, and its associated values, succinctly express – and are consistent with – the previous *Bylaws* provisions.

2. It is hereby provided:

- a. The association is one which does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for non-profit purposes as set forth herein, and no part of the net earnings of the association shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in these articles.
- b. The association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidates for public office or political party. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on by an association exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law.)
- c. Upon the dissolution of the association, the Board of Directors shall, after paying or making provisions, dispose of all the assets of the association exclusively for the purposes of the association in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes or shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the District of Columbia, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

Principal Place of Business

1. The principal place of business of the association is fixed and located at Washington, D.C., provided, however, that the Board of Directors may at any time or from time to time change the location of the principal place of business from one location to another within the United States of America.

ARTICLE IV

Board of Directors

1. *Composition:* The management of the affairs of the association is vested in a Board of Directors, ~~with~~ of not less than ten nor more than thirty directors ~~who shall be~~ elected on a regional basis (using U. S. Environmental Protection Agency, or any successor agency, federal regions) with the number of directors from each region based upon the number of member agencies in such region according to the following formula: for regions with seven or fewer members, one director; for regions with eight to fourteen members, two directors; and for regions with fifteen or more three directors. ***The composition of the Board of Directors shall also include three at-large seats, to which Association members may be appointed by the President, and confirmed by the Board, through a process endorsed by the Board. The maximum membership of the Board of Directors shall be thirty-three members.***

This preceding amendment creates the ability – on the part of the President, through a process established in AMSA policies – to ensure AMSA’s Board reflects the diversity of its membership by allowing the appointment of At-Large Board Members. Included as part of this proposal is the presumption that current Board policy (with no limit to the number of Board seats any state could hold) would remain unchanged, and that additional policies would be added addressing the process through which at-large board seats would be filled.

2. *Duties of the Board:* In addition to its general management responsibilities, and without limitation, the Board shall perform the following specific duties: (a) establish annual association goals; (b) ***oversee the management of*** ~~manage~~ the association's finances, including approving the annual budget and ***establishing*** ~~recommending~~ an appropriate dues structure; ~~to the membership~~; (c) allocate the association's resources; (d) approve programs and activities of the association's committees and provide oversight of such committees; (e) adopt association positions and policies; ~~statements on an interim basis until the membership can act on such matters~~ (f) ***oversee the management of*** ~~manage~~ the association's activities through policy guidance and directives to the Executive Director and oversight of staff activities; (g) establish relationships with other organizations where it is in the interest of the association to do so; (h) authorize participation in litigation to protect the association's interest; and, (i) ensure orderly long-range planning for the association.

The preceding deletion is recommended because the Association no longer develops and adopts formal “position statements”. The change acknowledges the Board’s current role in formulating positions and adopting policies.

3. *Election:* The directors of the association shall be elected by a majority vote of a quorum of the membership at a meeting with this purpose included on the agenda mailed to the members at least fifteen days prior to the meeting, and shall assume their duties at the meeting of the Board to follow. They shall remain in office until their successors assume their duties.
4. *Qualification:* Eligibility for election to the Board shall be limited to those individuals who have been designated as their agency's representative to the association and only designated representatives of association members in good standing may serve on the Board. Only members of the Board shall be eligible to vote at Board meetings.
5. *Tenure:* Directors shall not serve more than three consecutive full three year terms.
6. *Removal of Director:* The Board of Directors by a two-thirds majority may remove any director who, without justification, is absent from three successive regular meetings of the Board of Directors.
7. *Vacancies:* Any vacancy occurring on the Board of Directors by reason of death, resignation, or removal of a director *may* ~~shall~~ be filled by a majority vote of the remaining members of the Board of Directors. Such appointee shall serve during the unexpired term of the director whose position has become vacant.

The preceding revision is recommended to ensure consistency between the Bylaws and Policies & Procedures of the Board.

