

# PNCWA WESTERN WASHINGTON REGION CONSTITUTION

## ARTICLE I

### Name

The name of this organization shall be the PACIFIC NORTHWEST CLEAN WATER ASSOCIATION, WESTERN WASHINGTON REGION (PNCWAW WA) hereinafter designated as the Region.

## ARTICLE II

### Affiliation and Geographical Area

The Region shall be a member of the Pacific Northwest Clean Water Association (PNCWA), hereinafter designated as the Association, and shall participate in the activities of that organization. It is the intent that the Constitution and Bylaws of this Region to be in harmony with the Constitution and Bylaws of the Association.

The geographical area of the Region shall correspond to the geographical area described by the Association.

## ARTICLE III

### Objectives

The objectives of this Region shall be:

**Section 1:** The advancement of fundamental and practical knowledge concerning the water environment, its basic qualities, and the physical laws governing its interaction with other aspects of the environment and with the aesthetic, economic and biological needs of the earth's inhabitants, including the design, construction, operation, and management of water quality control systems and facilities.

**Section 2:** The promotion and encouragement of actions necessary for enhancement and preservation of the water environment.

**Section 3:** The encouragement of a friendly exchange of information and experience among water quality professionals in the Region, and other interested persons by seminars, schools and special events and an annual meeting of its members; affiliation with the WATER ENVIRONMENT FEDERATION (WEF) and the Association, and participation in the activities of those organizations.

**Section 4:** The encouragement of the formation of local Sections within the Region whose objectives and bylaws are in harmony with the purpose of PNCWA.

**ARTICLE IV**  
Membership

The membership of the Region shall consist of persons and organizations interested in any of the objectives of the Association and having such qualifications as are prescribed in the Association's Bylaws for the various grades of membership.

**ARTICLE V**  
Officers and Executive Committee

**Section 1:** All officers shall be Active or Professional Wastewater Operations (PWO) members of the association and shall be members of the Water Environment Federation.

**Section 2:** Executive Committee Membership

- a) The officers of the Region shall be:
  - I. Regional Director
  - II. Secretary-Treasurer
  - III. Executive Committee
  - IV. Regional Director Elect
- b) The Regional Director shall appoint the Executive Committee and Regional Secretary-Treasurer.
- c) The Executive Committee shall be representative of the geographical area of the Region. At a minimum the Committee shall be made up of an officer from each section.
- d) The Regional Director of the Region shall be the presiding officer of the Executive Committee.
- e) The Regional Director shall serve as a member of the Association Board representing the interests of the Region to the Association.

**Section 3:** Duties of the Executive Committee

- a) Shall be the legal representative of the Region and shall manage its affairs and establish policies subject to the conditions and limitation prescribed in this constitution and the Region's Bylaws.
- b) Shall adopt an annual budget upon recommendation of the Secretary-Treasurer of the Region.

**ARTICLE VI**  
Terms of Office

**Section 1:** The term of office of the Region Director shall be for three (3) years. The appointed/elected individual to the Office of Secretary-Treasurer shall be eligible for multiple successions.

**Section 2:** In the event the Regional Director is not replaced, the Regional Director shall preside until a replacement can be found or elected.

**Section 3:** The Executive Committee members shall be eligible to succeed themselves.

**ARTICLE VII**  
Amendment

**Section 1:** Amendments to the Constitution may originate in the Executive Committee or may originate through them upon petition of one-third (1/3) or more eligible voting members of the Region. All proposed amendments shall be submitted in writing to the Executive Committee.

**Section 2:** The Association must approve the Region's Constitution and any revision(s).

**Section 3:** The Constitution may be amended by a two-thirds (2/3) majority of the eligible voting members present and voting at the Annual Meeting or by a two-thirds (2/3) majority of the total eligible voting members in a letter or e-mail type ballot. Copies of the proposed amendments to the Constitution shall be physically or electronically mailed to the eligible voting members at least thirty (30) days prior to the Annual Meeting or the letter ballot.

**ARTICLE VIII**  
Limitations of Activities

**Section 1:** The Region is formed exclusively for educational purposes within the meaning of Section 501(C) (3) of the United States Internal Revenue code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

**Section 2:** No part of the net earnings of the Region shall inure to the benefit of or be distributable to its members, officers, or other private persons except that the Region shall be authorized and empowered to pay reasonable compensation for expenses incurred.

**Section 3:** The Region shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

**Section 4:** Notwithstanding any other provisions of these articles, the Region shall not carry on an other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

**ARTICLE IX**  
Disposition of Assets Upon Dissolution

Upon the voluntary termination and dissolution of the corporation (Region), after paying or adequately providing for the debts and obligations of the corporation (Region), the remaining assets shall be distributed as determined by the Officers of the Region to a nonprofit fund, foundation, or corporation which is organized and rated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under Section 501 (C) (3) of the Internal Revenue Code.

