CONSTITUTION AND BYLAWS
OF THE
ARKANSAS WATER ENVIRONMENT ASSOCIATION, INC.

1 NAME

The name of this association shall be the Arkansas Water Environment Association hereinafter designated as the Association or the AWEA. The Association has been incorporated as a non-profit corporation pursuant to the provisions of the Arkansas Non-profit Corporation Act of 1993. Act 1147 pf 1993, set forth in A.C.A. 4-33-101 et seq., as a mutual benefit corporation, and therefore, is known as Arkansas Water Environment Association, Inc.

2 AFFILIATION

The Association shall be a member of the Water Environment Federation, hereinafter designated as WEF, and shall participate in the activities of that organization. The Constitution and Bylaws of this Association shall be in harmony with the WEF Constitution and Bylaws.

3 OBJECTIVES

3.1 The objectives of the Association are as follows and are in harmony with the objectives of WEF.

3.2 Advance the fundamental knowledge of the water environment, its basic qualities, and physical laws governing its interaction with other aspects of the environment and with the aesthetic, economic, and biological needs of Arkansas' citizens.

3.3 Advance the knowledge and technology in the design, construction, operation and management of water quality systems and facilities.

3.4 Increase the knowledge and understanding of Arkansas' water environment, and encourage and promote action necessary for its enhancement.

3.5 Develop and implement effective delivery mechanisms to rapidly disseminate knowledge concerning the water environment to members and other interested parties.

3.6 Promote sound policy in matters relating to the water environment.

3.7 Improve the professional status of all personnel engaged in any aspect of protecting and improving Arkansas' water environment.

3.8 Strengthen and build alliances with organizations throughout Arkansas incorporating members of all professions dedicated to the preservation and enhancement of water quality and water resources.
3.9 Stimulate public awareness of the relationship of water resources to the public welfare and the need for pollution prevention, resource recovery, preservation, conservation, and reuse of water resources.

In order to attain these objectives, the Association shall cooperate with State regulatory agencies, local governments, and other associations or organizations to hold conferences, schools, discussions, and instructions in subjects related to water and water pollution control.

4 FRANCHISE

The exclusive service area of the Association shall consist of the State of Arkansas.

5 MEMBERSHIP

5.1 The membership of the Association shall consist of persons and organizations interested in any of the objectives of the Association and are residing in or maintaining a place of business within the State of Arkansas.

6 MANAGEMENT

6.1 The affairs of the Association shall be managed by the Executive Committee under such rules as the Executive Committee may determine, in keeping with the intent of this Constitution and Bylaws.

6.2 The Executive Committee shall consist of elected officers and the designated WEF delegate(s) who shall serve as member(s) of the WEF House of Delegates.

6.2.1 Officers – The elected officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and an immediate Past President.

6.2.2 WEF Delegate (or Delegates) – The WEF Delegate (or Delegates) shall represent the Association in the conduct of all business by the WEF House of Delegates for a term of service designated by the WEF Constitution and Bylaws, and shall be a member of the Water Environment Federation.
7 DUTIES AND FUNCTIONS OF OFFICERS

7.1 President

7.1.1. General supervision of the affairs of the Association.

7.1.2. Preside at all conferences and meetings of the Association and meetings of the Executive Committee.

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

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

7.1.5. The President shall have the option of awarding up to two (2) Association members with the President's award for Outstanding Service to the Association. Recipient(s) shall be selected at the discretion of the President. Approval of the recipient(s) by the Awards Committee or the Executive Committee shall not be required.

7.2 Vice-President

7.2.1. Assist the President in the performance of prescribed duties.

7.2.2. Preside at conference and meetings of the Association and at meetings of the Executive Committee in the absence of the President.

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

7.2.4. Perform such other duties as may be assigned by the Executive Committee.

7.2.5. In case the President cannot act, the Vice-President shall act. In case the Vice-President cannot act, the Immediate Past President shall do so. The Executive Committee shall elect one of its members to act if the Immediate Past President cannot do so.

7.3 WEF Delegate(s)

7.3.1. The WEF Delegate(s) shall represent the Association in the conduct of all business by the WEF Board of Trustees and be a member of the Water Environment Federation.

7.3.2. The WEF Delegate(s) shall serve as the AWEA representative on the Arkansas Water Works & Water Environment Association (AWW&WEA) Board of Directors and attend both AWW&WEA and AWEA meetings. In the case that the WEF Delegate cannot fulfill the function of the
Association's representative to the AWW&WEA Board of Directors; the Executive Committee shall name a replacement representative to serve for the remainder of the WEF Delegate's term.

