

BYLAWS OF THE
ILLINOIS ASSOCIATION OF WASTEWATER AGENCIES

ARTICLE I

Name

The name of this Association shall be the Illinois Association of Wastewater Agencies, hereinafter referred to as "IAWA" or "the Association."

ARTICLE II

Mission and Objectives

Section 1. Mission. The mission of the Association is to further the common interests of publicly-owned wastewater collection and treatment agencies located within the State of Illinois in their efforts to provide cost-effective treatment of wastewater so that sound public health and environmental goals may be achieved.

Section 2. Objectives. The objectives of the Association are:

- a. To provide a forum for member agencies to address issues of mutual interest.
- b. To provide legislative assistance for the common interest of the Association.
- c. To serve as intermediary with Federal and State regulatory authorities on behalf of the Association.
- d. To solicit legal advice and counsel on issues of mutual concern.
- e. To promote and retain membership in the Association.
- f. To increase awareness of the importance of wastewater treatment.
- g. To promote intergovernmental cooperation by member agencies.
- h. To promote the selection of qualified officials and professionals.
- i. To recognize outstanding efforts and achievements in support of the Association's mission.

ARTICLE III

Membership

Section 1. Membership in the Association shall be classified according to the following categories: Agency Member, Affiliate Member, and Life Member.

Section 2. Agency Member - Any public or private agency located within the State of Illinois responsible for the collection and/or treatment of wastewater which has complied with the requirements for membership in the IAWA.

Section 3. Affiliate Member - A person or entity interested in the future prospects and well-being of the wastewater industry who desires to be affiliated with the Association and further this agenda. An individual who is an officer or employee of a public or private agency located within the State of Illinois responsible for the collection and/or treatment of wastewater is not eligible for membership as an affiliate member.

Section 4. Life Member - An individual who has been an active participant in the Association representing an Agency and/or Affiliate Member for more than 15 years and who has retired from employment and not currently professionally affiliated with the wastewater profession. The member may serve as a member of an Association Committee or Subcommittee, but shall not hold office in the Association. In the event a Life Member resumes employment, the Executive Committee shall determine the applicability of that individual's Life Membership with the Association.

ARTICLE IV

Admission to Membership

Section 1. With the exception of Life Members, admission to any membership category will be determined by the Association's General Administration Committee. Upon receipt of a completed application for admission, the General Administration Committee, through a simple majority vote, may approve said membership which will become effective upon payment of the appropriate dues and will remain in effect as long as the member remains in good standing with the Association.

Section 2. Each Agency Member shall designate one (1) Authorized Representative to cast its vote in the matters of the Association. Each Agency Member shall also designate an Alternate to cast its vote in the absence of the Authorized Representative. The Authorized Representative and the Alternate may be any employee or officer of the Agency Member.

Section 3. Life Members may be elected at any Annual Meeting by an affirmative vote of two-thirds of the voting members present. Such membership shall be for life unless sooner terminated by resignation or by an affirmative vote of two-thirds of the voting members present at any Annual Meeting or modified by the Executive Committee as referenced in Article III, Section 4. The registration fee for technical meetings, the Mini-Conference, and the Annual Conference will be waived for all Life Members.

ARTICLE V

Fiscal Year, Annual Budget and Dues Structure

Section 1. The fiscal year of the Association shall begin on September 1.

Section 2. No later than September 15 of each year, the Executive Committee shall send a copy of the proposed budget for the new fiscal year to the Executive Director who will immediately transmit this information to the membership.

Section 3. The annual dues for all members shall be presented each year by the Executive Committee to the membership as part of the annual budget and shall be considered for approval by majority vote at the Annual Meeting.

Section 4. Within the first 45 days of the start of the fiscal year, the Association shall invoice all members the amount of dues for the ensuing year.

Section 5. If payment of dues or other indebtedness is not made within 90 days of invoicing by a member, membership in the Association shall lapse.

ARTICLE VI

Executive Committee, Executive Director, and Officers

Section 1. Executive Committee. The management of the IAWA shall be vested in an Executive Committee composed of the three (3) Association Officers and four (4) Members-At-Large. Each member of the Executive Committee shall be an Authorized Representative or Alternate from an Agency Member in good standing. The immediate past president of the Association shall be an ex-officio member of the Executive Committee. A meeting of the Executive Committee may be called upon reasonable notice by either the President of the Association or three members of the Executive Committee. Four (4) members of the Executive Committee present at any meeting thereof shall constitute a quorum. Unless the members of the Executive Committee choose otherwise, the President of the Association shall preside at any meeting of the Executive Committee and the Executive Director of the Association or a designee shall act as Secretary of the Executive Committee. A two-thirds vote of a quorum of the Executive Committee shall control the policies and actions of the Association.

