

**ARTICLE I. GENERAL**

**Section 1. Name**

The name of this organization shall be the *International Desalination Association*, hereinafter referred to as the *Association*.

**Section 2. Incorporation**

The Association shall be incorporated in New Jersey, USA.

**Section 3. Principal Offices**

The Association's principal office shall be fixed and located at such a place as the Board of Directors, herein called the "Board", shall determine. The Board is granted full power and authority to change said principal office from one location to another.

**Section 4. Other Offices**

Other offices may be established at any time by the Board at any place or places they may designate.

**Section 5. Language**

The official language of the Association will be English. Other languages maybe used at conferences, in publications, etc. at the discretion of the Board.

**ARTICLE II. GOALS, OBJECTIVES, STRATEGIES AND PRINCIPLES**

**Section 1. Goals**

The goals of the Association will be the development and promotion of the appropriate use of desalination and desalination technology world-wide in water supply, water reuse, water pollution control, water purification, water treatment, and other water sciences and technology.

**Section 2. Objectives and Strategies**

**A. Association Objectives** -- The Association shall endeavor to carry out it's goals by:

1. Encouraging research, development, and appropriate utilization of desalination, desalination technology and water reuse.
2. Exchanging, promoting communication and disseminating information.
3. Serving as a public forum to provide information on related subjects and water reuse.
4. Encouraging and promoting the establishment of standards, specifications, and procedures.
5. Cooperating and communicating with national and international governmental, institutional, and private agencies in matters relating to research, development, and appropriate utilization of desalination, desalination technology, and water reuse.

6. Promoting operator training and certification.
  7. Encouraging and promoting the efficient use of energy for water.
  8. Other objectives as may from time to time be approved by the Board may be included into the Bylaws.
- B. Association Strategies** -- The Association may adopt the following strategies, among others, in pursuing its stated goals:
1. Coordinating meetings on an international basis.
  2. Sponsoring or co-sponsoring major international and regional conferences.
  3. Promoting and encouraging the establishment of affiliate organizations.
  4. Arranging and conducting regional technical, training, management, and technical transfer seminars, workshops, and courses.
  5. Publishing a technical journal, a newsletter, and/or other publications.
  6. Assisting and/or establishing institutes, research foundations, and research and testing centers.
  7. Assisting universities in developing and conducting courses and/or curriculum.
  8. Contracting specific studies and projects to generate specific information needed for regional development or for the industry as a whole.
  9. Other strategies as may from time to time be approved by the Board may be included in the Bylaws.

**Section 3. Principles**

The Association will be guided by a policy of:

1. Maintaining neutrality whereby all members are treated fairly and impartially without regard to religion, race, sex, political beliefs, or nationality.
2. Conducting internal business in a manner which is deliberate and democratic, permitting all members ready access to information regarding management and operation of the Association.
3. Devoting its efforts to promoting research, education, and the dissemination of information on the development and/or appropriate use of desalination techniques.
4. Being a non-profit public benefit corporation.
5. Keeping and maintaining neutrality with regard to governmental or corporate policies and in the politics of countries, agencies, companies, and others.

**ARTICLE III. GENERAL MEMBERSHIP**

**Section 1. General Members**

Any person, firm, agency, or corporation engaged or interested in desalination or water reuse is eligible to become a General Member of the Association, subject to acceptance by the Board.

**Section 2. Classification of General Members**

The General Members of the Association shall be divided into three classes for the

purposes of assessing dues.

The general membership may be divided into at least five, and not more than seven, geographical regions for the purposes of voting, representation and providing for regional organizations. These regions will be named in the Bylaws.

The regions will be established to promote better representation and foster regional ties within the membership. No formal boundaries are established but each member can designate affiliation with the region which the member feels is the most appropriate to the member's needs and aspirations.

### **Section 3. General Membership Classes**

The General Membership of the Association shall be in three classes as follows:

A. **Class I - Organizations and Agencies** -- Governmental bodies, private organizations, agencies engaged or interested in the production, sale, distribution, regulation of water, or in desalination technology.

Companies and organizations engaging or interested in research, design, production, sale, or distribution of goods and services related to the potential or actual production, distribution or consumption of desalted water, or in desalination technology.

B. **Class II - Individuals** -- Individuals interested in the objectives and programs of the Association, or education, training, and/or research in any phase of the water sciences, or in desalination technology.

C. **Class III - Libraries and Students** -- Libraries of research, academic, or public institutions. Library members may not vote, hold office, nor be counted as members for voting.

Full-time students in colleges, universities, or training programs related to desalination, water resources, and/or the environment. A full-time student is one who attends school at least 30 weeks in any 12 month period. Student members may not vote, hold office, nor be counted as members for voting.

### **Section 4. Obligations, Rights, and Privileges of General Members**

The obligations, rights, and privileges of members of the three classes may differ and shall be set out in the Constitution and Bylaws, provided that no Class I or II Member shall be denied the right to attend and participate in the general meetings and the general affairs of the Association.

All General Members in Classes I and II or their Designated Representatives shall be entitled to one vote on each matter submitted to a vote of the members. These members in good standing shall have the right to vote at elections and special ballots. They shall have the right to vote for the election of directors, changes in the Constitution, and the disposition of the assets in any dissolution of the Associations.

Each organization, agency, company, or other entity which is a Class I Member shall designate in writing to the Association Secretary its representative (herein known as a Designated Representative) who shall serve until the organization designates a successor. This Designated Representative will be entitled to one vote.

If a Class I member changes its Designated Representative then the current

Designated Representative must be notified by the Association that he/she is not longer a Designated Representative and give that individual a period of sixty (60) days, from receipt of the Association notification, to, if desired, re-register as a General Member in order to keep their membership continuous.

All Offices and committee assignments remain with the individual as long as continuous membership is maintained.

**Section 5. Admission of General Members**

Admission of all applicants for membership shall be reviewed by the membership Committee and be subject to approval by a majority vote of The board, or reviewed in such other manner as the Board may determine. No member will be admitted before receipt of the full payment of dues.

