

BYLAWS OF THE NEW YORK SECTION

of the

AMERICAN WATER WORKS ASSOCIATION

(As approved by the AWWA Board of Directors, June 8, 2008)

ARTICLE I – NAME

The name of this organization shall be the NEW YORK SECTION OF THE AMERICAN WATER WORKS ASSOCIATION, hereinafter referred to as the “Section.” The American Water Works Association shall be hereinafter referred to as the “Association.”

ARTICLE II – OBJECTIVES

The objectives of the Section are to promote public health, safety, and welfare through the improvements in 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 Association Articles of Incorporation.

ARTICLE III – MEMBERSHIP

The membership of the Section shall consist of all the members of the Association residing in or having principal business in New York and those assigned to the Section by the Executive Director of the Association. The boundaries of the Section shall be the boundaries of the State of New York.

ARTICLE IV – HEADQUARTERS

The headquarters of the Section office shall be located as designated by the Board.

ARTICLE V –BOARD AND OFFICERS

Section 1. The officers of the Section shall consist of: a Chair, Vice-Chair, Treasurer, and Assistant Treasurer. Both the Treasurer and Assistant Treasurer shall be appropriately bonded.

Section 2. The voting members of the Board are: Chair, Vice-Chair, First-Year Trustee, Second-Year Trustee, Third-Year Trustee, First-Year Trustee-at-Large, Second-Year Trustee-at-Large, Third-Year Trustee-at-Large, Section Director to the Association, immediate or most recent living Past-Chair, and Treasurer. The Assistant Treasurer is a non-voting member of the Board, and the Executive Director of the Section shall serve as the Secretary and is a non-voting member of the Board.

Section 3. The term of office for each member of the Board shall be as follows:

- a) The Chair and Vice-Chair of the Section shall serve for one (1) year from the close of one Annual Meeting to the close of the next Annual Meeting. The Chair and Vice-Chair shall be elected annually by the Board from the Trustees as provided hereinafter.
- b) The Treasurer and the Assistant Treasurer shall be selected annually by the Governing Board and shall serve a one-year term and be eligible for reappointment. Neither may participate in the selection process. Neither the Treasurer nor the Assistant Treasurer may be a Trustee.
- c) The Director shall hold office on the Board during his/her term of office as a member of the Board of Directors of the Association.

Section 4. A quorum of the Board shall consist of a minimum of one (1) officer and five (5) other voting members of the Board.

Section 5. The Board of the Section shall execute its business in accordance with the Bylaws and regulations of the Section and the Articles of Incorporation, Bylaws, and Governing Documents of the Association.

Section 6. All conferences, Section business meetings, and meetings of the Board shall be conducted according to the latest edition of "Robert's Rules of Order." Except as provided otherwise in these Bylaws, all questions before the Board or the Section business meeting shall be decided by majority vote. No member or officer may have more than one vote.

Section 7. The term of each of the Officers shall be from the close of one annual meeting to the close of the next annual meeting, which is approximately one year, or until a successor is chosen, except in the case of the Section Director, whose term shall be as provided for by the Bylaws of the Association.

Section 8. Any member of the Section, except a multi-section member, shall be eligible to vote and hold elective or appointed office in the Section.

Section 9. An Executive Committee shall be established by the Board. This committee shall consist of the Chair, Vice-Chair, and Treasurer and Executive Director. The committee shall have power to act for the Board between the Board Meetings, subject to the Board's instructions, but cannot modify any action taken by the Board. The Executive Committee shall report all activities to the Board at the next Board Meeting.

Section 10. The Board has the right to hire an Executive Director for the Section, who will be a non-voting member of the Board and Executive Committee, and shall hold the position and therefore all responsibilities of Secretary of the Section. The Executive Director shall have his/her office at the Headquarters. The Executive Director shall serve the Section at the direction of the Board, including preparing financial reports for the Board and developing the annual budget proposal with input from the incoming Chair. The Executive Director shall record the minutes of all Board meetings and Executive Committee meetings, and maintain the records of the Section.

## ARTICLE VI – DUTIES OF THE OFFICERS

Section 1. The duties of the Chair shall be to supervise and coordinate all of the affairs of the Section. So far as possible, the Chair shall preside at all meetings of the Section and of the Board. The Chair shall appoint all committee chairs of the Section.

Section 2. The Vice-Chair shall perform the duties of the Chair in the latter's absence, together with such other regular duties as may be assigned to him/her by the Chair or by the Board.

Section 3. The Chair of the Section shall be the Chair of the Board.

Section 4. The Treasurer and the Assistant Treasurer shall attempt to attend all meetings of the Section and of the Board. The Treasurer shall oversee that all monies due the Section are collected and promptly deposited by the Executive Director in a depository which has been approved by the Board. They shall perform all of the duties required of them by the Governing Documents of the Association. They shall perform such other duties as the Board may direct.

Section 5. The Section Director, representing the Section on the Board of Directors of the Association, shall represent each Board in the deliberations of the other and shall act to coordinate and unify their actions. The Section Director shall make a report at the Annual Meeting of the Section of the activities of the Association.

