

**BYLAWS OF THE MASSACHUSETTS WATER WORKS ASSOCIATION
INCORPORATED**

**(As amended October 2000)
(As amended August 2007)
(As amended January 2013)
(As amended December 2015)
(As amended xx 2025)**

ARTICLE 1

Name

The name of the Association shall be the "Massachusetts Water Works Association, Incorporated."

ARTICLE 2

Mission

The Massachusetts Water Works Association, Inc., is a membership organization dedicated to the advancement of the drinking water profession. Through education and advocacy, MWWA is committed to public health by promoting a safe and sufficient supply of drinking water to Massachusetts consumers.

Vision

Professionalism, stewardship, and confidence in every drop.

ARTICLE 3

Membership

Section 1. Membership in this association shall be of seven categories: Active, Affiliate, Honorary, Semi-Retired, Retired, Student, and Utility.

Section 2. An Active member of this association shall be an individual who is directly employed by a Public Water System.

Section 3. An Affiliate member of this association shall be an individual who is not directly employed by a Public Water System.

Section 4. Honorary member shall be a person of eminence in some branch of water works practice or water works engineering, or a member who has been outstanding in their promotion of the welfare of the Association or of the water supply profession . The number of Honorary Members at any given time will be at the discretion of the Board of Directors. Honorary members shall be proposed by recommendation of the Awards Committee. Honorary members shall be elected by majority vote of the Board of Directors.

Section 5. A Semi-Retired Member shall be a member in good standing at the time of transfer to this membership class, who, in the opinion of the Board of Directors, has essentially retired from active employment but continues to work

part-time.

Section 6. A Retired Member shall be a member in good standing at the time of transfer to this membership class, who, in the opinion of the Board of Directors, has fully retired from active employment.

Section 7. A Student Member shall be an individual enrolled in high school or post-secondary programs who demonstrates their enrollment and has reasonable interest in the water works profession. Student Membership shall terminate upon completion of the Student Member's graduation or departure from the institution.

Section 8. A Utility Member shall be a Public Water System, or company as otherwise determined by the Board of Directors. Each Utility Member shall receive a designated number of individual memberships per their level, to be reported annually to the Association.

Section 9. The word "Member" as used in these Bylaws shall mean a member as defined in Sections 2, 3, 4, 5, 6, 7, and 8 of this Article.

Section 10. Members of all categories shall be entitled to all the privileges of the Association and have the right to vote and hold office.

Section 11. Active and Affiliate members whose job description changes to a different member category shall be reassigned to the appropriate category as defined in Sections 2 and 3 above.

ARTICLE 4

Admission and Expulsion

Section 1. Application for membership shall be made on forms provided by the Association. Qualified applicants will receive provisional membership upon receipt of the application and appropriate dues and will be subject to approval at the next Board of Directors meeting. The Board reserves the right to approve or disapprove of any application.

Section 2. Members in arrears shall have a six-month grace period. If dues remain unpaid by June 30th their membership will lapse following a majority vote of the Board of Directors and after due notice .

Section 3. The Board of Directors by a majority vote may, for sufficient cause, temporarily or permanently excuse from the payment of annual dues any member who from ill health, advanced age, or other good reason is unable to pay such dues, and the Board of Directors may waive the whole or part of dues in arrears.

Section 4. A member who has been dropped for non-payment of dues may be reinstated upon payment of the current year's membership dues. Members in arrears for more than 2 calendar years will be required to submit a new application.

Section 5. Any member may be expelled from membership in the Association by a three quarters vote of the Board of Directors, provided such member has been given a written statement of the charges preferred and has been accorded an opportunity of a hearing before the Board of Directors.

Section 6. A member may request admission to Semi-Retired or Retired member status in accordance with the provisions of Article 3, Section 5 or 6, by submitting an application to the Board of Directors.

ARTICLE 5

Fees and Dues

Section 1. Applicants for active, affiliate, student, and utility membership shall submit the appropriate dues with their applications. Annual dues will be required of all active, affiliate, semi-retired, student, and utility members. Honorary and retired members will not be required to pay dues.

Section 2. The Finance Committee shall review the existing dues structure as necessary and shall submit any recommended changes to the Board of Directors for review and approval. The Board of Directors reserves the right to adjust fee or dues as deemed necessary. A three-quarters vote by all members of the Board shall be required to affect any fee or dues change.

