

**BYLAWS OF THE**  
**PACIFIC NORTHWEST SECTION OF THE**  
**AMERICAN WATER WORKS ASSOCIATION**

Incorporated under the Laws of the State of Oregon  
As Proposed to the PNWS Board of Trustees – Fall 2020

**March 2018**

**ARTICLE I – NAME**

- 1.1 **Name.** The name of this corporation shall be "The Pacific Northwest Section (PNWS-AWWA\_ of the American Water Works Association." American Water Works Association may hereinafter be referred to as "AWWA" or the "Association".

**ARTICLE II – PURPOSE AND GOVERNING INSTRUMENTS**

The objectives of this Section are to promote public health, safety, and welfare through the improvement of the quality and quantity of water delivered to the public and the development and furtherance of understanding of the problems relating thereto as noted in the AWWA Articles of Incorporation.

- 2.1 **Nonprofit Corporation.** The corporation shall be organized and operated as a nonprofit corporation under the provisions of the Oregon Nonprofit Corporation Act.
- 2.2 **Charitable Purposes.** The purposes of the corporation, as set forth in the articles of incorporation, are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code. In furtherance of such purpose, the corporation shall have the power and authority:
- a. To promote public health, safety, and welfare through the improvement of the quality and quantity of water delivered to the public and the development and furtherance of understanding the problems related thereto;
  - b. To advance the knowledge of the design, construction, operation, water treatment, and management of water utilities;
  - c. To advance the knowledge of the problems involved in the development of resources, production, and distribution of safe and adequate water supply;
  - d. To educate the public on the problems of water supply and promote a spirit of cooperation between consumers and suppliers in solving these problems;
  - e. To conduct research to determine the causes of problems of providing a safe and adequate water supply and proposing solutions thereto in an effort to improve the quality and quantity of the water supply provided to the public; and

- f. To engage in any other activities which are consistent with the foregoing and consistent with the provisions of section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the corporation shall have full power and authority to perform all acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Trustees, to carry out any of the purposes of the corporation, including all other power and authority enjoyed by corporations generally by virtue of the provisions of the Oregon Nonprofit Corporation Act (within and subject to the limitations of section 501 (c)(3) of the Internal Revenue Code).

- 2.3 **Governing Instruments.** The corporation shall be governed by its articles of incorporation and these bylaws. These bylaws and all other matters pertaining to the operation of the Section shall be construed to be consistent with the Articles of Incorporation, Bylaws and Board Policy Manual of the American Water Works Association (collectively the "AWWA Documents"). In the event of any conflict between these bylaws or policies and procedures of the Section and the AWWA Documents, the AWWA Documents shall control.

### ARTICLE III – HEADQUARTERS

- 3.1 **Section Headquarters.** The headquarters of this Section shall be at the office of the Executive Director.
- 3.2 **Registered Office and Agent.** The Section shall maintain a registered office in the State of Oregon, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Oregon Nonprofit Corporation Act.
- 3.3 **Other Offices.** The principal office of the PNWS-AWWA Section shall be located in Oregon. The Section may have other offices at such place or places within or outside the State of Oregon, as the Board of Trustees may determine from time to time or the affairs of the Section may require or make desirable.

### ARTICLE IV – MEMBERSHIP

- 4.1 **Membership.** Any member of AWWA in good standing, residing in or having principal business activities in the States of Oregon and Washington, in the State of Idaho west of 115 degree of longitude, and those assigned to it, as provided by the Governing Documents of AWWA shall be entitled to membership in this Section.
- 4.2 **An Association Member.** Any member with full membership rights in another section (the primary section), may choose membership in the Section as a multi-section member.
- 4.3 **Voting Rights.** All members of the section in good standing, including multi-section members, shall be entitled to vote on the election of new trustees and officers, the amendment of the articles of incorporation of the Section and these bylaws, the approval of

the annual financial report of the Section, and other matters submitted by the Board of Trustees to a vote of the membership. Each such member shall be entitled to one vote on each such matter, unless otherwise determined by the Board of Trustees.

