



BYLAWS OF STORMWATER EQUIPMENT MANUFACTURERS ASSOCIATION

Revised April 2025

1.0 Name and Registered Office

1.01 The official name of the association shall be the Stormwater Equipment Manufacturers Association, herein referred to as SWEMA.

1.02 The registered office of SWEMA shall be that set forth in the Articles of Incorporation or in the most recent amendment of the Articles of Incorporation or statement of the board of directors filed with the Secretary of State of Minnesota changing the registered office in the manner prescribed by law.

2.0 Mission and Core Values

2.01 SWEMA is an association of:

- 2.01.01 Organizations involved in the manufacture of stormwater quality and stormwater control measures, systems and technologies;
- 2.01.02 Organizations involved in the maintenance of stormwater products, systems and technologies, proprietary and non-proprietary land-based systems;
- 2.01.03 Other persons or entities interested in the treatment and management of stormwater; and maintenance of stormwater products, systems and technologies, proprietary and non-proprietary land-based systems;
- 2.01.04 Professional persons interested in the treatment and management of stormwater and maintenance of stormwater products, systems and technologies, proprietary and non-proprietary land-based systems.

2.02 The mission of SWEMA is to be the leader in advocating sustainable and effective solutions for stormwater quality, management and maintenance of stormwater products, systems and technologies, proprietary and non-proprietary land-based systems; through educational outreach to regulators, design professionals, developers, and other stakeholders in clean water initiatives.

2.03 SWEMA will succeed in its mission through the utilization of the extensive experience and knowledge of its members; through its close relationship with other professional organizations; through its educational and promotional programs; and through research and development.

2.04 SWEMA will conduct itself in accordance with following core values:

- 2.04.01 Improving the quality and management of stormwater run-off is essential to the prosperity, health and welfare of everyone.



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- 2.04.02 Manufactured products, systems and technologies have an important place in the systematic treatment and management of the stormwater entering our oceans, lakes, rivers, and streams.
- 2.04.03 Designers and manufacturers of stormwater products, systems and technologies, proprietary and non-proprietary land-based systems, should encourage independent third-party testing in the public arena for verification of performance claims.
- 2.04.04 All stormwater products, systems and technologies, proprietary and non-proprietary land-based systems, should be evaluated utilizing the similar standards and protocols.
- 2.04.05 New or innovative manufactured products, systems and technologies, proprietary and non-proprietary land-based systems must have a clear path for acceptance and verification of performance claims through testing and pilot projects.
- 2.04.06 Consistent standards must be followed to ensure the appropriate sizing of all stormwater practices, including manufactured products, systems and technologies proprietary and non-proprietary land-based systems.
- 2.04.07 Repetitive or redundant testing should be eliminated by promoting the reciprocal acceptance of test data, and the establishment of national test standards.
- 2.04.08 No stormwater product, system or technology, proprietary or non-proprietary land-based system, should be rated or assumed to have a uniform pollutant removal percentage or other performance claim in all situations without supporting recognized independent third-party data.
- 2.04.09 Consistent standards must be established for the proper maintenance frequency and procedures for all manufactured products, systems and technologies proprietary and non-proprietary land-based systems to ensure their consistent performance throughout their respective design life.

3.0 Membership

3.01 Membership Categories

- 3.01.01 SWEMA shall consist of four (4) categories of members: Manufacturer members, Maintenance members, Associate members, and Professional members.
- 3.01.02 Manufacturer Members – Any company engaged in the manufacture and sale of a product, system or technology designed to control stormwater either through quality (water treatment) or quantity (volume reduction) is eligible to become a Manufacturer Member of SWEMA.
- 3.01.03 Maintenance Members – Any organization engaged in the providing of services for the purpose of inspecting, documenting, maintaining, repairing and/or extending the useful design life of any product, system or technology, proprietary or non-proprietary land based system designed to reduce the pollutant loads associated with stormwater runoff, through



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water quality treatment, volume reduction or management is eligible to become a Maintenance Member of SWEMA.

- 3.01.04 Associate Members – Any organization not described in 3.01.02, or .03 but who is otherwise associated with the stormwater industry (e.g. supplier, distributor, service provider) is eligible to become an Associate Member of SWEMA.
- 3.01.05 Professional Members - Any person not described in 3.01.02, .03 or .04 but who is interested or otherwise aligned with SWEMA's values is eligible to become a Professional Member of SWEMA.

