ASCE-EWRI Bylaws

Article I. Name

The name of this Institute shall be The Environmental & Water Resources Institute (hereinafter referred to as the EWRI) of the American Society of Civil Engineers (hereinafter referred to as the Society).

Article II. Objective

The objective of the EWRI shall be to provide for the technical, educational and professional needs of its members, and to serve the public in the use, conservation, and protection of natural resources and in the enhancement of human well-being by:

- advancing the knowledge and improving the practice of engineering and the related sciences;
- lending expertise to the development of public policy, and;
- partnering with governmental, industrial, educational, and other organizations.

The EWRI shall strive to be the leader for integrating technical expertise and public policy into the planning, design, construction, operation, management, and regulation of environmentally sound and sustainable infrastructure involving air, land, and water resources.

The EWRI shall strive for a diverse, active and empowered membership, excellence in products and services, collaborative associations and innovative programs.

Article III. Organization

Inasmuch as the EWRI is an organizational entity within the Society, the EWRI shall be consistent with and subject to:

- the Society Certificate of Incorporation, Constitution, Bylaws, Rules of Policy and Procedure and Code of Ethics;
- applicable federal, state, and local antitrust, trade regulation, and other laws, regulations and legal requirements;
- all requirements to maintain the status of the Society as a not-for-profit organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1954, as amended, (hereinafter referred to as the Code) qualifying at all times as an organization to which tax deductible contributions may be made pursuant to applicable sections of the Code;
- all requirements imposed by the relevant jurisdiction for the maintenance by the Society of any license, permit, or authority it may hold to conduct activities and do business as a foreign not-for-profit corporation within that jurisdiction; and
- such other policies and procedures as are authorized under these documents.

Article IV. Membership
1. Membership Categories

The EWRI shall have the following membership categories: Individual Memberships, including the categories of Student Member, Member and Fellow; and Organizational Memberships including the categories of Association, Government, Education and Corporate.

1.1 Student Member

The Student Member category shall be open to full-time students with an expressed interest in the environmental or water resources field of practice.

1.2 Member

The Member category shall be open to individual persons involved in policies, programs and projects related to the environment and water resources and who submit a properly completed application to the EWRI.

1.3 Fellow

There shall be no direct admission in this grade. Admission shall be only advancement from the grade of Member. To be eligible for advancement to the grade of Fellow, a Member must meet the criteria listed in the EWRI Operational Handbook.

1.4 Organizational Membership

The Organizational Member category shall be open to associations, government agencies, educational institutions, or corporations whose activities impact the environmental and water resources fields of practice. Candidates for Organizational Memberships include the following entities:

- Association Member: A professional, technical, or educational society or similar entity.
- Government Member: A federal, state, local or international government agency.
- Education Member: Post secondary institutions of research, resident instruction and continuing education.
- Corporate Member: For-profit organizations, including public utilities, whether incorporated or not.

2. Member Participation

Individual Members in good standing may be appointed to and participate in the EWRI council and committees structure; may be appointed to serve as representatives or special delegates of the EWRI; may vote on all the EWRI procedural issues or elections put forth for the general membership; and may serve on the EWRI Governing Board (hereinafter referred to as the GB). An Individual Member whose dues and other charges are not in arrears shall be considered in good standing.
Student Members in good standing may participate in the EWRI activities with the rights and privileges of an Individual Member, but may not hold office on committees and councils, or serve on the EWRI GB, and are not eligible for reimbursement of travel or other expenses. A Student Member who maintains full-time student status shall be considered in good standing.

Organizational Members in good standing may designate one (1) or more representatives of the organization to participate in the EWRI activities with the rights and privileges of an Individual Member. The maximum number of organizational representatives from any single organization shall be determined by the EWRI GB and set forth, along with other terms and conditions, in a Membership Agreement. An Organizational Member in compliance with the terms of a Membership Agreement executed between the EWRI and the Organizational Member shall be considered in good standing.

3. Expulsion

The EWRI GB may, by a two-thirds (2/3) majority of those present and voting at an EWRI GB meeting, expel any member for conduct in violation of the Society Certificate of Incorporation, Constitution, Bylaws, Rules of Policy and Procedure or Code of Ethics; or the EWRI Bylaws; or for conduct which that in the opinion of the EWRI GB is not in the best interest of the Society or the EWRI, including non-payment of dues and other charges. A decision to expel shall be preceded by a fair hearing at a meeting of the EWRI GB, such meeting to be held in Executive Session if so requested by the member.

