



CONSTITUTION AND BY-LAWS

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1.0 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution and By-laws and all other By-laws and Resolutions of the WEAO Board of the Water Environment Association of Ontario, unless otherwise specified or the context otherwise requires, the following definitions shall apply:

“Act” means the Corporations Act, R.S.O. 1990, including any regulations made pursuant to the Act and any statute or regulations that may be substituted by the Ontario government, as amended from time to time;

“Annual Conference” means a gathering to provide professional development and networking opportunities, to be held in accordance with Section 12.1.1;

“Annual General Meeting” means a meeting of the Members called to conduct the business of the Association, to be held in accordance with Section 12.1.3;

“Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the WEAO and its predecessor organizations as filed with the Ontario Ministry of Government and Consumer Affairs, the Canada Revenue Agency and any other provincial or federal agencies as required.

“Association” means the Water Environment Association of Ontario (WEAO);

“Board” means the WEAO Board or the Association Board;

“Board Member” means a member of the Board as per Section 6.1.2;

“By-law” or “By-laws” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.

“Chief Administrative Officer” or “CAO” means the person responsible and accountable for the administrative matters of the Association, under the direction of the Board including helping the WEAO develop its strategic directions and plans, supervising staff and contractors employed by the WEAO, conference planning, and any other duty as assigned by Board in a] recorded decision;

“Constitution” means the body of fundamental principles and established precedents and practices which govern the WEAO and includes this document as well as all other by-laws and Resolutions enacted by WEAO;

“Corporation” means the Water Environment Association of Ontario (WEAO) and has the same meaning as Association or WEAO;

“Corporate Member” means any corporate group or organization interested in the advancement of knowledge relating to the objectives of the Water Environment Association of Ontario as determined by the WEAO Board and subject to review by the Water Environment Federation;

“CWWA” means Canadian Water and Wastewater Association;

“Current Member” means a Member in good standing with the Water Environment Association of Ontario (WEAO), and as per Section 8;

“Director” means one of the elected member of the WEAO Board, as defined in the Constitution and set out in Section 6;

“Eligible Voting Member” means all persons having the rights and privileges of a Current Member;

“Federation” means the Water Environment Federation;

“Federation Delegate” has the meaning affixed to it in Section 7.5;

“Federation House of Delegates” means House of Delegates of the Water Environment Federation;

“Joint Chapter” refers to a student chapter that has formed with another association or student chapter to share in events under a formal

Memorandum of Understanding;

“Member” means any kind of member of the Association as outlined in Section 8;

“Memorandum of Understanding” or **“MOU”** means a nonbinding agreement between two or more parties outlining the terms and details of an understanding, including each parties' requirements and responsibilities and can be the first stage in the formation of a formal contract.

“Nominating Committee” means three Eligible Voting Members appointed by the President to select candidates for the positions of Director and Vice President and governed by any policies on nomination and election procedures approved by Board;

“Non-voting Board members” means those members as defined in the Constitution and set out in Section 6..These members are selected by the Board or elected by the membership;

“Officers” mean the Past President, President, Vice President, Chief Administrative Officer, Secretary and Treasurer:

“ONCA” means the Ontario Non-Profit Corporations Act, 2010 S.O. 2010, c. 15, including any regulations made pursuant to the Act and any statute or regulations that may be substituted by the Ontario government, as amended from time to time;

“OPCEA” means the Ontario Pollution Control Equipment Association;

“OPCEA Representative” means a person who represents the OPCEA on the WEAO Board;

“OWWA” means the Ontario Water Works Association;

“President” is a position appointed by the Board;

“PWO” means a Professional Wastewater Operator;

“PWO Committee” means the Committee of Professional Wastewater Operators;

“Signing Officers” mean the Past President, President, Vice President, Chief Administrative Officer, Secretary and Treasurer:

“Secretary” is a position appointed by the Board;

“Special Meeting” means a meeting of the members other than the Annual General Meeting called to conduct the business of the Association;

“Student Chapter” means an organization at an institute of higher learning in Ontario with members comprising student, staff, faculty and alumni, that is governed by a constitution and by-laws approved by the Board and accepted by the Water Environment Federation and the WEAO;

“Treasurer” is a position appointed by the Board;

“WEAO” means the Water Environment Association of Ontario (WEAO) and has the same meaning as Association;

“YP” means Young Professional;

“YP Representative” has the meaning affixed to it in Section 7.13. For the purposes of participation on the WEAO Board, the past chair and the current chair of the YP Committee shall normally be the designated YP representatives; and

“Young Professionals Committee” or “YP Committee” means the committee of Young Professionals.

1.2 Interpretation of this By-law

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Corporation Act shall have the meanings given to such terms in the Corporation Act;
- (b) words importing the singular number only shall include the plural and vice versa except where specifically stated;
- (c) words such as proprietorship, partnership, unincorporated association, , unincorporated organization, trust, and corporation , shall be interpreted in a manner consistent with normal usage and the Corporations Act including a natural person acting in their capacity as trustee, executor, administrator, or other legal representative;
- (d) words importing the masculine gender such as “he”, “his” and “him” include the feminine and neuter genders;
- (e) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (f) the By-laws of the Association shall be interpreted in accordance with and subject to the purposes of the Association, which are incorporated by reference below and made a part hereof; and
- (g) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Corporations Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail; and

1.3 Severability and Precedence

1.3.1 The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

NAME AND AFFILIATION

2.1 The name of this Corporation shall be the **WATER ENVIRONMENT ASSOCIATION OF ONTARIO**.

Affiliation

2.2 The Association shall be a member association of the **WATER ENVIRONMENT FEDERATION** and shall participate in the activities of that organization. It is intended, but not required, that the Constitution and By-laws of this Association are in harmony with the Constitution and By-laws of the Federation.

