

**Constitution and Bylaws of the New England Water Works Association, Inc.**  
**Adopted September 18, 2023, By a Vote of the Membership**

**ARTICLE I**

**NAME AND OFFICES**

Section 1.1. Name. The name of the corporation is the NEW ENGLAND WATER WORKS ASSOCIATION, INC. Hereby referred to as the “New England Water Works Association,” or “NEWWA.”

Section 1.2. Principal Office. The principal office of NEWWA shall be located at 125 Hopping Brook Road, Holliston, MA, 01746. NEWWA may have such other offices or places of business as the Board of Directors may from time to time establish or the activities of NEWWA may require, and as required by Mass. Gen. Laws Chapter 180.

Section 1.3. Registered Agent and Office. The registered agent and registered office of NEWWA may be changed from time to time by the Board of Directors in compliance with the provisions of applicable law. The registered office of NEWWA need not be identical with its principal office.

Section 1.4. Effective Date. The Effective Date of these Bylaws shall be September 18, 2023.

**ARTICLE II**

**PURPOSES, POWERS, AND NONPROFIT STATUS**

Section 2.1. Purposes. NEWWA is organized for the following purpose(s):

- A. The mission of NEWWA shall be the promotion of public health and the advancement of knowledge through education, advocacy, and research relating to public drinking water supply activities, while encouraging networking and information exchange among water works professionals.
- B. Our vision is to inspire excellence in the drinking water profession, public confidence in tap water, and water resource stewardship.
- C. To directly and indirectly support, promote, further, engage in, carry on, or perform any charitable works and educational activities permitted to an organization exempt under

(and consistent with the provisions of) Section 501(c)(3) of the Internal Revenue Code (the "Code") and Chapter 180 of the Massachusetts General Laws.

Section 2.2. Powers. NEWWA shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things, and to engage in any and all lawful activities, which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which NEWWA is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes. The powers of NEWWA shall include, but not be limited to, the acceptance of contributions by entities and individuals from both the public and private sectors, whether financial or in-kind. Notwithstanding the foregoing, NEWWA shall not have the power to do anything or take any action that: (1) would cause more than an insubstantial part of the activities of NEWWA to be in furtherance of non-exempt purposes; (2) would cause more than an insubstantial part of the activities of NEWWA to be the carrying on of propaganda or otherwise attempting to influence legislation; or (3) would constitute participation or intervention (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office. Any other provisions herein notwithstanding, NEWWA will at all times be organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code, and shall not have the power to do anything or take any action which would cause it to cease to qualify as a nonprofit corporation under the Act or as an organization exempt under Section 501(c)(3) of the Code.

Section 2.3. Nonprofit Status. NEWWA is not organized for profit, and no part of the net income or profit of NEWWA shall inure to the benefit of, or be distributable to, its trustees, Officers, Directors, or other private persons, except that NEWWA shall be authorized and empowered to pay reasonable compensation for services rendered to or on behalf of NEWWA and to make payments and distributions in furtherance of the purposes set forth herein. In the event of liquidation, dissolution, or termination of NEWWA, refer to Article XIII. All references in these Bylaws: (i) to the Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended, or any successor or replacement thereto, and the regulations and guidance promulgated thereunder; and (ii) to the Act shall mean Chapter 180 of the Massachusetts General Laws, as now in force or hereafter amended, or any successor or replacement thereto, and the regulations and guidance promulgated thereunder.

### **ARTICLE III**

#### **MEMBERSHIP**

SECTION 3.1. Individual Memberships in NEWWA shall consist of Individual Members, Operator Members, Honorary Members, Life Members, Retired Members, Student Members, and Organization Representative. Utility membership shall be available to publicly and privately owned water and/or wastewater utilities. Consultant/Associate membership shall be available to businesses offering materials or services to water utilities. Only Individual Memberships, as defined above, shall be entitled to voting rights. A person may only hold one membership at a time. Unless otherwise qualified, the word "member" as used in these Bylaws shall mean an Individual Member as defined in this section.

