

NEW YORK WATER POLLUTION CONTROL ASSOCIATION, INC.
GENESEE VALLEY CHAPTER RULES OF CONDUCT

~~September, 2008 (Draft)~~ ~~January 2009 (Draft)~~

4/28/09

Article I - Name

Section 1.1 This organization shall be know as the THE NEW YORK WATER ENVIRONMENT ASSOCIATION, INC. GENESEE VALLEY CHAPTER. The Genesee Valley Chapter is a part of THE NEW YORK WATER ENVIRONMENT ASSOCIATION, INC., herein designated as the Association.

Article II – Objectives

Section II.1 - The objectives of the Genesee Valley Chapter shall be identified with those stated in the Bylaws of the Association. Specifically, these objectives include:

- The advancement of fundamental and practical, political, social, technical, legal and fiscal knowledge concerning the development and administration of effective water quality management programs.
- The advancement of fundamental and practical knowledge concerning the nature, collection, treatment, reclamation, minimization and disposal of domestic and industrial wastewaters from point and non-point sources.
- The advancement of knowledge concerning the planning, design, construction, operation and management of facilities for the collection, treatment and disposal of domestic and industrial wastewaters and residuals.
- The advancement of knowledge of the adverse impacts of non-point sources of pollution on water quality and methods to mitigate such adverse impacts.
- The advancement of knowledge concerning the source, fate and effect of pollutants in streams, rivers, lakes, estuaries, oceans and in the groundwater's through research, exchange of information and educational activities.
- The encouragement and support of research activities leading to the development of new knowledge and improved processes for improved water quality management.
- The encouragement of a friendly exchange of information and experience among its members, and other interested persons, by state and local meetings of its members, affiliation with the FEDERATION, and participation in the activities of the FEDERATION and the ASSOCIATION at the national, state and local level.
- Improvement in the professional qualifications and status of members engaged in the development and administration of water quality management programs at the national, state and local level, and members engaged in the design, management and operation of water quality management systems.
- The advancement of public knowledge and understanding of water quality management through appropriate public information and education activities.

- The support and encouragement of students in the study of water quality and related environmental issues. This may be done through the establishment of student chapters at colleges and universities, student awards, a scholarship program; and in addition, the promotion of educational programs at primary and secondary schools.
- To do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance and accomplishment or attainment of any or all of the purposes and powers of the ASSOCIATION. To do any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers.

Section II.2 - The specific purposes of the Genesee Valley Chapter shall be to provide a common and more frequent meeting ground for the study, discussion and dissemination of information among those identified with or those actively interested in water pollution control in the counties within the Genesee Valley Chapter.

Section II.3 - The Genesee Valley Chapter is a heretofore existing Section of the Association which has recently been incorporated. The Genesee Valley Chapter is subject to the Bylaws and directives of the Association, and derives its existence from that Association. The Chapter shall make all reports directed by the Association and shall conform to the Association Bylaws and policies.

Article III - Membership

Section III.1 - Any Active, Corporate/Contractor, Honorary, Life, Student, Dual, PWO, Utility, Retired, Young Professional or Affiliate member in good standing of the Association who is a resident of the following counties: Orleans, Monroe, Wayne, Ontario, Seneca, Schyler, Steuben, Chemung, Livingston, or Yates is automatically a member of the Genesee Valley Chapter.

Section III.2 - The right to vote on any Chapter matters shall be restricted to the enrolled Active, Corporate/Contractor, Life, Student, Young Professional, PWO, Utility and Affiliate members.

Section III.3 - Water Environment Federation Honorary Members, Federation Life Members, representatives of Corporate/Contractor Members and Utility Members living or having their place of business within the boundaries of the Genesee Valley Chapter shall be granted all rights and privileges of Active members provided they are not Active Members of any other Member Association.

Section III.4 – Members must enroll in a primary chapter and may elect to receive mailings from secondary and tertiary chapters.

Article IV – Organization

Section IV.1 - The management of the Genesee Valley Chapter shall be vested in a Board of Director consisting of ~~seven~~ nine voting members. The Chapter member serving on the State Board of Directors shall also serve on the Board of Directors as an “ex-officio” member (having no voting rights).

Section IV.2 - The goals of the Chapter shall be to structure the Chapter Board of Directors as closely as possible to the following varied discipline of its members:

- Three (3) members actively engaged in the collection and/or treatment of wastewater within the Chapter;
- One (1) member from the local NYSDEC office or any other regulatory agency representative whose official duties lie within the Chapter boundaries;
- One (1) member engaged in the practice of consulting engineering for wastewater collection and treatment systems;
- One (1) member actively employed as a wastewater equipment manufacturer's representative;
- One (4) (3) member representing the membership-at-large.

Section IV.3 - The term of office for the members of the Chapter Board of Directors shall be for three years, and only two full consecutive terms of office will be allowed.

The first Chapter Board of Directors elected, however, shall serve as follows: three (3) members of one year; two (2) members for two years; and two (2) members for three years respectively, this to be determined by lot after election.

The term of office for the State Board of Directors representative will be for three years as stated in the Association Bylaws. He/she shall be appointed from the active general membership of the Chapter by the Genesee Valley Chapter Board of Directors. Duties shall include attending all State Board of Directors. Duties shall include attending all State Board of Directors and the local Chapter Board of Directors meetings and being a liaison between the Chapter and the Association.

Section IV.4 - Election of members of the Chapter Board of Directors shall be by written ballot of the active enrolled membership and will be carried out at the last meeting of the calendar year. The members of the first Chapter Board of Directors, however, shall be elected at the organization meeting.

