

**PACIFIC NORTHWEST SECTION
AMERICAN WATER WORKS ASSOCIATION**

SOUTHERN OREGON SUBSECTION

~ BYLAWS ~

Adopted 2005

Article I - NAME

The name of this organization shall be Southern Oregon Subsection of the Pacific Northwest Section (PNWS) of the American Water Works Association (AWWA). The word "Subsection" used hereafter shall refer to this organization. It is intended that these Bylaws be consistent with those of the PNWS-AWWA. In the event of any conflict, the Bylaws of the PNWS-AWWA shall govern.

Article II - BOUNDARIES

The boundaries of the above named Subsection shall be described as follows: The collective counties in Oregon of Lake, Klamath, Douglas, Josephine, Jackson, Curry, and Coos Counties, in accordance with the attached map designated as Figure 2.

Article III - OBJECTIVE

As a Subsection of the PNWS-AWWA, the objectives of this organization are to further the dissemination of information and the advancement of knowledge in the areas of design, construction, operation, and management of utilities rendering water service to the public, to further interest in the PNWS of the American Water Works Association, and, at all times remain consistent with Article II of the Bylaws of the PNWS-AWWA.

Article IV - HEADQUARTERS

The headquarters of the Subsection shall be the office of the Secretary, Secretary/Treasurer or other Officer or Board Member as determined by the Subsection Board of Directors.

Article V - MEMBERSHIP

Any member of the AWWA in good standing, or employees of water utilities, water utility suppliers, service companies, water utility engineering firms and consultants, manufacturers and city, county, state or federal utility regulatory agencies shall be entitled to membership in the Subsection. Attendance at Subsection meetings shall not be limited to AWWA members, but **only AWWA members in good standing may hold office**. "Water Utility" in the broad sense shall mean any person, corporation, company, business, private or public organization supplying potable water.

Article VI - DUES AND FUNDS

There shall be no dues for the Subsection, although the Subsection may establish annual assessments or technical or program registration fees, which would be payable at a specified time established by the Subsection, to help defray expenses.

All moneys received by the Subsection shall immediately be deposited in a checking account, bearing the signature of the Secretary/Treasurer of the Subsection and the Executive Director of the PNWS-AWWA, and shall bear the AWWA tax number 23-7026163.

The funds of the Subsection shall be used only for Subsection or PNWS-AWWA activities.

Article VII - OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS

Section A: All Officers and Directors shall reside within the geographic boundaries of the Subsection and shall be members of AWWA in good standing, or the specifically designated AWWA representative of a utility; otherwise, Officers and Directors must have a minimum of an affiliate membership.

Section B: The Officers shall be as follows:

- a. President
- b. Vice President
- c. Secretary/Treasurer

Section C: The members of the Board of Directors, hereafter called the "Board" shall consist of:

- a. President
- b. Vice President
- c. Secretary/Treasurer
- d. Three (3) Directors or Board Members
- e. Immediate Past President

NOTE: Directors should, where possible, be elected from the various geographic areas of the Subsection as established by these Bylaws.

Section D: Term of office for each member of the Board shall be as follows:

- a. President of the Subsection shall take office at the close of the PNWS-AWWA Annual Conference (May) and remain in office for one year. In the event the President fails to complete the term of office, the Vice President shall assume those duties, in addition to the duties of the Vice President, for the remainder of the term and then remain as President for the regular term.
- b. Vice President shall take office at the close of the PNWS-AWWA Annual Conference and will terminate only when the successor takes office.
- c. Secretary/Treasurer may be appointed by the President and confirmed by the Board, or by election by the membership present at a regular Subsection

meeting. The office shall be filled by a current or past member of the Board, or a member with qualifications to handle the office. The length of term shall be at the discretion of the President and shall begin at the close of the PNWS-AWWA Annual Conference and shall terminate only when the successor takes office. The Secretary/Treasurer may wish to run for the office of Vice President and shall contact the Nominating Committee.