SECTION 3.2. An Individual Member shall be any person employed or interested in public water supply, or offering materials or services to water utilities, or otherwise engaged in the advancement of knowledge relating to water works.

SECTION 3.3. An Honorary Member shall be a person of eminence in some branch of waterworks practice or waterworks engineering, or a member who has been outstanding in their promotion of the welfare of NEWWA or in the profession of water supply. There shall not be more than thirty five (35) Honorary Members at any one time.

SECTION 3.4. A Life Member shall be a member who has paid dues for 40 years or who has reached the age of 65 years and has paid dues for at least 30 years.

SECTION 3.5. A Retired Member shall be a member in good standing who has paid dues or been employed by a member organization for at least 10 years, who has reached the age of 60 years, and who, in the opinion of the Board of Directors, has essentially retired from gainful employment.

SECTION 3.6. A Student Member shall be not less than 18 years and shall be a full-time student enrolled in an accredited secondary or post-secondary education provider.

SECTION 3.7. A Utility Member shall be any publicly or privately owned water and/or wastewater utility. Each Utility Member shall be entitled to an Organization Representative.

SECTION 3.8. Consultant/Associate Members shall be any business offering materials or services to water and/or wastewater utilities, or otherwise involved in water works. Each Consultant/Associate member shall have one Organization Representative.

SECTION 3.9. An Organization Representative shall be the key contact person under a Utility or Consultant/Associate Membership as noted in Sections 3.7. and 3.8., who shall have all the rights and privileges as an Individual Member of NEWWA.

SECTION 3.10. An Operator Member is an individual who is responsible for the operation or maintenance of a water treatment or distribution system. The individual shall not be substantially in charge of the organization and not be in a supervisory or management role.

SECTION 3.11. Arrears. Any member, after being 2 months in arrears for dues, will be considered lapsed and shall not receive member benefits. The Chief Executive Officer of NEWWA will inform the member that they will be dropped from the rolls if the dues are not made current.

SECTION 3.12. Expulsion. Any member may be expelled from NEWWA for cause by a two-thirds vote of the Board of Directors of NEWWA, but such member shall first be notified in writing of the charges against them and shall have the right to resign or to present a written defense to the Board of Directors within 3 months of said notification.

Section 3.13. Membership Meetings.

- A. The Annual Conference of the NEWWA shall be opened at such time and place in September or October as the Board of Directors shall designate.
- B. The Board of Directors may designate any place, either within or outside of New England, as the place of meeting for any annual conference, regular, or special membership meeting called by the Board of Directors. If no designation is made, the place of meeting shall be the principal office of NEWWA.
- C. Special membership meetings of the NEWWA may be held at the call of the President with the approval of the Board of Directors, or if requested in writing by 50 members. The President must provide membership with a two week notice.
- D. No item of business shall be transacted unless announced in the call of meetings seven days prior.
- E. At any membership meeting of the NEWWA, 50 members shall constitute a quorum.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

Section 4.1. General Powers. The business, property, and affairs of NEWWA shall be overseen by its Board of Directors. The Board of Directors shall exercise all the powers of NEWWA.

Section 4.2. Number, Tenure, Appointment, and Qualifications.

