

## Table of Contents

IWEA Executive Board & Committee Chairpersons and Vice-Chairs.....	Section 1
Working with the IWEA Office and Executive Board.....	Section 2
Officer Descriptions.....	Section 3
Committee Types, Functions and Duties.....	Section 4
General Committee Duties	
Annual Conference Committee	
Auditing Committee	
Awards Committee	
Collection Systems Committee	
Editorial Committee	
Government Affairs Committee	
Industrial Committee	
Laboratory Committee	
Membership Committee	
Municipal Pretreatment Committee	
Nominating Committee	
Operations & Maintenance Committee	
Public Education Committee	
Residuals Committee	
Safety Committee	
Utility Management Committee	
Water For People	
Young Professionals Committee	
<b>Appendix A</b> .....	Section 5
IWEA Bylaws	
NIOA Bylaws	
SIOA Bylaws	
NWIOA Bylaws	
CIOA Bylaws	
IIOA Bylaws	
<b>Appendix B</b> .....	Section 6
Membership Application	
<b>Appendix C</b> .....	Section 7
Seminars Checklist	
<b>Appendix D</b> .....	Section 8
List of Awards	
Awards Committee Calendar	

**IWEA Executive Board  
Committee Chairpersons  
&  
Vice-Chairs**

<b>President</b>	<b>President Elect</b>
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<p>Heather Cheslek                  Black &amp; Veatch Corporation                  5750 Castle Creek Parkway North, Ste 245                  Indianapolis, Indiana 46250                  317-570-8331 Phone                  317-570-8356 Fax                  cheslekha@bv.com</p>	<p>Ted Merrell                  Merrell Bros., Inc.                  8811 West 500 North                  Kokomo, IN 46901                  574-699-7782 Phone                  ted@merrellbros.com</p>
<p><b>Vice President</b>                  Gary Merriman                  City of Fort Wayne Utilities                  515 East Wallace Street                  Fort Wayne, IN 46803-2365                  260-427-5188 Phone                  260-427-1455 Fax                  Gary.merriman@ci.ft-wayne.in.us</p>	<p><b>Past President</b>                  David Bates                  City of Goshen Waste Water                  1000 W. Wilden Avenue                  Goshen, IN 46528                  574-534-5802 Phone                  574-543-4350 Fax                  davebates@goshencity.com</p>
<p><b>Secretary Treasurer</b>                  Rick Littleton                  City of Franklin                  796 South State Street                  Franklin, IN 46131                  317-736-3640 Phone                  317-736-6709 Fax                  rlittleton@franklin-in.gov</p>	<p><b>Assistant Secretary Treasurer</b>                  Jessica Bastin                  Clark Dietz, Inc.                  8900 Keystone Crossing, Suite 900                  Indianapolis, IN 46240                  317-808-3148 Phone                  317-844-9158 Fax                  jessicasbastin@yahoo.com</p>
<p><b>Senior WEF Delegate</b>                  Brett Barber                  Greeley and Hansen, LLC                  6640 Intech Blvd, Suite 180                  Indianapolis, IN 46278                  317- 924-3380 Phone                  317-925-3811 Fax                  bbarber@greeley-hansen.com</p>	<p><b>Junior WEF Delegate</b>                  Barbara Smith                  Muncie Sanitary District                  3409 E. Jackson                  Muncie, IN 47303                  765-312-6412 Phone                  765-747-4719 Fax                  basmith@msdeng.com</p>
<p><b>CIOA Board Member</b>                  Jason Lewin                  Clay Township Regional Waste District                  10701 N. College Avenue, Suite A                  Indianapolis, IN 46280                  317-873-0564 ext. 236 Phone                  317-873-0563 Fax                  Jason.lewin@ctrwd.org</p>	<p><b>IIOA Board Member</b>                  Gloria Schwedler                  12466 East 62nd Street                  Indianapolis, Indiana 46235                  317-823-9042 Phone                  317-823-8916 Fax                  gloria@iioa.net</p>
<p><b>NIOA Board Member</b></p>	<p><b>NWIOA Board Member</b></p>

<p>Bill Reed Town of Bremen WWTP 561 N. Keyser Street 574-546-3829 Phone 574-546-5487 Fax bremenwwtp@embarqmail.com</p>	<p>Kathleen Janatik Michigan City Sanitary District P.O. Box 637 Michigan City, IN 46360 219-874-7799 Phone 219-874-8053 Fax kjanatik@mcsan.org</p>
<p><b>SIOA Board Member</b> Joseph D. Taylor Greensburg WWTP 2423 W. C.R. 400 South Greensburg, IN 47240 812-663-2138 Phone 812-662-6402 Fax Joedtylr@hotmail.com</p>	

<p><b>Annual Conference Committee Chairperson</b></p>	
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<p>Ted Merrell Merrell Bros., Inc. 8811 West 500 North Kokomo, IN 46901 574-699-7782 Phone ted@merrellbros.com</p>	
<p><b>Awards Committee Chairperson</b> Sarah Altizer Wessler Engineering 6219 South East Street Indianapolis, IN 46227 317-788-4551 Phone 317-788-4553 Fax saraha@wesslerengineering.com</p>	<p><b>Awards Committee Vice-Chairperson</b> John Barlow Muncie W.P.C.F. 5150 W. Kilgore Ave. Muncie, IN 47304 765-747-4864 Phone 765-747-4759 Fax jcbarlow@msdeng.com</p>
<p><b>Auditing Chairperson</b> Otto “Buzz” Krohn O.W. Krohn &amp; Associates, LLP 231 East Main Street Westfield, IN 46074 317-867-5888 Phone 317-867-5898 Fax buzz@owkcpa.com</p>	
<p><b>Collection Systems Co-Chairperson</b> Eric Haenlein Wessler Engineering 6219 South East Street Indianapolis, Indiana 46227 317-788-4551 Phone 317-788-4553 Fax EricH@wesslerengineering.com</p> <p><b>Collection Systems Secretary</b> Daphne Chiu Indianapolis Department of Public Works 1200 Madison Ave., Ste. 200 Indianapolis, IN 46225 317-327-2304 Phone daphne.chiu@indy.gov</p>	<p><b>Collection Systems Co-Chairperson</b> Eric Carleton Independent Concrete Pipe Company 2020 S. Harding Street Indianapolis, IN 46221 317-262-4920 Phone 317-262-4926 Fax ecarleton@icpcompany.net</p>
<p><b>Editorial Chairperson</b> Gary Merriman City of Fort Wayne Utilities 515 East Wallace Street Fort Wayne, IN 46803-2365 260-427-5188 Phone 260-427-1455 Fax Gary.merriman@ci.ft-wayne.in.us</p>	
<p><b>Government Affairs Chairperson</b></p>	<p><b>Government Affairs Vice-Chairperson</b></p>

Indiana Water Environment Association — Organization Manual

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<p>Sarah Mitchell Elkhart Public Works and Utilities 1201 S. Nappanee St. Elkhart, IN 46516 574-293-2572 ext. 286 Phone Sarah.mitchell@coei.org</p>	<p>Kim Thompson City of South Bend 3113 Riverside Drive South Bend, IN 46619 574-277-8515 Phone kthomps@southbendin.gov</p>
<p><b>History Chairperson</b> Al Goodman CDM - Camp Dresser &amp; McKee 9100 Shelbyville Rd. Suite 150 Louisville, KY 40222 502-339-0988 Phone 502-339-1958 Fax GoodmanAW@CDM.com</p>	
<p><b>Industrial Chairperson</b> Larry Reynolds SES Environmental 3807 Transportation Drive Fort Wayne, IN 46818 260-497-7645 Phone 260-497-7646 Fax lar@sesenvironmental.net</p>	
<p><b>Laboratory Chairperson</b> Jill Norton Mishawaka Utilities 1020 Lincolnway West Mishawaka, IN 46544 574-258-1655 Phone 574-255-3557 Fax jnorton@mishawaka.in.gov</p>	<p><b>Laboratory Vice-Chairperson</b> Heath Dill Newburgh Sewer Department 6366 Vanada Road Newburgh, IN 47630 812-853-6412 Phone hdill@newburgh-in.gov</p>
<p><b>Municipal Pretreatment Chairperson</b> Pam Kirklin Marion Utilities 107 E. Bond. Ave. Marion, IN 46952 765-664-2391 Phone pkirklin@marionutilities.com</p>	<p><b>Municipal Pretreatment Vice-Chairperson</b> Bill Boetcker Aqua Indiana Ft. Wayne 3235 W Landis Rd. Angola, IN 46703 260-905-6735 Phone wabiii3@hotmail.com</p>
<p><b>Operations and Maintenance Chairperson</b> Gary Ruston Wessler Engineering 6219 South East Street Indianapolis, IN 46227-2148 317-788-4551 Phone 317-788-4553 Fax garyr@wesslerengineering.com</p>	<p><b>Operations and Maintenance Vice-Chairperson</b> Jeff Krotke City of Warsaw 2056 North 150 West Warsaw, IN 46580 574-372-9562 Phone 574-372-3040 Fax jkrotke@warsaw.in.gov</p>
<p><b>Public Communication &amp; Outreach Chairperson</b></p>	<p><b>Public Communication &amp; Outreach Vice-Chairperson</b></p>

Indiana Water Environment Association — Organization Manual

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<p>Jessica Bastin                  Clark Dietz, Inc.                  8900 Keystone Crossing, Suite 900                  Indianapolis, IN 46240                  317-808-3148 Phone                  317-844-9158 Fax                  jessicasbastin@yahoo.com</p>	<p>Dinesh Palaniswamy                  Malcolm Pirnie                  5975 Castle Creek Pkwy N Dr Ste 355                  Indianapolis, IN 46250                  317-594-3737 Phone                  dpalaniswamy@pirnie.com</p>
<p><b>Residuals &amp; Biosolids Chairperson</b>                  Brenda Stephanoff                  Indiana Dept. of Environmental Management                  100 N. Senate Ave.                  MC 65-45 IGCN 1101                  Indianapolis, IN 46204-2251                  317-233-0472 Phone                  317-232-3403 Fax                  bstephan@idem.IN.gov</p>	<p><b>Residuals &amp; Biosolids Vice-Chairperson</b>                  Dan Plant                  Soil Solutions Co.                  2253 North 550 West                  Columbia City, IN 46725                  260-327-3347 phone                  260-327-3042 fax                  dplant@soilsolutionsco.com</p>
<p><b>Safety Chairperson</b>                  Loren Prange                  Clay Township RWD                  10701 N. College Avenue, Suite A                  Indianapolis, IN 46280                  317-873-0564 Phone                  loren@ctrwd.org</p>	<p><b>Safety Co-Vice-Chairperson</b>                  Deborah Griffiths                  Microbac Laboratories, Inc.                  5713 West 85<sup>th</sup> Street                  Indianapolis, IN 46069                  317-872-1375 Phone                  deb.griffiths@microbac.com</p> <p><b>Safety Co-Vice-Chairperson</b>                  Tim Nelson                  Midwestern Engineers, Inc.                  802 W. Broadway St.                  P.O. Box 295                  Loogootee, IN 47553                  812.295.2800 Phone                  tnelson@midwesterneng.com</p>
<p><b>Utility Management Chairperson</b>                  Dave Henderson                  West Lafayette Wastewater Utility                  500 S. River Road                  West Lafayette, IN 47906                  765-775-5145 Phone                  765-775-5149 Fax                  dhenderson@westlafayette.in.gov</p>	
<p><b>Wastewater Challenge Co-Chairperson</b>                  Brian Davison                  City of Warsaw                  2056 N 150 West                  Warsaw, IN 46580                  574-372-9562 Phone                  bdavison@warshaw.in.gov</p>	<p><b>Wastewater Challenge Co-Chairperson</b>                  Bill Reed                  Town of Bremen WWTP                  561 N. Keyser Street                  Bremen, IN 46505                  574-546-3829 Phone                  bremenwwtp@embarqmail.com</p>
<p><b>Water for People Chairperson</b></p>	<p><b>Water for People Vice-Chairperson</b></p>

## Indiana Water Environment Association — Organization Manual

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<p>Benjamin Reed Malcolm Pirnie, Inc. 5975 Castle Creek Pkwy N Dr Ste 355 Indianapolis, IN 46250 317-594-3741 Phone 317-594-0185 Fax breed@pirnie.com</p>	<p>Greg Bright Commonwealth Bio Monitoring 8061 Windham Lake Drive Indianapolis, IN 46214-1467 317-297-7713 Phone 317-297-7147 Fax biomonitor@att.net</p>
<p><b>Young Professionals Chairperson</b> Brady Dryer Commonwealth Engineers, Inc. 7256 Company Drive Indianapolis, IN 46237 317-888-1177 Phone 317-887-8641 Fax bdryer@contactcei.com</p>	<p><b>Young Professionals Vice-Chairperson</b> Maceo Lewis IV Black &amp; Veatch Corporation 5750 Castle Creek Parkway Ste 245, Indianapolis, IN 46250 317-570-8331 Phone lewism@bv.com</p>

# **Working with the IWEA Office**

**Working with the IWEA Office**

Print date: January, 2009

### **What is “The Mattison Corporation”?**

An association management company founded in 1988. Its first full-service management client was IWEA, which began receiving service from Mattison in the spring of 1989.

The company is named after the owner’s great-great grandfather who fought on the Union’s side in the Civil War, returning as many others did with a government-issued mule and little else. His son, also named Mattison, was a professional baseball player at the turn of the century.

Unlike more traditional association management firms, Mattison seeks a deep and lasting relationship with our clients. While we provide what others normally do (meeting minutes and announcements for example), Mattison seeks to partner with our volunteer leaders to assist them in providing *leadership* within the wastewater industry. We also try to add value to the programs the association provides to its members and assist in maintaining effective contact with them.

Approaching our third decade of service to IWEA, both parties have enjoyed robust growth by any measure. The staff of The Mattison Corporation are deeply grateful and humbled by our lasting relationship with the finest association representing the wastewater industry. We hope and trust that it will continue for decades to come.

Mattison now has seven full-service association clients including:

- IWEA (1989)
- Metro Indianapolis Coalition for Construction Safety (MICCS) (1991)
- Indiana Construction Roundtable (ICR) (1995)
- Indiana Subcontractors Association (1990)
- Design-Build Institute of America’s Great Lakes Region (2007)
- International Facility Management Association (IFMA)
- Electric League of Indiana (ELI)

In addition to these clients, Mattison is occasionally hired for public relations and event management services. Eli Lilly and Company’s Marketing Department and Baker & Daniels, LLC are among those that have engaged our services.

The working concept of Mattison’s relationship with IWEA is that the cost of operating the association is reduced since the association shares with others all overhead costs including an Executive Director and all support staff. Other examples of shared costs include the office and its many meeting rooms and all office equipment. Concurrently Mattison seeks to assure the members of IWEA that they are receiving exclusive service: thus, IWEA has its own telephone line and email addresses for staff as two such examples.

While the cost of operating the association is reduced, IWEA receives the benefit of a professional staff that is deeply immersed in every aspect of association management: Mattison’s clients host hundreds of events attended by thousands of people every year for example. Each client benefits from the lessons learned from serving a diverse client base.

## Who works for you?

### **Gary Price, Founder and President of The Mattison Corporation**

Gary began his career in politics, working for the campaign office of a major political party throughout his college days. Before he was 30, Gary had already served as a campaign manager for the winning candidate for Secretary of State and was the youngest Chief Deputy Secretary of State in Indiana's history, responsible for a staff of over 90 and a budget of over \$3 million. He also did a stint in Washington where he was at the time the youngest top aide to a U.S. Congressman on Capitol Hill.

Moving out of politics, Gary first served in the non-profit sector as the Executive Director of what became under his tenure the largest construction trade association in Indiana.

He has been awarded the State's highest civilian honor, the "Sagamore of the Wabash."

He is a graduate, *cum laude* of Indiana University.

