



# FWEA Utility Council

*Protecting Florida's Clean Water Environment*

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## BYLAWS

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### ARTICLE I: Preface

The **FLORIDA WATER ENVIRONMENT ASSOCIATION UTILITY COUNCIL** (the “**Utility Council**”) is a committee of the Florida Water Environment Association, Inc. (hereinafter “**FWEA**”). FWEA is a corporation not for profit under the laws of the State of Florida, pursuant to the provisions of the Florida Not For Profit Corporation Act.

### ARTICLE II. Purpose

The mission of the Utility Council is to assist its members to achieve sound public health and environmental goals for the millions of users they serve in the most efficient and cost-effective manner possible. The Utility Council works for the reduction and elimination of water pollution in Florida and to do everything reasonably necessary to achieve such purpose. The Utility Council is specifically and primarily organized to support the adoption and implementation of effective wastewater legislation, regulations and policy at federal, state, regional and local levels. In particular, the goals of the Utility Council shall be:

1. To establish collaboration that will unite public and private wastewater utility interests for the purpose of defining and pursuing common objectives.
2. To support and encourage responsible, efficient and cost-effective wastewater management and the stewardship of natural systems.
3. To inform and educate officials, policy-makers and regulators in the problems and needs of Florida's wastewater utilities.
4. The promotion of sound financing mechanisms for municipal water pollution control.
5. The advancement of knowledge in the management and technology of municipal wastewater utilities by the collection and exchange of information.
6. The promotion of better understanding on the part of the public of the need for efficient wastewater utility management.
7. The development of more effective public service by encouraging the establishment of sound policies related to wastewater collection, treatment, reclamation, and disposal.

8. The coordination of the activities of individuals, corporations, and other groups or associations which tend to further and implement the policies and purposes of the Utility Council.

In furtherance of such purposes and goals, but without limitation to the powers and authorities of the Utility Council, the Utility Council shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally and specifically as provided in the Florida Not for Profit Corporation Act provided, however, that this Utility Council has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth herein.

### **ARTICLE III: Restrictions**

1. Notwithstanding any other provision of these Bylaws, the Utility Council will not conduct any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3)(h) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. All of the funds and assets of the Utility Council, together with the net earnings thereof and income realized thereon, shall be exclusively devoted to the purposes expressed herein.
3. No member, director or officer of the Utility Council or any other private individual may receive or be entitled to receive, under any circumstances, any pecuniary benefit from the operations or liquidation of the Utility Council, except for a reasonable compensation, as authorized by the Board of Directors (hereinafter defined) for services actually rendered in effecting one or more of the purposes of the Utility Council.

### **ARTICLE IV: Board of Directors**

1. *Composition and Eligibility:* The policy and direction of the Utility Council shall be set, and the affairs of the Utility Council managed by, a board of directors, composed of the President, the Vice President, the Treasurer, six (6) at-large directors, and the most recent Past President (together the “**Board of Directors**”), elected from among the representatives of Regular Members (the “**Eligible Voter(s)**”) in attendance at the Annual Meeting (with the exception of the most recent Past President who is appointed by succession), each of whose term of office shall be two years (Regular Members and Annual Meeting are hereinafter defined). Elections for the nine (9) elected director positions shall be held every even-numbered year at the Annual Meeting. Only Regular Members are eligible to serve on the Board of Directors.
2. *Officers:* The officers of the Utility Council shall be a President, Vice President, Past President, Treasurer, and six (6) Directors-at-Large (the “**Officer(s)**”). Such Officers shall have the authority and perform the duties prescribed, from time to time, by the Members (hereinafter defined).

