

# Manitoba Water & Wastewater Association

## Constitution



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## 1. NAME

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- 1.1.1. The name of the organization shall be “The Manitoba Water and Wastewater Association Incorporated”.
- 1.1.2. The organization shall be referred to in the Constitution and Bylaws as “the Association”.

## 2. PURPOSE

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- 2.1.1. The association is dedicated to environmental stewardship, protection of public health and advancement of water and wastewater professionals through training and educational opportunities.

## 3. OBJECTIVES

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The objectives of the Association shall be:

- 3.1.1. To advance the public awareness of the role of the members in protecting the environment and public health.
- 3.1.2. To plan and initiate or conduct a variety of educational and training opportunities suited to the needs and requirements of the members.
- 3.1.3. To communicate with the members of the association so as to determine their needs, and to insure that they are aware of the educational and training opportunities and programs being offered by the Association.
- 3.1.4. To administer and operate the Association in accordance with the Constitution and Bylaws.
- 3.1.5. To prepare budget, financial and activity reports for presentation to the association membership.
- 3.1.6. To promote activities through which funds may be raised to support the activities of the association.
- 3.1.7. To plan for the continued operation of the Association and it’s programs through the recruitment and training of volunteers.
- 3.1.8. To provide delegates to and support of the programs and policies of the Western Canada Water and Wastewater Association.
- 3.1.9. To promote the sharing of information between members.

## 4. HEADQUARTERS

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- 4.1.1. The headquarters of the Association shall be specified annually by the Board of Directors.

## 5. MEMBERSHIP

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### 5.1. MEMBERS

- 5.1.1. Persons eligible for membership in the Association shall be directly involved with the industry relating to water treatment, wastewater treatment, water distribution or wastewater collection.
- 5.1.2. Life members shall be persons who have been Members of the Association have retired from active employment and whom the Board of Directors of the Association has conferred Life Membership. They shall be afforded the same participation privileges as members and will be entitled to annual membership for life at no charge.

### 5.2. WITHDRAWAL OF MEMBERSHIP

- 5.2.1. Any member who wishes to voluntarily withdraw from the Association may do so in writing to the Executive Director and requesting their name be removed from the membership rolls of the Association. There shall be no reimbursement of any fees previously paid.

### 5.3. MAINTENANCE OF MEMBERSHIP

- 5.3.1. In order to be considered a member in good standing of the Association, all fees must be paid within six months of invoice due date.

### 5.4. MEMBERSHIP FEES

- 5.4.1. Membership fees will be set by the Board of Directors such that the Association is able to maintain its business. At no time will the fees increase by more than 20% without authorization of the general membership.

## 6. GOVERNANCE

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### 6.1. BOARD OF DIRECTORS

- 6.1.1. The Board of Directors shall consist of:
  - Members of the Association in good standing who reside in the Province of Manitoba and who are elected by the members as follows:
  - Two (2) members from communities or utilities serving a population of over 50,000 population.
  - Two (2) members from communities or utilities serving a population of over 10,000 but under 50,000 population.
  - Two (2) members from communities or utilities serving a population of over 2,000 but under 10,000 population.

- Two (2) members from communities or utilities serving a population of under 2,000 population.
- One (1) member representing a First Nation Community.
- One (1) member from a semi-public facility.
- Chair of the Association
- Vice-Chair of the Association
- Second Vice-Chair of the Association
- Other members of the Board of Directors shall include members of the Association in good standing who reside in the Province of Manitoba as follows:
  - Two (2) members being non-elected representatives from the Province of Manitoba and appointed to the Board of Directors.
  - The immediate Past Chair of the Association.

## 7. EXECUTIVE COMMITTEE

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### 7.1. MEMBERS

The Executive Committee members shall consist of:

- Chair
- Vice-Chair
- Second Vice-Chair
- The immediate Past Chair of the Association.

