

**Bylaws of the Pacific Northwest Section
of the WateReuse Association**

Adopted December 12, 2012

Article I – Name

The name of this organization shall be WateReuse Pacific Northwest, hereinafter referred to as the “Pacific Northwest Section.” The WateReuse Association shall hereinafter be referred to as the “Association.”

Article II – Objectives

The primary objectives of the Pacific Northwest Section shall include, but are not restricted to, the following: to support the mission of the Association; to advocate legislation and regulations that facilitate appropriate water reuse; and to improve public understanding of water reclamation.

Article III – Headquarters and Operation

- 3.1 The headquarters of the Pacific Northwest Section shall be at the office of the LOTT Clean Water Alliance, Olympia, Washington, unless otherwise designated by the Board of Trustees of the Pacific Northwest Section.
- 3.2 All matters pertaining to the operation of the Pacific Northwest Section 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 the Pacific Northwest Section shall consist of those members of the Association residing, having business activity, or having an interest in the Pacific Northwest. Membership in the Association may be in any of the membership categories, which include Agency/Water Supplier, State Section, Affiliate (universities, schools, government agencies), Individual, Student, and Others. If changes are made to the membership categories or provisions of the Association’s Bylaws, then the members of the Pacific Northwest Section shall amend these Bylaws to refer to such provisions, as amended.
- 4.2 The geographic boundaries of the Pacific Northwest Section are defined as the States of Oregon, Washington, and Idaho, and may include Alaska subject to having at least one active member in that state willing to join and participate in the Section.

- 4.3 The Pacific Northwest Section shall have the collective authority, rights, and benefits that would otherwise be provided by the Association to any state section for all states within the Pacific Northwest Section geographic boundaries.

Article V – Eligibility to Vote

All members of the Pacific Northwest Section (“Members”) in good standing are eligible to vote.

Article VI – Section Finances

6.1 Dues.

The Pacific Northwest Section shall have Association dues credits to support development of a funding reserve pursuant to the guidelines adopted by the Association in accordance with the following schedule:

1. The first year dues credit shall be ninety percent (90%) of the dues paid by the members of the section.
2. The second year dues credit shall be seventy-five percent (75%) of the dues paid by the members of the section.
3. The third year dues credit shall be fifty percent (50%) of the dues paid by the members of the section.
4. The fourth year dues credit shall be forty percent (40%) of the dues paid by the members of the section.
5. Beginning in the fifth year, a section shall be designated a “mature” section and the dues credit shall be thirty percent (30%) of the dues paid by the members of the section.

Such dues will accrue to the Pacific Northwest Section account, which shall be maintained by the Association. The Pacific Northwest Section may, in accordance with the established guidelines of the Association, apply for permission to levy a section dues assessment. The section dues assessment would be levied annually at the time of membership renewal, and the revenues collected would be used to increase the funds available for Pacific Northwest Section uses consistent with Association objectives and policies. A vote of the Board of Trustees of the Pacific Northwest Section for submission to, and approval by, the Association’s Board of Directors can authorize changes in Pacific Northwest Section assessment.

- 6.2 Fees. The Pacific Northwest Section reserves the right to collect fees for 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 the Pacific Northwest Section, and the Bylaws of the Association.

- 6.3 Financial Controls. All Pacific Northwest Section finances shall be managed in accordance with these Bylaws and the Bylaws of the Association, and all applicable financial rules and regulations of the States of the Pacific Northwest. The Pacific Northwest Section shall conduct, on a frequency established by the Association, an independent audit of all Pacific Northwest Section finances. A qualified financial advisor who is neither an employee nor a Member of the Pacific Northwest Section shall conduct the audit.

Article VII – Section 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 the Pacific Northwest Section and shall have the power to act for and on behalf of the Pacific Northwest Section 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 ballot.

- 7.1.2 The Bylaws of the Association indicate that each section shall be autonomous and shall be entitled to govern its operation so long as such governance is consistent with the Articles of Incorporation and Bylaws of the Association. The Board assumes the primary responsibility of operating the Pacific Northwest Section.

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

- a) The President, who shall be the Pacific Northwest Section's representative on the Association's Board of Directors
- b) The Past President, who shall be the last living Past President of the Pacific Northwest Section who is not holding another office listed in this Article
- c) The Vice President
- d) The Secretary
- e) The Treasurer
- f) Four trustees, to include one representative from each constituent State of the Pacific Northwest chapter (Oregon, Washington, Idaho, and Alaska).

- 7.3 Officers. The officers of the Board shall be the President, Past President, Vice President, Secretary, and Treasurer.

7.4 Eligibility to Serve on the Board and as Officers

- 7.4.1 Any individual Member or representative of a Member organization who 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 Pacific Northwest Section offices may not be held concurrently by the same individual, with the exception of the President, who shall be the Pacific Northwest Section's representative on the Association's Board of Directors.
- 7.4.3 Any individual Member or representative of a Member organization who is eligible to vote, as defined in Article V, shall be eligible for election as an Officer.