Section 3. The fiscal year of the Association shall begin on January 1st and terminate on December 31st. Notice of annual dues shall be made by the Association by January 1st, and dues shall be payable upon receipt.

ARTICLE 6

Officers

Section 1. The Board of Directors, in whom the management of the affairs of the Association shall be vested, shall consist of the President, President Elect, Secretary, Treasurer, First Trustee, Second Trustee, Third Trustee and the immediate Past President. The Board of Directors shall meet as necessary, but no less than four times per year, to review and conduct the activities and business of the Association.

Section 2. It is the intent of the Bylaws that the Board of Directors shall be composed of a balance of Active and Affiliate members and reasonable efforts shall be made to maintain such balance. The members of the Board of Directors, except the Board positions of Immediate Past-President and President, shall be

elected by ballot by the membership each fall and installed at the annual meeting. The Board position of Immediate Past-President shall devolve only and automatically, without vote, to the out-going President. The Board position of President shall devolve only and automatically, without vote, to the President Elect. Board of Director Members shall each serve for a period of one year. No member, except for the positions of Secretary and Treasurer, shall serve consecutive terms in the same position. The position of President, President Elect and First, Second and Third Trustees, Secretary and Treasurer may be elected from all membership categories.

Section 3. Under the direction of the Board of Directors, the Secretary shall oversee the accuracy and retention of the Association's records, ensure proper documentation of Board Meetings, and provide oversight of the annual election, with clerical tasks delegated to staff as appropriate.

Section 4. Under the direction of the Board of Directors the Treasurer, shall provide financial oversight, including but not limited to: custody and responsibility for investment of all funds of the Association; payment of bills; handling other indebtedness of the Association, and attest to the accuracy of financial records, with routine tasks delegated to staff as appropriate. The Treasurer shall approve all orders for withdrawals of funds. The Treasurer shall make a report at each Board meeting, and a financial report will be made available at year's end. The Treasurer shall be a member of the finance committee, assist in the preparation of the budget, participate in the annual financial review conducted by the accounting firm, and help develop fundraising plans. The Board of Directors may appoint another member, designated Assistant Treasurer, who may be delegated any of the duties of the Treasurer.

Section 5. Five members of the Board of Directors shall constitute a quorum, and a majority vote, unless otherwise provided, shall decide all questions. In the event of an evenly split vote, the president shall cast a tie breaking vote. When deemed appropriate, a secret ballot may be conducted on questions submitted by the President or upon majority vote of the Board of Directors. Procedures shall ensure confidentiality of votes while recording results accurately.

Section 6. Placements for vacancies in any office shall be recommended by the nominating committee with the approval of a majority vote of the Board of Directors for the unexpired term of said office or such vacancies may remain unfilled until the following annual election of Board Members.

ARTICLE 7

Administration

Section 1. The Executive Director shall be hired by the Board. The Executive Director shall have day-to-day responsibility for the Association, including carrying out the Association's goals and Board policy. The Executive Director shall attend all Board meetings, report on the progress of the Association,

answer questions of Board members and carry out the duties described in the job description. The Board may designate other duties, as necessary.

Section 2. The Board of Directors may appoint an editor of the publications of the Association.

Section 3. Notices for membership meetings shall be distributed at least 30 days prior to the meeting.

ARTICLE 8

Committees

Section 1. The President, with the approval of the Board of Directors, shall establish committees and appoint the chair or co-chairs of all committees...

Section 2. Reasonable effort shall be made to maintain a balance of Active and Affiliate members on all Committees.

Section 3. A Finance Committee shall be responsible for overseeing the development of the annual operating budget and the financial records of the Association and shall make recommendations to the Board of Directors as required in Article 5, Section 2. The Finance Committee shall consist of the Immediate Past President as chair, Treasurer, at least one other member of the Board of Directors and a minimum of two additional members.

Section 4. The Education Committee shall be tasked with assisting the Training Coordinator with developing and organizing educational seminars and shall regularly report their activities to the Board of Directors.

Section 5. A Program Committee shall be tasked with recommending the programs and arrangements for the Association's meetings.

Section 6. A Legislative Advisory Committee shall advise the Executive Director who acts as liaison on behalf of the Association on all matters relative to the Legislature and State agencies. The Legislative Committee shall report and make recommendations to the Board of Directors on important legislative and regulatory matters concerning water works or water supply, or any other matters affecting the Association.

