

BYLAWS

1. MEMBERSHIP CLASSIFICATION, QUALIFICATIONS, AND PRIVILEGES

1.1 Membership Classes

- 1.11 Active Members
- 1.12 Student Members
- 1.13 Professional Wastewater Operations (PWO) Members
- 1.14 Retired Member
- 1.15 Dual Members
- 1.16 Life Members
- 1.16 WEF Honorary, WEF Life Members, Corporate, Associate & General Members

1.2 Active Members

1.21 Qualifications

- 1.211 Any person professionally engaged or interested in the advancement of knowledge relating to the objectives of the Water Environment Federation (WEF) and Alabama's Water Environment Association (Association).

1.22 Rights and Privileges

- 1.221 Shall be an eligible voting member of the Association.
- 1.222 Shall have all the rights and privileges granted by WEF and Association including the rights to hold office and serve on committees.
- 1.223 Shall be entitled to receive publications of WEF, as authorized by its Board of Trustees, and publications of the Association, as authorized by its Board of Directors, for the Active membership class.

1.3 Student Members

1.31 Qualifications

- 1.311 A regularly enrolled college or university student who spends at least one-half of his time on academic course work or the equivalent.
- 1.312 May not retain this class of membership beyond the first anniversary date following termination of qualifications as a Student Member.

1.32 Rights and Privileges

- 1.321 Shall have all the rights and privileges of an Active Member except holding Association and WEF office.

1.4 Professional Wastewater Operations Members

1.41 Qualifications

- 1.411 A person who is actively employed by the responsible operating entity on a facility site on a day-to-day basis in the operation and maintenance of wastewater collection facilities, wastewater treatment facilities, or wastewater laboratories provided for such treatment facilities, or is an off-site private laboratory technician who routinely performs wastewater analyses.

1.42 Rights and Privileges

1.421 Shall be an eligible voting member of the Association.

1.422 Shall have all the rights and privileges granted to the PWO class of membership by WEF and Association including the rights to hold office and serve on committees.

1.423 Shall be entitled to receive WEF publications, as authorized by its Board of Trustees, and publications of the Association, as authorized by its Board of Directors, for the PWO membership class.

1.5 Retired Member

1.51 Qualifications

1.511 Any person retired from and not currently professionally affiliated with the water quality field.

1.52 Rights and Privileges

1.521 Shall have all the rights and privileges of an Active Member except holding WEF office.

1.522 May not retain this class of membership beyond the first anniversary date following reemployment and/or professional affiliation within the water quality field.

1.523 Time accrual as a Retired Member will not be counted as part of the 35 year membership requirement for Life Membership.

1.6 Dual Member

1.61 Qualifications

1.611 A Dual Member shall be a person whose residence or place of business is outside of the State of Alabama and who is an Active Member in good standing of any other Member Association of WEF.

1.62 Rights and Privileges

1.621 A Dual Member shall have all the rights and privileges of an Active Member except for holding office.

1.7 Life Members

1.71 Qualifications

1.711 A person who has been an Active or a Professional Wastewater Operations Member or combination thereof of this Association and/or its predecessors for 35 years or more, who has attained the age of 65 years or more, and who has applied to the Association for Life Membership through the Secretary.

1.72 Rights and Privileges

1.721 Shall have all the rights and privileges granted by the Association to a member in the membership class held before Life Membership was granted, except that he will pay no Association dues. However, an Association Life Member who does not continue to pay WEF dues or become a WEF Life Member will no longer receive publications or other services from WEF.

1.8 WEF Honorary Members, WEF Life Members, Corporate, Associate, and General Members

1.81 Qualifications

1.811 WEF Honorary Members, WEF Life Members, Corporate, Associate, or General Members (not Active Members of another Member Association) are eligible to apply for Active Membership if they reside in or if their place of business is within the State of Alabama; if they are Active Members of another Member Association, they shall be eligible to apply for Dual Membership.

1.82 Rights and Privileges

1.821 A WEF Honorary Member, Life Member, Corporate, Associate, or General Member accepted as an Active or Dual Member shall have all the privileges of such membership class.