OBJECTIVES

- 3.1** The advancement of fundamental knowledge of the water environment, its basic qualities, and the physical laws governing its interaction with other aspects of the environment and with the aesthetics, economic and biological needs of the earth’s inhabitants;
- 3.2** The advancement of practical knowledge in the technology, design, construction, operation and management of systems and facilities that protect the water environment;
- 3.3** The increased understanding of the nature and function of the earth’s natural waterways, surface, subsurface and atmosphere, and encouragement and promotion of action necessary to preserve and enhance them;
- 3.4** The implementation of the objectives previously stated through an exchange of information and experience among its Members, and other interested persons;
- 3.5** The publication and distribution of information relating to the water environment;
- 3.6** The promotion of public understanding and the encouragement of sound regional policy in matters relating to the water environment;
- 3.7** The improvement of the professional status of all personnel engaged in any aspect of protecting and improving the water environment;
- 3.8** The stimulation of public awareness of the water environment and its relationship to the general public welfare and the need for preservation, and reuse of water resources;
- 3.9** To provide technical information and commentary on matters relating to the water environment in the Province of Ontario;
- 3.10** For the attainment of the above objectives, to acquire, accept, solicit or receive donations, gifts, legacies and bequests, and to

use, apply, give, or distribute from time to time such funds of the Association or the income therefrom for charitable purposes, to or for any charitable organization or organizations which, in the judgment of the Board, will promote the objectives of the Association.

3.11 Promote the water environment through programs such as scholarships and other educational items and events.

BOUNDARIES

4.1 The exclusive geographical service area of the Association shall be the Province of Ontario.

MEMBERSHIP

5.1 The membership of the Association shall consist of persons and organizations that are: (i) interested in any of the objectives of the Association; (ii) have such qualifications as are prescribed in the Constitution for the various classifications of membership; and (iii) granted membership by the Association.

BOARD OF DIRECTORS

6.1 General

6.1.1 The affairs of the Association shall be managed by WEAO Board under such rules as the Board may determine and subject to the specific conditions of this Constitution;

6.1.2 The Board shall consist of a President, a Vice-President, a Past President, six (6) Directors, a Professional Wastewater Operator (PWO) Representative, Federation Delegates, a Canadian Water and Wastewater Association (CWWA) Representative, an Ontario Water Works Association (OWWA) Representative, an Ontario Pollution Control Equipment Association (OPCEA) Representative, a Young Professional (YP) Representative, a Secretary, a Treasurer, and an Chief Administrative Officer and an , as all of the foregoing terms in this section are defined herein;

6.1.3 All Board Members, except for the OPCEA Representative, OWWA Representative, one of the YP Representatives, and the Chief Administrative Officer, shall have the right to vote at a meeting of the WEAO Board;

6.1.4 Every Board Member of the Association and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against all costs, charges and expenses which such Board Member, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

6.1.4.1 For greater certainty, the procedures and policies that shall apply are outlined in Section 19 below.

6.2 Executive Officers

6.2.1 Board Members referred to as Executive Officers of the Association shall be the latest living Past President, the President, the Vice-President, Secretary, Treasurer, and the Chief Administrator Officer.

6.2.2 All Executive Officers, with the exception of the Chief Administrative Officer shall be voting members of the Board.

6.3 Duties of the Board

Without limiting the generality of 6.1, the duties of the Board shall include the following:

6.3.1 Represent the Association in good faith, and manage its affairs and establish policies, subject to the conditions and limitations prescribed in the Constitution and By-laws;

6.3.2 Receive all committee reports and take appropriate action on recommendations made in these reports where required;

6.3.3 Direct the investment and care of the funds of the Association;

6.3.4 Make funds available for the regular operation of the Association and for specific purposes. No financial commitments shall be incurred that are beyond the funds available or otherwise due;

6.3.5 Supervise and direct all publications of the Association.

6.4 Director Vacancy

6.4.1 The position of a Director shall be automatically vacated in any of the following circumstances:

6.4.1.1 if at a Special Meeting of Members, a resolution is passed by two thirds majority (2/3) vote in favour of the removal of the Director;

6.4.1.2 upon expulsion from the Board in accordance with Section 10.2.2

6.4.1.3 if a Director has resigned his office by delivering a written resignation to the President of the Association;

6.4.1.4 if he is found by a court to be of unsound mind;

6.4.1.5 if he becomes bankrupt or suspends payment or compounds with his creditors;

6.4.1.6 upon death.

6.5 Director Pay

6.5.1 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed as to preclude any Director from serving the Association in any other capacity and receiving compensation therefore, subject to Section 6.8.

6.6 Regulations, Policies and Procedures related to the Recruitment, Nomination and Election of Board Members

6.6.1 The Board shall develop and enact regulations and policies related to its efficient operation.

6.6.2 For greater certainty, the Regulations, Policies and Procedures Developed by Board Members can include policies related to the Recruitment, Nomination and Election of Board Members.

