

BYLAWS OF THE ATLANTIC CANADA WATER AND WASTEWATER ASSOCIATION

Article I. DEFINITIONS

Section 1.01 For the purposes of these Bylaws:

- (a) "Act" means the Nova Scotia Societies Act.
- (b) "ACWWA" means the Atlantic Canada Water and Wastewater Association.
- (c) "ACWWA Board" means the directors of ACWWA as set out in Article XI, all of whom are to hold an office as set out therein.
- (d) "AWWA" means the American Water Works Association.
- (e) "AWWA Board" means the AWWA Board of Directors.
- (f) "Bylaws" means the Bylaws of ACWWA.
- (g) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
- (h) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- (i) "WEF" means the Water Environment Federation.

Section 1.02 "WEF Board" means the WEF Board of Trustees.

Article II. NAME

Section 2.01 The name of this organization shall be the Atlantic Canada Water and Wastewater Association (ACWWA).

Article III. AFFILIATIONS

Section 3.01 ACWWA represents the following organizations:

(a) AWWA

The objectives of the Atlantic Canada Section of the American Water Works Association (AWWA) are to promote public health, safety and welfare through the improvement of the quality and quantity of water delivered to the public and the development and furtherance of understanding of the problems relating thereto.

The Atlantic Canada Section of AWWA may be incorporated as a separate legal entity of ACWWA operated through a separately established operating agreement to promote the objectives of AWWA in the field of water supply and purification.

(b) WEF

The objectives of the Water Environment Federation (WEF), as the Atlantic Canada Member Association, are to promote and advance the water quality profession, and benefit society through protection and enhancement of the

global water environment through education, improved public understanding, and sound public policy.

The ACWWA shall be a Member Association of the Water Environment Federation, hereinafter designated as WEF, and shall participate in the activities of that organization. The Bylaws of this ACWWA shall be in harmony with the WEF Bylaws.

Section 3.02 Establishing Additional Divisions/Affiliations

The ACWWA Board is authorized to establish additional Divisions for the purpose of affiliating with those additional Provincial or National organizations whose objectives are consistent with those of ACWWA.

Any group, Federation or other Organization desiring to have ACWWA become the Atlantic Canada Section, Division, Chapter or Member Association of such organization shall make application to be accepted by the ACWWA Board.

An affiliated group shall be a body approved by the ACWWA Board as a group whose interest is common with ACWWA, and in harmony with the objectives of AWWA and WEF.

Article IV. PURPOSE & OBJECTIVES

Section 4.01 Purpose of ACWWA

ACWWA is dedicated to education, dissemination of technical and scientific information, increased public understanding, and promotion of sound public laws and programs in the water resources and related environmental fields.

Section 4.02 Cooperation in furtherance of objectives

In furtherance of attaining its objectives, ACWWA shall cooperate with Federal and Provincial regulatory agencies, local governments, other associations or organizations. ACWWA shall further these objectives by sponsoring an annual conference and other such conferences, visiting schools, participating in discussions, and offering instruction in subjects related to water and wastewater, as best determined to promote the objectives of ACWWA.

Article V. GEOGRAPHIC BOUNDARIES

Section 5.01

The exclusive service area of ACWWA shall consist of the geographic boundaries of the Provinces of New Brunswick, Newfoundland and Labrador, Nova Scotia, and Prince Edward Island.

Section 5.02

No revision to divide the exclusive service area shall be made, until all the following conditions are met:

- (a) A petition, signed by not less than 100 ACWWA Members, requesting such division, is presented to the ACWWA Board through the Chair; and
- (b) A mail ballot on the question of division is submitted to the entire membership; and three-quarters (3/4) of the voting members approve the division of ACWWA.

Section 5.03

No revision to expand the exclusive service area by joining with another member association of WEF or section of AWWA shall be made until all the following conditions are met:

- (a) A petition, signed by not less than 100 Members in good standing of the specific organization (AWWA or WEF) or fifty percent (50 %) of those members if that number is lower, requesting such joining is presented to the ACWWA Board through the Chair;
- (b) A mail ballot on the question of joining another member association of WEF or section of AWWA is submitted to the entire membership of ACWWA; and three-quarters (3/4) of the eligible voting members approve the joining of ACWWA with another Member Association of WEF or Section of AWWA; and
- (c) The joining is approved by the AWWA Board or the WEF Board, or both, and written notice is issued by AWWA and WEF.