Section 7. An Awards Committee shall make recommendations to the Board of Directors with respect to any award made by the Association. Where possible, the Awards Committee shall include the two most recent Past-Presidents. All awards given by the Association shall be approved by a majority vote of the Board of Directors.

Section 8. A Membership/Public Relations Committee shall make recommendations to the Board of Directors on how to attract and retain members and how to enhance the image of the Association.

Section 9. An Emerging Water Professionals Committee shall be responsible for engaging younger members and those new to the industry with the goal of getting them integrated and more involved in MWWA and participating as active volunteers.

Section 10. An Operator Committee shall be tasked with working on issues of importance to our licensed drinking water operator members.

Section 11. A Scholarship Committee shall be tasked with evaluating and making recommendations to the Board of Directors for any scholarships given by the association.

Section 12. A Sponsorship Committee shall be tasked with recommending sponsorships that support the organization fiscally while providing opportunities for businesses to get visibility with MWWA members.

Section 13. A Historical Committee may provide opportunities to educate the membership about the history of the association and preservation of waterworks facilities.

Section 14. A Technical Advisory Committee shall be tasked with following evolving technical issues and advising the Executive Director on regulatory and operational matters.

Section 15. Other ad-hoc committees may be convened as necessary, and may include, but not be limited to: Bylaws.

ARTICLE 9

Nomination and Election of Officers

Section 1. The Immediate Past-President shall serve as chair of a Nominating Committee, along with four other Past Presidents, and shall submit to the Executive Director, before the first day of October, a list of nominations for members of the Board of Directors to be elected for the ensuing year.

Section 2. A printed or electronic ballot shall be prepared containing the nominations by the Nominating Committee and space for alternate nominations. All members entitled to vote shall receive the ballot prior to the Annual Meeting.

Section 3. The Executive Director shall tally ballots, with results verified by the Secretary, and report the results at the Annual Meeting.

ARTICLE 10

Meetings

Section 1. Dates for meetings of the Association shall be established by the Board of Directors in December for the following calendar year. Membership meetings might include, but not be limited to the January Meeting, March Meeting, Summer Expo, October Meeting. An Annual Meeting shall be held on or before December 1st.

Section 2. Recommendations for changes in the regular meeting dates shall be submitted by the Program Committee to the Board of Directors for approval.

Section 3. To the extent possible and practical, meetings shall be held in all sections of the Commonwealth of Massachusetts in geographical locations best suited to all members of the Association. Arrangements for these meetings and their locations shall be the duty of the Program Committee and shall be approved by the Board of Directors.

ARTICLE 11

Amendments

Section 1. Proposed amendments to these articles of organization must be submitted in writing to the Board of Directors, which shall present them to the Association for action. The Board of Directors, at the written request of ten members, shall bring before the Association any proposed amendment.

Section 2. Ballots for voting on amendments presented by the Board of Directors shall be prepared by the Executive Director for distribution to the voting membership. Two-thirds of the voted ballots in favor of the amendments shall be required for their adoption.

ARTICLE 12

Official Statements

Section 1. Official policy positions of the Association on significant matters shall be approved by the Board of Directors. The Board may delegate authority to the Executive Director, or designee, to communicate and represent such positions in testimony, written statements, or other public forums.

ARTICLE 13

Association Staff

Section 1. The Board of Directors shall have the authority, upon favorable vote of three-quarters of all members of the Board, to employ full- or part-time staff to conduct the business of the Association. A three-quarters vote of all members of the Board shall be required to terminate employment.

ARTICLE 14

Contracts

Section 1. The Board of Directors shall have the authority, upon favorable vote of three-quarters of all members of the Board, to enter contracts either to receive or to provide services relative to the purpose of the Association or to delegate this authority to the Executive Director.

ARTICLE 15

Independent Financial Review

An independent financial review by a Certified Public Accountant shall be made each year.

ARTICLE 16

Indemnification

The Massachusetts Water Works Association shall, to the extent legally permissible, indemnify its Board of Directors, officers and agents against all liabilities and expenses, including: amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by them in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which they may be involved or with which they may be threatened, while in office or thereafter, by reason of their being or having been such a Director, officer or agent, except with respect to any matter as to which they shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interest of the Massachusetts Water Works Association. The Association may purchase insurance to cover such indemnification.