SECTION III. ARTICLES OF INCORPORATION

SECTION III
ARTICLES OF INCORPORATION
WATER ENVIRONMENT ASSOCIATION OF UTAH

We, the undersigned persons, being over the age of twenty-one (21) years, having associated ourselves together for the purpose of forming a non-profit corporation under the Utah Non-Profit Corporation and Co-operative Association Act, and for the purpose of acting as the incorporators of said non-profit corporation, hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is WATER ENVIRONMENT ASSOCIATION OF UTAH, hereinafter designated "Association" or "Corporation".

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purposes

This association is exclusively for charitable, religious, educational, and scientific purposes, under section 501 (c)(3) of the Internal Revenue

The purposes of this corporation include, but are not limited to, the following:

a. 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 aesthetic, economic and biological needs of the earth's inhabitants;

b. The advancement of practical knowledge in the technology, design, construction, operation and management of water quality control systems and facilities;

c. 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; The implementation of the objectives previously stated through an exchange of information and experience among its members and other interested persons by an annual meeting of its members, affiliation with the Water Environment Federation, hereinafter designated "Federation", and participation in the activities of that organization;

d. The publication and distribution of information relating to the water quality control field;

e. The promotion of public understanding and the encouragement of sound regional policy in matters relating to the water quality control field;

f. The improvement of the professional status of all personnel engaged in any aspect of the water quality control field including but not limited to the design, management and operation of water quality control systems;

g. The stimulation of public awareness of the relationship of water resources to the general public welfare and the need for preservation and reuse of water resources;

h. In general, to do all things required to effect and carry forward the purposes of the corporation, provided that these activities shall not be in conflict with the provisions of Section 501.(c)3 of the Internal Revenue Code of 1954, as amended, (or the corresponding provisions of any future United States Internal Revenue Code);

i. No part of the net income of the corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign or on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, this corporation shall not, except to insubstantial degree, engage in any activity or exercise any powers that are not in the furtherance of the purposes of this corporation.

ARTICLE IV

Members

The corporation shall have members and classes of members consisting of persons interested, participating or involved in any of the purposes of the corporation outlined above in Article III. Memberships, classifications, and rights and duties incidental to such membership shall be as defined and established in the Bylaws of the corporation.

ARTICLE V

Board of Directors

The corporate powers of this corporation shall be vested in and managed by a governing board designated as the Board of Directors, consisting of not less than three (3) trustees designated as Directors. The initial Board shall consist of nine (9) Directors. The members of the Board of Directors shall be elected by the members of the corporation in a manner and for such terms as may be provided in the Bylaws, and members of the Board

of Directors not be re-elected for subsequent terms without restriction except as provided in the Bylaws. The Board of Directors shall be empowered to do such acts as may be found necessary for the proper administration of the affairs of the corporation. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. All members of the Board of Directors shall be active members of the Association as defined in the Bylaws. The names and offices of the first Board of Directors are set forth below, and said Directors shall serve until their successors shall have been elected and qualified.

Keith Dymock - President
William A. Luce - Past President
James H. Reynolds - President-Elect
Jack H. Petersen - Vice President

Jay B. Pitkin - Federation Director
J. Thomas Jacobs - Secretary/Treasurer
Frank A. Rueckert - Association Director
Deborah J. Horton - Association Director
Jon M. Coombs - Association Director

ARTICLE VI

Meeting of Members

An annual meeting of the corporation shall be held each year. The exact time and place of the meeting shall be determined by the Board of Directors. Special meetings of the members may be called by the President, or by the Board of Directors or by members who have a right to cast one-third (1/3) of the votes entitled to be cast at a meeting of members. Notice of meetings shall be given as provided in the Bylaws.

ARTICLE VII

Officers

The officers of this corporation shall be a President, immediate Past President, President Elect, Vice President, two (2) WEF Delegates, four (4) Association Directors, Association Secretary, Association Treasurer, and ~~a~~ Professional Wastewater Operator (PWO) Representative. Each officer shall be a voting member of the Board of Directors, shall be elected as the Board of Directors and shall serve for a term stipulated in the Bylaws. The Board of Directors may appoint or elect such other officers as it may deem necessary for the proper conduct of the business and affairs of the corporation and the accomplishment of the purposes and aims of the corporation.

