

BYLAWS OF THE

PACIFIC NORTHWEST SECTION OF THE AMERICAN WATER WORKS ASSOCIATION

Incorporated under the Laws of the State of Oregon
As Approved by the AWWA Executive Committee - January 2021.

ARTICLE I – NAME

- 1.1 Name.** The name of this organization shall be "The Pacific Northwest Section of the American Water Works Association" hereinafter referred to as the "Section". 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 and in Article 2.2 below.

- 2.1 Nonprofit Corporation.** The organization shall be organized and operated as a nonprofit organization under the provisions of the Oregon Nonprofit Corporation Act.
- 2.2 Charitable Purposes.** The purposes of the organization, 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 organization shall:
- a. 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. Advance the knowledge of the design, construction, operation, water treatment, and management of water utilities;
 - c. Advance the knowledge of the problems involved in the development of resources, production, and distribution of safe and adequate water supply;
 - d. Educate the public on the problems of water supply and promote a spirit of cooperation between consumers and suppliers in solving these problems;
 - e. 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 organization 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 organization 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 and the Affiliation Agreement entered into and 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.

ARTICLE III – HEADQUARTERS

- 3.1 Section Headquarters.** The headquarters of the Section shall be at the office of the Executive Director, unless otherwise designated by the Section's governing board (the "Board of Trustees").
- 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 Pacific Northwest 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** The membership of the Section shall consist of those Members of the American Water Works Association in good standing who reside in or have principal business activity in the geographic boundaries of the Section, including Members with primary membership in another Section (multi-Section Members) and those assigned to the Section by the Chief Executive Officer of the American Water Works Association (hereinafter, "Members").
- 4.2** The geographic boundary of the Section is defined as the States of Oregon and Washington, and in the State of Idaho west of 115 degree of longitude.

ARTICLE V – VOTING BY MEMBERS

- 5.1 Voting Rights.** All members of the section in good standing, including multi-section members, are eligible 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.

- 5.2** Occasions where a vote of the membership is required include: the election of Section officers and/or other members of the Board of Trustees as described herein; approval of a proposed amendment of these bylaws; approval of a special dues assessment of the Section membership; or any other event for which the Board of Trustees, by resolution, requires a vote of the Section membership.
- 5.3** Except as otherwise specified in these Bylaws, the required vote to approve any matter put before the Members shall be a majority of the Members in good standing on the date of the vote, provided, however, that the Board of Trustees may resolve, in its discretion, to require only the vote of a majority of the Members present, at a meeting of which written notice was delivered to all such Members at least ten (10) days before the date of the meeting (a “Fully Noticed Meeting”).
- 5.4** Members may, to the extent permitted by law, take action without a meeting by means of a written consent to action signed by a majority of the Members in good standing on the date of the action.

ARTICLE VI – FEES AND DUES

- 6.1** 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 Executive Committee. Only the Association can determine and collect dues and assessments.
- 6.2** 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.
- 6.3** 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 or states 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 VII – OFFICERS AND MEMBERS OF THE BOARD OF TRUSTEES

7.1 Eligibility to Serve on the Board of Trustees.

- 7.1.1 All officers and members of the Board of Trustees shall be Active AWWA Members.

- 7.1.2 Any member of the Section, including a multi-Section member who is also a member of another AWWA Section shall be eligible to hold elective office in the Section
- 7.1.3 Multi-Section members may hold office in only one Section at a time
- 7.1.4 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 of Trustees.
- 7.1.5 Nominees for the Sections' AWWA Director should be persons of long experience with the Section, preferably having served as an officer for 2 or more years.
- 7.1.6 Selected by a simple majority of 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.

7.2 Members and Structure of the Board of Trustees

- 7.2.1 **Board of Trustees.** The Section shall be governed by its Board of Trustees consisting of:
 - a. Chair of the Section
 - b. Chair-Elect of the Section
 - c. AWWA Director
 - d. Six (6) Trustees, consisting of two (2) at-large positions 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 (non-Voting)
 - g. Secretary (non-Voting)
- 7.2.2 **Officers.** The officers of the Section shall be:
 - a. Chair
 - b. Chair-Elect
 - c. AWWA Director
- 7.2.3 **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.

