



## **BC Water & Waste Association**

# **CONSTITUTION & BYLAWS**

**Approved**

**May 5, 2014  
Annual General Meeting  
Whistler, BC**

**B.C. Water & Waste Association  
CONSTITUTION**

1. The name of the Society is the B.C. Water & Waste Association hereinafter referred to as the Association.

2. Mission Statement of the Association is:

“Safeguarding public health and the environment through the sharing of skills, knowledge, education and experience, and providing a voice for the water and waste community”

3. Purpose of the Association:

3.1 The coordination on a provincial and/or territorial level and in the public interest of the efforts and activities of individual members and affiliated groups for the not-for-profit purpose of:

- a) Furthering technical interest and education in the field of environmental resources including design, construction, operation and management of waterworks, sewerage, drainage, waste disposal and other pollution control works or such other disciplines as may from time to time be approved by the Association.
- b) Promoting efficient use and protection of our drinking water and other environmental resources.
- c) Giving consideration to provincial, territorial and national policies and legislation on environmental resources.
- d) Acting on behalf, and presenting the view of its members on matters that are federal, provincial, territorial, regional and municipal in scope.
- e) Ensuring that federal, provincial, territorial, regional, municipal and local governments are informed as to the matters of concern to the Association

3.2 The provision of services to members and affiliated associations, organizations or groups by:

- a) Coordinating and organizing programs for training, education, and certification;
- b) Making available technical data;
- c) Coordinating and stimulating research activity;
- d) Producing information bulletins;
- e) Arranging, on a federal, provincial, territorial, regional and municipal basis, activities and projects of common interest to members;
- f) Organizing an annual conference for the exchange of information, and an annual business meeting for updating of activities of the Association;
- g) Organizing technical transfer seminars in conjunction with federal, provincial, territorial, regional and municipal governments;
- h) Cooperating with established authorities and persons interested in the dissemination of technical knowledge;
- i) Liaising with federal, provincial, territorial, regional and municipal agencies of governments to discuss matters of concern to the Association;
- j) Recognizing service and achievement in the Association and its activities;
- k) Encouraging public understanding of matters of concern to the Association;
- l) Encouraging the selection of careers in the water & waste water field;

4. Franchise

The exclusive service area of the Association shall be the Province of British Columbia and the Yukon Territory.

5. Paragraphs 2 and 4 are alterable.

## **BYLAWS**

### **Article 1 Membership**

1.1 All candidates for membership and all members shall have a recognizable interest in the furtherance of the objectives of the Association set forth in the Constitution and shall carry on their business or profession in a fully ethical manner and in conformity with generally accepted principles of conduct.

1.2 The Association shall have five categories of members: Full Members, Corporate Members, Student Members, Honorary Members, and Retired Members.

1.2.1 A Full Member is any individual interested in or serving in the fields of endeavor covered by the objectives of the Association's Constitution.

1.2.2 A Corporate Member is any organization whose business interests are in or serving in the fields of endeavor covered by the objectives of the Association's Constitution.

1.2.3 A Student Member is any individual enrolled in a technical school, college, or university whose studies are related to the fields of endeavor covered by the objectives of the Association's Constitution.

1.2.4 An Honorary Member is an individual who is recognized as such by resolution of the Board due to exceptional performance for, involvement in, and contributions to the Association. Honorary Members will be selected and approved by a unanimous decision of the Board.

1.2.5 A Retired Member is any individual who has retired and is not professionally active in the water or waste fields.

1.3 Any person or organization desiring to become a member of the Association, shall fill out an application on the form provided by the Board and shall be admitted at the sole discretion of the Board.

1.4 A member who is in arrears with dues for three months shall cease to be in good standing.

1.5 A member may be expelled for any cause by unanimous vote of the Board.

### **Article 2 Direction and Management of the Association**

2.1 The Association will be governed by a Board comprised of an elected President and President-Elect, Past President, and five elected Directors-at-Large (one of which will be appointed as the Secretary), each of whom shall be entitled to vote at a meeting of the Board. Other ex officio non-voting directors as determined by the Bylaws and the Board may include an American Water Works Association (AWWA) Director, a Water Environment Federation (WEF) Delegate and a Canadian Water and Wastewater Association (CWWA) Director.

2.2 The officers are the President, President-Elect, Secretary, and the Past President.

2.2.1 The President shall have general supervision of the affairs of the Association and shall perform such duties as are prescribed in the Bylaws.

2.2.2 The Past President and President-Elect shall assist the President in the performance of his or her duties. The President-Elect shall act in the absence of the President as required.