In the absence of Treasurer, the Deputy-Treasurer will be able to vote. In the absence of the PWO Representative, the PWO Representative-Elect will be able to vote. In the absence of a WEF Delegate, the WEF Delegate-Elect will be able to vote.

ARTICLE VIII

Indemnification

The private property of the incorporators, members, Directors and officers of this corporation shall be forever exempt from its debts and obligations. The corporation shall indemnify any Director or officer of the corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason or being of having been such Director or officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his duty; provided, however, such provision of indemnification shall not be determined exclusive of any other rights or reimbursement for expenses to which such Director or officer may be entitled under any Bylaws, agreement, or vote of the governing Board of Directors, or otherwise.

ARTICLE IX

Amendments

a. Amendment to these Articles may be proposed by a majority of the Board or through it, on petition of twenty (20) of the Active Members of the Association. The Secretary shall send notices and complete text of a proposed amendment, on the instruction of the Board, to each Active Member at least thirty (30) days before it is to be voted upon.

b. Amendments to these Articles may be made by a two-thirds affirmative vote of the Active Members present at the annual meeting, notice of the proposed amendment having been sent by the Secretary to each member not later than thirty (30) days in advance of the meeting at which said amendment is to be voted upon. A proposed amendment may also be distributed by the Secretary to each Active Member for the purpose of voting upon by ballot. The ballot shall be returned not later than thirty days following the distributed of the proposed amendment. A two-thirds affirmative vote of the letter ballots cast is required for adoption. When amendments have been acted upon favorably by the Association membership, they shall take effect immediately.

ARTICLE X

Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XI

Initial Principal Office

Location and street address of the initial principal office of the corporation is 4108 State Office Building, P.O. Box 45500, Salt Lake City, Utah, 84145-0500. This office may be changed at any time by the Board of Directors without amendment of the Articles of Incorporation.

SECTION IV: BYLAWS

SECTION IV BYLAWS OF WATER ENVIRONMENT ASSOCIATION OF UTAH

ARTICLE I

The name of the corporation is WATER ENVIRONMENT ASSOCIATION OF UTAH, hereinafter designated "Association" or "Corporation".

Purposes of Corporation

In accordance with the general purposes stated in the Articles of Incorporation, the Corporation shall engage in activities exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code., and shall generally promote and provide assistance, financial and otherwise, to developing, supporting and increasing research, educational programs and improvements in all phases of collection and treatment of wastewaters, improvement of waterways sanitation and management of water quality matters.

ARTICLE II

Offices

The principal office of the Corporation, hereinafter designated "Association", shall be at Salt Lake City, Utah in the County of Salt Lake, State of Utah. The Association shall have such other offices, either within or without the state of Utah, as the Board of Directors may designate or as the business of the Association may require from time to time. The registered office of the Association required by the Utah Non-Profit Corporation and Cooperative Association Act to be maintained in the State of Utah may, but need not, be identical with the principal office in the State of Utah, and the address of the registered office may be changed from time to time by the Board of Directors The Association shall be a Member Association of the Water Environment Federation, hereinafter designated as WEF, and shall participate in the activities of that organization. The Constitution and Bylaws of this Association shall be in harmony with the WEF Bylaws.

Geographical Boundaries

The exclusive service area of the Association shall consist of the state of Utah."

ARTICLE III

Membership

Section 1. Membership Classifications, Qualifications, and Privileges

a. Membership Classes - Shall include all classes of membership designated by WEF and other classes of membership established by the Association.
b. WEF Membership Classes
    i. Individual Member – any individual interested in the advancement of knowledge relating to the objectives of WEF.
        - Privileges – Shall have all the rights and privileges granted by the WEF including the right to vote and to hold office as provided for in the WEF Constitution and Bylaws.
    ii. Group Member – Any group or organization interested in the advancement of knowledge relating to the objectives of the Water Environment Federation.
        - Privileges – Shall have all the rights and privileges granted by the WEF, including the right of its authorized representative to vote, as provided for in the WEF Constitution and Bylaws.

