

**Code of Regulations**

**for**

**Water Management Association of Ohio**

**as amended November 19, 2014**

**ARTICLE I.  
NAMES AND ADDRESS**

**Section 1.1** The name of Association shall be the Water Management Association of Ohio (“WMAO”).

**Section 1.2** Headquarters of WMAO shall be in the greater Columbus, Ohio area.

**ARTICLE II.  
PURPOSES AND GOALS**

**Section 2.1** The purpose of WMAO is to promote the comprehensive understanding, conservation, and multifaceted use of Ohio’s water resources. This purpose is achieved in numerous ways including:

(a) Supporting the development, conservation, protection and utilization of water resources of Ohio for all beneficial purposes.

(b) Assisting in the proper coordination of plans proposed by agencies of the federal, state and local governments, associations, and private enterprises to protect and utilize the water resources of the state.

(c) Creating a widespread interest in water resources development and conservation by the citizens of Ohio and keeping all members of WMAO fully advised on all matters pertaining to or affecting water resources development and conservation in this state.

(d) Supporting any and all educational efforts that promote the wise management of Ohio’s water resources.

(e) Encourage needed legislation, both state and national, to carry out WMAO’s objectives.

**Section 2.2** The goal of WMAO is that it will be the most effective and respected independent water resources organization in Ohio.

**Section 2.3** WMAO and its divisions may be affiliated with national water resource related organizations such as the American Water Resources Association (AWRA), Association of State Dam Safety Officials (ASDSO), and Association of State Floodplain Managers (ASFPM).

**Section 2.4** No Personal Benefit. No part of the net earnings of the Association may inure to the benefit of any individual. The Association may however, upon and subject to approval by the WMAO Board of Directors in each instance, pay reasonable compensation for services and make distributions and payments in furtherance of its purposes. In the event of the dissolution or final liquidation of the Association, none of the property of the Association, nor any proceeds thereof, may be distributed to or divided among any of the Directors of the Association, nor may it inure to the benefit of any individual.

### **ARTICLE III. MEMBERSHIP**

**Section 3.1** Membership in WMAO shall be open to all individuals and entities interested in furthering the purposes of WMAO.

**Section 3.2** There shall be seven (7) classes of membership in WMAO. The membership fees associated with each class of membership shall be established by the WMAO Board of Directors. Each member shall be entitled to one vote.

(a) Individual – Individual membership shall be available to anyone interested in Ohio’s water resources.

(b) Organizational – Organizational membership shall be available to any incorporated or unincorporated entity interested in Ohio’s water resources and shall be provided with three (3) memberships.

(c) Unlimited – Unlimited membership shall be available to any incorporated or unincorporated entity interested in Ohio’s water resources and shall be provided unlimited individual memberships\*, advertisement space in WMAO’s newsletter, and recognition on the WMAO website. \*Individual contact inclusion in the WMAO membership database for purposes of receiving membership discounts, newsletters, emails, and other benefits is based on registration for any WMAO sponsored event, e.g. conference, workshop, luncheon, golf outing, etc.

(d) Citizen – Citizen membership shall be available to any Ohio citizen that is not employed in a water-resource field but is interested in Ohio’s water resources. Citizen member benefits shall be limited to the WMAO newsletter, select Division newsletters, and notification of WMAO and Division activities by mail or e-mail.

(e) Student - Student memberships are available to any student currently enrolled in an accredited high school, technical school, college or university.

(f) Life – Life membership shall be granted only to those individuals, organizations or Associations that had Life membership status in the Ohio Lake Management Society prior to November 2007. Life members are entitled to full benefits of membership.

(g) Emeritus - Emeritus membership shall be available to any individual who is at least 65 years of age and who has been a member of WMAO for not less than five (5) consecutive years.

**Section 3.3** Membership dues, in accordance with member categories as detailed in Section 3.2, shall be due by January 1 of the new fiscal year. Memberships not renewed by payment of dues on or before this date or as determined by the WMAO Board of Directors shall be removed from the active roll of WMAO.

**Section 3.4** University or college student organizations, sanctioned by their academic institution, may join WMAO as an Affiliated Student Organization (ASO). A one-time initiation fee will be required at an amount to be set by the WMAO Board of Directors. Student members within the ASO shall join at the student member rate, with an annual renewal as individuals. An ASO shall have at least one active member in WMAO to remain affiliated with WMAO. If membership is terminated, the ASO shall again pay the initiation fee to be reinstated. Each ASO shall designate one non-voting liaison to the WMAO Board of Directors.

