

**BYLAWS OF THE MASSACHUSETTS WATER WORKS ASSOCIATION
INCORPORATED**

**(As amended October 2000)
(As amended August 2007)
(As amended January 2013)
(As amended December 2015)**

ARTICLE 1

Name

The name of the Association shall be the "Massachusetts Water Works Association, Incorporated."

ARTICLE 2

Mission

The Massachusetts Water Works Association, Inc. is a membership organization dedicated to the advancement of the drinking water profession. Through education and advocacy, MWWA is committed to public health by promoting a safe and sufficient supply of drinking water to Massachusetts consumers.

ARTICLE 3

Membership

Section 1. Membership in this association shall be of seven classes: Active, Affiliate, Honorary, Semi-Retired, Retired, Student and Utility.

Section 2. An Active member of this association shall be an individual who is employed by a water department, district, commission, or company, or any other individual whose duties include water supply, distribution or administration.

Section 3. An Affiliate member of this association shall be an individual who is employed as a representative of a person, firm or corporation engaged in manufacturing or furnishing materials or supplies for the construction, maintenance or operation of water works; an individual employed by an engineering company, firm or corporation or contracting company, firm or corporation selling services to the water works industry; an individual employed by a governmental regulatory agency; a self-employed individual in the water works industry or an individual employed by, or elected or appointed to, other governmental agencies or offices.

Section 4. Honorary member shall be a person of eminence in some branch of water works practice or water works engineering, or a member who has been outstanding in his promotion of the welfare of the Association or of the profession of water supply. There shall be not more than fifteen honorary members at anyone time. Honorary members shall be proposed by recommendation of the Awards Committee. Honorary members shall be elected by majority vote of the Board of Directors.

Section 5. A Semi-Retired Member shall be an Active or Affiliate member in good standing at the time of transfer to this membership class, who, in the opinion of the Board of Directors, has essentially retired from active employment.

Section 6. A Retired Member shall be an Active or Affiliate member in good standing at the time of transfer to this membership class, who, in the opinion of the Board of Directors, has fully retired from active employment.

Section 7. A Student Member shall be an individual enrolled in a degree program at an accredited junior college, college, university or similar institution who demonstrates his enrollment and has reasonable interest in the water works profession.

Section 8. A Utility Member shall be a public water system and will be assigned a designated number of active members, whose name(s) they shall report annually to the Secretary.

Section 9. The word "Member" as used in these Bylaws shall mean a member as defined in Sections 2, 3, 4, 5, 6, 7 and 8 of this Article.

Section 10. Members of all classes shall be entitled to all the privileges of the Association. Active, Affiliate, Semi-Retired, Retired and Student classes shall have the right to vote. The right to hold the office of President, President Elect, First, Second and Third Trustee, Secretary and Treasurer shall be held by either an Active, Affiliate, Semi-Retired or Retired member.

Section 11. Active and Affiliate members whose job description changes to a different member classification shall be reassigned to the appropriate classification as defined in Sections 2 and 3 above.

Section 12. Student Membership shall terminate upon completion of the Student Member's graduation or departure from the institution.

ARTICLE 4 ***Admission and Expulsion***

Section 1. Application for membership shall be made on forms provided by the Association. Qualified applicants will receive provisional membership upon receipt of the application and appropriate dues and will be subject to approval at the next Board of Directors meeting.

Section 2. Members in arrears for 6 months shall be placed on an inactive list of members and thereafter will not have membership privileges until such time as arrears are paid. If they have not renewed after one year they will be dropped from the membership roster after a majority vote of the Board of Directors and due notice of this vote by the Secretary.

Section 3. The Board of Directors by a majority vote may, for sufficient cause, temporarily or permanently excuse from the payment of annual dues any member who from ill health, advanced age or other good reason is unable to pay such dues, and the Board of Directors may waive the whole or part of dues in arrears.

Section 4. A member who has been dropped for non-payment of dues may be reinstated upon payment of the arrears. Members in arrears for more than 2 calendar years will be required to submit a new application.

Section 5. Any member of any class may be expelled from membership in the Association by a three quarters vote of the Board of Directors, provided such member has been given a written statement of the charges preferred and has been accorded an opportunity of a hearing before the Board of Directors.