~~4.4 **Standards of Conduct.** Any Member may be expelled, suspended or otherwise disciplined, for any cause by majority vote of the Association's Board of Directors, following reasonable written notice to the Member, investigation, hearing, and discussion and decision of the Association's Board of Directors. In the case of expulsion or suspension, any unpaid dues or assessments are still payable by the Member.~~

**Commented [PB1]:** Relocated to the PNWS ROPs as recommended by the Association's Review. Article 5.16

## ARTICLE V – FEES AND DUES

- 5.1 Dues shall be assessed against Members as required for membership in AWWA. The Section may, in accordance with the procedures defined in the AWWA Documents as well as any other guidelines established by AWWA, apply for permission to levy a Section dues assessment, which shall be in addition to, and not a substitute for, AWWA membership dues. Any Section dues assessment would be levied annually at the time of membership renewal, and the revenue collected would be used to increase the funds available for Section uses consistent with the objectives in Article II. Once approved, changes in a Section dues assessment can be authorized by a vote of the Board of Trustees for submission to and approval by the AWWA Board of Directors. Only the Association can determine and collect dues and assessments.
- 5.2 The Section reserves the right to collect fees for Section activities and events, as appropriate (e.g., registration fees for annual meetings, teleconferences, and other educational programs). Such fees will be established in accordance with these bylaws, the policies and procedures of the Section, and the AWWA Documents.
- 5.3 The Section's finances shall be managed in accordance with the AWWA Documents, the Section's policies and procedures, and all applicable financial laws, rules and regulations of the country and province or state in which the Section operates. The Section shall conduct a financial audit or review no less than once every three years. A copy of the audited or reviewed financial Statement shall be provided to the Association. The audit or review shall be conducted by a qualified accountant who is not employed by or affiliated with (a) any employee or independent contractor of the Section involved with the Section's finances nor (b) any officer or non-officer trustee of the Section.

## ARTICLE VI – OFFICERS AND MEMBERS OF THE BOARD OF TRUSTEES

- 6.1 **Prerequisites.** All officers and members of the Board of Trustees shall be Active AWWA Members.
- 6.2 Any member of the Section, including a multi-Section member shall be eligible to hold elective office in the Section
- 6.3 Multi-Section members may hold office in only one Section at a time
- 6.4 **Officers.** The officers of this Section shall be as follows:

- a. Chair
- b. Chair-Elect
- c. Association Director

6.5 **Board of Trustees.** The members of the Board of Trustees, hereinafter called the Board, shall consist of:

- a. Chair of the Section
- b. Chair-Elect of the Section
- c. Association Director
- d. Six (6) Trustees, two (2) at large from the Section and two (2) from each of the following geographical areas:
  - (1) The State of Washington
  - (2) The State of Oregon and that portion of the State of Idaho within Section boundaries
- e. Past-Chair
- f. Treasurer

6.6 **Term of Office.** The term of office for each member of the Board shall immediately commence the close of the Annual Conference, be as follows unless the Annual Conference is not held, to which the terms of the newly elected Trustees shall commence and the terms of their predecessors shall end, at 12:01 a.m. on May 15<sup>th</sup>.

The Term of Office for each Board member shall be:

- a. The Chair of the Section shall serve for one (1) year, from the close of one (1) Annual Conference to the close of the following Annual Conference at which his/her successor takes office.
- b. The Chair-Elect of the Section shall serve for one (1) year, from the close of one (1) Annual Conference to the close of the following Annual Conference at which his/her successor takes office. Upon expiration of the term of the Chair, the Chair-Elect shall ascend to the office of Chair.
- c. The Association Director shall serve a three- (3) year term coincident with the term of the members of the AWWA Board of Directors, as provided by the Association Bylaws.
- d. Each of the Trustees shall serve a two- (2) year term, from the close of the Annual Conference after which he/she takes office to the close of the Annual Conference two (2) years later. The terms of Trustees at large and a Trustee from each geographical area shall be staggered, with a Trustee at large and a Trustee from each geographical area being elected each year.
- e. The Past-Chair shall serve a one- (1) year term, from the close of one (1) Annual Conference to the close of the following Annual Conference.

f. Two or more offices may not be held by the same individual, with the exception of the of a Section Chair vacancy during term as defined below.

g. The Treasurer shall serve one ~~four~~three-year term, with no opportunity for reappointment.

**Commented [PB2]:** Terminology added as recommended by the Associations' review of the document

**Commented [PB3]:** Recommended by the Ad Hoc Committee

- 6.7 **Chair Vacancy.** If the Section Chair fails to complete his/her term, the Chair-Elect shall assume the duties of the office of Chair, in addition to the duties of the office of Chair-Elect, for the remainder of the unexpired term of the Chair.
- 6.8 **Consecutive Terms.** ~~Neither the Chair nor the Chair-Elect. None of the above members of the Board~~ may serve two (2) terms consecutively in the same capacity, ~~unless the Chair-Elect is called to act under the provisions of Article 6.7. Trustees are allowed to serve up to two (2) terms if voted by election. This prohibition shall not apply to a person acting as Chair or Chair-Elect under the provisions of Section 6.7 of this Article.~~
- 6.9 **Chair-Elect Nominee.** A Chair-Elect nominee shall be a member of AWWA entitled to vote and hold office, and have served at least two (2) years on the Board.
- 6.10 **Association Director Nominee.** Nominees for the Sections' Association Director should be persons of long experience with the Section, preferably having served as an officer for 2 or more years.

