

**CONSTITUTION AND BYLAWS FOR
SOUTHERN MICHIGAN WATER
AND
SEWER UTILITIES ASSOCIATION**

ARTICLE 1. - NAME and OBJECTIVES

Section 1.

The name of this Association shall be "Southern Michigan Water & Sewer Utilities Association" (SMW & SUA).

Section 2.

The objectives of the Association shall be:

- a. To disseminate information about construction, operation and management of water supply and sewage disposal facilities.
- b. To consider problems involved in the production and distribution of safe, potable and adequate water supplies.
- c. To discuss problems relating to environmental health and the operation and maintenance of sewage treatment and disposal facilities.
- d. To give proper consideration to such practices as will enable the industry to render the best possible service to the public, and maintain a satisfactory relationship with the public.
- e. To do what is necessary and proper to accomplish these objectives, all of which shall be consistent with the public interest and with the best interests of public water supply and sewage disposal systems

ARTICLE II. - MEMBERSHIP

The membership of the Association shall consist of persons interested in promoting the objectives of the organization.

Qualifications for membership and membership dues shall be as prescribed in the By-laws.

ARTICLE III. - EXECUTIVE BOARD

Section 1.

The affairs of the Association shall be managed by an Executive Board elected by the membership and serving for terms of office as specified in the By-laws.

The members of the Executive Board shall assume the responsibilities and discharge the duties assigned in the By-laws. The Executive Board shall consist of:

- a. The President
- b. The Vice-President
- c. The Secretary
- d. The Treasurer
- e. Five Directors
- f. The Immediate Past President

Section 2.

Regular and Special meetings of the Executive Board shall be scheduled by the President as prescribed in the By-laws.

Section 3.

A quorum of the Executive Board shall consist of a majority of its members, and no member shall be represented by any other person in any action taken by the Board.

Section 4.

Nomination, election, succession, and terms of office for Officers and Directors shall be in accordance with the provisions of the By-laws.

ARTICLE IV - MEETINGS

Section 1.

The Association shall schedule at least six general membership meetings each calendar year.

Section 2.

The Association shall sponsor an Annual Summer Meeting (Golf Outing) and an Annual December Meeting (Christmas Party) for members and guests each calendar year.

ARTICLE V. - AMENDMENTS

Section 1.

Amendments to this Constitution may be proposed by:

- a. A majority of the members of the Executive Board; or
- b. Petition submitted to the Executive Board, and signed by ten or more members of the association.

Section 2.

Consideration of the proposed amendments shall be placed on the agenda of the next regularly scheduled general membership meeting and copies of the proposed amendments shall be mailed or e-mailed by the Secretary to each member with the invitation to the meeting.

Section 3.

Alterations and modifications of the proposed constitutional amendments shall be approved by a majority of the members present and voting at the meeting.

Section 4.

Adoption of the proposed amendments to the Constitution shall be by a two-thirds majority of all valid membership ballots cast at the meeting.

Section 5.

Amendments to the Constitution adopted shall become effective on the first day of the next month unless otherwise specified.

**BY-LAWS FOR
SOUTHERN MICHIGAN WATER AND
SEWER UTILITIES ASSOCIATION**

SECTION 1. - MEMBERSHIP

- 1.1 Qualifications. The membership of the Association shall be comprised of individuals who:
- a. Have a recognizable interest in the activities of the Association; and
 - b. Concur with the objectives of the Association.
- 1.2 Responsibilities. All members shall conduct their business or profession in an ethical manner and in conformity with generally accepted principles of conduct. Any alleged breach of ethics by a member shall be investigated by the Executive Board and disciplinary action shall be by a two-thirds majority vote of the Board.
- 1.3 Classifications. The membership of the Association shall consist of:
- a. Active Members meeting the qualifications and assuming the responsibilities established by these By-Laws;
 - b. Honorary Members shall include all active retired members.
- 1.4 Honorary Members shall have all the rights, privileges and responsibilities of active membership, but shall be exempt from payment of dues.
- 1.5 Applications. All applications for new memberships and annual renewal applications shall be accompanied by the annual dues and submitted to the Treasurer on the form provided by the Association.
- 1.6 Resignation. Any member may resign from the Association by submitting written notice to the Secretary. Such action shall not entitle the member to a refund of dues paid, nor shall it relieve the member from the obligation to pay charges incurred during the period of membership.

SECTION 2. - DUES and FEES

- 2.1 Annual Dues. Each active member shall pay annual dues as established by the Executive Board for each calendar year. Payment shall be due on the first day of each calendar year, and the Secretary shall notify each member of the amount due for the ensuing year.
- 2.2 Arrears. Members in arrears shall be removed from the membership roster by the Secretary after the third meeting of each calendar year.