Section 2. Admission. Any person or organization desiring to become a Member of the Association shall make application on the standard (WEF) Membership Application Form. The Association (WEAU) shall make these forms available. Appropriate dues shall accompany the application. Renewal dues shall be payable within one month after a member's anniversary date. There shall be no admission fee. Where there is question of eligibility, the applicant shall be submitted to the Executive Committee, in which a majority vote shall be required for approval.

Section 3. Fees and Dues. The annual dues paid to WEF shall include the Association dues. WEF subsequently reimburses WEAU the Association dues collected. The Board of Directors shall retain the right to adjust the amount retained as needed to meet the financial requirements of the Association.

WEF provides publications to the members as approved by the WEF Board of Trustees. All members shall be entitled to the publications of the Association. Any Member who shall be delinquent in dues for a period of 30 days from the time dues become due shall be notified of such delinquency and suspended from further services. If payment is not made within the next succeeding 30 days, the delinquent Member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

Section 4. Termination of Membership. A Member shall cease to be a member of the Association when such member shall forward a written resignation to the current President of the Association requesting termination of his or her membership in the Association. Any member may be expelled from the Association for good and sufficient reason by a two-thirds (2/3) vote of the Board of Directors. In the event of termination of a membership, regardless of how terminated, the

Association shall not be or become liable for the payment to the member upon such termination of any amount in excess of current annual dues paid by the member.

ARTICLE IV

Meetings of Members

Section 1. Annual Meeting. A regular annual meeting of the members of the Association shall be held at such time and place as the Board of Directors shall determine and fix. The Annual Business Meeting of the Association shall be conducted as part of the Annual Meeting. The meeting format may be in-person or virtual.

Section 2. Special Meetings. Special meetings of the Association for any purpose whatsoever may be held when called by the President, the Board of Directors or by members who have the right to cast one-third (l/3) of the votes entitled to be cast at the meeting of members.

Section 3. Notice of Meetings. Notification of meetings, whether regular or special, shall be provided at least thirty (30) days before the meeting.

Section 4. Quorum. The Members of the Association present in person, after due notice, at any meeting of the members of the Association, shall constitute a quorum for the transaction of any and all business of the Association unless otherwise required by law.

ARTICLE V

Directors

Section 1. Board of Directors. The business and affairs of the Association shall be vested in, controlled and conducted by a Board consisting of Directors. Directors may also be officers of the Corporation. Hereafter the number of Directors may be increased or decreased by resolution of the Board of Directors. As of January 2013, the Board shall consist of the following Directors: President, immediate Past President, President Elect, Vice President, two (2) Federation (WEF) Delegate(s), four (4) Association Directors, Association Secretary, Association Treasurer, and Professional Wastewater Operator (PWO) Representative. Only Active Members of the Association shall be qualified to serve as Directors. It is the manifest intention of the Association to encourage wide participation on the Board of Directors by the Association members; however, the foregoing is advisory and not mandatory.

Section 2. Nomination, Election and Terms of Directors and Officers. Directors and officers shall be elected from the general active membership of the Association:

a) At least sixty (60) days prior to each annual meeting, a nominating committee shall be organized comprised of the immediate Past President, or other suitable active member who shall serve as Chairman, the current President and the President Elect. In the event any member of the nominating committee declines to serve, an alternate member will be selected by the board of directors. The Nominating Committee shall nominate two members each to fill the offices of those Directors whose terms of office will expire on the next annual meeting date. The Nominating Committee shall also nominate at least one member to fill the offices of Vice President, Association Secretary, Association Treasurer and Professional Wastewater Operator (PWO) Elect. The Nominating Committee shall not place the name of any of its members in nomination. If a member of the Nominating Committee is the best fit for the position, the decision shall be taken to the full Board for support. The Nominating Committee cannot nominate a coworker for a board position.

b) WEF Delegates may be nominated by the nomination committee or may be appointed by the Board of Directors as the Board may desire from time to time.