1.9 Student Chapters

1.91 Qualifications

1.911 Any Student Chapter, within the State of Alabama, consisting of at least five persons, may be granted charter membership in WEF by majority vote of the Association provided:

- a.) Its objectives are in harmony with the purposes of WEF;
- b.) The Constitution and Bylaws of the applicant chapter have been certified by the Association as being in harmony with those of the Association and of WEF; and
- c.) The Student Chapter has been recommended for membership by the Association.

1.92 Organization and Privileges

1.921 The Student Chapter will be issued a WEF charter following recommendation by the Association and approval by WEF Board of Trustees

1.922 The Student Chapter shall govern the number and character of its meetings. At least one meeting shall be held each school year.

1.923 A Counselor for the Student Chapter shall be appointed by the Association Board. The Counselor shall be an Active or Professional Wastewater Operations Member of the Association and of WEF and shall be an advisor to the Student Chapter.

1.924 All officers and members of the Student Chapter shall be Student Members of the Association and of WEF.

1.925 The Student Chapter shall submit an annual report to the Student Activities Committee by May 1 of each year.

1.93 Authority

1.931 A Student Chapter shall have authority to only act on its own behalf and shall have authority to incur obligations for the Student Chapter only.

1.94 Withdrawal and Termination

1.941 A Student Chapter may withdraw from WEF at the end of any school year after giving appropriate written notice of its intentions to both the Association and WEF.

1.942 The Association may revoke the charter of any Student Chapter, if, after the Chapter has been afforded an opportunity to be heard, the Association judges it to be in the best interest of the Association and WEF to do so.

2. DUES

2.1 Payment of Dues

2.11 For each Active, Student, Professional Wastewater Operations, Retired, and Dual Member, the annual dues shall be determined by the Board and shall include the current dues for each class of membership as established by the WEF Board of Trustees.

2.111 Annual dues will be billed directly to Association Members by WEF Executive Director. Dues shall be payable within 1 month after a Member's anniversary date.

2.112 Dues are payable for a 12-month period beginning with the first date of membership that is defined as the anniversary date.

2.12 Members in other classes of membership established by the Association as provided in these Bylaws shall pay dues as established by the Board. These dues shall be billed and received by the Treasurer.

2.2 Subscription included in Dues

2.21 All members certified to WEF by the Association shall be entitled to such publications of WEF as may be approved by its Board of Trustees for the appropriate membership class. All members shall be entitled to the publications of the Association as may be approved by the Association's Board of Directors for the appropriate membership class.

2.3 Arrears

2.31 Association Active, Student, Professional Wastewater Operations, Retired, and Dual Members whose dues shall not have been paid within 1 month after the anniversary date will be given notice of such default by WEF Executive Director. If the dues remain unpaid 15 days after such notice, the members in default may be removed from the roll of WEF by the Executive Director and from the roll of the Association.

2.32 Members in other classes of membership shall be given notice of default by the Association Treasurer.

2.33 Members who have been dropped from the roll may be reinstated without payment of Association back dues with the approval of the Board.

3. ADMISSION AND EXPULSION

3.1 Admission

- 3.11 Applications for membership will be reviewed by the Treasurer of the Association or the Executive Director of WEF according to the policies established by the Board.
- 3.12 There shall be no admission fee.

3.2 Expulsion

- 3.21 Any member may be expelled from the Association for good and sufficient reason by a two-thirds vote of the Board.
- 3.22 Any officer may be removed from office for good and sufficient reason by a two-thirds vote taken at a duly constituted meeting of the Board.

4. OFFICERS

4.1 Duties and Functions

4.11 President

- 4.111 General supervision of the affairs of the Association.
- 4.112 Preside at all conferences and meetings of the Association and meetings of the Board.
- 4.113 Be an ex-officio member of all committees, other than the Nominating Committee, and appoint the members of all committees where membership is not otherwise specified in the Bylaws.
- 4.114 Perform such other duties as may be assigned by the Board.
- 4.115 Appoint committee chairpersons.
- 4.116 Appoint committees and work groups with specific tasks and assignments other than standing committees.