Disciplinary proceedings and separation from membership in the EWRI shall follow the procedures outlined in the Society Bylaws. Decisions of the EWRI GB shall not be open to appeal except in cases involving recommendation by the EWRI GB to expel a Society member from the EWRI, in which case an appeal may be made to the Society Board of Direction, whose decision shall be final.

Instances involving Society members accused of violating the Society Code of Ethics shall be referred by the EWRI President to the Society Committee on Professional Conduct.

4. Non-Member Privileges

Non-members of the EWRI may serve on and have voting rights and other privileges on Standards Committees consistent with the Society Rules for Standards Committees.

Article V. Dues

The EWRI GB shall establish member dues. Dues shall be payable annually in advance of the first day of January. A person or organization joining the EWRI after the last day of June in any calendar year shall pay only one-half of the annual dues for that calendar year.

Article VI. Governing Board
1. Duties

The EWRI Governing Board (GB) shall provide oversight and direction to the affairs, activities and concerns of the EWRI. The EWRI GB shall establish and modify policies and procedures; create and dissolve organizational elements, councils and committees; appoint and discharge representatives and special delegates; and take other actions consistent with these Bylaws for the purpose of accomplishing the objectives of the EWRI.

2. Composition

The EWRI GB shall have eight (8) voting members, to be either appointed or elected as follows:

- Four (4) at-large EWRI GB members elected by the EWRI membership by procedures set forth elsewhere in these Bylaws.
- One (1) EWRI GB member, appointed by the Society Board of Direction;
- One (1) EWRI GB member recommended by vote of the EWRI Technical Coordination Executive Committee and approved by a simple majority vote of the EWRI GB, who shall also serve as chair of the Technical Coordination Executive Committee;
- One (1) EWRI GB member recommended by the EWRI majority vote of the EWRI Institute Operations Executive Committee and approved by a simple majority vote of the EWRI GB, who shall also serve as chair of the Institute Operations Executive Committee; and
- One EWRI Treasurer recommended annually by the EWRI President-Elect and approved by a simple majority vote of the EWRI GB.

3. Qualifications

Any EWRI Member in good standing shall be eligible for election or appointment to the EWRI GB, except that, EWRI membership notwithstanding, employees of the Society shall not be eligible to serve as a voting member of the EWRI GB.

4. Terms of Office

The at-large EWRI GB members shall serve four (4) consecutive one (1) year terms, progressing from EWRI Vice President to EWRI President-elect to EWRI President and to EWRI Past-President.

The term of office of the EWRI Technical Coordination Committee and Institute Operations Executive Committee GB members shall be three (3) years. The EWRI Technical Coordination Committee and Institute Operations Executive Committee GB members may be reappointed not to exceed six (6) years in total.

The term of office of the Society appointee is as defined by the Society.

The term of office of the EWRI Treasurer shall be one (1) year. The EWRI Treasurer may be reappointed without limitation on the number of terms.
An Individual Member's terms of office on the EWRI GB may not exceed eight (8) years in total, except that service as the EWRI Treasurer will not count against the total.

The EWRI GB terms of office shall coincide with the fiscal year of the EWRI, except in cases where the EWRI GB member is appointed to complete an unexpired term.

5. Vacancies

Whenever a vacancy occurs in an elected position on the EWRI GB by death, resignation, or for any reason other than the normal completion of an EWRI GB member's term of office, the vacancy shall be filled without undue delay by an eligible member acceptable to a simple vote of the majority of the remaining EWRI GB members.

Whenever vacancy occurs in the appointed position on the EWRI GB, it shall be filled for the remainder of the term without undue delay by an appointment of the Society Board of Direction.

6. Compensation

Individual Members of the EWRI GB shall not receive any form of other compensation for their services as EWRI GB members, but they shall be entitled to reimbursement of reasonable expenses, if any, incurred by them as EWRI GB members, under policies and procedures established by the EWRI GB.

