

BY LAWS
- of -
WESTCHESTER WATER WORKS CONFERENCE, INC.

* * * *

ARTICLE 1

CORPORATE PROPERTY

Section 1.1 **Property.** All property received by the Corporation, by purchase, gift, bequest, devise or otherwise, shall be devoted exclusively to the furthering of the purposes of the Corporation as expressed in its Certificate of Incorporation.

Section 1.2 **Dissolution.** On dissolution, all property of the Corporation, from whatever source arising, shall be distributed to such organization or organizations organized and operated for one or more of the exempt purposes described in Section 501 (c)(3) of the Internal Revenue Code of 1954 as the Board of Directors may determine, subject to the written approval of a Justice of the Supreme Court of the State of New York.

ARTICLE II

MEMBERS

Section 2.1 **Classification of Membership.** The members of the Corporation shall be classified as Active Members, Associate Members, Affiliate Members, Retired Members, Life Members, Life (McLaughlin Awardee) Members and Honorary Members. Membership in the Corporation shall be limited to these seven categories. All applications for Active, Associate or Affiliate and nominations for Retired, Life and Life (McLaughlin Awardee) membership shall be submitted to the Membership Committee for consideration. If an applicant's occupation causes him/her to fall into more than one of the above categories, additional information may be required. Candidates for membership shall be recommended by the Membership Committee for approval by the Board of Directors. Final determination of an applicant's membership category shall be made by the Board.

Section 2.2 **Active Members.** All persons actively engaged in water works operation or the regulation thereof, or a member of a department or agency so involved, within Westchester County, shall be eligible for active membership. Any such member in good standing who may change his/her occupation so as to no longer be actively engaged in water works operations within the County shall continue to be eligible for enrollment as an active member provided that the member continues to reside in Westchester

County. This eligibility shall continue as long as said member is in good standing and does not enter an occupation that qualifies him/her for another membership category.

Section 2.3 **Associate Members.** A consulting engineering firm, manufacturer of equipment, supplies, or special processes used in water works operation, or any other such firm doing water works related business within Westchester County shall be eligible to hold one Associate membership. A firm that has been approved shall submit the name of one of its representatives to be designated as the First Associate Member for the firm. Additional members of such a firm may also hold memberships, but shall be designated as Second Associate Members.

Section 2.4 **Affiliate Members.** Persons actively engaged in water works operation or the regulation thereof outside of Westchester County shall be eligible for Affiliate membership, provided that such person is an active member of the local Water Works group serving his/her respective area of operation. Persons working in municipal departments within Westchester County related to those departments or agencies involved in water works operation or regulation, but not themselves involved in either activity, shall be eligible for Affiliate membership. Affiliate Members shall not be eligible to vote or to hold office.

Section 2.5 **Retired Members.** Retired membership in the Corporation may be conferred upon any Active or Associate Member of the Corporation who has retired from his/her position in the water works field within Westchester County and who has been a member in good standing for a period of ten years or longer and who has been engaged in the water works field for fifteen years or longer. Retired Members are not eligible to hold office or vote.

Section 2.6 **Life Members.** Life membership may be conferred upon any Active or Associate Member in recognition of outstanding and dedicated service, by a majority vote of the membership in attendance at any regular meeting, provided that such person shall have first been deemed deserving and received the endorsement of both the Membership Committee and the Board of Directors. Such membership shall be restricted to persons who have been members in good standing for a minimum of ten years, or a longer period as determined by the Board of Directors, and who have been engaged in the water works field for fifteen years or longer. Life Members are not eligible to hold office.

Section 2.7 **Life Members (Richard M. McLaughlin Awardee).** Any Active or Associate Member who has provided distinguished service above and beyond the normal requirements of Life Membership may be eligible for the additional recognition of Richard M. McLaughlin Awardee. Such recognition shall be restricted to persons who meet the guidelines for Richard M. McLaughlin Awardee set forth by the Board of Directors, including, but not limited to, the following requirements:

- (1) Member in good standing for a minimum of fifteen years, or a longer period as determined by the Board Of Directors;
- (2) Engaged in the water works field for fifteen years or longer;
- (3) Has given service as an Officer or Director of the Conference;
- (4) Has been endorsed for Life Membership by the Board of Directors.

Candidates for the McLaughlin Award shall be recommended by the Membership Committee to the Board of Directors for final consideration and approval. Approval shall be accomplished by a majority vote of the Board of Directors. Life Members who are also McLaughlin Awardees are eligible to hold office and vote.

Section 2.8 **Honorary Members.** Honorary membership may be conferred upon any person who has made a major contribution toward the goals of the Conference, by a majority vote of the membership in attendance at any regular meeting provided that such person shall have first been deemed deserving by the Board of Directors and received its endorsement.

