



International Desalination and
Reuse Association

CONSTITUTION
AND
BYLAWS

Revised: October 29, 2025
Per Board Resolution No(s): 148/5/15/2025
150/5/15/2025
And General a Membership Vote

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ARTICLE I. GENERAL

Section 1. Name

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

Section 2. Incorporation

The International Desalination and Reuse Association (IDRA) is currently incorporated in Delaware, USA. (Amended October 29, 2025)

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 may be 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 worldwide in water supply, water reuse, water pollution control, water purification, water treatment, and other water sciences and technology.

As part of the implementation of the IDRA Strategic Plan, Sections 1 and 2 of Article II of the Constitution should be revised to reflect water reuse having equal status with desalination in the IDRA mission.

Section 2. Objectives and Strategies

A. Association Objectives -- The Association shall endeavor to carry out its 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 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.

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 no 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. FEES FOR MEMBERSHIP

Section 1. Annual Dues

The annual dues for each General 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 V. 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. There will be an audit once each term of IDRA financial data, financial position, and financial management performed by a reputable, qualified public accounting firm selected by the Board. The draft independent audit report will be submitted to the Board for review and approval. After BOD approval, the final report of IDRA financial position will be provided electronically to the general membership.

Section 2. Directors

The Board shall consist of representatives of the General membership. Each General 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 e-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. 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 5. 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.

If a Board member resigns from the Board, the vacancy will be filled by a special election unless the effective date of the resignation is less than six months from the end of the term of the Board. In this situation, the vacancy will continue until filled in the regular election.

Section 6. 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 7. 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 8. 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 9. 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 10. 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 VI. 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 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:

The Elective Officers of the IDRA (President, 1st Vice President and 2nd Vice President) will be elected by absolute majority of all Directors, Voting will be by secret ballot.

Terms of Appointive Officers will be for two years with no limitation on renewals other than those applicable to Board membership for positions held by BOD members.

The positions of Parliamentarian and Dean of the IDRA Academy will be included in listing of Appointive Officers. The Parliamentarian must be a member of the Board. The duties of these Offices will be included in the Constitution.

The start and end of the term of Appointive Officers who are not required to be Board members will be one year later than the start and end of the terms of the Board and the Elective Officers. This will facilitate continuity of activities and give the incoming Board an opportunity to evaluate performance before being renewed. Incumbents will be given 6 months notice of renewal or non- renewal. The notice will require confirmation by a simple majority of the entire Board. The Appointive Officers of the IDRA will be elected by absolute majority of all Directors. Voting will be by secret ballot.

All Appointive Officers of the IDRA who are receiving salaries or other payments for their services will have employment contracts with the IDRA. The contracts should specify duties, salaries, any other payments for services, terms and conditions of employment, and employee benefits. The contracts should be with the Board with the President signing on behalf of the Board after Board approval.

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

- A. *The Elective Officers of the IDRA (President, 1st Vice President, and 2nd Vice President) will be elected by absolute majority of all Directors. Voting will be by secret ballot.*
- 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.

Candidates for the Office of President must have served at least one term as a member of the Board and have been a VP or the chairperson of a Standing Committee.

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. Candidates for Vice President must have served one term on the Board.

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. Candidates for Vice President must have served one term on the Board.

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.

The Treasurer will provide the proposed budget for each IDRA financial year to the Board of Directors for review, comment, and approval. The Treasurer will monitor actual cost performance against budget and provide quarterly reports to the Board.

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 VII. 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 VIII. 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.

The Constitution will include a brief description of the duties of each of the Standing Committee. It is suggested that each committee submit a draft description to the Chairman of the Constitution and Bylaws Committee and the Chairman of the Operations Committee.

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 IX. 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 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 X. BALLOTING

Section 1. General

Voting for Amendments to the Constitution and voting for the Board of Directors will be by electronic means that provide for anonymity, verification of membership, and protection against multiple votes by one person. 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. Dissemination of information regarding candidates for the Board of Directors and the ballots for voting in the election of the Directors will be distributed by electronic means.

Section 3. Anonymity of Voter

Voting for candidates for the Board of Directors will be by electronic means that provide for anonymity, verification of membership, and protection against multiple votes by one person.

Section 4. Tabulation

Votes in the election of Board members and in the voting on Amendments to the Constitution will be counted by an independent teller contracted or appointed to the task. The results of the balloting will be 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 XI. 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 XII. 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 XIII. 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 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 and Reuse 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.

Constitution and Bylaws – International Desalination and Reuse Association

Article 6. General Membership Fees

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

| | 1985-1994 | 1995-2000 | 2001-2008 | 2009-2011 | 2012-2015 | 2016-2018 | 2019--2022 | 2023- |
|------------------------------|-----------|-----------|-----------|-----------|-----------|-----------|------------|-------|
| Class I | | | | | | | | |
| Corporations | 600 | 675 | 750 | 975 | 1050 | 1175 | 1260 | 3000 |
| Utilities | 400 | 450 | 750 | 975 | 1050 | 1175 | 1260 | 3000 |
| Class IA-2* | | | | | | | | |
| Corporations | | | | | | | | 1500 |
| Utilities | | | | | | | | 1500 |
| Class IB | | | | | | | | |
| Small Companies | 400 | 450 | 500 | 650 | 700 | 785 | 840 | 940 |
| Universities | 400 | 450 | 500 | 650 | 700 | 785 | 840 | 940 |
| Non-Profits | 400 | 450 | 500 | 650 | 700 | 785 | 840 | 940 |
| Class II | | | | | | | | |
| Individuals | 75 | 85 | 85 | 110 | 120 | 135 | 145 | 150 |
| Add'l Mbrs of Class IA or IB | 55 | 55 | 70 | 70 | 75 | 85 | 90 | 100 |
| Class III | | | | | | | | |
| Students | 20 | 25 | 25 | 25 | 25 | 25 | 30 | 30 |
| Libraries | 20 | 25 | 25 | 25 | 25 | 25 | 30 | 30 |
| Least Developed Countries | | | | | 25 | 25 | 30 | 30 |

*New category as of 2023

2023 Prices Effective 4/1/2023

Also Class (IA) and (IA-2) organizations are eligible for twelve employees of their organization and Class I (B) organizations would be eligible for four additional employees.

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. 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 **IDRA 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.