- 7.3 **Terms of Office.** The term of office for each member of the Board of Trustees shall immediately commence the close of the Annual Conference, 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 15th.

The Term of Office for each Board member shall be:

- 7.3.1 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.
- 7.3.2 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.
- 7.3.3 The AWWA Director shall be elected for a term of three- (3) years or as required by the Association Bylaws.
- 7.3.4 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.
- 7.3.5 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.
- 7.3.6 The Treasurer shall serve one three-year term, with no opportunity for reappointment
- 7.3.7 The Secretary position may be filled by the Executive Director and may serve an annual term to be approved by the Board of Trustees.
- 7.3.8 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.

7.4 Vacancy on Board of Trustees

- 7.4.1 In the case of a vacancy in the office of AWWA Director, a successor to serve for the remainder of the term may be selected by the members of such Section as prescribed in the bylaws of the Section or, in the absence of a Fully Noticed meeting of the Members, shall be appointed by the Board of Trustees. The Section chair or secretary shall notify the Chief Executive Officer of the Association of such selection.
- 7.4.2 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 of Trustees appointing an unelected Trustee from the slate of candidates of the most recent election. The appointed Trustee will provide service for the remainder of the vacated office. In the event of Chair-Elect vacancy, the runner up of this position from the most recent election shall fill the remainder of the term.
- 7.4.3 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.

7.5 Consecutive Terms. Neither the Chair nor the Chair-Elect may serve two (2) terms consecutively in the same capacity, unless the Chair-Elect is called to act under the provisions of 7.4.3. Trustees are allowed to serve up to two (2) non-consecutive terms if voted by election.

ARTICLE VIII – NOMINATION AND ELECTION OF BOARD MEMBERS

8.1 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. For the position of Director-at-Large, the process of Nomination shall generally follow the procedures set forth herein. 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.

8.2 Nominating Procedures.

8.2.1 Nominating Committee

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

Five (5) of the nominating members will be the most recent and available Past-Chairs of the Section. 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.

The current Past Chair shall serve as the Chair of the nominating committee.

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.

8.2.2 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.

8.2.3 The nominating committee shall report to the Board of Trustees at the Spring Board meeting, and place in nomination, eligible candidate(s) for each Board position to be filled as defined in the Rules of Procedures (see 9.6).

8.2.4 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.

8.2.5 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.

8.2.6 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.

8.2.7 AWWA Director Nomination Procedure

A separate Nominating Committee for the AWWA 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 AWWA Director, the immediate past Section AWWA Director and the current Chair of the Section.

8.3 Election of Members of the Board of Trustees

8.3.1 Members of the Board of Trustees may be elected at the annual business meeting of the Section, at a Fully Noticed Meeting or, if approved by the Board of Trustees, by any other process permitted by law.

8.3.2 The candidate receiving the greatest number of votes for an elected office shall be elected to the office even if that candidate receives less than a majority of the votes cast. If more than one seat of the same office, such as a non-officer trustee, is up for election at the same meeting, then the Board of Trustees will hold separate votes for each available seat.

8.4 Treasurer. The Treasurer shall be appointed at the Fall Board of Trustees Meeting every three years.

8.5 Vacancy of Office

8.5.1 In the case of a vacancy in the office of AWWA Director, a successor to serve for the remainder of the term may be selected by the members of such Section as prescribed in the bylaws of the Section or, in the absence of a Fully Noticed meeting of the Members, shall be appointed by the Board of Trustees. The Section chair or secretary shall notify the Chief Executive Officer of the Association of such selection

8.5.2 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 an unelected Trustee from the slate of candidates of the most recent election. The appointed Trustee will provide service for the remainder of the vacated office. In the event of Chair-Elect vacancy, the runner up of this position from the most recent election shall fill the remainder of the term.

- 8.5.3 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.

ARTICLE IX – BOARD

9.1 Authority and Responsibility of the Board

- 9.1.1 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.
- 9.1.2 The governing body of the corporation shall be the Board of Trustees. The Board of Trustees 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 of Trustees 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 Executive 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.

- 9.2 Removal.** Any trustee may be removed either for or without cause at any regular, special, or annual meeting of the Board of Trustees, 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. The Members may also vote to remove, with or without cause, any officer or Trustee by a majority vote at any Fully Noticed Meeting of Members. A removed trustee's successor may be elected at the same meeting to serve the unexpired term.