- A. The Board of Directors shall consist of elected officers by the membership and the assistant treasurer appointed by the Board of Directors. The Chief Executive Officer shall be an ex-officio member of the Board of Directors without voting rights. The elected officers shall consist of the President, the President-Elect, the Vice-President, six State Directors (one from each New England state), an additional State Director from those states having 700 or more active members residing within them, the Treasurer, the Immediate Past-President, and three Directors at Large. The elected officers shall appoint a voting Assistant Treasurer for a 3-year term running concurrent with the Treasurer. All matters coming before the Board shall be acted upon by a majority of the voting members of the Board of Directors present unless otherwise required by the Bylaws. The term of office for each member of the Board shall be as follows:
- a. The President of the NEWWA shall serve for one year from the close of one NEWWA Annual Conference to the close of the next Annual Conference.
  - b. The President-Elect of the NEWWA shall serve for one year from the close of one Annual Conference to the close of the next Annual Conference. Upon expiration of the term of President, the President-Elect shall accede to the office of President. The President-Elect shall serve as liaison for the committees reporting directly to the Board of Directors.
  - c. The Vice-President of the NEWWA shall serve for one year from the close of one Annual Conference to the close of the Annual Conference at which a successor is chosen.
  - d. Each State Director shall serve a three-year term from the close of one Annual Conference to the close of the Annual Conference at which a successor is chosen. A State Director cannot serve more than two consecutive terms. The terms of Directors shall be so staggered that the terms of at least two Directors shall expire each year. The term of State Directors from states with more than one Director will expire in the same year. Each shall serve as a Council Chair or Vice Chair as appointed.
  - e. Both the Treasurer and Assistant Treasurer shall serve a three-year term from the close of one Annual Conference to the close of the Annual Conference at which their successors are chosen.
  - f. The Immediate Past-President shall serve a one-year term from the close of the Annual Conference to the close of the following Annual Conference.
  - g. Each Director at Large shall serve a three-year term from the close of one Annual Conference to the close of the Annual Conference at which a successor is chosen. A Director at Large cannot serve more than two consecutive terms. The terms of Directors at Large shall be so staggered that the terms of at least one Director shall expire each year.
- B. Elected Officers.. The members of the Board of Directors shall be elected by the membership, except the Assistant Treasurer, who is appointed by the board of directors.

### Section 4.3. Board Meetings.

- A. Regular Meetings. The Board of Directors may designate any place, either within or outside of New England, as the place of meeting for the Board of Directors. If no designation is made, the place of meeting shall be the principal office of NEWWA.
- B. Special Meetings. The President may call a special meeting of the Board of Directors at any time, provided proper notice is given to the Board.

Section 4.4. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days in advance by written notice delivered personally or sent by mail or email to each Director at his/her address, or e-mail address as shown by the records of NEWWA. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If e-mailed, such notice shall be deemed to be delivered when the e-mail is transmitted to such e-mail address. Notice given in any other manner shall be effective only upon receipt. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 4.5. Presence through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, members of the Board may participate in a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 4.6. Resignation. Any Director may resign by delivering their written resignation to NEWWA at its principal office or to the President. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the occurrence of some other event.

Section 4.7. Removal. A Director may be removed from office with or without cause by a vote of a two-thirds majority of the Directors then in office at any regular or special meeting called for that purpose.

Section 4.8. Vacancies. All vacancies in office, except that of President, shall be filled by a vote of the Board of Directors for the unexpired term until the next regular scheduled election of said office as soon as practicable after said vacancy occurs. The Board of Directors have the authority to declare vacant for cause any office by an affirmative vote of at least two thirds of the voting members of the Board.

Section 4.9. Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum, but if less than such a majority is present at a meeting, a majority of the Directors then present may adjourn the meeting from time to time without further notice.

Section 4.10. Manner of Acting.

- A. The act or decision done or made by the majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or by the Articles of Organization of NEWWA.
- B. Any resolution, amendment of these Bylaws, or amendment of the Articles of Incorporation pertaining to the following require a two-thirds approval of all of the Directors: (a) increasing the number of Directors; or (b) altering the requirements of this provision. See Article XIV for alternate procedures.
- C. The following acts require approval by not less than two thirds of the total number of all Directors then in office: (1) modification of the association's exempt purposes; (2) incurrence of debt (not including trade receivables or similar obligations) above a threshold set by the directors from time to time; (3) merger, consolidation, reorganization, liquidation, dissolution, or any sale, lease, exchange, or mortgage of all or substantially all of the Corporation's assets;
- D. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent or consents in writing, setting forth the action so to be taken, shall be signed before or after such action by all of the Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 4.11. Compensation. The Board of Directors shall serve without compensation.