Article VI. MEMBERSHIP

Section 6.01

The membership of ACWWA shall consist of persons and organizations that are members of AWWA or members of WEF, or members of both, interested in the objectives of ACWWA, residing in or maintaining a place of business within Atlantic Canada, and those assigned to ACWWA by AWWA or WEF, unless otherwise provided in the Bylaws, and giving such qualifications as are prescribed in the Bylaws for the various grades of membership.

Section 6.02

An applicant for membership to ACWWA shall make application to AWWA or WEF on forms provided for that purpose by those organizations.

Section 6.03

Membership of ACWWA shall include all classes of membership designated by AWWA and WEF.

Section 6.04

A member may be removed from ACWWA membership for cause, including but not limited to violation of the Bylaws or conduct detrimental to the objectives of ACWWA. The process for removal shall require written notice to the member stating the grounds for removal, an opportunity for the member to respond in writing to the ACWWA Board within 30 days, and a final decision by a two-thirds

(2/3) vote of the Board. The decision of the Board shall be communicated in writing to the member and shall be final.

Article VII. DUES & FEES

Section 7.01

Member dues shall be assessed against ACWWA members as required for membership in AWWA or WEF.

Section 7.02

ACWWA may, in accordance with the procedures established under the guidelines of AWWA and WEF, apply for permission to levy a special dues assessment. The special assessment may be levied annually at the time of membership renewal, and the revenue collected may be used to increase the funds available for ACWWA purposes and consistent with ACWWA objectives and policies.

Section 7.03

ACWWA reserves the right to collect fees for ACWWA activities and events, as appropriate (e.g. registration fees for annual meetings, for teleconferences, or other educational programs). Such fees shall be established in accordance with these Bylaws and the policies and procedures of ACWWA.

Article VIII. FINANCES

Section 8.01

All ACWWA finances shall be managed in accordance with these Bylaws, the policies and procedures of ACWWA, and all applicable provincial and federal financial rules and regulations applicable to ACWWA operations. ACWWA shall conduct, on an annual basis, an independent audit or review of its finances. A qualified advisor, who is neither an employee of ACWWA nor a member of the ACWWA Board, shall conduct the audit or review.

Section 8.02

The ACWWA Board shall approve an annual budget for ACWWA for each fiscal year. The ACWWA Board shall oversee the implementation and administration of the approved budget throughout the fiscal year and may require such reports, updates, or information as it considers necessary to monitor ACWWA's financial position and operations.

Section 8.03

ACWWA may exercise borrowing powers pursuant to the Act including the authority to borrow, raise, or secure the payment of money in such manner as the ACWWA Board considers appropriate, any loans contracted on behalf of ACWWA shall be authorized by a resolution of the ACWWA Board or by Special Resolution. However, a Special Resolution of the membership, at a duly called meeting, shall be required to issue debentures or to mortgage the real property of ACWWA.

Section 8.04

Members may inspect all books and records of ACWWA, with such inspection to take place at the headquarters of ACWWA. Members wishing to inspect the books

and records of ACWWA shall give the Board 2 weeks written Notice and may inspect during regular business hours.

Section 8.05

The seal of ACWWA shall be kept in the custody of the Secretary-Treasurer. The use of the seal shall be as approved by the ACWWA Board.

Section 8.06

The ACWWA Board may authorize any officer or agent to enter into any contract, deed, bill of exchange or execute and deliver any document or instrument in the name of and on behalf of ACWWA.

Section 8.07

The fiscal year of ACWWA shall be the period from August 1st in any year to July 31st in the following year.

Article IX. VOTING

Section 9.01

Any member of ACWWA who is in good standing shall be eligible to vote.