**Section 6. Termination of General Members**

Any general member or a Designated Representative may be terminated for cause. Sufficient cause for such termination of membership shall be violation of the Constitution or Bylaws or any lawful rule or practice duly adopted by the Association, or any conduct prejudicial to the interests of the Association.

Termination shall be by two-thirds vote of the entire membership of the Board; provided that a statement of the charges shall have been sent by certified or registered air mail to the last recorded address of the member or person at least ninety (90) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board at which the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon.

**ARTICLE IV. AFFILIATE MEMBERSHIP**

**Section 1. Policy and Qualifications**

It shall be the policy of the Association to promote and encourage the formation and/or cooperation of other membership organizations whose goals are in harmony with those of the Association. To promote this coordination and mutual cooperation the Association invites qualified organizations to affiliate with it as a special membership organization member, i.e., an Affiliate Member.

To be qualified each affiliate organization must:

1. Express an interest in the field of desalination, or water reuse.
2. Have its own organizational papers such as a constitution and/or bylaws not in conflict with those of the Association.
3. Be a qualified non-profit public benefit organization whose affiliation with the Association will not jeopardize the public benefit, non-profit status of the Association.
4. Submit a petition requesting affiliation which is approved by a majority of the Board.

The granting of an affiliate status to an organization in any region does not confer any right to exclusively represent any region or geographical area.

**Section 2. Affiliate Memberships**

The classes or Affiliate Memberships are Regional and Association Affiliate Members.

**A. Regional Affiliate Member** - A qualified membership organization, or group within an organization with:

1. Objectives and goals in harmony with the purposes of the Association.
2. A minimum of twenty-five\* (25) Class I and/or Class II Association members or their Designated Representatives enrolled and must have a total membership of at least fifty\* (50). A defined geographical orientation or restriction on its membership which shall not be less than one country.
3. An expressed desire to become affiliated with the Association in order to better serve their geographic area, represent their members at the international level, and cooperate and coordinate on activities of mutual interest.
4. A commitment to perform the following functions which must not be in conflict with the activities of the Association:
  - a. Organize and run technology transfer programs within its region (meetings should not conflict with the major international conference).
  - b. Conduct national and regional interest activities.
  - c. Serve regional members who do not join international organization.
  - d. Provide regional input to the international organization.
  - e. Produce publications based on regional programs and interests.

**B. Association Affiliate Member** - A qualified membership organization, or group within an organization with:

1. Objectives and goals in harmony with the purposes of the Association.
2. An expressed desire to become affiliated with the Association to cooperate and coordinate activities of mutual interest.

**Section 3. Interrelationships with the Association**

It is acknowledged that Affiliate Member organizations are independent of, and equal to the Association, but have entered into a mutually beneficial arrangement with the Association; the organizations to be accepted as Affiliate Members will:

\*Reference Article 8 (Regional Affiliate Criteria) in the By-Laws amended October 31, 2008

1. Have their Constitution and or Bylaws or the organizational papers certified by the Board as being in harmony with those of the Association.
2. Certify their acceptance of the Association's Constitution and Bylaws as far as it relates to their involvement with the Association.
3. Agree to coordinate their activities with the Association.
4. Be committed to performing some of the following functions:
  - a. Organizing and running technology transfer programs within their regional or association limits (meetings should not conflict with the major international conference).
  - b. Serving members that are not members of the Association.
  - c. Providing input to the Association.
5. Agree not to establish another relationship with another international organization having goals and objectives similar to those of the Association without prior approval by the Board.
6. Petition the Board for affiliation status.
7. Initially, and then at least annually, submit a list of members considered to be part of the Affiliate Member's membership.

It is recognized that the needs and resources of each of the Affiliate Members will vary in relation to the Association. In some cases the Association and these affiliates can work closely together to effect efficiencies in operation and increase their program impact and effectiveness without jeopardizing the identity of either the Association or these affiliates. Ways that this might be accomplished could include:

- a. Joint meetings on special topics of interest.
- b. Representation of Affiliates when requested by them.
- c. Shared collection of dues and fees.
- d. Shared administrative personnel, facilities, and costs where appropriate.

In order to assist Association and Regional Affiliate Members with their programs, organization, etc. the Association may from time to time transfer funds to these members as approved by the Board.

All Affiliate Members and the Association will provide each other with a single copy of their technical publications, newsletters and similar materials of a general nature as they become available, will offer each other complimentary exhibit space at their technical conferences for the purpose of displaying information about the Association, and will cooperate in other ways that might involve the exchange of information, knowledge, experience, etc.

#### **Section 4. Severance by Affiliate**

An Affiliate member may disaffiliate at the conclusion of any Association fiscal year by filing a notice approved by its governing group, provided that:

1. The notice is filed with the Association at least 90 days in advance of the end of the fiscal year, and
2. A statement of the reason(s) that have led to the action are given.

**Section 5. Severance by the Association**

The Board may on its own motion (passed by two-thirds of all Directors) or by the direction of the membership of the Association, given a majority vote of all of the Class I and Class II Members, disaffiliate any Affiliate Member on 90 days' notice filed with the Board of the affiliating organization and effective at the end of the Association's fiscal year, provided that:

1. A statement of the causes of the disaffiliation action shall accompany the notice of the Board of the affiliate organization. Sufficient cause for such disaffiliation shall be the violation of the Constitution or Bylaws or any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the interests of the Association.
2. After notice of disaffiliation has been served, the representative of that affiliated organization shall not longer be a member of the Board.

**Section 6. Reinstatement of Affiliates**

The governing group of an Affiliate member may withdraw its notice of disaffiliation during the 90 days notice period if it determines that the causes have been removed, and the Board of the Association may withdraw its notice of disaffiliation of any affiliated organization during the 90 days notice period if it determines that the causes have been removed, and upon not doing so, shall again accept the representative of that organization to the Board as a member of the Association Board. An affiliate member that had become disaffiliated with the Association for any reason may be reinstated as a Affiliate Member of the association in the manner prescribed in Section 1 of this Article.