Section IV.5 - Nominations to fill expired terms of the Chapter Board of Directors shall be submitted to the Secretary in writing not less than twenty (20) days nor more than 70 days prior to the last business meeting of the year. The three persons receiving the greatest number of nominations per available position shall be on the ballot. In the absence of nominations, the Board Directors shall act as a Nominating Committee.

Section IV.6 - In the event a vacancy occurs within the Chapter Board of Directors, a new member shall be appointed by the Board from the membership to serve out the unexpired term of office.

Section IV.7 - The Chapter Board shall meet at least on a quarterly basis. A quorum of at least ~~four~~ five members of the Chapter Board shall be required to transact business of the Chapter.

Article V - Officers

Section V.1 - The officers shall be a Chair, Vice-Chair, Secretary-and Treasurer. No person shall hold more than one office at any given time.

Section V.2 - The Chair shall be appointed annually by a majority vote of the Board of Directors, from within its members, and will be eligible to serve no more than two full consecutive terms in office. It shall be the duty of the Chair as chief executive officer to preside at all meetings of the Chapter and of the Chapter Board; to appoint all committee chairs, with the exception of Program Chair; and to be an ex-officio member of all standing committees.

Section V.3 - The Vice Chair shall be appointed annually by a majority vote of the Board. The Vice Chair shall assist the Chair in their duties and act on occasion of the Chair's absence.

Section V.4 - The Secretary-~~Treasurer~~ shall be appointed annually by a majority vote of the Board. He/she shall attend all meetings of the Board and general membership, keeping all reports and minutes thereof and carrying out any necessary correspondence of the Chapter. The ~~Secretary~~-Treasurer shall be appointed annually by a majority vote of the Board. He/She ~~also~~ makes all necessary disbursements and submits to the Chapter Board and membership an annual financial statement.

Section V.5 - An officer may be impeached by two-thirds vote of the Chapter Board if, in its opinion, that officer's policies, decisions or actions are detrimental to the aims and purpose of the Chapter; or, if in its opinion, the officer is not fulfilling his/her duties.

Article VI – Dues and Finances

Section VI.1 - No dues shall be assessed. The ordinary expenses of conducting the business of the Genesee Valley Chapter shall be met by proceeds from activities such as technical meetings, seminars and workshops held by the chapter and other sources of revenue deemed acceptable and in accordance with the mission of the NYWEA by the Chapter Board. In accordance with Article 9, Section 7 of the NYWEA Bylaws chapters are reimbursed by the Association based on net growth of members during a twelve month period.

Section VI.2 The Chapter will follow the financial policies as outlined in the attached document titled, Chapter Financial Procedures.

Article VII - Meetings

Section VII.1 - The Chapter shall hold routine Chapter educational/training meetings for members which are consistent with the Association's objectives and strategic plan.

Section V11.2 - Meetings shall be held at least quarterly at such time and place as may be determined by the Chapter Board of Directors, it being the purpose to rotate the meeting place to best serve the convenience of the greatest number and to furnish an opportunity to become intimately acquainted with the various aspects of wastewater problems of the Chapter.

Section VII.3 - One meeting shall be held during the months of October or November for the purpose of election of members to the Chapter Board of Directors.

Section VII.4 - All meetings shall be conducted in accordance with Roberts Rules of Order.

Section V11.5 - The Chapter shall endeavor to establish a member/non-member differential for Chapter meeting/event registration fees which is consistent with the New York Water

Environment Association policy.

Article VIII - Amendments

Section VIII. 1 - Amendments to the Rules of Conduct may be made by two-thirds majority of the votes cast by the enrolled membership, provided proposed amendments are submitted to the membership at least ten days prior to any membership meeting. Amendments shall not become effective until approved by the Board of Directors of the Association.

Article IX - Committees

Section IX.1 - The Chapter Chair is empowered to create such committees from time to time as may be required to advance the best interests of the Chapter and enable it to fulfill its objectives, with the exception of the Program Committee Chair who will be appointed by a majority vote of the Chapter Board of Directors and will serve at the Body's discretion. The Chapter Board of Directors shall elect the Chair of each committee. The Secretary shall maintain a current listing of committee chairs including responsibilities, and shall forward this list to the Association for information and use by the appropriate State committees in December. It is not necessary to be a Chapter Board member to be a committee Chair. The Chair for each Chapter Committee will, at the request of the Chapter Board and the approval of the appropriate State Committee, represent the Chapter as an active member of the associated State Committee.

Article X - Declaration

Section X.1 - These Rules of Conduct, when approved by the Association Board of Directors and the Chapter membership, shall immediately be in effect and shall supersede any and all previous bylaws or Rules of Conduct of the Genesee Valley Chapter.

Article X1 – Disposition of Assets Upon Dissolution

Pursuant to the Articles of Incorporation and Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law (the "Code"), no part of the income or profits of the Chapter shall be paid, distributed or otherwise inure to the benefit or use of its directors or officers or other private persons except that the Chapter shall be authorized to pay compensation in reasonable amount to its directors, officers or employees for services rendered and to make payments and distributions in furtherance of its general corporate purposes including contributions and donations for charitable purposes. Upon dissolution of the Chapter, the assets of the Chapters shall not be distributed to its directors or officers or other private persons. In the event of such dissolution, the Chapter Board of Directors shall, after provision is made for the disposition of any property committed to charitable purposes as required by court order, transfer and convey the remaining assets to the Association.