### **Scott Grimes, IWEA Association Manager**

Scott began his career with Mattison working with some IWEA committees. Since then, Scott has been promoted to Vice President of Operations at Mattison and Executive Director of IWEA.

Scott received his Bachelor of Arts from Purdue University and has experience in education and sales prior to coming to The Mattison Corporation.

Scott is directly responsible for overseeing the operation of IWEA from keeping the website current, to working with committee's to optimize their effectiveness, overseeing and providing design and copy input into *The Digester* and assisting in planning for seminars and the annual conference.

### **Amy Herberitz, IWEA Support**

Amy has worked a flexible part time schedule for Mattison Corporation since 1997 and has gradually increased her time to work a more permanent, yet still part time schedule. Amy is responsible for processing all IWEA registrations and memberships and handles IWEA's accounts payable and receivables while also overseeing all IWEA direct mailings.

Amy is a graduate of Indiana University in social work. Working with Mattison through the years, Amy has been able to gradually increase her hours and responsibility while still always being home when her four children get home from school.

### **Julia Petro, IWEA Support**

Julia came to The Mattison Corporation right out of Ball State University where she majored in Marketing. Julia gained valuable experience in marketing, community outreach, and promotion through his studies. Julia supports IWEA in a variety of activities including website maintenance, e-newsletter management, marketing events and assisting IWEA whenever needed.

**We are here to serve you**

Committees that need assistance should call the office or email Scott or Julia: [sgrimes@indianaweaa.org](mailto:sgrimes@indianaweaa.org) or [jpetro@indianaweaa.org](mailto:jpetro@indianaweaa.org). Please remember that Mattison is here to serve IWEA in any manner possible and that staff can attend committee meetings when needed and can be consulted regarding special marketing or other needs.

### **We are available**

- Staff can conduct special mailings to your committee or to the membership
- Your IWEA office is located in at 7439 Woodland Drive, Suite 200, Indianapolis, Indiana, 46278 (200 South Meridian, Suite 410, Indianapolis, Indiana 46225 after January 31, 2009)
- The IWEA office offers free meeting space for committee meetings or events with attendance as high as 40...be sure to inquire of the office if you need a comfortable, centrally-located facility. When you can't get your whole committee together IWEA has a convenient conference call line that can be used anywhere. Please contact the IWEA office for this information.

### **Digester**

The new Digester is being managed through Kelman & Associates. They are responsible for advertising, layout of each issue and mailing the magazine to our membership. Information about your committee or its activities is welcomed, assuming approval by the IWEA Editorial Committee. If you would like your committee information included please have your information submitted by the following dates to Julia:

**Spring 2011** -- Friday, March 4, 2011

**Summer 2011** -- Friday, May 20, 2011

**Fall 2011** -- Friday, July 29, 2011

**Winter 2011** - Wednesday, November 23, 2011

### ***Please Remember...***

*The Digester* and the internet are **your** tools. They can be used for the benefit of your committee or interest by, for example, marketing seminars to provide information that the committee believes the membership needs to know and benefit from.

If you have any information you would like posted online or in the Digester please contact Julia.

## Working with the IWEA Executive Board

Print date: January, 2008

### What is the IWEA Executive Board?

Established by Article IV of the Bylaws as the governing body of IWEA, the Board or those to whom it provides authority (Such as the President or the Executive Director) makes all decisions and enters into all legal agreements on behalf of IWEA's 1,300 members. The Board is comprised of the officers of the association (who are elected by its members) and a representative of each Operator Association in Indiana. This governing structure is key to the success of IWEA: during the 1980's many State member associations lost resources when the movement for regional operator associations gained ground. Indiana, unlike other States, decided to welcome these associations, thus insuring a healthy State association and four healthy regional associations.

### Board Meetings:

- Committee Chairman Representation is *requested* but not required. If the committee chairman cannot attend, they may delegate this responsibility to the vice chair or a committee member. Your committee's presence at Board meetings assists you in knowing IWEA's activities and assists the Board in knowing the activities of your committee.

**Board meeting attendance is required if your committee is requesting action, such as requesting additional funding, a reduction in fees for a seminar or the adoption of a policy.**

All committee chairmen will be notified of upcoming meetings of the Executive Board which currently meets the second Thursday of each month at 10:00 a.m., adjourning by Noon. Meetings are at IWEA offices (The Mattison Corporation). The November meeting occurs during the Annual Conference and the Board normally does not meet during one month in the summer, in October (due to conflicts with WEFTEC) and in December.

- Agenda and supporting information will be emailed to members prior to the meeting. The deadline to submit any information you would like to request be placed on the agenda is two weeks prior to the board meeting.

### Copies of Committee Minutes or Meeting Recaps

- Should be sent to the IWEA office and the President
- May be mentioned in *The Digester* or E-Newsletter or on the IWEA website ([www.indianaweaa.org](http://www.indianaweaa.org))
- Will be made available in the Executive Board Packets
- Will alert staff and board if assistance (or applause) is needed!

## **Officer Descriptions**

## **Officer Descriptions**

### **PRESIDENT**

- Is the Chief Executive Officer of the Association, and as such, is responsible for all activities, decisions, and policies of the Association.
- Is the chair of the Executive Committee, and as such, directs their activities.
- Is responsible for providing direction and guidance to the Executive Director.
- Is responsible for assigning specific work plans for development by the Association committees,
- for implementing and evaluating the effectiveness of said committees, for the appointment of all committee chairs, and for review and approval of candidates for vice chair.
- Vice chairs may not be appointed or removed without the approval of the President.

### **PRESIDENT-ELECT**

- Assumes the office of President in case of illness or absence, or at any time the President so designates
- Is designated to serve as Annual Conference Committee Chair
- Is designated to serve as Ex Officio for all Ad Hoc Committees, if other applicable members of the Executive Board have not been assigned

### **VICE-PRESIDENT**

- Assumes the office of President Elect at the direction of the President, or in the absence or illness of both senior officers
- Assumes the office of President, or assumes one or both offices at any such time the President designates

## **Committee Types, Functions and Duties**

## GENERAL

The Association has three types of committees.

1. Management Committees - These committees are required to run and administer the operation of the Association. The chairs, senior officers of the Association in most cases, act as both chair and Ex Officio members. The management committees are as follows:

Annual Conference Committee

Auditing Committee

Awards Committee

Collection Systems Committee

Government Affairs Committee

Industrial Committee

Membership Committee

Municipal Pretreatment Committee

Nominating Committee

Operations & Maintenance Committee

Public Education Committee

Residuals Committee

Safety Committee

Utility Management Committee

Water For People

Young Professionals Committee

2. Standing Committees - Standing Committees have chairs appointed by the President. The Ex Officios are apportioned amongst the officers and Executive Director as shown on the Organizational Chart.

3. Ad hoc Committees - These are committees that are established by the President to serve for a short period of time, typically up to three years. The committee shall be reviewed annually to determine if it will remain Ad Hoc, if it should be considered for Standing Committee status, or if it should be disbanded. Ad Hoc Committees can become a Standing Committee by vote of the Executive Committee. The President appoints the Chairs of these committees and the Ex Officio member is the President-Elect.

## **Annual Conference Committee**

### ***Committee Purpose/Charge***

To plan the Annual IWEA Conference

### ***Term of Office for Committee Chair***

One year

The President Elect for that year will Chair this committee

### ***Committee Membership***

President Elect

IWEA Director

IWEA Staff Person (when needed)

Vendors Representative

O & M Committee Chair

Government Affairs Committee Chair

Laboratory Committee Chair

Safety Committee Chair

Industrial Committee Chair

Residuals Management Chair

Pretreatment Committee Chair

Utility Management Chair

Awards Chair

Committee members are those involved with the Annual Conference

### ***Liaison With Others***

All IWEA membership

### ***Specific Duties and Tasks of the Committee***

1. To develop the program for the Annual Conference
2. To work with the IWEA office on all aspects of the conference

## **AUDITING COMMITTEE**

### **Overall Charge**

The purpose of the Auditing Committee is to ensure the accuracy and completeness of the financial reports and the financial reporting system for the Association.

### **Term of Office for Committee Chair**

There is no formal policy in place at this time.

### **Membership**

All officers of the association

### **Specific Duties**

- On-call advisor to the IWEA Treasurer and Executive Board of Directors.
- Perform analytical review of monthly financial statements, year end reports and budget variances.
- 3. Ensure that annual federal & state income tax returns are prepared & filed timely.
- 4. Provide input to accounting and financial reporting systems.

### **Liaison with Others**

- Executive Committee
- IWEA Executive Director

## **AWARDS COMMITTEE**

### **Overall Charge**

To nominate and receive recommendations to nominate deserving members of the Association, and others, for recognition through receipt of Association and/or Federation awards.

### **Membership**

The content and number of committee members is not stipulated. A cross section of the membership is desired with one representative from IDEM, if possible.

### **Specific Duties**

- To solicit nominations of members of the Association who are worthy of receiving either Association or Federation recognition and to present these nominees to the Executive Committee for approval.
- Nominees may come from a variety of sources:
  - IWEA members, any member of IWEA may recommend a candidate to the Awards Committee for consideration. Appropriate nomination materials must be submitted by specified dates.
  - IWEA committees – Several IWEA committees have taken on the responsibility of reviewing relevant nomination materials and recommending nominees to the Awards Committee.
  - Awards Committee Members
- To recommend to the Executive Board any changes in the basis or procedures for selection that it deems appropriate.
- To evaluate suggestions for establishment of new Association Awards and to make recommendations to the Executive Board.
- To coordinate deadlines for candidate information with affected committees.
- To order IWEA awards, verify spellings and arrange for delivery to the conference hotel.
- Provide contact information to the IWEA office for award winners so they can notify of their winning.
- Assist with the preparation of the luncheon scripts as they apply to awards.
- Assemble awards prior to luncheons and assist in the presentation of the awards at the luncheon, as determined appropriate by the President.

**SEE APPENDIX D FOR MORE INFORMATION**

## COLLECTION SYSTEMS COMMITTEE

### Overall Charge

The committee's purpose is to be the IWEA's resource on collection system design, construction, rehabilitation, operation, and maintenance ranging from education to regulation to new methods, materials, and practices.

### Term of Office for Committee Chair

- The chair serves for a one-year term, beginning and ending at the association's annual conference.
- The chair is assisted by a vice chair. The vice chair is recruited by the chair each year, and becomes chair the following year.

### Membership

- The committee is made up of a large cross-section of collection system professionals, where all disciplines are represented. Operations/maintenance managers and personnel and design engineers comprise the two biggest groups, but the committee is also open to educators, researchers, manufacturers, and regulatory officials. In order to achieve a balanced perspective, it is the goal of the leadership to keep the committee membership reasonably divided between the public and private sectors.
- The committee has co-chairs and a secretary who provide overall management; however, the heart of the committee lays in the existing 30+ members and ad-hoc/project related subcommittees that handle a wide variety of tasks which are normally relevant to the hot topics of today. Each subcommittee has a chair (and sometimes a vice-chair) who is responsible for production and quality control.

### Specific Duties

The CSC is responsible for all activities and projects related to wastewater collection systems, more widely known as sewer systems. The committee's scope covers standard gravity sewers (both separate and combined), pump stations, and force mains as well as alternative-design sewers such as vacuum systems.

### Liaison with Others

- Executive Board
- Annual Conference Committee

### Sub-Committee's & Responsibilities

- IWEA Construction Inspection Course: Provides technical manual and training classes for Construction Inspection Certification through IUPUI.
- Annual Conference Program: Establishes the theme and reviews the content of the collection systems technical paper presentations at the IWEA annual conference.
- Specialty Conference: Prepares and conducts an annual Collection Systems Specialty Conference which is focused strictly on collection system topics and issues.

## **COLLECTION SYSTEMS COMMITTEE cont.**

- **Awards:** Submits and reviews nominations for the IWEA's Collection Systems Award given annually at the IWEA annual conference. Also handles other awards programs.
- **Operator Certification:** Responsible for the administration of the nationally recognized voluntary Collection System Operator certification program including providing study materials and review courses.
- **Operations Challenge:** Liaison to Operations Challenge Committee on collection system issues and technical advice providing collection system events to be included in the Operator Competition.

## EDITORIAL COMMITTEE

**COMMITTEE PURPOSE/CHARGE** – The committee reviews submitted articles for the *Digester* on a quarterly basis. The committee will set the standard, theme and holds all rights as to which articles are released in the magazine.

**TERM OF OFFICE FOR COMMITTEE CHAIRS** – The chair of the committee will be the current IWEA Vice-President and will choose the vice-chair of the committee. The chair position is a one year commitment and is followed by the incoming vice-president of the association.

**COMMITTEE MEMBERSHIP** - The Trustees of all MA's, Executive Director of IWEA, President of IWEA, at least one of our legal advisors and anyone else who is interested.

**LIAISON** - The Committee Chairman shall be responsible to either do all work or designate someone to see that it is done.

**SPECIFIC DUTIES and TASKS of the COMMITTEE** - We need to encourage people from all over our membership to submit articles and stories.

### Submitting an Article to the *Digester*

IWEA offers a variety of ways to showcase the innovative products, cutting-edge research and revolutionary technology that is shaping the wastewater industry. The IWEA Editorial Committee is interested in receiving professional articles to be considered for the quarterly magazine, the *Digester*.

Benefits of submitting an article:

- Enhance the author's resume
- Increase the visibility of author's project
- Extend the life of author's work
- Advance the author's career and build the author's business
- Help others in the industry learn techniques that will improve their work and our environment

Submitting your article is easy by visiting the IWEA website at [www.indianawea.org](http://www.indianawea.org).

Deadlines for upcoming issues are due to the IWEA office by the end of business on the following dates:

**Spring-** Monday, March 1, 2009

**Summer-** Friday, May 1, 2009

**Fall-** Dedicated to the Annual Conference. Committee Chairs interested in submitting articles related to their sessions during the conference will need to submit articles no later than July 31, 2009

**Winter-** Friday, November 6, 2009

## **GOVERNMENT AFFAIRS COMMITTEE**

### **Overall Charge**

- Shall monitor activities of and represent the association's membership before IDEM, the Indiana General Assembly, EPA and Congress.
- Shall keep IWEA members informed and involved in changes in regulations or laws that may affect them.

### **Term of Office for Committee Chair**

- The chair serves for a one-year term, beginning and ending at the association's annual conference.
- The chair is assisted by a vice chair. The vice chair is recruited by the chair each year, and becomes chair the following year. Ideally, chairs should rotate each year between municipal and non-municipal members of the association.

### **Membership**

Membership in the committee is open to all IWEA members who have an interest in government affairs. There is no limit on committee membership.

### **Specific Duties**

- Monitor and participate in IDEM workgroups.
- Monitor and consider taking position on Federal Clean Water Trust Fund.
- Monitor and distribute information on EPA activities through the WEF Government Affairs Committee.
- Improve the dissemination of information to IWEA members on what's happening at IDEM and EPA.

### **Liaison with Others**

Executive Committee

### **Tasks**

- E. coli wastewater effluent compliance requirements (replacing single sample maximum with 10% data exclusion).
- Rule-making to spell out LTCP and UAA process as described in Senate Enrolled Act 620
- Development of LTCP-UAA guidance and non-rule policy on wet weather issues

## **INDUSTRIAL COMMITTEE**

### **Overall Charge**

The Committee shall provide technical information exchange, professional networking opportunities, and develop, recommend, conduct and/or participate in programs related to industrial wastewater treatment, industrial pollution minimization and/or sustainable development, in regards to protection of water resources.

### **Term of Office for Committee Chair**

- Length: 1 Year
- Committee Members nominate/elect Chair and seek IWEA Board Approval.

### **Membership**

- Membership includes IWEA members who are wastewater professionals from industry and consultants representing industrial issues.
- Members are all volunteers.
- Currently there is no limit on the number of members.

