

# **Bylaws of the California Section of the WaterReuse Association**

March 27, 2018

## **Article I - Name**

The name of this organization shall be WaterReuse California, a Section of the WaterReuse Association, hereinafter referred to as the "WaterReuse California." The WaterReuse Association shall hereinafter be referred to as the "Association."

## **Article II – Objectives**

The primary objectives of WaterReuse California shall include, but are not restricted to the following: to support the mission of the Association and to advocate legislation and regulations which facilitate increased recycled water.

## **Article III - Headquarters and Operation**

- 3.1 The headquarters of WaterReuse California shall be at the office of the Managing Director, unless otherwise designated by the Board of Trustees (Board) of WaterReuse California.
- 3.2 All matters pertaining to the operation of WaterReuse California shall be in accordance with the applicable provisions of Articles of Incorporation and Bylaws of the Association.
- 3.3 The Board of Trustees may employ a Managing Director to manage the day-to-day affairs of WaterReuse California.
- 3.4 The fiscal year shall be the same as that of the Association.
- 3.5 The geographic boundaries of WaterReuse California are defined as the State of California.

## **Article IV – Membership**

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

## **Article V - Eligibility to Vote**

- 5.1 All members of WaterReuse California ("Members") in good standing are eligible to vote through their designated representatives.

## **Article VI – California Section Finances**

- 6.1 Dues: All members of the Association from California will be members of both the Association and WaterReuse California. WaterReuse California will, receive 35% of all

member dues collected by the Association from California members. Such dues will accrue to the WaterReuse California account, which shall be maintained by the Association. WaterReuse California may levy a section dues supplement. The dues supplement would be levied annually at the time of membership renewal, and the revenues collected would be used to increase the funds available for WaterReuse California. A vote of the Board of Trustees of WaterReuse California for submission to, and approval of, the Association's Board of Directors can authorize changes in California Section assessments.

- 6.2 Fees: WaterReuse California reserves the right to collect fees for its activities and events, as appropriate (e.g., registration fees for annual meetings, specialty conferences, teleconferences, and other educational programs). Such fees will be established in accordance with these Bylaws and the Bylaws of the Association.
- 6.3 Financial Controls: All WaterReuse California finances shall be managed in accordance with these Bylaws and the Bylaws of the Association, and all applicable financial rules and regulations of the Federal Government and the State of California. WaterReuse California shall conduct or cause to be conducted, on a frequency established by the Association, an independent audit of all WaterReuse California finances. A qualified financial advisor who is neither an employee of a Member organization nor a Member of the Association or WaterReuse California shall conduct the audit.

## **Article VII – California Section Governance**

- 7.1 Authority and Purpose of the Board of Trustees (Board):
- 7.1.1 The Board shall be the governing body of WaterReuse California and shall have the power to act for and on behalf of WaterReuse California 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, by letter ballot or by e-mail 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 WaterReuse California so as to be consistent with the Articles of Incorporation and Bylaws of the Association. The Board assumes the primary responsibility of operating WaterReuse California.
- 7.2 Board Composition: The Board shall be composed of the following persons:
- a) The President,
  - b) The President-Elect,
  - c) The Secretary,
  - d) The Treasurer,
  - e) The Director, who shall be the California Section's representative on the Association's Board of Directors,
  - f) The Past President, who shall be the last living Past President of WaterReuse California who is not holding another office listed in this article,



