

**SOUTH JERSEY WATER PROFESSIONALS ASSOCIATION
BYLAWS**

Preamble

WHEREAS, the rapid development of Southern New Jersey and vicinity makes desirable that concerted and organized action to be taken by those interested in the water supply industry, to aid and assist each other in the proper performance of their duty, therefore be it.

RESOLVED, that these interested parties band together to form the South Jersey Water Professionals Association with the view of advancing the knowledge of design, construction, operation and management of water works and the encouragement of social intercourse amongst its members in a friendly exchange of information and experience, do therefore enact and declare the following as their By-Laws and Rules of Order:

ARTICLE I – NAME

- 1.1 The name of this organization shall be the SOUTH JERSEY WATER PROFESSIONALS ASSOCIATION INC., hereinafter called "SJWPA."

ARTICLE II – OBJECTIVES

- 2.1 The objectives of the SJWPA shall be to promote public health, safety and welfare through the improvement of the quality and quantity of water delivered to the public by:
- A. advancing the knowledge of the design, construction, operation, water treatment, and management of water utilities;
 - B. advancing the knowledge of the solutions and problems involved in the development of resources, production and distribution of safe and adequate water supplies;
 - C. educating members and the public on the problems of water supply and treatment;
 - D. promoting a spirit of cooperation between utilities, consultants and suppliers;
 - E. providing a medium for the exchange of ideas on mutual problems.

ARTICLE III – HEADQUARTERS

- 3.1 The headquarters of this SJWPA shall be the post office box of the SJWPA, unless some other location is specifically designated by the Board of Trustees.
- 3.2 These bylaws and all other matters pertaining to the operation of the SJWPA shall be construed to be consistent with the Articles of Incorporation and Bylaws.

ARTICLE IV – MEMBERSHIP

- 4.1 The membership of the SJWPA shall consist of those members in good standing.
- 4.2 Types of Membership
- A. Annual Active Membership: Any person being an employee or official of a private or municipal water works and/or engaged in the design, construction, sale, promotion or manufacture of water-works equipment or supplies and possessing a good moral character shall be eligible for active membership and as such shall be entitled to all privileges, including the right to a voice and vote at all times, at any meeting of the association.

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- B. Annual Retired Membership: The Annual Retired Membership shall include all the rights and benefits of an Annual Active Membership. Member must have been active in the Association for a minimum of twenty-five (25) years.
 - C. Blue Drop Membership: The Blue Drop Membership shall include all the rights and benefits of an Annual Active Membership and the pre-payment of five (5) bi-monthly meetings, one (1) Ladies Night Ticket and any seminars sponsored by the SJWPA. A Blue Drop member may not transfer their right to attend a SJWPA dinner/seminar to any other person.
 - D. Retired Blue Drop Membership: The Retired Blue Drop Membership shall include all the rights and benefits of a Blue Drop Membership. Member must have been active in the Association for a minimum of twenty-five (25) years. A Retired Blue Drop member may not transfer their right to attend a SJWPA dinner/seminar to any other person.
 - E. Student Membership: The Student Membership is open to a full-time student of a Trade School, Community College or Four-year college/university interested in pursuing a career in the water industry.
 - F. Vendor Membership: The Vendor Membership shall include all the rights and benefits of an Annual Active Membership and the pre-payment for five event tickets (dinners or seminars) and one (1) Ladies Night Ticket. A vendor member may transfer an event ticket and/or Ladies Night ticket to any ONE person the vendor may choose. Vendors are not required to purchase a Vendor Membership, but may purchase multiple memberships if they so desire.
 - G. Honorary Life Membership: Any person who shall have made an outstanding contribution to the advancement of a member authority and to the Association, after nomination by the Board of Trustees of the Association, may be elected by the full membership of the Association as an Honorary Life Member.
- 4.3 Membership dues for each category shall be set annually by the Board of Trustees on a fiscal year basis, which shall begin January 1 and terminate December 31. The annual dues shall be due and payable on January 1 of each year.
 - 4.4 Any member who has not paid their annual dues for a period of two (2) years, shall be considered to be in arrears and shall be notified that they will be dropped from membership if the arrears are not paid within three (3) months after notification.
 - 4.5 Membership may be denied to any entity or individual if the harmony among the membership is inconsistent with the advancement of the SJWPA's objectives, or if such membership would represent an actual or inherent conflict of interest.
 - 4.6 Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of the by-laws or any lawful rule or practice duly adopted by the Association. Suspension or expulsion shall be by two-thirds vote of the entire membership of the Association; provided that a statement of the charges developed by the Board of Trustees shall have been sent by certified or registered mail to the last recorded address of the member at least twenty (20) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Association at which the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon.
 - 4.7 Any member may retire their membership by giving notice to the Recording Secretary to that effect.

