



# Human Right 2 Water

## Bylaws

dated 14<sup>th</sup> December 2020

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Shaded areas are copied from the statutes for reference to ensure consistency

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## ARTICLE 1. MEMBERSHIP

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### 1.1 Categories of Membership

1. To become a member of Human Right 2 Water, the individual or organisation must demonstrate specialised knowledge or interest in realising the human rights to water and sanitation,
2. Any physical person or legal entity may become a member if they have demonstrated their dedication to the goals of the Association through their commitments or actions and is willing to comply with its statutes and Bylaws.
3. Membership is open to everyone, at the discretion of the Board, according to the following criteria:
  - i. **Founding members**, defined as members involved in the organisation from the beginning
  - ii. **Active members**, current members that are divided into Ordinary and Corporate
    - a. Ordinary – Expert individuals interested and experienced in human rights to water and sanitation, water governance (including wastewater, sanitation, and hygiene), and international water law
    - b. Corporate – Institutional members such as educational and research institutions, government and international agencies, business firms, corporations, and other institutions interested in human rights to water and sanitation, and who desire to support the objectives of the Association are eligible for institutional membership
  - iii. **Honorary members**, defined as individuals with special status based on superior knowledge and experience, as determined by the Board upon recommendation by the Membership Committee. The Board shall define the criteria for significant contribution and acknowledged eminence. Once elected as an Honorary Member, that person will pay no membership fee and retains the designation indefinitely.
  - iv. Associate members, defined as young (under 25) or student members interested in learning and sharing information about human rights to water and sanitation
4. The Board may establish such additional categories of membership as it deems advisable.

### 1.2 Applications for membership

5. Application for membership must include sufficient evidence to comply with basic membership requirements and qualifications as approved by the Board.
6. **Requests to become a member must be addressed to the CEO.** The CEO shall review and approve or reject all membership applications, shall ensure that the applicants



are informed of the decision, enter their names into the Association register and shall invoice the applicant for dues and other charges, where applicable. The CEO may also remove members from the Association register for failure to comply with membership requirements, including the obligation to pay Association fees within a reasonable time (if applicable).

7. The Board decides on the processes for admission of new members and decides on membership fees and informs the General Assembly accordingly.

8. No more than two Honorary Members may be selected in one year.

### 1.3 Voting

1. The General Assembly is the Association's supreme authority. It is composed of all the members.

2. It shall hold an Ordinary Meeting once each year. It may also hold an extraordinary session whenever necessary, at the request of the Board or at least of one-fifth of its members.

3. The General Assembly is presided over by The President of the Association.

4. The General Assembly shall be considered valid provided that at least half of the Board Members are present.

5. Decisions of the General Assembly shall be taken by a majority vote of the members present. In case of deadlock, the President shall have the casting vote.

6. Decisions concerning the amendment of the Statutes and the dissolution of the Association must be approved by a two-third majority of the members present.

7. Votes are by a show of hands. Voting can also take place by secret ballot, if at least five members request it.

8. All members are entitled to one vote on all matters submitted to a vote of the Association membership.

9. Where a member is an institutional member, any officer, employee or agent authorized by such member shall be qualified to submit a vote on behalf of that member, as well as to serve on the Board of the Association.

10. A member may designate a proxy to vote in his or her interest by signing an appointment form either personally or by attorney-in-fact. The member's proxy will be effective when received by the CEO or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment.

9. The Association shall hold membership meetings whenever feasible, but not less than annually. Special membership meetings may be called by the President or five percent of the members of the Association.

10. The Association may communicate with its membership by any means, including through the use of technology, which provides a meaningful opportunity for Association members to obtain the communicated information in a timely and complete manner. Communication may also occur through the use of the Association's official website, publication in Association newsletters, or other means.

11. Notice of the date, time and place of any membership meeting shall be given when sent by email or other means of electronic communication to the address of such



member as it appears on the records of the Association, in accordance with Article 7 of the statutes.

12. Except as otherwise provided in these Bylaws, a majority of the votes cast by the members in person or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

#### 1.4 Fees

1. The Board shall have the authority to specify membership dues and to provide reduced or waived membership fees to certain membership categories. The specific amounts, and criteria for qualifying for reduced membership fees, shall be approved by a majority vote of the Board participating in the meeting. Dues shall be waived for Honorary Members.
2. Dues shall be paid annually in advance. Unless waived, every applicant who is admitted to membership in the Association shall be liable for payment of all dues and other charges until membership is terminated. For members to remain in good standing, any dues and other charges shall be paid annually or for multiple years in advance. The CEO shall bill all applicants and members for dues and other charges.
3. Where membership fees are required, any member whose dues are not paid shall not receive publications normally furnished to members in good standing and shall lose the right to vote, to make nominations, and to hold offices. The Board, for causes deemed by it to be sufficient, may extend the time for payment of dues and for the application of these penalties.
4. The Association may accept gifts and bequests at the discretion of the Executive Board.

#### 1.5 Membership ceases

1. On death;
2. By written resignation thereby notifying the Board;
3. By exclusion ordered by the Board, for just cause, with a right of appeal to the General Assembly. Appeals must be lodged within 30 days of the Board's decision being notified;
4. Members who have resigned or who are excluded have no rights to any part of the Association's assets;
5. Only the Association's assets may be used for obligations/commitments contracted in its name. Members have no personal liability.