7.4 Secretary

7.4.1. Serve as Secretary for the Executive Committee and operate under the general direction of the President and the Executive Committee.

7.4.2. Prepare the agenda for, and attend all meetings of the Executive Committee, record, and distribute the proceedings of such meetings to the Executive Committee.

7.4.3. Maintain records of the Association, including financial reports, and a list of members of the Association.

7.4.4. Present a report for each calendar year at the Annual Meeting of the Association.

7.5 Treasurer

7.5.1. See that all monies due to the Association are collected carefully and without loss, 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 the funds of the Association, all according to procedures established or approved by the Executive Committee.

7.5.2. Forward to each member of the Executive Committee a quarterly financial summary of accrued income and expenses consistent with the annual financial statement.

7.5.3. Present at the Annual Meeting of the Association a balance sheet of the books as of the end of the previous fiscal 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 Executive Committee at the expense of the Association, by a public accountant appointed by the Executive Committee.

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

7.5.5. Responsible for the annual filing with the IRS and the Arkansas Secretary of the State.

7.6 Immediate Past President

7.6.1. Shall serve as Chair of the Nominating Committee and of the Throop Scholarship Committee.
7.6.2. Shall assume the duties of the Vice President in the instance the Vice President cannot so act.

7.6.3. Perform such other duties as may be assigned by the Executive Committee.

8 TERMS OF OFFICE

8.1 The terms of office of the President, Vice-President, Secretary, and Immediate Past President shall be for approximately 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 may be nominated and stand for election for no more than two successive terms at the discretion of the Nominating Committee.

8.2 The term of the Treasurer shall be 3 years, 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.

8.3 The term of the WEF Delegate(s) shall be 3 years as designated in the WEF Constitution and Bylaws. The Delegate(s) may succeed themselves in consecutive terms if allowed by the Federation.

9 NOMINATION and ELECTION of OFFICERS

9.1 Nominations for each elective office for the following term shall be received and considered by the Nominating Committee. The Committee, through its Chair, shall report to the President and the Secretary at least 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 have signified their willingness to serve.

9.2 The Secretary shall transmit the report of the Nominating Committee to the Association Membership. The eligible voting Members of the Association shall elect officers 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, voting shall be by ballot and the nominee receiving a majority of the votes cast shall be declared elected.

9.3 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 resubmitted immediately for consideration.

9.4 In case of a vacancy in an elected office, the Nominating Committee shall promptly select a nominee for the office. Such nominee may be approved by the Executive Committee. The officer so selected shall take office immediately and shall continue until a successor is elected.
10 MEMBERSHIP CLASSIFICATIONS, QUALIFICATIONS, AND PRIVILEGES

10.1 Membership Classes – Shall include all classes of membership designated by WEF and other classes of membership established by the Association.

10.1.1. AWEA Specific Member – this membership is offered to wastewater professionals. Eligibility to this membership is subjected to annual review.

10.1.2. WEF Membership Classes

10.1.2.1. Individual Member — any individual interested in the advancement of knowledge relating to the objectives of WEF.

10.1.2.1.1. Privileges – Shall have all the rights and privileges granted by the WEF including the right to vote and to hold office as provided for in the WEF Constitution and Bylaws.

10.1.2.2. Group Member – Any group or organization interested in the advancement of knowledge relating to the objectives of the Water Environment Federation.

10.1.2.2.1. Privileges – Shall have all the rights and privileges granted by the WEF, including the right of its authorized representative to vote, as provided for in the WEF Constitution and Bylaws.

11 DUES

11.1 Payment of Dues

11.1.1. AWEA Specific Member - The annual dues for AWEA shall be determined by the Executive Committee and shall be payable by the end of January of each year. Dues shall be billed and received by the Treasurer.

11.1.2. WEF Individual and Group Members – AWEA dues shall be determined by the Executive Committee and shall include the current dues for the Association and WEF dues as set by the WEF Board of Trustees for each class of membership. WEF and AWEA dues are paid to WEF, and AWEA membership dues paid to AWEA by WEF.

12 ADMISSION AND EXPULSION

12.1 Admission

12.1.1. Application for membership will be reviewed by the Secretary according to the policies established by the Executive Committee.
12.2 Expulsion

12.2.1. Any member may be expelled from the Association for good and sufficient reason by a majority vote of the Executive Committee.

12.2.2. Any officer may be removed from office for good and sufficient reason by a majority vote taken at a duly constituted meeting of the Executive Committee.

13 COMMITTEES

13.1 General

In addition to the standing committees provided for in Section 13.2 thru 13.4 of the Constitution and 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. The President shall appoint the Chair of each Committee, and the chair shall appoint his/her committee members.