4.12 Vice-President

- 4.121 Assist the President in the performance of prescribed duties.
- 4.122 Preside at conferences and meetings of the Association and at meetings of the Board in the absence of the President.
- 4.123 Be an ex-officio member of all committees other than the Nominating Committee.
- 4.124 Perform such other duties as may be assigned by the Board.
- 4.125 In case the President cannot act, the Vice-President shall act. In case the Vice-President cannot act, the latest living Past President shall do so. The Board shall elect one of its members to act if the Past President cannot do so.
- 4.126 Perform duties as the Chairman of the Annual Technical Conference Committee responsible for planning and coordinating all functions associated with the Annual Technical Conference.

4.13 WEF Delegate (or Delegates)

- 4.131 The WEF Delegate (or Delegates) shall represent the Association in the conduct of all business by the WEF House of Delegates.
- 4.131 The WEF Delegate (or Delegates) shall serve as chairman of the nominating committee for WEF sponsored awards and recognition.

4.14 Secretary

- 4.141 Serve as the Executive Officer of the Association, and operate under the general direction of the President and the Board.
- 4.142 Prepare the agenda for, and attend all meetings of, the Board, record, and distribute the proceedings of such meetings to the Board.
- 4.143 Maintain records of the Association, including a list of members of the Association.
- 4.144 Perform such other duties as may be assigned by the Board.

4.15 Treasurer

- 4.151 See that all monies, due to the Association and WEF are collected carefully and without loss, and are transferred to WEF, proper accounts and custody; see that all expenditures are properly entered in the records of the Association, and that the bills and vouchers for their payment are proper and in order; and sign or see to the signing of checks or drafts against funds of the Association, all according to procedures established or approved by the Board.
- 4.152 Forward to the Officers and each Board member a quarterly financial summary of accrued income and expenses consistent with the annual financial statement.
- 4.153 Present at the Annual Meeting of the Association a balance sheet of the books as of the end of the last fiscal year and as of the end of the month preceding the Annual Meeting which books shall be made available for audit, annually or as otherwise specified by the Board at the expense of the Association, by an individual appointed by the Board.
- 4.154 Consult with the officers of the Association as to the custody and investment of funds and preparation of an annual budget.
- 4.155 Present a report for each fiscal year at the Annual Meeting of the Association.
- 4.156 Perform such other duties as may be assigned by the Board.
- 4.156 Prepare an annual budget for the upcoming fiscal year at the Annual Business Meeting conducted at the Annual Technical Conference.

4.16 PWO Representative

- 4.161 The PWO Representative shall represent the Association on all matters related to operators at WEF level.

4.2 Terms of Office

- 4.21 The terms of office of the President and Vice-President, shall be for approximately 1 year, which term shall start immediately following the close of the Association annual meeting, at which the election of officers is conducted, and continue until their successors qualify. The term of office of the Secretary and Treasurer shall be approximately 2 years with each term staggered for eligibility for advancement to the position of Vice-President. Officers who serve full terms shall not be eligible to succeed themselves in consecutive terms unless special circumstances exist, excepting the offices of Secretary, Treasurer, and PWO Representative. Once elected to the office of Secretary or Treasurer, the person being elected will be eligible for advancement to the office of Vice-President then President following serving the terms of office describe herein. On alternate years, the Secretary or Treasurer will be eligible for advancement to the office of the Vice-President. Each

year the Vice-President completing a 1-year term of office will be eligible for advancement to the office of the President.

4.22 The term of WEF Delegate (or Delegates) shall be 3 years as determined by the annual meetings of WEF. The Delegate or Delegates shall not be eligible to succeed themselves in consecutive terms unless special circumstances exist.

4.23 The term of the PWO Representative shall be for approximately one year, which shall start immediately following the close of the Association annual meeting, at which the election of officers is conducted, and continue until his successor qualifies. The PWO Representative shall be eligible to serve in up to three (3) consecutive terms.