3. *Function, Powers and Duties of the Board of Directors:* The Board of Directors shall establish and direct the implementation of the policies of the Utility Council and to exercise all the powers of the Utility Council, except as specifically provided otherwise in these Bylaws. The Board of Directors may purchase or lease such office space and hire such staff, including but not limited to an Executive Director and support staff, on such terms and with such reasonable compensation as the Board of Directors may authorize, to assist in managing the day-to-day affairs and furthering the purposes of the Utility Council. The Board of Directors may delegate such powers and duties to a Working Group, an Executive Director, or to any member or group of members of the Utility Council as it deems appropriate. In addition to its general management responsibilities, and subject only to the direction and oversight provided by the official actions of the membership, the Board of Directors shall perform the following specific duties: (a) establish annual Utility Council goals, (b) manage Utility Council finances, including managing the annual budget and recommending an appropriate dues structure to the membership, (c) allocate Utility Council resources, (d) approve programs and activities of the Working Groups and provide oversight of such Working Groups, (e) adopt Utility Council positions and policy statements, (f) manage the Utility Council's activities through policy guidance and directives to Working Groups and staff, (g) establish relationships with other organizations where it is in the interest of the Utility Council to do so, (h) authorize participation in litigation to protect the Utility Council's interests, (i) ensure orderly long-range planning for the Utility Council, (j) prepare and present to the membership at its Annual Meeting a report of the Utility Council's activities and financial condition for the year preceding the membership's Annual Meeting, (k) prepare and present to the membership for approval at the membership's Annual Meeting a plan of activities and a proposed budget for the year following the membership's Annual Meeting, (l) prepare and present to the membership for approval at the membership's Annual Meeting a schedule of dues for membership in the Utility Council for the year following the membership's Annual Meeting, and (m) present the Council's budget to the FWEA Board of Directors for approval each year following approval of the budget by the Council's voting members and prior to the start of the budget year covered by the budget. All Council contracts and obligations involving a sum in excess of \$500.00 must be approved by the FWEA Board of Directors.
4. *Quorum:* A majority of the Officers of the Board of Directors shall constitute a quorum. An Officer participating in a Board of Directors meeting by telephone shall be counted towards the presence of a quorum as though physically present at the meeting. If a quorum is not present at any meeting of the Board of Directors, a majority of those present may adjourn the meeting without further notice.
4. *Emergencies:* On matters requiring immediate action or when it is impractical to convene a meeting of the Board of Directors, the President may call for a vote by electronic transmission, and in such cases an affirmative vote of a majority of all Officers shall be required for approval.
5. *Informal Action by Board of Directors:* Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in

writing or by electronic transmission, setting forth the action to be taken, is signed by all members of the Board of Directors. Any member of the Board of Directors may participate in any Board of Director meeting by telephone as though physically present at the meeting.

6. *Proxies:* At any Board of Directors meeting, any Officer may vote by proxy executed in writing, or transmitted electronically, by the Officer or by the Officer's duly authorized attorney in fact. No proxy is valid after 11 months from its date of execution unless otherwise provided in the proxy.
7. *Voting by Mail or by Electronic Transmission:* Any vote by the Board of Directors on any matter considered by the Board of Directors may be conducted by mail or by electronic transmission in a manner determined by the Board of Directors.
8. *Voting Rights:* Each Officer shall be entitled to one vote. In the event of a tie vote of the Officers of the Board of Directors, the President shall have the casting vote.

## **ARTICLE V: Membership**

1. *Regular Members:* The regular members of this Utility Council shall be those publicly and privately owned and operated wastewater utilities in Florida who are represented by at least one individual member of FWEA, who elect to join the Utility Council and who timely pay their assessed membership dues each year (the "**Regular Member(s)**"). Each Regular Member shall act through its designated lead representative who shall be a full-time staff member of the utility represented. There is no limit to utility representatives that may participate in Utility Council activities.
2. *Subscriber:* Any other person or organization, not eligible to become a Regular Member in the Utility Council, whose interests are compatible with the Bylaws and objectives of the Utility Council may upon application and the payment of the annual dues set by the membership, become a subscriber (the "**Subscriber(s)**"). Such subscription entitles the Subscriber to receive the Utility Council's informational electronic mailings and attend Utility Council meetings. Subscribers cannot be members of the Board of Directors or vote on any matter considered at a membership meeting. Each Subscriber shall act through its designated lead representative who shall be a full-time staff member of the organization represented. There is no limit to organization representatives that may participate in Utility Council activities.
3. *Transfer or Resignation:* Membership in the Utility Council is nontransferable. Any Regular Member or Subscriber (together, the "**Member(s)**") may resign at any time by filing a written resignation with any Officer of the Board of Directors. Such resignation shall relieve the Member so resigning from all obligation to pay dues or contributions.
4. *Termination of Membership:* The Board of Directors, by majority of those present at a meeting at which a quorum is present, may suspend or expel a Member of the Utility Council for cause after an appropriate hearing and may, by the same vote, terminate the

membership of any Member who becomes ineligible for membership or suspend or expel any Member who shall be in default in the payment of dues or contributions for the period fixed in these Bylaws.