8. *Regular Meeting:* A regular annual meeting of the Board shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. In the event there is no annual meeting of the association, the Board shall meet at a place and on a date and time determined by the President upon ten days' notice.
9. *Special Meetings:* Special meetings of the Board may be called by or at the request of the President. Notice of any special meeting of the Board shall be given at least five days previous thereto to each member of the Board. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of the meeting. Any member of the Board may waive *the requirement to receive* notice of any meeting. On matters requiring immediate action or when it is impractical to convene the Board of Directors, the President may call for mail or *electronic* ~~facsimile~~ votes. *In such cases where electronic votes are cast, the Board shall ratify the resulting action at*

their next in-person meeting. ~~, and in such cases a majority of the Board shall be required for approval or disapproval.~~

To be consistent with DC law, it was recommended that a provision be added that calls for votes taken electronically to be ratified at the next in-person meeting.

10. *Quorum Miscellaneous*
Quorum: A *majority of* ~~One more than half~~ of the members of the Board of Directors shall constitute a quorum.

The preceding revision clarifies what constitutes a quorum for Board actions.

ARTICLE V

Officers

1. *Officers:* The officers of the association shall be President, Vice President, Secretary, and Treasurer. The Board may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board. *No more than one (1) officer may be elected by the Board from any region. The same individual may not simultaneously hold more than one office.* ~~Any two or more offices may be held by the same person except the offices of President, Secretary, and Treasurer.~~

The preceding revision is intended simply to clarify original intent.

2. *Distribution of Officers:* No more than one officer of the association may be elected by the Board from any ~~federal~~ region.
3. *Election:* At the next meeting following the election of directors, the members of the Board of Directors shall elect from their number the following officers; President, Vice-President, Secretary and Treasurer. If the election of officers shall not be held at the regular meeting, such election shall be held at the next regular meeting or special meeting as soon thereafter as conveniently may be.
4. *Term of Office:* The officers of the association provided for above shall each serve for a term of one year, which term shall start at the *beginning* ~~end~~ of the Board meeting *at which they are elected* ~~following their election~~ and continue until successors *are elected* ~~qualify~~. ~~Each officer shall hold office until his successor shall have been fully elected and shall have qualified.~~ Such officers may be elected by the Board of Directors to succeed themselves.

As a matter of practice the election of officers has occurred at the beginning of the May Board Meeting, and the new officers begin their terms immediately thereafter (with the new President presiding over the remainder of the Board Meeting. This revision

documents current practice.

5. *Removal of Officers:* Officers of the association shall serve at the pleasure of the Board and may be removed by a simple majority vote of the Board, provided that any Board member who intends to propose the removal of an officer shall notify all other directors, including the officer proposed to be removed of such intention at least five days prior to any regularly scheduled Board of Directors meeting.
6. *Vacancies in Association Officers:* In the event of the death, resignation or removal of any officer of the association other than President (See Article V, Sec. 8), the Board shall elect from among its members a successor to complete the term of office so vacated.
7. *President:* The President shall be the principal officer of the association and shall in general supervise and control all the business and affairs of the association. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the association authorized by the Board of Directors, any contracts, agreements or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by statute to some other officer or agent of the association. The President shall serve as the Chair of the Executive Committee.
8. *Vice President:* The Vice President shall preside at all meetings and function in the absence of, or at the request of, the President. The Vice President may be assigned other duties from time to time by the President or the Board of Directors. In the event of death, resignation, or removal of the President, the Vice President shall automatically succeed and serve the remainder of the President's term.
9. *Secretary:* ~~The Secretary shall have the custody of the seal of the association.~~ The Secretary shall attend all meetings of the Board of Directors and shall record the proceedings thereat, and shall report the same to the next succeeding meeting. The Secretary shall perform such other duties as may be assigned by the Board of Directors.

The National Office maintains custody of the seal of the Association. The preceding revision was made reflect current practice.

10. *Treasurer:* The Treasurer, subject to such regulations as may from time to time be promulgated by the Board of Directors, shall have responsibility to render to the Board of Directors an annual, and/or upon request, accounting of the financial condition of the association. The Treasurer, upon request of the Board of Directors, shall engage an independent auditor subject to the Board's approval to make an audit of the financial records according to standard acceptable accounting procedures.