7. Removal

Any EWRI GB member may be removed for cause from office by a two-thirds (2/3) majority vote of the EWRI GB. Any EWRI GB member who ceases to be a EWRI member in good standing shall be deemed to have been removed from the EWRI GB and the vacancy shall be filled promptly in accord with applicable provisions of these Bylaws.

Article VII. Nominations and Elections

1. Nominations and Elections Committee

Nominations and elections shall be guided by a Nominations and Elections Committee consisting of three EWRI Past-Presidents. The current EWRI Past-President shall serve as chair. The next two most recent available EWRI Past-Presidents shall constitute the remaining members of the Nominations and Elections Committee. If a Nominations and Elections Committee consisting of three EWRI Past-Presidents cannot be formed, the EWRI President shall appoint as many additional members as necessary. All committee members shall be EWRI Individual members in good standing. No member of the Nominations and Elections Committee may be nominated.

2. EWRI Vice President

The Nominations and Elections Committee shall, when called upon to do so; select by majority
vote at least one nominee for the office of EWRI Vice President.

The Nominations and Elections Committee shall solicit and receive nominations from the general membership of the EWRI and from the EWRI organizational elements for the position of EWRI Vice President. Such nominations shall be received in the form of a nominating letter to the Nominations and Elections Committee. Members of the Nominations and Elections Committee may also propose nominees for consideration by the Nominations and Elections Committee.

Biographical, occupational and geographical information for the nominee or nominees and a signed letter indicating acceptance of the nomination by the nominee or nominees shall be submitted by the Nominations and Elections Committee to the EWRI GB not later than the first day of March of the year in which the election is to be held.

Nominee(s) selected by the Nominations and Elections Committee shall be known as the Official Nominee(s). The EWRI Director shall immediately notify all EWRI members of the Official Nominee(s) for the office of EWRI Vice President by notice in an EWRI newsletter or such other appropriate means.

Not later than the first day of June of the year in which the election is to be held nominations by petition for the office of EWRI Vice President may be filed with the EWRI Director for the subsequent election and term of office. Petitions for such nominations shall contain the signatures of at least 200 individual voting members of the EWRI. Petition Nominee(s) shall be so designated on the ballot. Petition Nominee(s) shall be fully informed by the EWRI Director of the qualifications, duties and requirements of the office for which they are nominated. Petition Nominee(s) shall consent to their nominations in writing and shall provide biographical, occupational and geographical information to the EWRI Director, as part of the petition.

The EWRI election process will be in accord with the Society Bylaws with the EWRI President and EWRI GB taking responsibility for the election process instead of the Society. By announcement in an EWRI newsletter and in official Society publications, the EWRI Director shall announce the election results to the EWRI membership prior to the start of the next EWRI fiscal year.

3. ASCE Technical Region Director

The Nominations and Elections Committee shall, when called upon to do so; select by majority vote of those present and voting at least one (1) candidate for the ASCE Technical Region Director from the eligible EWRI candidates in accord with the Society Rules of Policy and Procedure.

Article VIII. Officers and EWRI Executive Director

The EWRI officers shall be the EWRI President, EWRI President-elect, EWRI Vice President, EWRI Past-president, Treasurer, and Secretary.
President: The EWRI President, shall make available to the membership an Annual Report for
the preceding fiscal year within ninety (90) days of the conclusion of the subject fiscal year.

The EWRI President, acting on behalf of the EWRI GB, shall appoint representatives and special
delegates and chairpersons and members for those organizational elements deemed necessary for
the effective functioning of the EWRI, subject to concurrence of the EWRI GB.

The EWRI President or the appointed designee shall attend regular and special meetings of the
Society Board of Direction, and report at such meetings on the EWRI affairs, if requested to by
the Society Board of Direction.

President-Elect: In the temporary absence or disability of the EWRI President, the EWRI
President-elect shall discharge the duties of the EWRI President. In addition to other duties as
may be assigned from time to time by the EWRI President, the President-Elect shall prepare the
agenda for and preside at an annual EWRI Strategic Planning meeting.

Vice President: In addition to other duties as may be assigned from time to time by the EWRI
President, the EWRI Vice President shall prepare the agenda for and preside at an annual EWRI
Council Weekend.

Past-President: In addition to any duties and responsibilities specifically set forth elsewhere in
these Bylaws, the EWRI Past-President shall perform such other duties as may be assigned from
time to time by the EWRI President.

