



**AMENDED AND RESTATED BYLAWS
OF
INTERNATIONAL WATER RESOURCES ASSOCIATION, INC.**

ARTICLE I. MEMBERSHIP

A. The following types of memberships shall be recognized by the International Water Resources Association, Inc. (the “Association”):

- (1) Individual Members: Any individual interested in water resources, and who desires to further the objectives of the Association and is willing to comply with its Constitution and Bylaws, is eligible for membership. The Executive Board may establish such categories of individual membership as it deems advisable, however, only dues-paying membership categories shall include eligibility to vote on matters submitted to a vote of the Association. The Executive Board may by a majority vote waive the annual membership fee for a member who has given extraordinary service to the Association; that person shall retain voting rights during the period of fee waiver.
- (2) Fellows: Persons who have been a member for at least 10 years, made a significant contribution to the Association and to the field of water resources, as determined by the Executive Board upon recommendation by the Membership and Awards Committees, are eligible for election as Fellows. The Executive Board shall define the criteria for significant contribution.
- (3) Honorary Members: An Honorary Member is the Association’s highest honor and is awarded to those who have made significant contributions to the field of water resources and/or attained acknowledged eminence in some field of water resources, as determined by the Executive Board upon recommendation by the Membership and Awards Committees. The Executive Board shall define the criteria for significant contribution and acknowledged eminence, and nominees need not be IWRA members. Once elected as an Honorary Member, that person will pay no membership fee, will receive voting rights and retains the designation indefinitely.
- (4) Institutional Members: Educational and research institutions, government and international agencies, business firms, corporations, and other institution interested in water issues and who desire to support the objectives of the Association are eligible for institutional membership.

The Executive Board may establish such additional categories of membership as it deems advisable.

B. Application for membership must include sufficient evidence to comply with basic membership requirements and qualifications as approved by the Executive Board. The nationality of members shall be that of their residence or that of their citizenship for membership positions.

C. The Executive Director shall review and approve or reject all membership applications,



ensure that the applicants are informed of the decision, enter their names into the Association register, and invoice the applicant for dues and other charges. The Executive Director may reclassify the membership category of any member, determine that a member is no longer in good standing, or take any other appropriate action for failure to comply with membership requirements, including the obligation to pay Association dues or other charges within a reasonable time period. The decisions of the Executive Director regarding membership can be appealed to the Executive Board, which shall have the final decision-making authority regarding Association membership.

- D. No more than two Honorary Members shall be elected in any one calendar year, and no more than one percent of total membership shall be elected as Fellows in any one calendar year.
- E. A member who has no outstanding balances owed to IWRA, and who continues to uphold the values and objectives of the Association is deemed to be “in good standing.”
- F. With the exception of non-voting members, all members in good standing are entitled to one vote on all matters submitted to a vote of the Association membership. A member may designate another member who is eligible to vote on Association matters as a proxy to vote in his or her interest by signing an appointment form either personally or by attorney-in-fact. The member’s proxy will be effective when received by the Secretary-General or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment. An appointment of a proxy is valid only for the meeting or specific vote for which it is invoked, and is revocable by the member.
- G. Ten percent of the members in good standing who are eligible to vote on Association matters and are present in person or represented by proxy at a meeting shall constitute a quorum for the transaction of Association business.
- H. Except as otherwise provided in these Bylaws, a majority of the votes cast by the members who are eligible to vote on Association matters and are present in person or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.
- I. The voting members of the Association may vote on a motion through written electronic means if at least two-thirds of the Executive Board agrees to call for a vote of members via electronic means. Votes of at least ten percent of those members eligible to vote will constitute a quorum for voting via electronic means. A majority of the votes cast electronically by the members who are eligible to vote on Association matters shall be necessary for the adoption of any matter voted upon by the members in this manner.
- J. The Executive Board shall determine the type and scope of all benefits afforded to



each type and category of membership recognized in these bylaws or created by the Executive Board.

- K. The Association shall hold membership meetings whenever feasible, but not less than annually. The place and time for each annual membership meeting shall be designated by the Executive Board and may be conducted in person or by the use of live video technology. The annual membership meeting shall be for the transaction of such business as may come before the meeting. Special membership meetings may be called by the President or five percent of the members of the Association who are in good standing and who are eligible to vote on Association matters.
- L. The Association may communicate with its membership by any means, including through the use of information technology such as emails, which provides a meaningful opportunity for Association members to obtain the communicated information in a timely and complete manner. Communication may also occur through the use of the Association's official website, publication in Association newsletters, or other means.
- M. Notice of the date, time and place of any membership meeting shall be given when (a) orally communicated to a member, (b) sent by email or other means of electronic communication to the address or number of such member as it appears on the records of the Association, or (c) deposited in the mail addressed to a member at his or her address as it appears on the records of the Association with postage thereon prepaid.