Section 2.9 **Proxies.** Any member entitled to vote at any meeting may vote by proxy. Proxies shall be in writing and shall be revocable at the will of the members executing the same. Unless the duration of the proxy shall be otherwise specified in the proxy, it shall become invalid upon the expiration of eleven months from the date of it's execution.

Section 2.10 **Removal of Members.** Any members may be removed, with cause, after notice of such removal is given at two consecutive prior meetings and after the member is given an opportunity to be heard as to why he/she should not be removed by the affirmative vote of a majority of the members entitled to vote, at a special meeting of the members called for the purpose.

Section 2.11 **Resignations.** Any member of the Corporation may resign at any time either by oral tender of resignation at any meeting of the members or by giving written notice thereof to the Secretary of the Corporation. Such resignation shall take effect at the time specified therefore; and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 **General Powers.** All corporate powers shall

be vested in and exercised by the Board of Directors of the Corporation, except as otherwise expressly provided by law or by the Certificate of Incorporation or by the By-Laws. Directors shall be Active, First Associate or Life (McLaughlin Awardees) Members of the Corporation.

Section 3.2 **Number, Election and Term of Office.** The Directors shall be the Chair, the Vice Chair, the Secretary, the Treasurer and nine (9) other persons. Three of the members at large shall be elected each year, to hold office for three (3) years. Each Director shall continue in office until his/her successor shall have been elected, or until his death or until he/she shall resign, or shall have been removed in the manner hereinafter provided. The Membership Committee shall verify the eligibility of all nominees prior to any vote. No municipality, water district, agency or company shall be represented on the Board by any more than one Director and one Officer at any time. A majority vote of the Active, First Associate and Life Members in good standing, present and casting their ballots at the Annual Meeting, shall be deemed sufficient to elect a director. All newly elected Directors shall be installed and shall take office during the January Board of Directors' Meeting following the Annual Meeting.

Section 3.3 **Resignation.** Any Director of the Corporation may resign at any time either by oral tender of resignation at any meeting of the Board or by giving written notice thereof to the Secretary of the Corporation. Such resignation shall take effect at the time specified therefore; and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.4 **Removal of Directors.** Any Director may be removed, with cause, after notice of such removal is given at two consecutive prior meetings and after the Director is given an opportunity to be heard as to why he/she should not be removed by the affirmative vote of the members entitled to vote, at a special meeting of the members called for the purpose, and the vacancy in the Board caused by any such removal may be filled by the members at such meeting or at any subsequent meeting.

Section 3.5 **Filling of Vacancies Not Caused by Removal.** In case of any vacancy caused by death or resignation, the vacancy or vacancies may be filled by the Board of Directors at any regular meeting of the Board or at a special meeting called for the purpose, by a vote of a majority of the Directors then in office.

Section 3.6 **Meetings of the Board of Directors.** The Board of Directors shall meet at such times as may be determined by a majority of the whole Board, and at such other times as the Chair or any other two (2) Directors may request. The Chair may

designate persons other than Directors to attend these meetings as warranted. In the month of October a calendar of meeting dates for the Board shall be established for the ensuing year.

Section 3.7 **Quorum and Manner of Acting.** Except as herein otherwise provided, seven (7) of the Directors then in office shall constitute a quorum for the transaction of business; and, except as otherwise required by statute, or by the By-Laws, the act of a majority of the Directors present at any such meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn the meeting, from time to time, until a quorum is present. No notice of any adjourned meeting need be given.

Section 3.8 **Action Taken Without Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if all the members of the Board consent in writing to the adoption of a resolution, and the written consents thereto by the members of the Board shall be filed with the minutes of the proceeding of the Board.

Section 3.9 **Action taken by Use of Communications Equipment.** Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IV

MEETINGS

Section 4.1 **Annual Meetings.** The Annual meeting of members shall be held between September 15 and October 31 in each year, at a date, time and place fixed by the Board of Directors, for the election of officers and Directors and the transaction of such other business as may come before the meeting.

Section 4.2 **Regular Meetings of the Membership.** Regular meetings of all members shall be held at such times as may be determined by a majority of the whole Board.

Section 4.3 **Special Meetings of the Membership.** Special meetings of the members may be called at any time by a majority of the Board of Directors, or by ten (10%) percent of the members, or forty (40) members, whichever is less, at such date, time and place as shall be stated in the call thereof.

Section 4.4 **Place of Meeting.** All meetings of the members and Directors of the Corporation shall be held within the

State of New York.

Section 4.5 **Notice of Meeting.** Notice of special meetings shall, at least five (5) days before the day on which the meeting is to be held, be given to each person entitled to attend by delivering a written or printed notice thereof to that person, personally, or by mailing such notice, postage prepaid, addressed to the person at his/her Post Office address, registered with the Corporation. Notice of the annual meeting shall, at least fifteen (15) days before the day on which the annual meeting is to be held, be given to each person entitled to attend by delivering a written or printed notice thereof to that person, personally, or by mailing such notice, postage prepaid, addressed to the person at his/her Post Office address, registered with the Corporation.