3.02 Membership Representative

- 3.02.01 Each SWEMA member shall designate one (1) representative who shall represent the member in official association business. This representative will be considered the voting member unless they designate otherwise.

3.03 Membership Eligibility

- 3.03.01 Any separate entity or organization meeting any of the specified membership categories set forth in Sections 3.01. 01 through 3.01.05, shall be eligible to become a member of SWEMA. Any affiliation with an existing member of SWEMA of an entity or organization applying for SWEMA membership shall not disqualify it for membership.

3.04 Voting and Other Membership Benefits

- 3.04.01 Each Manufacturer Member will be entitled to one (1) vote on matters coming before the Members at all Membership meetings, regularly scheduled or otherwise. A Manufacturer Member may vote in person or by written proxy.
- 3.04.02 Each Maintenance Member will be entitled to one (1) vote on matters, coming before the Members at all Membership meetings, regularly scheduled or otherwise. A Maintenance Member may vote in person or by written proxy.
- 3.04.03 Associate Members and Professional Members may serve and participate on standing and/or ad hoc committees and may vote on propositions to be submitted by the committee for final association action.

Associate Members and Professional Members may participate in Membership Meetings, but shall not be eligible to vote on any matter.

- 3.04.04 Not less than sixty percent (60%) of the Manufacturer and Maintenance Members must be present in person or by written proxy to establish a quorum to consider a motion / ballot at a Members' meeting, regularly scheduled or otherwise.

Written ballots may be issued on documents generated by the association. The options list on the ballot will consist of "approved," "not approved" or "abstain." Ballot items returned unmarked shall be considered as abstaining but count towards the sixty percent (60%) minimum quorum requirement. A majority vote will pass the ballot.



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- 3.04.05 Action upon an administrative matter at an annual or special meeting of the Members is approved if the number of votes cast favoring the action exceed the number of votes opposing the action.

3.05 Membership Application Procedure

- 3.05.01 All applications for membership shall be submitted in writing to the managing director on forms furnished by the SWEMA.
- 3.05.02 The SWEMA, through the action of the board of directors, retains the right to screen applicants and reject a member application if the applicant does not meet the eligibility requirements of the requested membership category. If the application is denied, the applicant shall be notified of the reason(s) and be given an opportunity to respond and to appeal for reconsideration of the board's decision.

3.06 Annual Dues

- 3.06.01 Membership dues are annual, payable on January 1 of each year. The annual membership dues for each membership category shall be determined by the board of directors. Membership dues are payable in accordance with the Policy adopted by the Board of Directors.
- 3.06.02 Members joining during the year will be assessed a prorated share of the annual dues established for that year.
- 3.06.03 Failure to pay the annual membership dues shall be considered a voluntary resignation by the member and all rights and privileges of membership shall be immediately revoked.

3.07 Expulsion / Termination / Suspension of Membership.

- 3.07.01 A member may be expelled or suspended and a membership may be terminated by a procedure that is fair and reasonable, and is carried out in good faith taking into consideration all of the relevant facts and circumstances. Such procedure is fair and reasonable if it provides not less than fifteen (15) days prior written notice of the expulsion, termination or suspension, and the reasons for it; and an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of expulsion, termination or suspension by a special committee of the Board of Directors composed of no fewer than three (3) Board members appointed by the President. A proceeding challenging an expulsion, termination or suspension, including a proceeding in which defective notice is alleged must be begun within one year after the effective date of the expulsion, termination or suspension. The expulsion, termination or suspension of a membership shall not relieve the Member from any obligations the Member may have to the Association for the dues, assessments, fees or charges for goods and services.