c) Members of the Association may also nominate one or more members as candidates for the Board of Directors by submitting to the Secretary such nominations in writing signed by fifteen (15) or more Association members in good standing for the current year. All such nominations must be received by the Secretary no later than sixty (60) days prior to the annual meeting date. Prior to placing any names on the ballot, the Board of Directors shall verify that persons so nominated will serve if elected.

d) Balloting shall be conducted by:

i. Letter ballots with envelopes for returning marked ballots shall be mailed not later than thirty (30) days prior to the annual meeting to all members with voting privileges. Provision shall be made on the ballot for write-in candidates for each office to be filled. In order to be valid, ballots shall be returned to the Secretary in two sealed envelopes. The inner ballot envelope shall be marked "BALLOT" and bear the signature of the voting member. This envelope shall be delivered to the tellers unopened.

   And/or

ii. Verifiable electronic balloting may be used as a substitution for mailed ballots if approved by the Board. Requirements of section (2)(d)(a) above concerning write-in candidates shall be required.

e) The polls shall close at a time determined by the Executive Committee which shall be printed on the ballot. The valid ballots of members in good standing shall be counted by not less than three (3) tellers appointed by the President. The candidate receiving the largest number of votes shall be declared elected. A tie vote will be resolved by the flip of a coin. If, for any reason, an annual meeting is not held, or the Directors are not elected thereat, the Directors may be elected at any special meeting of the members held for that purpose.

Section 3. Board of Director Meetings. The President or designee is responsible for calling the regular meetings of the Board of Directors for introduction of officers and the transaction of such other business as may come before the meetings shall be held immediately following the annual meeting of the members of the Association and regularly throughout the year with a minimum of eight meetings a year. Notwithstanding any provisions in these Bylaws, no notice thereof shall be required. Board members shall receive written notification, at least five (5) days prior, of Board meetings via email or other notification procedures.

Section 4. Special Meetings. Special meetings of the Directors may be held at any time and place at the call of the President, or if he or she is absent, unable to act or refuses to act, by the President- Elect or a majority of the Directors at the time being in office. Said special meetings may be held at any time and place upon waiver of notice of the time and place for holding such meeting signed by all of the Directors of the Association.

Section 5. Notice of Special Meetings. The President or designee shall give notification of the time and place for holding each special meeting, except special meetings held on waiver, at least five (5) days prior to such meeting to each Director of the Association. Unless otherwise indicated in the notice thereof, any and all business of the Association may be transacted at any special meeting of the Directors.

Section 6. Quorum. A majority of the Directors of the Association shall constitute a quorum for the transaction of business. If the Quorum shall not be present at any meeting of the Board of Directors, those present may adjourn the meeting from time to time until the quorum shall be present.

Section 7. Voting. At all meetings of the Board of Directors, each Director is to have one (1) vote.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In the event of a tie vote among the Board of Directors, the decision shall be resolved by the flip of a coin.

In the absence of Association Treasurer, the Deputy-Treasurer will be able to vote. In the absence of the PWO Representative, the PWO Representative-Elect will be able to vote. In the absence of a WEF Delegate, the WEF Delegate-Elect will be able to vote.

Participants may participate in meetings through the use of real-time communications technology and phone or e-mail voting.

Section 8. Vacancies. Vacancies in the Board of Directors, however arising, shall be filled for the unexpired portion of the term by vote of a majority of the remaining Directors.

Section 9. Executive Committee. By resolution of the Board of Directors, the Directors shall designate an Executive Committee of six (6) Directors to manage and direct the ongoing affairs of the Association. Normally the Executive Committee shall consist of the President, immediate Past President, President-Elect, Vice President, Association Secretary, and Association Treasurer. In the event of a tie vote among the Executive Committee, the decision shall be resolved by the flip of a coin. In addition, the Executive Committee shall have and may exercise all of the authority that is vested in the Board of Directors as if the Board of Directors were regularly convened; except that the Executive Committee shall not have authority to incur indebtedness on behalf of the Association in excess of Five Hundred Dollars ($500.00). The number of votes of Executive Committee voting members that shall be necessary for the transaction of any business or any specified item of business at any meeting of the Executive Committee shall be four (4).