ARTICLE VI

Committees

1. *Executive Committee:* To assist in the management of the Association, there shall be an Executive Committee of the Board of Directors.
2. *Board Committees:* The Board of Directors may establish committees, in addition to the Executive Committee, as appropriate. The President shall appoint the members of such Committees from among the members of the Board and shall designate the Chair and Vice Chair of such Committees.
3. *Standing Special Committees:* The President shall create such **Standing Special** Committees as necessary to facilitate the efforts of the association in achieving its basic goals. The President shall ~~appoint the members of such Special Committees from among representatives of the member agencies, and shall designate a Chair and Vice Chair of each such Standing Special Committee.~~ The President may replace any Chair or Vice Chair if such action will better achieve the association's objectives.

It was recommended that the term “Special Committee” be replaced with “Standing Committee”. In association nomenclature either term is appropriate; however, the Working Group felt “Standing” was more commonly used and better understood. Additionally, as a matter of policy and practice the President does not appoint the membership of AMSA’s “Special” Committees. AMSA policy states “Members will be added to Special Committee rosters upon expression of interest and request.” The Bylaws have been revised accordingly.

- ~~4. *Tenure:* Committee members shall serve for one year term and may be reappointed without limitation.~~

The preceding revision is recommended based on current practice – which does not require reappointment of committee members to serve.

4. *Oversight:* The President shall ensure that Committees perform in accordance with the basic goals of the association and any specific goals and objectives approved by the Board for each Committee, and shall oversee Committee utilization of staff resources.
5. *Standing Special Committee Programs and Reports:* Each **Standing Special** Committee shall submit to the Board following the annual meeting its program and agenda for the next year, and shall report in writing at least annually on its activities, including any recommendations the committee may have for Board consideration.

ARTICLE VII

Staff

1. *Executive Director:* The Board of Directors is authorized to appoint an Executive Director to manage the business and the activities of the association, including the authority to hire additional employees, consultants, and other appropriate personnel, and to manage the funds of the association.
2. *Salary:* The Executive Director shall be compensated at a level and in a manner to be fixed by the Board of Directors.
3. *Performance of Duties:* The Executive Director shall report to the Board of Directors periodically and shall on a continuing basis keep the President informed of National Office activities and operate subject to the President's supervision.
4. *Handling of Funds:* The Executive Director shall have the care and custody of the general funds, securities, properties, and assets of the association, and shall deposit the funds and securities in his care in such banks, trust companies or depositories as the Board of Directors shall designate, and shall disburse and dispose of the same, taking proper vouchers for such disbursements. The Executive Director shall keep accurate books of account, recording therein the amounts of all monies, funds, securities, properties and assets in the Executive Director's custody showing at all times the amounts of all property belonging to the association, wherever located, and showing the amount of disbursements made and the disposition of property and shall, upon request, provide such information about the financial condition of the association to the Treasurer. The Executive Director shall exhibit the said books and records when required by the Board of Directors. ~~The Executive Director shall give a bond for the faithful discharge of assigned duties in such sum and with surety or sureties as the Board of Directors shall determine. The cost of such bond shall be paid by the association.~~
5. *Insurance: The Association shall maintain insurance appropriate to protect itself and its assets.*

The insurance that AMSA maintains eliminates the need for the referenced bond – and the new provision documents the Board intent maintain such insurance.

ARTICLE VIII

Amendments

1. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of a quorum of the membership at any regular or special meeting, provided that a copy of such proposed amendments shall have been sent to each

member not less than 15 days in advance of the meeting at which the amendments are to be voted upon. No proposed amendment shall be put before the membership unless it shall have been first signed by 15 or more members of the association, or in the alternative, submitted by a majority vote of the Board of Directors.