4.3 Nominations and Election of Officers

4.31 Nominations for each elective office for the following year shall be received and considered by the Nominating Committee led by the Delegate (or Delegates). The Committee, through its chairman, shall report to the President and the Secretary at least 30 days prior to the annual meeting of the Association its selection of one or more candidates for each office required to be filled. All nominees shall have signified their willingness to serve.

4.32 The Secretary shall transmit the report of the Nominating Committee to the Association membership. The eligible voting Members of the Association shall elect officers 'at the annual meeting by a majority vote. Nominations may be made from the floor by eligible voting Members present. If more than one name is placed in nomination for office', voting shall be by ballot and the nominee receiving a majority of the votes cast shall be declared elected.

4.33 Should any nominee for office not receive a majority of the votes cast for that office, the names of the two nominees receiving the greatest number of votes shall be re-submitted immediately for consideration.

4.34 In the case of a vacancy in an elected office, the Nominating Committee shall promptly select a nominee for the office. Such nominees may be voted on at a duly constituted meeting of the Board, or by a mail ballot of the Board. The nominee who receives a majority vote of the Board members voting shall be declared elected. The officer so selected shall take office immediately and shall continue in office until a successor is elected. A vacancy in an elected office could be constituted by an elected officer not being able to complete his/her respective term of office. A vacancy could also be defined by a position becoming available during the course of the year such as in the event the Association's total membership reaches a level that an additional delegate will be recognized by WEF creating a position for a new delegate.

- 4.35 The President shall be ineligible for re-election except in the event of special circumstances for which the Board and/or the Association's membership feel it is advantageous for the Association for the President to serve a second term. This may include, but not be limited to, the event in which the Vice-President, the Secretary, or the Treasurer is unable to complete a term of office. This prohibition shall not apply to a person acting as President in the absence of the President. However, should any of the officers serving as President, or Vice-President have been elected to fill a vacancy, and will have served in their present office less than six months, such officer shall be eligible for re-election to the same office for one full term of office.

5. BOARD OF DIRECTORS

5.1 Membership

- 5.11 The Association President
- 5.12 The Association Vice-President
- 5.13 The Association Secretary
- 5.14 The Association Treasurer
- 5.15 The latest living Association Past President
- 5.16 WEF Delegate (or Delegates)
- 5.17 The PWO Representative

5.2 Presiding Officer

- 5.21 The President of the Association shall be the Presiding Officer of the Board.

5.3 Quorum

- 5.3.1 A quorum of the Board shall consist of a majority of its members.

5.4 Duties of the Board

- 5.41 Shall be the representative of the Association and shall manage its affairs and establish policies subject to the conditions and limitations prescribed in the Articles of Incorporation and Bylaws.
- 5.42 Shall receive all committee reports and take appropriate action on recommendations made in these reports where required.
- 5.43 Shall direct the investment and care of the funds of the Association.
- 5.44 Shall make funds available for regular operation of the Association and for specific purposes. No financial commitments shall be incurred that are beyond the funds available or otherwise due.

6. COMMITTEES

6.1 General

- 6.11 In addition to the Nominating Committee provided for in Section 6.2 of the Bylaws, the President is empowered to appoint such additional committees as may be required to advance the best interest of the Association and to enable it to fulfill its objectives.

6.2 Nominating Committee

- 6.21 Shall consist of three eligible voting members appointed by the President in addition to the Delegate (or Delegates).
- 6.22 The President shall designate the Chairman and Vice-Chairman of the Committee.
- 6.23 Shall nominate candidates for the elective offices of the Association and consider candidates and nominate members for Federation and other special service awards.

7. PUBLICATIONS

- 7.1 All publications of the Association shall be issued under direction of the Board.