**Commented [PB4]:** Recommended change from the Association

**Commented [PB5]:** Recommended by the AdHoc committee and the Association, and Board of Trustees.

## ARTICLE VII – NOMINATION AND ELECTION OF BOARD MEMBERS

- 7.1 **Nominations.** There shall be a minimum of two (2) nominees, if possible, for each elected vacancy requiring a vote of the members. The Nominating Committee shall select at least two qualified persons each year for the open Board positions of the Section: Chair-Elect and two Trustee positions, and every 3 years for the AWWA Section Director ~~or term consistent with Article III of the ByLaws of the Association.~~ For the position of Director-at-Large, the process of Nomination shall generally follow the procedures set forth herein ~~with the election being performed by the AWWA Board of Directors, as stated in the AWWA ByLaws (Refer to Section 3.03).~~ The slate of candidates are presented to the PNWS-AWWA Board of Trustees for approval and then to the general membership for their consideration and balloting. ~~The Nominating Committee will also submit a minimum of two (2) Treasurer candidates thirty (30) days prior to the Fall meeting~~
- 7.2 **Nominating Procedures.**

**Commented [PB6]:** Added to be consistent with current AWWA Template for Section ByLaws.

**Commented [PB7]:** Nomination of Section Director does not need Association approval

**Commented [PB8]:** Addition by the Board of Trustees

### 7.2.1 PNWS Chair-Elect and Trustee's Nomination Procedure

A Nominating Committee ~~for Officers of the Board shall consist~~ ~~ing of up to eight (8) voting members of the Section and will consist of the following:~~

~~of the~~

~~Five (5) of the nominating members will be the most recent and available Past-Chairs of the Section and in good standing. The availability and commitment of the Past-Chair nominating committee members will be confirmed annually by the Section Chair.~~

~~Up to three (3) additional non-board members may be annually appointed by the Section Chair as members of the nominating committee. When possible, the appointed members shall consist of one (1) individual each from Washington, Oregon and Idaho, shall serve as the Nominating Committee.~~

~~The current Past Chair shall reside as the Chair of the nominating committee.~~

**Commented [PB9]:** Recommendation of the Adhoc Committee and Board of Trustees

~~Any member in good standing wishing to be considered as a "candidate by petition" to fill any elected position vacancy may do so by presenting to the Board a signed petition containing AWWA member signatures amounting to five percent (5%) of those votes cast in the last regular Section election. To be so considered, any member shall, at least ten (10) days before the Spring Board meeting, present a written request for nomination by petition, accompanied by the signed petition to the Executive Director for confirmation of the petitions and forwarding to the Nominating Committee. The Nominating Committee can submit this name along with other names they have selected. In the case of the minimum of two (2) nominees for a position, they may use this name as one of the nominees or nominate, in addition to the names presented, their own nominees.~~

Any member in good standing wishing to be a candidate for trustee is encouraged to contact the Section Chair or Executive Director in advance of the Winter Trustee Meeting for consideration by the Nominating Committee.

This committee shall report to the Board at the Spring Board meeting, and place in nomination, eligible candidate(s) for each Board position to be filled. Except for special circumstances, the Nominating Committee shall avoid nominations, which could result in more than one employee from the same organization serving as members of the Board of Trustees at the same time, unless approved by the employer.

~~Following Board approval of the nominees, the Executive Director will gather appropriate nominee information and prepare the ballots as defined in the Rules of Procedures (ROPs). The Fall newsletter will allow each candidate a campaign statement, along with their picture.~~

- a. The office of Chair shall be automatically filled by the Chair-Elect in the year following his/her term as Chair-Elect. If the Chair-Elect should be unable to assume the office of Chair, the Nominating Committee shall nominate a candidate for Chair.
- b. The Past-Chair shall be the latest available Past-Chair of the Section.
- c. ~~e.~~ Chair-Elect Nominee – When none of the Trustees serving on the Board are eligible, or when the eligible Trustees on the Board decline the nomination for Chair-Elect, then the Board or Nominating Committee may place any present or past Trustee's name in nomination. ~~(See Article VI, Section 6.9.)~~
- e-d. Members of the Nominating Committee are required to recuse themselves if running for a Board position. The Section Chair has discretion to appoint additional nominating committee members should two (2) or more members recuse themselves.