Section 6. A member may request admission to Semi-Retired or Retired member status in accordance with the provisions of Article 3, Section 5 or 6, by submitting an application to the Board of Directors.

ARTICLE 5 ***Fees and Dues***

Section 1. Applicants for active, affiliate, student and utility membership shall submit the appropriate dues with their applications. Annual dues will be required of all active, affiliate, semi-retired, student and utility members. Honorary and retired members will not be required to pay dues.

Section 2. The Finance Committee shall review the existing dues structure as necessary, and shall submit any recommendations to the Board of Directors for review and approval. The Board of Directors may vote to increase, decrease, add or delete any fee or dues as deemed necessary. A three-quarters vote by all members of the Board shall be required to affect any fee or dues change.

Section 3. The fiscal year of the Association shall begin on January 1st, and terminate on December 31st. Notice of annual dues shall be made by the Association by January 1st and dues shall be payable upon receipt.

ARTICLE 6 ***Officers***

Section 1. The Board of Directors, in whom the management of the affairs of the Association shall be vested, shall consist of the President, President Elect, Secretary, Treasurer, First Trustee, Second Trustee, Third Trustee and the immediate Past President. The Board of Directors shall meet as necessary, but no less than four times per year, to review and conduct the activities and business of the Association.

Section 2. It is the intent of the Bylaws that the Board of Directors shall be composed of a balance of Active and Affiliate members and reasonable effort shall be made to maintain such balance. The members of the Board of Directors, except the Board positions of Immediate Past-President and President, shall be elected by ballot by the membership each fall and installed at the annual meeting. The Board position of Immediate Past-President shall devolve only and automatically, without vote, to the out-going President. The Board position of President shall devolve only and automatically, without vote, to the President Elect. Board of Director Members shall each serve for a period of one year. No member, except for the positions of Secretary and Treasurer, shall serve consecutive terms in the same position. The position of President, President Elect and First, Second and Third Trustees, Secretary and Treasurer shall be elected from Active, Affiliate Semi-Retired or Retired membership classifications.

Section 3. The Secretary, under the direction of the Board of Directors, shall issue notices to members at least 30 days prior to all meetings; shall keep records of all meetings of the Board of Directors; and shall serve as the Editor of Association publications to the membership.

Section 4. The Treasurer, under the direction of the Board of Directors, shall have custody and responsibility for investment of all funds of the Association. The Treasurer shall authorize payment of bills and other indebtedness of the Association. All orders for withdrawals of funds and checks shall be signed by the Treasurer. The checks or facsimile shall be countersigned by the President or the Assistant Treasurer in the President's absence. The Treasurer shall make a report at each Board meeting and a financial report will be made available at year's end. The Treasurer shall be a member of the finance committee, assist in the preparation of the budget and help develop fundraising plans. The Board of Directors may appoint another member, designated Assistant Treasurer.

Section 5. Five members of the Board of Directors shall constitute a quorum, and a majority vote, unless otherwise provided, shall decide all questions. In the event of an evenly split vote, the president shall cast a tie breaking vote. A letter ballot may be taken upon questions submitted by the President or upon majority vote of the Board of Directors.

Section 6. All vacancies in any office shall be filled by the nominating committee with the approval of a majority vote of the Board of Directors for the unexpired term of said office or such vacancies may remain unfilled until the following annual election of Board Members.

ARTICLE 7

Administration

The Executive Director shall be hired by the Board. The Executive Director shall have day-to-day responsibility for the Association, including carrying out the Association's goals and Board policy. The Executive Director shall attend all Board meetings, report on the progress of the Association, answer questions of Board members and carry out the duties described in the job description. The Board may designate other duties as necessary.

ARTICLE 8

Committees

Section 1. The President, with the approval of the Board of Directors, shall establish committees, appoint the chairmen of all committees and may appoint members of the Board to serve on any committee. Chairmen shall appoint additional committee members as appropriate and shall submit annually a list of committee members to the Board of Directors for approval.

Section 2. Reasonable effort shall be made to maintain a balance of Active and Affiliate members on all Committees.