#### **ARTICLE IV. MEETINGS OF MEMBERS**

**Section 4.1** The Annual Meeting of WMAO shall be held at such place and time within the State of Ohio as may be designated by the WMAO Board of Directors.

**Section 4.2** Special meetings of the members may be called at any time by the President, the Vice President, or a majority of the WMAO Board of Directors and shall be held at a place within Ohio as may be designated by the WMAO Board of Directors.

**Section 4.3** A written, printed or electronic notice of each annual or special meeting of the members stating the day and place of the meeting and specifying with respect to special meetings the purpose or purposes of said meeting, shall be distributed to each member of record not less than thirty (30) days before any such meeting.

**Section 4.4** Business that requires a vote of the membership shall be conducted at the Annual Meeting or a special meeting of the members. A positive vote by a majority of the members present at such meeting is required to pass a motion placed before the membership.

**Section 4.5** *Robert's Rules of Order, Newly Revised* shall govern the meetings on all matters relating to order and procedure, including nominations and elections. Only current members of WMAO shall be permitted to vote at any meeting of the members and no proxy voting shall be allowed.

#### **ARTICLE V. DIVISIONS**

**Section 5.1** A specific interest group in water resources may be recognized as a Division of WMAO if the following criteria are met:

(a) The interest group shall adopt a Division Operating Charter, which provides an organizational structure, a process for electing a Division Managing Board, and may establish a set of standard operating procedures.

(b) The interest group's participation in WMAO as a recognized Division is approved by action of the WMAO Board of Directors. Once approved by the WMAO Board of Directors, the interest group is formally recognized as a Division of WMAO.

(c) The Division's Managers and officers must be members of WMAO.

(d) The Division's mission, vision, and goals must be similar to, compatible with, and not contradict those of WMAO.

(e) Where appropriate, in connection with holding conferences or other business activities approved by WMAO, a Division shall execute a Memorandum of Understanding (MOU) with WMAO which may be amended from time to time hereafter. The MOU will clearly address, but not be limited to,

(i) WMAO's responsibilities to the Division (including administrative and financial responsibilities),

(ii) the Division's responsibilities to WMAO (including reporting of the purpose of the activity, expenditures and income, and expected outcomes),

(iii) the extent of insurance liability coverage provided by WMAO.

## **ARTICLE VI. BOARD OF DIRECTORS**

**Section 6.1** Management of the affairs of WMAO, the determination of its policies and activities, the control and disposition of its property, subject to applicable federal and state laws and this Code of Regulations, shall be vested in a WMAO Board of Directors, consisting of a minimum of eight (8) members. A minimum of three (3) Directors shall be elected by the membership at large. Each member of the WMAO Board of Directors shall be entitled to one vote. The President shall abstain from voting on actions of the WMAO Board of Directors except to break a tie vote.

**Section 6.2** One half of the total number of the current members of the WMAO Board of Directors, whether present or not, plus one (1) shall constitute a quorum for voting purposes and conducting the business of WMAO. A majority vote of the WMAO Board of Directors where a quorum is present shall be required to constitute an action of the Board.

**Section 6.3** Regular and special meetings of the WMAO Board of Directors may be called by the President, the Vice President, or a majority of the WMAO Board of Directors, and shall be held at a place within Ohio as may be designated by the WMAO Board of Directors. The President or Vice President shall prepare a meeting agenda, and minutes of all WMAO Board of Directors' meetings shall be prepared and distributed to the Board members for approval. The WMAO Board of Directors shall establish a schedule for regular meetings to execute WMAO business but, at a minimum, regular meetings shall be held four (4) times per year, including the Annual Meeting. Special meeting(s) of the Board may be called by the President or at least

three (3) members of the Board. Notice of any Special Meeting must be given in writing or by electronic means, including email, no less than seven (7) days in advance.

**Section 6.4** The Board of Directors shall include the President, Vice President, Secretary, Treasurer, Immediate Past President, Division Directors, Interest-Area Directors, and At-Large Directors.

(a) The President, Vice President, Secretary, and Treasurer shall be elected by vote of the majority of members of WMAO present at the Annual Meeting.

(b) The Vice President shall serve as the President-elect and shall stand for election at the end of the term of the current President.