8. MEETINGS

8.1 Annual Conference and Annual Meeting

- 8.11 An Annual Conference and Annual Meeting of the Association shall be held at the time and place selected by the Board.
- 8.12 Each person attending the Annual Conference shall pay a registration fee of such amount as may be determined by the Board.
- 8.13 An Annual Meeting of the Association shall be held during the Annual Conference to receive reports of officers and committees, to elect officers, and carry on other business of the Association.
- 8.14 Those members of the Association present and voting at the announced annual or special meeting of the Association membership shall constitute a quorum.

8.2 Special Meetings

- 8.21 Special meetings of the Association may be held at such other times and places as requested by the Board or upon the petition of ten percent of the eligible voting members.

8.3 Notices

- 8.31 Notices of all conferences and meetings of the Association shall be sent out to all Members by the Secretary, or under his supervision, at least 30 days in advance of any conference or meeting.

8.4 Board Meetings

- 8.41 The Board shall hold at least one meeting at the time of each Annual Conference.
- 8.42 Other Board meetings shall be held at the call of the President, or on petition addressed to the Secretary and signed by two or more Board members.
- 8.43 Notice of all Board meetings shall be issued by the President or Secretary at least 15 days in advance of such meetings to all Board members.

9. AMENDMENTS

9.1 Initiation

- 9.11 Amendments to these Bylaws may be proposed by a majority of the Board or through it, on petition of Ten percent of the eligible voting members. All proposed amendments shall be submitted in writing to the Board.
- 9.12 The Secretary shall mail notices and complete text of a proposed amendment, on instruction of the Board, to each eligible voting member at least 30 days before it is to be voted upon.

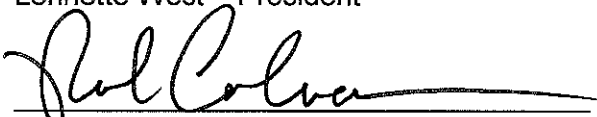
9.2 Adoption

- 9.21 Amendments to these Bylaws may be made by a majority affirmative vote of a quorum of the membership at an Annual or Special Meeting of the Association, notice of the proposed amendments having been mailed by the Secretary to each eligible voting member no later than 30 days in advance of the meeting at which said amendment is to be voted upon.
- 9.22 A proposed amendment may be mailed by the Secretary to each eligible voting Member for the purpose of voting upon by letter ballot. The letter ballot shall be returned no later than 30 days following the mailing of the proposed amendment. A majority vote of the letter ballots cast is required for adoption.
- 9.23 An amendment approved by the Association membership is effective immediately.

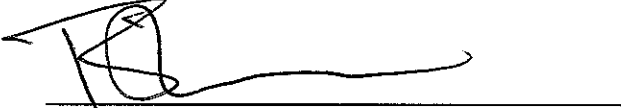
Adopted and approved this the 13th day of December, 2012.



Lenette West – President




Rob Coleman – Vice-President



Brian Shannon – Treasurer



Patrick Wootton – Secretary

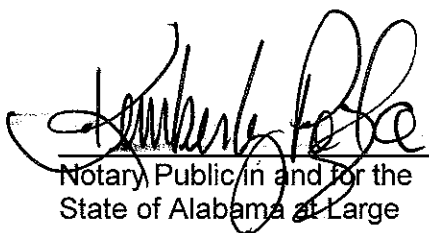


Mike Sims - PWOD

STATE OF ALABAMA)
 :
TUSCALOOSA COUNTY)

I, Kimberly Polifka, a Notary Public in and for the State of Alabama at Large, do hereby certify that Lennette West, Rob Coleman, Brian Shannon, Patrick Wootton, and Mike Sims whose names as officers, are signed to the above and foregoing Articles of Amendment to the Certificate of Incorporation and who are known to me, acknowledged before me on this day that, being informed of the contents of the said Articles of Amendment, they, as such officers, and with full authority therefore, executed the same voluntarily and do hereby verify the facts contained therein.

IN WITNESS WHEREOF, I have hereunto placed my hand and affixed my official seal of office on this the 13th day of December, 2012.



Notary Public in and for the
State of Alabama at Large

My Commission Expires:

**NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Aug 30, 2015
BONDED THRU NOTARY PUBLIC UNDERWRITERS**