## **ARTICLE VI: Meetings & Workshops**

1. *Regular Meeting:* A regular meeting of the Board of Directors shall be held at a place and on a date and time determined by the President.
2. *Notice of Meetings:* Notice stating the place, day, and hour of any meeting of the membership of the Utility Council shall be delivered via electronic transmission to each Member, not less than 15 days before the date of the meeting, by or at the direction of the President, or those Members calling the meeting. In the case of special meetings, or when required by these Bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice.
3. *Special Meetings:* Special meetings of the membership of the Utility Council may be called from time to time at the discretion of the Board of Directors, by the President of the Utility Council. Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior to the special meeting by notice sent via electronic transmission to each Member of the Utility Council. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of the meeting. Any member of the Board of Directors may waive notice of any meeting.
4. *Emergencies:* On matters requiring immediate action or when it is impractical to convene a meeting of the membership, the President may call for a vote by electronic transmission, and in such cases an affirmative vote majority of all voting Officers shall be required for approval.
5. *Annual Meeting:* The annual meeting of the membership of the Utility Council shall be held on the date and at the place determined by the Florida Water Resource Conference (the “**Annual Meeting**”). The agenda for the Annual Meeting shall be set by the Board of Directors, and, at a minimum, shall include the following: review and approve or modify and approve a report of the Utility Council’s activities during the preceding year, including a report of the financial condition of the Utility Council, said report to be prepared and presented by the Board of Directors or a Working Group (hereinafter defined); elect officers and the six (6) at-large members of the Board of Directors (in even numbered years only) from a slate of candidates presented by the Nominating Committee (hereinafter defined); modify as appropriate and approval the plan of activities and budget for the year following the Annual Meeting, said plan and budget to be prepared and presented by the Board of Directors; and establish a schedule of dues for membership in the Utility Council for the year following the Annual Meeting. The membership may at any time consider such other matters as may be presented for consideration by the Board of Directors, by the President or by any Member.

## ARTICLE VII: Officers

1. *Election:* At the Annual Meeting held in each even-numbered year, the Eligible Voters shall elect by majority vote the following officers: President, Vice-President, Treasurer, and six (6) Directors-at-Large.
2. *Nominating Committee:* In each even number year, at least sixty (60) days prior to the Annual Meeting, the President shall appoint a nominating committee (the “**Nominating Committee**”) to prepare and propose a slate of candidates for the offices of President, Vice President and Treasurer of the Utility Council and the six (6) Director-at-Large positions on the Board of Directors for consideration by the Eligible Voters at the Annual Meeting. The Nominating Committee shall be comprised of at least three (3) and not more than five (5) Regular Member lead representatives, at least of two (2) of whom shall be selected from the most recent past Officers of the Utility Council who continue as Regular Members of the Utility Council. If two (2) past officers who continue as Regular Members are not available to serve on the Nominating Committee, the President may select any other Regular Members. The Nominating Committee shall deliver its proposed slate of candidates to the President not less than thirty (30) days prior to the Annual Meeting of the membership. The proposed slate of candidates must propose at least one name for each of the nine (9) elected positions on the Board of Directors.
3. *Term of Office:* The Officers of the Utility Council shall each serve for a term of two years, which term shall start at the end of the Annual Meeting at which they are elected and continue until successors qualify. Each Officer shall hold office until that Officer’s successor shall have been fully elected and shall have qualified. Officers may be elected to successive terms.
4. *Removal of Officers:* Officers of the Utility Council shall serve at the pleasure of the Members and may be removed by a simple majority vote of the Eligible Voters, provided that any Member who intends to propose the removal of an Officer shall notify all other Members, including the Officer proposed to be removed of such intention at least five (5) days prior to any scheduled membership meeting.
5. *Vacancies in Utility Council Officers:* In the event of the death, resignation or removal of any officer of the Utility Council other than President, the Board of Directors shall elect from among the representatives of Regular Members a successor to complete the term of office so vacated.
6. *President:* The President shall be the principal officer of the Utility Council and shall in general supervise and control all the business and affairs of the Utility Council. The President shall preside at all meetings of the Members and of the Board of Directors and may sign, with the Vice President or any other proper officer of the Utility Council authorized by the Board of Directors, any contracts, agreements or other instruments which both the Board of Directors and the FWEA Board have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors by the FWEA Board, or by statute to some other officer or agent

of the Utility Council. The President shall serve as a member of the Executive Board of FWEA.

7. *Vice President*: The Vice President shall preside at all meetings and functions of the Utility Council in the absence of, or at the request of, the President. The Vice President may be assigned other duties from time to time by the President or the Board of Directors. In the event of death, resignation, or removal of the President, the Vice President shall automatically succeed and serve the remainder of the President's unexpired term.
8. *Treasurer*: The Treasurer, subject to such regulations as may from time to time be promulgated by the Board of Directors, shall have responsibility to render to the Board of Directors an annual, and/or upon request, accounting of the financial condition of the Utility Council. The Treasurer shall perform such other duties as may be assigned by the Board of Directors.
9. *Past President*: The most recent president is appointed to Past President by succession at the end of his or her term. The Past President shall perform such duties as may be assigned by the President. The Past President is an eligible voting member of the Board of Directors.

