

INDUSTRIAL WATER, WASTE & SEWAGE GROUP

BY-LAWS

(Amended May 18, 1994)
(Amended September 17, 2003)

ARTICLE I: NAME

Name. The name of this organization shall be the "Industrial Water, Waste & Sewage Group", abbreviated as "IWWSG".

ARTICLE II: PURPOSE

Section 1: Purpose. The purpose of the IWWSG shall be:

- (a.) To create and provide a networking and educational forum for its members regarding environmental issues.
- (b.) To take such action as will be in the best interest of the general membership.

Section 2 Limitation on Activities. The IWWSG shall not engage in carrying on propaganda or intervene or participate in any political campaign or any political party, issue or cause.

ARTICLE III: OFFICE

Registered Office. The IWWSG shall have and continuously maintain an office in the State of Illinois. The office will be the address of the Treasurer or other address as determined by the Steering Committee.

ARTICLE IV: MEMBERSHIP AND DUES

Section 1: Classes of Members. The IWWSG shall have three (3) classes of members. No member may belong to more than one class at any one time. Each of said class of members shall have full power to vote.

- (a.) Individual Membership. Any individual shall be eligible for such membership upon payment of annual dues. Company member benefits do not apply.

- (b.) Company Membership. Any company, corporation, partnership or association shall be eligible for such membership upon payment of annual dues, provided that such membership shall include only employees of such member.
- (c.) Honorary Membership. Any governmental regulatory agency shall be considered an Honorary Member and no dues shall be required, provided that such membership shall include only employees of such member.

Section 2: Dues. Dues shall be established by the Steering Committee not more often than once per year.

ARTICLE V: MEETINGS OF MEMBERS

Section 1: Regular Meetings. Regular Meetings shall be held in the months of September, November, January, March and May as scheduled by the Chair of the Steering Committee.

Section 2: Special Meetings. Special Meetings may be called by the Chair of the Steering Committee as deemed advisable.

Section 3: Annual Meeting. The Annual Meeting shall be held in the month of May.

Section 4: Notice of Meetings. Electronic or printed notice stating the place, date and hour of any meeting of members, including the Annual Meeting, shall be delivered at least seven (7) days before the date of such meeting. If mailed, the notice of such meeting shall be deemed delivered when deposited in the United States mail, postage prepaid.

Section 5: Quorum. The members present at any meeting shall constitute a quorum.

ARTICLE VI: STEERING COMMITTEE

Section 1: Election of the Steering Committee. The members of the Steering Committee shall be elected at the Annual Meeting of the members for a term of one (1) year.

Section 2: Member. The membership of the Steering Committee shall be eleven (11) elected members consisting of the Chair, Vice Chair, Secretary, Treasurer and seven (7) additional persons, provided that no company member or governmental agency shall have more than two members on the Committee. In addition to the (11) elected members, the previous Past Chair shall be a member of the Steering Committee until replaced.

Section 3: General Powers. The Steering Committee shall manage the affairs and activities of the Group.

Section 4: Vacancies. Any vacancy occurring on the Steering Committee or of an office shall be filled by the majority vote of the Committee.

ARTICLE VII: MEETINGS OF THE STEERING COMMITTEE

Section 1: Annual Meeting. The Annual Meeting of the Steering Committee shall be held not more than sixty (60) days after the Annual Meeting of members.

Section 2: Special Meetings. Special Meetings of the Steering Committee may be called by or at the request of the Chair or any three (3) members of the Steering Committee.

Section 3: Notice. Notice of any meeting of the Steering Committee shall be given at least five (5) days prior thereto by telephone, or by regular or electronic mail.

Section 4: Quorum. Six (6) of the members of the Steering Committee shall constitute a quorum for the transaction of business.

Section 5: Creation of Vacancy. Absence from two (2) consecutive Steering Committee meetings by any member of the Steering Committee shall be ground for the Committee to declare the position vacant, if deemed appropriate.

ARTICLE VIII: OFFICERS

Section 1: Officers. The officers of IWWSG shall be Chair, Vice Chair, Secretary and Treasurer.

Section 2: Election. The officers of IWWSG shall be elected by the members at their Annual Meeting for a term of one (1) year.

ARTICLE IX: NOMINATIONS AND ELECTIONS

Section 1: Nominating Committee. The Nominating Committee shall consist of three (3) members consisting of the Past Chair and two (2) members at large, to be appointed by the Steering Committee in the month of January.

Section 2: Nominations. The Nominating Committee shall deliver its slate of officers and members of the Steering Committee to the Secretary at or before the March meeting of members, to be reported at such meeting. All nominees must be IWWSG members in good standing.

Section 3: Nominations by Members. Additional nominations may be made in writing by not less than ten (10) members provided such nominations are filed with the Secretary not less than thirty (30) days prior to the Annual Meeting of members. No more than two (2) of the members making such a nomination shall be employed by the same member firm.

Section 4: Elections. Voting for officers and members of the Steering Committee shall be by voice vote, show of hands, or written ballot at the option of the Chair.

ARTICLE X: OTHER COMMITTEES

Section 1: Standing Committees. The Standing Committees shall be:

- (a.) Program
- (b.) Nominating
- (c.) Membership

Section 2: Additional Committees. Additional Committees shall be appointed by the Chair, as he/she deems proper.

ARTICLE XI: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1: Contracts. The Steering Committee may authorize any officer or officers to enter into any appropriate contract or execute and deliver any instrument in the name of and on behalf of the IWWSG.

Section 2: Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the IWWSG shall be signed by the Treasurer or Chair.

Section 3: Deposits. All funds of the IWWSG shall be deposited from time to time to the credit of IWWSG in such banks as the Treasurer may select.

ARTICLE XII: BOOKS AND RECORDS

Books and Records. The Group shall keep accurate and complete books and records of accounts and shall also keep minutes of the proceedings of its Steering Committee meetings, and shall keep at the registered or principal office a record of the names and addresses of the members. All books and records of the IWWSG may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XIII: FISCAL YEAR

Fiscal year. The Fiscal Year of the Group shall end on the last day of May of each year, or such other day as required by Law.

ARTICLE XIV: AMENDMENTS TO BY-LAWS

Amendments to By-Laws. Any member of record may propose an amendment to the By-Laws by filing the same with the Secretary. The Secretary shall cause a draft of the proposed amendment to be transmitted in writing to the members of record not less than ten (10) days prior to the next regular meeting of members. Such proposed amendment may be adopted by not less than a two-thirds (2/3) majority of the members present at the meeting at which the amendment is considered.