**ARTICLE X**  
Indemnification

**Section 1:** The Region shall indemnify any past, present, or future Officer, Committee Member, Volunteer, or Employee, hereinafter designated as Officer, of the Region against legal expenses and liabilities reasonably incurred or imposed on the Officer in connection with serving the Region. The provisions of this Article shall also apply to the legal representatives of the deceased persons who were Officers. An Officer's rights hereunder shall not be assignable without the prior written consent of the Region.

**Section 2:** The Region shall not indemnify an Officer if it is determined by the Region that the Officer has:

- a) Engaged in fraudulent, criminal, malicious, or knowingly wrongful conduct;
- b) Gained personal profit or advantage which is either in breach of the Officer's fiduciary duty to the Region or represents a conflict of interest with the Region;
- c) Breached a professional duty by reason of any negligent act, error, or omission committed in the performance of professional duties unrelated to the Region;
- d) Not acted in good faith;
- e) Engaged in an act which constitutes false arrest, wrongful detention, wrongful entry, wrongful eviction, a violation of the right to privacy and/or immoral, licentious or sexual behavior intended to lead or culminate in any sexual act; or
- f) Violated the provisions of the Employee Retirement Income Security Act of 1974 or similar Federal legislation.

**Section 3:** The Region shall indemnify an Officer only if the Region determines the Officer acted reasonably, in good faith, in a manner not opposed to the best interest of the Region and had no reason to believe his/her actions were unlawful.

**Section 4:** The foregoing right of indemnification shall be in addition to and not necessarily exclusive of all other rights accorded by applicable law.

# PNCWA WESTERN WASHINGTON REGION BYLAWS

## ARTICLE I

### Classification of Members

**Section 1:** The membership of the Region shall consist of all PNCWA members of any recognized classification within the Region as defined in the PNCWA Constitution and Bylaws.

## ARTICLE II

### Annual Meetings

**Section 1:** Annual Meetings will normally be held at the Association's Annual Conference and the term of office of Executive Committee Members will commence immediately.

**Section 2:** Special meetings may be held at such times and places as designated by the Executive Committee.

**Section 3:** Notices of the Region annual business meeting shall be published by the Secretary-Treasurer at least thirty (30) days in advance.

## ARTICLE III

### Election of Officers

**Section 1:** The position of Regional Director shall be rotated through the Sections of the state, if possible, and shall be elected by a majority vote of Association Section members in the Region. Candidates for Region Director shall:

- a) Have served at least one (1) year on the Executive committee, or
- b) Have been an officer in a constituted local Section for at least one (1) year.

**Section 2:** The Regional Director shall be empowered to appoint an Executive Committee according to the Western Washington Region Constitution; article V, Section 2.b.

## ARTICLE IV

### Duties of Officers

**Section 1:** The Regional director shall supervise the affairs of the Region and shall preside at meetings during the term of office following the annual PNCWA meeting at which the Director assumes office. The director shall represent the Region on the PNCWA Board of Directors and shall present a report on the activities of the Region to the Association Board at the meetings of the Association.

**Section 2:** In the absence of the Regional Director the Secretary-Treasurer shall act in place. In case the Secretary-Treasurer cannot act, the Regional Executive Committee shall appoint a chairperson pro-tem.

**Section 3:** Should the Office of the Region Director become vacant for any reason the Region Executive Committee shall appoint a successor who shall remain in office until the next regular annual meeting of the Region.

**Section 4:** In the case of a vacancy in the office of Secretary-Treasurer, the Region Executive Committee shall appoint an active member of PNCWA who is a Region member to fill the office for the unexpired term.

**Section 5:** In the event a vacancy occurs on the Executive committee and the member has been named by a Section or Sections, this Executive Committee member may be replaced by that Section or Sections within ninety (90) days of the vacancy. In the event no replacement is named within the (90) days, the Executive Committee may fill the vacancy.

**Section 6:** The Regional Director shall be eligible for re-election to that office.

- a) If there is no replacement for the Regional Director, then the Regional Director may fill the position until a replacement can be found.

**Section 7:** The Regional Director Elect shall become the Regional Director at the end of the Regional Director's term.

**Section 8:** The Secretary-Treasurer shall, subject to the direction of the Executive Committee, collect and administer all revenues of the Region. The Secretary-Treasurer shall pay all just bills levied against the Region. This officer shall keep financial records and report at the annual business meeting all receipts, expenditures, and debts of the Region. This Officer shall maintain a complete record of all of the Region's activities and transactions.