- d. Each director shall take office at the close of the PNWS-AWWA Annual Conference and shall terminate only when the successor takes office. The term of office shall be a maximum of one (1) year and each Director will automatically move up one position. The positions shall start at position number three (3) and ascend to position number one (1). Vacancies can be filled by the President and confirmed by the Board, or, by election by the membership present at a regular Subsection meeting.

Section E: Any officer or member of the board can remove himself or herself from any office at any time by submitting a letter of resignation to the President.

Section F: Any officer or member of the Board who misses two (2) consecutive board meetings may be removed by a vote of the Board members present at the next regular Board meeting.

Section G: The outgoing President shall be automatically placed on the board of Directors for a one (1) year term.

Article VIII - DUTIES OF OFFICERS AND DIRECTORS

Section A: The President shall have general supervision of the affairs of the Subsection, subject to the direction of the board. The President may delegate the responsibility for particular items to other officers. So far as possible, the President shall preside over all meetings of the Subsection and the Board. With the approval of the Board, the President shall appoint such committees as may be necessary to properly conduct the business and the activities of the Subsection. The President shall sign, together with the Secretary/Treasurer, on behalf of the Board, all claims of payment approved by the Board. The President shall also represent the Subsection to the public in general and to the Section.

Section B: The Vice President shall perform the duties of the President in the absence of the President and shall perform such other regular duties as may be assigned by the President or Board. The Vice President shall succeed the President in the event of vacancy in that office, and shall serve until the close of the next PNWS-AWWA Annual Conference.

Section C: The Secretary/Treasurer shall attend all meetings of the Subsection and of the Board, duly record the proceedings thereof, and shall be the custodian of all the records of the Subsection. The Secretary/Treasurer will attend to the collection of all annual assessments, technical and registration fees; shall promptly deposit all funds of the Subsection to the account of the Subsection depository; shall pay from funds of the Subsection the legitimate debts incurred by the Subsection or by any of its officers or authorized committee chairpersons for the Subsection in accordance

with the fiscal budget approved by the Board; and the Secretary/Treasurer shall personally certify the accuracy of all bills and vouchers.

The Secretary/Treasurer shall prepare the necessary annual report for submission at the Winter Area Subsection Meeting. The Secretary/Treasurer shall perform such other duties as the Board may direct. The Subsection accounts shall be audited annually by the PNWS-AWWA Audit Committee.

Section D: The Board of Directors shall have full control of the affairs of the Subsection, and shall execute its business in accordance with the Bylaws and Rules of Procedure of the Subsection. The Board of Directors shall meet at the call of the President at least one (1) time each year. The Board may vote on any issue by letter or telephone at the request of the President. All issues shall be decided by a majority vote of the Board. Four (4) Board members shall constitute a quorum. All Board members will have equal voting power with that of every other member of the Board.

Section E: The immediate Past President of the Subsection will automatically become a member of the Board of Directors.

Article IX - AUTHORITY

The Board of Directors shall be the governing body of the Subsection, and shall execute its business in accordance with the Bylaws and Rules of Procedure of the Subsection and the governing documents of the PNWS-AWWA.

Article X - MEETINGS

Section A: Regular meetings shall be held as scheduled except no meeting shall conflict with the PNWS-AWWA Annual Conference. Meeting dates may be canceled or rescheduled at the option of the Board for any reason deemed necessary by the Board.

Section B: Exact time and place of regular meetings shall be sent to all members of the Subsection no less than one week prior to the date of the meeting.

Section C: The last meeting of the calendar year shall be considered the Subsection annual business meeting.

Section D: Special meetings may be held at such times and places as may be determined by the President or Board of Directors.

Section E: There shall be a minimum of two (2) meetings per calendar year.

Article XI - QUORUM

A quorum for the transaction of business at any meeting of the Subsection shall be the majority of members present at the meeting. Four (4) of the six (6) officers must be present to transact any business.

