



## Rhode Island Clean Water Association

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P.O. Box 8805  
Cranston, RI 02920

### **Constitution**

#### **Article I Name**

Section 1. The name of this Association shall be the Rhode Island Clean Water Association, Inc., hereinafter designated as the Association.

#### **Article II Objectives**

Section 1. The Association is organized exclusively for charitable, educational and scientific purposes under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. The objectives of this Association shall be:

- a. To promote the advancement of knowledge concerning the nature, collection, treatment, and disposal of domestic and industrial wastewaters;
- b. To promote the friendly exchange of information and experience of mutual interest among its members and other interested persons;
- c. To promote the improvement in the status of personnel engaged in the collection and treatment of wastewater; and
- d. For promotion of good public relations and sound legislation relating to the collection and treatment of wastewater.

#### **Article III Memberships**

Section 1. The membership of this Association shall consist of Active Members, Corporate Members, and Life and Honorary Members.

Section 2. An ACTIVE MEMBER shall be any person who pays dues and is actively engaged in any phase of the collection, treatment, or disposal of domestic or industrial waste, or involved in water pollution control.

Section 3. A CORPORATE MEMBER shall be any firm, board, agency, or corporation interested in the objectives of this Association and shall be entitled to three (3) representatives. These representatives may be changed at the convenience of the corporate member upon written notice to the Secretary of the Association

Section 4. Life members shall be members in good standing for a minimum of 10 years and who have retired from full time active work in the field of water pollution control. Members who have paid dues for less than 10 years may be elected life members by unanimous vote of the Board of Directors.

Section 5. Honorary membership to be given to persons this Association wishes to honor.

#### **Article IV Officers**

Section 1. Elected Officers of the Association shall be President, Vice President, Secretary, Treasurer, and six (6) members to serve on the Board of Directors.

Section 1A. All must be members of the Association in good standing. The Board of Directors shall consist of thirteen (13) members. These members shall be elected during general elections with the exception of Certification Board Designee who is appointed by the Governor. The President, Vice President, Secretary, Treasurer, Certification Board Designee, NEWEA State Director, Two (2) Directors of Vendor/Consultant Coordination and immediate past President shall be ex officio members of the Board of Directors.

Section 2. Dismissal of Officers: Any officer absent from two (2) consecutive general business meetings and/or executive board meetings will be re-evaluated by the President to affirm his/her commitment to the association. This re-evaluation shall be recorded in the next general business meeting minutes. After such re-evaluation, the officer in question shall be afforded an opportunity to address the Board of Directors. The officer in question may be removed from office as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum for just cause. An opportunity for redress of dismissal shall be afforded to the removed officer.

#### **Article V Duties of Association Officers**

Section 1. **President:** Shall be Chief Executive Officer of the Association and shall preside over all meetings and events of the Association. He/she shall be Chairman of the Board of Directors. He/she shall be a member of all standing committees. He/she shall represent the Association at public affairs, and at functions of other organizations. He/she shall perform other duties that pertain to the office of President. He/she shall have a term of office of one (1) year starting on January 1<sup>st</sup> of the year following the December election and ending December 31<sup>st</sup>.

Section 2. **Vice President:** Shall report directly to the President. Shall represent the President of the Association and preside over all meetings and events during the President's absence. Shall oversee all standing and special committees.

Section 3. **Secretary:** Shall be responsible for maintaining the Association charter. Shall keep in books or files a properly prepared copy of the Constitution and By-Laws and any amendments thereto. Shall be responsible for recording all proceedings of each meeting of the Association and Board of Directors. He/she shall attest by

his signature all official actions of the Association. He/she shall be required to make a report to the members of the Association at all regular meetings and at such times as the President or Board of Directors request.

Section 4. **Treasurer:** Shall be Chief Financial Officer and shall collect all funds due to the Association and shall deposit same in the official depositories and shall disperse same on order from the Board of Directors or any other authorized auditor. Check disbursement shall reflect the Treasurer's signature. He/she shall be required to make a report to the members of the Association at all regular meetings and at such times as the President or Board of Directors request. Treasurer is responsible for filing all nonprofit financial reports, statements and tax information to state and federal agencies. The treasurer will be elected for a term of two (2) years.

Section 5. **Certification Board Designee:** Shall represent the Association at all Rhode Island Certification Board meetings. Shall report directly to the President. Shall file/read a report at every regular meeting on matters pertaining to this position. Shall file all reports with the Secretary. Term of office shall be as set forth by law (Chapter 282, Section 42-17.4-1), an Act relating to the Certification of Wastewater Treatment Facility Operators.

#### Qualifications and Selection Process of Nominees

- a. Applicants for this position shall be an Active member in good standing for a minimum of 5 years.
- b. Applicants shall submit a resume to the Board of Directors for evaluation no later than 60 days prior to date of appointment.
- c. The Board of Directors may select three (3) nominees deemed most qualified, and these nominees' names and resumes will be submitted to the Governor for selection.