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## ARTICLE 2: THE BOARD

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1. The Board is authorized to carry out all acts that further the purposes of the Association. It has the most extensive powers to manage the Association's day-to-day affairs.
2. The Board is composed of at least three members elected by the General Assembly. Each member's term of office shall last for 2 years and renewable 2 times. The Board meets as often as the Association's business requires. The number of Board Members, their powers and duties, qualifications, manner of election, and all other matters pertaining to the Board Members shall be provided in the bylaws of the Association.
3. The Board members work on a volunteer basis and as such can only be reimbursed for their actual expenses and travel costs. Potential attendance fees cannot exceed those paid for official commissions. For activities beyond the usual function, each Board member is eligible for appropriate compensation.
4. The paid employees of the Association have only a consultative vote on the Board.
5. The functions of the Board are:
  - a. to take the appropriate measures to achieve the goals of the Association;
  - b. to convene the ordinary and extraordinary General Assemblies;
  - c. to take decisions with regard to admission of new members as well as the resignation and possible expulsion of members;
  - d. to ensure that Statutes are applied, to draft rules of procedure, and to administer the assets of the Association.

### 2.1 Composition of the Board

1. The Board shall consist of the following members, with a total of up to ten:
  - a. President
  - b. Past President
  - c. Secretary
  - d. Treasurer
  - e. Board members who shall number no more than six.
2. To maintain the diversity of the Board, there should be maintained:
  - a. at least 40% women;
  - b. at least one representative from each of the following geographical regions (Africa, Asia, Latin America) with no more than three members from one country;
  - c. a good mix of skills and experience to cover different areas of water governance and commercial skills;



- d. The Board has the right to increase the number of board members by up to two members to ensure diversity.

### **Term**

1. The term of office is for two years, and renewable two times. Re-election is by vote at the AGM.
2. Term starts from the date of the AGM when the Board Member is voted in.

### **2.2 Nomination Procedures for the Board**

1. The President, with the approval of the Board, shall appoint a Nominating Committee. The Nominating Committee shall have three or more members, including at least one Past President. No member of the Nominating Committee may run for a position on the Board while serving on the Nominating Committee, nor may they be appointed to a position on the Board immediately following their service on the Nominating Committee. The Nominating Committee shall carry out the procedure established in these Bylaws and shall submit to the Board the list of candidates for offices to be filled.
2. The President will appoint the Chairperson of the Nominating Committee, who will receive nominations for all Board elective positions from acting Board members and from members in good standing. The period for nominations will be no less than 45 days. Members cannot self-nominate. The working language of the Board is in English.
3. Any member shall be eligible to be nominated for a Board position if
  - a. they have paid their dues (if applicable);
  - b. they are willing to serve if elected; and
  - c. they do not hold a position in another organization that could be considered incompatible.
4. The Nominating Committee will check the nominations for eligibility, as established by these Bylaws. The deliberations of the Nominating Committee shall be confidential. After the nomination period is over, the Nominating Committee will submit a report to the Board, which shall be limited to the list of nominees. The Secretary shall be assured that the nominees are prepared to be elected and serve in the position for which they have been nominated.
5. The list of nominated candidates will be published in the Association newsletter, on the Association website and through social media at least 30 days before the AGM. If any nominee submitted by the Nominating Committee becomes ineligible or unavailable prior to the election, the Board may appoint a replacement.

### **2.3 Election of new Board Members**

1. The members of the Board shall be elected by the full membership of the Association in accordance with the procedure set forth in the Bylaws.
2. The election shall be conducted by vote at the AGM, by majority vote of members present in person or by proxy.

3. Each member shall have one vote for each position on the Board that needs to be filled.
4. Proxy forms for elections and any changes to the statutes shall be circulated to all Association members in good standing through regular means of communication and submitted to the Executive Office for counting. The Secretary shall review and confirm the votes by proxy.
5. The names of the persons elected shall be published in the Association newsletter, on the Association website and through social media following the AGM.
6. At its first meeting, each new Board will select the President, Secretary and Treasurer, and any other officers as required.

## 2.4 Vacancies

1. In the case of vacancy in the Board, the remaining Board Members may appoint another Association member to that office for the remainder of the term by a majority vote.
2. A vacancy in the Board shall be filled for the unexpired term as follows:
  - a. President: By the Secretary, or by the immediate Past-President, as determined by a majority vote of the Board
  - b. Past-President: By the immediate previous Past President
  - c. All other vacancies: By appointment by the Board
  - d. The unexpired term refers to the remainder of the two-year term that is vacated.
  - e. Board Members that are appointed to fill vacancies are entitled to be re-elected for a further three-terms if at the time of the appointment there is only half the term or less remaining.

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## ARTICLE 3: AMENDMENTS TO THE BYLAWS

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1. The Bylaws may be amended either by a two-thirds vote of the members of the Board at an official meeting of the Board, or by a simple majority of Association members in good standing who vote on the amendment. Any Association member in good standing may propose an amendment to the Bylaws in accordance with the following procedures.
2. Amendments to the Bylaws proposed by a member of the Board shall be distributed to the entire Board via regular Association communications no less than 10 days prior to an official Board meeting, together with a notice of the time and place of the meeting at which vote will be taken. Those Board members who are not able to attend the meeting may vote by any means provided for in the Bylaws.
3. Amendments to the Bylaws proposed by a member of the Association shall follow the same procedure as any amendments to the Statutes, with a simple majority vote of Association Members.