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3.08 General Membership

- 3.08.01 Each manufacturer member of SWEMA is entitled to a single vote on association matters and the vote of each voting member carries equal weight to the votes of other manufacturing members. In instances of industry consolidation, either through acquisition or the creation of, alliances, joint ventures, partnerships, or similar agreements between multiple voting members, additional consideration must be given to the nature of said business relationships to ensure a concentration of voting power is not exercised by any member organization.
- 3.08.02 In the event that a situation arises that does not fall within the above provisions or a concern is raised by a member, the Board of Directors will review the situation and will render a decision to determine whether or not the entity meets membership qualifications.
- 3.08.03 In instances when an existing or potential manufacturer member is acquired (either by purchase of the company or substantially all of its assets) by another existing or potential manufacturer member and the acquired entity continues to operate as an independent entity with separate staff, then both the acquired and acquiring companies remain eligible to be a voting manufacturer member.
- 3.08.04 In the event that a situation arises that does not fall within the above provisions, an ad hoc membership committee of three members, as appointed by the President, will render a decision to determine whether or not the entity meets membership qualifications.

3.09 Conflict of Interest

- 3.09.01 In the event any member has a conflict of interest which might properly limit such member's fair and impartial participation in deliberations or decisions, such member shall disclose the circumstances of such conflict.
- 3.09.02 "Conflict of interest," as referred to herein, shall include, but shall not be limited to, any business of SWEMA in which a member or any organization to which such member has any allegiance, has an interest that may be in conflict with the interest of SWEMA or any other matter in which the member has an direct or indirect interest, or any transaction in which a member is unable to exercise impartial judgment or otherwise act in the best interests of SWEMA.
- 3.09.03 No member shall cast a vote, nor take part in the final deliberation in any matter in which the member or any organization to which such member has allegiance, has an interest that may be in conflict with the interest of SWEMA. Any member who believes that such a conflict-of-interest may exist shall so notify SWEMA prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any member has a conflict-of-interest in any matter.
- 3.09.04 The minutes of the Board meeting shall reflect disclosure of any conflict-of-interest and the recusal of the interested member.



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4.0 Board of Directors

4.01 Authority. All corporate powers shall be exercised by or under the authority of, and the business, affairs and property of the Corporation shall be managed under the direction of the Board, subject to any limitations set forth in the Articles and in these Bylaws.

Directors and members of committees may not receive compensation in their capacity as a Director or Officer other than reimbursement for pre-approved expenses as documented by receipts.

4.02 Number and Qualification.

- 4.02.01 Directors. The Board shall consist of no less than three (3) and no more than seven (7) Directors. At any time there may be one (1) Board member who is a Maintenance member.
- 4.02.02 The Board shall consist of Members that provide a comprehensive, industry-wide representation of the stormwater treatment, management and maintenance industry.
- 4.02.02.01 In the selection of potential board members the nominating committee shall consider the different issues that exist in the stormwater industry and nominate members who will fairly, impartially and adequately represent the SWEMA interests.
- 4.02.02.02 In order to avoid an imbalance of representation on the board, no more than one (1) person from:
- a. the same company may serve on the Board at the same time;
 - b. two (2) affiliated companies may serve on the Board at the same time; provided that the Board, by a majority vote, shall determine whether the nature and scope of the companies' affiliation will prevent individuals from each company from serving on the Board at the same time.
- 4.02.02.03 In the event that two (2) existing board members shall thereafter:
- a. become employed by with the same member company; or
 - b. be employed by affiliated companies, and the Board determines that such affiliation prohibits both persons from serving on the Board at the same time
- then, and in that event, the two (2) board members shall notify SWEMA and within thirty (30) days, one (1) of the affected board members shall resign from the board.
- 4.02.02.04 In the event that neither affected board member shall resign, then the remaining board members by a simple majority vote shall remove one (1) of the affected board members within thirty (30) days.
- 4.02.03 The Board positions will include president, vice-president, secretary-treasurer, and up to four (4) at-large directors. All positions will be elected by the membership as in 5.03.02.



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- 4.02.03.01 Powers and Duties of the President. Subject to control by the Board of Directors, the President shall preside, when present, at all meeting of the Board of Directors and the Members, shall have responsibility for the general active management of the business of the Association, shall see that all order and resolutions of the Board of Directors are carried into effect. The President shall sign and deliver in the name of the Association any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Association, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or the Bylaws or the Board of Directors to some other Officer or agent of the Corporation.
- 4.02.03.02 Powers and Duties of the Vice-President. The Vice President shall, in the absence or disability of the President, perform the duties and exercises the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.
- 4.02.03.03 Powers and Duties of the Secretary/Treasurer.

