

## **CONSTITUTION AND BY-LAWS**

NEW JERSEY SECTION  
AMERICAN WATER RESOURCES ASSOCIATION, INC.

Adopted March 24, 1981  
Revised and Adopted March 24, 1995  
Revised and Adopted March 27, 2006  
Revised and Adopted October 9, 2009

### **CONSTITUTION**

The Constitution of the New Jersey Section of American Water Resources Association shall be those articles and sections of the Constitution of the National AWRA appropriate and proper for the local section, as further outlined in the following By-Laws:

### **BY-LAWS**

#### **ARTICLE I - Name**

The name of this Section of the American Water Resources Association shall be the New Jersey Section American Water Resources Association, Inc. (NJ-AWRA)

#### **ARTICLE II – Territory**

The New Jersey Section AWRA shall include all of the State of New Jersey.

#### **ARTICLE III - Location**

The Headquarters of NJ-AWRA shall be the address designated by the Executive Board.

#### **ARTICLE IV – Objectives**

**Section 1.** The objectives of this association shall be:

1. To provide a common forum in which to meet, discuss, exchange ideas, and assist all persons concerned with the conservation, development, management, and utilization of fresh and marine waters and related resources together with their environmental aspects.
2. To cooperate with Federal, State and local agencies, educational institutions, foundations, private companies, and with other local sections and chapters of the national organizations concerned with water resources.

3. To advance water resources research, planning, development, management, and education by collecting, organizing, and disseminating ideas and information in the field of water resources science and technology.

Section 2. This association is a nonprofit, scientific and educational organization.

1. This association is organized exclusively for scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.
2. Notwithstanding any other provisions of these by-laws, the association shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.
3. This association is not organized for profit, and no part of the earnings shall inure to the benefit of any individual member.

#### ARTICLE V – Membership and Sponsorship

Section 1. There shall be one class of NJ-AWRA Membership: **Individual Membership** with rights and privileges as provided in Article V, Sections 3 and 4 and Article VI, Section 7.

Section 2. Membership becomes effective upon payment of NJ-AWRA dues.

Section 3. NJ-AWRA **Individual Members** may vote, serve on committees, and hold office in NJ-AWRA. Individual Members are entitled to full benefits of membership including discounts at NJ-AWRA events, access to member only events, and receiving the Aquaduct Newsletter.

Section 4. NJ-AWRA **Sponsorships** are granted to organizations such as public or private corporations, businesses, educational institutions, associations, government agencies, and non-government organizations. Sponsors receive recognition for their support of NJ-AWRA in the Aquaduct Newsletter as well as on the NJ-AWRA website. Sponsors do not have voting privileges or any benefit of an Individual Membership.

Section 5. All memberships are calendar year and expire on December 31 of the year in which the membership is designated.

ARTICLE VI – Officers

- Section 1. The officers of NJ-AWRA shall consist of a President, a Vice-President, a Secretary, a Treasurer and a Membership Coordinator.
- Section 2. The President shall preside at all Annual, Executive Board, Section and Special meetings. The President shall perform all other duties incident to the office and, in collaboration with the Secretary, prepare an annual report of NJ-AWRA's activities to be presented at the Annual meeting.
- Section 3. The Vice-President shall perform the duties of President when the latter is absent and shall be responsible for the coordination of all events including activities of the Regional Representatives. The Vice-President shall also assist the President with implementing the long range planning goals of the NJ-AWRA.
- Section 4. The Secretary shall keep the Minutes of meetings and forward an annual report to the President of the National AWRA. The Secretary shall record and certify results of election voting and voting of all resolutions at Special, Executive Board, Section and Annual Meetings.
- Section 5. The Treasurer shall be responsible for all funds, including dues, of NJ-AWRA. The Treasurer's financial records shall be audited at the close of each year by the Audit Committee. The Treasurer shall submit a written balance sheet to the Executive Board at each monthly Executive Board or Section meeting. The Treasurer shall also prepare an annual financial statement for presentation at the Annual meeting.
- Section 6. The Membership Coordinator shall maintain the membership list, compile event attendance records, update a master mailing list, issue notices of Executive Board, Section and Committee meetings and distribute the newsletter.
- Section 7. The Officers of NJ-AWRA shall serve for one year and may succeed themselves. The exception is the President, who may succeed him/herself as long as no term of office is for more than three consecutive years. The terms of office shall commence on January 1 following the election, and terminate December 31 or such later date as a successor is duly named and qualified. Officers shall be selected only from the Individual Class of membership.
- Section 8. The President must be an active member in good standing with National AWRA. The Section shall reimburse the President for national membership dues. All Officers are strongly encouraged to become members of National AWRA.