#### 7.2.2 PNWS-AWWA Association Director Nomination Procedure

A Nominating Committee for the Section Association Director position shall be formed every three years, or as necessary to elect the Section's Association Director. The nominating committee shall consist of three members which will include the current

**Commented [PB10]:** Revision to above deleted paragraphs, as the deleted paragraphs have not been invoked for at least 20 years.

**Commented [PB11]:** This is duplicative to Article 7.1 of the ROPs. It is therefore deleted here.

**Commented [PB12]:** Unneeded

**Commented [PB13]:** Recommended by the AdHoc committee and the Board of Trustees

Section Association Director, the immediate past Section Association Director and the current Chair of the Section.

Any member in good standing wishing to be considered as a "candidate by petition" to fill this elected position vacancy may do so by presenting to the Board a signed petition containing AWWA member signatures amounting to five percent (5%) of those votes cast in the last regular Section election. To be so considered, any member shall, at least ten (10) days before the Spring Board meeting, present a written request for nomination by petition, accompanied by the signed petition to the Executive Director for confirmation of the petitions and forwarding to the Association Director Nominating Committee. In the case of the minimum of two (2) nominees for a position, they may use this name as one of the nominees or nominate, in addition to the names presented, their own nominees.

This committee shall report to the Board at the Spring Board meeting, and place in nomination, eligible candidate(s) for election as defined in Article 7.0 of the Rules of Procedures.

~~Following Board approval of the nominees, the Executive Director will, gather appropriate information and prepare the ballots as defined in the ROPs. The Fall newsletter will allow each candidate a campaign statement, along with their picture.~~

**Commented [PB14]:** Recommended inclusion to address the selection process and timing (was suggested to address by the Association)

~~7.3 **Election and Balloting Procedure.** Upon acceptance of the proposed nominees by the Board, the Executive Director, shall coordinate the public listing of the candidates and pertinent individual information about each candidate for distribution to the Section Members for the consideration and cause to have an election occur. The election process is presented in the Section's Rules of Procedures.~~

~~7.4 **Ballot Counting.** The voting records will be provided to the Executive Director at the hour of closing and notification will follow the process outlined in the Section ROPs.~~

**Commented [PB15]:** This is duplicative to information in the ROPs and is therefore deleted in the ByLaws

7.5 **Treasurer.** Selected by the Board of Trustees the Treasurer is a non-voting member of the Board. ~~The Treasurer will be an experienced, impartial financial adviser to the Board for financial reporting, education, and oversight of Section expenditures. The Treasurer position will be open to all active members with a strong background in financial management and a thorough understanding of the mission and roles of the Association, the Section, and its Committees. The Treasurer shall be appointed by a simple majority of the Board at the Fall Meeting.~~

~~The Treasurer shall be appointed by a simple majority of the Board. The Past-Chairs Committee shall be responsible for identifying a slate of candidates from a pool of candidates, consisting of only past Trustees, Past-Chairs, and/or past Association Directors from the Section. Candidates for Treasurer shall have a strong background in financial management and a thorough understanding of the mission and roles of the Association, the Section, and its committees.~~

**Commented [PB16]:** Recommended by the AdHoc committee and Board of Trustees

7.6 **Vacancy of Office.** Should any officer, other than the Chair or Association Director of the Section be unable to complete the term of office for which s/he has been elected, it will be filled by the Board appointing the present election Trustee, or Chair-Elect runner-up for a 1-year term to fill the vacancy created.

## ARTICLE IIX – BOARD

### 8.1 Authority and Responsibility of the Board.

- a. These bylaws and all other matters pertaining to the operation of the Section shall be construed to be consistent with the Articles of Incorporation, Bylaws, and Board Policy Manual of the American Water Works Association and the Affiliation Agreement entered into between the Section and Association (collectively, the “AWWA Documents”). In the event of any conflict between these bylaws or the policies and procedures of the Section and the AWWA Documents, the AWWA Documents shall control.
- b. ~~The property, affairs, and business of the Section shall be managed by the Board of Trustees, and the Board of Trustees shall have full power to establish and modify the policies for the conduct, management, and direction of the business and affairs of the Section, except for those matters specifically reserved or granted to the Members by statute or by the AWWA Documents.~~
- b. The governing body of the corporation shall be the Board. The Board shall have supervision, control, and direction of the management, affairs, and property of the corporation and auxiliaries and other groups organized to support and benefit the corporation; shall determine the corporation’s policies or changes therein; and shall actively prosecute the corporation’s purposes and objectives and supervise the disbursement of its funds. The Board may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to ~~the an~~ Executive ~~C~~committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws; and the fundamental and basic purposes of the corporation, as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.
- c. ~~The Board shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any member, director, officer, trustee, or other private person or individual.~~
- d. ~~The Board may, from time to time, appoint, as advisors, persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the corporation.~~
- e. ~~The Board is authorized to employ such person or persons, including an executive director or officer, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.~~
- f. The Treasurer shall be responsible to review all Section fund accounts, financial account statements, bank statements, credit card statements, investment account statements, and the like to verify propriety of all transactions. The Treasurer shall not be authorized to approve any expenditure of Section funds, nor shall the Treasurer be a signatory on any Section accounts in order to maintain the independence of financial