ARTICLE V – VOTING BY MEMBERS

- 5.1 All members of the SJWPA in good standing are eligible to vote. Each Member shall have one vote.
- 5.2 Occasions where a vote of the membership is required include: the election of SJWPA

officers and/or other members of the Board of Trustees as described herein; approval of a proposed amendment of these bylaws; approval of a special dues assessment of the SJWPA membership; or any other event for which the Board of Trustees, by resolution, requires a vote of the SJWPA membership.

- 5.3 Except as otherwise specified in these bylaws, the required vote to approve any matter put before the Members shall be a majority of the Members in good standing on the date of the vote, provided, however, that the Board of Trustees may resolve, in its discretion, to require only the vote of a majority of the Members present, at a meeting of which written notice was delivered to all such Members at least ten (10) days before the date of the meeting (a "Fully Noticed Meeting").
- 5.4 Members may, to the extent permitted by law, take action without a meeting by means of a written consent to action signed by a majority of the Members in good standing on the date of the action.

ARTICLE VI – SJWPA FINANCES

- 6.1 Dues shall be assessed against members as required for each membership category. Any SJWPA dues assessment shall be levied annually at the time of membership renewal, and the revenue collected would be used to increase the funds available for SJWPA uses consistent with the objectives in Article II. Once approved, changes in a SJWPA dues assessment can be authorized by a vote of the Board of Trustees.
- 6.2 The SJWPA reserves the right to collect fees for SJWPA activities and events, as appropriate (e.g., registration fees for dinners, meetings, training, educational programs and social events). Such fees will be established in accordance with these bylaws, the policies and procedures of the SJWPA.
- 6.3 The SJWPA's finances shall be managed in accordance with the SJWPA's policies and procedures, and all applicable financial laws, rules and regulations of the country and state in which the SJWPA operates. The SJWPA shall conduct a financial audit or review no less than once every three years. A copy of the audited or reviewed financial Statement shall be provided to the Association.
- 6.4 Checks drawn in payment of incurred and approved expenses may be signed by the Treasurer, President and 1st Vice President or by any Financial policy developed and approved by the Board of Trustees.

ARTICLE VII – SJWPA GOVERNANCE

7.1 Authority and Purpose of the Board of Trustees

- 7.1.1 The property, affairs, and business of the SJWPA shall be managed by the Board of Trustees, and the Board of Trustees shall have full power to establish and modify the policies for the conduct, management, and direction of the business and affairs of the SJWPA within the limits of the by-laws.
- 7.1.2 It shall have discretion in the disbursement of its funds.
- 7.1.3 It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

7.2 Members and Structure of the Board of Trustees

- 7.2.1 The governing body of the SJWPA shall be the Board of Trustees (hereinafter, the "Board"), consisting of a President, 1st Vice President, 2nd Vice President, immediate Past President, Treasurer and two non-officer Trustees (Junior and Senior).

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- 7.2.2 The Board shall also include a position of recording secretary (non-voting member) who may be elected by members or appointed by the Board.
- 7.2.3 The officers of the SJWPA shall be the President, 1st Vice President, 2nd Vice President, Past President and Treasurer.
- 7.2.4 All members of the Board shall be entitled to one vote.

7.3 Eligibility to Serve on the Board of Trustees

- 7.3.1 Any member of the SJWPA shall be eligible to hold elective office in the SJWPA.
- 7.3.2 Two or more offices may not be held by the same individual.

7.4 Nominations for Members of the Board of Trustees

- 7.4.1 The SJWPA shall conduct an appropriate nomination and election process for the following members of the Board: President, 1st Vice President, 2nd Vice President, Treasurer and two non-officer Trustees.
- 7.4.2 At least 60 calendar days prior to the date set for the SJWPA's Annual Meeting, the Nominating Committee shall develop a list of proposed nominations. The Nominating Committee shall be chaired by the immediate Past President who shall appoint two (2) other past presidents to serve on the committee.
- 7.4.3 The Recording Secretary shall provide the proposed nominations to each member of the SJWPA in accordance with the dates established in the Guidelines for Holding SJWPA Elections.
- 7.4.4 Any member of the SJWPA in good standing may send to the President any additional nominations for any of the offices to be filled for President, 1st Vice President, 2nd Vice President, Recording Secretary, Treasurer, and/or non-officer Trustee(s). In order to be accepted, these additional nominations shall be in writing, signed by at least 30 members of the SJWPA, and received by the Secretary-Treasurer no later than 10 calendar days prior to the date set for the SJWPA's Annual Meeting.

