



# American Water Works Association Pacific Northwest Section

## **SPECIAL TRUSTEES MEETING MINUTES ON DRAFT BYLAWS FRIDAY DECEMBER 18, 2020 Attendees participated virtually via Zoom**

### **Call to Order**

The meeting was called to order at 11:00 via Zoom by Chair Ronda Farmer. Also present: Chair Elect John Roth, Past Chair James Dean, Trustees Cheryl Capron, Michelle Cheek, Dave England, Crystal Jensen; Karen Kelley, Doug Schlepp, AWWA Director Randy Black, Treasurer Bob Ward, and Executive Director Kyle Kihs.

### **Background – Ronda Farmer**

- The purpose of this meeting today is to approve the draft bylaws to be sent to AWWA for approval by their Executive Committee at their January meeting.
- Special thanks to the ad hoc committee called by James during his term as chair. Thank you to this Board who has worked on this. You have been very thoughtful and empathetic to member concerns.
- The reasoning behind this bylaw update is to bring our section into alignment with the associations new bylaw template that was rolled out in 2018, as well as ensure that we are striving to be inclusive and diverse and doing everything to entice new members.
- Early in November a draft version of the bylaws was sent to the membership for comments. We received some great feedback from the membership and this current draft is a result of those comments by the membership and this Board.
- Changes you will see within this draft bylaws include:
  - AWWA requested updates for compliance
  - Update to bylaws for approval process with AWWA for future bylaw updates
  - Updates to comply with Oregon state law where our section is registered as a non-profit
  - Update to treasurer position to remove that they must be past trustee. Also change term from a four-year term to a three-year term.
  - Add the ability for trustee to run again for non-consecutive terms.
  - Addition of three members to nominating committee.
  - Remove candidate by petition and update to allow any member in good standing to run for office.
  - Relocated several items to rules of procedure.

## **Approval of Draft Bylaws**

Chair Farmer called for a motion to approve this draft to be submitted to the AWWA Executive Committee for review.

Moved by Doug Schlepp, seconded by Crystal Jensen

Discussion – John Roth would like to discuss changing a word in 7.3h from shall to “may” be served by the Executive Director.

Cheryl Capron mentioned that if we change terminology to may then we need to put a term limit on this.

After discussion Randy Black suggested we change the wording to this: The secretary position may be filled by the Executive Director and may serve on an annual term to be approved by the Board of trustees.

Doug suggested several housekeeping word changes we need consistency on using the words organization, section and corporation. These impacted sections 2.1, 2.2, 2.3

Doug amended his motion to approve draft bylaws to submission to AWWA subject to the following revisions as discussed concerning 7.3 ; 2.1;2.2;2.3

Randy seconded

Motion carries unanimously.

Ronda asked if the members in attendance had comments. Lacey Goeres-Priest thanked the Board for the ability to comment on the draft bylaws.

Ronda thanked the Board for all the hard work and great collaboration.

## **ADJOURN**

There being no further business, the meeting was adjourned at 11:30 p.m.