Section 9.02

Occasions where a vote of the full ACWWA membership is required include:

- (a) The election of ACWWA directors, as described herein;
- (b) Approval of a proposed amendment of the Bylaws as set out Article XV of these Bylaws;
- (c) Any other event for which the ACWWA Board requires a vote of the entire membership.

Section 9.03

Meetings of the ACWWA membership and Board may be conducted using real-time communication technology, including but not limited to video conferencing, teleconferencing, or other secure electronic platforms. Members may participate, vote, and make decisions remotely, including through E-voting, provided that such methods ensure the integrity and verifiability of the voting process. All actions taken via real-time technology shall be considered valid and binding as if conducted in person.

Section 9.04

Approval of an AWWA section dues assessment only requires a vote of AWWA section members.

Section 9.05

Approval of a WEF section dues assessment only requires a vote of WEF association members.

Article X. ORGANIZATION

Section 10.01

ACWWA shall be an autonomous entity apart from AWWA and WEF, but shall govern its operation in a manner consistent with the Articles, the Bylaws, and the Governing Documents of ACWWA, AWWA, and WEF. Notwithstanding the foregoing, the ACWWA Board has legal authority, fiduciary responsibility, and oversight of strategic direction for the ACWWA.

Section 10.02

The affairs of ACWWA shall be managed by the ACWWA Board and until changed by way of an amendment to the Bylaws, the number of directors of the ACWWA Board shall not be more than fourteen (14).

The directors of the ACWWA Board shall consist of the following:

- (a) Chair;
- (b) First Vice-Chair;
- (c) Second Vice-Chair;
- (d) Secretary-Treasurer;
- (e) Past Chair;
- (f) AWWA Director, who is a representative on the AWWA Board of Directors;
- (g) WEF Delegate, who is a representative on the WEF House of Delegates;
- (h) Seven Section Directors whose offices shall be as designated by the ACWWA Board.

Section 10.03 Duties and Functions of Directors

- (a) The duties of the directors of the ACWWA Board, with the exception of the AWWA Director and WEF Delegate, are as approved by the ACWWA Board and as provided for in the Policies and Procedures Manual established by the ACWWA Board or as required by the *Societies Act (Nova Scotia)*.
- (b) The AWWA Director shall be a member of the ACWWA Board (and of the AWWA Board of Directors) in accordance with the provisions of the Governing Documents and Bylaws of AWWA. The AWWA Director shall represent each one of those bodies in the deliberations of the other and shall act to coordinate and unify their actions. The AWWA Director must be a member of the AWWA.
- (c) The WEF Delegate shall be a member of the ACWWA Board (and of the WEF House of Delegates) in accordance with the provisions of the Governing Documents and Bylaws of WEF. The WEF Delegate shall represent each one of those bodies in the deliberations of the other and shall act to coordinate and unify their actions. The WEF Delegate must be a member of the WEF.
- (d) Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the ACWWA by the Chair or the First Vice-Chair and the Secretary-Treasurer, or otherwise as prescribed by resolution of the Board.
- (e) Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board shall be the responsibility of the Secretary-Treasurer.
- (f) The Secretary-Treasurer shall, on behalf of the ACWWA, file with the Registrar with its Annual Statement a list of its Directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the change. And file a duplicate copy of every special resolution within fourteen days after the resolution is passed.

Section 10.04 Terms of Office Succession and Election of Directors

- (a) The term of office for Chair, First Vice-Chair, Second Vice-Chair, and Past-Chair shall be one (1) year, as determined by the annual meeting of ACWWA.
- (b) Directors, AWWA Directors, and WEF Delegates who have served at least one (1) term on the ACWWA Board may automatically become nominees for the office of Second Vice-Chair, any of which may stand for election to the office of Second Vice-Chair at the ACWWA Annual Conference. In special circumstances (e.g. no nominations are received), the ACWWA Board may allow a member to directly become Second Vice-Chair without the benefit of serving on any other position on the ACWWA Board.
- (c) The Second Vice-Chair shall become the First Vice-Chair after the completion of term.
- (d) The term of office of the AWWA Director shall be for a term of three (3) years or as otherwise required by the bylaws of the American Water Works Association. The term of office of the WEF Delegate shall be three (3) years, as determined by the annual meetings of WEF.
- (e) The term of office of the Secretary-Treasurer shall be three (3) years. The Secretary-Treasurer shall be appointed by the ACWWA Board and may serve consecutive terms, as approved by the ACWWA Board.
- (f) The term of office of directors of the ACWWA Board shall be three (3) years, as determined at the annual meetings of ACWWA. Directors of the ACWWA Board may be elected for a maximum of two (2) consecutive terms.

