

## **BYLAWS**

### **ROCKY MOUNTAIN SECTION OF THE AMERICAN WATER WORKS ASSOCIATION**

(as approved by the Association Board of Directors on January 24, 2015)

#### **ARTICLE I – NAME**

The name of this organization shall be the "Rocky Mountain Section of the American Water Works Association." The word "Section" hereinafter used shall refer to this organization. The American Water Works Association shall hereinafter be referred to as the "Association."

#### **ARTICLE II – OBJECTIVES**

The objectives of the 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 furtherance of understanding of the problems relating thereto as noted in the Association Articles of Incorporation.

#### **ARTICLE III – OPERATION**

##### **3.1 Headquarters**

The headquarters of the Section shall be at the office of the Treasurer of the Section, unless otherwise designated by the governing body of the Section.

##### **3.2 Association Compliance**

All matters pertaining to the operation of the Section shall be in accordance with the Articles of Incorporation, Bylaws, and other governing documents of the Association.

#### **ARTICLE IV – MEMBERSHIP**

##### **4.1 Members**

The membership of the Section shall consist of those members of the Association residing in or having principal business activity in the Section, multi-section members, and those assigned to the Section by the Chief Executive Officer of the Association.

##### **4.2 Geographic Boundary**

The geographic boundaries of the Section are defined as the States of Colorado, New Mexico, and Wyoming.

#### **ARTICLE V – VOTING BY MEMBERSHIP**

##### **5.1 Members Eligibility**

All members of the Section in good standing, including multi-section members, are eligible to vote.

## **5.2 Occasions Requiring Vote**

Occasions where a vote of the membership is required include: (a) when there are multiple nominees for a given office as described in Sections 7.6 and 7.7; (b) approval of a proposed amendment of these Bylaws as provided for in 11.1 and 11.2; (c) approval of a special dues assessment of the Section membership; or (d) any occasion in which the Governing Board requires a vote of the Section membership.

## **5.3 Notification to Members**

On occasions where a vote of the membership is required, information required for voting may be distributed by mail, Section publication, or electronic transmission.

# **ARTICLE VI – SECTION FINANCES**

## **6.1 Dues**

Dues shall be assessed as required for membership in the Association. The Section may, in accordance with the established procedures and guidelines of the Association, request permission from the Association to levy a section dues assessment. The section assessment is levied annually at the time of membership renewal, and the revenue collected used to increase the funds available for Section uses consistent with Association objectives and policies. Once a section assessment is approved and enacted, changes to the assessment amount can be authorized by a vote of the Governing Board.

## **6.2 Fees**

The Section reserves the right to collect fees for Section activities and events, as appropriate (e.g., registration fees for the Annual Section Conference, seminars, workshops, and other activities of the Section). Such fees will be established in accordance with the policies and procedures of the Section, and the governing documents of the Association.

## **6.3 Financial Management**

All Section finances shall be managed in accordance with these Bylaws, the Section Guidelines and other policies and procedures as may be applicable, the Bylaws and governing documents of the Association, and all applicable financial rules and regulations of the country or states in which the Section operates.

## **6.4 Financial Reviews**

The Section shall conduct an independent review of the Section finances at least every two years. The financial review shall be conducted by a qualified person who is neither an employee of the Section nor a member of the Governing Board of the Section.

# **ARTICLE VII – SECTION GOVERNANCE**

## **7.1 Authority and Purpose of the Governing Board**

The Governing Board of the Section governs the affairs of the Section and is comprised of the Section officers. The affairs of the Section include all activities of the Section, including, but not limited to: convening meetings to conduct Section business, approving an annual budget, authorizing conferences and technical meetings, use of the Section name, and approving and overseeing committees.

## **7.2 Eligibility and Membership of the Governing Board**

Any member of the Section, including a multi-section member, shall be eligible to hold elective office in the Section. Multi-section members may hold office in only one section at a time. The Governing Board shall be made up of Section members in good standing, duly elected as set forth in Section 7.6. The officers of the Section shall include: Chair, Past Chair, Chair-Elect, Treasurer, Secretary (non-voting), Director, and eight (8) Trustees.

## **7.3 Director Nominee Eligibility**

Each nominee for Director shall have served as a Section Past Chair and shall have distinguished themselves in the activities of the Section.

## **7.4 Nominating Committee for Members of the Governing Board**

The Nominating Committee shall be composed of up to five (5) Section members to include the Chair-Elect, current Past Chair, the current Director, and two at-large members. The two at-large members shall be selected in accordance with the Section Guidelines. During years in which the Director is nominated, members of the Nominating Committee who wish to be considered for Director shall not serve on the committee. Substitute members of the Nominating Committee shall be past and/or current officers and shall be selected by the Nominating Committee.