Unless a different time is required pursuant to Chapter 181 of the Wisconsin Statutes, (a) if notice is given orally or delivered by electronic means or other form or wire or wireless communication, such notice shall be given to each member no more than 60 calendar days and no fewer than 10 calendar days prior to the meeting, or (b) if mailed, such notice shall be deposited in the mail at least 30 calendar days prior to the meeting.

The purpose of and the business to be transacted at any special meeting of the members shall be specified in the notice of such meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE II. SEPARATIONS FROM MEMBERSHIP

- A. Any member in good standing may resign membership by submitting written resignation to the Executive Director.
- B. The Executive Board may, by a two-thirds vote, cancel the membership of any member who willfully violates the provisions of the Articles of Incorporation or the Bylaws, or whose conduct, in the opinion of the Executive Board, is improper or prejudicial to the best interests of the Association. Such a member shall be given a written notice and



shall be given the opportunity to explain his or her conduct in writing, which explanation shall be considered by the Executive Board while taking the final decision regarding membership at any regular meeting or special meeting called for this purpose.

ARTICLE III. FEES, DUES, AND GIFTS

- A. The Executive Board shall have the authority to specify membership dues and to provide reduced or waived membership fees to certain membership categories. The specific amounts and criteria for qualifying for reduced membership fees shall be approved by a two-thirds vote of the Executive Board participating in the meeting. Dues shall be waived for Honorary Members.
- B. Dues shall be paid annually in advance. Unless waived, every applicant who is admitted to membership in the Association shall be liable for payment of all dues and other charges until membership is terminated. Dues and other charges shall be paid annually. The Executive Director shall notify or invoice in a timely manner all applicants and members about dues and other charges.
- C. The Association may accept gifts and bequests at the discretion of the Executive Board.

ARTICLE IV. EXECUTIVE BOARD

- A. Composition of Executive Board.

The Executive Board shall consist of the following members:

- (1) Officers: the President, who serves as the Chairperson of the Executive Board, three Vice Presidents, the Secretary-General, the Treasurer, and the immediate Past President.
- (2) Chairpersons of all Standing Committees that have an elected chairperson, as set out in Article XI.
- (3) Directors, who shall number not more than ten.
- (4) In order to enhance diversity on the Executive Board, at any time during its term the Executive Board may appoint up to two additional Directors who would serve for the remainder of that Executive Board's term.

The Editor-in-Chief of *Water International* and the Chair of the International Scientific Committee may be invited to attend meetings of the Executive Board.

- B. Terms.

The terms of all members of the Executive Board shall be for a period of three years. No individual shall be re-elected to the same office or position for more than two consecutive terms, with the exception of the Treasurer. The terms of office shall begin on the first day of the calendar year following election.

- C. Executive Board Election Procedure.



The members of the Executive Board shall be elected by Association members eligible to vote on Association matters in accordance with the procedure established in these Bylaws and as determined by the Executive Board.

D. Nominating Committee Procedures.

- (1) The President, with the approval of the Executive Board, shall appoint a Nominating Committee. The Nominating Committee shall have three or more members, including at least one Past President. No member of the Nominating Committee may run for a position on the Executive Board while serving on the Nominating Committee, nor may they be appointed to a position on the Executive Board immediately following their service on the Nominating Committee. The Nominating Committee shall carry out the procedure established in these Bylaws and shall submit to the Executive Board the list of candidates for offices to be filled.
- (2) The President will appoint the Chairperson of the Nominating Committee, who will receive nominations for all Executive Board elective positions from acting Executive Board members and from members in good standing who are eligible to vote on Association matters. The period for nominations will be no less than 45 days. Members in good standing may self-nominate or may nominate others. The Executive-Director shall not be entitled to propose candidates.
- (3) Any member who is eligible to vote on Association matters shall be eligible to be nominated for an Executive Board position if (a) they have paid their dues; (b) they are willing to serve if elected; (c) they run for only one position; (d) they did not already hold that position for more than one term immediately prior to the current election; and, (e) they do not hold a position in another organization that could be considered incompatible.
- (4) The Nominating Committee will check the nominations for eligibility, as established by the Bylaws. The deliberations of the Nominating Committee shall be confidential. After the nomination period is over, the Nominating Committee will submit a report to the Executive Board, which shall be limited to the list of nominees. The Secretary-General shall be assured that the nominees are prepared to be elected and serve in the position for which they have been nominated.
- (5) The list of nominated candidates will be published in the Association newsletter, on the Association website and through social media at least 30 days before the election. If any nominee submitted by the Nominating Committee becomes ineligible or unavailable prior to the election, the Executive Board may appoint a replacement.
- (6) Additional nominations may be made by petition. Any nomination by petition shall contain the signatures of not less than 50 members who are eligible to vote on Association matters of whom no more than 10 members shall be from one country or residence and shall be accompanied by written acceptance by the nominee. Nominations by petition shall be filed with the Secretary-General