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 January 1 of the calendar year following his/her election and ending December 31 of the same year. The President will automatically succeed to the Past President position for a term of one (1) year, beginning January 1 of the calendar year immediately after he/she completes his/her term as President and ending December 31 of that same year.
- 7.5.2 The term of office for the Vice President 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.
- 7.5.3 The term of office for the Secretary shall be one (1) year, beginning January 1 of the calendar year following his/her election and ending December 31 of that same year, or until his/her successor has been elected.
- 7.5.4 The term of office for the Treasurer shall be two (2) years, beginning January 1 of the calendar year following his/her election and ending December 31 of the following year, or until his/her successor has been elected.
- 7.5.5 The term of office for each of the Trustees shall be two (2) years, beginning January 1 of the calendar year following his/her election and ending December 31 of that same year, or until his or her successor has been elected and qualified.
- 7.5.6 Terms of office are limited to two consecutive terms in any one position.

- 7.6 Board 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 President, the Secretary shall notify the Executive Director of the Association of the name of the successor.
- 7.8 Nomination for Trustees and Officers. At least thirty (30) days prior to the opening session of the annual meeting, except for the initial appointment of officers and trustees by the Charter Committee, the Board shall appoint a Nominating Committee, which committee shall choose one (1) or more nominees for each Trustee's seat and office to be filled. 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.
- 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 and Trustees shall be elected by ballot at the Pacific Northwest Section's annual meeting.
- 7.9.2 The presiding officer at the second business meeting of 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 the Pacific Northwest Section, shall preside at all meetings of the Pacific Northwest Section and the Board at which he/she may be present, and shall serve as the Pacific Northwest Section's representative on the Association's Board of Directors.
- 7.10.2 The Vice President shall perform the duties of the President in his/her absence, together with such duties as may be assigned by the President of the Board.

- 7.10.3 The Secretary shall, subject to the direction of the Board, be the executive administrator of the Pacific Northwest Section. 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 the Section, present a report for each calendar year at the annual meeting, and perform such other duties as may be assigned by the Board. The Secretary shall maintain a complete record of all the Section's activities and transactions; prepare and file all forms required by the Association; and perform other duties as may be assigned by the Board.
- 7.10.4 The Treasurer shall report at Board meetings and the annual meeting on all receipts, expenditures, and debts of the Section. The Treasurer shall maintain a complete record of all the Section's financial activities and transactions.
- 7.10.5 The Board shall meet when necessary at the call of the President, but no less than four times per year. Meetings may be held by conference call. One meeting shall be at the Annual Meeting. Items brought before the Board shall be documented in an agenda prepared and distributed in accordance with Paragraph 7.10.3.
- 7.11 Annual Meeting. The Annual Meeting of the Pacific Northwest Section shall be convened, if practicable, each October. All members in good standing shall receive at least thirty (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 and Trustees will be elected.
- 7.12 Initial Board of Trustees

The Initial Board of Trustees is as follows.

Officers:

Karla Fowler, LOTT Clean Water Alliance (President)
Kristina Westbrook, King County (Vice-President)
John Poppe, Silverdale Water District (Secretary)
Steve Kebbe, Clean Water Services (Treasurer)

Trustees:

Harry Bludworth, Clean Water Services (Oregon)
Tressa Nicholas, Idaho DEQ (Idaho)
Dan Ferguson, City of Cheney (Washington)
[Vacant] (Alaska)

Article VIII – Local Chapters

- 8.1 The Pacific Northwest Section shall allow the formation of Local Chapters, which shall represent defined geographical areas within the Pacific Northwest Section. Each Local Chapter shall coordinate its activities with the Section's Board of Trustees and in accordance with a Memorandum of Understanding developed pursuant to the Bylaws of the Association.

Article IX – Adoption and Amendments

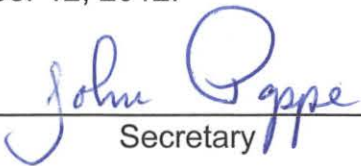
- 9.1 Affirmative Vote. These Bylaws may be adopted, amended or repealed by the written consent of two-thirds (2/3) of the Voting Members or by the vote of two-thirds (2/3) of the Voting Members present at a meeting of Members duly called for the purpose according to these Bylaws.
- 9.2 Procedures. Amendments to these 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 the Pacific Northwest Section, after paying or adequately providing for the debts and obligations of the Pacific Northwest Section, 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

I, the undersigned, certify that I am the present Secretary of the Pacific Northwest Section of the WateReuse Association, and the above Bylaws, consisting of seven (7) pages, were adopted by the Voting Members of this Section, in accordance with Article IX of these Bylaws, on December 12, 2012.



Secretary



Date