Section 10. Waiver of Notice. Any Director may at any time waive any notice required to be given under these Bylaws. The presence of a Director in person at any Board of Directors meeting shall be deemed to be such a waiver.

Section 11. Committees. The Board of Directors, by resolution of the Board, may establish such other committees to assist the Association in an advisory or assisting role as it may determine from time to time.

Section 12. Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at any meeting of the Board of Directors or a reasonable compensation for services actually rendered. No such payment shall preclude any Director from serving the Association in any other capacity and receiving reasonable compensation therefore.

Section 13. Duties. The Directors, subject to the provisions of any law, the Articles of Incorporation or these Bylaws, shall have authority and it shall be their duty:

a) To control and manage the affairs of the Association;
b) To prescribe and pass upon qualifications and requirements for membership and cause to be issued appropriate certificates of membership;
c) To select, appoint and remove at will all agents and employees of the Association and to prescribe the duties and delegate such powers to the officers, agents and employees of the Association as may be necessary or required to carry out the business of the Association so long as the same is not inconsistent with these Bylaws;
d) To authorize annually the expenditure of funds for operation of the Association and for other specific purposes.
e) To fix the compensation of any and all officers, agents or employees of the Association and to require security for the faithful performance for their duties as it shall be deemed that such security is advisable;
f) To borrow money and make and issue notes, bonds and other negotiable and transferable instruments, pledges and mortgages, to maintain a bank account or accounts and to do every other act and thing necessary to effectuate the foregoing;
g) To accept gifts and contributions to the Association upon such terms and conditions as the donor and the Board of Directors shall determine and agree upon.

ARTICLE VI

Officers

Section 1. Designation. All officers shall be Active Members of the Association, located within the State of Utah and in good standing, and shall have been members in good standing for one (l) year preceding their election. The officers of the Association shall be a President, a President-Elect, a Vice President, WEF Delegate(s) to serve on the WEF House of Delegates, four (4) Association Directors, a Secretary, a Treasurer, the immediate Past President, a Professional Wastewater Operator Representative and other officers who may from time to time be elected by the Directors.

Section 2. Term of Office. Officers of the Association shall be elected by the general Active Membership of the Association in conjunction with the Director's election provided for hereinabove, and shall hold office for the term of one (1) year until their successors are duly elected and qualified, except that the Vice President shall automatically become President-Elect for the following year, the President-Elect shall become President for the following year; the President shall automatically become the immediate Past President of the Association for the following year and the PWO Representative elect shall automatically become the PWO Representative for the following year. The Association Treasurer will serve a two-year term. The Deputy Association Treasurer will serve a one-year term and then automatically transition to the role of Association Treasurer, resulting in a total commitment of three years.

All Association Directors will be elected to serve a two (2) year term. Only two (2) of the four Directors' term of office will expire each year, therefore, two (2) Directors shall be elected each year thereafter. The Professional Wastewater Operator Representative shall serve for a term of one (1) year.

The appointment and terms of the WEF Delegate(s) shall be in accordance with procedures established by WEF. The terms of office of Delegates shall be for approximately three years, which terms shall start at the organizational meeting of the WEF House of Delegates following their election or appointment and continue until their successors qualify. An incoming Delegate shall qualify for office upon notification of appointment or election by the Secretary of the Member Association to the Executive Director of WEF.

Section 3. President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the members of the Association and all meetings of the Board of Directors. The President, President Elect, Association Treasurer, and Deputy Treasurer shall have power to sign and execute all contracts on behalf of and in the name of the Association and to sign checks, drafts, notes and orders for payment of money. The President shall execute the general and active management of the business and affairs of the Association subject to the control of the Directors, and shall perform all of the duties usually incident to the office of President.

Section 4. President-Elect. The President-Elect shall have such powers and perform such duties as shall be delegated to him or her by the President. In the absence or disability of the President, the President-Elect shall perform the duties and exercise the powers of the President.

Section 5. Vice President. The Vice President shall have such powers and perform such duties as shall be delegated to him or her by the President. In the absence or disability of the President and the President-Elect, the Vice President shall perform the duties and exercise the powers of the President.