**ARTICLE V. FEES FOR MEMBERSHIP**

**Section 1. Annual Dues**

The annual dues for each General and Affiliate Member of the Association shall be determined by the Board and set forth in the bylaws of the Association. Active membership does not commence until the required fees are received by the Association. The term of active membership is broken by the failure to pay dues within the specified time limits. The date of initial membership or reinstatement of membership shall be based on the date of the receipt of the full and proper amount of the fees by the Association.

**ARTICLE VI. BOARD OF DIRECTORS**

**Section 1. Power and Duties**

The Board of Directors shall direct, provide leadership, supervision, and control of the activities and affairs of the Association. The Association, its policies, its conduct, and all corporate powers shall be exercised by or under the direction of

the Board. The powers of the Board are subject to limitations of the Articles of Incorporation, the Constitution and Bylaws and of the Non-profit Public Benefit Corporation Law relating to the actions required to be approved by the members or by a majority of the members.

The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, some of which may be in the form of bylaws.

The Board shall have discretion in the allocation, disbursement, and use of the Association funds.

The Board may in the execution of the powers granted, appoint such agents as it may consider necessary or may delegate the management of the activities to any person or persons or committees however composed, provided that the activities and affairs of the Association shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Without prejudice to such general powers, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in this Constitution:

- a) To select and remove all the officers, agents, and employees of the Association, to prescribe powers and duties for them and to fix their compensation.
- b) To conduct, manage, and control the affairs and activities of the Association and to make such rules and regulations not inconsistent with the Articles of this Constitution and Bylaws, and the laws of the locality of incorporation, as they may deem best.
- c) To adopt, and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
- d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered in the corporate name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidence of debt and securities. However, any commitment for indebtedness above and beyond the assets of the Association must be approved by the membership.

## **Section 2. Directors**

The Board shall consist of representatives of the General and Affiliate members. Each General and Affiliate Director (herein, the Directors) is entitled to a single vote at the Board meetings.

## **Section 3. General Member Representation**

Representatives of the General Members will be called General Directors. To assure proper representation of the global community of the Association, twenty-one (21) directorships each for the General Members shall be apportioned between the regions in reasonably direct proportion to the number of Class I and Class II members in good standing in each region at the time that the nomination process is

officially begun with the proviso that there is at least one (1) and no more than seven (7) directorships designated for each region.

- A. **Term of Office** - The terms of the Directors and Officers shall be for the period between the sanctioned Association technical conferences (hereinafter referred to as the Technical Conference) or for a period of 900 days whichever is the shorter. The beginning and end of the terms shall be at 0100 hours, local time of the final full day of the Technical Conference or 0100 GMT on the 900th day.
- B. **Election of General Directors** - The General Directors will be elected by a direct vote on the Class I and Class II members. Where there are more candidates than directorships in any region, the candidates will be ranked by order of the number of votes received by each candidate and the directorships will be filled from the highest ranked candidates.
- C. **Nomination of General Directors** - The nomination of candidates for Director to be placed on a ballot will be undertaken by the Membership and Election Committee in an open and fair manner which will reasonably permit any Class I or Class II member or their Designated Representative to stand for election within the context of the member's cultural tradition.

Except for 1985, all persons who have been continuous active members or Designated Representatives in the Association for at least one (1) year at the time that the nomination period begins are eligible to stand for election as a Director.

The nomination period will start between 130 and 140 days before the end of the term. The nomination period will begin on the date that the Secretary certifies and sends to the Chairman of the Membership and Election Committee a list of Class I and Class II members in each of the regions. Based on this information, the Membership and Election Committee will then designate the number of directors to be allotted to each region in accordance with this Constitution. The committee will then actively solicit nominees from the general members to stand for election as Director. A list of the nominees will be published and made available to any member upon request during the nomination period.

Within ten days after the nomination period begins, a notice will be sent by the Association to the Class I and Class II Members which notifies them of: (1) the election process and its schedule, (2) the procedure to nominate candidates, and (3) the number of directors to be allotted to each

region. This notification will also appear in the first Association publication within the nomination period. The Membership and Elections Committee will place on the ballot for Directors all general members who have agreed to stand for election and have: (1) been selected by the Membership and Election Committee, (2) been proposed by letter or petition by at least five Class I and Class II members or their Designated Representative from the same region, or (3) requested in writing to the Committee that they be considered for election and are sponsored by five or more Class I or Class II members or their Designated Representative.

The nomination process will close fifty days after the nomination period begins.

An election brochure which contains impartial information about each candidate and a ballot will be prepared and mailed to Class I and Class II members in good standing in each region by the Membership and Election Committee. At least fifty days must be permitted between mailing of the ballot and its return. The election brochure may, at the option of the Election Committee, be made part of an Association publication.

The Chairman of the Membership and Election Committee will summarize the results, and forward this information to the Secretary for promulgation to the Association membership. The nomination, balloting, and ballot counting will be carried out in a timely fashion so that the results of the election and the names of the new Directors can be promulgated at least fifteen (15) days before the start of the Technical Conference, or in the 885th day of the Board's terms, whichever is earlier.

The provisions of Article XI on balloting will apply to these elections.

#### **Section 4. Representation of Affiliate Members**

The Affiliate Members will be represented in the Association's Board by directors (called Affiliate Directors) who are appointed by the Affiliate based on the number of Association General Members who are members of the Affiliate and sponsor the Affiliate. A General Member may once, during any Association fiscal year signify to the Secretary that he/she sponsors a particular Regional or Association Affiliate. A General Member may sponsor only one Affiliate at a time.

- A. **Regional Affiliate** - A Regional Affiliate has the right to appoint up to two Affiliate Directors to the Board depending on the number of General Members who sponsor the Affiliate.  
If at least fifty (50) General Members sponsor a Regional Affiliate that Affiliate may appoint one director to the Board.

If over twenty-five percent (25%) of the total General Members sponsor a Regional Affiliate that Affiliate may appoint an additional director.

B. **An Association Affiliate** - An Association Affiliate has the right to appoint one (1) non-voting Representative to the Board.