Secretary Duties

The Secretary and the Treasurer's positions are combined on the SWEMA Board. The duties listed below are to be done or overseen by the secretary / treasurer. The Secretary/Treasurer can delegate staff to perform these duties.

- a. Attends and records all meetings of the membership and Board of Directors
- b. Keep organization's official membership roll
- c. To maintain record books in which the bylaws, Policy Manual and other instruments of the organization
- d. To prepare an agenda for the use of the presiding officer prior to each meeting

Treasurer Duties

- a. The treasurer of the organization is entrusted with the custody of the funds
- b. Collection of membership dues
- c. Disperse funds to cover the expenses of the organization

The Treasurer shall render to the President and to the Board of Directors, whenever requested, an account of all transactions by the Treasurer and of the financial condition of the Corporation, and perform other duties as prescribed by the President or the Board of Directors.

4.03 Nomination and Election.

- 4.03.01 Nomination. The Nominating Committee shall nominate one or more candidates for each Board position to be elected by the Manufacturer Members and submit its nominations to the Board prior to November 1 of each year.



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- 4.03.02 Election. Unless the Board calls for the election of Directors at an annual meeting of the Members, the Directors shall be elected by written ballots of the Manufacturer Members entitled to vote. The Secretary shall mail or otherwise transmit written ballots to each Manufacturer Member by November 15 of each even numbered calendar year, beginning November 15, 2008. Such ballots shall be completed by an authorized representative of the Manufacturer Member and returned to the Board. Ballots received on or before the following December 1 shall be counted for the election of Directors. Ballots received after that December 1 shall not be counted.
- 4.03.03 Term of Office. Each Director shall hold office for two (2) years from January 1 following his or her election, or the date of his or her election if later, until the next election of Directors and until their respective successors are elected and qualified. In the event of a failure to hold an election of Directors by December 1 as provided in Article 5.03.02 hereof, the election of Directors may be held at a special meeting of the Members called for that purpose or by later written ballot provided and received by the Board by dates specified by the Board.

4.04 Meetings

- 4.04.01 There shall be at least two (2) regular meetings of the board of directors during a calendar year to be held at such time and place as may be determined by the board.
- 4.04.02 Special meetings of the board of directors, including by telephone or video, may be called by the president or upon written request to the managing director by two members of the board of directors, provided at least seven (7) days' notice is given.

4.05 Voting and Conduct of Business at Meetings

- 4.05.01 Business at board of directors' meetings shall be conducted according to the latest version of *Roberts Rules of Order* except where otherwise stated in the SWEMA bylaws.
- 4.05.02 Each board member shall have one vote. All decisions shall be made by majority vote except where otherwise stated in the SWEMA bylaws.
- 4.05.03 Proxies shall not be recognized at board of director meetings.
- 4.05.04 A simple majority of the voting members of the board of directors shall constitute a quorum at all meetings.
- 4.05.05 An action, other than an action requiring member approval, may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present. For the convenience of the directors, such written action may be executed in multiple counterparts.

4.06 Resignation, Termination and Absences

- 4.06.01 Resignation from the Board must be in writing and received by the Secretary. If a Manufacturer Member notifies the Board that its representative who serves on the Board



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no longer represents the Manufacturer Member, the person is no longer eligible to be one of the Board directors.

- 4.06.02 A Board director shall be dropped for excess absences from the Board if he or she has three unexcused absences from the Board meetings in a year. A Board director may be removed for other reasons by a three-fourth vote of the remaining directors.
- 4.06.03 A vacancy in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by a majority vote of the remaining Directors from nominees provided by the Nominating Committee.

4.07 Conflict of Interest

- 4.07.01 In the event any director has a conflict of interest which might properly limit such director's fair and impartial participation in deliberations or decisions, such director shall disclose the circumstances of such conflict.

"Conflict of Interest," as referred to herein, shall include, but shall not be limited to, any business of SWEMA in which a director or any organization to which such director has any allegiance, has an interest that may be in conflict with the interest of SWEMA or any other matter in which the director has an direct or indirect interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of SWEMA.
- 4.07.02 No director shall cast a vote, nor take part in the final deliberation in any matter in which the director or any organization to which such director has allegiance, has an interest that may be in conflict with the interest of SWEMA. Any director who believes that such a conflict-of-interest may exist shall so notify SWEMA prior to deliberation on the matter in question. The Board, by a simple majority vote, in which vote the interested director shall not participate, shall make the final determination as to whether any director has a conflict-of-interest in any matter.
- 4.07.03 The minutes of the Board meeting shall reflect disclosure of any conflict-of-interest and the recusal of the interested director.