### **Specific Duties**

- Hold monthly committee meetings on the second Tuesday of most months to exchange ideas, and to discuss technical (i.e. technological and regulatory) issues affecting management of water resources in industry
- Organize, coordinate and moderate the industrial session at the IWEA annual conference.
- Review papers and presentations for Outstanding Paper Award nomination
- Increase committee membership by specifically inviting IWEA members who serve in industrial positions.
- Provide information display about industrial committee at IWEA annual conference.
- Maintain relationship established with WERF and participate in any WERF web seminars that are of interest to industrial members.

### **Liaison with Others**

- IWEA Pretreatment Committee
- Indiana Industrial Operators Association (IIOA)
- WEF Industrial Committee
- Water Environment Research Foundation (WERF)
- IWEA O&M Committee
- IDEM Continuing Education Group
- IDEM Wastewater Certification Group

### **Tasks**

- Provide an article for the Spring and/or Fall issue of *The Digester*.

## **INDUSTRIAL COMMITTEE cont.**

- Begin discussing ways to become more involved with the IWEA Pretreatment committee and IIOA.
- Nominate a recipient for the 2007 Industrial Wastewater Treatment Innovation Award.

## Laboratory Committee

### Committee Purpose / Charge

The overall purpose of the IWEA Laboratory Committee is to help treatment plants generate quality laboratory data.

### Term of Office for Committee Chair

A chairperson and vice-chair are chosen to serve a one year term and recommended in October to the Executive Board. A secretary is also voted upon to assist the chair. Positions can be re-appointed to serve consecutive terms.

### Membership

Committee members volunteer to serve. If committee members do not attend committee meetings and do not actively engage in committee activities in a given year, then they are removed from the committee membership roster for the following year.

### Liaison with Others

Committee Chair and Vice-Chair are responsible for communicating committee activities to the IWEA Board and coordinating with other IWEA committees.

### Specific Duties

- The laboratory committee is responsible for preparing the agenda for the laboratory session of the IWEA annual conference. This is done by contacting speakers and reviewing submitted abstracts to find sessions that would best suit operators and laboratory personnel.
- The committee evaluates participating labs for the Laboratory Excellence Program. This program is designed to give recognition to outstanding wastewater labs. To receive an excellence award, the laboratory must score 85% or higher in each category as well as an overall score of 90% or higher. Laboratory members serve as auditors for these inspections.
- The laboratory portion of the Wastewater Challenge is another responsibility of the committee. This usually includes a written test as well as a hands-on event. Committee members are asked to be on hand to answer questions at the event as well as judge the teams. The lab awards are selected by lab committee members and paid for through the committee fund.
- The committee also holds several seminars throughout the year. Many of these seminars are geared specifically towards laboratory personnel and operators.
- The laboratory committee generally meets once a month, the first Wednesday of the month. Meeting locations are rotated to encourage all regions to participate. Discussions include upcoming events, responsibilities, and any questions or problems that members may have encountered in their labs. The meetings conclude with a tour of the facility or a 1 hour presentation. The presentations give members an opportunity to earn CEU's towards their operator's license.

## **MUNICIPAL PRETREATMENT COMMITTEE**

### **Overall Charge**

Share information about pretreatment related issues with fellow members. Keep abreast of new regulations as they apply to municipal pretreatment and ensure that the industrial community is aware of them.

### **Term of Office of Committee Chair**

One year - The current committee asks committee members annually for nominations for the Chairperson slot. The members then vote to select the Chairperson.

### **Membership**

Anyone who is interested in municipal pretreatment related issues may join. We are happy to have members from industry, operations, maintenance and state regulators who participate.

### **Specific Duties**

- Working with both regulators and our industrial community to ensure that municipal treatment plants and the waters of the state are protected from harmful discharges.
- Provide at least one annual training opportunity to IWEA members and interested parties.
- Solicit speakers and topics of interest to present at the IWEA Annual Conference.
- Nominate and recommend a facility and person to receive the John Craddock award.
- Assist anyone with questions related to pretreatment issues in the State of Indiana with respect to Federal and State pretreatment regulations or refer them to the proper person for the information.

### **Liaison with Others**

- IWEA Executive Board
- The Indiana Industrial Operators Association

## **NOMINATING COMMITTEE**

### **Overall Charge**

Receive nominations for incoming Vice-President and Federation Directors and report results to the IWEA Executive Board.

### **Term of Office of Committee Chair**

One year per IWEA Bylaws.

### **Membership**

President, Immediate Past President & Current Federation Director.

### **Specific Duties**

### **Liaison with Others**

IWEA Executive Board

## **OPERATIONS & MAINTENANCE COMMITTEE**

### **Overall Charge**

Committee purpose is to assist in the training of plant personnel, with a focus on the individual.

### **Term of Office for Committee Chair**

- Term of Committee Chair is at the discretion of the IWEA Board and committee members. Chair successor is generally the prior Vice-Chair.
- 2. The Chair successor is nominated by committee membership for approval by the IWEA Board.

### **Membership**

Committee members volunteer to serve. If committee members do not attend committee meetings and do not actively engage in committee activities in a given year then they are removed from the committee membership roster for the following year.

### **Liaison with Others**

Committee Chair and Vice-Chair are responsible for communicating committee activities to the IWEA Board and coordinating with other IWEA committees.

### **Specific Duties**

- Arrange, coordinate, and conduct two (2) educational seminars each year (generally one in April and the second in August)
- Provide operator competition events and awards for the Wastewater Challenge each year (generally one of five IWEA committees arranging events)
- Select presentations for the IWEA Annual Conference – Operations Sessions.
- Review Best Annual Report and Outstanding Device submittals for annual awards.
- Review prior year's papers and presentations for nomination of an Outstanding Paper Award candidate to the Awards Committee.
- Conduct the Operations Session at the IWEA Annual Conference.

## **PUBLIC EDUCATION COMMITTEE**

### **Overall Charge**

The Public Education Committee is dedicated to educating students, teachers, and the general public on the importance of maintaining and improving our water environment. The Committee shall strive to achieve this goal through recommending, developing, and assisting community groups in conducting public education programs.

### **Term of Office for Committee Chair**

The Committee Chair shall serve a term of 1 full year, following service as the committee vice-chair for a minimum of 1 full year. Committee chair and vice chair can be reappointed by the IWEA President to consecutive terms.

### **Membership**

Any active or honorary member of the Association is eligible to serve on the Committee. There is no minimum or maximum number of members who can serve on the Committee. A cross section of the membership is desired.

### **Liaison with Others**

- The Committee shall develop and coordinate its activities with other Association and Federation committees as well as with organizations outside of the Association to facilitate broader participation and cooperation on issues of common concern and to mutually strengthen knowledge and understanding. While the Committee will strive to liaison with all active Association committees, the Committee shall liaison specifically with the Program Committee, the Residuals/Biosolids Committees, and the Young Professionals Committee as required. This Committee also works closely with the Public Information Group of the WEF Staff.
- In addition, two-way communication and representation shall be maintained between the WEF Public Education Committee and the IWEA Executive Board.

### **Specific Duties**

- Work with the Association's Executive Board and Committees to:
- Define, develop and organize IWEA participation in special events;
- Recommend future action priorities and initiatives to help achieve the Association mission;
- Develop a strategy for increasing the profile of the Association in the community to make the community more aware of the Association's purpose and goals.
- Work to broaden the IWEA audience and membership through:
- Cooperative activities with other professional organizations, such as American Water Works Association (AWWA).
- Development of university contacts to help stimulate Agency membership among young professionals.

## **PUBLIC EDUCATION COMMITTEE cont.**

- Support of programs to engage elementary, middle, and high school students and educate them about the water environment.
- Outreach efforts towards professionals in the industry with an interest in public education;
- Joint efforts with other Association committees.
- Facilitate judging for the Indiana's regional science fair senior high school division for the
- Regional Stockholm Junior Water Prize (SJWP) and selection of the Indiana SJWP winner.
- Provide transportation and support for the INSJWP winner to compete at the national event held in June of each year. (WEF provides lodging, meals, and entertainment for this national event).
- Support the Hoosier Association of Science Teachers, Inc. (HASTI) by participating in their annual conference and promoting involvement with local Science Teachers Associations.
- Provide free educational materials to Indiana schools for use in promoting and expanding water environmental education.
- Acknowledge Indiana schools for their commitment to educating students about the water environment through the Adopt-a-School program.
- Recognize individuals and organizations who have demonstrated exceptional efforts towards furthering water environment education through Public Education Awards and develop new awards to continually encourage public education.
- Assist any wastewater MS4 entity with implementing a portion of the MS4 rule, Municipal Separate Storm Sewer rule, EPA mandated requirement for public education, outreach and involvement.

## **RESIDUALS AND BIOSOLIDS COMMITTEE**

### **Overall Charge**

**Mission:** To provide leadership and education that promotes the beneficial uses of biosolids and industrial waste products.

**Vision:** To make Indiana a national leader in biosolid processes and products that maintains or improves environmental quality.

### **Membership**

The committee shall consist of at least ten members with the chair selected by the President with recommendations from the committee. The members represent various aspects of residual management (including municipal and regulatory representatives and private firms such as consultants and laboratory personnel).

### **Specific Duties**

- Provide liaison to assist in the dissemination of information including proposed and promulgated rules, regulations, and policies.
- Provide an annual seminar for the exchange of information on issues related to residuals management.
- Recruit/review papers for presentation at Association annual meeting and coordinate with Program Committee/Annual Conference Committee on development of technical sessions.
- Review nominations and make recommendations to the awards committee for distribution of biosolids awards at annual conference.
- Coordinate with wastewater challenge committee on development of residuals session at the wastewater challenge.
- Develop annual committee goals and budget for approval by the Board of Directors.
- Provide reports to Board of Directors as requested.
- The Chair will keep committee records and provide them to the next chair.

### **Liaison with Others**

- Pretreatment Committee
- Operation and Maintenance Committee
- IWEA Board
- Awards Committee
- Governmental Affairs Committee
- Young Professionals Committee
- Wastewater Challenge Committee
- Annual Conference/Program Committee

### **Committee Activity**

- Provide for the exchange of technical information relating to residuals management.

## **RESIDUALS AND BIOSOLIDS COMMITTEE cont.**

- Hold sufficient number of committee meetings to conduct business.
- Judge wastewater challenge.
- Committee members attend annual conference and annual seminars to help as needed.

### **Tasks**

- Solicit technical papers for presentation at Association Meetings.
- Coordinate with Program Committee on planning and establishing technical sessions.
- Plan, organize, and execute specialty conferences on residuals management at least once per year.
- Solicit and review award nominations for biosolids awards.
- Plan activity for annual wastewater challenge

## **SAFETY COMMITTEE**

### **Overall Charge**

**Mission:** The mission of the IWEA Safety Committee is to help create a safer work and home environment for workers in the Water Environment field. We intend to achieve this by providing Safety Education , Information, and Increasing Safety Awareness. Safety education and information will come from seminars and publications provided to the membership. Safety awareness will be put forth by Safety inspections, awards, Safety events at the Annual Challenge, and involvement at the Annual Conference.

### **Membership**

A committee member must be above average in their safe work habits and their positive attitude about safety. Attend regular meetings of the Committee. The Safety Committee generally meets the third Thursday of each month in the central portion of the state.

### **Specific Duties**

#### **Liaison with Others**

- Operation and Maintenance Committee
- IWEA Executive Board
- Awards Committee
- Governmental Affairs Committee
- Wastewater Challenge Committee
- Annual Conference/Program Committee

## UTILITY MANAGEMENT COMMITTEE

### Overall Charge

- Shall provide a forum for utility managers, superintendents, engineers, and consultants to promote best practices in leadership and public awareness of water quality issues including the critical contributions of water quality professionals.
- Shall provide a forum for discussion of important issues to utility management such as financial planning, labor/management relation issues, Capital Improvement Programs, employee development, succession planning, emergency response planning, and infrastructure security.

### Term of Office for Committee Chair

- The chair serves for a one-year term, beginning and ending at the association's annual conference.
- The chair is assisted by a vice chair. The vice chair is recruited by the chair each year, and typically becomes chair the following year.

### Membership

Membership in the committee is open to all IWEA members who have an interest in utility management issues. There is no limit on committee membership.

### Specific Duties

- To solicit technical presentations for the Utility Management Committee's Summer Seminar and the IWEA Annual Conference.
- To promote a positive, professional image of both the IWEA and all water quality professions.
- To provide an open forum for the exchange of information and ideas concerning utility management issues.

### Liaison with Others

- Executive Board
- Annual Conference Committee
- Other Committees as needed.

## **WATER FOR PEOPLE COMMITTEE**

### **Overall Charge**

To develop and enhance IWEA involvement in Water for People (WFP) activities.

### **Membership**

1. The committee shall consist of at least four members. The chair shall be appointed by the President.

### **Specific Duties**

1. To investigate methods for raising funds for the Water For People program, to support an IWEA subscription to the WFP organization, and to publicize and increase as far as possible IWEA's participation in WFP programs.
2. To recruit WFP-related technical papers for presentation at Association meetings and to coordinate with the program Committee to develop technical sessions at the Annual Conference.
3. To disseminate information related to Water For People programs, policies, and guidelines to Association members; to stimulate and promote the WFP program within the organization.

### **Liaison With Other Committees**

1. Program Committee
2. Social Events Committee
3. Regional Operator Associations (NIOA, SIOA, NWIOA, CIOA)

### **Tasks**

1. Investigate and implement innovative, unique, or conventional methods for raising funds for the Water for People program
2. Publicize and increase IWEA's WFP participation in international programs to promote, develop and institute safe drinking water, basic health, hygiene education and sanitation facilities projects.
3. Solicit, in coordination with the Program Committee, WFP-related technical papers for presentation at Association Meetings.
4. Develop and implement, in coordination with the Social Events Committee, fun and informative fundraising efforts (such as sports tournaments, amusements, conferences, etc.) on behalf of Water for People activities and participation.
5. Maintain communication with international WFP-related programs and keep IWEA membership informed of local and international program needs and opportunities.

## **YOUNG PROFESSIONALS COMMITTEE**

### **Overall Charge**

To encourage and increase participation of young professionals and students (under age 35) in IWEA .

### **Membership**

- The committee shall consist of at least ten (10) members initially, under the age of 35, increasing by 2 to 4 members for the first three years of existence. Representation from each of the areas of Indiana and from varying professional backgrounds is highly recommended.
- The chair shall be appointed by the President. Membership will be comprised of existing and new members.

### **Specific Duties**

- Develop annual committee goals and budget for approval by the Board of Directors.
- Provide written reports to Board of Directors as requested.
- The Chair may convene subcommittees as needed.
- The Chair will keep committee records and provide them to the next chair.
- To encourage information exchange, networking and increased membership by hosting the Young Professionals Reception at the Annual Conference.
- To review applications for the IWEA-Besozzi Scholarship and present a recommendation to the Board each year.
- Assist the operator associations and the IWEA staff with administering the Besozzi Youth Delegate Grant each year.
- Encourage faculty and students to become active members of the Association and to participate in association activities.
- Arrange a seminar to enhance student and young professional knowledge of the industry.
- Work with the Public Education Committee to form Student Chapters within the state of Indiana.
- Once Student Chapters are established, assign a committee liaison to each Student Chapter.

### **Liaison with Others**

- Membership Committee
- Public Education Committee
- Young Professional Committees in other professional organizations
- Water for People

# **Appendix A**

## **Association Bylaws**

# Indiana Water Environment Association Bylaws

## Amended and Restated Indiana Water Environment Association Bylaws

### ARTICLE I NAME, OFFICES AND REGISTERED AGENT

**Section 1. Name.** The name of this Corporation is Indiana Water Environment Association, Inc. or, by such name as the members of the association may from time to time in a duly authorized meeting as provided for in these bylaws may choose to call the association and such Corporation is hereinafter referred to as “the Corporation.”