Section 4.6 **Waivers, etc.** Anything herein contained to the contrary notwithstanding, notice of any meeting shall not be required as to any member who shall attend such meeting in person or by proxy and, if any member of Director shall sign a written waiver of notice of the meeting, whether before or after such meeting, notice thereof shall not be required as to that person.

Section 4.7 **Quorum and Manner of Acting.** At all meetings of members, the presence, in person or by proxy duly authorized, or ten (10) percent of the voting members, in good standing, or forty (40) voting members in good standing, whichever is less, shall constitute a quorum. Except as otherwise required by statute or by these By-Laws, the act of a majority of the voting members present in any such meeting at which a quorum is present shall be the act of the members. In the absence of a quorum, the meeting may be continued for informational purposes, but no action or vote may be taken, and a majority of the voting members present in person or by proxy may adjourn the meeting, from time to time, but not for a period more than thirty (30) days at any one time, until a quorum shall attend. At any such adjourned meeting, at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. No notice of an adjourned meeting need be given.

Section 4.8 **Attendance.** Non-members shall be permitted to attend meetings of the Corporation as guests of members in good standing. However, in order to attend, a non-member may be required to pay a fee, commensurate with costs, as established by the Finance Committee.

ARTICLE V

COMMITTEES

Section 5.1 **Standing Committees.** The Standing Committees of the Corporation shall be: Program and Arrangements; Public Relations and Newsletter; Employment Practices; Associate Members; Resources; Finance; Legal; Health; Workshops; Membership;

Rate Structure; and Legislative. The committees shall be appointed by and shall serve at the pleasure of the Chair of the Corporation. The Finance and Program and Arrangements Committees each shall include at least one Associate Member.

Section 5.2 **Nominating Committee.** The Nominating Committee shall consist of not less than three (3) Directors, and shall present its recommendations for elective positions to the Board at a regular monthly Board meeting at least two weeks prior to the Annual Meeting at which elections are to be held. Following verification by the Membership Committee of the nominees' eligibility to hold office and approval by the Board, the Nominating Committee shall present the slate of nominees to the general membership at the Annual Meeting. Additional nominations may be made from the floor by motion, duly seconded, immediately preceding the vote.

Section 5.3 **Finance Committee.** The Finance Committee shall consist of the Treasure, an associate member, and the Vice Chair, and shall be chaired by the Vice Chair.

Section 5.4 **Membership Committee.** The Membership Committee shall accept all applicants for membership and member recommendations to the Board of Directors. Candidates for Retired Members, Life Members, Life Members (McLaughlin Awardee) and Honorary Members shall be recommended by the Membership Committee to the Board of Directors. Final approval of all membership applicants and category of membership shall be by majority vote of the Board.

Section 5.5 **Other Standing Committees.** The remaining standing Committees shall have such membership and perform such duties as may be assigned to them by the Chair.

Section 5.6 **Other Committees.** The Chair may, from time to time, appoint Committees for any purpose, as in his/her judgement may be required or as may be voted into being at a meeting of the Board of Directors.

ARTICLE VI

OFFICERS and AGENTS: POWERS and DUTIES

Section 6.1. **Officers.** The elected Officers of the Corporation shall be a Chair, a Vice Chair, a Secretary and a Treasurer. The Board of Directors may also appoint one or more assistant Secretaries, one or more assistant Treasurers, and such other officers and agents as, from time to time, may appear to be necessary or advisable in the conduct of the affairs of the Corporation. Any two or more offices may be held by the same person, except the offices of Chair and Secretary, or the offices corresponding thereto.

Section 6.2 **Term of Office.** All elected officers shall be elected for a two (2) year term at the Annual Meeting of the membership, subject to the provisions of Section 6.3 or this Article VI. All other officers shall hold office during the pleasure of the Board. The office of Chair and the office of Vice Chair shall not be held by one individual for more than one term.

Section 6.3 **Removal of Elected Officers.** Any elected officer may be removed at any time, with cause, after written notice to the officer of such removal, and the officer is given an opportunity to be heard as to why he/she should not be removed by a vote of the majority of the whole Board of Directors, at any meeting.

Section 6.4 **Vacancies.** In the event that the duly elected Chair is unable for any reason to serve his/her term of office, the Vice Chair shall succeed to the Chair until the next annual Meeting. All other unexpired or new terms of office may be filled by appointment by the Board.

Section 6.5 **Chair.** The Chair shall be the chief executive officer of the Corporation, and shall have general and active control of its business and affairs. The Chair shall preside, when present, at all meetings of the members and of the Board of Directors and call periodic meetings of the Board and special meetings when, in his/her judgement, it is deemed necessary; shall have general power to appoint, to remove and suspend all employees and agents of the Corporation whose appointment is not otherwise provided for; and shall exercise all of the powers usually appertaining to the office of a president of a corporation. The Chair shall also serve as an ex officio member of all committees.