## ARTICLE VII – DUTIES OF THE GOVERNING BOARD

Section 1. Meetings of the Board of the Section may be called by the Chair on his/her own initiative, or at the request of any other member of the Board. There shall be one meeting of the Board during the Annual Meeting of the Section. There shall also be at least one other meeting of the Board no later than sixty (60) days prior to the Annual Meeting of the Section. This meeting shall not be held prior to January of the calendar year in which a new fiscal year starts.

Section 2. The Board shall have general supervision over all of the affairs of the Section and shall be its legal representative in all matters except as this duty may be specifically delegated. The Board shall prepare, as needed, and enforce for the conduct of the business of the Section, regulations not in conflict with these Bylaws or the Articles of Incorporation, Bylaws and Governing Documents of the Association, and shall amend the Section Bylaws as required.

Section 3. Board members will disclose any potential conflicts of interest, and adhere to a Conflict of Interest Policy on an annual basis.

## ARTICLE VIII – ELECTIONS AND TERMS OF OFFICE

Section 1. Each Trustee shall be elected to serve a term of six (6) years. A Trustee may be eligible to serve another six (6)--year term following at least one (1) full year off the Board.

Each Trustee-at-Large shall be elected to serve a term of three (3) years. A Trustee-at-Large may be eligible to serve additional three-year terms, but no more than two (2) three-year terms may be served in succession.

Section 2. Each year, by June 30, the Chair shall appoint a Nominating Committee for Trustee and Trustee-at-Large, consisting of the five (5) Past-Chairs of the Section. Any vacancy which may occur in the Nominating Committee shall be filled by an appointee of the Board. This committee shall place in nomination and return its selections to the Chair not later than November 1:

- a) one (1) or more eligible candidates for the office of Trustee to be filled that year, and
- b) one (1) or more eligible candidates for the office of Trustee-at-Large to be filled that year.

Candidate(s) for the office of Trustee and Trustee-at-Large may also be placed in nomination by receipt by the Executive Director of a petition for the nomination signed by not less than twenty (20) active members. Such petition(s) shall be received no later than January 1, and the Chair shall be notified promptly.

If there is more than one (1) candidate for the office of Trustee and/or more than one (1) candidate for Trustee-at-Large, a ballot shall be distributed to the Section Membership. The Executive Director shall deliver the ballots to the Chair of the Board who shall announce the results of the vote at a previously announced business session of the Annual Meeting. The election winner shall be based on a majority of the votes cast.

If there is only one (1) nomination for Trustee received by the Chair by January 1, the Chair shall be instructed to cast one (1) ballot for the nominee and announce the new Trustee at the business session of the Annual Meeting. The newly elected Trustee shall take office at the close of the Annual Meeting of the Section.

If there is only one (1) nomination for Trustee-at-Large received by the Chair by January 1, the Chair shall be instructed to cast one (1) ballot for the nominee and announce the new Trustee-at-Large at the business session of the Annual Meeting. The newly elected Trustee-at-Large shall take office at the close of the Annual Meeting of the Section.

Section 3. Every third year, or as directed by the needs of the Section to elect a Section Director to the Board of Directors of the Association, the Chair shall appoint a Nominating Committee for Section Director to represent the Section on the Association Board. An eligible candidate for Section Director shall have completed the term as Chair of the Section and be a member of the Section.

This Committee shall be appointed one year prior to the year in which the next Section Director would take office, and it shall be composed of the current Section Director and two (2) immediate Past Section Directors. Any vacancy which may occur in the Nominating Committee for Section Director shall be filled by an appointee of the Board.

This Committee shall place in nomination at least one (1) such eligible candidate for the office of Section Director to be filled that year. The Committee shall return its selection to the Chair not later than July 1 of that year.

A candidate for the office of Section Director may also be placed in nomination by receipt by the Executive Director of a petition for the nomination signed by not less than twenty (20) active members. Such petition shall be received no later than September 1, and the Chair shall be notified promptly.

If there is more than one candidate for the office of Section Director, a ballot shall be distributed to the Section Membership. The Executive Director shall deliver the ballots to the Chair of the Board who shall announce the results of the vote by November 1. The newly elected Section Director shall take office as prescribed by the Bylaws of the Association.

If there is only one (1) nomination for the office of Section Director received by the Chair by January 1, the Chair shall be instructed to cast one (1) ballot for the nominee and announce the new Section Director at the business session of the Annual Meeting. The newly elected Section Director shall take office as prescribed by the Bylaws of the Association.

Section 4. Distribution, collection, and counting of ballots for elections shall take place as designated by the Board.

Section 5. The elected members of the Board shall select a Chair and Vice-Chair from the five Trustees in order of their election as Trustee. The term of office for these officers shall be from the close of one Annual Meeting to the close of the next.

The selection of these officers and the appointment of the Treasurer and Assistant Treasurer for an ensuing fiscal year shall be made at the meeting of the Board, at least sixty (60) days prior to the Annual Meeting of the Section, but the selection must be made in the same calendar year in which these officers are to take office.

