

## By-Laws

Western Pennsylvania Water Pollution Control Association, Inc.

Effective July 17, 2003

*Revised September 16, 2010*

### ARTICLE I

The name of the organization shall be Western Pennsylvania Water Pollution Control Association, Inc.

### ARTICLE II

The object of this Section shall be the advancement of the knowledge of design, construction, operation, maintenance, and management of sewage and industrial wastes works, and the encouragement, through meetings of the members, seminars and other training activities of the exchange of information and experience and to do all things necessary incident and proper to the furtherance of said purpose.

### ARTICLE III – Membership

#### Section 1.

Members of this corporation shall be Active Members or Student Members. ~~Student Members are not eligible to vote, hold Offices or Chair Committees of the corporation.~~

#### Section 2.

An Active Member shall be a superintendent, manager, operator, or employee of a sewage or industrial wastes treatment works; a professional engineer; a chemist, bacteriologist, or any qualified person professionally engaged or interested in the advancement of knowledge relating to the disposal or treatment of sewage and industrial wastes or improved sanitation of waterways. Present membership is to be taken as sufficient evidence that the individual is so qualified for as long as he continues to be a member in good standing. ~~A Student Member shall be a person, currently enrolled in a college or associate degree program or Board approved formal training program, with interest in the advancement of knowledge relating to wastewater.~~ *Active membership shall include all voting rights and privileges conferred by these bylaws and the rights to hold office and serve on committees.*

#### Section 3.

Any person eligible for membership and desiring to become a member of the corporation shall make a written request for admission.

*Section 4.*

*A member in good standing for 35 years or more may be presented with Lifetime Membership status solely at the direction of the officers of the corporation. Lifetime Members shall have all voting rights and privileges of an Active Member as well as membership free of annual dues and registration fees as collected by the corporation for the purposes of regular business meetings.*

*Section 5.*

*A Student Member shall be a person, currently enrolled in a college or associate degree program or Board approved formal training program, with interest in the advancement of knowledge relating to wastewater. A member may not retain this class of membership beyond the first anniversary date following termination of qualifications as a Student Member. Student Members are not eligible to vote, hold Offices or Chair Committees of the corporation.*

ARTICLE IV – Dues *and Other Fees*

Section 1.

The annual dues shall be as established by the Board of Directors and approved by two-thirds of the vote of the membership present at any one meeting. The Board of Directors shall notify the members of any change in the dues at least thirty (30) days prior to the action. The notice may be given at a business meeting or by mail. The annual dues shall become due on January first of each year for the ensuing year.

Section 2.

The annual dues renewal notices shall be sent to the membership not less than thirty (30) days prior to the due date by the Membership Secretary. A second and final delinquent notice shall be sent to members within thirty (30) days after the due date. Members who fail to make payment within sixty (60) days after the due date shall be dropped from the membership roles and cease to be entitled to benefits of membership.

*Section 3.*

*The corporation may collect registration fees to offset the costs of conducting the business of the corporation as may be determined by the Board.*

ARTICLE V – Officers and Affiliations

Section 1.

The officers of the corporation shall be a President, two Vice-Presidents, a Director, an Alternate Director, a Secretary, a Treasurer, the most recent Past President, a Membership Secretary, and three Trustees.

## Section 2.

All officers of the corporation shall be members of the WPWPCA in good standing for the preceding three years prior to the beginning of their term of office and shall maintain membership in good standing in the WPWPCA during their entire term of office. The President, First Vice-President, Second Vice-President, Director and Alternate Director shall also be members of the Pennsylvania Water Environment Association during their term of office and shall maintain membership in good standing in the Pennsylvania Water Environment Association during their entire term of office. The terms of office of the Director and Alternate Director shall be for three years, which terms shall coincide with the terms of office of the elected officers of the WPWPCA. The terms of office of the Director and Alternate Director shall be staggered. The term of the office of a Trustee shall be for three years, which term shall start with the term of office of the elected officers of the corporation; one trustee to be elected each year.

## Section 3.

No officer except the Director, Alternate Director, Secretary, Treasurer, Membership Secretary and Trustees shall hold office for more than two consecutive years.

## Section 4.

The duties of the President, Vice-Presidents, Secretary and Treasurer shall be those which ordinarily apply to the several offices.

## Section 5.

The Second Vice-President shall also be responsible for the coordination of all activities of the Program, Seminar, Education and Training, and Exhibitors and Sponsors Committees.

## Section 6.

The duty of the Director shall be to serve on the Committee of the Pennsylvania Water Environment Association.

The duty of the Alternate Director shall be to serve as a representative of the corporation with full powers of a Director at meetings of the Board of Directors and Executive Committee of the Pennsylvania Water Environment Association when the regular representative is unable to attend.

In addition to the duties which ordinarily apply to the office, the First Vice-President shall have the duty to serve as a representative of the corporation with full power of a Director at meetings of the Board of Directors and Executive Committee of the Pennsylvania Water Environment Association when the regular representatives are unable to attend.