Section 10.05 Eligibility to Serve on ACWWA Board

- (a) Members in good standing, including those classified as multi-section members by AWWA and dual member association members by WEF, will be entitled to hold office in ACWWA.
- (b) Unless approved by the ACWWA Board, an officer may not hold more than one (1) office at the same time.
- (c) The Chair and Vice-Chairs shall not be eligible to succeed themselves in consecutive terms. This prohibition shall not apply to a person acting as Chair in absence of the Chair. However, should any of the directors serving as Chair or Vice-Chairs have been elected to fill a vacancy, and will have served in their present office less than six (6) months, such office shall be eligible to the same office for one (1) full term.

Section 10.06 Nomination and Election of Directors

- (a) ACWWA shall conduct a nomination process, as outlined by the Nominations and Elections procedures and as approved by the ACWWA Board, for all applicable positions on the ACWWA Board.
- (b) The AWWA Director shall be nominated and elected by ACWWA in accordance with the these Bylaws and the Governing Documents and Bylaws of AWWA.
- (c) The WEF Delegate shall be nominated and elected by ACWWA in accordance with the these Bylaws and the Bylaws of WEF.
- (d) All elected positions, other than AWWA Director and the WEF Delegate, and shall be approved by the ACWWA Board.
- (e) In the case of a vacancy of an ACWWA Board position, the ACWWA Board may select and vote on a nominee for that position. Such nominees may be voted on at a duly constituted meeting of the ACWWA Board, or by a mail ballot of the ACWWA Board. The nominee who receives a majority of the vote of the ACWWA Board director voting shall be declared elected. The officer so selected shall take the position immediately and shall continue in the position as per the terms of office.

Section 10.07 Executive Committee

- (a) The Executive Committee shall consist of the following 7 appointees from the ACWWA Board :
 - (i) *Chair;*
 - (ii) *First Vice-Chair;*
 - (iii) *Second Vice-Chair;*
 - (iv) *Past Chair;*
 - (v) *AWWA Director, who is a representative on the AWWA Board of Directors;*
 - (vi) *WEF Delegate, who is a representative on the WEF House of Delegates;*
and
 - (vii) *Secretary-Treasurer.*
- (b) The Executive Committee is responsible for conducting the day-to-day affairs of ACWWA. The Executive Committee shall not make any formal decisions without ACWWA Board approval.

Article XI. ACWWA BOARD

Section 11.01

Meetings of the ACWWA Board shall be called by the Chair or at the request of any three (3) directors of the ACWWA Board. There shall be at least one (1) meeting of the ACWWA Board during the Annual Conference of ACWWA, and three (3) meetings between consecutive Annual Conferences. A general or special meeting of the members may be held at any time and shall be called, if requested, in writing by 25% of the members.

Section 11.02

A quorum of the ACWWA Board consists of the majority of the board directors, one of whom shall be the existing Chair, First Vice-Chair, Second Vice-Chair, or the Secretary-Treasurer, and shall be required for a duly constituted meeting of the ACWWA Board. A quorum of the Executive Committee shall consist of a majority of its appointees. Any appointee of either the ACWWA Board or the Executive Committee may designate, in writing, a proxy to act for them if they are unable to attend a meeting. Such proxy or proxies shall be counted in determining a quorum.

Section 11.03

The ACWWA Board shall have the general supervision over all of the affairs of ACWWA and shall be its legal representative in all matters, except as this duty may be specifically delegated. The Chair of ACWWA shall be the presiding officer of the ACWWA Board. The Directors shall prepare, as needed, and enforce, in the conduct of the business of ACWWA, regulation not in conflict with these Bylaws and shall amend such regulations, as may be required.