## **ARTICLE VIII: Officers' Conflicts of Interests**

No contract or other transaction between the Utility Council and one or more of its Officers or between the Utility Council or any other corporation, partnership, voluntary association, trust, or other organization of which any of its Officers is a director or officer or in which he or she has any financial interest shall be void or voidable for this reason or because any such Officer is present at or participates in the meeting of the Board of Directors or of the Working Group thereof that authorizes the contract or transactions or because his or her vote is counted for such purpose (a) if the material facts as to the contract or transaction and as to his or her relationship or interest are disclosed to the Board of Directors or such Working Group and the Board of Directors or such Working Group in good faith authorizes the contract or transaction by the affirmative votes of a majority of disinterested Officers even though the disinterested Officers be less than a quorum or (b) if the material facts as to the contract or transaction and as to his or her relationship or interest are disclosed or are known to the Members entitled to vote thereon and the contract or transaction is specifically approved in good faith by vote of the Members or (c) if the contract or transaction is fair and reasonable as to the Utility Council as of the time it is authorized, approved, or ratified by the Board of Directors, such Working Group, or the Members. Common or interested Officers may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Working Group thereof that authorizes the contract or transaction.

## **ARTICLE IX: Executive Director**

The Executive Director shall assist in managing the day-to-day affairs, furthering the purposes of the Utility Council and other such duties as may be assigned by the Board of Directors. The

Executive Director shall attend all meetings of the membership and the Board of Directors, shall record the minutes of those proceedings, and shall report the same to the next succeeding meeting. The Executive Director shall serve at the pleasure of the Board of Directors.

## **ARTICLE X: Working Groups**

To assist the Board of Directors in its fulfillment of its responsibilities, the Board of Directors may designate such working groups (the “**Working Group(s)**”) with such functions as it may from time to time determine. The President shall appoint the Chair of each such Working Group. The Chair shall appoint a Vice Chair and the other members of the Working Group. Working Group members shall serve at the pleasure of the Chair and the Chair shall serve at the pleasure of the President. The President shall ensure that Working Groups perform in accordance with the basic goals of the Utility Council and FWEA and any specific goals and objectives approved by the Board of Directors for each Working Group.

## **ARTICLE VII: Amendments**

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by an affirmative vote of two-thirds (2/3) of the responsive Members’ designated lead representatives. Proposed amendments may be mailed or electronically transmitted by the Executive Director to each eligible Member for the purpose of voting upon by letter or email ballot. The letter or email ballot shall be returned or responded to not later than fifteen (15) days following the mailing or electronic transmittal of the proposed amendment. A two-thirds (2/3) affirmative vote of the responsive Members’ of the letter or email ballots cast is required for adoption. An amendment shall take effect immediately upon adoption.

## **ARTICLE IX: Payments for Services, Funds and Donations**

1. *Funds and Donations:* All funds received by the Utility Council, whether received as dues, annual payment for services, donations, bequests or grants from any private or governmental body, shall go to the general funds of the Utility Council and shall be paid by check made payable to “Florida Water Environment Association,” annotated “For Florida Water Environment Association Utility Council,” and delivered to the Treasurer of the Utility Council.
2. *Payments:*
  - a. *Dues:* Members shall pay, as a condition of membership, annual dues for services provided in amounts based on a schedule fixed annually by the Board of Directors. The dues schedule shall be based on factors as determined by the Board of Directors, and shall be designed to provide the funds necessary to cover the Annual Budget approved by the Board of Directors. The Board of Directors shall develop the proposed Annual Budget and accompanying dues schedule and circulate both to all Members for comment prior to adoption. The budget adopted by the voting membership shall be submitted to FWEA for final inclusion in the FWEA annual budget.

- b. *Special Assessments:* In addition to the annual dues, Members of the Utility Council shall pay such voluntary special assessments as the Board of Directors may approve from time to time to fund a specific legislative, regulatory or litigation initiative.
- c. *Delinquent Payments for Services:* In the event that payment for services as provided by these Bylaws is delinquent, the Member shall be notified during the month following the date of such delinquency. After the forwarding of two (2) monthly notices of delinquency, and if payment has not been made by the third month after it becomes payable, the member shall be dropped from membership in the Utility Council by the Board of Directors and upon notification of such action by the Treasurer.
- d. *Refunds:* No Member of the Utility Council, by reason of termination, suspension, or resignation of membership in the Utility Council, shall be entitled to or receive any refund or rebate of dues or assessments which that member has previously paid.

## **ARTICLE VII: Miscellaneous**

- 1. *Property Rights:* No Member of the Utility Council shall have any right, title or interest in any of the property or assets, including any earnings or investment income of the Utility Council, nor shall any of the Utility Council's property or assets be distributed to any member on its dissolution or winding up.
- 2. *Liability of Members:* No Member of this Utility Council shall be personally liable for any of its debts, liabilities or obligations, nor shall any member be subject to any involuntary special assessment.