#### Section 7.

The duties of the Membership Secretary, inter alia, shall be to maintain the Membership roll and to collect and record the corporation dues.

#### Section 8.

The Secretary of the corporation shall file annually with the Secretary-Treasurer of the Pennsylvania Water Environment Association, within 10 days after their election or appointment, a list of the officers and members of the corporation and also any amendments to the By-Laws adopted by the corporation during the preceding year.

#### Section 9.

The Treasurer of the corporation shall have the duty of filing all required federal, state and local forms.

#### Section 10.

The duties of the Trustees shall be those which ordinarily apply to the office, and in addition, they shall conduct an audit of the finances of the corporation following the close of the October business meeting of the WPWPCA and present their audit report to the Board at the first Executive Board meeting after the beginning of the fiscal year.

#### Section 11.

Any officer of the organization who is absent from three consecutive meetings of the Board without providing an acceptable reason for said absences, their seat shall be declared vacant. The Board of Directors shall have the power to fill the vacancy of that office until the next regular annual election of the corporation.

#### *Section 12*

*To the fullest extent permitted by the law, the Association shall indemnify and hold harmless all agents against claims arising out of any alleged or actual action or inaction in the good faith performance of their duties. "Agents" for this purpose shall include Officers, Committee Chairs and employees of the corporation.*

Section ~~42.~~ 13.

Nothing in this instrument shall be in conflict with the Constitution and By-Laws of the Pennsylvania Water Environment Association. In the event of such a conflict, the By-Laws of the State Association shall prevail.

ARTICLE VI – Committees and Board of Directors

Section 1.

There shall be a Board of Directors consisting of the officers, the Program Chairman, the Chairman of the Membership Committee and the Pennsylvania Department of Environmental Protection, Northwest and Southwest Regional Water Management Program Managers or their designee.

The Board of Directors shall have full control of the management of the corporation subject to such action as may be passed by the corporation membership in its meetings. It shall make necessary arrangements for meetings and shall have power to expend funds of the corporation to invest the same, but shall not incur indebtedness beyond the funds in the hands of the Treasurer. It shall have power to fill any vacancies that may occur in any office.

Section 2.

The President shall appoint a Membership Committee consisting of three members of the corporation for the purpose of sustaining membership. The Committee shall report its action to the Board of Directors.

Section 3.

The President shall appoint a Nominating Committee consisting of three members, who shall prepare a list of nominees for the various offices, meeting any criteria listed in Article V.

Section 4.

The President shall appoint and charge such committees as are necessary to carry out the affairs of the corporation and to determine the number of members to serve on such committees.

ARTICLE VII – Committee Responsibility

## Section 1.

The Nominating Committee shall submit names of nominees to the Board in June of each year. Upon approval by the Board, the nominees shall be presented to the general membership at the September meeting of each year. Officers shall be elected by the general membership at the October meeting, which shall be the regular annual election of the corporation. The officers will take office at the close of the October business meeting of the WPWPCA.

## Section 2.

The Awards Committee shall submit names of nominees for Pennsylvania Water Environment Association and Water Environment Federation awards in January of each year for Board action. The Committee will submit names of nominees for the following WPWPCA awards: Past President's Award, Bruno Award, Alfred Bologna Water Pollution Control Achievement Award, John Yenchko Meritorious Award, Excellence in Operation Award, Operator's Support Award, Engineer's Service Award, Exhibitor's and Sponsor's Award, Twenty-Year Operator's Award, Thirty-Year Membership Award, and any other awards that may be created by the Board from time to time. The nominees for WPWPCA awards will be submitted to the Board for action in ~~April~~ July of each year.

## Section 3.

The Program Committee shall submit the proposed program for the coming year no later than two months after appointment by the President.

## Section 4.

The Safety Committee shall submit the names of nominees for the WPWPCA Safety Awards to the Board at the July meeting each year.

## *Section 5.*

*The Student and Scholarship Committee shall submit the names of nominees for the WPWPCA Scholarship to the Board at the September meeting each year. The Board may omit or award one or more scholarships as they may determine to be in the best interests of the Association.*

## ARTICLE VIII – Meetings

### Section 1.

The membership meetings of the corporation shall be held in May, June, July, September and October at a time and place determined by the Board of Directors. One meeting per year may be eliminated at the discretion of the Board of Directors.

## Section 2.

Special meetings shall be held at such time and places as may be arranged by the Board of Directors. Notice of such special meetings shall be sent out by the Secretary at least thirty days in advance of the meeting.

## ARTICLE IX – Quorum

At any meeting of the corporation membership, a quorum shall consist of fifteen members and at any meeting of the Board of Directors a quorum shall consist of five members of the Board.

## ARTICLE X – Amendments

Amendments to the By-Laws may be made by a two-thirds vote of members present at any meeting, notice of the proposed amendments having been given to the members of the corporation fifteen days in advance of said meeting. Should the amendments as proposed not be acceptable to the members at said meeting, then any such revisions or additions shall be proposed and notice of the revised amendments shall be given to the members fifteen days in advance of the next meeting.