C. **Affiliate Directors** - All Affiliate Directors and Representatives must be Class I or Class II General Members or their Designated Representative.

For an Affiliate Director to take his/her place on the board the following actions must occur:

1. The governing body of the Affiliate Member must certify to the board that it has selected an individual who is both a member of the Affiliate and the Association to represent it on the board.

2. The selected individual must certify to the board that he/she will, to the best of their ability, perform the duties of a Director and serve a term of which will responsibility correspond to the term being served by the current Board.

D. **Expenses** - Unless otherwise specified by the Board, any reimbursable expenses incurred by the selected individual is to be borne by the individual or the Affiliate organization that he/she represents. The method, selection, appointment, or reappointment of Affiliate Directors or Representative is left to the Affiliate member.

#### **Section 5. Meetings**

Except that the Board shall have two regular meetings at the time and place of the Technical Conference, the Board shall meet upon the request of a majority of the Directors who shall decide on the time and place of the meeting. Notice of all meetings of the Board of Directors shall be published in a regularly issued Association Publication, and sent by mail or other appropriate means by the Secretary to each Director and Officer at the last recorded address so as to reasonably arrive at least thirty (30) days in advance of such meetings.

Any General Member or designated representative of the Association may attend board meetings.

#### **Section 6. Resignation**

Any Director may resign at any time by giving written notice to the Secretary. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of receipt by the Secretary.

#### **Section 7. Compensation**

Directors as such shall not receive any compensation for their services as Director, but the Board may, by resolution authorize reimbursement for expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated Officers of the Association. Nothing herein shall preclude, except where explicitly stated, a Director from

serving the Association in any capacity, such as an Officer, and receiving compensation for such services.

**Section 8. Quorum**

The Board may meet and transact business of the Association when a quorum is present. A group of two-thirds or more of the total Directors shall constitute a quorum. A Director will be counted present by being physically present or by designating another Director as his or her representative by submitting a written general proxy stating this fact. The record of what transpired at such a meeting must be made by, or filed with the Secretary and will become part of the records of the Association.

**Section 9. Proxies**

If a Director is unable to attend a board meeting, that Director may give a proxy to any other Director. Unless stated otherwise the proxy will be deemed to be a general proxy covering all votes taken at the meeting. Each director attending may hold and vote a maximum of two General Proxies. Any number of specific proxies on specific questions before the Board may be used in voting by attending Directors. The proxy must be in the form of a letter, telex, or other facsimile which states to whom the proxy is given. The proxy may be sent to the Secretary or the Director to whom the proxy is being given. A copy of this proxy must be delivered to the Secretary, or Chairman of the Meeting before being exercised at the meeting.

**Section 10. Vacancies**

A vacancy of General Director due to resignation, death, or removal shall be filled by appointment for the remaining term of office by a General Member or its Designated Representative whose name is agreed upon jointly by the President and the two Vice Presidents. The appointment must be confirmed by a majority of all of the Directors in order to take effect.

**Section 11. Other**

If any circumstance arises where proxies may not be used by the Board then all business must be conducted on the basis of an affirmative vote by greater than 50 percent of all Directors in order to pass a motion unless a larger majority is required elsewhere in the Constitution.

**ARTICLE VII. OFFICERS**

**Section 1. Officers**

The Elective Officers of the Association will be the President, First Vice-president, and Second Vice President. The Appointive Officers of the Association will be the Treasurer, Secretary, Editor, Secretary-General, and Comptroller.

These Elective Officers shall be elected by the Directors as the first order of business at the first meeting of the newly elected Directors.

Until an Elective Officer is chosen the meeting will be chaired by the previous President, First Vice President, or Second Vice President in that order.

The Appointive Officers of the Association will be filled by an appointment which is agreed upon jointly by the President and two Vice Presidents. The appointment must be confirmed by the Board in order to take effect.

The term of office for the Elective and Appointive Officers will be from the time of election or confirmation until the new board begins their term of office.

The voting to elect or confirm officers of the Association will be conducted on the following basis:

- A. The President and two Vice Presidents will be elected on the basis of a two-thirds majority in an open vote of the Board.
- B. The confirmation of appointments to the offices of Secretary, Treasurer, Editor, Secretary-General, and Comptroller shall be approved on the basis of an affirmative vote of greater than 50 percent of all the Directors in an open vote of the Board.

If, after diligent and reasonable efforts or for other good reasons, the Directors cannot elect or confirm a person for a particular office then the Board may, by a majority vote of those Directors present, appoint a person, who meets the stated qualifications in the Constitution and Bylaws, to temporarily serve in the office for a period not to exceed four (4) months. Except as noted below these temporary appointments may be renewed by a majority vote for additional for (4) months periods.

If, at the end of four (4) months, the Directors still cannot fill the Office then the Directors may, by a majority vote, appoint a different person to temporarily fill the position for an additional four (4) months. The same person may not succeed him/herself. If an Office is not filled at the end of two (2) temporary terms, then it is declared vacant and left unfilled.

**Section 2. President**

The President shall be the principal Elective Officer of the organization, shall preside as Chairman at meetings of the Association and of the Board. He/she shall also, at General Meetings and at such other times as deemed proper, communicate to the Association membership such matters and make such suggestion as may in the opinion of the board tend to promote the welfare and increase the usefulness of the Association, the President shall perform such other duties as may be prescribed by the Board.

The President must be a Director and must be able to commit to the time necessary to fulfill the duties of the office. The President must be succeeded after one term by a Director from another region.

**Section 3. First Vice President**

The First Vice President will perform the President's duties in the event of his/her temporary disability or absence from meetings.

The First Vice President must be a Director and cannot represent the same region as the President. The First Vice President must be succeeded after one term by a Director from another region.

**Section 4. Second Vice President**

The Second Vice President will perform the President's duties in the event the President and First Vice President are temporarily disabled or absent from a meeting.

The Second Vice President must be a Director and cannot represent the same regions as the President and First Vice President. The Second Vice President must be succeeded after one term by a Director from another region.