## **Article V**

### **OFFICERS AND AGENTS**

SECTION 5.1. Duties of Officers and Descriptions. It shall be the duty of the members of the Board of Directors to promote the objectives and to actively strive for the advancement of the

NEWWA, to hire the Chief Executive Officer, perform specific duties as assigned by the President, and to perform the specific duties outlined hereinafter. Every member of the Board of Directors agrees to make every effort to attend all regular and special meetings of the Board and to carry out all duties described in these Bylaws and as assigned by the President.

SECTION 5.2. President - The President shall:

- A. Have the responsibility for the general supervision of the affairs of NEWWA.
- B. Preside at the annual conference and membership meetings of the Board of Directors.
- C. Appoint or designate all committees except as may be otherwise provided for herein.
- D. Be an ex-officio member of such committees as he or she desires except the Nominating Committee.
- E. Assign specific duties to officers as necessary.
- F. Appoint tellers to count ballots.
- G. Assist with Coordinating the Annual Conference.
- H. Deliver an address at the Annual Conference.
- I. Report on Board activities to the general membership.

SECTION 5.3. President-Elect - The President-Elect shall:

- A. Preside in the absence of the President.
- B. Assume the duties of the President in the case of vacancy in that office.
- C. Serve on the Nominating Committee.
- D. Serve as chair of special committees or other duties as assigned by the President.

SECTION 5.4. Past-President - The Past-President shall:

- A. Serve as Chair of the Nominating Committee.

SECTION 5.5. Vice-President - The Vice-President shall:

- A. Be an ex-officio member of the Program Committee and the Membership Committee.

SECTION 5.6. Directors (State and at Large) - Directors shall:

- A. Serve as chair or vice chair of councils or committees and accept other duties as assigned by the President and approved by the Board of Directors.
- B. Serve as a member of the Nominating Committee if appointed.

SECTION 5.7. Chief Executive Officer - The Chief Executive Officer, upon the direction of the Board of Directors, shall:

- A. Be the executive officer of the NEWWA.
- B. Issue notices to members of the Board at least seven days prior to all meetings.
- C. Keep records of all meetings.
- D. Perform duties as assigned by the Board of Directors.
- E. Oversee the administrative management of NEWWA.
- F. Make a report to the membership on the condition of the affairs of NEWWA at the Annual Conference.

SECTION 5.8. Treasurer - The Treasurer shall:

- A. Oversee the keeping of accurate records of all receipts and disbursements and of all property of NEWWA in their charge.
- B. Shall render a report on the same at the Annual Conference.
- C. Shall ensure the financial statements are annually audited by an independent auditor.
- D. Shall file appropriate forms with the Internal Revenue Service and other governmental agencies.
- E. Ensure NEWWA's financial and budget policies are up to date and implemented.

SECTION 5.9. Assistant Treasurer

The Board of Directors, at its discretion, shall appoint an individual to be designated as Assistant Treasurer. Such appointee shall be insured in the same manner as required for the Treasurer.

The Assistant Treasurer shall:

- A. Act in the absence of the Treasurer.
- B. Assume the duties of the Treasurer in the case of vacancy in that office.
- C. Assist the Treasurer.

SECTION 5.10. Editor. The Editor, under the direction of the Board of Directors, shall have charge of the publication "Journal of the New England Water Works Association, Inc." The Editor shall keep and prepare for publication all matters intended to be printed in the Journal, and shall present an annual report to the board of directors.

## **ARTICLE VI**

### **NOMINATION AND ELECTION OF OFFICERS**

SECTION 6.1. Nominating Committee. After the close of the Annual Conference and before November 30th of each year, the President, with the approval of the Board of Directors, shall appoint a Nominating Committee of seven consisting of two Past Presidents of NEWWA, the President Elect, and two Directors. The President shall appoint the two Directors from states that lack representation on the Committee whenever possible. The most Immediate and available Past President shall serve as Chair. The Nominating Committee shall designate nominees for the offices to become vacated and search out the best candidates to lead NEWWA, in accordance with these bylaws. No member of the Nominating Committee may be a candidate. All nominees shall have been a member of NEWWA for 3 years unless waived by a simple majority vote of the Nominating Committee. The Nominating Committee will consider nominating two candidates for a vacant position if appropriate.