(c) Division Directors shall be elected as set forth in Article V. Each recognized Division of WMAO shall elect one person from its membership to serve as a Director, in accordance with the Division Operating Charter.

(d) Interest-Area and At-Large Directors shall be elected by a majority vote of the members of WMAO present at the Annual Meeting and shall, to the extent possible, represent a variety of interests involving water resources.

(e) Vacancies occurring for any cause in the Board of Directors of WMAO among those Board members elected by the general membership (including President, Vice President, Secretary, Treasurer, Interest-Area Directors, and At-Large Directors) shall be filled by election at the next succeeding meeting of the Board.

(f) Vacancies in a board seat occupied by a Division Director shall be filled by the Managing Board of the Division at its next regular or special meeting.

(g) All members of the Board of Directors must be members of WMAO.

(h) A Director representing a Division of WMAO shall not concurrently serve as an officer of WMAO, in accordance with Article VIII.

**Section 6.5** The President, Vice-President, Secretary, Treasurer of WMAO, and Directors elected by the general membership from the Divisions or the Interest Groups, shall each serve two (2) year terms. The Immediate Past President shall serve a two (2) year term.

## **ARTICLE VII. EMPLOYEES OF WMAO**

**Section 7.1** An Administrative Director may be employed by WMAO. The terms and conditions of the employment agreement shall be specified in the terms and conditions of an employment contract. The Administrative Director shall be the principal representative of WMAO and shall have charge of the office and records of WMAO and shall be responsible for the day-to-day operations.

**Section 7.2** The Administrative Director works closely with the WMAO Secretary and the WMAO Executive Board to ensure continued operation of the Association and shall serve at the discretion of the WMAO Board of Directors.

**Section 7.3** Other individuals may be employed part-time or full-time by WMAO as the need arises. The specific duties and obligations of the employee shall be established at the time of employment and may be altered thereafter. These individuals shall serve at the discretion of the WMAO Board of Directors.

## **ARTICLE VIII. OFFICERS**

**Section 8.1** The President shall preside at the Annual Meeting of WMAO and at all meetings of the Board of Directors. The President shall call meetings of the WMAO Board of Directors at such times and places as may be deemed necessary. The President shall set the agenda for all meetings of the Board of Directors and the Annual Meeting. The President shall be the Chief Executive Officer of the Association.

**Section 8.2** The Vice-President shall serve as advisor and consultant to the President. The Vice-President, in the absence of the President, shall have all the authority and responsibility of the President.

**Section 8.3** The Treasurer shall be responsible for carrying out the duties set forth in Article X—Financial Structure.

**Section 8.4** The Secretary and the Administrative Officer shall cooperate on behalf of WMAO to maintain all corporate books, records and documents and shall prepare minutes of all meetings of the WMAO Board of Directors and shall maintain a current membership roster. The Secretary shall act as liaison with the WMAO Board of Directors, Divisions, and Administrative Officer for conference, seminar, and meeting events.

## **ARTICLE IX. DIVISION DIRECTORS AND AT-LARGE DIRECTORS**

**Section 9.1** A Director elected by a Division represents the membership of that Division with regard to the affairs of WMAO. The Division Director is responsible for performing the duties established by the Division's Operating Charter. That Director is responsible for bringing to the attention of the WMAO Board of Directors the problems, developments and programs affecting the water resource interest of the Division, and for advising the WMAO Board of Directors on the status of Division issues in Ohio through their interaction with state and local agencies and industry representatives. That Director is responsible for providing the WMAO Board of Directors with the Division's budget, financial needs requests and activity calendar.

**Section 9.2** Interest-Area and At-Large Directors elected by the full Association membership represent the general membership of WMAO. These Directors are responsible for advising the WMAO Board of Directors on the status of a particular water-resource concern or topic in Ohio through their interaction with state and local agencies and industry representatives. The position requires regular attendance and participation at all meetings of the WMAO Board of Directors. Interest-Area and At-Large Directors also are encouraged to participate in all Association activities. These Directors serve as a conduit for information to WMAO membership through the preparation of articles for Association publications.

**Section 9.3** All WMAO Officer and Director positions require regular attendance and participation at all meetings of the WMAO Board of Directors. Officers and Directors are encouraged to participate in all WMAO activities. Officers and Directors serve as conduits for information to WMAO membership through the preparation of articles for WMAO publications. Directors will assist other Directors in WMAO-related activities and will serve on standing, ad-hoc and other committees as necessary.