6.6.3 The Board may annually, at least one hundred and fifty (150) days prior to the Association's Annual General Meeting, request the CAO to review regulations, policies and procedures and report to the Board on any issues that arose in the previous year related to the Recruitment, Nomination and Election of Board Members.

6.6.4 The CAO shall provide his or her report to the President at least ninety (90) days prior to the Association's Annual General Meeting and recommend any appropriate modifications.

6.6.5 The Board may vary its Recruitment, Nomination and Election procedures to elect a slate of members in the event that an insufficient number of eligible members express an interest and willingness to stand as candidates for the Board.

6.6.6 Regulations, Policies and Procedures related to the Recruitment, Nomination and Election of Board Members shall be generally consistent with the provisions set out in Section 6.7. Any regulations, policies and procedures developed by the Board and CAO shall have force and effect only until the next Annual General Meeting of the Members of the Association when they shall be confirmed, and failing such confirmation at such Annual General Meeting of Members, shall at and from that time cease to have any force and effect.

6.7 Nomination and Election of Board Members

6.7.1 The Board shall annually, at least one hundred and twenty (120) days prior to the Association's Annual General Meeting, request the President to appoint a Nominating Committee consisting of three (3) Eligible Voting Members;

6.7.2 The Nominating Committee shall select, from the membership at large, at least one (1) candidate for each of the two Director positions and the position of Vice President. Nominees for office shall be provided to the Board at least sixty (60) days before the Association's Annual General Meeting;

6.7.3 All nominees shall have signified their willingness to stand as candidates, and shall be Eligible Voting Members of the Association;

6.7.4 The Association's Chief Administrative Officer shall prepare an electronic ballot, and shall distribute it to the Eligible Voting Members at least thirty (30) days prior to the Annual General Meeting. Upon request, the CAO also shall provide an alternate voting format to accommodate the needs of a disabled person as required by governing federal or provincial laws;

6.7.5 The ballot shall contain the names of candidates nominated and willing to stand as candidates. The ballot also shall indicate that an Eligible Voting Member can nominate "suggested" or "write-in" candidates whom an Eligible Voting Member wishes to elect by:

1. contacting the WEAO at the general email address for the WEAO;
2. emailing the current WEAO President ;
3. mailing a Registered Letter to the CAO of the WEAO at the current mailing address as indicated on its web site; and/or
4. a procedure deemed suitable by the Board.

The Eligible Voting Member who wishes to nominate a "suggested" or "write-in" candidate shall be responsible for confirming that the nomination was received by WEAO Board.

Suggested or "write-in" candidates will only be considered if they are Eligible Voting Members of the Association, or are willing to become Eligible Voting Members, and if the ballot is accompanied by a written notice prescribed by the WEAO's nomination committee indicating the nominee's willingness to stand as a candidate;

6.7.6 The ballot shall be completed in accordance with the instructions provided with the ballot;

6.7.7 The President shall appoint two or more Eligible Voting Members to serve as scrutineers in order to confirm the validity of the electronic voting and receive any complaints or reports of irregularities in the voting procedures. The scrutineers shall open and count the ballots, and shall report the names of the elected candidates to the Board and to the membership at the Annual General Meeting or promptly thereafter. The candidates receiving the highest number of votes for each position shall be declared elected. If there is a tie for any position, the President shall direct that a written vote for the position tied be taken forthwith at the Annual General Meeting, and the candidate receiving the highest number of votes will be declared elected;

6.7.8 In the case of a vacancy in an elected office, the Nominating Committee shall promptly select nominees for the office. Such nominees may be voted on at a duly constituted meeting of the Board. The nominee who receives a majority vote of the Board members voting shall be declared elected. The Board member so elected shall take office immediately, and shall continue in office until completion of the remaining term of the vacated office. If the vacated office is that of the Vice President, the replacement elected by the Board shall not be permitted to become President at the end of the vacated term. The office of Vice President for the succeeding term must be filled by election per Section 6.7. Notwithstanding Section 7.2.4, the office of President will be filled by the Past President serving at the time the office was vacated;

6.7.9 In the event of the President being unable to act and pursuant to Section 7.2.3, the Vice- President will have to act in place of the President, and if at the end of the vacated term, the President is still unable to act, the Vice-President shall continue as President for the following term, and the Past President shall remain in office;

6.7.10 Federation Delegates, the CWWA Representative, the PWO representative, the Secretary, and Treasurer shall be appointed by the Board. The Chief Administrative Officer shall be selected by the Board..

6.7.11 The term of office of the six (6) Directors shall be three (3) years which term shall start immediately following the close of the Association Annual General Meeting, at which the announcement of New Directors and the Vice President is made, and continue until their successors qualify. Directors who serve full terms shall not be eligible to succeed themselves in consecutive terms. The WEAO Board shall be a rotating board, in which every year two (2) new Directors are elected and two (2) Directors retire;

6.7.12 No error or omission in giving notice of any Annual or General Meeting, Special Meeting or any adjourned meeting of the Members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any Board Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director, or Officer shall be his last address recorded on the books of the Association.

6.8 Conflict of Interest

6.8.1 If a Board member has a material financial interest in any potential contract or transaction with the Association, the Board member must declare a conflict of interest and not participate in the decision-making process.