Section 2. Executive Director. The Executive Committee shall appoint the IAWA Executive Director who will hold office at the pleasure of and shall receive such compensation as may be fixed by the Executive Committee. The Executive Director or his/her designee shall maintain the records of the Association, keep minutes of all the meetings, receive and deposit all Association monies, pay all bills pursuant to the policies and guidelines established by the Executive Committee, distribute all Association notices, and make a report to the membership of all such activities as needed at the Annual Meeting.

Section 3. Officers. The officers of the IAWA shall be a President, Vice President-Administration, and Vice President-Technical.

Section 4. The President shall have general supervision of the affairs of the Association and shall preside at the meetings.

Section 5. The Vice Presidents, in the respective order of their office, i.e., the Vice President-Administration and the Vice President-Technical, shall act in the absence of the President.

Section 6. The Vice President-Administration shall chair the Program and Site Committee of the Association.

Section 7. The Vice President-Technical shall chair the Technical Committee of the Association.

Section 8. Treasurer. The Executive Committee may appoint any one employee or officer of an Agency member, an Affiliate member, or a Life member who possesses financial and administrative knowledge and experience to serve as IAWA Treasurer. The Treasurer shall advise the President, Executive Committee, and the Executive Director on financial and

administrative matters and shall be an ex-officio, nonvoting member of the Executive Committee. The term of the Treasurer shall be one (1) year. The Executive Committee reserves the right to reappoint, renew, or change the IAWA Treasurer at any time.

Section 9. Senior Advisor. The Executive Committee may appoint any one employee or officer of an Agency member, an Affiliate member, or a Life member who possesses technical and administrative knowledge and experience to serve as Senior Advisor to the Executive Committee. The Senior Advisor shall advise the President, Executive Committee, and the Executive Director on technical and administrative matters and shall be an ex-officio, nonvoting member of the Executive Committee. The term of the Senior Advisor shall be one (1) year. The Executive Committee reserves the right to reappoint, renew, or change the Senior Advisor at any time.

ARTICLE VII

Appointments, Ratification, and Terms of Office

Section 1. Prior to April 15 of each year, the Agency Member (or Authorized Representative or Alternate) shall inform the Executive Committee of their desire to be considered as a nominee for appointment to the Executive Committee.

Section 2. Prior to May 15 of each year, the Executive Committee shall advise the membership of its recommended nominations of one or more individuals for the new officer member of the Executive Committee for a three (3)-year term and two (2) Members-at-Large for two (2)-year term. The terms of the Members-at-Large shall be staggered.

Section 3. Petition(s) may be submitted to the Executive Committee by the Authorized Representative(s) of Agency Members no later than June 15 of each year presenting additional nominees for the Executive Committee. A petition must contain the signatures of a minimum of three (3) Authorized Representatives of Agency Members, plus the nominee's signature.

Section 4. In the event the number of nominees exceeds the number of open offices, a vote shall be taken by the Executive Committee members between those nominees for the contested position(s) during a voting period between June 15 and July 15 as detailed by the Executive Director. Each Executive Committee member shall be provided with one (1) vote to be cast for each contested office. At the conclusion of voting, votes for each contested office shall be tallied and a simple majority of votes cast shall prevail.

Section 5. No later than July 15 of each year, the President shall send a complete list of Executive Committee nominees and a complete organization roster for the next fiscal year to the Executive Director who will immediately transmit this information to the membership.

Section 6. Ratification of Executive Committee members occurs during the Association's Annual Meeting each year. Only the names of the individuals who have been nominated according to the procedures described herein will be presented for ratification by the membership. Those appointed shall take office at the close of the Annual Meeting.

Section 7. The term of one (1) Officer and two (2) Members-at-Large shall expire at the close of each Annual Meeting of the Association.

Section 8. No one shall be eligible for the Presidency of the Association until he or she has been a member of the Executive Committee for one year.

Section 9. In case of resignation or in case of vacancy by reason of incapacity, death, or disease, vacancies shall be filled temporarily by appointment of the Executive Committee until a successor is duly elected at the next Annual Meeting.

ARTICLE VIII

Association Meetings

Section 1. Except as otherwise herein provided, Robert's Rules of Order shall prevail at all meetings of the members of IAWA.

