

SUMMARY OF WEF 2019 BYLAW REVISIONS

New Section	Orig. Section	Proposed Bylaws Changes	Explanation/Reasons of Proposed Changes	Bylaw Language Moved to Policies (Board/CLC)
General				
N/A	N/A	Revised the name from Constitution and Bylaws to Bylaws (herein referred to the Bylaws).	Per advice from WEF legal counsel, WEF's current Articles of Incorporation (AOI) 2013) serves as WEF's Constitution.	N/A
N/A	N/A	Revisions to the Bylaw language to align with the AOI.	Eliminated information in the Bylaws that is reflected in the AOI.	N/A
N/A	N/A	Deleted conflicting information either in the Bylaws or the AOI. Deleted redundant language, streamlined language and re-arranged some sections.	Streamlined document to provide a better flow. Eliminated items such as "shall promptly...". There were many areas where the details were repeated such as nomination of the officers and trustees and all of the duplicated items were consolidated. This also eliminated references - such as noted in Section 3.7.2 which is difficult to follow.	N/A
N/A	N/A	Deleted date and timeline references.	Moved all date and timeline references to Board of Trustees (Board), the House of Delegates (House).	N/A
N/A	N/A	Moved language that was prescriptive and would change more frequently to policies of the Board, House of Delegates (herein designated as the House), or the Committee Leadership Council Council (herein designated as the CLC).	This was based on the advice of legal counsel that very prescriptive language should be moved to policies. This will also streamline the Bylaws.	Moved prescriptive language to Policies - see Policy information below for specific Policy revisions.
N/A	N/A	Moved language that was applicable to the Board, House or CLC to that particular section rather than segmented throughout the document		N/A
Section 1				
1		No changes		

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Section 2 - Purpose				
2	N/A	Added WEF Purpose “WEF is organized for the advancement of fundamental and practical knowledge to equip its members for the preservation and enhancement of the global water environment by protecting public health and the environment.”	Bylaws typically have a Purpose Statement on what the purpose of the organization is.	This is an addition to the Bylaws.
2-2	2.1 to 2.3	Deleted definitions of the Mission, Vision, and Strategic Plan	WEF has separate Mission, Vision and Strategic Plans that are updated more frequently than the Bylaws. Confirmed by legal counsel.	See existing Mission, Vision and Strategic Plans.
Section 3 - Board				
3-1	3.2	Composition - added the term Officer to the composition and defined the roles of the Officers.	The term was deleted in the 2015 amendment and the Articles of Incorporation (AOI) specifically state Officers are elected by the House. Therefore it was important to align with the AOI and add it back into the Bylaws. This also simplified the language of the Bylaws by just referring to the Officers rather than all the positions.	Revised language in Board Composition policy to reflect the addition of the term Officer. House Policy Section 2.5.3 was revised to reflect that the House confirms nominations of Trustees received from WEF Nominating Committee.
N/A	3.5.4	Deleted "line of credit information" and moved to a Board policy	Information was too specific for the Bylaws	Revised the Board Financial Policy to reflect line of credit and other financial changes.
3.2	3.6.5 & 4.6.4	Deleted "The House shall confirm the Trustees by simple majority of the House at its final meeting of the House" and replaced with "The Secretary shall submit the Trustee and Officer nominations accepted by the Board to the House. The House shall consider and confirm the Trustees and shall elect the Officers by a majority vote."	The deleted text was in conflict with our AOI. With the 2015 Bylaw revisions - the term Officers was deleted and language was added for voting - but the language added did not align with the AOI. Also removed all other nomination information that was duplicated in numerous sections with exception of the duties of the House.	Revised language in Board Nomination Policy and House Policy Section 2.5.3 was revised to reflect that the House confirms nominations of Trustees received from WEF Nominating Committee.
3.5.2	3.7.2	Revised the term of the Treasurer from 2 years to 3 years if the Treasurer had already served as a Trustee. Added new term language that the Treasurer could serve an additional term if nominated.	Per the AOI – “All executive power and all fiduciary duties with respect to the governance of the Corporation shall vest solely in the Trustees.” For fiscal responsibility, it is critical to serve a full 3-year term and in the event that a qualified treasurer was not selected through the nomination slate, then WEF is financially vulnerable. Note that this language was revised in the 2015 modifications and this change aligns with the Bylaws prior to the 2015 modifications.	N/A