Section 11.04

The duties of the Directors shall be as specified in the Bylaws and Terms of Reference, as well as other duties required to attain and promote the objectives of ACWWA.

Section 11.05

An Executive Director, or additional support personnel, or both, may be employed by ACWWA. The duties of personnel shall be assigned by the ACWWA Board. The personnel shall serve at the pleasure of the ACWWA Board, and shall report to the Secretary-Treasurer, or as designated by the ACWWA Board. ACWWA employees will be ineligible to hold any office of ACWWA.

Section 11.06

The Executive Director may attend all meetings of the ACWWA Board as an observer in a non-voting capacity. Participation by the Executive Director shall be limited to providing information and support as requested by the Board.

Section 11.07

The ACWWA Board is empowered to maintain an affiliation with AWWA and WEF. The ACWWA Board is empowered at its own discretion, to undertake affiliation with another national organization or other organizations whose objectives correspond with those of ACWWA when and if the policy of such national organization(s) will permit.

Section 11.08

The ACWWA Board is empowered to remove any director or committee member for cause or to declare an office vacant in the event such officer becomes permanently incapacitated or otherwise unable to serve. In the event of an official vacancy in any elected or appointed office of ACWWA, the ACWWA Board may elect and appoint a member in good standing to fill the vacancy for the remaining

term of office. The members may, by special resolution, remove any Director and appoint another person to complete the term of office.

Article XII. COMMITTEES

Section 12.01

The Chair is empowered to appoint such additional committees as may be required to advance the interests of ACWWA and to enable it to fulfill its objectives, with the approval of the Board. Committees shall convene in accordance with ACWWA policies and procedures.

Article XIII. PUBLICATIONS

Section 13.01

All publications of ACWWA shall be issued under the direction of the ACWWA Board.

Article XIV. MEETINGS

Section 14.01

An Annual Conference of ACWWA shall be held at the time and place selected by the ACWWA Board. Each person attending the Annual Conference shall pay a registration fee of such amount as may be approved by the ACWWA Board.

For the purpose of achieving the objectives of AWWA, WEF and ACWWA, as a minimum, ACWWA is expected to hold technical papers, presentations, and discussions of the water and wastewater areas and related environmental fields at this Annual Conference.

Section 14.02

An Annual General Meeting of ACWWA shall be held during the Annual Conference and shall be a business meeting with members electing directors, approving financial statements and conducting other annual business, as may be necessary.

Section 14.03

During the Annual Conference, there shall be at least one (1) meeting of the ACWWA Board, as described Article XI of these Bylaws.

Special Meetings of ACWWA may be held at such other times and places, as requested by the ACWWA Board or upon the petition of one-quarter (1/4) of the eligible voting members of ACWWA.

Section 14.04

Notices of all conferences and meetings of ACWWA shall be sent out by mail or e-mail to all members by the Secretary-Treasurer or duly authorized representative of the Secretary-Treasurer, at least thirty (30) days in advance of any conference or meeting.

Section 14.05

The ACWWA Board shall hold at least four (4) meetings each year, one (1) at the time of the Annual Meeting and the remaining meetings between consecutive Annual Meetings. Other ACWWA Board meetings shall be held at the call of the Chair, or on petition addressed to the Secretary-Treasurer and signed by three (3) or more ACWWA Board directors.

Section 14.06

Notice of all ACWWA Board meetings shall be issued by the Secretary-Treasurer, or duly authorized representative of the Secretary-Treasurer, at least fifteen (15) days in advance of such meetings to all ACWWA Board directors.

Section 14.07

All meetings of ACWWA membership and the ACWWA Board will be conducted according to the most recent edition of Robert's Rules of Order.

Section 14.08

Twenty (20) eligible voting members present in person shall constitute a quorum for the ACWWA Annual General Meeting, as described in Section 14.02

Article XV. AMENDMENTS TO BYLAWS

Section 15.01

Amendments to these Bylaws may be proposed by a majority of the ACWWA Board or by written petition of ten percent (10%) of the members. All proposed amendments shall be submitted in writing to the ACWWA Board and must be approved by Special Resolution of the members.