**Commented [PB17]:** Association recommended addition of this paragraph from the Association’s ByLaw Template

**Commented [PB18]:** Relocated to ROP Article 5.6 per Association recommendation

**Commented [PB19]:** Deleted as it is addressed in the ROPs

**Commented [PB20]:** Relocated to Article 9.1 of the ByLaws upon recommendation of Association

oversight. The Treasurer is a member of the Section's Audit Committee and shall be provided the opportunity to review Section financial records as provided in Section's ROPs for Financial and Internal Controls. The Treasurer shall provide updates to the Board at regular Board meetings, and shall provide the Board with an annual summary of the financial state of the Section.

~~8.2 **Initial and Regular Boards.** The initial trustees of the corporation shall be the persons whose names and addresses appear in the articles of incorporation of the corporation filed with the Secretary of State of Oregon. The members of the Initial Board named in the articles of incorporation shall serve until their respective successors are elected and have qualified. Succeeding the initial trustees, the regular Board of the corporation shall consist of not less than five (5) trustees. The Board is authorized to fix the precise number of trustees by resolution adopted from time to time by a majority of all of the trustees then in office.~~

**Commented [PB21]:** Association recommended removal of this Article

8.3 **Removal.** Any trustee may be removed either for or without cause at any regular, special, or annual meeting of the Board, by the affirmative vote of a majority of all the trustees then in office, if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed trustee's successor may be elected at the same meeting to serve the unexpired term.

~~8.4 **Compensation.** Members of the Board shall not be compensated for service. However, nothing contained in the governing instruments of the corporation shall be construed to prevent any Board member from receiving reasonable compensation for other services rendered to, and in furtherance of the purposes and functions of the corporation. Board members may be reimbursed for expenses incurred in connection with service as an officer of the Section, as allowed in the Rules of Procedures.~~

**Commented [PB22]:** Relocated to the ROPs per recommendation of the Association – Now Article 5.5 of the ROPs

8.5 **Officers.** The officers of the corporation shall consist of the Chair, the Chair-elect, and the Association Director. Two or more offices may not be held by the same person, except the office of Chair. An exception will be made in the event of a vacancy of office by the Chair resulting in the Chair-Elect being responsible for both Chair and Chair-Elect positions

8.6 **Chair.** The Chair of the corporation shall have the right to supervise and direct the management and operation of the corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board. The Chair shall preside at all meetings of the membership and of the Board and shall appoint all committee chairs and committees of the corporation, except as may otherwise be specifically provided herein or directed by the Board. The Chair shall perform such other duties and have such other authority and powers as the Board may prescribe.

8.7 **Chair-Elect.** The Chair-Elect shall perform the duties of the Chair in the Chair's absence and shall perform such other duties and have such other authority and powers as the Board may prescribe. If the Chair fails to complete his/ her term, the Chair-Elect shall assume the duties of the office of Chair, in addition to the duties of the office of Chair-Elect, for the remainder of the unexpired term of the Chair.

8.8 **Association Director.** The AWWA Director shall serve on the AWWA Board of Directors. As a director of the Association, the AWWA Director shall represent the Section and serve as its voice on the AWWA Board. The AWWA Director shall be bound to adhere to the obligations of AWWA and its Board of Directors as set forth in the AWWA Documents. The

Section acknowledges that, in the course of the AWWA Director's duties, the AWWA Director may be faced with decisions that benefit AWWA and its Sections but not necessarily the Section from which the AWWA Director comes. Whenever the interests of the Section and the Association are in conflict in a matter being considered by the AWWA Board, the AWWA Director is bound to disclose such conflict to the AWWA Board and may, in certain cases, be required to abstain from deliberations or voting on such matters by the AWWA Board of Directors.

8.9 **Past-Chair.** The Past-Chair shall perform such duties and have such authority and powers as the Board may prescribe.