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3.6	3.7.5 and 6	Removal of trustees from the Board - consolidated Sections 3.7.5 and 6.0 to state "3.6.1. Removal. Any Trustee or Officers except the Executive Director is subject to removal from the Board, with or without cause, at a properly called regular or special meeting of the House with a more than three-quarters affirmative Delegate vote."	Consolidation of all references to the removal of Trustees or Officers and placed this under a separate section under <i>Section 3 - Board of Trustees</i> . Note: also removed the wording related to a quorum, as the three quarter majority House vote stated the intent of this section.	N/A
3.6.4	3.4.1	Revised language states, "Terms for vacancies dealt with through policy."	Previous version stated that Officers eligible for re-election of service less than 6 months.	See Board Nomination Policy to reflect Officer nominations.
3.7	8.2	Moved <i>Section 8.2- Board Meetings</i> to <i>Section 3 - Board of Trustees</i> .	Moved all items related to the Board under <i>Section 3 - Board of Trustees</i> to streamline and find the items more efficiently.	N/A
3.7.3	8.5.1	Moved language from Section 8.5.1 regarding Board quorum to <i>Section 3 - Board</i> .	Moved all items related to the Board under <i>Section 3 - Board of Trustees</i> to streamline and make the Bylaws "flow" better.	N/A
3.8	3.8	Board Committees. The current language stated that the President selects the committee members and the Board confirms the committee members. Removed that the Board had to approve committee members.	This was revised for several reasons: 1)The first Board meeting for the President is in November - about 2 months after the President takes over - which impacts the Board committees; 2)Need to have confidence in the President to select the Committee members; and 3) There are safeguards to protect the House by defining the requirements of committee membership such as the committee shall include 2 Delegates or, as in the Bylaws committee, shall include 2	Language in the Bylaws was revised to reflect that the President selects the committee members and deleted the requirement for Board approval
3.8.2.2	3.8.3.1	Added to the Finance Committee that the committee shall include 2 House of Delegates members.	As the House Budget Committee is responsible to provide review of the budget report, it was critical to have a better understanding of the finances rather than once a year review.	Added language to reflect the addition of two (2) House of Delegate members
3.8.5.2	3.9.2.4	The new language eliminates specific representation on the WEFTEC Advisory Committee.	This was to be more nimble and instead of referring to the MARC Committee and Program Committee specifically this was done 1) if the committee name changed 2) other stakeholders are involved in WEFTEC and didn't want to eliminate them.	Revised language in the Bylaws to reflect that the Committee is represented by the House of Delegates and the Committee Leadership Council (CLC) which includes all the specific committees. Revised language in the CLC manual to reflect that the CLC represents all the committee members.
Section 4 - House of Delegates				

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4	4.3.1	Moved that members of the House shall be in good standing with WEF to go under the General section 4.	Moved that members of the House shall be in good standing with WEF to go under the General Section 4.	See House Policy 1.4.1 which states there shall be a minimum of one Delegate from each Member Association.
4.2	4.4.1	Moved language on minimum number of Delegates to House Policy.	No need for detail in WEF Bylaws, move to House Policy.	See House Policy 1.4.1 which states there shall be a minimum of one Delegate from each Member Association.
	4.4.1	Moved language on additional Delegates for MAs to House Policy.	No need for detail in WEF Bylaws, move to House Policy.	See House Policy 1.4.2 which outlines the criteria used to determine additional Delegates for Member Associations.
	4.4.3	Moved language on Delegates-at-Large to House Policy.	No need for detail in WEF Bylaws, move to House Policy.	See House Policy 1.5.1 which states the number of Delegates-at-Large and how they are elected.
	4.4.3	Moved language on staggered terms for Delegates at Large to House Policy.	No need for detail in WEF Bylaws, move to House Policy.	See House Policy 1.5.2 which states that Delegates-at-Large will have staggered terms to ensure that 12 are included in the House.
	4.4.3	Moved language on Delegate-at-Large consecutive terms to House Policy.	No need for detail in WEF Bylaws, move to House Policy.	See House Policy 1.5.3 which allows a Delegate-at-Large to succeed themselves.
4.3	4.5.1	Terms of Office - kept that the term shall be for three years.	Moved the remaining language related to the terms of the office to House procedures.	See House Policy 1.6.1 which states that Delegate terms start at the subsequent annual meeting and continue until successors qualify.
	4.5.2	Speaker of the House - deleted language from WEF Bylaws, relied on current House Policy.	No need for detail in WEF Bylaws, move to House Policy.	See current House Policy 3.1 which outlines qualifications, nomination, and term of Speaker of the House.
4.5	8.3	House Meetings - moved to <i>Section 4 -House of Delegates</i> .		N/A
4.5	8.5.2	Moved definition of a quorum to Section 4.5. Revised the definition of a quorum (previously 10%) to the majority.	It was critical to revise the quorum to a majority for two reasons: 1) Proposed Bylaws changes now include that the House votes on the amendments of these Bylaws and felt that the House represents WEF members; and 2) Removal of Trustees requires a quorum, meaning that only 10 to 15 Delegates were needed to vote on this critical matter. A majority quorum is also consistent with Roberts Rules and the Board quorum.	House Policy 4.0 states that House meetings are held in accordance with WEF Bylaws.
	8.5.4	Moved House voting specifics like using conference telephones to current House Policy.	No need for detail in WEF Bylaws, move to House Policy.	See current House Policy 8.0 for House voting rules.