**Section 5. Treasurer**

The Treasurer shall keep an account of all monies received and expended for the use of the Association. The Treasurer shall make disbursements authorized by the Board. All sums received shall be deposited in the bank or banks, or trust company, approved by the Board, and the Treasurer shall make a report annually in an Association publication, at the Association's Technical Conference and when called upon by the President. Funds may be drawn only upon the signature of the Treasurer or his/her appointed representative(s) as approved by the Board. The Treasurer may appoint with approval of the Board one or more assistants or the Secretary-General to perform such duties as the Treasurer may delegate. The funds, books, and vouchers in the Treasurer's hands shall, at all times be subject to verification and inspection by the Board and the Comptroller. The Treasurer shall be a Director.

**Section 6. Secretary**

The Secretary of the Board, shall give notice of all meetings, prepare the agenda and minutes of the Board of Directors and General Meetings, and keep the records of the Association. The Secretary may attest documents and perform such other duties as are usual for such an official or as may be duly assigned to him by the board. The Secretary may appoint, with approval of the Board one or more assistants, or the Secretary-General to perform such duties as the Secretary may Delegate. The Secretary shall be a Director.

**Section 7. Editor**

The Editor shall be responsible for the publication and content of the publications of the Association as directed by the Board of Directors. The Editor shall have the right to accept, reject, or require modifications of any manuscripts submitted for publication, subject to appeal to the Publications Committee. The Editor need not be a Director. If the Editor is not a Director he/she does not have a vote in the business of the Board.

**Section 8. Secretary-General**

The Secretary-General will serve as the executive officer of the Association and operate under the general direction of the President and the Board. The Secretary-General will be responsible for the general administrative management of the Association and its activities. The Secretary-General shall employ and terminate the employment of members of the staff necessary to carry on the work of the Association and shall perform such other duties as may be prescribed by the Board. The Secretary-General need not be a member of the Association, shall not be a Director, and does not have a vote in the business of the Board.

**Section 9. Comptroller**

The Comptroller shall periodically, at his/her discretion, review all activities of the Association and specifically the Treasurer's and Secretary's activities to see that they are in accordance with the Constitution, Bylaws, and directives of the Board. The Comptroller will be a member of the Association but may not be a Director, nor be engaged in any other business arrangement with the Association. The Comptroller may not have a vote in the business of The Board of Directors but will submit a report at least every two years which will be read at the next General Meeting and will be printed in the next regular Association publication.

**Section 10. Limitation on Offices**

All Officers except the Secretary-General must be Class I or Class II Members and must maintain continuous active membership. A member may only serve in one office at a time except as provided in Section 1 of this Article.

**Section 11. Bonding**

At the direction of the Board, any Officer or employee of the Association shall furnish, at the expense of the Association, a fidelity bond, in such a sum as the Board shall prescribe.

**Section 12. Compensation**

At the discretion of the Board, any Appointive Officer or employee of the Association may receive compensation for such services.

**Section 13. Vacating an Office**

A filled Elective or Appointive may be declared vacated at any time by the Board by an affirmative vote of two-thirds of all of the Directors as determined in a secret ballot.

**Section 14. Special Provisions** For the selection of Officers by the Directors at the Technical Conference held in 1985 the following special provisions will supersede those stated previously in this article:

- a. No Officer from the interim board may succeed him/herself in the same office.
- b. A person from any region may fill the Office of President, First Vice President, and Second Vice President, irrespective of the required affiliation of the previous office holder from the Interim Board. However, the three officers selected must come from three different regions.

**ARTICLE VIII. AMENDMENTS**

**Section 1. General**

The Association's Constitution shall be amended by the following method which consists of four steps: proposal, publication, voting, and adoption.

**Section 2. Proposal**

An Amendment(s) to the Constitution may be proposed by either:

1. An action of the Board in which the proposed Amendment is submitted by a Director. The Amendment must be reviewed by the Constitution and Bylaws Committee and be approved by a majority of the Directors before publication.
2. A petition signed by ten or more Class I and/or Class II member or their Designated Representatives. The petition must be sent to the Association Secretary. The Board and Officers of the Association will have 45 days to review the petition and suggest changes. At the end of this review period the original petitioners may resubmit the proposed Amendment, with changes if the original petitioners so desire for publication, otherwise the original wording will be used.

**Section 3. Publication**

The proposed Amendment will be published in the next scheduled Association publication. Publication will include:

1. The Article in Constitution to be amended.
2. The Amendment to that Article.
3. Any discussion of the Amendment by the sponsor(s), at the option of the sponsor.
4. A review and comment on the Amendment by the Constitution and Bylaws Committee and/or any of the Directors and Officers at the option of those parties.

This material will be published once in the Association's publication followed by a final publication in a general mailing to the members. The first publication will be for purposes of information and the final publication will be for the purposes of voting. At least 40 days, but not more than 70 days, must occur between the first and final publication. The ballot and information for a general mailing must be done as part of a regular Association publication.

**Section 4. Voting**

Voting will be limited to Class I and Class II members, and will take place by a mail ballot. Ballots are to be distributed within 5 days of the time of final publication of the Amendment. They may be included with the final publication or mailed separately.

The voting is to be conducted as per Article XI of this Constitution.

**Section 5. Adoption**

An affirmative vote by at least two-thirds of the members who return ballots shall be required to adopt the Amendment. At least one-third of the membership must return ballots before the ballots may be counted. If sufficient ballots are not returned within 180 days of the initial distribution then the Secretary will declare the proposed Amendment as not being adopted.

An Amendment, certified by the Membership and Election Committee, as having been adopted, shall take effect 30 days following the certification of the vote unless otherwise specified in the Amendment.

**ARTICLE IX. COMMITTEES**

**Section 1. Committees**

The Committees of the Association shall consist of Standing and Special Committees.

**Section 2. Standing Committees**

The Association shall have nine Standing Committees. Those shall be Operations, Finance, Constitution and Bylaws, Publications, Membership and Election, Conference, Education and Scholarship, Audit and Technical Programs.