SECTION 6.2. State and Director at Large Solicitation. The Nominating Committee shall solicit candidates for the position of State Director and Director(s) at Large according to the guidelines as approved by the Board of Directors. All candidates shall be submitted to the Nominating Committee by April 1st. The positions that need to be filled shall be posted on the NEWWA website and published in a minimum of one NEWWA correspondence. Nominees for State Director shall reside or work in the state that they represent. Other nominees may be placed on the ballot for position of State Director in accordance with Section 4 of this Article.

SECTION 6.3. Nominating Report. The Nominating Committee shall submit its report to the President and Chief Executive Officer before the fifteenth of May. This report shall be printed and mailed or emailed by the Chief Executive Officer to the membership of NEWWA before June 15.

SECTION 6.4. Additional Nominations. Members of the NEWWA may send to the Chief Executive Officer, until July 15, additional nominations signed by at least 25 members of NEWWA.

SECTION 6.5. Nominee Vacancy . In the event of withdrawal or death of the only nominee for election to an office, or if for any reason the nominee is unable to fill the office, the Nominating Committee shall notify the Board of Directors and on the first day of the Annual Conference, present another nomination at which time any additional nominations signed by at least 25

members may be presented. The office shall then be filled by membership ballot taken on the second day of the Conference.

SECTION 6.6. Ballot. The Chief Executive Officer shall issue a ballot on or before the first day of August, which shall contain the nominations made by the Nominating Committee and such other nominations as may have been received in accordance with this article. This ballot shall be mailed or emailed to all members entitled to vote. A candidate running for re-election to a second term for a Director's post shall be noted as such on the ballot.

SECTION 6.7. Election. Election shall be primarily by electronic means via an email and special link, complete with password, assigned to each member. Members voting electronically will be required to electronically sign the ballot, and active membership will be vetted by NEWWA before a vote is allowed to be tallied. For members without email addresses, they will be required to vote via a ballot returned by letter in a special ballot envelope, which shall be forwarded to the Chief Executive Officer or returned to a third-party company through a different process approved by the Board of Directors at least 2 months before ballots being issued. The signature of the Member voting shall appear on the envelope or by an outside process approved by the Board of Directors. Both electronic and paper ballots must be returned by September 1st and the polls will be closed on September 1st at 5:00 PM.

SECTION 6.8. Tellers. The President shall appoint a Committee of three members, who shall certify the election results and report to the membership.

SECTION 6.9. Elected Members. The members receiving the greatest number of votes for the offices for which they are candidates and receive a minimum of 25 votes shall be declared elected with the winners announced at the Annual Conference and the candidate vote counts published in the NEWWA Journal. Should no one be declared elected or if the two candidates receiving the most votes acquire the same number of votes, the President shall then order a ballot to be taken at the Annual Conference to decide which of the candidates for an office shall be elected. If there are multi candidates for a single office, only the two receiving the most votes will be placed on the ballot. The tellers of the election at the Annual Conference shall announce the results of the ballot.

## **ARTICLE VII**

### **COMMITTEES**

SECTION 7.1. Committees. All committees of NEWWA shall be commissioned by the Board of Directors. At the first meeting of the Board of Directors following the Annual Conference, the

Board of Directors shall either continue or terminate any committee. The President shall appoint Chairs of all working committees subject to the confirmation of the Board of Directors.

SECTION 7.2. Statement of Scope. As soon as it is commissioned by the Board of Directors, a committee shall prepare a statement of scope and submit it to the Board of Directors for review. No committee shall proceed with its assignment until it has a statement of scope approved by the Board of Directors. A committee may, from time to time, recommend revisions in its statement of scope, and the Board of Directors shall consider such recommendations promptly.