2.2.3 The Secretary shall:

- (a) Make or cause to be made all required filings of the Association with the registrar, and
- (b) Prepare and enter (or cause to be prepared and entered) in books kept for that purpose, accurate minutes of all proceedings of the meetings of directors and members (such books to be kept at the registered office of the Association)

2.3 The signing authority of the Association shall be decided by the Board.

2.4 The members serving on the Board shall not receive remuneration from the Association for fulfilling Board duties and responsibilities.

2.5 All Board members must be Association members in good standing at all times.

2.6 The Board may establish and fill the paid position of Chief Executive Officer (CEO) to manage the operations of the Association for such remuneration as will be determined by the Board from time to time.

2.7 In the event that the position of CEO is not established or filled, the Board or its delegate will assume the responsibilities of managing the operations of the Association.

2.8 Other paid positions may be created by the CEO in accordance with the annual budget approved by the Board.

2.9 The affairs of the Association will be governed by the Board under such rules as the Board may determine, subject to the specific conditions of the Constitution and Bylaws.

2.10 The President of the Association, or other Board member designated by the President, shall be the presiding officer of the Board.

2.11 The Board shall hold a minimum of four meetings per year, one of which shall be at the time of the Annual General Meeting. The meetings shall be called by the presiding officer of the Board. A minimum of seven (7) days' notice shall be provided, unless waived by unanimous agreement of the Board members. A Board meeting may be conducted in person, by telephone conference, or by other electronic medium where Board members are able to communicate with each other. A quorum of the Board members must be present.

2.12 A quorum of the Board shall consist of a majority of its voting members.

2.13 Unless otherwise specified, motions will be passed by a majority vote. At a Board meeting conducted in person, voting will be by a show of hands. At a Board meeting conducted by telephone conference, voting will be by verbal indication, by facsimile vote or by electronic ballot. At a Board meeting conducted by other electronic medium, voting will be by electronic ballot.

2.14 A motion to rescind a previously passed motion must be passed by a two-thirds majority vote.

2.15 In the event of a tied vote by a quorum of the Board, the motion will fail.

### **Article 3 Elections and Appointments**

#### **Board**

3.1 The members of the Association shall elect a President-Elect and five (5) Directors-at-Large to serve on the Board of Directors.

3.2 The election of the President-Elect and the five (5) Directors-at-Large shall be by letter ballot or by electronic ballot.

3.3 The President-Elect from the previous year shall become the President.

3.4 The Past President shall be the most recent available Past President who is willing to serve.

3.5 The Board shall appoint one of the five elected Directors-at-Large to be the Secretary.

3.6 The President and President-Elect shall each serve a term of one year.

3.7 The Directors-at-Large shall normally each serve a term of three (3) years.

3.8 No officer or Director-at-Large may serve more than two consecutive terms in the same elected position.

3.9 The President, President-Elect and Past President must not hold more than one office at the same time.

#### **AWWA**

3.10 The AWWA Director representing the BCWWA shall be elected by members of the BC Section of AWWA in accordance with the Bylaws of the AWWA-BC Section.

3.11 The individual elected as the American Water Works Association Director to the Board of Directors of the British Columbia Section of the American Water Works Association (BC Section) shall be an ex officio non-voting member of the Board of Directors of the Association. For greater certainty, such ex officio non-voting member of the Board of Directors of the Association may not also hold the position of Director at Large in the same term.

3.12 The AWWA Director shall represent the Association in conduct of all business by the American Water Works Association.

#### **WEF**

3.13 The WEF Delegate representing the BCWWA shall be elected by the Water Environment Federation members within the BCWWA.

3.14 The individual elected as the Water Environment Federation Delegate representing the BCWWA shall be an ex officio non-voting member of the Board of Directors of the Association. For greater certainty, such ex officio non-voting member of the Board of Directors of the Association may not also hold the position of Director at Large in the same term.

3.15 The WEF Delegate shall represent the Association in conduct of all business by the Water Environment Federation.

#### **CWWA**

3.16 The CWWA Director representing the BCWWA shall be elected by members of the BCWWA.

3.17 The individual elected as the Canadian Water and Wastewater Association Director representing the BCWWA shall be an ex officio non-voting member of the Board of Directors of the Association. For greater certainty, such ex officio non-voting member of the Board of Directors of the Association may not also hold the position of Director at Large in the same term.

3.18 The CWWA Director shall represent the Association in conduct of all business by the Canadian Water and Wastewater Association.

#### **Nominations Committee**

3.19 A Nominations Committee will be chaired by a Past President and will include a minimum of two other members of the Association as appointed by the Board.

3.20 At the request of the Board, the Nominations Committee will publish a call for nominations at least 120 days prior to the date of the Annual General Meeting.