Except for the Audit Committee each standing committee shall be chaired by a

Director. A Director may serve on a maximum of two Standing Committees. Each committee must be composed of a minimum of two Directors and except for the Operations Committee may be composed of additional active members. The Operations Committee shall be composed of eight Directors which will include the President, First Vice President, and Second Vice President. The Publications Committee will include the Editor. The Finance Committee will include the Treasurer. The Audit Committee will include the Comptroller who will be the Chairman. The remaining members of the Audit Committee may not be Directors nor may they not have or have had business dealings during the past year with the Association. The Membership and Election Committee must have at least one General Member for each region.

**Section 3. Special Committees**

The Board of Directors may establish Special Committees composed of General Members of the Association. The composition and duties of each committee shall be set out in a resolution of the Board. The Board shall provide rules and regulations for each special committee, including methods of allocation of funds to them and governance of expenditures by them. No such committee shall continue to exist beyond the completion of tasks assigned to it or the end of the Board's term which created it whichever is the shorter period. No Special Committee shall infringe upon the duties of the Standing Committees.

**Section 4. Selection of Committee Members**

At the beginning of each Board term, the President and the two Vice Presidents shall, after discussion with the Board, agree and jointly recommend the assignment of Directors to each of the Standing Committees and each of the Committee Chairs. This recommendation must be approved by a majority of the Directors. The Directors on each Committee will propose the remaining members of their Committee to the Board for their approval.

The President and two Vice Presidents, after discussion with the Board, will agree and jointly recommend the composition of any Special Committees to be formed. This recommendation must be approved by a majority of the Directors.

**Section 5. Duties of Committees**

The Standing Committees' duties will be to (1) provide guidance to the Board in the operation of the Association, (2) review motions, amendments, appropriations, bylaw changes, etc. before a final vote is taken, and (3) take on any special tasks as may be assigned by the Board.

**ARTICLE X. ASSOCIATION ACTIVITIES**

**Section 1. Board Meetings**

All business of the Association will be conducted by the Directors at either Board Meetings or by communications such as mail, telex, etc. Decisions at Board Meetings will be based on a majority of the Directors represented at the meeting, either in person or by proxy except where provided for in the Constitution and Bylaws. In the case of motions involving the annual budget or appropriations a decision must

be made by affirmative vote of greater than 50 percent of all Directors. Commitments for the disbursement of funds which will occur after the Board's term must be with the proviso that the commitment be ratified by the new Board. In ballots conducted by mail, telex or other means of communication an affirmative vote by greater than 50 percent of all Directors is needed in order to pass a motion.

**Section 2. General Membership Meetings**

General Meetings for the membership will be held on the occasion of the Technical Conference and such other times and locations which are convenient for the membership as approved by a majority of Directors. The purpose of the General Meetings will be to inform the membership of the operation, management, and plans of the Board and to solicit information and comments of the membership on the same items and other issues of interest to the members.

These General Meetings may be convened and run by the President, First Vice-president, Second Vice President, or any other Director designated by the Board. Minutes of meetings shall be taken and forwarded to the Secretary.

Suggestions of possible programs, actions, revisions to the constitution or bylaws or other matters may be discussed at the General Meetings and forwarded to the Board for its consideration.

**Section 3. Technical Conference**

The Association will endeavor to organize and hold a major international Technical Conference at intervals of about every two years. This Technical Conference will be a major focal point of Association activities, and is intended to be used to foster the exchange of knowledge, communications to the membership, and international good will. The subject of the Technical Conference is to be consistent with the goals, objectives, and principles of the Association.

The Board may, from time, to time, decide to share the organizational and financial aspects of this conference with other related organizations.

The Association may as the need and opportunity arise sponsor and/or organize other technical meetings or seminars consistent with the goals, objectives, and principles of the Association. These events will generally be at a smaller scale than the Technical Conference.

**Section 4. Association Publications**

The Association may, at the discretion of the Board, produce various publications for the purpose of informing the membership and public about (1) the activities of the Association and/or (2) information on desalination and other related subjects. Where financially feasible a membership publication such as a newsletter will be issued to members in order to disseminate knowledge on the operation and management of the Association. Information to be placed in this publication could include such items as notice of Board and General Meetings, minutes of Board and General Meetings, financial statements, committee reports, technical information, research activities, news of the industry, etc.

The information contained in the Association publications will be consistent with the goals of the Association.

**ARTICLE XI. BALLOTING**

**Section 1. General**

Recognizing the worldwide distribution of the Association's Membership, all

balloting of the General Members will be conducted using a mail ballot. Any balloting procedure will be directed by the Nominations and Election Committee. Ballots will be distributed and forwarded to members in a manner which will assure that all eligible Class I and Class II members have a reasonable opportunity to participate in the voting.

**Section 2. Distribution of Ballots**

Unless otherwise specified ballots will be distributed and forwarded to all eligible voters using a time schedule determined and published by the Nomination and election Committee which reasonably permits each Class I or Class II Member, or its Designated Representative, to have the ballot at the member's mailing address for at least fifty (50) days and be returned to a designated point, or points, by airmail in time to be included in the final count and tabulation.

**Section 3. Anonymity of Voter**

Balloting is to be conducted in a manner to preserve the anonymity of the voter but permit the verification of the eligibility of the General Member or the Designated Representative to vote.

**Section 4. Tabulation**

The ballots must be opened and counted in the presence of at least three General Members or their Designated Representatives at each place selected to receive and tabulate the ballots. These members will be appointed by the Chairman of the Nomination and Election Committee. Ballots may not be opened or counted until after the end of the voting period.

The results of the balloting will be certified and made public by the Chairman of the Nomination and Election Committee within thirty (30) days of the close of the voting period. The results will be published in the next Association publication.

**Section 5. Procedures**

Any special procedures for balloting may be described in greater detail in the Bylaws.

**ARTICLE XII. GRIEVANCES**

**Section 1. Definition**

A grievance is defined as a complaint which involves the interpretation of application of or compliance with the provisions of this Constitution and Bylaws.