no later than 30 days after publication of the list of nominated candidates, and the nominees by petition shall be so designated in the ballot paper.

- (7) The President and Vice-Presidents shall be from different geographical regions. Regarding the remaining members of the Executive Board, no more than three members from any one country can be elected. The Treasurer shall be either a resident or a citizen of the country where the Association is registered and files its corporate reports and tax returns.

E. Vacancies.

- (1) In the case of vacancy in the Executive Board, the remaining Executive Board may appoint another Association member who is eligible to vote on Association matters to that office for the remainder of the term by a majority vote.
- (2) A vacancy in the Executive Board shall be filled for the unexpired term as follows:
 - a) President: By the President-elect, by one of the Vice Presidents or by the immediate Past-President, as determined by a majority vote of the Executive Board.
 - b) Past-President: By the immediate previous Past President.
 - c) All other vacancies: By appointment by the Executive Board.
- (3) For purposes of Article IV(B), an appointed term counts toward the maximum of two consecutive terms allowed for the same position, but only where the appointed member serves for more than 18 months.

F. Election Procedures.

- (1) The members of the Executive Board shall be elected by those members of the Association who are eligible to vote on Association matters in accordance with the procedure set forth in these Bylaws.
- (2) The election shall be conducted by anonymous ballot circulated to the members in good standing and who are eligible to vote on Association matters by the Executive Director, either by mail or electronically, not less than 30 days prior to the date of the election, and the ballots will be counted under supervision of at least two members of the Association appointed by the Executive Board.
- (3) Ballots for electing members of the Executive Board, and those for voting on proposed amendments to the Articles of Incorporation, shall be circulated to all Association members in good standing and who are eligible to vote on Association matters through the Association's regular means of communications. All ballots shall be submitted to the Executive Office and counted by the Executive Director in conjunction with at least two other members of the Association. The Secretary-General shall review and confirm the results of the elections.
- (4) The schedule for elections shall be published in the Association newsletter, on the Association website and through social media. The election shall be



completed no later than November 1 of the last year of an Executive Board's term.

- (5) The names of the persons elected shall be published in *Water International*, in the Association newsletter, on the Association website and through social media.

ARTICLE V. ADMINISTRATION

- A. Power shall be vested in the Executive Board to administer the affairs of the Association and to address all matters involving the purposes and objectives of the Association, including but not limited to opening and managing accounts at financial institutions. The President shall be the Chief Executive Officer of the Association.
- B. The Executive Board shall conduct the business of the Association in accordance with the Articles of Incorporation and Bylaws.
 - (1) The President shall convene meetings of the Executive Board at least twice every year. A meeting of the Executive Board shall also be held when requested by at least one-third of the members of the Executive Board.
 - (2) Notice of the date, time and place of any meeting shall be given when (a) orally communicated to a member of the Executive Board, (b) sent by electronic means to the address or number of such member of the Executive Board as it appears on the records of the Association, or (c) deposited in the mail addressed to a member of the Executive Board at his or her address as it appears on the records of the Association with postage thereon prepaid. Unless a different time shall be required by Chapter 181 of the Wisconsin Statutes, (a) if notice is given orally, or (b) delivered by electronic means of communication, such notice shall be given to each member of the Executive Board at least two calendar days in advance of the meeting. The purpose of and the business to be transacted at any special meeting of the Executive Board shall be specified in the notice of such meeting. The attendance of a member of the Executive Board at a meeting shall constitute a waiver of notice of such meeting, except where a member of the Executive Board attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.
 - (3) The President or a Vice President delegated by the President shall chair the meeting. Quorum for the transaction of business shall consist of at least 50% of the members of the Executive Board consisting of the following:
 1. The chair of the meeting;
 2. One other Officer;
 3. Any other members of the Executive Board.
 - (4) The President or designated chair will conduct the business of the Executive Board during the meeting. The Executive Board may conduct portions of the