Section 6. WEF Delegate(s). WEF Delegate(s) to be active member(s) of WEF and shall represent the Association in the conduct of business by the WEF House of Delegates.

> **Section 6.1 WEF Delegate-Elect**. The WEF Delegate-Elect serves from the annual conference until the next WEF House of Delegates meeting. During this period, the Delegate-Elect will receive training from the outgoing WEF Delegate and all relevant information from the WEF House of Delegates. This ensures they are fully knowledgeable about WEF operations before their official term begins. The Delegate-Elect is also invited to Association Board meetings and will vote in place of any absent WEF Delegate.

Section 7. Association Directors. The Association Directors shall perform such duties as assigned by the President and shall assist in the direction of all business of the Association.

Section 8. Association Secretary. The Association Secretary shall:

a) **Serve as an executive officer of the Association, and operate under the general direction of the President and the Board.**
b) Attend all meetings of the Board, record and distribute the proceedings of such meetings to the Board.
c) Maintain records of the Association including list of members of the Association.
d) Perform such other duties as may be assigned by the Board.

Section 9. Association Treasurer. The Association Treasurer shall:

a) **Serve as an executive officer of the Association, and operate under the general direction of the President and the Board.**
b) See that all monies due to the Association are collected carefully, without loss, and transferred to proper accounts and custody; see that all expenditures are properly entered in the records of the Association, and the bills and vouchers for their payment are proper and in order; and sign or see to the signing of checks or drafts against funds of the Association, all in accordance with procedures established or approved by the Board.
c) Provide to the Board of Directors prior to the annual meeting a complete accounting of all income and expenses for the previous fiscal year.
d) Perform such other duties as may be assigned by the Board.

> ***Section 9.1 Deputy Association Treasurer.*** The Deputy Association Treasurer shall serve for one year as they are trained by the Association Treasurer on the workings of the Associations finances.

They will assist the Association Treasurer on financial documents and duties as assigned. The Deputy Association Treasurer will be invited to all Association Board meetings and will have voting rights when the Association Treasurer is absent.

Section 10. Immediate Past President. The immediate Past President shall have such powers and perform such duties as shall be delegated to him or her by the President.

Section 11. Professional Wastewater Operator's Representative. The Professional Wastewater Operator's Representative shall have such powers and perform such duties as shall be delegated to him or her by the President. He or she shall direct the activities of the Professional Wastewater Operator's Division. The Past Professional Wastewater Operator's Representative shall be available to perform duties as needed to assist the Professional Wastewater Operator's Representative.

Section 12. Professional Wastewater Operator's Representative Elect. The Professional Wastewater Operator's Representative Elect shall have such powers and perform such duties as shall be delegated to him or her by the Professional Wastewater Operator's Representative.

Section 13. Compensation of Officers. The officers shall receive compensation for services rendered as may be determined from time to time by the Board of Directors.

Section 14. Removal of Officers. The Board of Directors may remove any officer by majority vote at any time with or without cause.

ARTICLE VII

Committees

Section 1. Appointment. Except for the Nominating Committee provided for in Article V of these Bylaws, the President, with the approval of the Board of Directors, is empowered to appoint such other committees, and to designate the chairman of each where not otherwise specified, which may be required to advance the best interests of the Association and to enable it to fulfill its purposes.

Section 2. Notice of Appointment. The President shall supply each chairman and committee member with notice of his appointment.

Section 3. Term of Appointment. Committee appointments, unless otherwise specified, shall be for the year, or until a successor is appointed. The term is more specifically defined as the year from Annual Conference to Annual Conference.

Section 4. Accountability. Each Committee, through its Chairman, shall report to the Board Liaison (Director) assigned to their Committee and shall advice regarding policy, procedure or special assignment in its particular field of responsibility for the best interest of the Association.

During their term, each Board Liaison (Director) will be assigned an Executive Committee member to serve as a Board Mentor. This mentorship is designed to offer essential guidance and resources, enabling the liaison to effectively uphold the association's best interests.

Section 5. Vacancies. In the event a member may be unable for any reason to complete his term of appointment, the resultant vacancy shall be filled in accordance with Section 1 of this Article for the unexpired term.