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	8.5.5	Moved more House voting specifics to current House Policy.	No need for detail in WEF Bylaws, move to House Policy.	See current House Policy 8.0 for House voting rules.
Section 5 - Committee Leadership Council (CLC)				
5.1	5.1	Added title purpose.		
5.2	5.2 & 5.3	Added title composition.		
N/A	5.4	Section on CoP Directors moved to CLC procedures.		Moved to CLC Procedures (Committee Manual) under "CLC Organization".
	5.6.1	Terms of office for CoP Directors and committee chairs moved to CLC procedures.		Moved to CLC Procedures (Committee Manual) under "CLC Organization".
	5.7.1	Other WEF Standing and Special Committees.	This is redundant as this is stated under <i>Section 3 - Board of Trustees</i> .	This was paraphrased and inserted into the CLC Procedures (Committee Manual) under "CLC Organization".
Section 6 - Removal from the Board				
		Moved to Section 3 - Board	This section was redundant and will be addressed under the Board section.	N/A
Section 7 WEF Membership - Now proposed Section 6				
		The majority of this section was moved to Board Policies.	Per WEF legal counsel, the membership categories should be addressed by Board Policy as it directly affects Member Associations.	See Board "Member Association", Membership Organizational Group and
6.1	New	Added Classification "WEF has individual, and organizational (including Member Associations) members, the qualifications, organization and privileges (including voting rights) in accordance with the procedures established by the Board."	Per legal counsel, who suggested that we add a general definition.	Added the definition to the Bylaws
6.2	New	Added Membership meetings "The Annual Business Meeting of the Membership is generally held in connection with the Annual Conference."	While this is a new section - the language is taken from different locations in the existing Constitution and Bylaws.	Revised Bylaw language
Section 8 WEF Meetings				

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Deleted	8.1-8.6	Deleted entire section.	Either moved the specifics regarding meetings - i.e. number of meetings and what defines a quorum to each of the applicable sections (Board, House, CLC) or moved to policies and procedures.	See current House Policy Section 4 (HOD Meetings and Working Sessions).
Section 9 Indemnification - Now proposed Section 7				
7	Section 9	WEF shall indemnify any person who is or has been a Trustee, Delegate, Officer, Committee Member, or Employee (hereinafter "Indemnified Person") of WEF against legal expenses and liabilities reasonably incurred or imposed on the indemnified person in connection with serving WEF. Details regarding limitations of indemnification, procedure, subrogation, surety, applicable law and insurance r in accordance with procedures established by the Board.	Per legal counsel, simplified and moved the majority of the information to policies and procedures.	See Board Policy XXX to be revised in 2020. Indemnification is also outlined in the Volunteer Handbook.
Section 10 Amendments - Now proposed Section 8				
New language		Initiation - These Bylaws may be amended when necessary by a majority of the House vote.	It was proposed to revise how the Bylaws were updated and approved (currently a 5% approval of membership is required) to a majority of the House. This practice is done by other organizations, and it was determined that the House represents our membership. This would eliminate voting rights of members. Currently, voting rights of members are limited to only the Bylaws.	See House Policy Section 8.4 which states that proposed amendments to the Bylaws are presented to the House by the WEF Bylaws Committee and may be approved by the House.