

## WATER MANAGEMENT ASSOCIATION OF OHIO

[NAME OF OPERATING DIVISION]

### DIVISION OPERATING CHARTER

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#### ARTICLE I. DIVISION ORGANIZATION AND PURPOSES

**Section 1.1.** The name of the organization shall be

a Division of the Water Management Association of Ohio (“WMAO”).

**Section 1.2.** The purpose of the Division shall be:

The Division shall operate as a non-profit, non-political and non-sectarian organization. The Division shall function exclusively for non-profit, educational and scientific purposes.

**Section 1.3.** The Division is a subsidiary organization of WMAO, an Ohio non-profit corporation and operates under its authority. The Division shall carry out the aims and purposes of WMAO and all policies, objectives and activities pursued by the Division and its members shall be in conformity with the Code of Regulations and policies of WMAO. The Division’s use of the WMAO name, logo and the Division’s affiliation with other organizations and businesses shall conform to WMAO policies. WMAO is an affiliate of the Water Resources Foundation of Ohio, an Ohio not-for-profit tax exempt organization.

**Section 1.4.** The Division and all members acting on its behalf shall not finance, promote or oppose the candidacy of any person seeking election to public office and shall not participate or intervene in any campaign on behalf of any candidate for public office.

**Section 1.5.** The Division shall not conduct or carry on any activities, including the expenditure of funds, not permitted to be conducted or carried on by a not-for-profit organization formed under the provisions of Ohio Revised Code Section 1702.01, *et seq.*

**Section 1.6.** The Board of Directors of WMAO shall have the authority to create and to disassociate with any Division. Upon disassociation, any funds in the control or custody of WMAO allocated to a Division shall be accounted for and shall be returned to the Division upon the creation of a formally organized nonprofit successor organization.

**ARTICLE II.  
MEMBERSHIP**

**Section 2.1.** Payment of annual dues to WMAO is the only requirement for membership in WMAO or a Division. The Division shall not assess any additional dues or fees and shall not establish different classes of membership other than those defined in the WMAO Code of Regulations.

**Section 2.2.** Payment of annual dues to WMAO shall automatically make one a member of the Division, if the member shares the Division's particular interest in water resources without express written consent from the WMAO Board of Directors.

**Section 2.3.** No Division or Division officer, Manager or member may transfer, sell, barter, or lease to any person or entity the membership list or the names, addresses, contact information or other personal or membership information of the members.

**ARTICLE III.  
MEMBERSHIP MEETINGS**

**Section 3.1.** The Annual Meeting of the Division shall be held on a date set by the Managing Board to elect officers, if chosen by the membership, and Managers and conduct other business of the Division. The President and Secretary shall present annual reports to the members.

**Section 3.2.** Notice of the Annual Meeting shall be sent to each member at least fifteen (15) days prior to the meeting. The meeting notice shall include the date, time, place and agenda of the Annual Meeting and the slate of candidates nominated for election. Nominations may be taken from the floor at a duly noticed annual meeting. Only those current Members of the Division shall vote for officers, Managers and on Division business.

**Section 3.3.** The Division shall hold regular meetings at a date, time and place chosen by the Managing Board.

**Section 3.4.** Special meetings may be called by the President or Managing Board or upon the written request of the lesser of ten percent (10%) of the members or twenty (20) members of the Division. Notice of all special meetings must be given to members at least seven (7) days prior to the meeting and shall include the date, time, place and agenda for the special meeting.

**Section 3.5.** *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 IV.  
MANAGING BOARD**

**Section 4.1.** The Managing Board is responsible for the general supervision of the Division's affairs and finances.

**Section 4.2.** The Managing Board shall consist of no fewer than three (3) members who may or may not be officers of the Division. Each Manager shall serve no less than a two-year term, with Managers' terms staggered to provide for continuity. The immediate past President shall be an ex-officio member of the Managing Board for the term of his or her successor. All Managers must be current members of WMAO.

**Section 4.3.** The Managing Board shall meet regularly, but no less than semi-annually. Upon notice, the meetings of the Managing Board may be conducted by telephone, provided all Managers participating in the call can hear and interact with each other. The Managing Board may also act by email vote, provided all members of the Managing Board are permitted the opportunity to participate and all votes are shown to all Managers and reported in the minutes of the Managing Board.