Section 9. The Officers shall have supervision of all NJ-AWRA financial affairs.

Section 10. In the event of a vacancy of an Officer position, the remaining Officers shall appoint an interim Officer to that position for the remainder of the term.

#### ARTICLE VII – Executive Board

Section 1. The Executive Board shall consist of the Officers, the immediate Past-President, and all the Chairpersons of any Specialized Committee. Every Executive Board member shall be a current NJ-AWRA Individual Member.

Section 2. The Executive Board shall manage the affairs of NJ-AWRA including administration, program development, and expenditures of funds. They shall meet at least quarterly or at the call of the President, per Article XII, Section 2.

Section 3. If an Executive Board Member does not participate in two consecutive meetings (in person or via phone), the Board has the authority to give notice that the position will be re-appointed. The Board has the authority to appoint an interim Board Member within 21 days after notice has been provided.

#### ARTICLE VIII – Elections

The NJ-AWRA Election of Officers shall take place at the Annual meeting and shall be conducted by the Secretary and the Tellers Committee. Notification shall be provided to all Individual Members at least 21 days in advance of the Election of the Date, Time, and Place of the NJ-AWRA Election. Officers shall be nominated by a Nominating Committee. Any nominations submitted by the Nominations Committee shall be sent to the Section membership at least 21 days prior to the Election. In addition, nominations may be submitted in writing or in person by any NJ-AWRA Individual Member and delivered to the NJ-AWRA Secretary prior to the close of Nominations at the Annual Meeting. Balloting shall be in person at the Annual meeting or by other methods at the discretion of the Executive Board. A candidate must receive a plurality of the votes cast.

#### ARTICLE IX – Board of Past Presidents, Regional Representatives, and Liaisons

Section 1. A Board of Past Presidents shall consist of all previously-elected presidents of the NJ-AWRA and shall serve in an advisory capacity to the Executive Board. The Board of Past Presidents shall meet on an annual basis during the first quarter of the calendar year to review and discuss proposed initiatives of the President.

Section 3. At least three or more Regional Representatives shall be appointed each year by the President with the approval of the Executive Board. The Regional

Representatives serve as NJ-AWRA representatives to various geographical regions of New Jersey, such as: North, Central, and Southern New Jersey.

Section 4. Regional Representatives shall be responsible for membership outreach and to facilitate at least one event each year in their geographical region.

Section 5. Any NJ-AWRA member, who is a member of another associated organization, or representative of a Government agency, may serve as a Liaison to NJ-AWRA. Liaisons are encouraged to participate at Executive Board meetings and to facilitate cooperative partnerships between NJ-AWRA and other organizations.

#### ARTICLE X – Committees

Section 1. The following Standing Committees and duties thereof shall be appointed each year by the President of NJ-AWRA with the approval of the Executive Board:

- 1 - Nominating Committee – nominates qualified candidates for officers (nominations to be approved by the Executive Board at the regularly scheduled Section or Executive Board meeting in September of each year)
- 2 - Tellers Committee – counts and reports the balloting results (nominations to be approved by the Executive Board at the regularly scheduled Section or Executive Board meeting in November of each year)
- 3 - Audit Committee- conducts an annual audit of financial statements (nominations to be approved by the Executive Board at the regularly scheduled Section or Executive Board meeting in January of each year)

Section 2. **Specialized Committees**, as deemed necessary, shall be established by a majority vote of the Executive Board. The Specialized Committees are in charge of concentrating efforts of the NJ-AWRA on specialized topics in water resources.

Section 3. The Chair of each **Specialized Committee** shall be selected by a majority vote of all “Individual” class of members in attendance at each Specialized Committee meeting.

Section 4. Committees, in addition to those listed under Article X, Section 1, shall be appointed by the President as is deemed necessary and approved by the Executive Board.