Section 15.02

The Secretary-Treasurer, or the duly authorized representative of the Secretary-Treasurer, on instruction of the Board, shall provide notice of the proposed amendments and the adoption method, to all members at least thirty (30) days before voting is to occur. The notice shall indicate where members can view the amendments.

Publication of the proposed amendments in the ACWWA newsletter at least thirty (30) days before voting will be deemed to be compliance with the notification requirement.

Section 15.03

Amendments to these Bylaws may be made by Special Resolution of the members present and voting at an Annual Meeting of ACWWA; and notice of the proposed amendments having been mailed by the Secretary-Treasurer (or the duly authorized representative of the Secretary-Treasurer) to each member no later than thirty (30) days in advance of the meeting at which said amendment is to be voted upon. Publication of the proposed amendments in the ACWWA newsletter at least thirty (30) days before voting will be deemed to be compliance with the notification requirement.

The Secretary-Treasurer (or the duly authorized representative of the Secretary-Treasurer) may mail a proposed amendment to each member for the purpose of a membership vote by letter ballot. The letter ballot shall be returned no later than thirty (30) days following the mailing of the proposed amendment. A three-quarters (3/4) affirmative vote of the letter ballots returned by members is required for adoption.

Section 15.04

If the amendments are approved by the ACWWA Board, the Secretary-Treasurer shall submit the amendments to AWWA for review by the AWWA Board, and to WEF for review by the WEF Board.

Corrections that do not change the meaning or content of the provisions (grammar, punctuation) may be made by the ACWWA Board at the request of the AWWA Board or the WEF Board.

The amendment(s) shall be effective only after receiving the following notices:

- (a) that the AWWA Board has reviewed and approved the amendments to the Bylaws; and
- (b) that the WEF Board has reviewed and approved the amendments to the Bylaws;
- (c) approved by Special Resolution of the members.
- (d) that such amendments to the Bylaws have been approved by the Registrar of the Joint Stock Companies (Nova Scotia).

Article XVI. DISSOLUTION

Section 16.01

Dissolution of ACWWA may take place with the consent of not less than three-quarters (3/4) of the members of ACWWA, at a duly called meeting.

Section 16.02

In the event of dissolution of ACWWA, the property and assets thereof, following satisfaction of all obligations and liabilities, shall be distributed to non-profit organizations, funds, foundations, or registered charities with similar objects of ACWWA, as determined by the members at a meeting convened for the purpose of dissolution. Notice of dissolution shall be given to AWWA and WEF within ten (10) days.

Section 16.03

The balance of ACWWA funds or property shall be disposed of by transfer and distribution to any one or more non-profit organizations, funds, foundations, or registered charities with like purposes or goals that is organized and operated in an area included in an AWWA franchise are, hereinafter referred to as the "receiving organization". The following shall be characteristic of the receiving organization:

- (a) That it be operated exclusively for scientific or educational purposes;
- (b) That no part of the net funds of ACWWA shall be paid to or be available for or benefit of any member or individual;
- (c) That no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation; and
- (d) That it does not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
- (e) Any such receiving organization(s) shall be selected by vote of the majority of the members of ACWWA at a meeting called for this purpose. If for any reason such dispositions cannot be effected, then such funds shall be so distributed pursuant to the order, judgment, or decree of a court having jurisdiction over the assets and property of ACWWA.

Article XVII. INDEMNIFICATION

Section 17.01

ACWWA shall indemnify any director of ACWWA against all legal expenses and liabilities reasonably incurred or imposed upon such person in connection with or resulting from their service on the ACWWA Board or the Executive Committee. This indemnification shall include, but not be limited to, costs, attorney's fees, and judgments arising from any claim or action, provided the indemnified person acted in good faith and in a manner they reasonably believed to be in the best interests of ACWWA and did not engage in intentional misconduct or gross negligence. The right to indemnification shall not be exclusive of any other rights to which the director may be entitled under any bylaw, agreement, vote of the members, or otherwise.