- meeting in executive session, during which all observers and Association staff (including the Executive Director) can be excused from the discussions.
- (5) Upon the failure of any officer to fulfill the obligations of that office under the Articles of Incorporation and Bylaws, the Executive Board may remove that officer from office by a three-quarters majority vote of the entire Executive Board at a meeting convened and chaired by the President or one of the three Vice Presidents, regardless of the participation of the officer.
 - (6) The provisional agenda for the Executive Board meeting shall be drafted by the President or the designated chair with the assistance of the Secretary-General and the Executive Director, and any Officer(s) of the Association whom the President or the designated chair wishes to consult. The Executive Board must approve the agenda of the meeting at the start of the meeting.
 - (7) Unless otherwise provided, decisions of the Executive Board require a simple majority of those Executive Board members participating in the meeting.
 - (8) With the exception of the President or designated chair at a meeting, all Executive Board members may designate a proxy to vote in his or her interest by signing an appointment form either personally or by attorney-in-fact. The member's proxy will be effective when received by the Secretary-General or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment. An appointment of a proxy is valid only for the meeting or specific vote for which it is invoked, and is revocable by the member.
 - (9) A vote on a motion by the members of the Executive Board conducted through written electronic means shall be valid so long as at least two-thirds of the full Executive Board vote in favor of the motion.
- C. The Executive Board shall have overall responsibility for the authorization and conduct of Association activities.
- D. Except as otherwise provided in these Bylaws, no member of the Executive Board, except for the President, may bind the Association to any contract, commitment, obligation, or activity without the authorization of the President or the Governance Committee. In the event of the absence, inability or incapacity of the President, the Governance Committee may, by a two-thirds majority vote, delegate signature authority to any other member of the Executive Board.
- E. Each member of the Executive Board shall disclose to the Executive Board any duality of interest or possible conflict of interest whenever the duality of conflict of interest pertains to a matter considered by the Executive Board.
- (1) No contract or other transaction between the Association and one or more of its members of the Executive Board or any other corporation, firm, association or entity in which one or more of the members of the Association's Executive Board are directors or officers or has a material financial interest shall be either void or voidable: (a) because of such relationship or interest, or (b) because such member or members are present at a meeting of the Executive



Board or a committee thereof which authorizes, approves or ratifies such contract or transaction, or (c) because such member's or members' votes are counted for such purpose; provided that:

- a) Either:
 - i. The fact of such relationship or interest is disclosed or known to the Executive Board or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested members of the Executive Board; or
 - ii. The fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; and
 - b) The contract or transaction is fair and reasonable to the Association.
- (2) Interested members of the Executive Board shall abstain from voting on the matter and may be counted in determining the presence of a quorum at a meeting of the Executive Board or a committee of the Executive Board which authorizes, approves or ratifies such contract or transaction.
- F. The Executive Board may conduct the business of the Association through in-person meetings, or with the use of any technological means that allows Executive Board members a meaningful opportunity to participate and actively engage in Executive Board meetings and decision-making. These means include telephone, email, voice or video conferencing technology, or other means as the Executive Board deems appropriate.
- G. Any action which may be taken at a meeting of the Executive Board, or of any committee of the Executive Board, also may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by 2/3rds of all the members of the Executive Board or members of any committee of the Executive Board, then serving, entitled to vote with respect to the subject matter thereof, as the case may be. Any consent signed by 2/3rds of all the members of the Executive Board or 2/3rds of the members of any committee of the Executive Board shall have the same effect as a vote, and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions (or successor organization) or with anyone else.
- H. The Association shall, to the maximum extent permitted under Chapter 181 of the Wisconsin Statutes, indemnify against liability and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member of the Executive Board, officer, employee or agent of or volunteered services to the Association; or is or was serving at the request of the Association as a member of the Executive Board, officer, employee or agent of any committee or of any other corporation or enterprise.



Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person. The Association may supplement the right of indemnification under this section by the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

- I. Executive Board members shall not receive any stated salaries for their services as members of the Executive Board. Upon resolution of the Executive Board, the members may receive a fixed sum and reasonable expenses incurred in attending each regular or special meeting of the Executive Board. Nothing contained herein shall be construed to preclude any member of the Executive Board from serving the Association in any other capacity and receiving compensation therefore.