**Section 2. Affiliation.** The Corporation shall be a member association of the Water Environment Federation, and shall participate in the activities of that organization. The Constitution and the Bylaws of this Corporation shall be in harmony with the Water Environment Federation Constitution and Bylaws. In the event there is a discrepancy between these Bylaws and the Water Environment Federation Constitution or Bylaws, the Water Environment Federation Constitution or Bylaws, as the case may be, shall govern.

**Section 3. Franchise.** The exclusive area of the Corporation shall consist of the State of Indiana.

**Section 4. Offices.** The location of the principal office of the Corporation is 200 South Meridian Street, Indianapolis, IN 46225.

**Section 5. Registered Agent.** The name of the registered agent of the Corporation is Gary Price located at 200 South Meridian Street, Suite 410, Indianapolis, IN 46225.

### ARTICLE II OBJECTIVES

**Section 1. Objectives.** The objectives of the Corporation are as stated in this Section and are in harmony with the objectives of the Water Environment Federation. The Corporation is dedicated to preserving and protecting Indiana’s waterways through educating its members and the citizens of Indiana about the importance of the water environment.

### ARTICLE III SEAL, RECORDS AND ACCOUNTING

**Section 1. Records.** The following records or copies thereof must be kept at the principal office of the Corporation: the Articles or restated Articles of Incorporation and all amendments thereto currently in effect; the bylaws or restated bylaws and all amendments thereto currently in effect; resolutions adopted by the Corporation's Board of Directors; records of all actions taken by the Members of the Corporation for the past three (3) years, with or without a meeting; all written communications to Corporation's Members generally within the past three (3) years, including financial statements furnished for the past three (3) years under the Act; a list of the names and business addresses of the Corporation's current Directors and officers; and the Corporation's most recent annual report delivered to the Secretary of State.

The above referenced records must at all times during regular business hours be open to the inspection of all persons required by law to be permitted to inspect such records at the Corporation’s principal office, provided such person's demand to inspect and copy same is made in writing at least five (5) business days before the date on which the person wishes to inspect and copy such records, except as otherwise provided by law.

The following records must be made available to the Members and Directors of the Corporation for inspection and copying during regular business hours at a reasonable location specified by the Corporation, provided the Members meet the requirements set forth under the Act and give the Corporation reasonable notice of the Members' demand: excerpts from minutes of any meeting of the Corporation's Board of Directors; minutes of any meetings of the Members of the Corporation; records of any action taken by the Members or the Board of Directors without a meeting; accounting records of the Corporation which consist of correct books and records of the business and transactions of the Corporation; and a record, alphabetically arranged, of all persons who are members of the Board of Directors of the Corporation showing such persons' respective addresses.

**Section 2. Accounting Year.** The accounting year of the corporation begins on July 1, and ends on June 30,

**Section 3. Accounting Method.** The general accounting method of the Corporation is the cash method of accounting.

### ARTICLE IV MEMBERSHIP

**Section 1. Membership.** The membership of the Corporation shall consist of persons and organizations interested in any of the objectives of the Corporation residing in, maintaining a place of business within, or doing business within the franchise area of the Corporation. Persons or organizations may also be Members if interested in furthering the Corporation’s purposes.

**Section 2. Membership Classes.** Membership classes shall include all classes of membership designated by the Water Environment Federation and other classes of membership established by the Corporation in the Articles of Incorporation, as amended.

**2.1. Individual Members.** Any individual interested in the advancement of knowledge relating to the objectives of the Water Environment Federation may be a member. Such members shall have all the rights and privileges granted by the Water Environment Federation, including the right to vote and to hold office as provided for in the Water Environment Federation Constitution and Bylaws.

**2.2. Group Members.** Any group or organization interested in the advancement of knowledge relating to the objectives of the Water Environment Federation may be a member. Such members shall have all the rights and privileges granted by the Water Environment Federation, including the right of its representative to vote, as provided for in the Water Environment Federation Constitution and Bylaws.

**ARTICLE V  
MEETING OF MEMBERS**

**Section 1. Place of Meetings.** Every meeting of the membership must be held at the principle office or at such other place within the State of Indiana that the Board of Directors, Officers, or members may select from time to time.

**Section 2. Annual Meetings.** Each annual meeting of the membership for the election of directors and officers and for the transaction of such other business as may properly come before the meeting must be held at the time and place determined by the Board of Directors, consistent in Section 1 above.

**Section 3. Special Meetings.** Special meetings of the membership, unless otherwise provided by law, may be called by the President or by a majority of the Board of Directors and shall be called by the President or the Secretary-Treasurer at the requests (which is in writing and which states the purpose or purposes of the meeting) of not less than twenty-five percent (25%) of the membership which are entitled by the Articles of Incorporation to vote on the business proposed to be transacted at such special meeting.

**Section 4. Notice of Meetings.** Notice of every meeting of the membership must be in writing and signed by the President, or the President-Elect, or a person designated by the Board of Directors. Such notice must state the purpose for which the meeting is called, and the day and hour and the place where the meeting is to be held, and a copy thereof must be served, either personally, by mail, electronically, telegram, teletype, telephone, or other form of wire or wireless communication, charges prepaid, upon each member of record entitled to vote at such meeting, at least thirty (30) days before the meeting. Notice of any adjourned meeting need not be given except when expressly required by law.

**Section 5. Quorum for Meetings.** Unless otherwise provided in the Articles of Incorporation or in this Code of Bylaws, the presence of fifty members, in person, entitled by the Articles of Incorporation to vote thereat is necessary to constitute a quorum for the transaction of business at any meeting of membership. In the absence of a quorum at any such meeting or any adjournment or adjournments thereof, any officer entitled to preside at, or to act as secretary of, such meeting, may adjourn such meeting from time to time until a quorum is present thereat. At any meeting, following an adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally called, if there is a quorum present at such subsequent meeting.

**Section 6. Organization of Meetings.** At each meeting of the membership, the President, or in the absence of the President, the officer in succession provided in Article VII shall act as Chairman of the meeting. The Secretary-Treasurer shall act as secretary at each meeting of the membership, or in the absence of the Secretary-Treasurer, the Chairman may appoint any person present to act as secretary of the meeting.

**Section 7. Order of Business at Meetings.** The order of business at all meetings of the membership shall be as determined by the chairman of the meeting. At any meeting of the membership, the Robert's Rules of Order may be adopted as the rules of parliamentary procedure.

**Section 8. Voting at Meetings.** Unless otherwise provided by law, in the Articles of Incorporation or in this Code of Bylaws,

each Member of record is entitled at each meeting of the Members to one (1) vote and may vote either in person or by proxy, executed in writing by the Member or a duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of the proxy's execution unless a longer or shorter time is expressly provided therein. Unless otherwise provided by law, in the Articles of Incorporation or in this Code of Bylaws, at all meetings of Members, a quorum being present, all matters shall be decided by the affirmative vote of the majority of Members of record present. Except as otherwise provided by law, in the Articles of Incorporation or in this Code of Bylaws, voting may be via voice and need not be by ballot. Upon the direction of the Chairperson that a vote by ballot be taken on any question, such vote must be taken. On a vote by ballot, each ballot must be signed by the Member voting, or by its proxy, and the ballot must show the Member's name being voted by such Member or proxy.

**Section 9. Meetings by Means of Telecommunications.** Any or all Members of the Corporation may participate in an annual or special Members' meeting by, or through the use of, any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in a meeting by this means is deemed to be present in person at the meeting.

**ARTICLE VI  
DIRECTORS**

**Section 1. Number, Election, and Term of Office.** The business of the Corporation must be managed by the Board of Directors as from time to time constituted. All the directors must be Members, or employees or officers of Members, of the Corporation with voting rights. The Board of Directors shall consist of a minimum of five (5) members and up to a maximum of fourteen (14) members. The Directors shall be the executive officers as provided for in Article VII, and member representatives of the wastewater treatment plant operators associations as approved by the Board of Directors. Representation on the Board by such associations is wholly at the discretion of the Board of Directors. The Board will be guided in determining such certification by such factors as the number of members such association represents, the geographic boundaries the association presents itself as representing, and the frequency of its meetings and other indices of activity. The Directors shall act only as a board and the individual directors shall have no power as such.

**Section 2. Place of Meetings.** The Board of Directors may hold its meetings at such place or places within the State of Indiana as the Board of Directors may from time to time by resolution determine or as may be specified or fixed in the respective notices or waivers of notice thereof.

**Section 3. Regular Meetings.** Meetings of the Board of Directors must be held at the principal office or at such other place within the State of Indiana, and at such times as the Board of Directors by resolution may determine. If any day fixed for a regular meeting is a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day must be held at the same hour on the next succeeding business day at such place. Except as otherwise provided by law or in the Articles of Incorporation or in this Code of Bylaws, notice of regular meetings need not be given.

**Section 4. Quorum for Meetings.** Unless otherwise provided by law or in the Articles of Incorporation, the presence of at

least a majority of the actual number of Directors elected and qualified, from time to time, is necessary to constitute a quorum. At any such meeting, a majority of the Directors present thereat may adjourn such meeting from time to time until a quorum is present thereat. Notice of any adjourned meeting need not be given. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been trans-acted at the meeting as originally called.

**Section 5. Organization of Meeting.** At each meeting of the Board of Directors, the President of the Corporation, if present, or in his or her absence, the President-Elect, or in the absence of both the President and President-Elect, a director chosen by a majority of the directors present, shall act as chairperson. The Secretary-Treasurer, or in his or her absence the Assistant Secretary-Treasurer, or in his or her absence any person appointed by the Chairperson, shall act as secretary of the meeting. Any meeting of the Board of Directors may be adjourned by the vote of a majority of the directors present at such meeting.

**Section 6. Order of Business at Meetings.** The order of business at all meetings of the Board of Directors may be determined by the chairman of the meeting, but the order of business to be followed at any meeting at which a quorum is present may be changed by a majority of the directors present and entitled to vote thereat. At any meeting of the directors, the *Robert's Rules of Order* shall be adopted as the rules of parliamentary procedure, unless waived by majority vote of the members present.

**Section 7. Voting at Meetings.** Unless otherwise provided by law or in the Articles of Incorporation, at all meetings of directors, a quorum being present, all matters shall be decided by the affirmative votes of at least a majority of the directors present at such meeting.

**Section 8. Vacancies on Board of Directors.** Any vacancy on the Board of Directors, except the immediate living Past-President or representative of a wastewater treatment plant operators association, whether arising from death, resignation, an increase in the number of directors, or any other cause, may be filled by the majority vote of the remaining directors.

**Section 9. Action by Consent.** Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken.

**Section 10. Meetings by Means of Telecommunications.** The Board of Directors or a committee designated by the Board may permit any or all directors or committee members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors or committee members participating may simultaneously hear each other during the meeting. A director or committee member participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 11. Removal of Directors.** Any director may be removed, either with or without cause, at any time by the affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors, at a special meeting of the Board of

Directors called for the purpose of removing a director and designated as such in the notice.

**Section 12. Compensation.**

Directors as such shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed sum and expense of attendance, if any, may be allowed to directors for attendance at any meeting, provided; however, that nothing herein contained shall be construed so as to preclude any director from serving the Corporation in any other capacity as an officer, agent, or otherwise and receiving compensation therefor.

**ARTICLE VII  
OFFICERS**

**Section 1. Number.** The executive officers of the Corporation are: a President, President-Elect, Vice-President, Delegates to the House of Delegates of the Water Environment Federation, a Secretary-Treasurer, Assistant Secretary-Treasurer, and Immediate Past-President, all of whom shall be a member of the Board of Directors.

**Section 2. Election, Term of Office, and Qualifications.** The executive officers, excluding President and Immediate Past-President, of the Corporation shall be elected by the membership at each annual meeting and, as hereinafter provided, each such executive officer to hold office until his successor is duly chosen and qualified, or until his death, or until he resigns, or until he has been removed in the manner hereinafter provided.

**Section 3. Removal.** Any officer of the Corporation may be removed, with cause, at any time, by resolution adopted by the Board of Directors at a special meeting thereof called for that purpose. The officer so removed shall have the right of appeal to the Corporation at its next annual meeting of the members.

**Section 4. President.** The President is the chief executive officer of the Corporation and has general and active supervision and direction over the business and affairs of the Corporation and over the Corporation's several officers, subject, however, to the direction and control of the Board of Directors. The President shall, if present, preside at each meeting of the membership and of the Board of Directors. In general the President shall perform all duties incident to the office of the President and such other duties as may from time to time be assigned to him by this Code of Bylaws or by the Board of Directors.

**Section 5. President-Elect.** The President-Elect shall perform the duties of the President in the event the President is unable for any reason to carry on his duties and has such powers and may perform such duties as the President or the Board of Directors may from time to time prescribe and shall perform such other duties as may be prescribed by the Code of Bylaws. The President-Elect shall be the Chairman of the Annual Conference Committee. Unless otherwise provided by the Articles of Incorporation or these Bylaws, the President-Elect shall succeed to the office of the President at the next annual meeting following his election to the office of President-Elect.

**Section 6. Vice-President.** The Vice-President has such powers and may perform such duties as the President or the Board of Directors may from time to time prescribe and shall perform such other duties as may be prescribed by this Code of Bylaws. The Vice-President shall perform the duties of the

President-Elect in the event the President-Elect is unable for any reason to carry on his duties.

**Section 7. Delegates to the House of Delegates.** The Water Environment Federation Delegate(s) shall represent the Corporation in the conduct of all business by the House of Delegates of the Water Environment Federation and be a member of the Water Environment Federation. The number of Federation Delegates shall be determined in accordance with the Water Environment Federation Constitution and Bylaws.

**Section 8. Secretary-Treasurer.** The Secretary-Treasurer has care and oversight responsibilities for all the funds and securities of the Corporation and shall see that full and accurate accounts of receipt and disbursements are kept in books belonging to the Corporation and shall oversee the deposit of all monies and other valuable effects in the name of and to the credit of the Corporation are kept in such banks and other depositories as may be designated by the Board of Directors. All financial receipts or expenditures in the name of using the name of the Corporation as a sponsor shall be by the Secretary-Treasurer or by the President when authorized to do so by the Board of Directors. No separate accounts shall be maintained by any committee, group, or individual representing that the action is on behalf of, or sponsored by, the Corporation. The Secretary-Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President or the Board of Directors whenever the President or the Board may require him so to do, a statement of all his transactions and an account of the financial condition of the Corporation. In general, the Secretary-Treasurer shall perform all the duties as may from time to time be assigned by him by the President or the Board of Directors. The Secretary-Treasurer has the power to act as secretary and keep the minutes of all meetings of the Board of Directors and of the membership. The Secretary-Treasurer shall: cause to be given such notice of all meetings of the membership and of the Board of Directors as required; be custodian of the seal of the Corporation and shall affix the seal or cause to be affixed to all documents requiring the impression of the seal; have charge of the membership book and of the other books, records, and papers of the Corporation relating to its organization as a corporation; see that the reports, statements, and other documents required by law are properly kept and filed; and perform all other duties incident to the office of the Secretary-Treasurer. The Secretary-Treasurer has such powers and may perform such duties as are assigned to him by this Code of Bylaws, and he shall have such other powers and perform such other duties, not inconsistent with this Code of Bylaws, as the President or the Board of Directors may from time to time prescribe.

**Section 9. Assistant Secretary-Treasurer.** At the request of the Secretary-Treasurer, or in the case of his absence or inability to act, the Assistant Secretary-Treasurer shall perform the duties of the Secretary-Treasurer, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary-Treasurer. The Assistant Secretary-Treasurer shall perform such other duties as from time to time may be assigned to him by the President, the Secretary-Treasurer, or the Board of Directors.

**Section 10. Immediate Past-President.** The Immediate Past-President shall serve as the Chair of the Nominating Committee, and shall perform any other duties at the request of the President.

**Section 11. Term Limits.** No officer, except the Secretary-Treasurer and the Assistant Secretary-Treasurer, shall be eligible to succeed themselves in consecutive terms.