Section 3. A Finance Committee shall be appointed annually and shall be responsible to oversee the operating budget and the records of the Association and shall make recommendations to the Board of Directors as required in Article 5, Section 2. The Finance Committee shall consist of the Immediate Past President as chairman, Treasurer, at least one other member of the Board of Directors and a minimum of two additional members.

Section 4. The Education Committee shall be appointed annually and shall be responsible for developing and organizing of educational seminars and shall report regularly their activities to the Board of Directors.

Section 5. A Program Committee shall be appointed annually and shall be responsible for the programs and arrangements for the Association's meetings.

Section 6. A Legislative Advisory Committee shall be appointed annually to act as liaison on behalf of the Association on all matters relative to the Legislature and State agencies. The Legislative Committee shall report and make recommendations to the Board of Directors on all matters concerning water works or water supply, or any other matters affecting the Association.

Section 7. An Awards Committee shall be appointed annually to make recommendations to the Board of Directors with respect to any award made by the Association. Where possible, the Awards Committee shall include the two most recent Past-Presidents. All awards given by the Association shall be approved by a unanimous vote of the Board of Directors.

Section 8. A Membership/Public Relations Committee shall be appointed annually to make recommendations to the Board of Directors on how to attract and retain members and how to enhance the image of the Association.

Section 9. Other committees shall be convened as necessary, and may include, but not be limited to Bylaws, Scholarship and Historical.

ARTICLE 9

Nomination and Election of Officers

Section 1. The Immediate Past-President shall serve as chairman of a Nominating Committee, along with four other Past Presidents appointed by the President, and shall submit to the Secretary, before the first day of October, a list of nominations for members of the Board of Directors to be elected for the ensuing year. The Secretary will furnish the Nominating Committee with a list of the members of the Association and their respective classes of membership.

Section 2. The Secretary shall prepare a printed ballot which shall contain the nominations by the Nominating Committee and space for alternate nominations. All members entitled to vote shall receive the ballot prior to the Annual Meeting.

Section 3. The Nominating Committee shall tally ballots and report the results to the Secretary at the Annual Meeting.

ARTICLE 10

Meetings

Section 1. Dates for meetings of the Association shall be established by the Board of Directors in December for the following calendar year. There shall be a minimum of five meetings per year. Additionally, an Annual Meeting shall be held on or before December 1st.

Section 2. Recommendations for changes in the regular meeting dates shall be submitted by the Program Committee to the Board of Directors for approval.

Section 3. Meetings shall be held in all sections of the State of Massachusetts in geographical locations as is best suited to all members of the Association. Arrangements for these meetings and their locations shall be the duty of the Program Committee and shall be approved by the Board of Directors.

ARTICLE 11

Amendments

Section 1. Proposed amendments to these articles of organization must be submitted in writing to the Board of Directors, which, shall present them to the Association for action. The Board of Directors, at the written request of ten members, shall bring before the Association any proposed amendment.

Section 2. Ballots for voting on amendments presented by the Board of Directors shall be prepared by the Secretary for distribution to the voting membership. Two-thirds of the voted ballots in favor of the amendments shall be required for their adoption.

ARTICLE 12
Official Statements

Section 1. Statements which are issued to express the official policy of the Association on any matter shall be approved by the Board of Directors prior to issuance. The President of the Association, or designees, may testify regarding any legislative or regulatory matter in a manner not inconsistent with the official policy of the Association.

ARTICLE 13
Association Staff

Section 1. The Board of Directors shall have the authority, upon favorable vote of three-quarters of all members of the Board, to employ full- or part-time staff to conduct the business of the Association. A three-quarters vote of all members of the Board shall be required to terminate employment.

ARTICLE 14
Contracts

Section 1. The Board of Directors shall have the authority, upon favorable vote of three-quarters of all members of the Board, to enter contracts either to receive or to provide services relative to the purpose of the Association.

ARTICLE 15
Independent Financial Review

An independent financial review by a Certified Public Accountant shall be made each year.

ARTICLE 16
Indemnification

The Massachusetts Water Works Association shall, to the extent legally permissible, indemnify its Board of Directors, officers and agents against all liabilities and expenses, including: amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by them in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which they may be involved or with which they may be threatened, while in office or thereafter, by reason of their being or having been such a Director, officer or agent, except with respect to any matter as to which they shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interest of the Massachusetts Water Works Association.