



## **WasteWater Education Incorporated**

Tax ID#:20-0042087

### **Bylaws**

{As Amended by three consecutive Board Meeting Votes - to take effect January 1, 2019}

#### **ARTICLE I**

##### **Identification**

- A. WasteWater Education Inc. is a nonprofit directorship corporation (herein referred to as 'the CORPORATION', as defined in Michigan Nonprofit Corporation Act, as amended.
- B. Registered Office: The registered address of the CORPORATION is Smith & Johnson Attorneys, 603 Bay Street, PO Box 705, Traverse City, Michigan, 49685-0705 , or at such location as shall be specified by the Board of Directors.
- C. The Registered MAILING ADDRESS of the CORPORATION is PO.Box 792, Traverse City, Michigan 49685-0792, or at such location as shall be specified by the Board of Directors.

#### **ARTICLE II**

##### **Statement of Purpose**

To increase awareness that water quality is directly linked to the use of appropriate wastewater systems and their management.

#### **ARTICLE III**

##### **WasteWater Education Board**

##### **Statement of Responsibilities**

- A. Governance.  
WasteWater Education is governed by the WasteWater Education Board of Directors. The WasteWater Education Board of Directors may take any lawful action on behalf of the CORPORATION which is not by law or by the Articles of incorporation or by these bylaws required to be taken by another party.
- B. The WasteWater Education Board of Directors develops, ensures implementation, regularly reviews, and evaluates, policies and contracts governing WasteWater Education services in the following areas:

1. Personnel;
2. Fiscal Management and oversight of all financial accounts and operations.
3. Continuous enhancement of the WasteWater Education Services;
4. Appointment of Committees;

C. Any and all policies and governance shall be formally adopted by a majority resolution of the full WasteWater Education Board of Directors present at a properly convened meeting with the exception of a vote to amend these bylaws which is stipulated in Article XIV. Said policies and governance of the WasteWater Education Board of Directors shall be subject to biannual review.

#### **ARTICLE IV**

##### **WasteWater Education Board of Directors- Directors Terms Of Office**

- \*A. WasteWater Education is governed by not less than ~~6 (six) and not more than 11 (eleven)~~ **5 (five) and not more than 9 (nine)** Directors.
- B. Appointments will be made by a majority vote of the WasteWater Education Board. Each WasteWater Education Board Director position shall be for a term of 3 years. Service to commence at the first meeting of the month following appointment. Terms may be staggered so that only one third vacancies occur in any Fiscal year. WasteWater Education Board Directors are eligible to reapply at the end of each term, **with the exception of the Chair who is restricted to 3 consecutive terms.**

#### **ARTICLE V**

##### **WasteWater Education Board of Directors- Removal of Directors**

The Chair of the WasteWater Education Board of Directors shall dismiss a WasteWater Education Board Director under the following circumstances:

1. Absence at 3 consecutive meetings without prior notification of the Board.
2. Inability to attend a majority of WasteWater Education Board meetings due to other commitments.
3. Gross violation of the Public Trust.
4. Conviction of a Felony.
5. Such dismissal shall be approved by a majority vote of the Directors present at a properly convened meeting.

#### **ARTICLE VI**

##### **WasteWater Education Board of Directors- Officers and Duties**

A. The WasteWater Education Board of Directors shall vote to elect those Officers of the Board whose term is due to expire at the last regularly scheduled meeting of each Fiscal Operating Year.

Each Office shall then be held for the term of one year. All Officers may seek re-election for their Office, with the exception of the Chair which is limited to three (3) consecutive terms.

B. Officers and duties are:

**I. Chair;**

- a). Presides over and conducts business at any and all meetings in accordance with Roberts Rules of Order and the Bylaws;
- b). Acts as the Board's chief liaison with the Executive Director;

- c). Is empowered to sign any and all legal documents as approved at a regularly scheduled or Special Board of Directors meeting;
- d). Enforces the Policies and Governance's as stated in the Compiled Policies Manual;
- e). Ensures the publication of an Annual Report;
- f). Is the secondary authorized signatory of all checks for Board authorized expenditures.

2. **Vice Chair** is empowered, in the absence of or at the instruction of the Chair, to perform all the functions of the Chair as set forth above and is the alternate authorized signatory of all checks for Board authorized expenditures in the absence of either the Chair or Treasurer or Secretary.

3. **Secretary:**

- a) Takes the Minutes of any and all meetings, unless a designated Recording Secretary has been appointed and is present. The Board Secretary shall be charged with the review and corrections of the Minutes.
- b) Conducts or keeps on file all Board of Directors correspondence.
- c) Ensures publication of all announcements relevant to Board operations and initiatives.
- d) Ensures the maintenance of the Board's Institutional Records.
- e) Is the alternate authorized signatory of all checks for Board authorized expenditures in the absence of either the Chair, Vice Chair or Treasurer.

4. **Treasurer:**

- a) Monitors and reviews all financial operations.
- b) Ensures maintenance of the Board's Financial Institutional Records.
- c) Reviews, with professional advice, all recommendations to the Board concerning investments, development of funding opportunities, current accounting standards;
- d) Reviews the Audit (to be conducted every 2 years, or upon excess of \$50,000 on income) in consultation with Executive Director, CPA, appointed Auditor. Ensures the Annual Financial Report is promptly available.
- e) Is the **primary** signatory of all checks written for authorized expenditures.
- f) Ensures that all Internal Financial Controls Procedures are followed.

5. **Compensation:**

All Officers and Directors shall serve without wages or salary but may be reimbursed for expenses or compensated for services performed on behalf of or at the request of the CORPORATION.

**\*ARTICLE VII**

**WasteWater Education Board of Directors Per Diem and Expenses**

WasteWater Education Board of Directors per meeting and per diem compensations, **if provided**, will be set to match those set by US Internal Revenue Service.

**ARTICLE VIII**

**The WasteWater Education Board of Directors** - hereby adopts and requires all Directors to conform to the *Code of Ethics for Directors: Policy and any and all Policies as published in the Combined Policy Manual*.

**ARTICLE IX**

**WasteWater Education Board - Committees**

- A. **Appointments.** The Board may designated and make appointments to, or dissolve, any Committee deemed appropriate to serve the Mission of the CORPORATION.
- B. **Reports.** Committees shall be required to submit a written or verbal report of activities conducted to the Executive Board upon request.

C. **Restrictions.** Committees are not permitted to commit or expend funds from, or on behalf of, WasteWater Education without prior approval of a majority of the Board by a motion at a Regular Meeting of the Board.

D. **The WasteWater Education Board of Directors** - hereby requires all Committees to conform to the Code of Ethics for Directors: Policy and any and all Policies as published in the Combined Policy Manual.

## **ARTICLE X**

### **WasteWater Education Board - Indemnification**

To the full extent permitted by law, the CORPORATION shall indemnify and pay the defense expenses of any person who was or is threatened to be made a party to any threatened, pending or completed action suit or proceeding, by reason of the fact that they is or was a director, officer or agent of the CORPORATION, against all expenses (including attorneys fees); liability (including without limitation liability for money damages fro breach of fiduciary duty) and loss reasonably incurred in connection therewith. No repeal or modification of the Article shall adversely affect any right of any person existing at the time of, or with any respect to any acts or omissions occurring before, such repeal or modification.

The CORPORATION shall have the power to purchase and maintain insurance on behalf of any person in accordance with the Michigan Nonprofit Corporation Act.

## **ARTICLE XI**

### **WasteWater Education Board - Meetings and Minutes**

#### A. **Regular Meetings.**

1. The schedule and location of the CORPORATION Board Meetings will be established at the first Regular meeting of the Fiscal Operating Year.
2. Meeting locations shall be determined by consensus and may be amended at the discretion of the WasteWater Education Board.
3. Any business which may be transacted at a Regular meeting may be done so by means of written, electronic or voice telephone polling the Board by the Chair, with the proviso that such actions are subsequently recorded in the minutes of the next formal Board meeting.
4. A legal quorum to conduct business shall comprise a simple majority of WasteWater Education Board members. In the event a legal quorum is not present no business shall be transacted and the meeting rescheduled to an alternative date.
5. Regular meetings are to conduct WasteWater Education Business. Other individuals may attend by invitation only and with prior notification and approval of the Board.
6. **All meetings shall be conducted according to Robert's Rules Of Order.**
7. Decisions for action or approval made at any properly convened meeting shall be ratified by a recording of a Motion and Second and shall not be confirmed unless agreed to by a majority vote of Directors present - *with the exception of any Motion to amend these bylaws which is stipulated in Article XIV.*
8. The WasteWater Education Board may approve the execution of customary and standard business by an Executive Committee comprised of all FOUR [4] Officers.