13.2 Nominating Committee

13.2.1. Shall consist of the three latest living Past Presidents.

13.2.2. The Immediate Past President shall serve as Chair of the Committee.

13.2.3. Shall nominate candidates for the elective offices of the Association.

13.2.4. Shall select annual recipient(s) of the Throop Memorial Scholarship.

13.3 Awards Committee

The Awards Committee shall consist of no less than four (4) members, at least two of whom shall have served on the Awards Committee during the previous year. All members of the Awards Committee shall have had long experience in the work of the Association. The Committee shall be the sole judge as to the expediency or propriety of recommending any or none of the awards which may be conferred by the Association at the Annual Conference. The Committee shall recommend to the Executive Committees the awards for those members who are worthy of the honor, and should defer making recommendations for awards whenever deserving candidates could not be selected.

13.4 Conference Committee

The Conference Committee shall consist of the Secretary and at least two other members who shall be appointed by the Vice President. This Committee shall be chaired by the Vice President and shall be responsible for all actions and
arrangements necessary for the Annual Conference and for other meetings of the Association.

14 MEETINGS

14.1 Annual Conference and Annual Meeting

14.1.1. An annual Conference and annual meeting of the membership shall be held at the time and place selected by the Executive Committee.

14.1.2. Each person attending the Annual Conference shall pay a registration fee of such amount as may be determined by the Executive Committee.

14.1.3. An annual meeting of the membership shall be held to receive reports of officers, and committees, to elect officers, and carry on other business of the Association.

14.2 Special Meetings

Special meetings of the Association may be held at such times and places as requested by the Executive Committee or upon the petition of 15% of the eligible voting members.

14.3 Notices

Notices of all conferences and meetings of the Association shall be sent out to all Members by the Secretary or under his/her supervision at least 30 days in advance of any conference or meeting.

14.4 Meetings

14.4.1. The Executive Committee shall hold at least one annual membership meeting.

14.4.2. Other meetings shall be held at the call of the President, or on petition addressed to the Secretary and signed by two or more Executive Committee Members.

14.4.3. Notice of the Membership meeting shall be issued by the Secretary at least 15 days in advance of such meetings to all paid Members.

14.5 Quorum and Voting

14.5.1. Unless otherwise provided in this Constitution and Bylaws, any action allowed or required to be taken by the Executive Committee shall take place at a duly noticed meeting at which a quorum is present. A quorum is met with the presence of a majority of the elected officers.
14.5.2. For purposes of this Constitution and Bylaws, members may participate in and act at any meeting through the use of a telephone conference or interactive technology, including but not limited to electronic transmission, internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other and participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

14.5.3. A vote is passed by a majority vote of eligible members present.

14.5.4. The term "eligible voting member," as used in this document, shall include all persons having the rights and privileges of AWEA Specific, Individual or Group Members as prescribed in this document.

15 AMENDMENTS

15.1 Initiation

15.1.1. Amendments to these Bylaws may be proposed by the Executive Committee, or through it, or on petition of 15% of the eligible voting members. All proposed amendments shall be submitted in writing to the Executive Committee.

15.1.2. On the instruction of the Executive Committee, notices of proposed amendments and the complete text of a proposed amendment shall be sent to each eligible voting member at least 30 days before it is to be voted upon.

15.2 Adoption

15.2.1. Amendments to these Constitution & Bylaws may be approved by a majority vote of eligible members present at a membership meeting, or in any other manner expressly authorized by this Constitution and Bylaws.

15.2.2. The Secretary shall promptly advise the membership of approved amendments.

15.2.3. An amendment approved by the Association membership shall take effect immediately, and the revised Constitution and Bylaws shall be published on the Association website.

16 DISPOSITION OF ASSETS UPON DISSOLUTION

16.1 Dissolution of the Association may take place with the consent of a minimum of 15% of the members of the Association.

In the event of dissolution of the Association, the property and assets thereof, following satisfaction of all obligations and liabilities, shall be disposed of
exclusively for the purposes of the Association as determined by the members at a meeting convened for the purpose of dissolution. Notice of dissolution shall be given to WEF within 30 days.

"The Constitution and Bylaws of the Arkansas Water Environment Association were duly adopted by the AWBA membership and are in full force effect as of November 6, 2013."

Signed:

[Signature]

Theca Hughes
AWBA President

[Signature]

Aaron Benzing
AWBA Vice President

Attested by:

[Signature]

Tiffany Mallard
AWBA Secretary

11/4/13
Date

11/6/13
Date

11/6/13
Date