3.21 A member nominated for the office of President-Elect would normally have served one full year or is currently serving as a member of the Board.

3.22 Nominations must be received by the Nominations Committee no later than 90 days prior to the date of the Annual General Meeting. Any nominations received later than 90 days prior to the date of the Annual General Meeting will not be considered.

3.23 The Nominations Committee will receive and verify the nominations.

3.24 A nomination shall not be considered by the Nominations Committee unless it has been submitted by a member of the Association in good standing and seconded by a member of the Association in good standing.

3.25 The Nominations Committee will submit to the Elections Committee the verified nominations for each position to be elected.

### **Elections Committee**

3.26 An Elections Committee will be comprised of a minimum of three Association members appointed by the Board.

3.27 The Elections Committee shall prepare a ballot containing the names of all candidates verified by the Nominations Committee.

3.28 In a procedure to be determined by and in the sole discretion of the Elections Committee, all necessary ballots shall be prepared and sent to each registered member of the Association at the member's last recorded address, electronic mail address or facsimile number at least 60 days prior to the date of the Annual General Meeting.

3.29 The election closes and ballots shall be received by the Elections Committee by noon on the 20th day prior to the date of the Annual General Meeting. Ballots received after that time shall not be counted.

### **Voting**

3.30 All votes for the election of officers and Directors shall be cast by marking the ballot against the names to be elected.

3.31 Voting for more officers or Directors-at-Large than the number to be elected shall render that part of the ballot invalid.

3.32 Voting for less than the full slate of candidates shall not invalidate the ballot.

3.33 Ballots shall be counted at least ten (10) days prior to the date of the Annual General Meeting under the supervision of the Elections Committee.

3.34 On completion of the counting of the ballots, the Elections Committee shall deliver the results of the poll to the President, together with the ballots and tally sheets.

3.35 The President or the Elections Committee shall inform each candidate in the election of the results and the results shall be announced at the Annual General Meeting or special meeting by the Chair of the meeting if the Annual General Meeting or special meeting is held on the date of election or announced by the President by email or facsimile to each registered member of the Association.

3.36 The new Board (other than the AWWA Director, WEF Delegate, and the CWWA Director) shall take office at the conclusion of the Annual General Meeting.

3.37 The American Water Works Association Director will take office as a director on the Board of the American Water Works Association and as an ex officio non-voting member of the BCWWA Board at or following the Annual General Meeting of the American Water Works Association and will remain for the length of term specified in the bylaws of the American Water Works Association.

3.38 The Water Environment Federation Delegate will take office as Delegate to the Water Environment Federation and ex officio non-voting member of the BCWWA Board at or following the Annual General Meeting of the Water Environment Federation and will remain for the length of term specified in the bylaws of the Water Environment Federation.

3.39 The Canadian Water and Wastewater Association Director will take office as a director on the Board of the Canadian Water and Wastewater Association and as an ex officio non-voting member of the BCWWA Board at or following the Annual General Meeting of the Canadian Water and Wastewater Association and will remain for the length of term specified in the bylaws of the Canadian Water and Wastewater Association.

### **Vacancies**

3.40 In the event that the position of any officer or Director becomes vacant, the position may be filled by an appointment made by the Board.

3.40.1 Should the office of the President become vacant, the President-Elect shall assume the functions and duties of the President for the remainder of that term of office and the position of President-Elect shall remain vacant until the next election. Duties and responsibilities of the President-Elect shall be assigned by the Board to the Secretary and/or one or more of the Directors-at-Large.

3.40.2 Should the office of President Elect become vacant, the position shall remain vacant until the next election. At the next election both President and President Elect positions shall be up for election.

3.40.3 Should the office of the Secretary become vacant, the Board shall appoint a Director-at-Large to the position of Secretary.

3.40.4 Should the position of a Director-at-Large become vacant, the Board may appoint a member of the Association to the position of Director-at-Large.

3.40.5 An appointed Board member shall hold office until the next election. Where the term of office of the replaced Board member would have extended beyond the date of the next regular election of the Board, the office shall be filled at the next election for the remainder of the term of office for the Board member being replaced.

3.40.6 Should the position of AWWA Director become vacant, the AWWA-BC Section Board of Directors shall appoint an AWWA member to the position.

3.40.7 Should the position of WEF Delegate become vacant, the BCWWA Board of Directors shall appoint a WEF member to the position.

3.40.8 Should the position of CWWA Director become vacant, the BCWWA Board of Directors shall recommend a candidate to fill the position from among the eligible representatives of Members to serve only until the next Annual General Meeting by which time a new election shall be held.