Section 6. Committee Guidelines. A set of committee guidelines discussing the makeup, organization, authority and responsibilities of individual committees will be developed by the Board of Directors and shall be used in conducting the affairs of the committees.

Section 7. Annual Report. All committees shall present oral and written reports of their activities during the previous fiscal year at the first Board of Directors Meeting following the annual meeting.

Section 8. Committee Dissolution. The President, with the approval of the Board of Directors, is empowered to dissolve committees appointed under Section 1, if the committee has achieved its stated purpose, does not have sufficient member participation, or is no longer providing a benefit to the Association.

ARTICLE VIII

Membership Certificates

Section 1. Form of Certificates. Certificates representing membership in the Association in the form prescribed by the Board of Directors may be issued to each member of the Association.

Section 2. Transferability. No Certificate of Membership issued to any member of the Association shall be assigned or transferred.

ARTICLE IX

Seal

Section 1. Seal. The seal of the Association shall be as follows:

Section 2. Custody of Association Seal. The Association's seal shall be in the custody of the Secretary or such other person as the Board of Directors shall designate.

ARTICLE X

Fiscal Year

The fiscal year shall begin on the first day of July or as otherwise designated by the Board of Directors.

ARTICLE XI

Amendments of Bylaws

Section 1. Initiation. Amendments to these Bylaws may be proposed by a majority of the Board or through it, on petition of twenty-five (25) of the Active Members.

Section 2. Federation Approval. Any proposed changes to the Bylaws shall be submitted to the WEF Bylaws Committee for review and approval prior to adoption by the Association membership.

Section 3. Adoption. Amendments to these Bylaws may be made by a two-thirds affirmative vote of the total membership of the Association present at an annual meeting. The Secretary shall provide notices and a complete list of all amendments, on the instruction of the Board of Directors, to each member at least thirty (30) days before they are to be voted upon. Verifiable electronic notification may be used as a substitution for mailed notices, if approved by the Board. Publication of amendments in the WEAU Newsletter will be considered adequate notification, provided it is sent forty-five (45) days prior to the balloting. A proposed amendment may also be mailed by the Secretary to each Active Member for the purpose of voting upon by letter ballot. The letter ballot shall be returned not later than thirty (30) days following the mailing of the proposed amendment. A two-thirds affirmative vote of the letter ballots cast is required for adoption. When amendments have been acted upon favorably by the Association Membership, they shall take effect immediately.

And/or

The amendments can be posted on the Associations website at least thirty (30) days before they are to be voted upon. An accompanying email ballot will be sent to members to vote on the proposed amendments.

ARTICLE XII

The Association shall indemnify any person who is or has been a Trustee, Delegate, Officer, Committee Member, or Employee (hereinafter "Indemnified Person") of the Association against legal expenses and liabilities reasonably incurred or imposed on the indemnified person in connection with serving the Association. Details regarding limitations of indemnification, procedure, subrogation, surety, applicable law and insurance are in accordance with procedures established by the Board.

ARTICLE XIII

Section 1: Dissolution of the Association may take place with the consent of a minimum of two-thirds (2/3) majority of the members of the Association or such minimum as set forth in the nonprofit corporation law of the state of Utah. (Utah Code 16-6a-1402)
Section 2: In the event of dissolution of the Association, the property and assets thereof, following satisfaction of all obligations and liabilities, shall be disposed of exclusively for the purposes of the Association as determined by the members at a meeting convened for the purpose of dissolution. Notice of dissolution shall be given to WEF within 45 days. If the MA is a 501(c)3, the IRS requires the assets be disposed with another 501(c)3 organization.

THE FOREGOING BYLAWS ARE HEREBY ADOPTED THIS

___________________day of_______________________, 2026.

BY: __________________________________

ITS:____ ATTEST:__

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected, qualified, and acting Secretary of the Water Environment Association of Utah a corporation; that the above and foregoing are the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors or adopted by vote thereof duly held on the____________________________.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this_______________________.

____
SECRETARY

THE FOREGOING BYLAWS ARE HEREBY ADOPTED THIS ________day of______, 2026 BY:

____

ITS:_____________________________________

ATTEST: