

Bylaws of WateReuse Florida

(Adopted January 4, 2007)

Article I -Name

The name of this organization shall be the Florida Section of the WateReuse Association, hereinafter referred to as "WateReuse Florida" The WateReuse Association shall hereinafter be referred to as the "Association."

Article II - Objectives

The primary objectives of WateReuse Florida are to encourage and promote reuse in Florida and promote the mission of the Association.

Article III - Headquarters and Operation

3.1 The headquarters of WateReuse Florida shall be at the office of the Administrative Secretary of WateReuse Florida, unless otherwise designated by the Board of Trustees of WateReuse Florida.

3.2 All matters pertaining to the operation of WateReuse Florida shall be in accordance with the applicable provisions of Articles of Incorporation and Bylaws of the Association.

Article IV – Membership

4.1 The membership of WateReuse Florida shall consist of those members of the Association residing in or having business activity in Florida. If changes are made to the membership provisions of the Association's Bylaws, then the members of WateReuse Florida shall amend these Bylaws to refer to such provisions, as amended.

4.2 The geographic boundaries of WateReuse Florida are defined as the State of Florida.

Article V - Eligibility to Vote

All members of WateReuse Florida ("Members") in good standing are eligible to vote.

Article VI - WateReuse Florida Finances

6.1 Dues: All members of the Association from Florida will be members of both the national association and WateReuse Florida. The policy of the Association is to collect all dues and rebate 30% of the total dues collected to any approved state section. WateReuse Florida will, therefore, receive 30% of all member dues collected by the Association from Florida members as specified in the Bylaws of the Association. Such dues will accrue to the Florida account, which shall be maintained by the Association. WateReuse Florida may, in accordance with the established guidelines of the Association, apply for permission to levy a section dues assessment. The section assessment would be levied annually at the time of membership renewal, and the revenues collected would be used to increase the funds available for uses

consistent with Association objectives and policies. A vote of the Board of Trustees of WaterReuse Florida for submission to, and approval of, the Association's Board of Directors can authorize changes in section assessments.

6.2 Fees: WaterReuse Florida reserves the right to collect fees for state section activities and events, as appropriate (e.g., registration fees for annual meetings, teleconferences, and other educational programs). Such fees will be established in accordance with these Bylaws, the policies and procedures of WaterReuse Florida, and the Bylaws of the Association.

6.3 Financial Controls: All WaterReuse Florida finances shall be managed in accordance with these Bylaws and the Bylaws of the Association, and all applicable financial rules and regulations of the country and state in which the section operates.

Article VII - WaterReuse Florida Governance

7.1 Authority and Purpose of the Board of Trustees

7.1.1 A board of directors to be known as the Board of Trustees (the Board) shall be the governing body of WaterReuse Florida and shall have the power to act for and on behalf of WaterReuse Florida between annual meetings. All questions coming before the Board shall be decided by a majority vote, and a majority of the Board shall constitute a quorum. The Board may exercise the above-described functions either in session at duly-called meetings, conference calls, or by letter ballot.

7.1.2 The Bylaws of the Association indicate that sections shall be autonomous entities and shall be entitled to govern the operation of the section so as to be consistent with the Articles of Incorporation and Bylaws of the Association. The Board assumes the primary responsibility of operating WaterReuse Florida.

7.2 Board Composition: The Board shall be composed of the following persons:

- a) The President
- b) The President-Elect
- c) The Secretary-Treasurer
- d) The Director, who shall be WaterReuse Florida's representative on the Association's Board of Directors
- f) The Past President, who shall be the last living Past President of WaterReuse Florida who is not holding another office listed in this article
- g) Four or more Trustees (as deemed necessary by the Board for proper functioning of WaterReuse Florida), to include at least one representative from each Florida Local Chapter.

7.3 Officers

The Officers of the Board shall be the President, President-Elect, the Secretary-Treasurer, the Director, and the Past President.

7.4 Eligibility to Serve on the Board and as Officers

7.4.1 Any Member that is eligible to vote, as defined in Article V, shall be eligible to be a member of the Board of Trustees.

7.4.2 Two (2) or more offices may not be held by the same individual, with the exception of the Director.

7.4.3 Any Member that is eligible to vote, as defined in Article V shall be eligible for election as President-Elect.

7.5 Terms of Office for Trustees and Officers

7.5.1 The term of office for the President shall be one (1) year or until his or her successor takes office, beginning with the last day of the annual meeting at which he/she is elected and ending at the last official function on the next to last day of the next annual meeting. The President will automatically succeed to the Past President position for a term of one (1) year beginning with the last day of the annual meeting at which he/she completes his/her term as President and ending on the last official function on the next to last day of the next annual meeting.

7.5.2 The term of office for the President-Elect shall be one (1) year, beginning with the last day of the annual meeting at which he/she is elected and ending at the last official function on the next to last day of the next annual meeting, or until his/her successor has been elected. The President-Elect will automatically succeed to the position of President.

7.5.3 The term of office for the Director shall correspond to the term of a Director of the Association under its Bylaws.

7.5.4 The term of office for each of the Trustees shall be three (3) years, beginning with the last day of the annual meeting at which he/she is elected and ending at the last official function on the next to last day of the second annual meeting following, or until his or her successor has been elected and qualified.

7.5.5 Terms of office, for Trustees shall overlap to ensure continuing experience on the Board. The first Trustees, appointed by the Association when the section is formed, shall serve as follows: President, President-Elect, and Secretary/Treasurer shall serve as an officer for at least one year and shall serve as Trustees for three years (including at least one year as an officer); three Trustees designated by the Board shall serve for two years; and three Trustees shall serve for one year.