**Section 2. Petition**

Any member is entitled to resort to the provisions of this Article. A member with a grievance shall present a written petition, as described below, to the President no later than thirty (30) days from the date of occurrence or knowledge of the action, facts or circumstances on which the member's grievance is based.

In order for any grievance to be considered, the complaining member (the complainant) shall make a petition, in writing, to the President of the Association, setting forth the reasons(s) for the grievance and, if possible, a statement as to what remedy the complainant seeks.

**Section 3. Response**

Upon the timely receipt of a member's grievance petition, the President shall, within thirty (30) days of receipt, refer the matter to the appropriate Standing Committee or to a Special committee. The President's judgement as to such referral shall be final, except in the case, if ever it occurs, in which the subject of the grievance involves either the President, or any of the members of the committees

to which the matter is referred, in which case the First Vice President shall make such referral or designate a substitute committee member (but only for the purposes of the grievance).

Within ninety days of the referral to the appropriate committee, the grievance shall be answered in writing. Such answer shall be made upon due consideration of all the relevant facts and circumstances pertaining to the grievance and shall set forth the reasons upon which it is based. If the complainant so requests in the petition, the complainant shall be entitled to a hearing, at the convenience of the appropriate committee, prior to the rendering of the answer. Any and all extraordinary expenses occasioned by the holding of such hearing shall be borne by the complainant.

Within ten days of the receipt of the committee's answer, in order for the grievance to be considered further, the complainant shall make a written appeal to the Board. The Board, at its next regularly scheduled meeting, shall consider the appeal, if timely, and render a decision, support, reversing, or modifying the position of the committee making answer to the grievance. Such decision shall be made by majority vote of all Directors and shall constitute final judgement.

**ARTICLE XIII. DISSOLUTION**

**Section 1. Disbursement of Assets**

The Association shall use its funds only to accomplish the objectives and purpose specified in the Constitution and Bylaws, and no part of said funds shall inure, or be distributed to the members of the Association. On dissolution of the Association any assets remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board.

**ARTICLE XIV. BYLAWS**

**Section 1. General**

The Board of Directors may from time to time enact Bylaws which act to clarify and carry out the directives of the Constitution. These Bylaws may cover topics such as dues, regions, and the general conduct of business. At no time can the Bylaws be inconsistent with the spirit of the Constitution.

**Section 2. Proposal**

A Bylaw may be proposed by any Director at a meeting of the Board of directors or by a General Member or their Designated Representative, by means of a letter to the board.

**Section 3. Publications**

If the Bylaw obtains approval by a majority of the Directors present at the board Meeting then the Bylaw will be published in the next scheduled publication of the Association along with a request for comments from the membership.

**Section 4. Voting**

The Bylaw may be voted upon 50 days after the publication of the Bylaw in the Association publication. All comments received up to that point from the General and Affiliated Members will be read or distributed to all Directors before they vote.

**Section 5. Approval**

The Bylaw will be considered approved when voted on favorably by a majority of all

Directors. Unless stated otherwise in the Bylaw the Bylaw will go into affect 30 days following approval.

## International Desalination Association Bylaws

(last amended April 1, 2015)

**Article 1. Regions**

The five regions of the Association shall be called Europe, Latin America and Caribbean, Middle East and Africa, North America, and Pacific and Asia.

**Article 2. Failure to Pay Fees**

Members who fail to pay their fees within sixty (60) days from the time the same become due shall be notified by the Secretary, and, if payment is not received within the next succeeding thirty (30) days shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership and all offices in the Association.

**Article 3. Fiscal Year**

The Association’s fiscal year will run from 1 July to 30 June.

(Beginning yr. 2000) The Association’s fiscal year will run from 1 April to 31 March.

**Article 4. Board Meetings**

The Association will endeavor to have at least two Board meetings per year.

**Article 5. Indemnification**

The Association may, by resolution of the Board, provide for indemnification by the Association of any and all of its Directors or Officers or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suite, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or Officers of the Association, Except in relation to matters as to which such director or Officer or former Director or Officer shall be adjudged in such action, suite, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

**Article 6. General Membership Fees**

Fees for General members (expressed in US dollars) will be as follows:

	<u>1985-1994</u>	<u>1995-2000</u>	<u>2001-2008</u>	<u>2009-2011</u>	<u>2012-2015</u>	<u>2016-</u>
<b>Class IA</b>						
Corporations	600	675	750	975	1050	1175
Utilities	400	450	750	975	1050	1175
<b>Class IB</b>						
Small companies	400	450	500	650	700	785
Universities	400	450	500	650	700	785
Non-Profits	400	450	500	650	700	785
<b>Class II</b>						
Individuals	75	85	85	110	120	135
Add'l Mbrs of Class IA or 1B	55	55	70	70	75	85
<b>Class III</b>						
Students	20	25	25	25	25	25
Libraries	20	25	25	25	25	25
Least Developed Countries					25	25
2016 Prices Effective 6/1/2016						

Also Class I (B) organizations would be eligible for one free additional member and Class I (A) organizations would be eligible for two free additional members.

**Article 7. Order of Business**

The order of business at membership and board meetings shall be as follows:

1. Call to order
2. Recording of proxies
3. Reading and approval of minutes of previous meeting
4. Receiving communications
5. Reports of officers
6. Reports of committees: (a)Standing (b)Special
7. Unfinished business
8. New business
9. Adjournment

The order of business may be altered or suspended at any meeting by a majority vote of the members present. The parliamentary rules as laid down in the latest edition of Robert's Rules of Order shall govern all deliberations when they are not in conflict with the Association's Constitution and Bylaws.

**Article 8. Regional Affiliate Criteria (Amended October 31, 2008)**

In addition to the criteria established in Article IV, Section 2. A., the following criteria establishes the membership requirements to achieve IDA Regional Affiliate status:

A minimum of fifty (50) Class I and/or Class II Association members or their Designated Representatives enrolled (in IDA) and must have a total membership of at least one-hundred (100).