**Section 12. Compensation.** The board of directors is empowered and authorized to fix and determine the compensation of its officers. Until such times as the board of directors shall choose to act in this matter, officers shall receive no compensation for acting in such capacity.

**Section 13. Vacancies.** Unless otherwise provided by law or in the Articles of Incorporation, in the case of the President, President-Elect, Vice-President, Secretary-Treasurer, Assistant Secretary-Treasurer, or other officer of agent becomes vacant, the Directors then in office may elect or appoint a successor who shall hold office for the unexpired term.

## ARTICLE VIII MISCELLANEOUS

**Section 1. Election of Delegates.** In addition to the Directors and Officers of the Corporation, the membership entitled to vote and be present at the annual meeting shall elect delegates to serve in the House of Delegates of the Water Environment Federation. The term of the Delegate(s) shall be three years or as determined at the annual meeting of the Water Environment Federation. The Water Environment Federation Delegates are permitted to serve consecutive terms.

**Section 2. Nominating and Additional Committees.** The President shall appoint, as soon as practicable, after election, the members of the Nominating Committee which shall be comprised of the President, Immediate Past President and the Water Environment Federation Delegate who has been serving in that active capacity for the longest period of time than any other Delegate then holding that office. The President is empowered to appoint additional committees and to prescribe their duties, to the extent allowed by law, the Articles of Incorporation and these Bylaws, to advance the interest and purpose of this Corporation.

**Section 3. Nomination of Delegates, Officers and Directors.** The Nominating Committee shall report at the annual meeting and shall recommend at least one name for each elective office about to become vacant. Following the report of the Nominating Committee to the membership, the President shall call for any additional nominations from the floor at the time of the annual meeting prior to the election of Delegates, Officers and Directors.

**Section 4. Financial Report.** A Certified Public Accountant licensed as such in the State of Indiana and appointed by the President shall make a complete report of the financial records of the Secretary-Treasurer as soon as possible after the close of the accounting year. The report of the financial records shall be submitted to the Board of Directors and to the membership at the annual meeting.

## ARTICLE IX EXECUTIVE DIRECTOR

**Section 1. Executive Director.** The Executive Director shall be appointed by the Board of Directors. The Executive Director has general and active supervision over the business and affairs of the Corporation, subject, however, to the direction and control of the Board of Directors. In general, the Executive Director shall perform all duties as may from

time to time be assigned to him or her by this Code of Bylaws or by the Board of Directors. The Board of Directors shall approve or disapprove all compensation, hiring, firing, or other disciplinary actions proposed by the Executive Director with regard to all other employees of the Corporation. The Board of Directors may require the Executive Director to give security for the faithful performance of his or her duties.

## ARTICLE X INDEMNIFICATION

**Section 1. Actions Not by the Corporation.** The Corporation shall indemnify any person who was or is a 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 Corporation, by reason of the fact that he or she is or was a Director or officer of the corporation or is or was serving at the request of the Corporation as a Delegate, Director, officer, or partner of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, he or she had reasonable cause to believe that his or her conduct was unlawful. Nothing in this Section shall obligate the Corporation to indemnify hereunder, or prevent the Corporation in its discretion from so indemnifying, any person by reason of the fact that he or she is or was serving at the request of the Corporation as an employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

**Section 2. Determination of Indemnification.** Any indemnification under this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the indemnified person is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Article. Such determination shall be made:

- (a) by a majority vote of a quorum consisting of Directors of the Corporation who were not and are not parties to or threatened with any such action, suit, or proceeding; or
- (b) if such a quorum is not obtainable or if a majority vote of a quorum of disinterested Directors so directs, in a written opinion by independent legal counsel; or
- (c) by the voting Members; or
- (d) by the court in which such action, suit, or proceeding was brought.

**Section 3. Advances of Expenses.** Expenses, including attorneys' fees, incurred in defending any action, suit, or proceeding referred to in this Article may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf

of the indemnified person to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article. No voting Member shall have the right to question expenses paid pursuant to this Section so long as the Board of Directors has authorized such payment and the aforementioned undertaking has been received by the Corporation; provided that the restriction contained in this sentence shall not be construed to restrict a voting Member's right to question the reasonableness of the ultimate determination of indemnification as provided in this Article.

**Section 4. Indemnification Not Exclusive.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Corporation's Articles of Incorporation, or any agreement, vote of voting Members or disinterested directors, statute (as now existing or as hereafter enacted or amended), or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to serve as a director, officer, partner, or in any other indemnified capacity and shall inure to the benefit of, the successors, heirs, executors, and administrators of such a person.

**Section 5. Insurance.** The Corporation will purchase and maintain insurance on behalf of any person who is or was a delegate, director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a delegate, director, officer, partner, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation has the obligation or power to indemnify him or her against such liability under this Article.

**Section 6. Definitions.** As used in this Article, references to "Corporation" include all constituent corporations in a consolidation or merger and the new or surviving corporation, so that any person who is or was a director or officer of such a constituent corporation, or is or was serving at the request of such constituent corporation as a delegate, director, officer, partner, trustee, or in any other indemnified capacity of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, shall stand in the same position under this section with respect to the new or surviving corporation as he or she would if he or she had served in the new or surviving corporation in the same capacity.

## ARTICLE XI RESIGNATIONS

**Section 1. Resignations** Any Director or Officer may resign office at any time by giving written notice of his resignation to the President or the Secretary-Treasurer of the Corporation. Such resignation shall take effect at the time specified therein or, if no time be specified therein, then at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make such resignation effective.

## ARTICLE XII CONTRACTS

**Section 1. Authorization of and Execution of Contracts.**

Unless otherwise provided by law or in the Articles of Incorporation, in this Code of Bylaws or by the Board of Directors, no officer, agent or employee has any power or authority to bind the Corporation by any contract or engagement or to pledge the Corporation's credit or to render it pecuniarily liable for any purpose or to any amount, provided, however, any contract, document or other instrument may be executed and delivered in the name and on behalf of the Corporation by the President. However, the Board of Directors may authorize any other officer or officers, agent or agents, in the name of and on behalf of the Corporation, to enter into any contract or to execute and deliver any instrument, and such authority may be general or confined to specific instances.

**Section 2. Indebtedness.** No loans may be contracted on behalf of the Corporation and no negotiable paper may be issued in the Corporation's name unless authorized by resolution of the Board of Directors. When authorized by the Board of Directors, any officer or agent of the Corporation may affect loans and advances at any time for the Corporation from any bank, trust company, or other institution, or from any firm, corporation, or individual, and for such loans and advances may make, execute, and deliver promissory notes, bonds, or other certificates or evidence of indebtedness of the Corporation, and may pledge, hypothecate, or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority from the Board of Directors may be general or confined to specific instances.

**Section 3. Checks, Drafts, Similar Payment Orders and Notes.** All checks, drafts, and other orders for the payment of moneys out of the funds of the Corporation must be signed on behalf of the Corporation as stated herein or in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 4. Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select or as may be selected by an officer or officers, agent or agents, of the Corporation to whom such power may from time to time be delegated by the Board of Directors. For the purpose of such deposit, any officer or agent or employee of the Corporation to whom such power may be delegated by the Board of Directors may endorse, assign and deliver checks, drafts, and other orders for the payment of moneys which are payable to the order of the Corporation.

**ARTICLE XIII  
ADMISSION**

**Section 1.** Any person or organization desiring to become a member of the Corporation shall make application on a form provided by the Corporation. Such application shall, at the request of the applicant, be forwarded to the Water Environment Federation and accompanied by check or money order from the applicant in the amount of current dues. There shall be no admission fee.

**Section 2.** Where there is no question of the eligibility for the applicant for membership in the classification sought, the Secretary-Treasurer may accept the application and so notify the applicant. Where there is question or eligibility, the application shall be submitted to the Board of Directors for determination.

**Section 3.** Any member may be expelled from the Corporation for good and sufficient reason by a two-thirds (2/3) vote of the Board of Directors. Said expelled member shall have the right of appeal to the Corporation at its next annual meeting.

**Section 4.** Candidates for honorary membership may be nominated by the Awards Committee but can be elected only by unanimous favorable secret ballot of the Board of Directors. No election of honorary members shall be made which would cause the total number of living honorary member to exceed a ratio of one honorary member to every fifty (50) active members. Not more than one (1) honorary member shall be elected in one (1) calendar year. Honorary members shall be elected for life, pay no Corporation or Federation Dues, and shall receive all the appropriate publications of the Corporation and Federation without cost. Dues will be paid by the Association for life or until such time as the honorary member becomes an honorary or life member of the Federation.

**ARTICLE XIV  
FEES AND DUES**

**Section 1. Payment of Dues.**

- 1.1** Annual dues shall be determined by the Board and shall include the current dues for each class of membership as may be established by the Board of Directors and the Water Environment Federation.
- 1.2** Dues are payable for a twelve (12) month period beginning with the first date of membership that is defined as the anniversary date.
- 1.3** Subscriptions are included in dues. All members certified to the Water Environment Federation by the Corporation shall be entitled to such publications of the Federation as may be approved by its Board of Trustees for the appropriate membership class. All members shall be entitled to the publications of the Corporation as may be approved by its Board of Directors.
- 1.4** Arrears.
  - 1.4.1** Members of both the Water Environment Association and the Corporation who are deemed, through nonpayment of dues, to be delinquent by the Water Environment Federation, shall be given notice of such delinquent status. If after a reasonable time following such notice the dues are still owing, the Water Environment Federation may consider such member to be in default and remove them from the roll of members of the Federation and the Corporation. Members in other classes of membership shall be given notice of default by the Corporation Secretary-Treasurer. Those members who are still in default thirty (30) days after receipt of such notice may be removed from

- 1.4.2 membership rolls by the Secretary-Treasurer. Members who have been dropped from the roll may be reinstated without payment of Corporation back dues with the approval of the Board.

**ARTICLE XV  
WAIVER OF NOTICE**

**Section 1. Waiver of Notice.** Unless otherwise provided by law or in the Articles of Incorporation or in this Code of Bylaws, any entity entitled to any corporate notice may waive such notice in writing whether before or after the meeting or other matter or event in respect of which such notice is to be given. The waiver must be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Attendance at a meeting or by duly authorized proxy will act as a waiver unless at the beginning of such meeting an objection is made to holding the meeting or transacting business at the meeting.

**ARTICLE XVI  
CONFLICT OF INTEREST POLICY**

**Section 1. Policy.** The Corporation shall follow the Conflict of Interest Policy attached as Exhibit A (as amended from time-to-time by the vote of the Board of Directors).

**ARTICLE XVII  
AMENDMENTS**

**Section 1. Initiation.**

- 1.1 **Proposal.** Amendments to the Articles of Incorporation or these Bylaws may be proposed by a majority of the Board, or through it on a petition of two-thirds (2/3) of the eligible voting members. All proposed amendments shall be submitted in writing to the Water Environment Federation who must approve them prior to adoption.
- 1.2 **Notice.** The Secretary-Treasurer shall mail notices of a proposed amendment, on the instruction of the Board, to each eligible voting member at least thirty (30) days before it is to be voted upon. Any such notice shall include the location and times at which the complete text of the proposed amendment may be reviewed prior to voting.

**Section 2. Adoption.**

2.1 Amendments to these Articles of Incorporation and Bylaws may be made by the affirmative vote of two-thirds (2/3) of the eligible voting members present and voting at the Annual Meeting or any special meeting, notice of the proposed amendments having been mailed by the Secretary-Treasurer to each eligible voting member no later than thirty (30) days in advance of the meeting at which said amendment is to be voted upon.

2.2 A proposed amendment may be mailed by the Secretary-Treasurer to each eligible voting member for the purpose of voting upon by letter ballot. The letter ballot shall be returned no later than thirty (30) days following the mailing

of the proposed amendment. A two-thirds (2/3) affirmative vote of the letter ballots, timely returned, is required for adoption.

2.3 An amendment approved by the Corporation membership shall be effective immediately.

**ARTICLE XVIII  
DISPOSITION OF ASSETS UPON DISSOLUTION**

**Section 1. Disposition of Assets.** Dissolution of the Corporation may take place only with the consent of not less than two-thirds (2/3) of the members of the Corporation. In the event of dissolution of the Corporation, the property and assets thereof, following the satisfaction of all obligations and liabilities, shall be disposed of exclusively for the purposes of the Corporation as determined by the members at a meeting convened for the purpose of dissolution. Notice of dissolution shall be given to the Water Environment Federation within sixty (60) days.

The foregoing Amended and Restated Bylaws of the Corporation were duly adopted by the members of the Corporation on the \_\_\_\_\_ day of \_\_\_\_\_, 2010.

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Secretary-Treasurer of the Corporation

**EXHIBIT A**  
**Indiana Water Environment Association**  
**Conflict of Interest Policy**

The purpose of this Conflict of Interest Policy is to protect the interest of Indiana Water Environment Association (the "Corporation"), when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, key employee or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and tax-exempt organizations.

1. **Definitions.**

- a. **Interested Person.** Any director, key employee, or officer who has a direct or indirect financial interest, as defined below, is an interested person.
  - b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
    - An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
    - A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
    - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
  - b. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
  - c. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.
2. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement.
3. **Determination of a Conflict of Interest.** After disclosure of the financial interest and all material facts, and after any presentation by the interested person or any discussion with the interested person, he or she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

4. **Procedures for Addressing the Conflict of Interest.**

- a. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b. The chairperson of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. **Violations of the Conflict of Interest Policy.**
- a. If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and/or corrective action.
5. **Records of Proceedings.** The minutes of the Board of Directors shall contain:
- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' decision as to whether a conflict of interest in fact existed.
  - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
6. **Compensation.**

- a. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
  - b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
  - c. No voting member of the Board of Directors whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
7. **Annual Statements.** Each director and principal officer shall annually sign a statement, in the form attached hereto as Exhibit I (as amended from time-to-time by the Board of Directors) which affirms that such person:
- a. Has received a copy of the conflict of interest policy,
  - b. Has read and understands the conflict of interest policy,
  - c. Has agreed to comply with the conflict of interest policy, and
- d. Understands that the Corporation is exempt from federal income taxation and that, in order to maintain such status, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
8. **Periodic Reviews.** To ensure the Corporation operates in a manner consistent with its tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic review shall, at a minimum, include the following subjects:
- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
  - b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further tax-exempt purposes and do not result in private inurement.
9. **Use of Outside Experts.** When conducting the periodic reviews as provided for in Section 9, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

**Exhibit I**  
**Conflict of Interest Disclosure Form**

I, the undersigned, am (or am about to become) an Interested Person of the Indiana Water Environment Association. I understand that the Corporation has developed and approved a Conflict of Interest Policy (the "Policy") for all Interested Persons who have certain relationships with the Corporation. I have received a copy of the Policy, have read and understand the Policy, and agree to comply with the Policy. I further understand that the Corporation is exempt from federal tax and that, in order to maintain such status, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

In compliance with this Policy, I hereby disclose to the Corporation the following ownership, employment, activity, investment or other interest which might constitute a Financial Conflict, as such term is defined in the Policy:

<u>Potential</u> <u>Financial</u> <u>Interest and/or</u> <u>Conflict</u>	<u>Previously</u> <u>Disclosed?</u>	<u>Approved by an</u> <u>Executive</u> <u>Officer of</u> <u>Corporation?</u>
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I hereby certify that the above matters are all of the matters of which I am aware as of this date, and which I believe may create a financial conflict, or the appearance of a financial conflict, in violation of the Policy. I further agree to disclose, as soon as reasonably possible, any future financial conflicts which may arise prior to the next execution of this annual form.

\_\_\_\_\_  
Date                      Signature

\_\_\_\_\_  
Printed Name

# Northern Indiana Operator's Association Bylaws

*Revised 4/17/07*

## **Article I - Authority**

The N. I. O. A., herein after referred to as the Association, shall consist of operators, and other person's interested in the control of such pollution as may result from the concentration and treatment of municipal and/or industrial wastewater.