6.9 Voting and Participation Rights of YP Representatives

6.9.1 The YP Representatives mean the two persons who: 1) have been duly elected as vice-chair in the year previous to the election of the Board and assumed the role of chair of the YP Committee in the WEAO's operational year; 2) are the past chair of the YP Committee who assumed role as Chair in the year previous to the election of the Board; or 3) some other interim person on the YP Committee nominated by the YP Committee to act in place of the Chair or Past Chair in the event that the designated members resign or are unable to serve their complete terms.

The YP representatives shall have one recorded vote at the Board meeting but both individuals will be eligible to participate in discussions. The two YP representatives will consult, whenever possible with the Young Professionals Committee to obtain input and feedback on proposals before the Board which require a vote. This consultation will inform their decision

6.10 Retiring Director

6.10.1 A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

BOARD MEMBERS: DUTIES AND FUNCTIONS

7.1 President

The President means a person designated as such who shall: provide leadership to the Board, ensure the integrity of the Board's process and represent the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Association. The president ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

7.1.1 Agendas: Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually;

7.1.2 Direction: Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board;

7.1.3 Performance Appraisal: Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process;

7.1.4 Work Plan: Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement;

7.1.5 Representation: Serve as one of the Board's primary contacts with the public, and preside at the Annual General Meeting and Special Meetings of the Association and meetings of the Board;

7.1.6 Reporting: Report regularly to the Board on issues relevant to its governance responsibilities;

7.1.7 Board Conduct. Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct;

7.1.8 Mentorship: Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors;

7.1.9 Succession Planning: Ensure succession planning occurs for senior management, if any, and Board;

7.1.10 Committee Membership: Be an ex-officio member of all committees, other than the Nominating Committee; Serve as member on Board committees;

7.1.11 Have been the Vice-President in the year immediately preceding his term as President;

7.1.12 Have the right to call any meeting of the WEAO Board or of the Members. and

7.1.13 Perform such other duties as may be assigned by the Board.

7.2 Vice-President

The Vice-President means a person designated as such who shall:

7.2.1 Assist the President in the performance of prescribed duties;

7.2.2 Perform such other duties as may be assigned by the Board;

7.2.3 In the case the President cannot act in the place of the President. **7.2.4** Become President, at the Annual General Meeting, following the completion of his term as Vice-President;

7.2.5 Be a past or present elected Director of the Board.

7.3 Past President

The Past President means a person designated as such who shall:

7.3.1 Perform such duties as may be assigned by the Board;

7.3.2 In the case the Vice-President cannot act, the Past President shall act as President. The Board shall elect one of its members to act if the Past President cannot act as President;

7.3.3 Be the most recent past president willing and able to fulfill the role.

7.4 PWO Representative

The PWO Representative means a person designated as such who shall:

7.4.1 Represent the Association at PWO Committee meetings;

7.4.2 Report on PWO activities to the Board;

7.4.3 Perform such other duties that may be assigned by the Board or PWO Committee.

7.5 Federation Delegate

Federation Delegate means a person designated as such who shall:

7.5.1 Represent the best interests of the Association in the conduct of all business by the Federation House of Delegates, serve on the Federation House of Delegates and be a Federation member;

7.5.2 Report on activities of the Federation to the Board;

7.5.3 Perform such duties as may be assigned by the Board;

7.5.4 Be a past elected Director of the Board.

7.6 CWWA Representative

The CWWA Representative means a person designated as such who shall:

7.6.1 Represent the Association at CWWA meetings;

7.6.2 Report on activities of CWWA to the Board;

7.6.3 Perform such duties as may be assigned by the Board;

7.6.4 Be a past elected Director of the Board.

7.7 OPCEA Representative

The OPCEA Representative means a person designated as such who shall:

7.7.1 Be appointed annually by the OPCEA Board of Directors;

7.7.2 Represent the interests and report on the activities of the OPCEA to the WEAO Board;

7.7.3 Report to the OPCEA Board of Directors, regarding the activities and interests of the Association

7.8 OWWA Representative

The OWWA representative means a person designated as such who shall:

7.8.1 Be appointed annually by the OWWA Board of Directors;

7.8.2 Represent the interests and report on the activities of the OWWA to the WEAO Board;

7.8.3 Report to OWWA Board of Directors, regarding the activities and interests of the Association.

7.9 Secretary

7.9.1 The Secretary means a person designated as such who shall work collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

7.9.2 Responsibilities include:

Board Conduct: Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities;

Document Management: Keep a roll of the names and addresses of the Members;
Ensure the proper recording and maintenance of minutes of all meetings of the Association, the Board and Board committees.
Working with the CAO, attend to correspondence on behalf of the Board;
Have and maintain secure custody of all minute books, documents, registers and the seal of the Association;
Ensure that all minute books, documents, and registers are maintained as required by law;
Ensure that all reports are prepared and filed as required by law or requested by the Board

Meetings: Ensure notice is given as required by the By-Laws of all meetings of the Association, the Board and Board committees.

Attend required meetings of the Association, the Board and Board committees.

Ensure that the independent financial reviewer and any other person requiring access to the minutes from the Board is aware of where they are filed; this or accompanying information required by the independent financial reviewer and Canada Revenue Agency in determining the association's position as a non-profit organization.

7.10 Treasurer

7.10.1 The treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

7.10.2 Responsibilities

Custody of Funds: The treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time.

The treasurer shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. The treasurer shall also perform such other

duties as may from time to time be directed by the Board.