ARTICLE VI. ASSOCIATION ACTIVITIES

- A. The Association shall regularly hold a World Water Congress at such places and dates as determined by the Executive Board. It may also hold regional, thematic, and online events as determined by the Executive Board. For each World Water Congress, an International Scientific Committee (ISC) shall be established. Candidates for Chair of the International Scientific Committee shall be selected by the President in consultation with the host(s) of the World Water Congress and approved by a majority vote of the Executive Board, from among members in good standing and who are eligible to vote on Association matters. ISCs for other events may be established on an ad hoc basis but will not require approval of the Executive Board.
- B. The Association may hold or co-sponsor global, regional and national conferences, symposia, seminars, webinars, workshops, training courses, or other events in addition to the World Water Congress.
- C. In accordance with Article XI, the Association may establish or recognize national and regional chapters. The relationship between the Association and these chapters shall be specified in a memorandum of understanding or similar agreement that is approved by the Executive Board.
- D. The Executive Board may establish interest groups and task forces to address particular aspects of water management, to engage particular constituencies, or to promote any IWRA activity.
- E. The Association may enter into cooperative agreements to carry out collaborative research and policy-oriented activities, subject to the approval of the Executive Board.

ARTICLE VII. EXECUTIVE OFFICE



- A. The Executive Office of the Association shall be responsible for the day-to-day operations and activities of the Association and shall carry out and implement all tasks assigned by the President and the Executive Board.
- B. The Executive Board shall determine, by a two-thirds vote of the members participating in a duly constituted meeting of the Executive Board, the location of the Executive Office of the Association.
- C. The President, in consultation and agreement with the Executive Board, shall appoint an Executive Director to run the Executive Office within approved budget limitations.
- D. When the Association enters into an agreement with an institution to host the Executive Office, the functions of the Executive Office, Executive Director, and Executive Board shall remain unchanged.

ARTICLE VIII. RESPONSIBILITIES OF EXECUTIVE BOARD MEMBERS AND OTHER APPOINTED INDIVIDUALS

- A. The corporate powers of the Association shall be vested in the Executive Board, subject to the Articles of Incorporation and Bylaws of the Association. The Executive Board shall be the principal governing body of the Association and shall set the strategy and objectives of the Association. It shall direct the investment and care of the funds of the Association and shall approve the annual budget. The Executive Board shall determine the value of contracts for which the President and Executive Director have signature authority.
- B. Responsibilities of President. As the Chief Executive Officer, the President shall:
 - (1) Have general supervision over the affairs of the Association;
 - (2) Preside at meetings of the Executive Board;
 - (3) Be an ex officio member of all Standing Committees and as designated by any committee established by the Executive Board, except national and regional Chapters;
 - (4) Represent the Association at major international meetings or delegate such responsibility to another Executive Board member;
 - (5) Represent the Association in signing contracts, memoranda and protocols;
 - (6) Perform such other duties and have such authority as from time to time may be prescribed under the Articles of Incorporation or the Bylaws or that may be assigned by the Executive Board;
 - (7) Nominate the Chair of the International Scientific Committee and the Editor-in-Chief of *Water International*, whose appointments must be approved by a majority vote of the Executive Board.
- C. Responsibilities of Vice-Presidents. Each Vice-President shall:
 - (1) Have general responsibility to support the President in carrying out the



activities of the Executive Board and shall undertake other Association-related assignments as may be delegated to them by the President and/or the Executive Board;

- (2) Serve on the Governance Committee of the Executive Board;
- (3) Assist the President in the formation of and the conduct of the business of all committees, interest groups, task forces, and other Association subgroups; and
- (4) Make recommendations to the President and the Executive Board on the affairs of the Association.

D. Responsibilities of the Immediate Past President. As the former Chief Executive Officer, the Immediate President shall, if called upon, advise and assist the Executive Board and the President on all Association matters. The Immediate Past President shall be a member of the Governance Committee.

E. Responsibilities of the Secretary-General. The Secretary-General shall:

- (1) Assist the President in the formation of and the conduct of the business of the committees of the Executive Board;
- (2) Ensure that proper notice of meetings of the membership and Executive Board are given in a timely manner and assist in preparing and distributing the agenda and materials for the meetings;
- (3) Ensure that the minutes of the meetings of the membership and Executive Board are produced in a timely manner and that they accurately reflect the deliberations and resolutions of the meetings;
- (4) Chair and oversee the Association's General Assembly;
- (5) Ensure that the activities of the Association and of the Executive Board conform to and do not violate the Association's articles of incorporation or bylaws;
- (6) Review and confirm the results of the Association elections;
- (7) Ensure that corporate records are adequately maintained;
- (8) Serve on the Governance Committee;
- (9) Provide general oversight and review of operating policies in conducting the affairs of the Association; and
- (10) Perform such other duties as from time to time may be assigned by the President and the Executive Board.