## **Article II – Membership**

### Section 1 - Active Member

Active members are persons currently engaged in or retired from the operation or management of a wastewater facility, public, private or industrial, who have attended at least fifty percent (50%) of the previous ten meetings.

### Section 2 - Associate Members

Associate members are manufacturers, suppliers, engineers, consultants and other interested persons.

### Section 3 - Members in Good Standing

A member in good standing is an active member whose dues are paid in full for the current year and who owes no dues for the previous year.

## **Article III – Organization**

### Section 1 – Officers

The officers of the association shall be President, Vice-President and Secretary-Treasurer. Any active member or associate member of the association who is in good standing may be elected as an officer at the October meeting. The term of office shall be from January through December. The President shall appoint a nominating committee consisting of three (3) members who shall present a slate of candidates to be considered for election at the October meeting. Nominations may also be made from the floor at the meeting. If two (2) or more candidates are nominated for the same office, election shall be by secret ballot. A candidate must receive a simple majority of the votes cast in order

to be elected. All officers shall assume their duties on January 1 following the election.

### Section 2 – Voting Eligibility

All members who have paid their dues on or after the April meeting and have verification by the Secretary-Treasurer will be eligible to vote at the October meeting.

### Section 3 – Replacement of Officers

If the holder of the office misses two (2) consecutive meetings without prior notice to the President, that office may be declared vacant and a replacement appointed by the President.

### Section 4 – I.W.E.A. Board Member

Every three (3) years, a member shall be nominated to serve a three (3) year term as the N.I.O.A representative on the I.W.E.A. Executive Board.

## **Article IV – Duties**

### Section 1 – President

It shall be the duty of the President to preside over all meetings of the Association, to preserve order, to put all proper motions before the meeting, if duly seconded, and to cast the deciding vote in case of a tie. In honor of this office, he/she shall be an Ex-Officio member of all committees. He/she shall appoint all committees unless otherwise provided for under the By-laws. When an officer becomes inactive for any reason, the President shall declare such office vacant and thereupon shall appoint a qualified member of the Association to fill the vacancy for the unexpired term. He/she shall submit an annual report to the Association.

### Section 2 – Vice President

He/she shall perform the duties of the President in case of death, resignation, or absence of the President. He/she shall be responsible for the monthly meeting programs, C.E.U. record keeping

and perform such duties as may be assigned to him/her by the President.

### Section 3 – Secretary-Treasurer

The Secretary-Treasurer shall keep accurate records of all business of the Association. He/she shall, by April 1st file with the President a current list of members in good standing as of March 15th, provide timely notification of membership changes, issue membership cards as appropriate, mail 15 days in advance to each member in good standing notice of forthcoming meetings including time and location of the meeting, send a copy of the minutes of all N.I.O.A. meetings to the I.W.E.A. Secretary-Treasurer and our I.W.E.A. Board Member, receive all funds of the Association and deposit said funds in a timely manner, pay all bills properly presented for payment, sign all checks, provide receipts for all monies received, maintain books of account properly posted and prepared for possible audit, prepare an annual financial report for review by the President and the membership. He/she shall perform other duties, which may be assigned to him/her by the President. The Secretary-Treasurer may appoint one (1) or more members of the Association to assist in the discharge of the duties.

### Section 4 – I.W.E.A. Board Member

The Board Member shall attend all meetings of the I.W.E.A. Executive Board and the Annual Conference, report on all activities of the Board to the Association President and officers, report/promote the activities and views of the Association to the I.W.E.A. Executive Board.

### Section 4 – Board of Directors

The Board of Directors shall consist of the President, Vice-President, Secretary-Treasurer and the I.W.E.A. Board Member.

## **Article V – Meetings**

### Section 1 – Parliamentary Authority

The rules contained in Robert’s Rules of Order shall govern the meetings in all matters to which apply and which are not covered by these By-laws.

### Section 2 – Time and Place

The Association shall hold meetings on the second Wednesday of every month at 1:00 pm at a place approved by the Association, unless otherwise provided for and duly publicized by the President and Secretary–Treasurer.

### Section 3 – Objective

The regular meeting shall provide for the presentation and discussion of topics of interest to the membership and for the transaction of any business, which may be brought before the meeting in furtherance of the objectives and the interest of the Association.

### Section 4 – Special Meetings

The Association may conduct a special meeting as called by the President.

## **Article VI – Funds**

### Section 1 – Dues

The dues for members of the Association shall be \$10.00 per year. Notices of dues payable shall be mailed by the Secretary-Treasurer to each member with the January meeting notice and dues shall be paid on or before the fifteenth (15th) day of March.

### Section 2 – C.E.U. Charges

Members in good standing shall pay \$1.00 for each C.E.U. earned at the monthly meeting. Non-members shall pay \$3.00 per C.E.U. earned at the monthly meeting.

### Section 3 – Resignations

Resignations from membership in the Association shall be accepted from any member in good standing at any time. The Association shall make no refunds for any un-expired term of membership.

### Section 4 – Expenditures

Expenditures shall be at the discretion of the Board of Directors.

### Section 5 – Reversion of Funds

In the event that the Association should disband or dissolve, all outstanding indebtedness shall be paid and any remaining funds shall revert proportionally to the members in good standing.

**Article VII – Revision**

These By-laws or any part thereof may be repelled, altered, annulled, suspended, or amended by secret

letter ballot of a two-thirds (2/3) majority of the members in good standing present and voting at a regular or special meeting, provided a copy of the proposed revisions has been mailed to all members not later than notification of the meeting place and date. Balloting on the By-laws changes will normally be done in conjunction with the annual election of officers. By-laws changes may be placed on the ballot if petitioned for in writing through the Secretary-Treasurer by twenty (20) members.

# Southern Indiana Operators Association Bylaws

*Revised 2000*

## ARTICLE I – AUTHORITY

The Southern Indiana Operators Association, hereinafter referred to as the Association, shall consist of WWTP operators and other persons interested in the control of such pollution as may result from the collection and treatment of municipal, private and/or industrial wastewater analysis and disposal.

## ARTICLE II – MEMBERSHIP

### Section 1 – Membership Categories

#### A – Active Members

*Persons holding a valid Wastewater Treatment Operator's Certificate or currently engaged in or retired from operation or management within the wastewater treatment field either public, private, or industrial applications are eligible to become Active members.*

#### B – Associate Members

*Manufacturers, suppliers, engineers, consultants and other interested persons.*

#### C – Honorary Members

Persons that meet one or more of the following criteria. These selected members receive a lifetime. Consideration will be given at anytime for acceptance of Honorary Members.

1. 30 years in the wastewater profession and 15 years membership in the Association.
2. Charter member.
3. Recommendation from nominating committee &

majority vote of members present.

**Section 2** – The status of any members standing within the Association may be reviewed by a special committee appointed by the President, based on that members conduct within the Association.

## ARTICLE III – ORGANIZATION

### Section 1 – Officers

The Officers of the Association shall be President, Vice-President, Secretary/Treasurer, and I.W.P.C.A. Representative. Officers shall be elected annually for a term of (1) year, and shall so serve until their successors have been duly installed. Active, Associate, and Honorary members of the Association may be elected as officers, with the exception of only one office being occupied by an Associate member at any given time. Nomination and election of officers shall take into account the requirement that only one Associate member can serve at any one time. However, two Associate members may run for the same office. No later than the August meeting, the President shall appoint a nominating committee consisting of at least three (3) members. This committee shall present a slate of candidates at the September meeting for election by the members for the following year. Nominations may also be made from the floor at the October meeting. Elections shall be either by written ballot or by a show of hands with the candidates out of the room. A candidate must receive a simple majority of the votes cast by members present in order to be elected. All officers will assume their duties January 1<sup>st</sup> following the election.

The Association advocates, as a general policy, the selection of the Secretary/Treasurer to succeed to the Vice-Presidency and the Vice-President to succeed to the Presidency. In addition, any Officer who is deemed unsuccessful in promoting the interests

of the Association should not be nominated again.

## **ARTICLE IV – DUTIES**

### **SECTION 1 – President**

It shall be the duty of the President to preside over all meetings of the Association, to preserve order, to put all proper motions before the meeting, if duly seconded, and to cast the deciding vote in case of a tie. The President shall be an Ex-Officio member of all committees. The President shall call all special meetings of the Association.

The President shall appoint all committee chairpersons of the Association unless otherwise provided for under these Bylaws. When an Officer resigns, dies, or becomes inactive for any reason, the President shall declare such office vacant and thereupon shall appoint a qualified member of the Association to fill the resulting vacancy for the unexpired term. The President shall submit an annual report to the Association at the conclusion of his/her term of office.

### **SECTION 2 – Vice-President**

The Vice-President shall perform the duties of President in case of death, resignation, or absence of the President. The Vice-President shall be Chairperson of the Program Committee and shall perform such other duties as may be assigned by the President. The Vice-President shall administer the I.D.E.M. continuing education program.

### **Section 3 – Secretary/Treasurer**

The Secretary/Treasurer shall keep an accurate record of all meetings of the Association; shall, by April 15, file with the President a correct list of Association members as of April 1, and notify the President monthly, in writing, of any changes or additions; shall conduct the correspondence of the Association. The Secretary/Treasurer shall mail to each member, at least fourteen (10)\_days prior to the meeting

date, a notice designating the time and place of the meeting; shall submit an annual report on Association activities at the conclusion of his/her term of office; shall perform other duties which may be assigned by the President; shall receive all funds of the Association and deposit them as directed by the President; shall give a current financial report at each regularly scheduled meeting of the Association. He/she shall promptly issue receipts for all monies received and shall keep books of account correctly posted and ready for audit; shall prepare an annual financial report for review by the President and members; shall issue a copy of current Bylaws to each new member.

### **Section 4 – Members**

It shall be the duty of every member to be familiar with the Bylaws of the Association and to promote, insofar as possible, the interests of the Association.

### **Section 5 – I.W.P.C.A. Representative**

The I.W.P.C.A. Representative will act as the liaison between the Association and I.W.P.C.A. The representative must be a member of I.W.P.C.A.

## **ARTICLE V – COMMITTEES**

### **Section 1 – Standing Committees**

There shall be a Membership Committee, Program Committee, Awards Committee, and a Nominating Committee. These committees will be chaired at the discretion of the President except the Program Committee, which shall be chaired by the Vice-President. Written reports shall be submitted to the President by Standing Committee Chairpersons annually. Standing Committees shall serve from time of appointment until a new President has been installed, or until successors have been appointed.

**A. Membership Committee** – Shall be charged with the responsibility of devising and promoting appropriate measures to retain and increase membership.

**B. Program Committee** – Shall be charged with the responsibility of administering the Continuing Education Program for the Association; securing a location for the meetings and providing pertinent information to the Secretary/Treasurer. The committee is responsible for scheduling guest speakers and making any other necessary arrangements for Association programs.

**C. Awards Committee** – The President shall appoint an Awards Committee consisting of at least three (3) members including the immediate past president. This committee is charged with the responsibility of preparing a slate of candidates for Plant of the Year Awards in three categories: Class I/II, and Class III and Class IV, as well as candidates for Professional of the Year. Other awards may be presented at the discretion of the awards committee. The committee may elect to not present an award in any category in which no nominee is deemed deserving of such an award. The Awards Committee shall be appointed no later than March and shall furnish the slate of elected awardees to the President by the October meeting. The awards will be purchased through the Association and will be presented by the Awards Committee Chairman or his/her representative at the Annual Banquet.

**D. Nominating Committee** – No later than the August meeting, the President shall appoint a Nominating Committee, consisting of at least three (3) members, who shall present a slate of candidates at the September meeting for election by the members for the following year. Nominations may also be made from the floor at the October meeting. Election of all Officers shall be conducted at the October meeting, either by written ballot or by a show of hands with the candidates out of the room. A candidate must receive a simple majority of the votes cast by members present in order to be elected.

#### **Section 2 – Special Committees**

The President may appoint Special committees as needed. The duties and terms of dissolution

shall be defined by the President at the time of appointment. Examples of Special Committees are Bylaws, Public Relations, Special Activities, and Membership Review.

### **ARTICLE VI – MEETINGS**

#### **Section 1 – Parliamentary Authority**

The rules contained in Robert’s Rules of Order shall govern the meetings in all matters to which they apply and which are not covered by these Bylaws.

#### **Section 2 – Time and Place**

The Association shall normally hold regular meetings on the third Wednesday evening of every month, except December, at a time and place approved by the Association, unless otherwise provided for and duly publicized by the President and Secretary/Treasurer.

#### **Section 3 – Object**

The regular meetings shall provide for the presentation and discussion of topics of interest to the membership and for the transaction of any business which may be brought before the meeting in the furtherance of the objectives and the interests of the Association, and to upgrade the profession of Municipal and Industrial Wastewater Treatment Professionals.

#### **Section 4 – Annual Banquet**

The Annual Banquet shall be held at a time and place coinciding with the last meeting of the year.

**Section 5 – Special Meetings** The Association may hold special meetings as called by the President and duly publicized by the Secretary/Treasurer.

### **ARTICLE VII – FUNDS**

#### **Section 1 – Dues**

The dues of the Association shall be as follows: Active Members – Six dollars (\$6.00) per calendar year; Associate Members – Fifteen dollars (\$15.00) per calendar year. Notices of dues payable for membership renewal shall be mailed to each member by the Secretary/Treasurer no later than the January meeting and shall be paid on or before the third Wednesday of February each year.

#### **Section 2 – Registration Fees**

Every member attending meetings shall be assessed Fifty Cents (\$.50) registration fee for the purpose of offsetting expenses incurred by the Association.

**Section 3 – Resignations**

Resignations from the Association shall be accepted from any member at any time. No refunds will be made by the Association for any unexpired term of membership.

**Section 4 – Donations and Expenditures**

Distribution of funds or assets of the Association shall be made only on authorization by the Association at any regular meeting; except that donations and expenditures for the Association for any purpose in amount of less than Fifty Dollars (\$50.00) may be authorized by the President without prior authority of the membership. A majority of the members voting for the expenditures shall constitute authorization.

**Section 5 –**

The balance of the Treasury at the end of each calendar year shall be transferred to the custody of the incoming Secretary/Treasurer.

**Section 6 – Reversion of Funds**

In the event that the Association should disband or dissolve, all outstanding indebtedness shall be paid and any remaining funds shall revert proportionately to the members.

**ARTICLE VIII – REVISION**

**Section 1 –**

These Bylaws, or any part thereof, may be replaced, altered, annulled, suspended, or amended by written ballot or by show of hands of two-thirds (2/3) majority of members present and voting at a regular or special meeting, provided a copy of the proposed revisions has been mailed to all members no later than notification of the meeting date. Balloting on Bylaw changes will normally be done in conjunction with the annual election of Officers. Bylaw changes may be placed on the Ballot if petitioned for, in writing, by twenty (20) members through the Secretary/Treasurer. Alternatively, revisions may be placed on the ballot at the recommendation of the Bylaw Committee. All revisions to the Bylaws will become effective immediately upon adoption unless specified otherwise.

# Northwest Indiana Operators Association (NWIOA) Bylaws

## ARTICLE I

### AUTHORITY

The N. W. I. O. A., herein after referred to as the Association, shall consist of operators, and other person's interested in the control of such pollution as may result from the concentration and treatment of municipal and/or industrial wastewater.

## ARTICLE II

### MEMBERSHIP

#### Section 1 – Active Members

Active members are persons currently engaged in or retired from the operation or management of a wastewater facility, public, private or industrial, who have attended at least fifty percent (50%) of the previous ten meetings.

#### Section 2 – Associate Members.

Associate members are manufacturers, suppliers, engineers, consultants and other interested persons.

#### Section 3 – Members in Good Standing

A member in good standing is an active member whose dues are paid in full for the current year and who owes no dues for the previous year.