8.10 **Executive Committee.** The Executive Committee shall be comprised of the Chair, Association Director, Past Chair, and Chair-Elect. The EC is a standing committee that meets regularly, on a monthly basis, to review the major issues facing the Section. The Executive Director shall also attend the EC monthly meetings as part of their regular duties as a staff member.

8.101 **Meetings.** A regular meeting of the Board shall be held in conjunction with the Annual Conference. A regular mid-year Board meeting shall be held in the fall each year, at a location designated by the Board. Additional meetings of the Board may be called by the Chair on his/her own initiative or at the request of three (3) or more members of the Board. The Board members shall be given seven (7) days notice of such meetings.

8.142 **Quorum.** A quorum of the Board shall consist of five (5) voting members.

8.123 **Rules of Procedure.** The Board shall prepare and amend Rules of Procedure as needed to govern the operations of the Section not in conflict with these Bylaws or the Governing Documents and Bylaws of AWWA.

#### ARTICLE IX – SECTION EXECUTIVE DIRECTOR (Executive Director)

9.1 **Authorization to Employ.** The Board is authorized to employ such person or persons, including an Executive Director or officer, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

9.2 **Supervision Requirements.** The Executive Director shall be the chief of staff for the corporation. As such, the Executive Director shall supervise and have general charge of the operations of the corporation and shall assist the officers in carrying out the policies, programs, orders, and resolutions of the Board.

9.2—3 **Terms and Conditions.** The Executive Director reports to the Board. He/she shall attend all meetings of the Section and the Board, but shall not have a vote on matters brought before the Board. The Executive Director shall be retained as an employee of the Section.

#### ARTICLE X – SECTION MEETINGS

Commented [PB23]: Added from the Associations' ByLaws Template.

10.1 **Annual Meeting/Conference.** ~~For the purpose of achieving the objectives of the Association and the Section, the Section is expected to hold an annual conference at which technical papers are presented and water industry issues are discussed. The Annual Conference will typically be held in the spring of each year. In the event of a natural disaster, public health crisis, state of emergency or other *force majeure*, the annual conference may be cancelled, postponed or redirected by a majority vote of the Board of Trustees. In conjunction with the annual conference a meeting of the Board of Trustees will take place in order to conduct business of the Section. Should the annual conference be cancelled for any reason the board meeting will be held virtually.~~

**Commented [PB24]:** Recommended addition by the Association

**Commented [PB25]:** Added by the Board of Trustees

10.2 **Meeting Locations.** ~~Meetings of the members may be held at any place within or outside the State of Oregon as set forth in the notice thereof. The Section shall hold an Annual Section Conference in the spring of each year, varying the site location will vary among the various cities of the Section on an equitable basis to encourage maximum participation of membership. This Annual Conference may be held in other locations when meeting jointly with other Sections of AWWA. Meetings of the members may be held at any place within or outside the State of Oregon as set forth in the notice thereof.~~

10.23 **Annual Meeting/Conference Notices.** The time, place, duration, and program of each meeting/conference of the Section shall be fixed by the Board or by a committee appointed by the Board. Joint meetings with adjacent Sections and other associations with similar interests may be held.

10.34 **Board of Trustees Meetings.** ~~The Board of Trustees shall meet at least once each year to conduct the business of the Section. A quorum of the Board must be present to conduct business.~~

**Commented [PB26]:** Recommended addition by the Association and Board of Trustees

10.5 **Meeting Requirements.** ~~All Board of Trustees and committee meetings shall convene in accordance with Section Rules of Procedures. Except as may be otherwise determined by the Board of Trustees or committee, meetings should be conducted in accordance with the latest edition of "Roberts Rules of Order."~~

**Commented [PB27]:** Recommended addition by the Association

**Registration Fees.** ~~Each member or guest in attendance at any meeting of the Section must pay, at the time of registration, such registration fee as may be fixed by the Board for the meeting being held.~~

**Commented [PB28]:** Recommended relocation by the Association. Now Article 5.3 of the ROPs

10.4 **Member Called Meeting And Notice.** Called meetings of the members may occur at any time as determined by the Chair or by the Board. Called meetings of the members or a special meeting in lieu of the Annual Meeting of the members shall be called by the Section upon written request of no fewer than 20 percent of its members. Notice of the time, place, and purpose of any special meeting of the members shall be given by the Executive Director either personally, by mail, by telephone, or by e-mail at least 48 hours before the meeting.

10.5 **Waiver.** Attendance by a member at any meeting shall constitute waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

10.6 **Quorum.** At all meetings of the members, 30 members in good standing shall constitute a quorum for the transaction of business. A majority vote of the members entitled to vote who

are present at the meeting in person or by proxy, shall determine any matter coming before the meeting unless a different vote is required by statute, by the articles of incorporation, by these bylaws, or by the Board. Adoption, amendment, and repeal of the bylaws are provided for in these bylaws. At any meeting at which a quorum is present, the members may continue to transact business until adjournment.