**Article 9. Selection Criteria for Affiliate Organizations (Amended November 1, 2009)**

Prior to approval of any IDA Affiliate Organization, the Association Board of Directors shall carefully review the application using the following criteria to ensure that the organization's goals are in harmony with those of the Association.

This review shall include but not be limited to:

**1. Experience of the Applicant Organization to become Regional Affiliate.**

Before applying to become an IDA Affiliate the Applicant Organization shall demonstrate their objectives and strategies by promoting desalination in their respective region using the traditional methods (holding conferences and technology transfer workshops) as noted in Article IV, Section 2 and Section 3 of the IDA Constitution. The applicant may apply to become an IDA Association Affiliate Member after six months of creating a strong regional presence that has demonstrated an interest in resolving the specific challenges of the region as determined by the IDA Board of Directors.

After being an Association Affiliate Member for one year, the member may then apply to become a Regional Affiliate Member providing they meet all the requirements for Regional Affiliates as noted in Article IV, Section 2 and Section 3 of the IDA Constitution and Article 8 of IDA bylaws.

The significance of this one year period is to demonstrate to the IDA Board that the applicant organization is actively promoting desalination and that they have an established history in doing so.

**2. The Membership Mix of the Applicant Organization**

The membership of the applicant organization should consist of a mix of the following three membership categories:

**Organizations and Agencies**

- a. Governmental bodies, private organizations, agencies engaged or interested in the production, sale, distribution, regulation of water, or in desalination technology.
- b. Companies and organizations engaging or interested in research, design, production, sale, or distribution of goods and services related to the potential or actual production, distribution or consumption of desalted water, or in desalination technology.

**Individuals**

- a. Individuals interested in the objectives and programs of the Association, or education, training, and/or research in any phase of the water sciences, or in desalination technology.

**Libraries and Students**

- a. Libraries of research, academic, or public institutions. Library members may not vote, hold office, nor be counted as members for voting.

To be considered for Regional Affiliate Member, the applicant organization including affiliated entities shall have no more than 33% of its members from one body, organization or company.

**3. Policies of the Applicant Organization**

The Applicant Organization shall be guided by a policy of Article I, Section 3 of IDA Constitution.

**Article 10 Affiliate Organization Selection Process (Amended November 1, 2009)**

Prior to approval of any IDA Affiliate Organization, the Association shall follow the following review and approval process:

**1. Review by the Affiliates Committee**

After being reviewed by the Association Staff to ensure the application is complete, the application and all the supporting documentation shall be provided to the Affiliates Committee for review by all appointed Affiliate Member Representatives. Using the requirements in the IDA Constitution Article IV Section 2 and section 3 and the Bylaws Article 8 and 9 the committee shall carefully review the application to ensure that organization's goals are in harmony with those of the Association.

**2. Recommendation by the Affiliates Committee**

After the review the Affiliates Committee shall vote on whether to recommend that the board accept or decline the application. The Affiliates Committee will then proceed as follows depending on the outcome of the Affiliates Committee vote:

- a. If a majority of the Committee approves, the application will be submitted to the IDA Board of Directors accompanied by any comments or suggestions the Affiliates Committee may provide.

- b. In the event the committee does not approve the application, the Affiliates committee will inform the applicant and will give appropriate guidance and comments on how to proceed to obtain successful results.

**3. Review by the IDA Board of Directors**

The Board of Directors will review the recommendation provided by the Affiliate Committee and discuss the application. The board may consider the recommendation and any other information that it deems necessary to make a decision on the applicant organization. An immediate decision by the board is not required to permit the board to complete a thorough re

**4. Vote by the IDA Board**

After a full review the board will then vote to accept the applicant as an affiliate, decline the request or postpone the vote as the board sees fit.

**Article 11. Fiduciary Responsibility of the Board (Added March 25, 2015)**

The Board and its Directors must act in the best interest of the organization. An integral part of this responsibility is a fiduciary duty to ensure the board's actions to not put the organization at unreasonable financial risk.

While many of decisions and subsequent votes presented to the board will be normal day to day items where the financial risk is well understood and within reason, items may come before the board time that have the ability to damage the financial stability of the organization. Items that represent a significantly higher financial risk should be reviewed in a more careful and responsible manner. In these specific cases, a Financial Impact Evaluation will help.

**Calling for a Financial Impact Evaluation Prior to a Vote**

When a motion is made for any item that may have a significant impact on the financial stability of the organization, any board member, at their discretion, may make a motion calling for a Financial Impact Evaluation prior to proceeding on the original motion. This motion for a Financial Impact Evaluation shall then be subjected to a simple majority vote. If the vote is in favor of a Financial Impact Evaluation, the original motion will be placed on hold until the evaluation is completed and the board has the ability to review the findings.

**1) Financial Impact Evaluation Prior to Motion**

Alternately, any Committee Chair that desires a Financial Impact Evaluation is carried out prior to bringing a motion to the board may request an evaluation in advance to help streamline the process of review and approval. Adequate time should be allotted to ensure the review will be completed prior to the next board meeting.

**2) The Financial Impact Evaluation**

The Financial Impact Evaluation is a detailed analysis of the proposal in order to better understand and document the risk or exposure to the organization. The evaluation shall be carried out under the control of the Treasurer. The Treasurer may delegate information gathering tasks to other board members, organization staff or any other

outside services deemed necessary. After the evaluation is completed the Treasurer shall also provide his recommendation to the board.

### **3) Comptroller Review**

In addition and as an integral requirement of this process, the Comptroller shall also review the Financial Impact Evaluation prepared under the control of the Treasurer will then be asked to provide a written review to the board prior to voting to ensure that the motion is in accordance with the Constitution, Bylaws and directives of the Board.

### **4) Voting after the Financial Impact Evaluation and Comptrollers Review**

The Treasurer's Financial Impact Evaluation with the Treasurers recommendation and the Comptrollers Review will be made available to the full board two weeks before the next IDA Board Meeting for consideration prior to voting on the motion in question. After reviewing this documentation, the board shall continue with the vote on the item in question.