## ARTICLE III

### ORGANIZATION

#### Section 1 – Officers

The officers of the association shall be President, Vice-President and Secretary-Treasurer. Any active member of the association who is in good standing may be elected as an officer at the October meeting. The term of office shall be from January through December. The President shall appoint a nominating committee consisting of three (3) members who shall present a slate of candidates to be considered for election at the October meeting.

Nominations may also be made from the floor at the meeting. If two (2) or more candidates are nominated for the same office, election shall be by secret ballot. A candidate must receive a simple majority of the votes cast in order to be elected. All officers shall assume their duties on January 1 following the election.

#### Section 2 – Voting Eligibility

All members who have paid their dues on or after the April meeting and have verification by the Secretary-Treasurer will be eligible to vote at the October meeting.

#### Section 3 – Replacement of Officers

If the holder of the office misses two (2) consecutive meetings without prior notice to the President, that office may be declared vacant and a replacement appointed by the President.

#### Section 4 – I.W.E.A. Board Member

Every three (3) years, a member shall be nominated to serve a three (3) year term as the N.W.I.O.A representative on the I.W.E.A. Executive Board.

## ARTICLE IV

### DUTIES

#### Section 1 – President

It shall be the duty of the President to preside over all meetings of the Association, to preserve order, to put all proper motions before the meeting, if duly seconded, and to cast the deciding vote in case of a tie. In honor of this

office, he/she shall be an Ex-Officio member of all committees. He/she shall appoint all committees unless otherwise provided for under the By-laws. When an officer becomes inactive for any reason, the President shall declare such office vacant and thereupon shall appoint a qualified member of the Association to fill the vacancy for the unexpired term. He/she shall submit an annual report to the Association.

#### Section 2 – Vice President

He/she shall perform the duties of the President in case of death, resignation, or absence of the President. He/she shall be responsible for the monthly meeting programs, C.E.U. record keeping and perform such duties as may be assigned to him/her by the President.

#### Section 3 – Secretary-Treasurer

The Secretary-Treasurer shall keep accurate records of all business of the Association. He/she shall, by April 1st file with the President a current list of members in good standing as of March 15th, provide timely notification of membership changes, issue membership cards as appropriate, mail 15 days in advance to each member in good standing notice of forthcoming meetings including time and location of the meeting, send a copy of the minutes of all N.W.I.O.A. meetings to the I.W.E.A. Secretary-Treasurer and our I.W.E.A. Board Member, receive all funds of the Association and deposit said funds in a timely manner, pay all bills properly presented for payment, sign all checks, provide receipts for all monies received, maintain books of account properly posted and prepared for possible audit, prepare an annual financial report for review by the President and the membership. He/she shall perform other duties which may be assigned to him/her by the President. The Secretary-Treasurer may appoint one (1) or more members of the Association to assist in the discharge of the duties.

#### Section 4 – I.W.E.A. Board Member

The Board Member shall attend all meetings of the I.W.E.A. Executive Board and the Annual Conference, report on all activities of the Board to the Association President and officers, report/promote the activities and views of the Association to the I.W.E.A. Executive Board.

#### Section 4 – Board of Directors

The Board of Directors shall consist of the President, Vice- President, Secretary-Treasurer and the I.W.E.A. Board Member. 44 Northwest Indiana Operators Association (NWIOA) — Bylaws

## ARTICLE V

### MEETINGS

#### Section 1 – Parliamentary Authority

The rules contained in Robert's Rules of Order shall govern the meetings in all matters to which apply and which are not covered by these By-laws.

#### Section 2 – Time and Place

The Association shall hold meetings on the third Tuesday of every month at 12:00 pm and a place approved by the Association, unless otherwise provided for and duly publicized by the President and Secretary-Treasurer.

**Section 3 – Objective**

The regular meeting shall provide for the presentation and discussion of topics of interest to the membership and for the transaction of any business which may be brought before the meeting in furtherance of the objectives and the interest of the Association.

**Section 4 – Special Meetings**

The Association may conduct a special meeting as called by the President.

**ARTICLE VI**

**FUNDS**

**Section 1 – Dues**

The dues for members of the Association shall be \$10.00 per year. Notices of dues payable shall be mailed by the Secretary-Treasurer to each member with the January meeting notice and dues shall be paid on or before the fifteenth (15th) day of March.

**Section 2 – C.E.U. Charges**

Members in good standing shall pay \$1.00 for each C.E.U. earned at the monthly meeting. Non-members shall pay \$3.00 per C.E.U. earned at the monthly meeting.

**Section 3 – Resignations**

Resignations from membership in the Association shall be accepted from any member in good standing at any

time. No refunds will be made by the Association for any unexpired term of membership.

**Section 4 – Expenditures**

Expenditures shall be at the discretion of the Board of Directors.

**Section 5 – Reversion of Funds**

In the event that the Association should disband or dissolve, all outstanding indebtedness shall be paid and any remaining funds shall revert proportionally to the members in good standing.

**ARTICLE VII**

**REVISION**

These By-laws or any part thereof may be repelled, altered, annulled, suspended, or amended by secret letter ballot of a two thirds (2/3) majority of the members in good standing present and voting at a regular or special meeting, provided a copy of the proposed revisions has been mailed to all members not later than notification of the meeting place and date. Balloting on the By-laws changes will normally be done in conjunction with the annual election of officers. By-laws changes may be placed on the ballot if petitioned for in writing through the Secretary- Treasurer by twenty (20) members.

# Central Indiana Operators Association (CIOA) Bylaws

## ARTICLE I - AUTHORITY

The C.I.O.A., hereinafter referred to as the Association shall consist of operators and other persons interested in the control of such pollution as may result from the collection, concentration and treatment of municipal, private and/or industrial wastewater.

## ARTICLE II - MEMBERSHIP DEFINITIONS

### SECTION 1 - *Active Members*

Active members are persons currently engaged in or retired from the operation or management of a water/wastewater facility either public, private or industrial, who have attended at least fifty percent (50%) of the previous ten (10) meetings.

**SECTION 2 - *Associate Members*** Associate members are manufacturers, suppliers, engineers, consultants and other interested persons.

### SECTION 3 - *Members in Good Standing*

A member in good standing is an active member whose dues are paid in full for the current year and who owes no dues for previous years.

## ARTICLE III - ORGANIZATION

**SECTION 1 – *Officer*** The officers of the Association shall be President, President Elect, Secretary-Treasurer, and Program Director. One officer shall be elected annually to each position of President Elect, Secretary-Treasurer, and Program Director. The President Elect shall become President the following year. Any active member of the Association who is in good standing may be elected as an officer at the December meeting. Term of office shall be from January through December. At the August meeting, the President shall appoint a nominating committee consisting of three (3) members who shall at the October meeting present a slate of candidates to be considered for election at the December meeting. Nominations may also be made from the floor at the December meeting. If two (2) or more candidates are nominated for the same office, election shall be by secret ballot. A candidate must receive a simple majority of the votes cast in order to be elected. All officers shall assume their duties on January 1<sup>st</sup> following the election.

### SECTION 2 - *Voting Eligibility*

All members who have paid their dues on or before the April meeting and have verification by the Secretary-Treasurer will be eligible to vote at the December meeting.

### SECTION 3 - *Replacement of Officers*

If the holder of any office misses two (2) consecutive meetings without prior notice to the President, that office may be declared vacant and a replacement appointed by the President.

### SECTION 4 - *I.W.P.C.A. Board Member*

An active member of the Association will be appointed by the President to serve a two (2) year term as representative on the I.W.P.C.A. Board. This appointee will assume duties as Board Member the following year at the I.W.P.C.A. Annual Conference. Should the Board Member fail to attend two (2) consecutive meetings without prior notice to the President, the office may be declared vacant. If the Board Member cannot attend a meeting, the President or President Elect shall attend.

## ARTICLE IV - DUTIES

### SECTION 1 - *President*

It shall be the duty of the President to preside over all meetings of the Association, place all proper motions before the meeting, cast tie-breaking votes as necessary, call all meetings of the Association, appoint the I.W.P.C.A. Board Member with the approval of the Executive Board, appoint all committees unless otherwise provided under these by-laws. When an officer becomes inactive for any reason, the President shall declare such office vacant and thereupon shall appoint a qualified member of the Association to fill the vacancy for the rest of the term.

### SECTION 2 - *PRESIDENT ELECT*

The President Elect shall perform the duties of the President in his absence and shall perform such other duties as may be assigned by the President. The President Elect shall automatically succeed the President.

### SECTION 3 - *SECRETARY - TREASURER*

The Secretary-Treasurer shall keep accurate records of all business of the Association, by January 30th provide the President with a current list of members in good standing, provide timely notification of membership changes, issue membership cards as appropriate, mail to each member in good standing notice of forthcoming meetings including time and location of the meeting, receive all funds of the Association and deposit said funds in a timely manner, pay all bills properly presented for payment, sign all checks, maintain books of account properly posted and prepared for possible audit, prepare an annual financial report for review by the President and the membership. The Secretary-Treasurer may appoint one (1) or more members of the Association to assist in the discharge of the duties of the office.

### SECTION 4 - *Program Director*

The Program Director shall be responsible for acquiring approval of contact hours from the state; securing a location for the meetings along with a map, directions and a brief history of the facility; appropriate guest speakers and make any other necessary arrangements for Association programs. This information is to be supplied to the officers and submitted to the Secretary- Treasurer in a timely manner to facilitate mailings in accordance with the Association's by-laws.

### SECTION 5 - *I.W.P.C.A. Board Member*

The Board Member shall attend all meetings of the I.W.P.C.A. Executive Board and the Annual Conference, report on all activities of the Board to the Association President and officers, report/promote the activities and views of the Association to the I.W.P.C.A. Executive Board.

## ARTICLE V - MEETINGS

**SECTION 1 - Parliamentary Authority**

The rules contained in Robert's Rules of Order shall govern the meetings in all matters to which they apply and which are not covered by these by-laws.

**SECTION 2 - Time and Place**

The Association shall hold regular meetings within the first two weeks of every other month at a time and place approved by the Board of Directors.

**SECTION 3 - Objectives**

The regular meetings shall provide for the presentation and discussion of topics of interest to the membership and for the transaction of any business which may be brought before the meeting in the furtherance of the objectives and the interests of the Association.

**SECTION 4 - Special Meetings**

The Association may conduct special meetings as called by the President.

**ARTICLE VI - FUNDS**

**SECTION 1 - Dues**

Dues shall be established at the December meeting. The Secretary- Treasurer shall mail notice of dues payable to each member with the notice of the February meeting.

**SECTION 2 - Resignations**

Resignations from membership in the Association shall be accepted from any member at any time. No refunds will be made by the Association for any remainder of term of membership.

**SECTION 3 - Expenditures**

Expenditures shall be at the discretion of the Board of Directors.

**SECTION 4 - Reversion of Funds**

Should the Association disband or dissolve, all outstanding indebtedness shall be paid and any remaining funds shall revert proportionately to the members.

**ARTICLE VII - REVISION**

These by-laws or any part thereof may be repealed, altered, annulled, suspended, or amended by secret letter ballot or a two third majority of members in good standing present and voting at the regular or special meeting, provided a copy of the proposed revisions has been mailed to all members not later than notification of the meeting date. Balloting on by-laws changes will normally be done in conjunction with the annual election of

officers. By-law changes may be placed on the ballot if petitioned in writing to the Secretary-Treasurer by fifty-percent (50%) of the membership.

## AMENDED CODE OF BYLAWS

### FOR

### INDIANA INDUSTRIAL OPERATORS ASSOCIATION, INC.

#### Article I Identification

##### Section 1. Name.

The name of the Corporation is Indiana Industrial Operators Association d/b/a LLO.A., Inc. (hereinafter referred to as the "Corporation").

#### Article II Offices

##### Section 1. Principal Office.

The principal office of the Corporation in the State of Indiana shall be located at 6143 Roberts Place, Indianapolis, Indiana. The Corporation may have other offices, either within or outside of the State of Indiana, as the Board of Directors may determine or as the affairs of the Corporation may require.

##### Section 2. Registered Agent.

The Corporation shall have and maintain in the State of Indiana a registered office, as required by the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"). The registered office shall be 6143 Roberts Place, Indianapolis, Indiana 46220-5245. The registered agent shall be Jerry Phillips.

#### Article III Members

The Corporation shall have members that are Active Members and Honorary Members.

Active Members are persons in good standing with the Corporation. Honorary Members are persons that meet one or more of the following criteria. First, Honorary Members can gain this status after thirty (30) years of participation in the wastewater profession or fifteen (15) years of membership in the Corporation. Second, honorary membership can also be granted to persons who receive a recommendation from the Membership Committee and a majority vote from the Board of Directors present at a Membership Meeting. Honorary Members receive a lifetime membership in the Corporation or until the Honorary Member resigns. Consideration for Honorary Membership Nominations may occur at any time. The status of any members standing within the Corporation may be reviewed by a special committee appointed by the President based on that members conduct within the Corporation.

There are two classes of membership that are available in the BOA for Active Members and Honorary Members; licensed operators and nonlicensed individuals. Licensed operators are individuals that hold a current wastewater operators license in the State of Indiana and have the desire to be a member of the association. Nonlicensed individuals are any other individuals that have an interest in wastewater treatment and have the desire to be a member of the association.

#### Article IV

##### Board of Directors

##### Section 1. General Powers.

The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Indiana.

##### Section 2. Number, Election, Tenure, and Qualifications.

The number of directors shall be no less than three (3) and not more than fifteen (15). The Board of Directors shall be persons who are well versed in the Corporation's activities and who occupy leadership positions in government or the wastewater industry. Each director shall serve a one (1) year term.

##### Section 3. Regular Meetings.

A regular annual meeting of the Board of Directors shall be held on the third Tuesday of each March without other notice than this Bylaw, or upon such other date as shall be determined by the Board of Directors. The Board of Directors may provide by resolution the time and place, either within or outside of the State of Indiana, for the holding of additional regular meetings of the Board without other notice than the resolution. Any change in the date of the regular annual meeting or any additional regular meeting shall require at least ten (10) days written notice to each Director in accordance with Section 5 of this Article.

##### Section 4. Special Meetings.

Special Meetings of the Board of Directors may be called by or at the request of the president or any two directors. The persons authorized to call special meetings of the Board may fix any place, either within or outside the State of Indiana, as the place for holding any special meeting of the Board of Directors called by them.

##### Section 5. Notice.

Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously by written notice delivered personally or sent by mail or telegram to each director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in the sealed envelope so addressed, with postage prepaid. If notice be given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or converted. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of waiver of notices of such meeting, unless specifically required by law or by these bylaws.

##### Section 6. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at the meeting,

a majority of the directors present may adjourn the meeting from time to time without further notice.

### Section 7. Manner of Acting.

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

### Section 8. Vacancies.

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of directors by a majority vote. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

### Section 9. Compensation.

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expense of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing contained here shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation.

### Section 10. Informal Action by Directors.

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors.

**Section II. Powers of Board of Directors.** The Board of Directors shall have the full authority to hire persons to conduct any Association business including managing agents, contractors, legal and accounting services, or other items deemed necessary, and may provide for the payment of those expenses from the assets of the Association.

### Section 12. Non-Liability of Directors.

The Directors, officers, and representatives shall not be liable to the members of the Corporation for any errors or mistakes of judgment exercised in carrying out their duties and responsibilities as directors, officers, and/or representatives, except for their own individual willful misconduct, bad faith or gross negligence. The Corporation shall indemnify and hold harmless each of the directors, officers, and representatives against any and all liability to any person, firm, or corporation arising out of contracts made by the Board of Directors on behalf of the Corporation, unless any such contracts shall have been made in bad faith or contrary to the provisions of the Bylaws. It is intended that the directors and officers shall have no personal liability with respect to any contract made by them on behalf of the Corporation and that all matters that the Board of Directors and officers are acting for or on behalf of the Corporation and as its agents. Every contract made by the Board of Directors or the officers of the Corporation shall provide that the Board of Directors and/or officers is acting as an agent for the Corporation and shall have no personal liability thereunder.