**Section 9:** The Region Executive Committee shall direct all business of the Region between annual business meetings. A majority of the members of the Region Executive Committee present shall constitute a quorum and all actions shall require a majority vote.

**Section 10:** Each year the Region Director shall attempt to attend at least one scheduled meeting of each active and represented Section per year of office. A summary report shall be presented on the Region's educational activities to the PNCWA board of Directors at their annual meeting. The Region Director shall act as a liaison between the PNCWA Board of Directors and the Region.

## **ARTICLE V**

### Local Sections

**Section 1:** Any regional affiliation of individuals representing wastewater treatment or collection systems, industrial waste facilities or organizations whose objectives are in harmony with those of the Association may be granted membership in the Association as a Section by a majority vote of the Region Executive Committee and the Association Board.

**Section 2:** Section governance shall be through the Regions and operated under the Region's Constitution.

**Section 3:** Section shall have their own Bylaws, which must be approved by the Region Executive Committee and the Association Board and certified as being in accord with Article 3 of the constitution of the Association.

**Section 4:** Membership in a Section need not be restricted to those who are members of the Association but all Section members are Affiliates of the Association.

**Section 5:** Sections shall have, at a minimum, three officers, which shall include a President and Secretary-Treasurer. The President and Secretary-Treasurer shall be Active or PWO members of the Association. Section Officials and their duties shall be specified in the Section Bylaws. Officers and members of the Section shall be reported to the Region. The Regional Director will report this information to the Association.

**Section 6:** Sections may collect only their own Section dues.

**Section 7:** Any Section may be excluded from the Region by a majority vote of the Region Board, for any change in its Bylaws or objectives that may bring it into conflict with the Constitution of the Association or its general objectives.

**Section 8:** Modifications to the existing Bylaws of a Section shall be reported to the Secretary of the Association with thirty (30) days after adoption by the Section. Such modifications shall be approved by the Region's Executive Committee and the Association Board before taking effect. After receiving proposed modifications which have been approved by the Region's Executive Committee, the Association Board shall review and respond within six (6) months or the modifications shall be considered approved.

**Section 9:** Local Sections are eligible for representation on the Executive committee.

## **ARTICLE VI** Committees

**Section 1:** The Regional Director is empowered to appoint such Committees as may be required to advance the interests of the Region and to enable it to fulfill its objectives.

**Section 2:** The Executive committee shall consist of the membership as outlined in the Constitution.

## **ARTICLE VII** Amendments

**Section 1:** The Bylaws may be amended by a two-thirds (2/3) majority of the Executive Committee present and voting at a regularly called meeting of the Committee where a quorum exist, or by a two-thirds (2/3) majority of the total Executive Committee in a letter ballot. A quorum at a regularly called meeting consists of a majority of the Executive Committee present. Copies of the proposed amendments to the Constitution and Bylaws shall be physically or electronically mailed to the Executive Committee members at least thirty days (30) prior to the regularly called meeting of the Committee or the letter ballot.

**Section 2:** Amendments to the Bylaws may originate in the Executive Committee, or may originate through the Executive Committee upon petition of one-third (1/3) or more Eligible Voting Members of the Region.

**Section 3:** The Constitution and Bylaws for the Region shall be submitted to the PNCWA Secretary who shall refer them to the Association Board for review and adoption.

**Section 4:** Modification to the Region's Constitution and Bylaws shall be submitted to the Secretary of the Association for approval by the Board within sixty (60) days after its adoption by the Region. The Association Board shall review and respond with six (6) months or the modifications shall be considered approved.

#### **ARTICLE VIII** Indemnification

**Section 1:** The Region shall indemnify and hold harmless each Member and Officer, as defined in articles I and IV of this document, against any all expenses and liabilities, including attorney's fees, or any settlement thereof, incurred or imposed upon any Officer or Member arising out of any proceeding to which the Officer or Member in a party or may become involved solely by reason of being or having been a Member, Officer, or other status of membership defined by the Region or Association at the time such expenses and liabilities are incurred, except in such cases wherein such Member or Officer is adjudged guilty or willful malfeasance, acts or omissions in bad faith, intentional misconduct, or known violation of law.

**Section 2:** The Region shall eliminate all personal liability of its Executive Committee members for any breach of fiduciary owed to the Region, except in such cases wherein such Executive Committee member is adjudged guilty of willful malfeasance, acts or omissions in bad faith, intentional misconduct, or know violation of law, loans to any officer or transaction where an officer obtained an improper personal benefit.

**Section 3:** The Region shall eliminate all personal liability of its Officers or Members for any personal injury to any person or property arising out of a tort, except in the event that the Member or Officer was personally involved in the tort, or committed a criminal act.