**Section 4.4.** A simple majority of the members of the Managing Board shall constitute a quorum and a simple majority vote of all members of the Managing Board is required to approve any official action of the Division.

**Section 4.5.** Special meetings may be called by the President or any two (2) members of the Managing Board. Unless notice is waived by all members of the Managing Board, notice of any special meeting, including date, time, place and agenda, must be given at least seven (7) days in advance. Notice may be in writing or by electronic communication, including fax or electronic mail.

**Section 4.6.** If a Manager is unable to serve for any reason or if a Manager is appointed to fill a vacant officer position, the vacant Manager position shall be filled for the remainder of the unexpired term by election at the next regularly scheduled meeting of the Division members or at a special meeting called for this purpose.

**Section 4.7.** If a Manager is unable to serve for any reason, the Managing Board shall have the authority to vacate the Manager's position. This action shall require unanimous consent of the members of the Managing Board present with a quorum. The vacated position shall then be filled pursuant to Section 4.6.

**ARTICLE V.  
OFFICERS AND DUTIES**

**Section 5.1.** The officers of the Division shall include, at a minimum, a President and Secretary. It is at the discretion of the Division to add additional officers through an amendment of this Operating Charter. The Division officers may be voting members of the Division's Managing Board. All officers must be members in good standing of WMAO.

**Section 5.2.** The President shall serve as general executive officer and shall appoint the chairs of all Division committees, if any are created. The President shall oversee all activities of the Division and preside at all membership and board meetings.

**Section 5.3.** The Secretary or a member, in the absence of the Secretary, of the Board as designated by the Board shall assume the duties of the President if the President is absent or unable to perform the President's duties.

**Section 5.4.** The Secretary shall keep the minutes of all meetings of the Managing Board and the full membership and keep an accurate and current record of all Division memberships. The Secretary shall send all required notices to members of the Division, as required by this Operating Charter or otherwise. Notice may be in writing or by electronic communication, including fax, electronic mail or by posting on the Division's web-site. The Secretary shall also maintain the correspondence of the Division.

## **ARTICLE VI. ELECTION, TERM, AND VACANCY OF OFFICERS**

**Section 6.1.** The Division officers shall be appointed by the Board of Managers, or, at the Division's option, elected by the Division members at the annual meeting and shall serve, at a minimum, a two-year term. No officer shall serve more than two (2) consecutive two-year terms in the same office, but an officer may again hold the same office after a one-year period out of office.

**Section 6.2.** In the event of a vacancy in any office, the Managing Board shall appoint an individual to serve until the next regularly scheduled election, if officers are elected by the members of the Division. If the Board of Managers appoints its officers, the Board shall fill the vacancy at its next regular or special meeting.

## **ARTICLE VII. REPRESENTATION ON WMAO BOARD OF DIRECTORS**

**Section 7.1.** The Managing Board at any annual or special meeting shall select a representative of the Division to serve on the WMAO Board of Directors. The President may be selected as the WMAO Board representative.

## **ARTICLE VIII. COMMITTEES**

**Section 8.1.** The Division may establish such standing and ad hoc committees as are necessary to fulfill the goals of the Division. The members shall be appointed by the chair of each committee and the chair shall be appointed by the President of the Division.

## **ARTICLE IX. FISCAL YEAR**

**Section 9.1.** The Division's fiscal year shall be the same as that of WMAO.

**ARTICLE X.  
AMENDMENT OF OPERATING CHARTER**

**Section 10.1.** This Division Operating Charter may be amended at any Annual Meeting or Special Meeting, if amendment of the Operating Charter has been specifically noticed, and the lesser of fifteen (15) Division members or ten percent (10%) of the Division's members are present. Amendment of the Operating Charter shall require a two-thirds vote of those present and voting. Only current members of WMAO shall be permitted to vote. Any amendment to this Operating Charter shall be consistent with the Code of Regulations of WMAO and must be approved by the WMAO Board of Directors. All proposed amendments to the Division's Operating Charter shall require at least thirty (30) days notice to the members, with the notice specifying the proposed amendment.

**Section 10.2.** If any amendment of the Operating Charter is required in order to make it consistent with the Code of Regulations of WMAO, a vote of a majority of those present and permitted to vote shall be sufficient to pass the amendment.

Adopted this 17<sup>th</sup> day of November, 2011

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Stuart Ravery, Secretary