ARTICLE IX

Membership

1. *In General:* The membership of this association shall be composed of publicly owned wastewater treatment agencies each acting through its designated representative who shall be a full-time staff member, or an elected or appointed official, of the agency represented.
2. *Affiliate:* Any public or private organization whose interests are compatible with the bylaws and objectives of the association may upon application and the payment of a fee set by the Board of Directors, become an affiliate and receive association alerts, updates and correspondence, attend association meetings by payment of membership registration fees and participate without right to vote in association committee meetings, provided that affiliates cannot be members of committees.
3. *Resignation:* Any member may resign at any time by filing a written resignation with any officer of the association or member of the Board of Directors, except as may be otherwise provided in any written pledge agreement executed by the resigning member. Such resignation shall relieve the member so resigning from all obligations to pay dues or contributions accruing after the date of such resignation. Any resigning member must pay all obligations prior to withdrawal.
4. *Termination of Membership:* The Board of Directors, ~~by majority of those present at a meeting at which a quorum is present,~~ may suspend or expel a member for cause after an appropriate hearing and may, by the same vote, terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default in the payment of dues or contributions for the period fixed in Article X of these bylaws.

The preceding revision is recommended as the need for a quorum – and what constitutes a quorum are described in other provisions.

5. *Annual Meeting:* The annual meeting of the membership of the association shall be held on the date and at the place determined by the Board of Directors, and notice of not less than 15 days shall be given to the membership. Special meetings of the membership of the association may be called from time to time at the discretion of the Board of Directors of the association, by the President of the Board of Directors, or by not less than 15 members.

6. *Quorum*: At any meeting of the membership of the association, ~~51 percent of the those~~ members in good standing present *either* in person or represented by proxy shall constitute a quorum. ~~Each member so present is entitled to one vote. In the event a quorum is not present at any regular or special meeting of the membership, a special meeting shall be set by the President not later than 60 days from such meeting and a written notice of such meeting shall be mailed to every member. At such subsequent meeting, the number of members attending the meeting shall constitute a quorum.~~

The preceding revision is intended to clarify what constitutes a quorum for membership actions and ensure, as the association grows, that business can be conducted in an efficient manner by interested and involved members.

7. *Proxy*: Any member may designate a proxy to attend any regular or special meeting of the members. Such proxy shall be counted in determining a quorum.

ARTICLE X

Payments for Services, Funds and Donations

1. *Funds and Donations*: All funds received by the association, whether received as annual payment for services, donations, bequests or grants from any private or governmental body, shall go to the general funds of the association.
2. *Payments*:
 - a. *Dues*: Members shall pay, as a condition of membership, ~~annual~~ dues as fixed annually by the Board of Directors. The dues schedule shall be based on ~~the each member's service area~~ population served by each member and other factors as determined by the Board of Directors.

The preceding revision is recommended to clarify current practice.

- b. *Delinquent Payments of Dues for Services*: In the event that payment for services *of dues* as provided by these bylaws is delinquent, the *delinquency shall be addressed in a manner consistent with a protocol set forth in Board policies*. ~~member shall be notified during the month following the date of such delinquency. After the forwarding of two monthly notices of delinquency, and if payment has not been made by the third month after it becomes payable, the member may be dropped from membership in the association by the Board of Directors and upon notification of such action by the Secretary. Such removal from membership does not relieve the member from full obligation for the payments due to the date of termination.~~

In practice the Association has not strictly followed the preceding provision as it relates to delinquent payments. This amendment would permit the delinquent

member protocol, prepared by the National Office staff, to be reviewed by the Board and included in Board policies.

ARTICLE XI

Rules of Order Miscellaneous

- ~~1. *Emergencies:* On matters requiring immediate action or when it is impractical to convene the Board of Directors, the President may call for mail or facsimile votes, and in such cases a majority of the Board shall be required for approval or disapproval.~~

The preceding provision was revised to reflect modes of electronic communication and moved to Article IV, Paragraph 9.

- Rules of Order:* Unless otherwise provided, all proceedings are to be governed by Robert's Rules of Order.