## **7.5 Nominations for Members of the Governing Board**

The Nominating Committee shall select duly qualified individuals in accordance with the Section Guidelines. The Nominating Committee shall report to the Chair a nomination for each impending vacancy among the Section Officers at least seventy-five (75) days before the date of the next Annual Section Conference. The Chair shall notify the Section membership of the nominations at least sixty (60) days before the date of the next Annual Section Conference.

Additional nominations may also be made up to forty-five (45) days before the next Annual Section Meeting by written petition to the Chair, signed by at least five (5) Section members.

The Director nominee shall be selected the year prior to the Association Annual Conference and Exposition at which the position is filled by the new Director.

## **7.6 Election of Members of the Governing Board**

In the event there are no nominations other than those submitted by the Nominating Committee, the Chair shall request confirmation of the nominated slate by all eligible members in attendance at the Annual Section Meeting.

If there are multiple nominees for any particular office, the Chair shall prepare a ballot of all duly made nominations and notify Section members at least thirty (30) days before the date of the next annual Section meeting with voting instructions. Paper ballots shall be distributed and cast by eligible members in attendance at the Annual Section Meeting, and shall be counted and recorded by two (2) tellers appointed by the Chair. The nominees for the respective vacancies receiving the greatest number of votes shall be declared elected. In case of a tie, the present Chair, Chair-Elect, and Vice Chair shall, by their majority vote, decide which of the candidates shall be declared elected.

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**7.7 Terms of Office for Governing Board Members**

The following terms of office shall apply for Governing Board members:

- Past Chair: One (1) year
- Chair: One (1) year
- Chair-Elect: One (1) year
- Treasurer: Two (2) years
- Secretary: No term-limit (non-voting position)
- Director: Three (3) years
- Trustees: Four (4) years. Two (2) trustees shall be elected each year.

The term of office for each Governing Board member (except Director and Secretary as described below) shall commence following the end of the Annual Section Conference at which they were elected. The term shall end, after serving for the period stated, at the end of the respective Annual Section Conference. The term of office for the Director shall be as specified in the Association Bylaws. The office of Secretary shall be held by a staff person designated by the Governing Board.

**7.8 Vacancies on Governing Board**

In the case of a vacancy on the Governing Board, the Nominating Committee will identify a qualified member of the Section to fill the vacancy until the next election and shall request approval by the Governing Board of the interim appointment.

**7.9 Duties of Governing Board**

The Governing Board shall set policy for the Section. The specific duties of each office shall be as set forth in the Section Guidelines. All questions coming before the Governing Board shall be decided by a majority affirmative vote of the present Governing Board members, and seven (7) members shall constitute a quorum.

**7.10 Obligations of Governing Board Members**

**7.10.1 Participation.** Members of the Governing Board are expected to attend all meetings of the Governing Board. Members who are unable to be present in person may participate by conference call (if available).

**7.10.2 Resignation.** Members of the Governing Board who find participation in Section affairs is not feasible should consider resignation. Resignations may be submitted in writing to the Chair.

**7.10.3 Termination.** Alternatively, a Governing Board member who fails to carry out the responsibilities of the elected or appointed office may be removed prior the expiration of their term by a two-thirds vote of the Governing Board.

**ARTICLE VIII – MEETINGS**

**8.1 Annual Section Conference**

For the purpose of achieving the objectives of the Association and the Section, the Section is expected to hold an Annual Section Conference at which technical papers are presented and water issues are discussed. The location of such a conference is determined by the Section as prescribed in the Section Guidelines and as may be referenced in joint documents with other organizations.

**8.2 Section Meetings**

The Governing Board shall meet at least twice each year to conduct the business of the Section. One meeting shall be an annual business meeting, held during the Annual Section Conference. At least one other meeting shall be held between Annual Section Conferences. The Governing Board shall also meet at such other times as the Chair deems necessary.

**ARTICLE IX – COMMITTEES**

**9.1 Purpose**

The Section may establish committees to conduct Association and Section programs and business.

**9.2 Rules of Operation**

Committees shall be established and shall convene in accordance with the Section Guidelines and policies and procedures. Committee chairs are to be appointed from the Section membership by the Section Chair with concurrence of the other members of the Governing Board. Committee meetings may be conducted at the discretion of the Committee Chair in general accordance with the latest edition of "Robert's Rules of Order".

**ARTICLE X – SUBSECTIONS**

**10.1 Purpose**

In order to further the knowledge of the water industry and interest in AWWA, the Section may be divided into subsections.