F. Responsibilities of the Treasurer. The Treasurer shall:

- (1) Guide the Executive Director in managing the finances of the Association, including the proper care of all dues, fees and other monies paid to the Association;
- (2) Ensure that complete and auditable records of all receipts and disbursements shall be maintained by the Executive Director;
- (3) Along with the Governance Committee, review and present to the Executive Board the budget prepared annually by the Executive Director, as well as any financials and audits prepared within the Association or by an external individual or entity, before forwarding it to the President for transmission to



- the Executive Board;
- (4) Ensure the Association remains in compliance with all registration and other governmental criteria, including, among other matters, the Association non-profit tax status and the Association's corporate registration;
 - (5) Have adequate legal standing in the country in which the Association is registered to carry out the responsibilities of the Treasurer; and
 - (6) Serve on the Governance Committee.
- G. Responsibilities of Directors. Directors shall:
- (1) Have general responsibility to support the President in carrying out the activities of the Executive Board and shall undertake any assignments delegated to them by the President;
 - (2) Attend the meetings of the Executive Board; and
 - (3) Make recommendations to the President and the Executive Board on the affairs of the Association.
- H. Responsibilities of the Chair of the International Scientific Committee. The Chair of the International Scientific Committee shall:
- (1) Be responsible for overseeing and guiding the International Scientific Committee whose responsibility is to oversee the substantive components of the Association's World Water Congresses; and
 - (2) Organize the members of the International Scientific Committee, and if required or advisable a Steering Subcommittee, in consultation with and agreement of the President and World Water Congress organizing committee.
- I. Responsibilities of the Editor-in-Chief of *Water International*. The Editor-in-Chief of *Water International* shall:
- (1) Develop and implement the substantive and operational policies of *Water International* and related publications;
 - (2) Subject to the approval of the President, appoint other persons to assist with publication of *Water International*;
 - (3) Manage relationships with relevant publishers; and
 - (4) Oversee the day-to-day management of *Water International* and related publications.
- J. Responsibilities of the Executive Director. The Executive Director shall, under the general supervision of the President:
- (1) Report on Executive Office activities to the President and shall keep the President updated regarding all communication taking place, on behalf of the Association, with members, governmental entities, and other organizations;
 - (2) Be responsible for the day-to-day management and operation of the Association;
 - (3) Report periodically to the Governance Committee on the activities of the Executive Director and the Executive Office;



- (4) Supervise directly the operations and other functions of the Association Executive Office, including:
 - a) Personnel issues, including the appointing and dismissing of salaried and unsalaried managerial and technical personnel, to support Executive Office operations within approved budget limitations;
 - b) Managing correspondence in the name of the Association;
 - c) Managing the Association records;
 - d) Approving the obligation of budgeted funds for office transactions;
 - e) Drafting the annual budget in consultation with the Treasurer and Governance Committee;
 - f) Managing the approved annual budget; and
 - g) Ensuring timely and effective financial management of the Executive Office.
- (5) Maintain a proper account of the general business of the Association, including:
 - a) If requested, assist the Secretary-General in preparing and maintaining records of all Executive Board meetings;
 - b) Safekeeping in accessible form the records of receipts and disbursements of the Association; and
 - c) Maintaining copies of the Association committee reports filed with the Association Executive Office.
- (6) Take primary responsibility for securing the Association's membership through the following activities:
 - a) Receive, review, and process applications for membership in the Association, as well as maintain the Association's membership register;
 - b) Notify members of dues and fees payable, receive such payments, and take actions on delinquent dues specified in the Articles of Incorporation and Bylaws; and
 - c) Undertake, in cooperation with the appropriate committees and the Executive Board, activities designed to enhance and maintain membership in the Association.
- (7) Together with the Secretary General, monitor and support the procedures and schedules prescribed in the Articles of Incorporation and Bylaws:
 - a) For elections; and
 - b) For amendments to the Articles of Incorporation and Bylaws.
- (8) Negotiate on behalf of the Association and enter into contracts for Association activities, within the signature authority granted to the Executive Director by the Executive Board;
- (9) Stimulate, in cooperation with the appropriate committees and the Executive Board, the organization and functioning of national and regional Chapters, Task Forces, Working Groups, and other Association subgroups; and
- (10) Provide such other management services and reports as required by the President and the Executive Board.



ARTICLE IX. AWARDS

At each World Water Congress, the following awards will be presented in accordance with the requirements of this article and with procedures to be approved by the Executive Board regarding nomination and selection. Except for the President, both members and non-members of the Association may propose nominations for the Crystal Drop Award and the Ven Te Chow Memorial Award and Lecture. Members of the Awards Committee or the Executive Board may not be nominees but can make nominations, in which case they will recuse themselves from voting on their own nominees.