Oversee the financial affairs of the Association to assure the long-term financial viability of the Association;

Forward to each voting Board member, prior to Board meetings a financial summary of accrued income and expenses consistent with the annual financial statement. The aforementioned to include an executive summary of material changes in the financial position of the Association, if any, along with an analysis of potential risks to the Association;

Forward to each Board member, for analysis at the Board meeting prior to the Annual General Meeting, the independent financial review of the balance sheet of the Association, and the statement of income and expense and accumulated surplus for the previous fiscal year;

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Association approved by the Board together with the report of the independent financial review or of the person who has conducted the review engagement, as the case may be.

Distribute the independently reviewed financial statements of the Association and present the highlights of the Association's Finances, at the Annual General Meeting;

Board Conduct: The treasurer shall maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities and serve as a mentor to other Directors.

7.12 Chief Administrative Officer

The Chief Administrative Officer or CAO means a person designated as such who shall:

7.12.1 Be an arm's length contract position as defined by the Board;

7.12.2 Operate under the general direction of the Board and in accordance with such contract as may be executed between the Chief Administrative Officer and the Board;

7.12.3 Under the direction of the Board including help the WEAO develop its strategic directions and plans, supervise staff and contractors employed by the WEAO, and undertake conference planning;

7.12.4 Perform such other duties as may be assigned by the Board;

7.13 YP Representatives

7.13.1 Current YP Committee Chair: One member shall be elected annually as a vice-chair by the members in the year previous to the election of the WEAO Board and assumed the role of chair of the YP Committee in the WEAO's operational year;

7.13.2 Past YP Committee Chair: One member shall be the past chair of the YP Committee who assumed role as YP Committee Chair in the year previous to the election of the WEAO Board;

7.13.3 Some other interim person on the YP Committee may be nominated by the YP Committee to act in place of the Chair or Past Chair in the event that the designated members resign or are unable to serve their complete terms. This person shall assume her or his role after approval of the WEAO Board;

7.13.4 The YP Representatives shall represent the interests and report on the activities of the Young Professionals Committee to the Board and will consult, whenever possible with the Young Professionals Committee to obtain input and feedback on proposals before the Board which require a vote. This consultation will inform their decision;

7.13.5 Perform such duties as may be assigned by the Board; and

7.13.6 The YP representatives shall have one recorded vote at Board meetings but both individuals will be eligible to participate in discussions.

7.14 Terms of Office

7.14.1 The terms of office of the President and Vice-President shall be one (1) year, which term shall start immediately following the close of the Association's Annual General Meeting, at which the election of the Vice-President is conducted, and continue until their successors qualify. Officers who serve full terms shall not be eligible to succeed themselves in the same position in consecutive terms;

7.14.2 The term of office of Federation Delegates shall be three (3) years, which shall start at the organizational meeting of the Federation House of Delegates and continue until their successors qualify. Federation Delegates shall not be eligible to succeed themselves in consecutive terms without the approval of the Board;

7.14.3 The term of office of the PWO Representative shall be three (3) years, which shall start immediately following the close of the Association's Annual General Meeting, and continue until a successor qualifies. The PWO Representative shall not be eligible to serve in consecutive terms without the approval of the Board;

- 7.14.4** The term of office of the CWWA Representative shall be three (3) years, which shall start immediately following the CWWA's year-end Board meeting in late fall and continue until a successor qualifies. The CWWA Representative shall not be eligible to serve in consecutive terms without the approval of the Board;
- 7.14.5** The Board may appoint a Secretary and Treasurer for a one year term, but there are no limitations to the number of terms the individual may serve.
- 7.14.6** The term of the Chief Administrative Officer shall be determined by the contract amended from time to time upon Board approval;
- 7.14.7** The term of office of the Past President shall be for one (1) year which shall start immediately following the close of the Association's Annual General Meeting and continue until a successor qualifies;
- 7.14.8** The term of office of the YP Representative shall be for one (1) year which shall start immediately following the close of the Association's Annual General Meeting and continue until a successor qualifies. The YP Representative shall not be eligible to serve in consecutive terms without the approval of the Board.

MEMBERSHIP CLASSIFICATIONS, QUALIFICATIONS AND PRIVILEGES

8.0 MEMBERSHIP, CLASSIFICATION, QUALIFICATIONS, AND PRIVILEGES

8.1 Membership Classes – Shall include all classes of membership designated by the Federation and other classes of membership established by the Association.

8.2 Individual Member in Regular Federation Categories – Any individual interested in the advancement of knowledge relating to the objectives of the Federation and Association. Individual Members shall include, but not be limited to:

Federation Professional Member
Federation Professional Wastewater Operations (PWO) Members
Federation Academic Members
Federation Young Professional Members
Federation Student Members
Federation Executive Members

8.21 Rights and Privileges

8.211 Individual Members in Regular Federation Categories shall have all the rights and privileges granted by the Federation and Association including the rights to vote, hold office (except Student Members) and serve on committees, as provided for in the Federation's and the Association's Constitution and By-Laws.

8.212 Shall be entitled to receive publications of the Federation, as authorized by its Board of Trustees, and publications of the Association, as authorized by its Board for the membership class.