7.5 Election of Members of the Board of Trustees

- 7.5.1 Members of the Board of Trustees may be elected at the annual business meeting of the SJWPA, at a Fully Noticed Meeting or, if approved by the Board of Trustees, by any other process permitted by law.
- 7.5.2 The candidate receiving the greatest number of votes for an elected office shall be elected to the office even if that candidate receives less than a majority of the votes cast. If more than one seat of the same office, such as non-officer Trustee, is up for election at the same meeting, then the Board of Trustees will hold separate votes for each available seat.
- 7.5.3 If no more than one member is nominated for each of the offices to be filled, the Recording Secretary shall cast a ballot for those nominated and issue a notice to each member notifying them of the election of the new officers and non-officer Trustee(s) in accordance with the dates established in the Guidelines for Holding SJWPA Elections.
- 7.5.4 If more than one eligible member is nominated for any of the offices to be filled, then the Recording Secretary shall provide to each member of the SJWPA, who is entitled to vote, an invitation to vote in an election. The election shall be by individual ballots from members of the SJWPA eligible to vote. The person receiving the highest number of votes to the office for which they were nominated shall be declared elected. In cases of a tie vote, the Board members shall be polled to select which of the tied candidates shall be chosen. A majority of the Board shall be required for election.

7.6 Terms of Office for the Board of Trustees

- 7.6.1 The term of office for each officer shall be one year or until his/her successor shall be elected and take office.
- 7.6.2 Each non-officer Trustee shall be elected for one year.
- 7.6.3 These terms of office shall begin with the close of the SJWPA's Annual Meeting or a Fully Noticed Meeting at which they are elected or succeed to office and shall terminate at the turning over of the gavel of office at the SJWPA's Annual Meeting or a Fully Noticed Meeting at which their successors are elected, or in the event that there is no Annual Meeting, they shall automatically take office on January 1.
- 7.6.4 The President, Past President, 1st Vice President, 2nd Vice President, Senior Trustee and Junior Trustee may serve two (2) consecutive terms. The Treasurer may be elected to multiple terms and the Recording Secretary may be appointed to multiple terms.

7.7 Vacancies on Board of Trustees

- 7.7.1 In case of a vacancy in an office, not filled by succession, the Board shall appoint a member eligible under SJWPA 7.3 to assume the duties of the office until the close of the next Annual Meeting. Such an interim appointment shall not disqualify a member from serving a full term in any position on the Board.
- 7.7.2 Officers: The voting members of the Board of Trustees may remove any officer or non-officer trustee from the Board before the expiration of the officer or non-officer trustee's term of office if the officer or non-officer trustee is found to have willfully failed to carry out the officer or non-officer trustee's duties and responsibilities if so determined by a unanimous vote of the other members of the Board of Trustees. The Members may also vote to remove, with or without cause, any officer or non-officer Trustee by a majority vote at any Fully Noticed Meeting of Members.

7.8 Duties of Board of Trustees/Officers

- 7.8.1 President: The President shall preside at all meetings of the Association and the Board of Trustees; shall, when duly authorized by the Board of Trustees, sign all contracts, obligations and vouchers for the disbursement of the funds of the Association, shall be a member ex-officio of all committees; shall appoint all Committees, subject to Board of Trustees approval; shall make a written report at the annual meeting setting forth the affairs of the Association, shall serve as ceremonial leader of the Association and shall perform such other duties as may from time to time be determined by the Board of Trustees.
- 7.8.2 1st Vice President: The 1st Vice President shall, in the absence or disability of the President, assume all duties and functions of the President. The 1st Vice President shall be a member ex-officio of all committees, shall serve on such Committees as assigned by the President and shall perform such other duties as may from time to time be determined by the Board of Trustees.
- 7.8.3 2nd Vice President: The 2nd Vice President shall, in the absence or disability of the President and First Vice President, assume all duties and functions of the President. The Second Vice President shall be a member ex-officio of all committees, shall coordinate the activities of the various committees of the Association, and shall perform such other duties as may from time to time be determined by the Board of Directors.
- 7.8.4 Past President: The Past-President shall assist the President in the performance of their duties and shall provide guidance to the SJWPA Officers and Board. The Past-President shall serve on such Committees as assigned by the Chair.
- 7.8.5 Treasurer: The Treasurer shall supervise all funds of the Association and shall invest or disburse same as instructed and authorized by the Board of Trustees. All disbursements shall be reviewed and approved by the Board of Trustees. The Treasurer shall be

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responsible for overseeing the keeping of regular books of accounts of the Association and shall render such statements and reports as required by the Board of Trustees, and shall prepare a written monthly and annual reports of the financial affairs of the Association to be presented at meetings and shall prepare the appropriate taxation reports. The Treasurer may be bonded for the faithful performance of their duties in such amount as the Board of Trustees may determine. The Treasurer shall will cooperate in an annual audit of SJWPA finances if the Board of Trustees elects to do so.