9.3 Duties of the Board of Trustees

- 9.3.1 **Chair.** The Chair 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 of Trustees. The Chair shall preside at all meetings of the membership and of the Board of Trustees and shall appoint all committee chairs and committees, except as may otherwise be specifically provided herein or directed by the Board of Trustees. The Chair shall perform such other duties and have such other authority and powers as the Board of Trustees may prescribe.
- 9.3.2 **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 of Trustees 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.

9.3.3 **AWWA 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.

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

9.3.5 **Trustees.** The trustees shall assist the chair and the chair-elect in the performance of their duties and shall act in any other officer positions when delegated by the Board of Trustees.

The trustees shall serve on committees as liaisons or full members, as they may be assigned by the Board of Trustees.

9.3.6 **Treasurer.** 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 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 of Trustees at regular Board meetings and shall provide the Board with an annual summary of the financial state of the Section.

9.3.7 **Secretary.** The Secretary shall see that notices are given, and records and reports are kept properly and filed by the Section as required by law, and, in general, shall perform all duties incident to the office of the secretary of a corporation.

9.4 **Meetings.** A regular meeting of the Board of Trustees 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 of Trustees. Additional meetings of the Board of Trustees 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.

9.5 **Quorum.** A quorum of the Board of Trustees shall consist of five (5) voting members. A quorum of the Board of Trustees must be present to conduct business

9.6 Rules of Procedure. The Board of Trustees 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 X – SECTION EXECUTIVE DIRECTOR (Executive Director)

10.1 Authorization to Employ. The Board of Trustees 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.

10.2 Supervision Requirements. The Executive Director shall be the chief of staff for the organization. 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 of Trustees.

10.3 Terms and Conditions. The Executive Director reports to the Board. He/she shall attend all meetings of the Section and the Board of Trustees, 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 XI – SECTION MEETINGS

11.1 Annual 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.

11.2 Meeting Locations. The location of the spring Annual Section Conference 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.

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

11.4 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.” The Section shall hold at least one business meeting a year to elect officers and conduct other business as may be necessary.

- 11.5 Member Called Meeting And Notice.** Called meetings of the members may occur at any time as determined by the Chair or by the Board of Trustees. 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.
- 11.6 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.
- 11.7 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 of Trustees. 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.
- 11.8 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.

ARTICLE XII – COMMITTEES

- 12.1 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. Committees are defined in the ROPs.

ARTICLE XIII – SUBSECTIONS

- 13.1 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 that are still governed by the Board of Trustees.
- 13.2 Geographical Area.** The geographic area of the Section may be divided into such subsections as the Board of Trustees may determine. The exact boundaries of the subsection may be established or altered by the Board of Trustees to best meet the convenience of the members living therein.
- 13.3 Procedure to Establish.** Subsection organizations may be established by motion of the Board of Trustees 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 of Trustees is required before the subsection organization can be completed.
- 13.4 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 of Trustees.

13.5 Dissolution. Any subsection may be dissolved by the Board of Trustees for reasons which it believes to be sufficient. Criteria for dissolution is stated in ROPs

ARTICLE XIV – AMENDMENTS

14.1 Origination. Proposed amendments to these Bylaws may be originated by either an affirmative majority vote of the Board of Trustees or by submission to the Executive Director of a written petition signed by at least fifty (50) members of the Section. All such proposals shall be submitted to the Executive Director who will bring the proposal to attention of the Board of Trustees.

14.2 AWWA Executive Committee Ratification. The Executive Director shall then submit the amendment(s) to the Association for requested approval by the AWWA Executive Committee.

14.3 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 may, at the discretion of the Board of Trustees, also be voted upon by letter or electronic ballot. A simple two-thirds majority of valid ballots returned shall constitute Section membership approval.

14.4 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..

14.5 Amendment(s). Any amending actions shall 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.

ARTICLE XV – DISSOLUTION

15.1 Distribution of Funds to the Association. In case of dissolution of the Section, such portions of the funds and property that may have derived from the general funds of AWWA shall be returned to the Association.

15.2 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.

15.3 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 XVI – INDEMNIFICATION

16.1 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 XVII – MISCELLANEOUS

17.1 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.

17.2 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.