**10.2 Geographical Area**

The geographic area of the subsections will be determined by the Governing Board to best meet the needs of the members living therein.

**10.3 Procedure to Establish**

Subsections may be proposed by motion of the Governing 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 how the objectives of the Section may be better served by its formation. Approval by the Governing Board is required to establish a subsection.

**ARTICLE XI – AMENDMENTS TO SECTION BYLAWS**

**11.1 Primary Method of Amendment Process**

Section Bylaws shall be reviewed by the Bylaws Committee to ensure that current practices conform with requirements of the Articles of Incorporation and the Bylaws of AWWA. All proposed amendments to these Bylaws shall be advertised and available for review by Section members at least thirty (30) days prior to the annual Section meeting. The affirmative vote of two-thirds of members present at the annual Section meeting shall be necessary for adoption.

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**11.2 Ballot Alternative**

At the discretion of the Board, the Bylaws may also be amended by ballot, with an affirmative vote of two-thirds of the ballots cast by eligible voting members. All eligible voting members shall be provided notice of the proposed amendment(s) and shall be given at least thirty (30) days to cast their ballot.

**11.3 Association Approval**

Proposed amendments to the Section Bylaws shall be reviewed by Association staff for consistency with the Association Bylaws prior to a vote by the Section membership as described in Section 11.1. If the amendment(s) are approved by the Section membership, the Chair of the Bylaws Committee shall submit the amendment(s) for approval by the Association Board of Directors.

**11.4 Effective Date**

Such amendment(s) shall be effective after receiving notice that the amendment(s) have been approved by the Association Board of Directors.

**ARTICLE XII – PARLIAMENTARY AUTHORITY**

The official Parliamentary Authority of the Section shall be the latest edition of “Robert’s Rules of Order”. Any items not covered by the Section or Association Bylaws will revert to the Parliamentary Authority for guidance.

**ARTICLE XIII – DISSOLUTION**

**13.1 Return of Funds**

In case of dissolution of the Section, assets derived from the general funds of the Association shall be returned.

**13.2 Disposition of Remaining Funds**

The balance of the Section assets shall be transferred to one or more organization(s) with like purposes or goals operating in the geographical area of the Section, hereinafter referred to as the "receiving organization."

**13.3 Receiving Organization Characteristics**

To qualify under the provisions of Section 501(c)(3) of the United States Internal Revenue Code, the receiving organization shall:

- be operated exclusively for scientific or education purposes;
- not benefit private parties (e.g., shareholders or individuals) from its earnings;
- not attempt to influence legislation; and
- not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

**13.4 Selection of a Receiving Organization**

A receiving organization(s) shall be selected by vote of the majority of the members of the Section at a meeting called for this purpose. If disposition cannot be effected, then assets shall be distributed pursuant to court direction.

**ARTICLE XIV – INDEMNIFICATION**

**14.1 Purpose**

All officers, members of the Governing Board, and any other official representatives of the Section shall be and are hereby indemnified for expenses and costs incurred (including attorney fees) in connection with any claim asserted against any of them by action in court or otherwise by reason of their service in such capacity. Indemnification is also provided by the Association, as described in the Association Bylaws.

**14.2 Exceptions**

Such indemnification will not apply for the aforementioned individuals when they are guilty of negligence or misconduct in regard to the matters for which indemnity is sought.

**ARTICLE XV – DEFINITIONS**

The following definitions are intended to explain terms used in these Bylaws.

Annual Section Meeting – One of two required meetings of the Rocky Mountain Section of the American Water Works Association. Held during the Annual Section Conference.

Annual Section Conference – The annual conference of the Rocky Mountain Section of the American Water Works Association.

Annual Winter Governing Board Meeting – One of two required meetings of the Rocky Mountain Section of the American Water Works Association. Held about mid-term between Annual Section Conferences.

Association – The American Water Works Association.

Association Board of Directors – Board of Directors of the American Water Works Association.

Governing Board – The officers of the Rocky Mountain Section of the American Water Works Association. Members are: Chair, Past Chair, Chair-Elect, Treasurer, Secretary (non-voting), Director, and eight (8) Trustees.

Meeting – Any authorized convening of officers or committee members, and otherwise as provided for in the Section Guidelines.

Officers – Members of the Governing Board are also designated “officers” of the Section.

Policies and Procedures – Defined in Section Guidelines, policy statements, or practices of the Section.

Section – Rocky Mountain Section of the American Water Works Association.

Section Guidelines – Document that provides the operating guidelines of the Rocky Mountain Section of the American Water Works Association.