Article XII - RULES OF PROCEDURE

The Board shall prepare and amend the Rules of Procedures as needed to govern the operations of the Subsection such that the operation is not in conflict with these Bylaws and the Bylaws of the PNWS-AWWA.

Article XII - NOMINATIONS

There shall be a minimum of two (2) nominees, if possible, for each elected vacancy, presented to the general membership for their consideration.

Article XIII - NOMINATION PROCEDURE

At least sixty (60) days prior to the Subsection December Meeting, a nominating committee consisting of three (3) members appointed by the President, preferably from those that have at one time served on, but are not presently serving on the Board. This committee shall report to the Board at the December Meeting, and place in nomination eligible candidates for each office to be filled. Those names shall be submitted to members present along with nominations from the floor. After nominations have ceased, the presiding officer shall close the nominations and proceed with the election of officers by secret ballot of those Subsection members present. The President shall appoint two (2) members present to count the ballots, and the person receiving the highest number of votes for each position for which they were nominated shall be declared elected for that position. In the event of a tie vote, the President of the Subsection shall cast a deciding vote.

Article XV - STANDING COMMITTEES

Section A: The standing committees of the Subsection shall be: Membership Committee, Program Committee, and Education Committee.

Section B: The Membership Committee shall consist of a Chair and as many members deemed necessary by the President. It will be the duty of this committee to establish programs for obtaining new members, to encourage and retain memberships not only for and within the boundaries of the Subsection, but also for AWWA.

Section C: The Program Committee shall consist of a Chair and as many members deemed necessary by the President. It will be the duty of this Committee to provide appropriate quality programs for each Subsection meeting.

Section D: The Education Committee shall consist of a Chair and as many members deemed necessary by the Chair. This committee will be charged with the responsibility to research, actively develop, promote and coordinate the educational programs of the Subsection.

Article XVI - DISSOLUTION

- Section A: Any Subsection may be dissolved by the Board for reasons that it believes to be sufficient.
- Section B: In case of dissolution of the Subsection, all funds and property of the Subsection immediately become the funds and property of the PNWS-AWWA.
- Section C: In the event that the Subsection is dissolved as a result of amalgamation with another Subsection, or in order to create a new Subsection or Subsections covering members of the Subsection being dissolved, the funds and property, including any funds and property which may have derived from the general fund of the PNWS-AWWA, shall be redistributed, as may be agreed, to the amalgamated Subsection, or the new Subsection and/or Subsections as the case may be. In the event no agreement is reached, the matter shall be arbitrated by the Trustees of the PNWS-AWWA.
- Section D: In the event of dissolution of the PNWS-AWWA, the Subsection shall also dissolve.

Article XVII - CONSISTENCY

It is the intention of these Bylaws to be consistent with the Bylaws of the PNWS-AWWA and the Bylaws of the AWWA. In the event of a discrepancy, the Bylaws of the PNWS-AWWA and/or the Bylaws of the AWWA shall prevail.

Article XVIII - AMENDMENTS

- Section A: Proposals for amendment of, and to, these Bylaws may be originated by a majority vote of the Board or by submission to the Secretary/Treasurer of the Subsection, a written petition signed by at least ten (10) AWWA members in good standing of the Subsection. Upon an amendment being proposed, the Secretary/Treasurer shall furnish each member of the Subsection a copy of the proposed amendment. The proposed amendment shall then be voted upon by the Subsection members present at the next general meeting. A simple majority shall constitute approval.
- Section B: If the proposed amendment is approved by vote of the membership, the Secretary/Treasurer shall then submit the amendment to the PNWS-AWWA Area Subsection Committee for consideration and approval, and if approved the Area Subsection Committee will further submit the amendment to the Board of Trustees of the PNWS-AWWA for their consideration and approval.
- Section C: After approval of the amendment by the Board of Trustees of the PNWS-AWWA, the amendment shall thereupon become effective.