Treasurer: In addition to any duties and responsibilities specifically set forth elsewhere in these
Bylaws, the EWRI Treasurer shall prepare and provide a fiscal status report at all meetings of the
EWRI GB, including appropriate recommendations for any interim budget adjustments that may
be necessary to maintain the fiscal integrity of the EWRI.

Director: The EWRI Director shall be an employee of the Society, appointed to the position of
Director by the Society's Executive Director following consultation with the EWRI GB. The
EWRI director shall be responsible for managing the day-to-day affairs of the EWRI, directing
such staff as may be assigned to support the activities of the EWRI and shall perform other
related duties as set forth elsewhere in these Bylaws as may from time to time be assigned.

Secretary: The EWRI Director shall perform the duties of the EWRI Secretary. In the capacity of
EWRI Secretary, the EWRI Director shall be responsible for the official correspondence of the
EWRI GB and for the preparation of the minutes of all EWRI GB meetings, and attend all
meetings of the EWRI GB, unless excused there from by the EWRI GB; shall have custody of
the minutes; and shall approve and admit members of the EWRI consistent with the EWRI and
Society policies.

**Article IX. Meetings**

1. Regular Meetings
The EWRI GB shall meet at least annually to conduct any business that might properly come before it. The EWRI President shall fix the time and location of the Annual Meeting. Unless designated otherwise by the EWRI President, the first meeting of the fiscal year shall be considered the Annual Meeting. All EWRI GB members shall be given at least thirty (30) days notice of the Annual Meeting.

At all meetings of the EWRI GB, a simple majority of the EWRI GB shall be sufficient to constitute a quorum for the transaction of business, and the act of a simple majority of the EWRI GB members present at any meeting at which there is a quorum shall be the act of the EWRI GB except as may be otherwise specifically provided by these Bylaws or other applicable instrument or law. If at any meeting there is less than a quorum present, the presiding officer shall adjourn the meeting to another time and place. Proxy voting shall not be permitted.

Any action required to be taken at a meeting of the EWRI GB, or any action that may be taken at a meeting of the EWRI GB, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all EWRI GB members and be filed with the minutes of the EWRI GB meetings.

Members of the EWRI GB may participate in any meeting of the EWRI GB by telephone conference or similar communications equipment provided that all EWRI GB members and any other participants in the meeting can communicate with each other and such participation in a meeting shall constitute attendance at the meeting for purposes of establishing a quorum.

Any EWRI GB member who does not attend two consecutive meetings of the EWRI GB may by a two-thirds (2/3) majority of those present and voting be removed from the EWRI GB as of the conclusion of such second meeting.

The EWRI Director or designee shall be present at all meetings of the EWRI GB, except for Executive Sessions of the EWRI GB, for which the EWRI Director may or may not be present, as the EWRI GB may direct.

2. Special Meetings

A Special Meeting of the EWRI GB may be called at any time by the EWRI President. A Special Meeting shall be called by either the EWRI President or EWRI Director, acting as Secretary, upon the written request of three (3) EWRI GB members or upon written request of not less than three hundred (300) members. Any such request shall state the purpose of the meeting.

At Special Meetings, there shall be considered only such business as is specified in the meeting notice. The EWRI Director shall give at least fifteen (15) days advance notice of any such Special Meeting to members of the EWRI GB.

Article X. Finance

1. Fiscal Year
The fiscal year of the EWRI shall be from the first day of October through the last day of September.

2. Assets

All assets held by or for the EWRI are vested in the Society and shall be handled according to its fiscal policies.

3. Revenues

The EWRI may generate revenue by member's dues and donations, by charging fees for member and non-member participation in or attendance at the EWRI functions, from the sale of the EWRI products and services, and by other such means, provided such means are consistent with Society policy, the maintenance of the Society's tax-exempt status, and contractual obligations. Proposed fundraising efforts shall be pursued in accordance with Society policy. Any proposed grants and contracts shall be approved by the Society's Executive Director in accordance with Society policy.

4. Fiscal Responsibility

The EWRI GB shall oversee the funds and assets of the EWRI and shall advise the EWRI Director in their management. Notwithstanding, no EWRI GB member, EWRI officer, EWRI member, or representative or special delegate thereof shall have any authority to contract debts for, pledge the credit of, or in any way financially bind the Society.