The Treasurer and Assistant Treasurer shall be limited to a six (6)-year term of service.

Section 6. If the Chair position becomes vacant, the current Vice-Chair will ascend to the Chair position. If the Vice-Chair position becomes vacant, the Third-Year Trustee will ascend to Vice-Chair.

In the case of any other vacancy, a successor to serve the remainder of the term left vacant shall be appointed by the Board as prescribed in policy established by the Board.

Section 7. Following succession of current board members according to the policy established by the Board (Article VIII, Section6), the remaining vacant position shall be filled as follows: members of the Board may, at their discretion, select a qualified member of the Section or nominate two (2) or more qualified members to be voted on by Section membership. The member selected to fill this remaining vacant position will enter the Board with first-year status and serve the appropriate term.

Section 8. Any Board member may be removed, with or without cause, by two-thirds majority vote of the full Board, excluding the member in question.

#### ARTICLE IX – MEETINGS, POLICIES, AND COMMITTEES

Section 1. The times and places of all meetings of the Section shall be fixed by the Board, in accordance with the Bylaws or by a committee appointed by them subject to the other provisions of this Article.

Section 2. The Section shall hold at least one general meeting in each calendar year between April 1 and May 15. This meeting shall be designated as the Annual Meeting, at which time the Board shall also meet. The Board shall also meet at all Section Meetings other than the Annual Meeting. Other meetings of the Board may be held as provided for in these Bylaws. The Section itself shall hold at least one business session a year to conduct business related to elections and conduct other business as may be necessary. This business session shall be held during the Annual Meeting.

Section 3. It shall be a fixed policy of this Section to endeavor to cooperate with other sections of the Association to the end that the convenience of all members of the Association may be suited as far as possible. To this end, there shall be effort to prevent the conflict of meeting dates with those of other sections' meetings, and the holding of joint meetings with adjoining sections shall be encouraged.

Section 4. Standing Committees shall be Program Committee, Membership Committee, John M. Diven Award Committee, and George Warren Fuller Award Committee. Members of the last two named committees shall be chosen from previous awardees in accordance with a procedure established by the Board.

Section 5. The Chair of the Section shall appoint new committee chairs as vacancies occur or as otherwise necessary, according to policies set by the Board.

#### ARTICLE X – FINANCES

Section 1. A proposed annual budget shall be prepared and submitted to the Board by the Executive Director and incoming Chair prior to the Board meeting held during the Annual Meeting. Each year, the Board shall approve and implement a budget of estimated income and planned expenditures for the fiscal year beginning July 1.

Section 2. Dues shall be assessed against members as required for membership in AWWA. The section may, in accordance with the procedures defined in the Governing Documents and established guidelines of AWWA, apply for permission to levy a section dues assessment. The section 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 AWWA objectives and policies. Once approved, changes in a section assessment can be authorized by a vote of the Board of the Section.

Section 3. The Section reserves the right to collect fees for Section activities and events, as appropriate. Such fees will be established in accordance with these Bylaws, the policies and procedures of the Section, and the Governing Documents and Bylaws of the Association.

Section 4. All Section finances shall be managed in accord with these Bylaws, the Section's policies and procedures, the Bylaws and Governing Documents of the Association, and all applicable financial rules and regulations of the country and province or state in which the Section operates. The Section shall conduct, at the direction of its Board, an independent audit of all Section finances. The audit shall be conducted by a qualified financial advisor who is neither an employee of the Section nor member of the Section's Board.

Section 5. The accounts of the Section shall be audited each year or as legally required, by an independent Certified Public Accountant who is not a member or employee of the Section.

#### ARTICLE XI – AMENDMENTS

Section 1. Proposals for the amendment or revision of these Section Bylaws may originate by a unanimous vote of the Board or they may originate by the submission to the Executive Director of a written petition signed by at least twenty (20) members of the Section. Upon an amendment being proposed in either of these two manners, the Executive Director shall furnish each member a copy of the proposed amendment. The proposed amendment shall then be voted upon by the members at the next business session of the Section by "Viva Voce" or ballot, or at the discretion of the Board be voted upon by ballot, provided, however, all members shall have at least thirty (30) days in which to consider the proposed amendment prior to a vote upon it.

Section 2. Upon favorable action having been taken as to an amendment in the foregoing manner, the Executive Director of the Section shall then submit same to the Executive Director of the Association for approval or disapproval by the Association's Board of Directors. Upon notification that the amendment has been approved by the Board of Directors, it shall thereupon become effective.

#### ARTICLE XII – DISSOLUTION

Section 1. In case of dissolution of the Section, such portions of the funds or property thereof in the hands of the Treasurer as may have been derived from the general funds of the Association shall be returned to the Association.

Section 2. The balance of the Section funds or property shall be disposed of by transfer and distribution to any one or more corporations, funds, or foundations with like purposes or goals that is organized and operated in an area included in the AWWA Section, hereinafter referred to as the "receiving organization."

Section 3. The following shall be characteristic 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; and
- 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.

Section 4. Any such receiving organizations(s) shall be selected by vote of the majority of the members of the Section at a meeting 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.