Section 2. An Annual Meeting of the IAWA shall be held during each fiscal year at a time and location to be determined by the Executive Committee.

Section 3. A Mini-Conference of the IAWA shall be held during each fiscal year at a time and location to be determined by the Executive Committee.

Section 4. Special Meetings of the Association members may be called by the President or the Executive Committee or upon the written request of ten (10) Agency Members of the Association addressed to the President or Executive Committee.

Section 5. All meetings of the Association shall be held within the State of Illinois.

Section 6. Each Agency Member shall be entitled to one (1) vote to be cast by its Authorized Representative or Alternate.

Section 7. In the event an Agency Member's Authorized Representative and Alternate are both unable to attend any Association meeting, by furnishing a notification to the President of the Association, such Agency may temporarily appoint a substitute Alternate which must be an employee of the Agency Member.

Section 8. A simple majority of the voting members of the Association at any meeting shall constitute a quorum.

Section 9. Affiliate Members and Life Members shall not be entitled to vote, but shall be entitled to propose and discuss actions of the Association and matters pending before the membership.

ARTICLE IX
Committees

Section 1. The Vice President-Administration shall appoint the following Standing Committees to serve during his or her term of office:

- a. General Administration Committee. Consisting of two of the Members-at-Large of the Executive Committee with alternating terms as Co-Chairs and any other Association members who may want to volunteer. This committee shall oversee the following responsibilities:
 - (1) Promote membership in the Association, examine the qualifications of applicants for membership, vote upon the admission to membership of all applicants, prepare recommendations for Life Membership, and subsequently report its actions to the Executive Committee;
 - (2) Solicit applications for Association awards, examine the credentials of all candidates eligible for Association awards, and submit the names of recommended nominees to the Executive Committee who shall make the final selection;
 - (3) Prepare timely resolutions on behalf of the Association which shall be presented to the membership for its approval at the Annual Meeting of the Association. Such resolutions may include, but shall not be limited to, expressions of appreciation, sympathy, or congratulations; and
 - (4) Review, maintain, and update the Association's Bylaws. They shall also prepare revisions submitted by the membership for consideration.
- b. Program and Site Committee. Consisting of the Association's Vice President-Administration as Chair and no less than four other members, a majority of whom must be Agency Members. This committee shall be responsible for the basic planning and local arrangements of the Association's Annual Meeting and its Mini-Conferences and shall recommend a suitable site within the State of Illinois for the next Annual Meeting; all of which will be placed before the Executive Committee for approval.

Section 2. The Association shall have a standing Technical Committee consisting of the Vice President-Technical as Chair and any employee or officer of Agency Member, any Affiliate Member, or any Life Member who is willing to share their knowledge and expertise for the objectives of the Association. Each Agency Member shall be entitled to one (1) vote to be cast by its Authorized Representative or Alternate regarding all Technical Committee actions. The Technical Committee shall be responsible for such technical subjects and technical activities as wastewater treatment plant design, operation and maintenance, wastewater treatment standards and regulations, labor relations, sludge management, legislation and legal action, and any other additional subjects and/or activities which may be deemed necessary. The Technical Committee shall, utilizing the most expeditious means possible, make recommendations to the Executive Committee regarding any actions requiring the

Association's attention. Once such actions are approved, it shall become the Technical Committee's responsibility to carry out the Association's wishes, reporting its action to the Executive Committee and the Association membership as appropriate. The Vice President-Technical shall be empowered to appoint an Assistant Committee Chairman to serve in his or her absence.

Section 3. At the Annual Meeting, the Executive Committee shall present to the membership a slate of Technical Subcommittees and their corresponding chair or co-chairs. Any employee or officer of Agency Member, any Affiliate Member, or any Life Member may join a Technical Subcommittee.

Section 4. The term of office of the Chair of either a Standing Committee or a Technical Subcommittee shall be one (1) year. A person may be reappointed, renewed, or changed as Chair of a Standing Committee or a Technical Subcommittee by the Executive Committee.

Section 5. The President may serve, or may appoint a member of the Executive Committee to serve as the Ex-Officio Member of any of the Association's committees.

ARTICLE X Amendments

Any revision to the Bylaws shall be submitted to the Executive Committee for their review. After the review by the Executive Committee, it shall be submitted to the membership thirty (30) days prior to either the Annual Meeting or the Mini-Conference. A two-thirds (2/3) majority of the voting members present at the Annual Meeting or the Mini-Conference is required for adoption. Any revision so approved is effective immediately.

Last Revision Date: September 21, 2016