10.7 **Proxies.** Except where prescribed by applicable law, a member may vote in person or by proxy executed in writing by the duly authorized agent or attorney-in-fact of the member. A proxy shall be valid for a period of 11 months from the date of its execution, unless a longer period is expressly stated therein.

~~10.8 **Presiding Officer.** The Chair or, in the absence of the Chair, either the immediate Past Chair or the Chair-Elect of the Section, as elected by the Board of Trustees, shall preside at all meetings of the members; or in the absence of the Chair, the immediate Past Chair, and the Chair-Elect, a presiding officer shall be chosen by the Board of Trustees present.~~

~~10.9 **Meeting Recording.** The Executive Director of the Section shall act as the Secretary at all meetings of the members. In the absence of the Executive Director, the presiding officer may appoint a person to act as Secretary of the meeting.~~

**Commented [PB29]:** Recommended deletion by the Association as it is addressed in Article 8.6 of the ByLaws, or which in the absence of the Chair, the Chair-Elect would assume the duties of the Chair.

**Commented [PB30]:** This Article is deleted per recommendation of Association. It is similarly contained within the duties of the Exec Director in Article 3.2 of the ROPs

## ARTICLE XI – ~~STANDING~~ COMMITTEES

11.1 ~~**Standing Committees.** The Section may establish committees to conduct or manage Section programs and business. The Board of Trustees has the authority to create and dissolve committees within the organization. ~~Standing~~ Committees are defined in the ROPs.~~

**Commented [PB31]:** Article Updated as recommended by Association to remove "Standing" to allow for Ad Hoc committees too.

## ARTICLE XII – SUBSECTIONS

12.1 **Purpose.** In order to further the knowledge of the operation and management of utilities rendering water service to the public, other objectives as listed in Article II, and to further interest in AWWA, the Section may be divided into subsection organizations.

12.2 **Geographical Area.** The geographic area of the Section may be divided into such subsections as the Board may determine. The exact boundaries of the subsection may be established or altered by the Board to best meet the convenience of the members living therein.

12.3 **Procedure to Establish.** Subsection organizations may be established by motion of the Board or upon receipt of a written request signed by at least ten (10) active members in good standing residing in the geographic area, and stating that the objectives of the Section may be better served by its organization. Approval by the Board is required before the subsection organization can be completed.

12.4 **Membership.** Attendance at subsection meetings shall not be limited to Section members, but only Section members in good standing may hold office. All subsection members may vote. They may elect their own officers and committees and adopt bylaws which are consistent with the bylaws and regulations of the Section, all with the approval of the Board.

~~12.5 Meeting Date.~~ Subsection meetings may be held at such frequency as considered desirable by the members of each subsection and as warranted by attendance records at such subsection meetings. Conflicts in meeting dates between adjacent subsections and the Section shall be avoided.

~~12.6 Registration Fees.~~ Subsections may establish the registration fees for technical sessions to be paid to the subsection, if any, upon approval of the Board of the Section.

~~12.7 Subsection Expense.~~ The Board may authorize the Executive Director to distribute funds, based on a formula established by the Board, to each subsection that is active and functioning. Such funds shall be used by subsections for defraying the reasonable cost of mailing notices and other operational expenses. Each subsection will establish as needed bank accounts in the form of checking accounts only. Each subsection will provide the Executive Director records as required by the Board.

12.8 **Dissolution.** Any subsection may be dissolved by the Board for reasons which it believes to be sufficient. Criteria for dissolution stated in ROPs

**Commented [PB32]:** Recommended deletion by the Association with potential incorporation into ROPs. Article 12.7 is addressed in ROPs and hereby deleted. Articles 12.5 and 12.6 are not moved and deleted

### ARTICLE XIII – AMENDMENTS

13.1 **Procedure Origination.** ~~Proposals for the a~~ Amendments to of these Bylaws may be originated by an affirmative majority vote of the Board or by submission to the Executive Director of a written petition signed by at least fifty (50) members of the Section. ~~If the proposed amendment is approved by vote of the Board or signed petition of the membership, the Executive Director shall then submit the amendment to the Association for requested approval.~~ Upon an amendment being proposed, the Executive Director shall furnish each member of the Section a copy of the proposed amendment. The proposed amendment shall then be voted upon by the Section members at the next Annual Conference or may, at the discretion of the Board, be voted upon by letter ballot. A simple two-thirds majority of valid ballots returned shall constitute Section membership approval, provided the membership shall have at least thirty (30) days in which to consider the proposed amendment prior to voting upon it, or two-thirds simple majority of members in attendance at the annual business meeting.