- g) Four or more At-Large Trustees (as deemed necessary by the Board for proper functioning of WateReuse California), and
  - h) Chapter Trustees, one for each Chapter of WateReuse California, who shall be selected or designated by the Chapter (and may, at the Board's discretion, also be an elected At-Large Trustee).
- 7.3 Officers: The Officers of the Board shall be the President, President-Elect, the Secretary, the Treasurer, the Director, and the Past President.
- 7.4 Eligibility to Serve on the Board and as Officers:
- 7.4.1 Any Member or member representative that is eligible to vote, as defined in Article V, shall be eligible to be a member of the Board.
- 7.4.2 Two (2) or more offices may not be held by the same individual, with the exception of the Director and a combined Secretary-Treasurer position.
- 7.4.3 Only one representative from a member organization may be on the Board.
- 7.4.4 Members of the Board that miss three or more regularly scheduled Board of Trustees meetings in a calendar year are eligible for replacement at the discretion of the Board of Trustees.
- 7.5 Terms of Office for Trustees and Officers:
- 7.5.1 President: 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. The term of office for the President may be extended for one (1) additional year upon recommendation by the Nominating Committee and vote of the members in which case the term of the Past President shall also be extended for one (1) additional year.
- 7.5.2 President-Elect: 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 unless the President's term is extended as described in Section 7.5.1.
- 7.5.3 Secretary: The term of office for the Secretary shall be for up to three (3) years 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 the last day of the next annual meeting.

- 7.5.4 Treasurer: The term of office for the Treasurer shall be up to three (3) years 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.
- 7.5.5 Director: The term of office for the Director shall be for up to three (3) years upon recommendation by the Nominating Committee and vote of the members.
- 7.5.6 At-Large Trustees: The term of office for each of the At-Large Trustees shall be three (3) years, beginning with the end of the annual meeting at which he/she is elected and ending at the end of the annual meeting three years later, or until his or her successor has been elected and qualified. Term of office for At-Large Trustees shall be staggered to ensure continuing experience on the Board.
- 7.5.7 Chapter Trustees: The term of office for Chapter Trustees shall be one (1) year or as determined by the Chapter, beginning with the end of the annual meeting. The Chapter Trustees shall be selected or designated by the Chapters as determined by each Chapter's Bylaws, but no later than thirty (30) days prior to the opening session of the annual meeting. Each Chapter shall notify the Board as soon as may be practicable of the selected or designated Chapter Trustee.
- 7.5.8 Number of Consecutive Terms: Members of the Board of Trustees shall not hold office for more than two (2) consecutive terms unless the Member is Past President, President, or President-Elect. Members serving as Past President, President, or President-Elect may hold office for one (1) full term subsequent to completing their term of office. The partial term of a Board member appointed to complete a vacated Board position shall not be considered a consecutive term. The terms of office shall be staggered so that elections are held to replace an approximately equal number of Members each year. Article 7.5.8 shall apply to terms beginning during or after 2014.
- 7.5.9 A decrease in the number of Trustees on the Board may not shorten an incumbent Trustee's term.
- 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 of an Officer occurs on the Board, at the next regular meeting a successor shall be elected by the Board to fill the vacancy for the balance of the current term, or if the vacancy occurs between the last regular meeting before the election of officers and the annual meeting, the Board shall refer the filling of the vacancies to the Nominating Committee.
- 7.7.2 In the event any vacancy of an At-Large seat occurs on the Board, at the next regular meeting a successor shall be elected by the Board to fill the vacancy for the balance of the current term, or if the vacancy occurs between the last regular meeting before the election of officers and the annual meeting, the Board shall refer the filling of the vacancies to the Nominating Committee.



- 7.7.3 In the event of a vacancy in the office of Director, the Board shall appoint a replacement at the next regular meeting of the Trustees and the President or Secretary shall notify the Executive Director of the Association of the name of the successor.
- 7.7.4 In the event a Chapter Trustee vacates the Board, the affected Chapter shall select or designate a replacement Trustee to fill the remaining balance of the one (1) year term and shall notify the Board of the successor Chapter Trustee as soon thereafter as may be practicable.
- 7.8 Nomination for Trustees and Officers:
- 7.8.1 At least ninety (90) days prior to the annual meeting, the Board shall appoint a Nominating Committee, which shall choose one (1) or more nominees for each Officers and At-large Board seat. The Nominating Committee shall make its report public no later than 30 days before the annual business meeting, having first ascertained the willingness of each nominee to serve if elected. The final report of the Nominating Committee shall be presented during the annual business meeting.
- 7.8.2 Chapters shall consider their Chapter Trustee candidates during January and February and make a final selection after the At-large Trustee's slate is identified to them by WateReuse California.
- 7.9 Election of At-Large 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 California's annual meeting.
- 7.9.2 Election of At-Large Trustees and Officers 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, Committees and the Managing Director:
- 7.10.1 The President shall have general supervisory authority over the affairs of WateReuse California, and shall preside at all meetings of WateReuse California 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 Managing Director shall, subject to the direction of the Board, be the executive administrator of WateReuse California.
- 7.10.4 The Secretary and/or the Managing Director shall prepare the agenda for and attend all meetings of the Board, record and distribute the proceedings of such meetings, maintain records of WateReuse California, present a report for each calendar year at the annual meeting, maintain a complete record of all its activities and transactions; and ensure the