Section 5. Each Committee Chairperson shall submit a written report to the Executive Board at each regularly scheduled Executive Board or Section Meeting for discussion and attachment to meeting minutes.

- Section 6. Each Committee Chairperson shall prepare agendas prior to committee meetings and minutes/attendance/meeting summaries following meetings for distribution to the membership and inclusion on the website.
- Section 7. No Committee shall expend funds of the Section unless authorized by a majority vote of the Executive Board.

#### ARTICLE XI – Dues and Funds

- Section 1. Annual dues shall be established by the Executive Board.
- Section 2. The funds of NJ-AWRA shall be the responsibility of the Treasurer and shall be deposited to the credit of NJ-AWRA in a bank approved by the Executive Board.
- Section 3. A majority vote of the Executive Board is required for disposition of any funds of the Section, except for discretionary funds as provided in Article XII, Section 4.
- Section 4. Discretionary funds may be expended during the period between Executive Board Meetings by the Treasurer as petty cash up to a limit of \$200.

#### ARTICLE XII – Meetings

- Section 1. There shall be at least one meeting each year during which the official business of NJ-AWRA will be conducted. This meeting shall be designated the Annual Meeting. The Annual Meeting of NJ-AWRA shall take place each year anytime before the last day in December. The Secretary shall notify the NJ-AWRA membership by letter or in the NJ-AWRA Newsletter, of the exact date and place set by the Executive Board, at least 21 days in advance of the Annual meeting.
- Section 2. All Executive Board meetings shall be announced to the membership by mail, Newsletter, email, or website at least 14 days in advance.
- Section 3. Executive Board members may discuss by email or teleconference business that is of an urgent nature that involves implementation of ongoing business. Electronic discussions shall be communicated to all Executive Board members. Resolutions reached by electronic discussion must be agreed upon by a majority vote of all Executive Board members. The Secretary shall record the actions and votes taken by electronic discussions and report this at the next Executive Board meeting.
- Section 4. Special meetings shall be called by the President upon written petition of not less than 25 NJ-AWRA members, or when in the opinion of the President, there is

business which should be brought before the membership, prior to the next Annual meeting. At least 14 days advance notice must be given of any special meetings.

Section 5. Any business which may properly come before NJ-AWRA membership may be discussed and acted upon at the Annual or other meeting. Only that business may be discussed or acted upon at a special meeting which has been announced by written notice sent by the Secretary or announced in the NJ-AWRA Newsletter to the members at least 14 days in advance of such special meeting.

Section 6. A quorum at any NJ-AWRA Annual Meeting shall consist of all Individual members present, and a minimum of three (3) officers and **one** (1) other member of the Executive Board. Passage of any resolution is by majority vote of all Individual members present at the Annual meeting.

Section 7. A quorum at any Executive Board meeting shall consist of three (3) officers and one (1) other Executive Board member. Passage of any resolution is by majority vote of all Individual members present at the Executive Board meeting.

Section 8. The order of business and all parliamentary procedure at any meeting shall be in accordance with Robert's Rules of Order, except where this may conflict with the By-Laws of NJ-AWRA.

#### ARTICLE XIII – DISSOLUTION

Section 1. NJ-AWRA may be dissolved by two-thirds vote of all the Members of NJ-AWRA present at an Annual Meeting or through mail balloting, provided the entire membership has been notified in writing by mail.

Section 2. If dissolution is favorably acted upon, all just debts shall be paid out of the funds of NJ-AWRA. All remaining monies and other assets shall be transferred to the national AWRA. All records, correspondence and other papers shall be forwarded to the President of the national AWRA for filing or disposal by the Association.

Section 3. However, if the national AWRA is not then in existence or is no longer exempt from Federal income tax, or is unwilling or unable to accept the distribution, then the assets shall be distributed to an organization which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE XIV – Amendment

These By-Laws may be amended by a two-thirds vote of Members present at any Annual or general meeting, or at any special meeting called for this purpose, provided that in every case

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written notice of the proposed amendment be sent to each NJ-AWRA Member as previously provided at the time notice of the date of the meeting is announced. Voting may be by mail at the discretion of the Executive Board.

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