A. Crystal Drop Award

- (1) The Crystal Drop Award will be presented to an organization or individual in recognition of significant contributions to the improvement of the world's water situation. These contributions may be through any or all of the following:
 - a) Outstanding contribution to advance water resources planning, development, management, technology and/or education at international, regional, and national levels;
 - b) Outstanding service and contribution to IWRA and other water-related international associations and NGOs;
 - c) Path-breaking research on water issues;
 - d) Knowledge transfer or dissemination; and/or
 - e) Other outstanding contributions not covered by the above.
- (2) Any individual who has received the Crystal Drop Award will not be eligible to receive the Ven Te Chow Memorial Award until the third consecutive World Water Congress after receipt of the Crystal Drop Award.

B. Ven Te Chow Memorial Award and Lecture

- (1) The Ven Te Chow Memorial Award and Lecture honors the first president of the Association. The awardee will deliver a lecture at the World Water Congress that promotes the objectives of the Association by encouraging one or more of the following activities:
 - a) Lead and influence water policy and governance;
 - b) Develop and publicize tools for assessment, improvement and conjunctive use of water;
 - c) Advance water resources planning, management, development, technology, research and education at international, regional, and national levels; and
 - d) Generate, synthesize, and disseminate knowledge and information in the area of water and related resources and the environment.
- (2) Only members of the Association in good standing are eligible for the Ven Te Chow Award and Lecture. Any individual who has received the Ven Te Chow Memorial Award will not be eligible to receive the Crystal Drop Award until the third consecutive World Water Congress after receipt of the Ven Te Chow



Memorial Award.

- C. World Water Congress Award: The President in consultation with the Governance Committee may grant an award to a person or institution for giving outstanding support to a World Water Congress.
- D. *Water International* Best Paper Award: The Editorial Board of *Water International* will select one or more papers for each calendar year to be given the Best Paper Award.
- E. Water Drop Award: An award will be presented to a student or early career professional who has made a significant contribution to the water sector. Only members of the Association in good standing are eligible for the Water Drop Award.
- F. Honorary and Fellow Memberships as provided for in Articles I.A. 2 and 3 and I.D.

ARTICLE X. CHAPTERS, INTEREST GROUPS, AND TASK FORCES

- A. Only one national chapter may be formed in each country. Regional chapters may be formed on their own or may be formed by the merger of two or more national chapters, but only one regional chapter may represent any one region. All members of the Association shall automatically become members of the national chapter or regional chapter of their representative countries where a national chapter or a regional chapter has been established. Any IWRA member may join any chapter if they have an interest in that country or region, regardless of their nationality or country of residence.
- B. The functions of national chapters and regional chapters are: (a) to promote the objectives of the Association, (b) to encourage membership in the Association, (c) to host IWRA meetings, and (d) to make recommendations to the Board on the affairs of the Association. Each national chapter and regional chapter will submit an annual report to the Executive Board on its activities.
- C. National chapters and regional chapters shall be operated in accordance with the Articles of Incorporation and the Bylaws of the Association. Each chapter will execute a memorandum of understanding with the Association that will conform to guidelines for the chapters that will be provided by the Association.
- D. Interest Groups and Task Forces
 - (1) The President of the Association, with the agreement of the Executive Board, may form interest groups and task forces focusing on any topic of interest to Association members.
 - (2) All levels of membership shall be eligible to join interest groups and task forces. Only members in good standing who are eligible to vote on matters



submitted to a vote of the Association may chair an interest group or task force or participate on its management bureau.

- (3) Unless already stipulated in these Bylaws, the President shall place each interest group and task force under the oversight of an appropriate committee.