SECTION 7.3. Policies, Standards, and Specifications. The Board of Directors may commission committees to draw up or consider policies, standards or specifications for adoption by NEWWA, either for NEWWA alone or in cooperation with other associations or societies. Each committee so commissioned shall report annually to the Board of Directors such draft of policies, standards, or specifications, as it may recommend. The policies, standards, or specifications shall not be published until approved by the Board of Directors.

SECTION 7.4. NEWWA Representatives. The Board of Directors may appoint one or more members to serve as NEWWA representatives on professional and technical committees organized by other associations or societies. Such representatives shall act in accordance with their own discretion as to the best interests of the NEWWA and its members, in relation to all matters undertaken by the committees. Each representative shall keep the Board of Directors informed of its activities by means of an annual report as required under Section 7.5 or more frequently if appropriate. The Board of Directors may appoint members as alternates to serve in place of the appointed representative during their absences or incapacity. The votes of an alternate acting for the representative shall have the same standing as a vote of the representative.

SECTION 7.5. Annual Reports. Each committee shall prepare a report annually, stating its progress in relation to its assignment, together with such other comments or recommendations as it may deem appropriate. It shall be the responsibility of the committee Chair to submit on or before August 15 each year, a written copy of the annual report on the committee. The committee chair shall further indicate to the Chief Executive Officer whether the report should be read at the Annual Conference, either in full or in summary, and if it is to be read, who will present it for the committee. The Board of Directors may, at its discretion, decline permission for a committee report to be read. Council Chairs will coordinate and organize a report of all committees within said council.

## **ARTICLE VIII**

### **FEES AND DUES**

SECTION 8.1. Dues Schedule. No change shall be made in the dues schedule except upon prior approval of the Board of Directors of NEWWA.

SECTION 8.2. Notification. Subsequent to the approval to a change in the dues schedule by the Board of Directors of NEWWA, all members shall be notified in writing by the Chief Executive Officer. Such change in the dues schedule shall not become effective until at least 60 days have elapsed following the date of mailing the notice of change in dues schedule.

SECTION 8.3. Grade Transfers. A member transferred from one grade to another shall pay the dues of the grade to which they are transferred upon renewal of membership.

## **ARTICLE IX**

### **INDEMNIFICATION**

SECTION 9.1. Indemnification. NEWWA provides indemnification. NEWWA shall indemnify any and all of its Eligible Persons as defined below against expenses (including attorney's fees and expenses), judgments, fines and amounts paid in settlement to the maximum extent and in all possible capacities or instances permitted by Massachusetts General Laws. Eligible Persons for the purposes of all of this Article IX shall mean its past, present and future directors, officers, employees, and agents. Agents of NEWWA shall include, without limitation, persons acting in the following capacities who are not otherwise indemnified as directors, officers, or employees of NEWWA: (1) all members of the administrative, standing, working, and ad hoc committees serving under NEWWA's Executive Committee; and (2) all members of NEWWA's councils and divisions and their standing, working, and ad hoc committees. It is the intention of NEWWA that anyone acting on behalf of NEWWA be given all of the protections available as an agent under this Article IX.

## **ARTICLE X**

### **GENERAL PROVISIONS**

SECTION 10.1. Fiscal Year. NEWWA's fiscal year will run from July 1 to June 30.

## **ARTICLE XI**

### **CONFLICT OF INTEREST**

## SECTION 11.1. Conflict of Interest Policy.

This policy is designed to help directors, officers, members, and employees (responsible person) of the New England Water Works Association (NEWWA) identify situations that present potential conflicts of interest.

Directors shall inform the Board at the outset of a discussion regarding a transaction of potential conflicts of interest.

Conflicts of interest shall be announced at the annual NEWWA business meeting, held in September; but if a conflict arises later, it shall be announced at that time.

When appropriate, a director should excuse themselves from any discussion on the transaction and abstain from voting on the transaction.

When the transaction involves a Board member, any director can move that the transaction require a two-thirds vote of the disinterested directors.