### Section 13. Reliance by Directors.

Each director of the Corporation shall be fully protected in relying in good faith upon (a) the books of account of the Corporation, or (b) statements prepared by any of its officers, representatives and employees as to the value and amount of the assets, liabilities and net profits of the Corporation, or any of

such items, or (c) statements or advice made by or prepared by any officer, representative or employee of the Corporation or any accountant, attorney or other person of firm employed by the Corporation to render advice or service.

## Article V

### Officers

#### Section 1. Officers.

The officers of the Corporation shall be a president, secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this Article.

The Board of Directors may elect or appoint the other officers, including vice presidents, one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed by the Board of Directors. Any two or more officers may be held by the same person. Only Active Members of the Corporation may serve as officers of the Corporation.

#### Section 2. Election and Term of Office.

The officers of the Corporation shall be elected annually by the Board of Directors at the regular Annual Meeting of the Board of Directors. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for one (1) year, or until his successor shall have been elected and shall have been qualified.

#### Section 3. Removal.

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served by his or her removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

#### Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

#### Section 5. President.

The president shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors. He or she may sign, with the secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors. The president shall be a member of all committees. The immediate past president shall be on the Board of Directors for the one (1) year following the conclusion of his/her term of office. The president shall appoint all committee chairpersons of the Corporation unless otherwise provided for under these bylaws. The president shall submit an annual report to the Corporation at the conclusion of his/her term of office.

## Section 6. Vice-President.

In the event the Board determines there exists a need for a vice president, then, in the absence of the president or in the event of his or her inability or refusal to act, the vice president (or in the event there be more than one vice-president, the vice-presidents in the order of their election) shall perform duties of the president, and when so acting, shall have the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as may be assigned to him or her by the president or by the Board of Directors.

The first vice president shall be the chairperson of the Program Committee and shall perform such other duties as may be assigned by the president. The second vice president shall be the chairperson of the Publicity Committee and shall perform other duties as assigned by the president. The third vice president shall perform all other duties as assigned by the president. The fourth vice president shall perform the duties of the chairperson of the Membership Committee and other duties as assigned by the president.

## Section 7. Treasurer.

If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for money due and payable to the Corporation from any source, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of the Bylaws; and in general perform all the duties incident to the office of treasurer, and such other duties as may be assigned to him or her by the president or by the Board of Directors.

## Section 8. Secretary.

The secretary shall keep the minutes of the meeting of the Board of Directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all document, the execution of which on behalf of the Corporation under its seal is authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of secretary and such other duties may be assigned by the president or by the Board of Directors.

## Section 9. Assistant Treasurers and Assistant Secretaries.

If required by the Board of Directors, the assistant treasurers shall give a bond for the faithful discharge of their duties in such sums with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform the duties assigned to them by the treasurer or the secretary or by the president or Board of Directors.

## Article VI Committees

### Section 1. Committees of Directors.

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors,

which committees, to the extent provided in the resolution shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By laws; electing, appointing removing any member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the

property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation;

or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The appointment of any such committee and the delegation of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law. Such committees shall include, but not be limited to, the Membership Nominating Committee.

### Section 2. Other Committees.

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each such committee shall be directors of the Corporation, and the president of the Corporation shall appoint the members of the committees. Any member may be removed by the person authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal. Such committees shall include, but not be limited to, the Program Committee.

### Section 3. Membership Committee.

The President shall appoint a Membership Committee consisting of at least three (3) members. This Committee shall establish guidelines for the admission of new members into the Corporation. This Committee shall be responsible for promoting the Association to potential members, providing nominations for Honorary Members and other duties assigned by the President.

### Section 4. Term of Office.

Each member of a committee shall continue as a member until the next annual meeting of the Board of Directors of the Corporation and until his or her successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.

### Section 5. Chair.

One member of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee.

### Section 6. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

### Section 7. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## Section 8. Rules.

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## Article VII Contracts, Checks, Deposits and Funds

### Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

### Section 2. Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by those officers or agents of the Corporation and in a manner as shall be determined by resolution of the Board of Directors. In the absence of this determination by the Board of Directors, the instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the Corporation.

### Section 3. Deposits.

All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies or other depositories of the Corporation in the banks, trust companies or other depositories as the Board of Directors may select.

### Section 4. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

## Article VIII Annual Meeting

### Section 1. Annual Meeting.

The Corporation shall hold an Annual Meeting of the members at a time and place duly publicized for the election of the Board of Directors. A quorum of at least ten (10) members of the Corporation are required for conducting official business at the Annual Meeting.

### Section 2. Special Meetings.

The Corporation may hold Special Meetings as called by the president with notice provided pursuant to the Bylaws.

### Section 3. Rules.

These Bylaws and the rules contained in Robert's Rules of Order shall govern the Annual Meeting and any other meeting of the members of the Corporation.

## Article IX Books and Records

The Corporation shall keep current and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation are subject to inspection by officers and directors of the Corporation for any proper purpose at any reasonable time.

## Article X Membership Dues

### Section 1. Membership Dues.

The membership dues owed to the Corporation by each member shall be determined by the Board of Directors on an annual basis. No refunds will be granted to any member by the Corporation for any unexpired term of membership should a member resign his or her membership from the Corporation.

### Section 2. Reversion of Funds.

Upon the dissolution of the organization, assets shall be distributed in a manner consistent with Ind. Code § 23-17-22-1, et. seq., and for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Association is not organized for profit or organized to engage in an activity ordinarily carried on for profit. No part of the Association's net earnings will inure to the benefit of any private shareholder or individual member. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

## Article XI Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

## Article XII Waiver of Notice

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

## Article XIII Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at the

meeting. Any proposed alterations, amendments, repeal to the existing Bylaws or the adoption of new Bylaws, must be presented in writing and voted on at the next meeting of the Board of Directors, provided that such meeting shall not occur prior to the expiration of the required ten (10) day notice period.

The foregoing Bylaws have been read and by signature below are hereby approved as of the 30th day of November, 2001.

## Appendix B

### **Membership Application**

# Membership Application



## Indiana Water Environment Association Membership Application

This application is for those wanting to be a member of IWEA ONLY and not our national counterpart - the Water Environment Federation. For an application to join both, please call the IWEA office.

### Personal Information

First Name	M.I.	Last Name	(Jr., Sr., etc.)	Date of Birth
Employer / Organization Name				
Street or P.O. Box <input type="checkbox"/> Business Address <input type="checkbox"/> Home Address				
City	State	Zip	Country	
Home Phone	Business Phone	Fax Number		
Email Address				

### Were you referred to IWEA?

Individual's Name	Employer's Name
-------------------	-----------------

### What is the nature of your organization? (circle the one that best describes the primary nature of your business)

- |  |  |   |
|--|--|---|
| 1. Municipal/district Water and Wastewater Systems and/or Plants     | 5. Consulting or Contracting Firm (e.g. Engineering, Contracting and Environmental)                | 9. Manufacturer of Water/Wastewater Equipment or Products       |
| 2. Municipal/district Wastewater Only Systems and/or Plants          | 6. Government Agency (e.g., U.S. EPA, State Agency, etc.)  | 10. Water/Wastewater Product Distributor Or Manufacturer's Rep. |
| 3. Municipal/district Water Only Systems and/or Plants               | 7. Research or Analytical Laboratories   | 11. Other (please specify) _____                                |
| 4. Industrial Systems/Plants (Manufacturing, Processing, Extraction) | 8. Educational Institution (Colleges and Universities, Libraries, and other related organizations) | _____   |

### What is your primary job function?

- |  |   |   |
|--|---|---|
| 1. Upper or Senior Management (e.g., President, Vice President, Owner, Director, Executive Director, General Manager, Mayor, etc.)                       | 3. Engineering and Design Staff (e.g. Consulting Engineer, Civil Engineer, Mechanical Engineer, Chemical Engineer, Planning Engineer, etc.) | 6. Purchasing/Marketing/Sales (e.g., Purchasing, Sales Person, Market Representative, Market Analyst, etc.) |
| 2. Engineering, Laboratory and Operations Management (e.g., Superintendent, Manager, Section Head, Department Head, Chief Engineer, Division Head, etc.) | 4. Scientific and Research Staff (e.g., Chemist, Biologist, Analyst, Lab Technician, etc.)  | 7. Educator (e.g., Professor, Teacher, etc.)  |
|  | 5. Operations (e.g., Shift Supervisor, Foreman, Plant Operator, Service Representative, Collection Systems Operator, etc.)                  | 8. Student  |
|  |   | 9. Other (please specify) _____   |

### What areas do you consider to be your key focus areas? (circle all that apply)

- |   |  |   |
|---|--|---|
| 1. Collection Systems                         | 7. Legislation (Policy, Legislation, Regulation) | 13. Wastewater  |
| 2. Drinking Water                             | 8. Public Education/Information                  | 14. Water Reuse and/or Recycle                                |
| 3. Industrial Water/Wastewater/ Process Water | 9. Residuals/Sludge/Biosolids/Solid Waste        | 15. Watershed/Surface Water Systems                           |
| 4. Groundwater                                | 10. Stormwater                                   | 16. Water/Wastewater Analysis and Health/Safety Water Systems |
| 5. Odor/Air Emissions                         | 11. Toxic and Hazardous Material                 | 17. Other (please specify)                                    |
| 6. Land and Soil Systems                      | 12. Utility Management and Environmental         |   |

Please check if you would not like to receive information via fax

Send form & payment to: IWEA • 200 South Meridian Street, Suite 410, Indianapolis, IN 46225

<input type="checkbox"/> Check/Money Order enclosed made payable to IWEA	Total Due
	\$30.00

For more information: CALL 317-686-2664 • FAX 317-686-2672 or visit [www.indlanawea.org](http://www.indlanawea.org)

# Appendix C

## Seminars Checklist

Indiana Water Environment Association  
**2011 Seminar Checklist for obtaining Continuing Education  
Approval and Design of Flyer**

**Title of Presentation:**

Presented by the \_\_\_\_\_ Committee

**Coordinator(s)/Contact(s)**

Name:

Name:

Phone:

Phone:

Email:

Email:

**Logistics**

Date(s):

Time(s):

Location(s):

**Seminar Cost** (Please provide Member Rate Only, Office will assign non-member rates):

**Purpose/Overview:**

**Who should attend?**

**Total Wastewater Contact Hours Requested**

Technical:

General:

**Total Drinking Water Contact Hours Requested**

Technical:

General:

**Total Engineering PDHs Hours Requested:** \_\_\_\_\_

**How will attendance be monitored?** (NOTE: NO-327 IAC 5-22-16(e) states, “Partial credit shall not be given to instructors, speakers, or students participating in less than a complete wastewater treatment continuing education course.”)

**Agenda**

<u>Time</u>	<u>Topic</u>	<u>Speaker</u>

The Indiana Department of Environmental Management (IDEM) has revised their requirements for Approval of Training and the Credit Report Form. They now require that contact hours be defined as either **“Technical, matters related directly to wastewater treatment (e.g. activated sludge, BOD testing, infrastructure security, etc.)”**, or **“General, matters related to the responsibilities of a certified operator (e.g. confined space entry, bloodborne pathogens, lockout/tagout, pollution prevention, etc.)”**

(Copy this for each speaker)

- Topic:**
- Technical or General:**
- Time of Presentation:**
- Instructor/Speaker:**
- Indiana Certified Operator?**
- Employer:**
- Occupations:**
- Mailing Address:**
- Phone Number:**
- E-mail Address:**
- Resume/Bio:**
- Short narrative explaining what this topic/session will cover:**

When complete, please mail, fax or e-mail form to:  
 IWEA • 7439 Woodland Drive, Suite 200 • Indianapolis, IN 46278  
 (fax) 317-328-2545 • Email: [jpetro@indianawea.org](mailto:jpetro@indianawea.org)

Appendix D  
List of Awards  
Awards Committee Calendar

## LIST OF AWARDS

**WEF Awards** (All but Service Recognition plaque come directly from WEF. Service Recognition plaque may or may not come from WEF. If not, contact WEF for their awards firm contact and arrange for the plaque to be made and delivered.)

1. Bedell (pin and plaque)
2. Hatfield (pin and plaque)
3. Burke (plaque)
4. Lab Analyst (not sure what is given)
5. Quarter Century Club (pin and plaque)
6. Service Recognition for Past WEF Director (plaque)

**IWEA Awards** (Awards committee orders all of these except for Tumblebug pins which the IWEA Office orders. All awards are plaques of some kind unless noted below. Bardach Awards has the type of award on file.)

1. Best Annual Reports
2. L.L. Larson Safety Award
3. Biosolids Awards
4. IWEA 20 Year Club
5. Collection System Award – Individual
6. Collection System Awards – Programs
7. Outstanding Paper Award
8. John M. Craddock Award
9. Public Education – Adopt A School (could be plaque or certificate depending on level of effort)
10. Plant Safety (new recipients get plaque, repeat recipients get metal plate – in a box)
11. Laboratory Excellence (new recipients get plaque, repeat recipients get metal plate – in a box)
12. Industrial Wastewater Treatment Innovation Award
13. Indiana Stockholm Junior Water Prize
14. Tumblebug Awards (plaque and pin)
15. Honorary Member Award
16. Past President
17. Past Director (Clock)
18. Best Device Award
19. Best Paper Award
20. Besozzi Scholarship
21. Besozzi Delegate

## CALENDAR OF ACTIVITIES – AWARDS COMMITTEE

Please see the 2011 schedule of deadlines for IWEA Awards. All awards descriptions, criteria and submission instructions can be found on the IWEA website at [www.indianawea.org/awards/iwea.asp](http://www.indianawea.org/awards/iwea.asp). If you have any questions, please contact either Sarah Alitzer at [SarahA@wesslerengineering.com](mailto:SarahA@wesslerengineering.com) or John Barlow at [jbbarlow@msdeng.com](mailto:jbbarlow@msdeng.com).

Award	Submit Nominations/Applications To	Submit Nominations By
Besozzi Scholarship Award	IWEA Office	March 1 <sup>st</sup>
Outstanding Paper Award	Appropriate Committee	March 1 <sup>st</sup>
Excellence in Safety Award	Safety Committee	March 15 <sup>th</sup> deadline to submit inspection form
Laboratory Excellence Award	Laboratory Committee	April 1 <sup>st</sup> deadline to submit inspection form
John M. Craddock Award Individual and Facility	Pretreatment Committee	May 15 <sup>th</sup>
Biosolids Award	Biosolids and Residuals Committee	June 1 <sup>st</sup>
Public Education Award	Public Communication and Outreach Committee	June 1 <sup>st</sup>
Outstanding Website Award	Public Communication and Outreach Committee	June 1 <sup>st</sup>
Industrial Wastewater Treatment Innovation Award	Industrial Committee	June 1 <sup>st</sup>
Arthur Sidney Bedell Award (WEF)	Awards Committee	July 1 <sup>st</sup>
William D. Hatfield Award (WEF)	Awards Committee	July 1 <sup>st</sup>
Laboratory Analyst Award (WEF)	Laboratory Committee	July 1 <sup>st</sup>
George W. Burke Jr. Award (WEF)	Safety Committee	July 1 <sup>st</sup>
Quarter Century Operator's Club Award (WEF)	WEF	July 1 <sup>st</sup>
Honorary Member Award	Awards Committee	August 1 <sup>st</sup>
Tumblebug Award	Awards Committee	August 1 <sup>st</sup>
Creation of an Outstanding Device Award	O&M Committee	August 1 <sup>st</sup>
Best Annual Report Award	O&M Committee	August 1 <sup>st</sup>
L.L. Larson Safety Award	Safety Committee	August 1 <sup>st</sup>
Collection Systems Awards Small Facility, Large Facility & Professional of the Year	Collection Systems Committee	August 1 <sup>st</sup>
20 Year Club Award	IWEA Office	August 1 <sup>st</sup>