#### Dismissal

- a. Certification Board Designees shall be subject to dismissal for good cause by majority vote of the Board of Directors or by petition of 20% of the Active membership at a regularly scheduled meeting or special meeting.
- b. The Certification Board Designee shall be notified by the President of impending dismissal action within 10 days of the initiation of the dismissal action so that the Certification Board Designee shall be able to respond in defense of this dismissal action.
- c. Upon affirmative dismissal action, the President shall send a letter to the Governor requesting removal of this member, documenting just cause.

Section 6. A Nominating Committee Chairperson shall be appointed by the President at the time of committee formation.

A minimum of three (3) members will be appointed by the Nominating Committee Chairperson to serve on the Nominating Committee.

Section 7. The Nominating Committee shall nominate at least one member for each of the following offices: President, Vice President, Secretary, Treasurer, and at least

two (2) members of the Board of Directors and two (2) members for the Director of Vendor/Consultant Coordinator. The names shall be presented at the November meeting and posted no later than fifteen (15) days prior to the Election Meeting.

All members present at the Election Meeting are eligible to vote and shall be given an opportunity to nominate candidates for any specific office from the floor.

- Section 8. Whenever a vacancy shall occur on the Board of Directors or in an elected office, such vacancy for the unexpired term, shall be filled by vote of the members at the next regular meeting with nominations to be made from the floor. (WHENEVER THE NEXT REGULAR MEETING IS GREATER THAN ONE (1) MONTH AWAY FROM THE DATE OF INITIAL VACANCY, THE EXECUTIVE BOARD, BY MAJORITY VOTE, MAY AUTHORIZE THE PRESIDENT TO APPOINT A MEMBER TO FILL THE VACANCY FOR THE UNEXPIRED TERM.) The filling of an unexpired term shall be counted as the holding of office for two (2) consecutive terms.
- Section 9. Special elections may be held for any vacancy in office at any meeting following such vacancy to fill interim offices, with prior notification.

#### **Article VI Nomination & Election of Officers**

- Section 1. The election of officers shall be at the Election Meeting of each year.
- Section 2. Voting may be by ballot and only members in good standing present may vote. In the event an in-person voting cannot be held; a virtual format will be held in its stead.
- Section 3. For the office of President, Vice President, Secretary, Treasurer, a clear majority of those voting shall be required to elect. In case of less than a majority for a nominee, a runoff election shall be conducted between the two (2) highest nominees. If a runoff election is required, those present will elect.
- Section 4. A maximum of three (3) nominees will be accepted to be voted on for each of the two (2) Board of Directors positions. A maximum of three (3) nominees will be accepted to be voted on for each one (1) of Director of Vendor/Consultant Coordination positions yearly. Two (2) members of the Board of Directors and one (1) Director of Vendor/Consultant Coordination positions will be elected yearly. The first year of acceptance, two (2) new Board of Director members will be elected for two (2) year terms. Thereafter the Board of Directors shall be elected for a period of two years, electing two (2) and two (2) on alternate years. The two (2) Director of Vendor/Consultant Coordination positions are for a period of two years, electing one (1) position on alternate years. A maximum of three (3) Board of Directors can be from any one facility. If a vacancy on the slate of officers occurs, then it will allow for more than three (3) Board of Directors from a single facility. If more than the maximum number of designated nominees for any open positions occurs, then the nominations will be taken on a first come first serve basis, commencing on October 1<sup>st</sup> during the call for nominations.

Section 5. All nominees must be present for the elections. The Board of Directors will consider acceptable excuses. In the event a nominee knows he/she is unable to attend, a letter of intent should be submitted to the Board of Directors prior to the election.

## **Article VII Committees**

Section 1. The President shall appoint all standing committee chairpersons as needed or based on volunteers from the Board of Directors.

Section 2. There shall be the following standing committees:

- a. Membership
  - 1. Membership
- b. Entertainment
  - 1. Golf Outing
  - 2. Trade Show
  - 3. Holiday Party
- c. Public Relations
  - 1. Awards Banquet
  - 2. Scholarships
  - 3. Legislative Event
  - 4. Web Site
- d. Operator Training
  - 1. Operator Training
  - 2. Ops Challenge
- e. Nominating
  - 1. Nominations

Section 3. Each standing committee shall consist of as many members as the committee chairpersons may direct. Each shall serve at the pleasure of the chairperson. Each committee chairperson shall be responsible to the President and the Board of Directors and shall make reports as they may direct. A chairperson may serve as chair on a maximum of two (2) committees. The President or his designee shall serve on all committees.

Section 4. The President will appoint special committees, and they shall perform such duties as may be defined in their creation. The chairperson of all special committees must be an active member of the Association.

## **Article VIII Duties of Standing Committees and Responsibility Limits**

Section 1. **Membership Committee:**

- a. Shall be responsible for soliciting members in accordance with the By-Laws.
- b. May assist the Treasurer to collect dues, shall maintain a roster of all members such as active corporate, life and honorary and may issue a membership letter ~~card~~ accordingly.