8.3 Individual Member in Association Categories – Any individual interested in the advancement of knowledge relating to the objectives of the Federation and Association. Individual Members shall include, but not be limited to:

WEAO Professional Member
WEAO Life Member
WEAO Honorary Member

8.3.1 Rights and Privileges

8.3.1.1 A Professional Member shall have all the rights and privileges in accordance with the Association's policy.

8.3.1.2 A Life Member shall have all the rights and privileges of a Federation Professional Member.

8.3.1.3 An Honorary Member shall have rights and privileges in accordance with the Association's policy.

8.4 Other Members in Association Categories – Any Corporation interested in the advancement of knowledge relating to the objectives of the Federation and Association. Corporation Members shall include, but not be limited to:

WEAO Corporate Members

8.41 Rights and Privileges

8.411 Corporate Members shall not have all the rights and privileges granted by the Federation and Association such as the right to vote, hold office and serve on committees, as provided for in the Federation's and the Association's Constitution and By-Laws.

8.412 Corporate Members shall be entitled to receive publications of the Federation, as authorized by its Board of Trustees, and publications of and communications from the Association, as authorized by its Board in policies for the membership class.

8.5 The Board may develop other membership categories as they see fit.

DUES

9.1 Payment of Federation Dues

9.1.1 The board of trustees of the Federation shall annually determine the dues for each class of membership of the Federation and shall include the current dues for each class of membership of the Association.

9.1.2 Annual Federation dues will be billed directly to Members by the Federation's Chief Administrative Officer, and will include Association dues as established by the Board. Dues shall be payable within one (1) month after a Member's anniversary date.

9.1.3 Dues are payable for a twelve (12) month period beginning with the first date of membership that is defined as the anniversary date.

9.2 Payment of Association Dues

9.2.1 For each Member of the Association, the annual dues will be determined by the Board, and will include the current dues for each class of Association membership.

9.2.2 Annual dues will be billed directly to Association Members by the Association's Chief Administrative Officer. Dues shall be payable on a Member's anniversary date.

9.2.3 Dues are payable for a twelve (12) month period beginning with the first date of membership that is defined as the anniversary date.

9.3 Subscription Included in Dues

9.3.1 All Federation members shall be entitled to such publications of the Federation as may be designated by its House of Delegates for the appropriate membership class.

9.3.2 All Association Members shall be entitled to such publications of the Association as may be approved by the Board for the appropriate membership class.

9.4 Arrears

9.4.1 Association Members whose dues have not been paid within thirty (30) days after the anniversary date will be given notice of such default by the Federation's Chief Administrative Officer or by staff reporting to the CAO, as the case may be. If the dues remain unpaid sixty (60) days after such notice, the Members in default may be removed from the roll of the Federation or the Association, as the case may be, and no longer be considered Current Members.

ADMISSION AND EXPULSION

10.1 Admission

10.1.1 Applications for membership will be reviewed by the Association's Chief Administrative Officer and his or her staff according to the policies established by the Board.

10.1.2 There shall be no admission fee.

10.2 Expulsion

10.2.1 The Board may consider the expulsion of any Member. Any Member, who is considered for expulsion, shall first have his or her case reviewed by a review panel jointly selected by the Board and the Member, pursuant to a motion passed by a majority vote of the Board. If there is no agreement as to representation on the review panel, three Past Presidents, none of whom are on the Board, may be selected. The Member shall receive fifteen (15) days prior written notice of the convening of the review panel. The Member shall be entitled to present his case at the review panel. The review panel shall consist of three Active Members. The review panel shall be convened within thirty (30) days after the review panel appointees have been agreed to by the Board and the Members. The review panel will examine the case and make recommendations to the Board concerning membership. Upon receipt of the recommendations of the review panel, the Board may expel the Member, by a two thirds (2/3) majority vote. If the Member disputes the recommendation of the review panel, the Member may appeal the decision to the Board.

10.2.2 Any Director may be removed from office for good and sufficient reason by a two-thirds (2/3) vote of the Board after a review as in Section 10.2.1.

10.2.3 In the event that a dispute arises involving a Member and the Association, the parties will endeavor, in good faith, to settle the dispute by mediation before having recourse to arbitration or litigation.

10.3 Resignation

10.3.1 Any Member or elected Board Member may withdraw from membership and/or any position with the Association, as the case may be, by delivering to the Association a written resignation. In the event of a Board Member's resignation, a copy of the resignation must be provided to the CAO.

COMMITTEES AND TASK FORCES

11.1 General

11.1.1 In addition to the Nominating Committee provided for in section 11.2 of the Constitution and By-laws, the President is empowered to establish such additional committees, sub-committees and task forces as may be required to advance the best interest of the Association and to enable it to fulfill its objectives.

COMMITTEES AND TASK FORCES (CONTINUED)

11.2 Nominating Committee

11.2.1 The Nominating Committee shall consist of three (3) Eligible Voting Members appointed by the President.

11.2.2 The Nominating Committee shall nominate candidates for the elected offices of the Association.

11.3 Student Chapters

11.3.1 The Board has the power to create any University/College Student Chapter, either as individual or joint Chapters.

11.3.2 Any Student Chapter shall operate in accordance with its Constitution and By-laws approved by the Board and accepted by the Federation.

11.3.3 Any Student Chapter shall report to the Board or to the CAO at the request of the President of the Board.

11.4 Task Forces

11.4.1 The Board is empowered to establish such task forces as may be required to advance the best interest of the Association and to enable it to fulfill its objectives.

11.4.21 Task Forces shall be short-term and projected oriented. The applicable policies and procedures and any budgetary needs shall be determined by the Board.