preparation of and file all forms required by the Association, and perform such other duties as may be assigned by the Board.

- 7.10.5. The Treasurer and/or the Managing Director shall keep a record, or cause to keep a record, of all financial transactions of WateReuse California. The Treasurer shall prepare a draft annual budget for consideration by the Board at or before the first meeting of a fiscal year. A summary of receipts, expenditures and debts of the Section are available on request.
- 7.10.6 The Director shall represent WateReuse California on the Association Board of Directors and shall act to coordinate and unify their actions.
- 7.10.7 An Executive Committee shall be composed of the President, President-Elect, Immediate Past President, Secretary, Treasurer, the Legislative/Regulatory Committee Chair and the Director if different from the foregoing members of the Committee. The Managing Director shall serve as a non-voting member. The Executive Committee shall meet as needed to coordinate the affairs of WateReuse California and to make decisions not requiring the vote of the full Board of the Membership.
- 7.10.8 All contracts shall be approved by the Board and executed by the Executive Director of the Association.
- 7.11 Annual Meeting: The Annual Meeting of WateReuse California shall be convened, if practicable, annually at a time between February 1 and March 31. 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 the appropriate At-Large Trustees will be elected.
- 7.12 Standing Committees: the following shall be standing committees of WateReuse California: Legislative/Regulatory Committee and the Nominating Committee.
  - 7.12.1 Legislative/Regulatory Committee: Subject to a Board established policy, the Legislative/Regulatory Committee shall be comprised of a designated number of voting members, including members of the Board, and one member from each Chapter. The President of the Board and the Executive Committee shall recommend the remaining members of the committee and a Chairperson, subject to ratification by the Board of Trustees.
  - 7.12.2 Nominating Committee: A Nominating Committee comprised of members of the Board shall be annually appointed by the President of the Board no less than ninety (90) days prior to the annual meeting. The number of members on the committee shall be determined by the President, but shall include no less than three (3) voting members of the Executive Committee.
- 7.13. Ad Hoc Committees: Other committees shall be appointed by the President or the Board to perform duties as assigned.



## Article VIII - Local Chapters

- 8.1 Local Chapters: WateReuse California encourages the formation of local chapters, which shall represent defined geographical areas of the State. Each local chapter shall coordinate its activities with WateReuse California's Board and in accordance with a Memorandum of Understanding 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 or e-mail ballot 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. All amendments proposed for consideration at any meeting shall be circulated to the Members at least thirty (30) days prior to that meeting. The affirmative vote, as per Paragraph 9.1 of this Article, shall be required for adoption of each amendment.

## Article X – Dissolution

- 10.1 Dissolution: Upon the dissolution of WateReuse California, after paying or adequately providing for the debts and obligations of WateReuse California, the Board 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 acting Secretary of WateReuse California a Section of the WateReuse Association, and the above Bylaws consisting of seven (7) pages were adopted by the Voting Members of the California Section, in accordance with Article IX of these Bylaws on March 27, 2018.

  
Secretary

April 6, 2018  
Date

WRCa Bylaws (revised 03/17/2014)  
WRCa Bylaws (revised 03/27/2018)