B. **Executive Meetings.**

1. A legal quorum to conduct customary Executive business shall comprise the Officers of WasteWater Education Board. In the event a legal quorum is not present no business shall be transacted and the meeting rescheduled to an alternative date.
2. Meeting locations may be amended at the discretion of the WasteWater Education Board.
3. \*Executive meetings are to conduct WasteWater Education Business. ~~No other individuals may attend.~~ **Other individuals may only attend by invitation.**
- 4.

C. **Meeting notices** shall be supplied for all Meetings to Board members in a timely manner by the Executive Director.

**An Agenda** for all Executive and Regular meeting shall be prepared by the Executive Director; or Secretary and distributed to each WasteWater Education Board Director no later than 3 working days prior to the meeting.

D. **A Special Meeting** may be called by the Chair or at the request of 3 WasteWater Education Board Directors communicated to the Chair. A Notice of Intent to convene a Special Meeting must be sent to all WasteWater Education Board members no later than 3 days prior to the meeting.

E. **Annual Meeting.**

The last regularly scheduled meeting of each Fiscal Operating Year shall be the Annual Meeting when the WasteWater Education Directors shall vote to elect the Officers of the WasteWater Education Board, as specified in Article IV above, and approve the WasteWater Education Annual Budget.

## **ARTICLE XII**

### **Waste Water Education Board of Directors- Waste Water Education Executive Director**

The WasteWater Education may appoint an Executive Director and they will be evaluated on an annual basis. That individual shall be responsible to the WasteWater Education Board, for making recommendations to the WasteWater Education Board and for carrying out its policies and directives; for specifying the duties of other employees and enforcing the Personnel Policies of the WasteWater Education Board; for supervision of staff, for proper care and maintenance of WasteWater Education equipment and property; for selection, acquisition and maintenance of WasteWater Education materials; for public relations of the WasteWater Education service; for preparing a preliminary draft of budget and annual report for WasteWater Education Board approval; and performing any duties specified in the approved Job Description for that position.

This position shall be appointed subject to an employment contract to be renewed on an annual or multi-annual basis, may not be held by a Board member and does not have voting privileges.

## **ARTICLE XIII**

### **Waste Water Education Board of Directors- Financial Accounting and Investments**

THE CORPORATION is responsible for establishing and maintaining a system of internal controls over the accounting procedures as well as over all assets belonging to the WasteWater Education. It shall be bound by a fiscal INTERNAL CONTROLS POLICY

For the purposes of accounting the WasteWater Education Fiscal year shall run from July 1 - June 30.

## **ARTICLE XIV**

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**WasteWater Education Board of Directors - Amendments or Revision of this Document**

The Bylaws as stated in this document replace and override any and all prior documents.

Language or directives contained in this document may only be changed or revised by a 2/3 rd (two thirds) vote of the full WasteWater Education Board of Directors at 2 successive Regular meetings. Proposed changes must be received in writing by the Board prior to meeting at which it will be discussed.

**Approved this day ——— November , 2018**

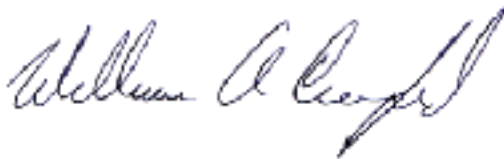
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Oliver Grievson, Chair



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Cynthia Pickel, Vice Chair



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William Crawford, Treasurer

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Lesley Desjardins, Secretary



Authorized  
electronic  
Signature

Scott J. Kendzierski, MS, REHS

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Scott Kendzierski, Director



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Jason Menchhofer, Director



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Samuel J. Lino, Director