MEETINGS

12.1 Annual Conference and Annual General Meeting

12.1.1 An Annual Conference of the Association shall be held at the time and place approved by the Board.

12.1.2 Each person attending the Annual Conference shall pay a registration fee of such amount as may be determined by the Board.

12.1.3 The Annual General Meeting of the Association shall be held within six months of the fiscal year end, at a time and place to be determined by the Board, to receive the reports of Officers and committees, to announce the incoming Board, and carry on other business of the Association.

12.2 Special Meetings

12.2.1 Special meetings of the Association may be held at such other times and places as requested by the Board or upon the petition of ten (10) percent of Eligible Voting Members in good standing.

12.3 Notices of Meetings

12.3.1 Notice of all conferences and meetings of the Association shall be sent out to all Members by the Association's Chief Administrative Officer, or as otherwise directed, at least thirty (30) days in advance of any conference or meeting.

12.3.2 **Service:** Any notice required to be sent to any Member or Director or to the independent financial reviewer or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the independent financial reviewer or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

12.3.4 **Computation of Time:** Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

12.3.5 **Error or Omission in Giving Notice:** No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

12.4 Conduct of Meetings

12.4.1 All meetings shall be conducted according to the latest revision of "Robert's Rules of Order Revised" in all cases that they are applicable, and in which they are not inconsistent with the By-laws or the special rules of order of the Association.

12.4.2 Resolutions to be brought forward at Annual General or Special Meetings must be submitted to the Chief Administrative Officer fifteen (15) days before the meeting so that the resolution can be posted and made available to all Eligible Voting Members.

12.4.3 Except as otherwise provided in this Constitution and Bylaws, or Robert's Rules, all questions before the Board, AGMs, Standing Committees, and Special meetings, shall be decided by a majority vote of a quorum of the respective body. No member shall have more than one vote, except as provided in this Constitution and Bylaws.

12.5 Board Meetings

12.5.1 A quorum of the Board shall consist of a majority of its voting members.

12.5.2 The Board shall hold at least one meeting at the time of each Annual Conference.

- 12.5.3** Other Board meetings shall be held at the call of the President or upon petition, addressed to the Association's Chief Administrative Officer, signed by two (2) or more Board members.
- 12.5.4** Notice of all Board meetings shall be issued by the Chief Administrative Officer at least fifteen (15) days in advance of such meetings to all Board members.
- 12.5.5** Except as otherwise provided in this Constitution and By-laws or Roberts Rules, all motions before the Board shall be decided by a majority vote of the Board.

AMENDMENTS TO THE WEOA CONSTITUTION AND BY-LAWS

13.1 Initiation

13.1.1 Amendments to these By-laws may be proposed by a majority of the Board, or through it, on petition of ten (10) percent of the Eligible Voting Members. All proposed amendments shall be submitted in writing to the Board.

13.1.2 The Association's Chief Administrative Officer shall distribute notice and the complete text 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.

13.2 Adoption

13.2.1 Amendments to this Constitution and By-laws may be made by a majority two-thirds (2/3) affirmative vote of the Eligible Voting Members present and voting at an Annual General Meeting, notice of the proposed amendments having been sent by the Association's Chief Administrative Officer 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.

13.2.2 A proposed amendment also may be distributed through an electronic ballot by the Association's Chief Administrative Officer to each Eligible Voting Member for the purpose of voting. The electronic 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 ballots cast is required for adoption;

DISSOLUTION AND DISPOSITION OF ASSETS UPON DISSOLUTION

14.1 The dissolution of the Association may be proposed by a majority of the Board, or through it, on petition of twenty (20) percent of the Eligible Voting Members. The notice of motion of proposed dissolution shall be submitted in writing to the Board.

14.2 Dissolution of the Association may take place by a majority two-thirds (2/3) affirmative vote of the Eligible Voting Members of the Association." The vote will be carried out by electronic ballot.

14.3 Upon dissolution of the Association and after the payment of all debts and liabilities, the remaining property of the Association shall be distributed or disposed of to charitable organizations or to organizations the objects of which are beneficial to the community.

14.4 In the event of dissolution of the Association, the Federation shall be provided written notice of dissolution within thirty (30) days of such occurrence.

FISCAL YEAR

15.1 The fiscal year of the Association shall begin on January 1 and end on December 31 of the same year.

EXECUTION OF DOCUMENTS

16.1 Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by a minimum of two (2) Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the WEOA Board.

MINUTES OF WEAO BOARD

17.1 The minutes of the WEAO Board shall not be available to the general membership of the Association but shall be available to the WEAO Board, each of whom shall receive a copy of such minutes.

INDEMNIFICATION

18.1. Entitlement

18.1.1. As provided in this Section, the WEAO shall indemnify any person who is or has been a Board member, Officer, Committee Member, or Employee (hereinafter "Indemnified Person") of the WEAO against legal expenses and liabilities reasonably incurred or imposed on the indemnified person in connection with serving WEAO.

18.2 Limitations

18.2.1 No indemnification shall be provided to any Indemnified person if it is determined by WEAO that the person has:

- a) engaged in fraudulent, criminal, malicious or knowingly wrongful conduct;
- b) gained personal profit or advantage which is either in breach of the indemnified person's fiduciary duty to WEAO or represents a conflict of interest with the WEAO;
- c) breached a professional duty by reason of any negligent act, error or omission committed in the performance of professional duties unrelated to the WEAO;
- 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 to or culminate in any sexual act; or
- f) violated the provisions of provincial or federal legislation.