5. EWRI Budget

The EWRI Director, acting on behalf of the EWRI Treasurer, shall prepare an annual budget consistent with the EWRI Business Plan; properly accounting for all anticipated costs, revenues and reserves and taking into consideration fees and other charges for products and services provided by the Society.

The EWRI GB shall approve the annual budget in accordance with guidelines established by the Society.

6. Records

The EWRI Director shall keep the books and accounts of the EWRI and be prepared to present an accounting thereof to the EWRI GB, to the membership, officers or any duly authorized person or persons when as directed to do so by the EWRI Treasurer.

7. Reporting

Within ninety (90) days after the close of the fiscal year the EWRI Director shall provide a preliminary statement of the financial status of the EWRI, including, but not limited to, a balance sheet and fiscal statement of operations for the preceding year, which shall be submitted to the
Society Board of Direction, to the EWRI Treasurer for presentation to the EWRI GB, and others as directed by the EWRI Treasurer. The audit will normally be performed in conjunction with the Society annual audit.

8. Audit

The EWRI Director, acting on behalf of the EWRI Treasurer, shall procure annually an external financial review of the books and records of the EWRI and provide the audit results to the EWRI GB and others as directed by the EWRI Treasurer. The audit will normally be performed in conjunction with the Society annual audit.

Article XI. Administration

1. Parliamentary Authority

All membership meetings of the EWRI and of the EWRI GB shall be conducted according to Robert's Rules of Order, Newly Revised, in all cases to which these rules are applicable and not inconsistent with the Society Constitution, Bylaws, and Rules of Policy and Procedure or EWRI Bylaws.

The EWRI Director shall serve as Parliamentarian at EWRI GB meetings and shall see that all EWRI committee chairpersons are properly informed as to the application of Robert's Rules of Order.

2. Dissemination of Information Dissemination of Information

The EWRI Director and EWRI GB shall regularly disseminate information of importance to its members. Information dissemination shall be done electronically except when doing so would be inconsistent with applicable laws, regulations, legal requirements or policies of the Society or the best interests of the EWRI.

3. Tangible and Intangible Property

Chairpersons of organizational elements, councils and committees, representatives and special delegates shall return tangible property and records, and all records relating to any intangible property and work products to the EWRI when discharged, or when requested by the EWRI GB.

4. Relationship to the Society

The EWRI is a discipline-oriented, semi-autonomous organization that operates with its own Bylaws under the direction of its own Governing Board, but remains a part of the Society's corporate structure.

No action shall be taken by the EWRI that may be deemed to express an attitude or action of the Society, but resolutions or recommendations may be addressed to the Society Board of Direction for consideration or approval and promulgation.
The EWRI may issue its own statements of policy but shall identify them as such. Any amplification, interpretation, or application of Society policies other than by the Society Board of Direction must be clearly identified as the views of the EWRI and not of the Society.

All Property and Records of the EWRI shall belong to the Society.

5. Relationships with Other Organizations

The EWRI GB may form relationships with other groups and may serve as the United States of America member society to various international organizations in accord with the Society Rules of Policy and Procedure.

6. Indemnification

The EWRI Director, the EWRI officers, the EWRI members and the EWRI staff and agents, in their respective capacities as such, each shall have the same rights of indemnification from the Society as do Society directors, officers, members, employees, and agents.

Article XII. Dissolution

At any duly constituted meeting, the EWRI GB by a two-thirds (2/3) majority of those present and voting, recommend dissolution of the EWRI by the Society Board of Direction, provided that a written notice of this proposed action shall have been given at a previous meeting of the EWRI GB, and provided further that the proposed dissolution shall have been published, together with an announcement soliciting membership comments, in an EWRI, Society, or third party publication that normally reaches the entire membership of the EWRI, or shall have been sent to the membership by other means.

Article XIII. Amendments to Bylaws

The EWRI Bylaws may be amended at a duly constituted meeting of the EWRI GB by a two-thirds (2/3) majority of those present and voting, provided that a written notice of such proposed amendment shall have been given at a previous meeting of the EWRI GB.

These Bylaws may also be amended upon receipt of the written consent of the majority of the members of the EWRI in good standing.

No amendment to these Bylaws shall be effective until approved by the Society Board of Direction.