### **Removal of Directors or Officers**

3.41 Any Director or officer may be removed by special resolution, passed by a 75% affirmative vote of the eligible members present at an Annual General Meeting, special meeting or general meeting of the Association members.

### **Article 4 Annual General Meeting**

4.1 The place of the Annual General Meeting shall be fixed by the Board. The meeting shall take place not more than fifteen (15) months after the previous Annual General Meeting.

4.2 Any special or other General Meeting shall be held at such place and time as the Board may determine.

4.3 A quorum of the Annual General Meeting, special meeting or general meeting shall be twenty-five (25) voting members and voting shall be by majority vote unless otherwise stipulated.

4.4 No proxies will be allowed for voting purposes.

4.5 Not less than fourteen (14) days before the Annual General Meeting, special meeting or general meeting, the Secretary shall send notice of the meeting to all members of the Association.

4.6 The Secretary shall present the financial statements to the Association members at the Annual General Meeting.

4.7 The Secretary shall present the minutes of the previous Annual General Meeting to the Association members at the Annual General Meeting.

4.8 The Association shall appoint an auditor at its Annual General Meeting for the following fiscal year, in accordance with the *Society Act*.

4.9 The results of the election are announced and the new Board takes office at the conclusion of the Annual General Meeting.

#### **Article 5 Use of Funds and Borrowing Power**

5.1 The use of the funds of the Association is subject to the discretion of the Board, having regard to the constitution of the Association.

5.2 The Board may authorize borrowings or a line of credit to finance capital programs or to balance floating rate obligations of the Association not to exceed 5% of the Association's annual operating budget and not to extend for periods in excess of a year in any single instance of a temporary loan, and that such loans be exclusively for the purpose of addressing cash flow fluctuation resulting from normal operating activities.

#### **Article 6 Audit of the Accounts**

6.1 The Board must ensure accounts are audited annually.

#### **Article 7 Custody and Use of the Seal of the Society**

7.1 The Board shall provide for the safe custody of the seal of the Association, which shall not be affixed to any instrument except by authority of a Resolution of the Board and in the presence of such officers as may be prescribed by such Resolution.

#### **Article 8 Alteration of the Constitution and Bylaws**

8.1 Amendments to the Constitution and Bylaws may be proposed by a majority of the Board or by a petition to the Board by twenty (20) eligible voting members.

8.2 Notices of proposed amendments and the complete text of a proposed amendment shall be sent to each eligible voting member at least thirty (30) days before it is to be voted upon.

8.3 Amendments to the Constitution and Bylaws may be made by a 75% affirmative vote of the eligible voting members present and voting at an Annual General Meeting, special meeting or general meeting of the Association members.

#### **Article 9 Minutes, Documents and Records**

9.1 The documents, including accounting records of the Association, shall be open to inspection by Association members upon demand at any reasonable time.



## **Article 10 Protection of Directors, Officers of the Association**

10.1 The Association will provide insurance for liability protection for all of the Board members while they hold office.

10.2 Such liability protection is to be in effect for any officer or member of the Board, staff or appointed representative working for or on behalf of the Association on projects approved by the Association.

10.3 Such liability protection is to be in effect for any claim made by reason of a person being or having been an officer, staff or a member of the Board of the Association whether or not he or she continues to be a Director or officer when the claim is being made.

10.4 Liability protection shall also be afforded any person authorized by the Board to carry out duties assigned to them at any meeting duly convened by the Board.

## **Article 11 Dues Structure**

11.1 The annual membership fee shall be set by the Board from time to time as required to ensure adequate funds are available for the proper governance, administration and operation of the Association.

11.2 Fees are payable on the first day of the month in which they become due.

## **Article 12 Fiscal Year**

12.1 The fiscal year for the Association will be January 1st to December 31st.

## **Article 13 Dissolution of the Association**

13.1 In the event of the need to dissolve the Association a special committee will be formed consisting of the President, Past President and Secretary to bring about an orderly dissolution of the Association.

13.2 In the event of dissolution of the Association, any funds of the Association remaining after the satisfaction of its debts and liabilities shall be given or transferred to organizations concerned with environmental problems or organizations promoting the same objectives of this Association as may be determined by the members of the Association at the time of dissolution. If effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization; provided that such organization referred to in this paragraph shall be a charitable trust recognized by the Canada Revenue Agency as being qualified under the provisions of the Income Tax Act (Canada) as it now exists or as it may hereafter be amended.

## **Article 14 Special Note on Gender Reference**

14.1 Personal pronouns used in these Bylaws referring to either the masculine or feminine gender shall be considered interchangeable where applicable and as the context requires or permits.