18.2.2 Indemnification shall be provided only if the WEAO determines the indemnified person acted reasonably, in good faith, in a manner not opposed to the best interests of WEAO and had no reason to believe his actions were unlawful. The termination of any civil suit or civil proceeding by settlement shall not create a presumption that the indemnified person did not act in good faith or in a manner opposed to the best interests of the WEAO. The termination of any criminal suit or criminal proceeding by a conviction, plea of no contest or its equivalent shall create a presumption that the Indemnified Person acted in bad faith or in a manner not in the best interests of the WEAO.

18.3. Procedure

18.3.1 Indemnification under the terms of this Section shall be made by the WEAO only as authorized in each specific case that the indemnification of the indemnified person is proper and in accordance with the standards set forth herein.

18.3.2 A request for indemnification shall be made by the indemnified person in writing to the President as soon as practicable, but in no event later than the earlier of 15 days after (1) the commencement of any action, suit or proceeding against the indemnified person or (2) the indemnified person shall become aware of any fact or situation which may reasonably be anticipated to give rise to a claim for indemnification.

18.3.3 The Board shall investigate all requests for indemnification and shall render its decision by majority vote of a quorum consisting of Board members who are not a party to the request for indemnification. If a quorum is not attainable, the recommendation on the request shall be made by a five-person special committee of the Board, the members of which shall be selected by the President. The Board or special committee, as the case may be, shall render its recommendation no later than 60 days after the President receives the request for indemnification.

18.3.4 The determination as to whether indemnification shall be made by WEAO pursuant to this Section shall be made (1) by the Board by majority vote of a quorum consisting of Board members who were not parties to such action, suit or proceeding, or; (2) in the event such a quorum is not obtainable, or, even if obtainable and if a quorum of disinterested Board so directs, by independent legal counsel in a written opinion.

18.3.5 The body or person making the determination on the request for indemnification as provided in Section 18.3.4 shall report its decision or findings to the Indemnified Person requesting indemnification no later than 90 days after the Board or special committee, as the case may be, makes its decision.

18.3.6 Any action taken by the body or person making the determination on the request for indemnification as provided in Section 18.3.4 shall be final.

18.3.7 In making the determination on the request for indemnification as provided in Section 18.3.4, the Board may vote at a meeting specifically called for that purpose, with not less than 10 days advance written notice, or by mail ballot. If the determination is made by mail ballot, a decision to indemnify must receive the affirmative vote of not less than 50% of the eligible voters.

18.3.8 For all purposes the vote of an interested party to the action, suit or proceeding shall be disregarded. A quorum shall be 50% of the eligible votes at a meeting or a mail ballot.

18.4 Subrogation

18.4.1 In the event of any payment by the WEAO to an indemnified person or on behalf of an indemnified person, as provided in this Section, the WEAO shall be subrogated to the extent of such payment to all rights of recovery therefore. The indemnified person shall execute such documents as shall reasonably be required to secure such right for the WEAO, including but not limited to those necessary for

WEAO to bring suit in the name of and on behalf of the indemnified person.

18.4.2 The indemnified person shall assist WEAO in effecting settlement and the conduct of any defense or suit arising out of any payment by the WEAO under this Section.

18.5 Surety

18.5.1 The Board may authorize payment to or on behalf of an indemnified person prior to final disposition of any suit or proceeding. If such payment is authorized, the Board shall receive a written commitment by the indemnified person and such surety as it shall reasonably require, to repay such payments if it is determined that indemnification by the WEAO was not authorized by this document.

18.6 Applicable Law

18.6.1 The foregoing right of indemnification shall be in addition to and not necessarily exclusive of all other rights accorded by applicable laws of Ontario and Canada.

18.7. Insurance

18.7.1 The WEAO shall have the power to purchase and maintain insurance on behalf of Indemnified Persons whether or not the WEAO would have the power to indemnify them against liability under the provisions of this Section.

18.8. Other

18.8.1 The provisions of this Section shall apply to the legal representatives of deceased persons who were Indemnified Persons. An Indemnified Person's rights hereunder shall not be assignable without the prior written consent of the WEAO.

INDEPENDENT FINANCIAL REVIEWERS

19.1 The members shall at each Annual General Meeting, on a majority vote of the eligible members in attendance at the AGM, appoint an accounting firm to review the records of the Association and to prepare the annual financial statements for report to the Members at the next Annual General Meeting. The accounting firm shall be retained until the next Annual General Meeting provided that the Directors may fill any casual vacancy.

19.2 The remuneration of the accounting firm shall be fixed by the WEAO Board.

BOOKS AND RECORDS

20.1 The Directors shall see that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

21.1 The WEAO Board may prescribe such rules and regulations not inconsistent with the Constitution relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the Members of the Association when they shall be confirmed, and failing such confirmation at such Annual General Meeting of Members, shall at and from that time cease to have any force and effect.

21.1.1 The WEAO Board may direct the CAO to draft policies and procedures consistent with the Constitution and previously approved rules and regulations relating to the management and operation of the Association as they deem expedient.

21.1.2 The WEAO Board may direct the CAO to post selected approved policies and procedures on the WEAO's web site or make electronic or printed copies available to Members on request.