### 7.2. EXECUTIVE COMMITTEE POWERS:

The Executive Committee shall have the power to do all things necessary for the successful operation of the Association, thus be empowered to:

- 7.2.1. Administer the funds of the Association in such manner and for such purposes as it may decide are beneficial to the well-being and advancement of the objectives of the Association in accordance with the approved annual budget.
- 7.2.2. To commence any new form of activity considered desirable by the Membership or in like manner discontinue any form of activity being conducted under the auspices of the Association.
- 7.2.3. To ensure that the Association is operated on a non-political and non-sectarian basis.
- 7.2.4. Notwithstanding any other provisions of the Constitution, appoint committees, either standing or temporary, prescribe their duties, powers and duration thereof. The executive committee may also appoint the Committee Chairperson. All Committees shall be responsible and accountable to the Board of Directors.
- 7.2.5. To appoint advisors to the Board as it deems necessary and appropriate. Such appointments shall be ratified by the Board of Directors.

### 7.3. RULES OF GOVERNANCE

- 7.3.1. The business and affairs of the Association shall be administered by a Board of Directors including the Executive Committee.
- 7.3.2. Unless authorized at a meeting, no Director of the Association shall receive any remuneration for services. Directors of the organization will be paid for out of pocket, day to day expenses incurred in carrying out their duties as an Officer of the Association.
- 7.3.3. On any occasion in which a director, or a spouse or dependent of a director, has a personal material or other substantial interest in any contract or transaction to which the Association is a party, it is hereby deemed that this director has a conflict of interest and shall disclose such interest at the time. The director shall refrain from speaking to or voting on the resolution approving the transaction.

### 7.4. VACANCIES

- 7.4.1. In the event of a vacancy on the Executive Committee, the Board may appoint a qualified member to fill the vacancy(s) for the remaining term of office. Such appointment(s) must have the majority approval of the assembled Board of Directors.
- 7.4.2. The office of a Director shall be vacated upon the occurrence of any one of the following events:
  - vacant by death;
  - resignation in writing to the Board;
  - removal by resolution of at least two-thirds of the other directors of the Association.

### 7.5. REMOVAL OF A DIRECTOR

- 7.5.1. Any Director may be removed from their elected or appointed position by a two-thirds majority vote of the entire remaining Board of Directors upon the occurrence of any one of the following events:
  - failure by the director to attend any three consecutive scheduled meetings of the Board without prior consent;
  - failure by the director to disclose a conflict of interest;
  - where the remaining directors are of the opinion that the director has not acted in the best interest of the association.
- 7.5.2. A notice of motion for removal of a director and reasons must be presented at the meeting of the Board before the meeting at which the motion will be considered.
- 7.5.3. The meeting considering the motion to remove must have a quorum without counting the director who brought the motion, or the director who is the subject of the motion, neither of whom may vote on the motion.
- 7.5.4. The motion to remove and the reasons for the motion must be mailed by registered mail to the Director being removed no later than seven (7) days prior to the meeting dealing with the dismissal.
- 7.5.5. The director being removed shall be given the opportunity to present his evidence.

## 7.6. TERM OF OFFICE

- 7.6.1. The term of office for each member of the Board of Directors shall be for two years with the following exception:

The member(s) employed by a Provincial agency relating to a water and wastewater field shall be appointed for a period of time as deemed suitable by the Board of Directors. A review of the appointments shall occur not later than four years after the initial appointment.

- 7.6.2. Elected Directors can only serve four (4) consecutive terms. Any member can stand for election providing their consecutive service on the Board of Directors never exceeds four (4) terms.
- 7.6.3. Elected members of the Executive Committee may only serve two (2) consecutive terms in each Executive position.