## **ARTICLE X. FINANCIAL STRUCTURE**

**Section 10.1** Funds to carry on the activities of WMAO shall be derived from membership dues, contributions, and proceeds from other activities as well as grants and sponsorships.

**Section 10.2** All receipts and disbursements shall be entered in a permanent record. All receipts shall be deposited by in a conveniently located bank as authorized by the WMAO Board of Directors. All disbursements shall require two (2) authorized signatures. Funds not needed for immediate use may be invested as recommended by the Treasurer and authorized by the WMAO Board of Directors.

**Section 10.3** The fiscal year of WMAO shall be January 1 to December 31, inclusive, of each year.

**Section 10.4** The Treasurer shall oversee and authorize all financial transactions of WMAO, provide regular financial reports to the WMAO Board of Directors, be responsible for preparation of all required tax returns, income reporting for employees and/or private contractors, and any other legal and tax requirements related to the financial affairs of WMAO.

**Section 10.5** An annual financial statement and forecast of projected expenditures, including an annual budget, shall be developed by the treasurer and presented to the Board of Directors of WMAO for review and approval.



**ARTICLE XI.  
COMMITTEES**

**Section 11.1** WMAO shall have the following Standing Committees:

(a) Awards, Scholarship, and Conference Committees – shall consist of not less than three (3) members, at least one of who shall be a member of the WMAO Board of Directors.

(b) Budget & Audit Committee – shall consist of not less than three (3) individuals, one of whom must be a member of the WMAO Board of Directors.

**Section 11.2** Ad Hoc Committees.

(a) WMAO shall have as many ad hoc committees as the President and/or the WMAO Board of Directors may deem necessary to conduct the affairs of WMAO or to respond to special problems, or, as appropriate, to assist in the administration and routine operations of WMAO.

**Section 11.3** Committee Membership.

(a) The President shall appoint all members of all Committees and designate the Chair of each committee. Such Committees as are appointed by the President shall report directly to the President who shall, in turn, report to the WMAO Board of Directors.

(b) The President and Vice-President shall serve as advisors to all committees except the Budget and Audit Committee.

(c) The Treasurer shall be an ex-officio non-voting member of the Budget and Audit Committee and shall respond to requests and inquires of the Budget and Audit committee.

**ARTICLE XII.  
NON-DISCRIMINATION**

**Section 12.1** WMAO shall not practice or permit any form of discrimination by reason of race, color, age, sex, religion, national origin, ancestry, legally recognized handicap or disability or familial status.

**ARTICLE XIII.  
AMENDMENTS**

**Section 13.1** The Code of Regulations shall be reviewed by the WMAO Board of Directors every five years.

**Section 13.2** This Code of Regulations may be amended upon the written recommendation of any member by the affirmative vote of a majority of the members of the WMAO Board of Directors at any regular or special meeting of the Board called for the purpose of amending this Code, provided that the complete statement of the proposed amendment is provided to all members of the WMAO Board of Directors at least thirty (30) days prior to such meeting. Any amendment so made by the Board of Directors shall not take effect until the complete statement of the amended section or article of the Code has been made available to each active member of WMAO which may be by inclusion in WMAO's newsletter and (or) Web site, and an additional forty five (45) days have elapsed within which no more than five percent of the membership have filed objections with the President or the Board of Directors. If more than five percent of the membership so object within those forty-five (45) days, the amendment will not take effect until approved by the membership in accordance with Section 13.3.

**Section 13.3** The Code of Regulations may also be amended upon the written recommendation of any member and approved by a majority vote of the members present at any Annual Meeting or special meeting called for the purpose of amending the Code. The complete statement of the proposed amendment shall be published and made available to all members at least thirty (30) days prior to such meeting.

#### **ARTICLE XIV. DISSOLUTION**

**Section 14.1** Upon termination or dissolution of the Water Management Association of Ohio, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations as described in Section 501(c)(3) of the Internal Revenue Code. Recipient organization(s) must have a charitable purpose, at least generally, that also includes a purpose similar to WMAO. The organization(s) to receive the assets of WMAO shall be selected at the discretion of a majority vote, in accordance with Section 6.2, of the WMAO Board of Directors,

Adopted this 19<sup>th</sup> day of November, 2014.



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Secretary  
Water Management Association of Ohio