SECTION 3. - EXECUTIVE BOARD

3.1 Duties and Responsibilities. The officers and directors comprising the Executive Board shall individually and collectively assume the duties and discharge the responsibilities of office as follows:

- a. The President shall prepare agenda for and preside at all meetings of the Association and the Executive Board. With the approval of a majority of the Executive Board Members, he shall designate dates and hosts for general membership meetings and shall schedule not less than three meetings of the Executive Board during the calendar year. The President shall, at the January membership meeting, announce appointments to the standing committees as specified in these By-laws. We shall instruct, supervise and receive reports from the various committees consistent with the purpose and function of each committee.
- b. The Vice-President shall assist the President in the discharge of his duties. In the absence of the President, the Vice-President shall preside at all general membership meetings and meetings of the Executive Board. The Vice-President shall serve as Program Chairman for general membership meetings, and perform any other duties specified in the By-laws or assigned by the Executive Board.
- c. The Secretary shall maintain a Membership Roster and mailing list for the distribution of meeting notices. The Secretary shall record the proceedings of all membership meetings and meetings of the Executive Board. The Secretary shall also prepare and distribute publications as directed by a two-thirds majority of the Executive Board. The Secretary shall be responsible for and/or facilitate the maintenance & up keep of a viable website or equivalent.
- d. The Treasurer shall, under the general supervision of the Executive Board, be responsible for the collection and disbursement of all Association funds. All collections of fees and dues shall be promptly deposited in the Association account, and adequate financial records shall be maintained by the Treasurer. The Treasurer shall also periodically report the financial status of the Association at general membership meetings and provide copies of financial statements to members of the Executive Board. Upon request, financial records of the Association shall be made available to the Executive Board and the Auditing Committee.
- e. The Directors shall serve as members of the Executive Board during their tenure of office and shall assist the officers of the Association in the discharge of their duties and responsibilities. They shall also participate in the general supervision of the Association's activities and shall perform such other duties, individually and collectively, as may be specified in these By-laws or assigned by a majority vote of the Executive Board.
- f. The immediate Past President shall be retained on the Executive Board in an advisory capacity for a period of one year and shall have full voting privileges.

3.2 Terms of Office. The President, Vice-President, Secretary and Treasurer shall serve for one calendar year. Full terms for Directors shall be three calendar years.

3.3 Nomination. Officers and Directors shall be nominated by a five member Nominating Committee appointed by the President prior to the January meeting. The committee shall confirm the availability and willingness to serve of all proposed nominees for election of the Executive Board. Names of suggested nominees may be submitted to the committee by any member prior to the October meeting and the proposed slate of candidates shall be announced by the chairman of the nominating Committee at the November meeting. Nominations may also be made by any member at the November meeting.

3.4 Election. Official ballots shall be distributed to the membership by the Secretary with the December meeting notice. Marked ballots are to be returned to the Secretary, and only those ballots received before noon two days prior to the December meeting will be considered valid. The ballots will be counted and tabulated by the Secretary in the presence of at least two other members of the Executive Board, and results of the election shall be announced at the December meeting.

3.5 Vacancies and Succession of Officers. In the event that the office of the President of the Association is vacated for any reason by the incumbent, the Vice-President shall be designated to serve the unexpired term as President until the end of the calendar year. The resulting vacancy in the Vice Presidency and all other vacancies on the Executive Board shall be filled by appointment by the remaining members of the Board with at least six members concurring in the selection. Appointees shall be selected from a list submitted by the Nominating Committee, and appointments shall terminate at the end of the calendar year. In the case of Directors serving more than one year terms of office, the unexpired term after the calendar year in which the vacancy occurs shall be filled by the nomination and election procedure specified in these By-laws.

3.6 Power and Authority. The Executive Board shall have the power and authority to act for and on behalf of the membership of the Association. Unless otherwise specified in the Constitution or By-laws, all actions of the Executive Board shall be approved by a majority of its members.

SECTION 4. - COMMITTEES

4.1 Nominating Committee. The Nominating Committee shall consist of a minimum of the last two presidents, with the immediate past president serving as the committee chairman. The Committee shall submit nominations to the Executive Board as specified in the By-laws.

4.2 Auditing Committee. The President shall appoint an Auditing Committee consisting of a chairman and one other member to serve until the end of the calendar year. The committee shall periodically review the financial status of the Association and assist the Treasurer in the discharge of his duties and responsibilities.

4.3 Membership Committee. A Membership Committee for the calendar year shall be appointed by the President. The committee shall consist of a chairman and not less than two other members. The duties of the committee shall include recruiting new members for the Association, stimulating annual renewals of memberships, and monitoring the membership to ensure that SMW & SUA is meeting their needs.

4.4 Summer Meeting Committee. The President shall appoint a Summer Meeting (Golf Outing) Committee Chairman who may designate no more than four other members to serve on the committee and assist with arrangements for the annual summer meeting.

4.5 December Meeting Committee. The President shall appoint a December Meeting (Christmas Party) Chairman who may select no more than six other members to serve on the committee and assist with arrangements for the annual December meeting.

4.6 Website Committee. The President shall appoint a Website Committee Chairman who may select a minimum of three, but no more than six members to serve on the committee and assist with the design and content of the website.

4.7 Training Committee. The President shall appoint a Training Committee Chairman who may select a minimum of three, but no more than six members to serve on the committee and assist with MDEQ course applications and assist with arrangements for annual training opportunities.

SECTION 5. - AMENDMENTS

5.1 Amendments to these By-laws may be proposed by:

- a. A majority of the members of the Executive Board; and
- b. Petition, signed by ten or more members of the Association, and submitted to the Executive Board.

5.2 Consideration of proposed amendments to the By-laws shall be placed on the agenda of the next regularly scheduled general membership meeting and copies of the proposed amended By-laws shall be mailed by the Secretary to each member with the invitation to the meeting.

5.3 Alterations, modifications and adoption of proposed amendments to the By-laws shall be approved by a majority of the members present and voting at the meeting.

5.4 Amended By-laws adopted shall become effective on the first day of the next month unless otherwise specified.