## 7.7. ELECTIONS

- 7.7.1. Members of the Board of Directors will be elected for two (2) year terms staggered by one (1) year, with half of the Board of Directors being elected on an annual basis.
- 7.7.2. Members of the Executive of the Board of Directors will be determined as follows:
- 7.7.2.1. The position of Second Vice-Chair will be elected biannually at the AGM.
  - 7.7.2.2. Upon completion of the two (2) year term, the Second Vice-Chair will succeed to the position of 1<sup>st</sup> Vice Chair, the 1<sup>st</sup> Vice Chair will succeed to the position of Chair; and the Chair will succeed to the position of Past Chair.
- 7.7.3. All members in good standing are eligible to be nominated for a Board position.
- 7.7.4. Nominations, submitted on a form approved by the Board of Directors, will be received starting the first business day of each year and continue until noon on the day before the Annual General Meeting.
- 7.7.5. All nominees must have the approval of their employer to participate on the Board, prior to allowing their name to stand for election.
- 7.7.6. Elections of members of the board and the 2<sup>nd</sup> Vice Chair will take place at the Annual General Meeting of the annual conference.
- 7.7.7. If the nominees are not acclaimed during the Annual General Meeting, elections shall be conducted by secret Ballot
- 7.7.8. In the event that an election is held for any Board position, all candidates' names shall appear on the ballot.
- 7.7.9. All candidates have the right to briefly address the membership at the Annual General meeting.
- 7.7.10. Elections will be held using an electronic balloting system that allows only members in good standing to vote.
- 7.7.11. Voting will close at 5 PM on the day after the Annual General Meeting
- 7.7.12. The counting of ballots for the election of members to the Board of Directors shall be conducted prior to the Banquet, following the deadline for the receipt of ballots.
- 7.7.13. In the event a tie exists for any position, the candidate's names shall be placed in a draw. The first name drawn will be declared the winner of the election.

- 7.7.14. If a vacancy occurs within the Executive of the Board, except the position of Past Chair, each member of the Executive will succeed to the next position in the Executive. The Board of Directors will appoint a Second Vice Chair from within the existing board until the next regularly scheduled election in accordance with Section 7.7.2.
- 7.7.15. If a vacancy occurs on the Board of Directors, the Board of Directors may appoint a replacement Director from a similar sized community or utility to complete the term.
- 7.7.16. The term of the newly elected Directors shall begin with the first Board of Directors meeting following the Annual General Meeting.

## 8. COMMITTEES

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- 8.1. The Association shall have the following Committees;
- 8.1.1. Executive Committee
  - 8.1.2. Public Relations Committee
  - 8.1.3. Finance Committee
  - 8.1.4. Conference Committee
  - 8.1.5. Member Services Committee
  - 8.1.6. Nominating Committee
  - 8.1.7. Financial Review Committee
  - 8.1.8. Education and Training Committee

## 9. MEETINGS

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- 9.1. The Annual General Meeting shall be held in conjunction with the Annual Association Conference, and the quorum shall be 20 members. Notification of this meeting will be included with Annual Seminar registration information which will be mailed to all members at least 30 days prior to the Annual General Meeting.
- 9.2. Special Meetings of all members may be held at the discretion of the Chair. All members will be mailed notification of a special meeting at least 30 days prior to a Special Meeting. A Quorum of a Special Meeting shall be 20 members.
- 9.3. Board of Directors meetings are held at the discretion of the Chair or may be called by the Board of Directors provided 50% of the Directors are in agreement, and a quorum at these meetings shall be ½ of the Board of Directors.

## 10. VOTING

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- 10.1. Voting at all meetings will be by a show of hands unless determined otherwise by a simple majority of members in attendance.
- 10.2. At the General Meetings each member shall have 1 vote. In a case of a tie, status quo shall be preserved.
- 10.3. At the Board of Directors Meetings each member of the Board of Directors shall have one vote. In a case of a tie, the status quo shall be preserved.



## 11. BORROWING

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- 11.1. Money shall not be borrowed unless a notice of motion is submitted to the Chair 14 days prior to the General Meeting and the motion is approved by a majority at the General Meeting.

## 12. RECORDS OF THE ASSOCIATION

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- 12.1. The Executive Director shall ensure minutes of the Association meetings and executive meetings are prepared and will distribute these to the executive.
- 12.2. The Executive Director shall maintain the original copy of the above minutes at the office of the Association.
- 12.3. Members of the Association who wish to view the records of the Association, other than personnel or members personal files, may do so at the MB Water and Wastewater Association offices, by notifying the Executive Director and members of the Executive one week in advance.

## 13. ADOPTION AND AMENDMENT TO THE CONSTITUTION

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- 13.1. Adoption of the Constitution shall become effective upon acceptance by the Membership by a majority vote.
- 13.2. Amendments to the Constitution require a Notice of Motion submitted to the Vice-Chair twenty-one (21) days prior to any General or Special Meeting and passed by a majority of the membership present at the General Meeting or Special Meeting.