5.0 Meetings of the Membership

5.01 Regular Meetings

- 5.01.01 SWEMA shall hold a full meeting of the membership at least twice every calendar year at a time and location approved by the board of directors. Members shall be given a minimum of thirty (30) days' notice of the meeting. Notification may be by mail, overnight delivery, facsimile or electronic means.



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- 5.01.02 The business of the meeting shall be a review of the activities and financial affairs of SWEMA, the election of directors and officers, and the approval of amendments to the SWEMA bylaws.
- 5.01.03 The meeting shall be conducted according to the latest version of *Roberts Rules of Order*. Administrative decisions will be made by a majority vote of the votes cast through either secret ballot or a show of hands.
- 5.01.04 Sixty percent (60%) of the Manufacturing Members entitled to vote at any annual or special meeting, represented in person or by proxy, shall constitute a quorum.

5.02 Special Meetings

- 5.02.01 Special meetings of the membership may be called by the board of directors or at the request of at least 25% of the Manufacturer Members. Members shall be given a minimum of thirty (30) days' notice of the meeting. Not less than 72 hours prior to the meeting date and time the Board shall send an Agenda which shall contain a concise summary of the following:
 - a. The issue to be considered;
 - b. The members or other entities that are involved;
 - c. Suggested solutions, outcomes, actions or tasks for SWEMA
- 5.02.02 The meeting shall be conducted according to the latest version of *Roberts Rules of Order*. Decisions will be made by a majority vote of the votes cast through either secret ballot or a show of hands.

6.0 Committees

6.01 The board of directors shall determine the number and type of standing committees to implement the objectives of the SWEMA.

6.02 The board of directors shall determine committee assignments from those members expressing interest in serving on the respective committees.

7.0 Professional Administration

7.01 SWEMA may contract with a professional administrator, selected by the board of directors, to manage its affairs.

7.02 The SWEMA bank account shall have three (3) signees: President, Vice President and Treasurer. Only one signature is needed to sign checks and instruments of disbursements.



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8.0 Amendments

8.01 All amendments to these bylaws shall be approved by mail ballot to eligible voters or at a regular SWEMA meeting.

8.02 Amendments shall be recommended by vote of the board of directors or upon written petition of 25% SWEMA members sent to the managing director.

8.03 A two-thirds (2/3) affirmative vote of those returning ballots is necessary for passage.

9.0 Fiscal Year

9.01 The SWEMA fiscal year shall be from January 1 through December 31 of each year.

10.0 Members Code of Ethics

10.01 As Members of SWEMA, we pledge to conduct every aspect of business in a lawful, honest and dignified manner, providing the highest-quality products and services to our customers.

10.02 As Members of SWEMA, we believe open, honest competition creates an industry that will produce better products, better companies and more satisfied customers. We pledge to compete with the highest moral and ethical standards.

10.03 As Members of SWEMA, we pledge to fairly pursue profit as a by-product of excellence in successful business management.

10.04 As Members of SWEMA, we desire adequate experience or education for employees and representatives of our companies.

10.05 As Members of SWEMA, we accept this code of ethics as standards for operating our business and pledge to judge our own actions and the actions of our industry associates accordingly.

10.06 Members shall first try to resolve issues between concerned parties. If issues cannot be resolved, the President shall be notified in writing when claiming that a Member has failed to abide by this Code. The President shall act as a mediator to try to resolve the problem between the concerned parties. If the dispute



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involves the President, the Vice President will act as mediator. If the problem still remains unresolved, a special committee of three (3) Manufacturer Members shall be appointed by the SWEMA President or Vice President, to investigate the facts provided and come to a consensus on the matter. The consensus opinion will be presented to the entire Manufacturing Membership for approval.

11.0 Dissolution of SWEMA

11.01 Dissolution of the SWEMA may be decided by a meeting or through a mail ballot of the eligible voting membership.

11.02 In the event of a decision to dissolve, the board of directors shall be authorized to dispose of the assets and resolve the debts of SWEMA.