- Section 2. **Entertainment Committee:**  
This committee shall arrange programs for meetings and affairs, cooperating with other committees to the end of diversifying the program for the good and welfare of the Association. A tentative program for the year shall be made known as soon as possible after the appointment of committee chairperson.
- Section 3. **Public Relations Committee:**  
Shall be responsible for promoting an active interest in the Association and shall promote all functions that may be held by this Association. Shall assist all committee chairpersons in assuring that all members of the Association are kept abreast of all Association activities, by coordinating fliers and newsletters.
- Section 4. **Operator Training Committee:**  
Shall be responsible for the planning and implementation of training programs to further educate wastewater operators within the Association. Shall schedule, promote and direct each training session. Shall submit all training programs to the Board of Directors for approval and comments at least thirty (30) days before the program is scheduled.
- Section 5. **Nominating Committee:**  
Shall be responsible for the development of the slate of officer candidates for the annual election.

## **Article IX Meetings**

- Section 1. General business meetings of the active membership shall be held. Time and place of the meeting will be posted prior to each meeting. In the event the regularly scheduled meeting is postponed by a majority vote of the Board of Directors due to an emergency, the meeting will be rescheduled. In the event that an in-person meeting cannot be held, a virtual meeting shall be held in its stead.
- Section 2. The President or a majority of the Board of Directors may call a special meeting of the membership when needed. Notice of such special meeting shall be posted prior to the meeting.
- Section 3. The last meeting of the calendar year, the December meeting, may be designated the Election Meeting.
- Section 4. Five plus one percent of the Active membership, three of whom must be an officer, shall constitute a quorum for the transaction of business.

## **Article X Finance**

- Section 1. The fiscal year of the Association shall begin on the first day of January. The Board of Directors may, at any time, audit all records, accounts, and books of the Association Secretary and Treasurer. A minimum of one audit to be performed every year.
- Section 2. The Board of Directors shall determine the official depository.

- Section 3. The Treasurer shall not make any payment other than by check or debit card.
- Section 4. This Association shall not loan funds to any member and/or company or individual.
- Section 5. Standing annual donations of the Association shall be determined and approved by the Board of Directors.
- Section 6. The Association will be primarily supported by membership dues and other income from the Association fund raising activities related to its exempt purpose.
- Section 7. No part of the Association's net earnings will benefit any private shareholder or individual and that the Association is not organized for profit or organized to engage in an activity ordinarily carried on for profit.
- Section 8. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation. In such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal officer of the corporation is then located, exclusively for such purposes or to such organization, organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### **Article XI Affiliations**

- Section 1. This Association shall at all times be kept free and independent and shall not be incorporated into or merged with any other group.

#### **Article XII Amendments**

- Section 1. Proposed amendments to the Constitution shall be signed by five (5) Active Members and submitted to the Board of Directors at least thirty (30) days prior to the meeting at which the amendments are to be acted upon. A two-thirds (2/3) vote of ballots cast in the affirmative shall result in adoption.
- Section 2. Not anything provided for in this Constitution or By-Laws shall be decided by the President with the approval of the majority of the Board of Directors

Section 3. A copy of the Constitution, and Amendments, if any, as well as the By-Laws, shall be in the custody of the Secretary at every meeting for the information of the members.

## **By-Laws**

### **Article I Dues**

Section 1. The annual dues for Active Membership shall be \$35.00.

Section 2. The annual dues for Corporate Membership shall be \$95.00.

Section 3. The annual dues for all classes of membership shall become payable on July 1<sup>st</sup>.

Section 4. Annual dues for active and corporate membership will be decided by majority vote of the Board of Directors of the Association.

### **Article II Order of Business**

Section 1. The order of business shall be:

- a. President calls the meeting to order.
- b. Reading of the minutes of the last meeting.
- c. Secretary's Report and correspondence received.
- d. Treasurer's Report.
- e. Reports of Vice President
- f. Reports of Standing Committees
- g. Reports of Special Committees.
- h. Unfinished Business.
- i. New Business.
- j. Election of Officers.
- k. Program.
- l. Open forum.
- m. Adjournment.

Section 2. In case of dispute as to the order or debate, "Roberts Rules of Order" shall govern. The association will provide a copy for those who request it. All reports of value, of officers and committees, shall be filed with the Secretary.

### **Article III Amendments**

Section 1. These By-Laws can be amended by a majority vote of the Board of Directors.

### **Article IV Awards**



- Section 1. At each Annual Awards Meeting, the Association may present a Certificate of Merit or similarly designated Award, to an Active Member, who, in the judgment of the Board of Directors is deserving of recognition for service to the Association or in the field of Water Pollution Control.
- Section 2. The Board of Directors may present such other Certificates of Merit, or similarly designated Awards, to any person, association, or company, who, in the judgment of the Board of Directors are deserving of recognition for service to the Association or in the field of Water Pollution Control.
- Section 3. The Board of Directors will determine the recipients of any and all other Awards, as may be offered by the Association.