ARTICLE XI. COMMITTEES

- A. Unless otherwise described in these Bylaws, the Chairperson of all Standing Committees shall be members of the Executive Board, and Standing Committees may have members who are not members of the Executive Board so long as they are members in good standing and eligible to vote on matters submitted to a vote of the Association.
- B. Committees. The following Standing Committees shall be established:
 - (1) Governance Committee: The officers of the Association (President, Immediate Past President, Vice-Presidents, Secretary-General and Treasurer) shall serve as the members of the Governance Committee, which shall function as the executive committee of the Executive Board. The President will serve as chair of the Governance Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Governance Committee shall have all the powers and authority of the Executive Board in the intervals between meetings of the Executive Board to implement administration actions and to act in emergency situations. In all cases the Governance Committee is subject to the direction and control of the full board and shall keep the Executive Board informed of its actions in a timely manner. At each meeting of the Executive Board, the Governance Committee will give a report of substantive actions taken since the prior board meeting. The Governance Committee may not elect officers or fill vacancies on the board or on committees created under this section. The Governance Committee shall provide oversight of the finances of the Association. A majority of the members of the Governance Committee shall be required for a quorum of the Governance Committee.
 - (2) Awards Committee: The Chair of this committee is elected by the Association membership. Except for the World Water Congress Award and the Best Paper Award, this Committee shall establish nomination procedures and shall recommend to the President nominees for the Awards of the Association in accordance with the criteria for awards that are provided in these bylaws and in any policies adopted by the Executive Board and/or the Awards Committee. The President shall then transmit nominations with his comments to the Executive Board for the final decision.
 - (3) Membership Committee: The Chair of this committee is elected by the Association membership. This Committee shall develop guidelines on qualifications for membership of various categories, including the Fellow and Honorary membership categories, shall develop means to enhance membership, and shall stimulate and coordinate active participation by



- members of the Association. This may involve contacting existing and former members.
- (4) Scientific, Technical and Publications Committee: The Chair of this committee is elected by the Association membership. This Committee shall advise and make proposals to the Executive Director and the Executive Board regarding scientific and technical activities and publications. The committee may also undertake and implement initiatives such as seminars and webinars related to projects and publications. There shall be the following publications: (a) an Association professional journal entitled *Water International*; (b) proceedings and reports of symposia and Congresses; and (c) other publications of interest to the Association. The Editor-in-Chief of *Water International* will be a member of this committee.
 - (5) Congress and Events Committee: The Chair of this Committee is appointed by the President in consultation with the Executive Board. This Committee shall identify and evaluate appropriate hosts and venues for IWRA Congresses, conferences, workshops, meetings, and other events with the potential to generate income. It also shall develop policies related to the management and organization of Congresses and other Association events.
 - (6) Budget and Finance Committee: Chaired by the Treasurer, this Committee shall provide fiscal and budgetary oversight for the Association by monitoring and reviewing the annual budget, reviewing draft annual financials and audits, proposing fiscal and budgetary policies and practices, and overseeing fundraising and the receipt of gifts and grants.
 - (7) Nominating Committee: This Committee shall be constituted and have such responsibilities as set out in Article IV.D. of these Bylaws.
- C. Each Standing Committee shall have at least three members, which shall consist of the Chairperson and at least two or more appointed members of the Association. The President, in consultation with the Chairperson of the relevant Standing Committee, shall appoint the respective Committee members.
- D. Prior to the first meeting of the Executive Board each year, each Committee Chairperson shall prepare an annual report of the Committee's activities for the prior year and a proposal for activities for the coming year. These reports must be submitted simultaneously to both the President and the Executive Director at least 10 days before the meeting of the Executive Board for consideration by the Board.
- E. The President or the Executive Board may establish *ad hoc* committees with clearly stipulated terms of reference and a fixed life period of no more than three years. These committees may contain Association members in good standing and eligible to vote on Association matters who are not members of the Executive Board, but shall be chaired by a member of the Executive Board. At the end of three years, if considered necessary, the life of an *ad hoc* committee can be extended for a maximum period of an additional three years. *Ad hoc* committees shall submit annual reports to the President and the Executive Director.



ARTICLE XII. FISCAL YEAR

The fiscal year of the Association shall be from 1 January to 31 December of each year.

ARTICLE XIII. AMENDMENTS

- A. The Bylaws may be amended either by a two-thirds vote of the members of the Executive Board at an official meeting of the Executive Board, or by a simple majority of Association members in good standing who are eligible to vote on Association matters and who vote on the amendment. Any Association member in good standing may propose an amendment to the Bylaws in accordance with the following procedures.
- B. Amendments to the Bylaws proposed by a member of the Executive Board shall be distributed to the entire Executive Board via regular Association communications no less than 10 days prior to an official Executive Board meeting, together with a notice of the time and place of the meeting at which such vote will be taken. Those Executive Board members who are not able to attend the meeting may vote by any means provided for in these Bylaws.
- C. Amendments to the Bylaws proposed by an Association member, including an Executive Board member who desires to pursue this option, shall follow the same procedures as those applied to amendments to the Articles of Incorporation, with the exception that a simple majority vote of Association members in good standing who are eligible to vote on Association matters and who vote on the amendment is adequate to amend the Bylaws.
- D. Amendments to the Articles of Incorporation must be approved by two-thirds of the votes cast by members in good standing at a General Assembly who are eligible to vote on Association matters or a majority of the voting power of members in good standing who are eligible to vote on Association matters, whichever is less.