- 7.8.6 Recording Secretary: The Recording Secretary shall be held by a person selected by Board of Trustees and shall give written notice of ail meetings of the Association, and the Board of Trustees, shall keep minutes of all meetings, and shall perform such other duties as may, from time to time, be assigned by the Trustees.
- 7.8.6 The non-officer trustees shall assist the chair and the chair-elect and/or vice chair in the performance of their duties and shall act in any other officer positions when delegated by the Board of Trustees. The non-officer Trustees shall serve on committees as liaisons or full members, as they may be assigned by the Board of Trustees.

ARTICLE VIII – MEETINGS

- 8.1 The Board of Trustees shall meet at least once every other month to conduct the business of the SJWPA and at other times at the call of the President. Four members of the Board shall constitute a quorum of the Board meetings.
- 8.2 The SJWPA shall hold at least one general meeting in each calendar year; which shall be designated as the Annual Meeting of the SJWPA (typically in June), and other meetings may be held as determined by the Board.
- 8.3 The Annual Meeting shall include the installation of officers for the ensuing year. It shall also include the announcement of the recipients of any awards bestowed by the SJWPA.
- 8.4 Twenty members of the SJWPA in good standing shall constitute a quorum at any Fully Noticed Meeting or the Annual Meeting.
- 8.5 All Board of Trustees and Committee meetings shall convene in accordance with SJWPA policies and procedures, except as may be otherwise determined by the Board of Trustees or Committee, meetings should be conducted in accordance with “Robert’s Rules of Order.”
- 8.6 Order of Business shall be:
- A. Call meeting to order.
 - B. Roll call of meeting attendees
 - C. Review/Approve prior meeting minutes
 - D. President's Report
 - E. Treasurer's Report.
 - F. Membership Report
 - G. Reports.
 - 1. Program
 - 2. Education/Training
 - 3. Vendors Day
 - 4. Golf Outing
 - 5. Awards
 - 6. Ethics
 - 7. Licensed Operator
 - 8. Legislative
 - 9. Health & Welfare
 - H. Reports from special committees.
 - I. Old business.
 - J. New business.

K. Adjournment

ARTICLE IX – COMMITTEES

- 9.1 The SJWPA may establish committees to conduct or manage SJWPA programs and business.
- 9.2 The Board of Trustees has the authority to create and dissolve Committees within the organization.

ARTICLE X – AMENDMENTS TO BYLAWS

- 10.1 Proposals for the amendment of these Bylaws may originate by a vote of the Board, or they may originate by the submission to the Recording Secretary of a written petition signed by at least 30 members of the SJWPA in good standing.
- 10.2 A proposed amendment shall be reviewed by the Board and, if deemed in the interest of the SJWPA, shall be submitted to the membership of the Association for approval by a majority vote of Members present at a Fully Noticed Meeting. All members shall have written notice at least 30 days in advance in which to consider the proposed amendment(s) prior to voting upon it.
- 10.3 At the discretion of the Board of Trustees, the bylaws may also be amended by a mailed ballot or any method permitted by law, with an affirmative vote of a majority of the ballots cast. All Members shall be provided a copy of the proposed amendment(s) and shall be given at least 30 days to return the ballot.
- 10.4 Grammar, punctuation, and spelling corrections may be made at the discretion of the Chief Executive Officer of the Association. The Board of Trustees will be advised of these corrections, but no additional vote of Members shall be required for their approval.

ARTICLE XI – DISSOLUTION

- 11.1 The SJWPA cannot be dissolved as long as seven (7) active members in good standing object thereto. If the SJWPA is dissolved, all funds or property shall be disposed of by transfer and distribution to any one or more nonprofit or charitable organizations or foundations with like purposes or goals that is organized and operated in an area included in SJWPA (hereinafter referred to as the "receiving organization.")
- 11.2 The receiving organization(s) shall be selected by vote of the majority of the SJWPA Members present in person or by proxy at a meeting of the SJWPA called for this purpose. If for any reasons such disposition cannot be effected, then such funds shall be so distributed pursuant to the order, judgment or decree of a court having jurisdiction over the assets and property of the SJWPA.
- 11.3 The following shall be characteristic of the receiving organization:
 - A. that it be operated exclusively for scientific or educational purposes;
 - B. that no part of the net earnings of which inures to the benefit of any private shareholders or individual;
 - C. that no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation; and
 - D. that it does not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.The receiving organization would then qualify under the provisions of 501(c)(3) of the United States Internal Revenue Code, as they now exist or as they may hereafter be amended.
- 11.4 Any such receiving organization(s) shall be selected by vote of the majority of members of the SJWPA at a meeting called for this purpose. If for any reasons such disposition

cannot be effected, then such funds shall be so distributed pursuant to the order, judgment, or decree of a court having jurisdiction over the assets and property of the SJWPA.

ARTICLE XII – INDEMNIFICATION

- 12.1 The Association may, by resolution of the Board of Trustees, provide for indemnification by the Association of any and all of its Directors or officers or former Directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or officers of the Association, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.