7.5.6 A decrease in the number of Trustees on the Board may not shorten an incumbent Trustee's term of years.

7.6 Voting Rights: Each member of the Board shall have one (1) vote.

7.7 Vacancies on the Board

7.7.1 In the event any vacancy occurs on the Board, a special meeting of the Board shall be called as soon thereafter as may be practicable and a successor elected by the Board to fill the vacancy for the balance of the current term.

7.7.2 In the event of a vacancy in the office of Director, the President or Secretary-Treasurer shall notify the Executive Director of the Association of the name of the successor.

7.8 Nomination for Trustees and Officers

7.8.1 At least thirty (30) days prior to the opening session of the annual meeting, the Board shall appoint a Nominating Committee, which shall choose one (1) or more nominees for each Trustee's seat and office to be filled, except for the office of Director. The Nominating Committee shall make its report during the first business meeting of the annual meeting, having first ascertained the willingness of each nominee to serve if elected. The committee report shall be accepted without further action.

7.8.2 The candidate for Director shall be nominated by an ad hoc committee made up of the current Director and the two (2) most recent past Directors. The nominee's name shall then be provided to the Nominating Committee. In the formative years of WateReuse Florida, the Director shall be elected by a majority of the Board of Trustees, who will initially be appointed by the Association's Board of Directors.

7.9 Election of Trustees and Officers

7.9.1 All Members in good standing are eligible to vote in an election of Trustees and officers; Officers shall be elected by ballot at WateReuse Florida's annual meeting.

7.9.2 The presiding officer at the annual meeting shall, after reading the report previously made by the Nominating Committee, call for further nominations from the floor for each office. Election of members of the Board shall be by voice vote if there is only one (1) nominee for each seat or office; however, if two (2) or more nominations have been made for any one seat or office, the elections shall be by written ballot or other method as determined by the presiding officer.

7.10 Duties of the Board and Officers

7.10.1 The President shall have general supervisory authority over the affairs of WateReuse Florida, and shall preside at all meetings of WateReuse Florida and the Board at which he/she may be present.

7.10.2 The President-Elect shall perform the duties of the President in his/her absence, together with such duties as may be assigned by the President or the Board.

7.10.3 The Secretary-Treasurer shall, subject to the direction of the Board, be the executive administrator of WateReuse Florida. He/she shall prepare the agenda for and attend all meetings of the Board, record and distribute the proceedings of such meetings, maintain records of WateReuse Florida, present a report for each calendar year at the annual meeting, and performing such other duties as may be assigned by the Board. The Secretary-Treasurer shall report at the annual meeting on all receipts, expenditures, and debts of WateReuse Florida; maintain a complete record of all its activities and transactions; and prepare and file all forms required by the Association: and perform other duties as may be assigned by the Board.

7.10.4 The Director shall represent WaterReuse Florida on the Association Board of Directors and shall act to coordinate and unify their actions.

7.11 Annual Meeting

7.11.1 There will be an Annual Meeting of WaterReuse Florida as set by the Board of Directors. Such Annual meeting may be held each April in conjunction with the Florida Water Resources Conference. All members in good standing shall receive at least 30 days written notice of the date and site of the meeting and shall be provided with an agenda for the business meeting at which Officers will be elected.

Article VIII - Local Chapters

8.1 WaterReuse Florida shall allow the formation of local chapters, which shall represent defined geographical areas of the State. Each local chapter shall coordinate its activities with WaterReuse Florida's Board of Trustees and in accordance with an MOU developed pursuant to the Bylaws of the Association.

Article IX – Adoption and Amendments

9.1 Statutory Requirements: These Bylaws may be adopted, amended or repealed by the written consent of two-thirds (2/3) of the Voting Members or by the vote of two-thirds (2/3) of the Voting Members present at a meeting of Members duly called for the purpose according to these Bylaws.


9.2 Procedures: Amendments to the Bylaws may be proposed by any Member, or by the Board of Trustees. All amendments proposed for action at any meeting shall be circulated to the Members at least thirty (30) days prior to that meeting. The affirmative vote, as per Section 9.1 of this Article, shall be required for adoption of each amendment.

Article X – Dissolution


10.1 Dissolution: Upon the dissolution of WaterReuse Florida, after paying or adequately providing for all its debts and obligations, the Trustees or persons in charge of the liquidation shall divide any remaining assets among the Members in accordance with their respective rights therein, or if the same cannot be determined, by agreement of the Members, or failing agreement, as required by law.

CERTIFICATE OF SECRETARY-TREASURER

I, the undersigned, certify that I am the present acting Secretary-Treasurer of WaterReuse Florida, and the above Bylaws consisting of six pages were adopted by the Voting Members of WaterReuse Florida, in accordance with Article IX of these Bylaws.



Secretary-Treasurer



Date

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, this day personally appeared Todd L. Tanberg, to me well known and known to me to be the individual described in and who executed the foregoing instrument as Secretary-Treasurer of the WateReuse Florida, named in the foregoing instrument, and he acknowledged to me and before me that he executed such instrument on behalf of and in the name of WateReuse Florida as such officer, and that he is duly authorized by WateReuse Florida to execute said instrument and that said instrument is the free act and deed of WateReuse Florida.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal this

4th
Day of JANUARY A.D. 2007.

Linda Marie Quinlan
Notary Public in and for the County
And state aforesaid.