The following are examples of circumstances that may result in a conflict of interest:

- A contract or transaction between NEWWA and a responsible person or family member.
- A contract or transaction between NEWWA and an entity in which a responsible person or family member has a material interest or of which such a person is owner, director, officer, agent, partner, trustee, employee, personal representative, guardian, custodian, or other legal representative.
- A responsible person accepting gifts, entertainment, or other favors from any individual or entity that:
  - Does or is seeking to do business with NEWWA.
  - Is seeking to receive a loan, grant, or secure other financial commitments from NEWWA.

### Procedure to Manage Conflicts of Interest

The Chief Executive Officer will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the President, who in turn will bring them to the attention of the Executive Committee, to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

Failure to report a conflict of interest is a violation of this policy. Once discovered, said violation will be promptly, thoroughly, and objectively investigated, and, to the maximum extent possible;

said investigation will be conducted so as to protect the confidentiality and privacy of the parties involved subject to the needs of the Chief Executive Officer and the President to investigate thoroughly.

If the Executive Committee determines that a conflict of interest has occurred, effective remedial action will be taken in accordance with the circumstances involved.

## **ARTICLE XII**

### **NON-DISCRIMINATION**

SECTION 12.1. Non-Discrimination. Membership in NEWWA and admission to functions and courses sponsored by NEWWA shall not be denied to any person on the basis of race, color, gender identity, sexual orientation, religion, creed, national or ethnic origin, and any other protected class.

## **ARTICLE XIII**

### **DISSOLUTION**

SECTION 13.1. Dissolution. In the event of the liquidation, dissolution, or termination of NEWWA, whether voluntary or involuntary, no Officer or Director shall be entitled to any distribution or division of NEWWA's property or the proceeds thereof, and upon such liquidation, dissolution, or termination, the balance of all money, assets, and other property of NEWWA, after the payment of all of its debts and obligations, shall, pursuant to resolution of the Board of Directors, or in default thereof, an order of a court of competent jurisdiction, be distributed to or for one or more charitable or educational organizations (the "receiving organization") then exempt under Section 501(c)(3) of the Code that performs the functions of, carries out the purpose of, or supports the mission of NEWWA. The receiving organization shall:

- Be operated exclusively for scientific or educational purposes,
- Distribute no part of the net earnings of which inures to the benefit of any private shareholders or individual,
- Has no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and
- Which does not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public.

SECTION 13.2. Receiving Organization. The receiving organization would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, as they now exist or as they may hereafter be amended. Such receiving organization is to be selected by vote of the majority of the members of NEWWA at a meeting called for the purpose, or if for any reason such disposition cannot be affected, then such funds shall be so distributed pursuant to the order, judgement, or decree of a court having jurisdiction over the assets and property of NEWWA.

## **ARTICLE XIV**

### **AMENDMENTS**

SECTION 14.1. Review. All Bylaws shall be reviewed every 3 to 5 years. The Chief Executive Officer shall work with the President-Elect to establish an Ad Hoc Bylaws Review Committee to accomplish the task. The President-Elect shall be the Chair of the Ad Hoc Bylaws Review Committee. The Committee shall be responsible for reviewing the bylaws and recommending changes to the board.

SECTION 14.2. Proposed Amendments. An amendment can be proposed to the membership by one of two mechanisms:

- A. Fifty members may draft and present to the President of NEWWA amendments to the Bylaws by July 1 of any year. The amendments shall be added to the business agenda for the Annual Conference.
- B. The board, by a 2/3 vote, can vote to recommend to the membership an amendment to the Bylaws. The proposed amendments can be added to the business agenda of an upcoming membership meeting, no sooner than 30 days from the board vote.

Section 14.3 Announcement. Announcement of a proposed amendment, which is recommended by the Board of Directors or by fifty members of NEWWA shall be given by printing, emailing, or electronically posting the amendment in the notice of the meeting at least 14 days ahead of that meeting.

SECTION 14.4. Vote. A two-thirds vote of the members present and voting shall be necessary for the adoption of an amendment to the Bylaws.