Section 6.6 **Vice Chair.** The Vice Chair shall perform such duties and services as shall be assigned to him/her or be required, from time to time, by the Board of Directors or the Chair; shall serve as Chair of the Finance Committee; and shall act in the place of the Chair, exercising all the powers and performing the duties of the Chair during absence or disability of the Chair.

Section 6.7 **Secretary.** The Secretary shall attend to the giving of notice of all meetings of members and of the Board of Directors and shall keep and attest true records of all proceedings thereat; shall have charge of the corporate seal and have authority to attest any and all instruments or writing to which the same may be affixed; and shall generally perform all the duties usually appertaining to the office of a secretary of corporation.

Section 6.8 **Treasurer.** The Treasurer shall have the care and custody of all monies, funds and securities of the Corporation and dispense the same in a manner decided by the Board; shall

deposit or cause to be deposited all funds of the Corporation in the name of the Corporation, in and with such depositaries as the Board of Directors shall, from time to time, direct; shall keep all books of account relating to the business and affairs of the Corporation, and shall render a statement of the Corporation's financial condition whenever required to do so by the Board of Directors or the Chair. The Treasurer will also serve on the Finance Committee.

Section 6.9 **Additional Offices**. In addition to the foregoing offices, the Board may appoint such assistant officers as may be necessary or desirable in the management of the affairs of the Corporation. Such offices shall serve at the pleasure of the Board, and shall perform such duties as the Board may assign to them.

Section 6.10 **Duties**. In addition to the foregoing especially enumerated duties and powers, the several officers of the Corporation shall perform such other duties and exercise such other powers as may be provided by the By-Laws or as the Board of Directors may, from time to time, determine, or as may be assigned to them by any competent superior officer.

ARTICLE VII

ANNUAL REPORT

Section 7.1 **Report of Directors**. At each annual meeting of the members a report shall be presented in such form and with such contents as shall be required by Section 519 of the Not-for-Profit Corporation Law of the State of New York or by any other applicable statute, and with such other contents as may be deemed advisable by the Board of Directors, which report shall be filed with the records of the Corporation and the whole or an abstract thereof entered in the minutes of said annual meeting.

Section 7.2 **Report of Treasurer**. At each annual meeting of the members a formal Treasurer's report shall be presented to the members and such report shall be filed with the records of the Corporation and the whole or an abstract thereof entered in the minutes of said annual meeting.

ARTICLE VIII

COMPENSATION

Section 8.1 **General**. No member, Director, officer or employee of the Corporation shall receive or be entitled to receive any pecuniary profit of any kind therefrom, except reasonable compensation for services rendered in effecting one or more the purposes of the Corporation.

Section 8.2 **Power to Fix Compensation**. Except as otherwise provided in these By-Laws, the compensation, if any, of all officers and agents of the Corporation shall be fixed by the Board of Directors and approved by the membership.

ARTICLE IX

MISCELLANEOUS

Section 9.1 **Fiscal Year**. The fiscal year of the Corporation shall be January 1 to December 31.

Section 9.2 **Signature of Negotiable Instruments**. All bills, notes, checks or other instruments for the payment of money shall be signed by either the Treasurer, the Chair or Vice Chair, as may be prescribed by resolution (whether general or special) of the Board of Directors.

Section 9.3 **Seal**. The seal of the Corporation shall be in such form as may, from time to time, be adopted by the Board of Directors.

Section 9.4 **Dues**. The schedule of dues or fees to be paid by the several classes of members shall be fixed and determined by resolution of the Board of Directors and shall be published at least annually to the entire membership. Affiliate Member dues shall be the same as Active Member dues. Retired Members shall have their annual dues reduced to a minimal amount as determined by the Board of Directors. Life Members and Life (McLaughlin Awardee) Members shall not be required to pay annual dues. Dues will be collected in December of each year for the following year. Members who are in arrears on January 1 shall not be deemed to be in good standing until the dues are paid. Current year dues shall only be accepted from members in good standing from the previous year or from new members. A member may pay only dues that are in arrears for less than one year.

Section 9.5 **Amendments**. The By-Laws of the Corporation may be altered or repealed, in any particular, and new By-Laws, not inconsistent with any provision of the Certificate of Incorporation or any provision of law, may be adopted, by either the Board of Directors and ratified by the membership in the manner outlined below, or directly by the affirmative vote of two-thirds (2/3) of the members present and entitled to vote, given at the third consecutive meeting of the members for which the notice included the form of the proposed alterations or repeal, or of the proposed new By-Laws, or a summary thereof.

Last Amended 10/28/99