**Commented [PB33]:** Updated process of amending ByLaws to be consistent with Association requirements

**Commented [PB34]:** Added by the Board of Trustees

13.2 **AWWA Executive Committee Ratification.** If the proposed amendment is approved by ~~vote of the membership, the Executive Director shall then submit the amendment to the Associations Executive Committee, it is then returned to the Section for membership approval.~~ AWWA's CEO for approval by the Association's Board of Directors. Upon notification by the Association's CEO that the amendment has been approved by the Board of Directors, it shall thereupon become effective.

**Commented [PB35]:** Board of Trustees modification of Associations recommendations.

13.3 **Section Acceptance.** Following approval by the AWWA Executive Committee, any such amendment to the bylaws may be considered at the next annual business meeting of the Section by a majority vote of Members present at the meeting if such meeting is a Fully Noticed Meeting. All Section members shall have written notice at least 30 days in advance in which to consider the proposed amendment(s) prior to voting. The proposed amendment shall then be voted upon by the Section members at the next business meeting or may, at the discretion of the Board, be voted upon by letter or electronic ballot. A simple two-thirds majority of valid ballots returned shall constitute Section membership approval.

**Commented [PB36]:** Added by the Board of Trustees to reflect current process of the Section

**13.4 Corrections.** ~~Grammar, punctuation, and spelling corrections may be made at the discretion of the Chief Executive Officer of the Association. The Board of Trustees will be advised of these corrections, but no additional vote of Members shall be required for their approval. Any corrections to these Bylaws that are deemed insubstantial (grammar, punctuation) may be made at the discretion of the AWWA Board. The Section Board will be advised of these corrections and may call for a vote of the Section.~~

**13.45 Amendment(s).** ~~Any amending actions be effective only after having been approved by the AWWA Executive Committee and by Section Members. Amendments that are adopted by the Members but are not approved by the AWWA Executive Committee shall be ineffective. proposed to these Bylaws shall be effective only after receiving notice from AWWA's CEO that the amendment(s) have been approved by the AWWA Board of Directors.~~

#### ARTICLE XIV – DISSOLUTION

**14.1 Distribution of Funds to the Association.** In case of dissolution of the Section, such portions of the funds and property thereof in the hands of the Section Executive Director as may have derived from the general funds of AWWA shall be returned to the Association.

**14.2 Distribution of Funds to Others.** Any remaining balance of Section funds or property shall be disposed of by transfer and distribution to the Association, another Section of the Association, or to any one or more nonprofit or charitable organization or foundations with like purposes or goals that is organized and operated in an area included in an AWWA Section (hereinafter referred to as the "receiving organization.")

The receiving organization(s) shall be selected by vote of the majority of the Section Members present in person or by proxy at a meeting of the Section called for this purpose. If for any reasons such disposition cannot be effected, then such funds shall be so distributed pursuant to the order, judgment, or decree of a court having jurisdiction over the assets and property of the Section.

**14.3 Characterization of the Receiving Organization.** The following shall be characteristics of the receiving organization:

- That it be operated exclusively for scientific or educational purposes.
- That no part of the net earnings of which inures to the benefit of any private shareholders or individual
- That no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation.
- That it does not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

The receiving organization would then qualify under the provisions of Section 501(c)(3) of the United States Internal Revenue Code, as they now exist or as they may hereafter be amended.

#### ARTICLE XV – INDEMNIFICATION

15.1

Indemnification of officers and non-officer trustees of the Section is provided by the Association as described in the Association Bylaws, Article VI, Section 6.01.

#### ARTICLE XVI – MISCELLANEOUS

~~16.1 **Books and Records.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, and committees having any of the authority of the Board. The corporation shall keep at its registered or principal office a record giving the names and addresses of the trustees and any other information required under Oregon law.~~

**Commented [PB37]:** Relocated to ROP Article 3.8 as advised by the Association

~~16.2 **Fiscal Year.** The Board is authorized to fix the fiscal year of the corporation and to change the same from time to time, as it deems appropriate.~~

**Commented [PB38]:** Relocated to ROP Article 5.18 as advised by the Association

16.31 **Internal Revenue Code.** All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

16.42 **Tax-Exempt Status.** The affairs of the corporation at all times shall be conducted in such a manner as to assure the corporation's status an organization qualifying for exemption from tax pursuant to section 501(c)(3) of the Internal Revenue Code.