KENTUCKY/TENNESSEE SECTION

AMERICAN WATER WORKS ASSOCIATION

BYLAWS

(As Approved by the Board of Directors June 8, 2014)

ARTICLE I – NAME

The name of this organization shall be the Kentucky/Tennessee Section of the American Water Works Association hereinafter the “Section”). The American Water Works Association shall hereinafter be referred to as the “Association.”

ARTICLE II – OBJECTIVES

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.

ARTICLE III – HEADQUARTERS AND OPERATIONS

3.1 The headquarters of the Section shall be at the office of the Executive Director of the Section, unless otherwise designated by the Section Board of Trustees.

3.2 All matters pertaining to the operation of the Section shall be in accordance with the Articles of Incorporation, Bylaws, and Governing Documents of the American Water Works Association and with these bylaws.

ARTICLE IV – MEMBERSHIP

4.1 The membership of the Section shall consist of those members of the American Water Works Association residing in or having principal business activity in the Kentucky/Tennessee Section, multi-section members, and those assigned to the Kentucky/Tennessee Section by the Executive Director of the American Water Works Association.

4.2 The geographic boundaries of the Kentucky/Tennessee Section are defined as the Commonwealth of Kentucky and the State of Tennessee.

ARTICLE V – ELIGIBILITY TO VOTE

5.1 All members of the Section in good standing, including multi-section members, are eligible to vote.
5.2 Occasions where a vote of the membership may be required include: the election of Section officers and/or other members of the Section 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 in any other event for which the Section Board of Trustees requires a vote of the Section membership.

ARTICLE VI – SECTION FINANCES

6.1 Dues: Dues shall be assessed against members, as required for membership in the Association. The Section may, in accordance with the procedures defined in the Governing Documents and established guidelines of the Association, 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 the Association’s objectives and policies. Once approved, changes in a section assessment can be authorized by a vote of the Section Board of Trustees for submission to and approval by the Association’s Board of Directors.

6.2 Fees: The Section reserves the right to collect fees for section activities and events, as appropriate (e.g., registration fees for annual meetings, training events, and other educational programs). 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.

6.3 Financial Controls: All Section finances shall be managed in accord with these bylaws, the Section’s policies and procedures, and Bylaws and Governing Documents of the Association, and all applicable financial rules and regulations of the country and state in which the Section operates. The Section shall conduct, on an annual basis, an independent review or audit of all Section finances. The review or audit shall be conducted by a qualified financial advisor who is neither an employee of the Section nor member of the Section Board of Trustees.

ARTICLE VII – SECTION GOVERNANCE

7.1 Members and Structure of the Section Board of Trustees

7.1.1. The officers of the Section shall be as follows:

a. A Chair (This office shall be alternated between Kentucky and Tennessee.)

b. A Chair-Elect (This office shall be alternated between Kentucky and Tennessee.)

c. A Vice-Chair (This office shall be alternated between Kentucky and Tennessee.)

d. A Secretary/Treasurer
e. A representative on the parent Association’s Board of Directors, hereinafter called the Director. (This office shall be alternated between Kentucky and Tennessee.)

f. A Past-Chair, who shall be the immediate Past-Chair or the last living Past-Chair of the Section from the state required to maintain the required balance of representation.

g. One other member of the Section, elected at large each year and designated as Section Trustee. Nominations of members for election shall alternate between Kentucky and Tennessee each year.

h. The Chair of the Water Utility Council.

i. The Chair of the Manufacturers and Associates Council.

j. The Chair of the Knowledge and Exchange Council

k. The Executive Director (non-voting)

7.1.2. The above officers shall constitute a Board of Trustees, hereinafter sometimes called the Board, which shall be the governing body of the Section.

7.1.3. The officers of the Section and its Board of Trustees 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 American Water Works Association.

7.2 Eligibility to Serve on Section Board of Trustees

7.2.1 Any member of the Section, including a multi-section member, shall be eligible to hold elective office in the Section.

7.2.2 Multi-section members may hold office in only one section at a time.

7.2.3 Two or more offices may not be held by the same individual.

7.3 Nominations for Members of the Section Board of Trustees

7.3.1 The Section shall conduct an appropriate nomination and election process for the Section Trustee. Trustees are elected to a five-year term, in which they will progressively move through the positions in the following order: Trustee, Vice-Chair, Chair-Elect, Chair, and Past-Chair.

7.3.2 The Director shall be nominated and elected in a manner consistent with the governing documents of the Association.

7.3.3 At least 120 days prior to the annual meeting of the Section, for the elected position other than Director, a Nominating Committee should be appointed by the Chair of the Section Board of Trustees. The Nominating Committee should consist of a minimum of the Immediate Past-Chair and either the next two most Immediate Past-Chairs or
any other members that the Section Board of Trustees deems appropriate, based on their knowledge of and experience in the Section.

7.3.4 At least 90 days before the annual meeting of the Section, this committee shall notify the Secretary/Treasurer of at least one eligible candidate for the office to be filled and thereby place their names in nomination for that office, except in the case of the offices of Secretary/Treasurer, Vice-Chair, Chair-Elect, Chair, and Past-Chair, Water Utility Council Chair, Manufacturers and Associates Council Chair, and Knowledge and Exchange Council Chair. The positions of Secretary/Treasurer, shall be appointed by the Board of Trustees from the nominees presented by the Nominating Committee. The positions of Water Utility Council Chair, Manufacturers & Associates Council Chair, and Knowledge & Exchange Council Chair shall alternate between the two states each term and will coincide with the Section Chair’s State of origin.

7.4 Election of Members of the Section Board of Trustees

7.4.1 All members of the Section in good standing, including multi-section members, are eligible to vote in an election for members of the Section Board of Trustees.

7.4.2 The voting process should be established and administered by the Section Board of Trustees in accordance with these bylaws and the Bylaws and Governing Documents of the Association. Winners shall be determined by a simple majority of the votes submitted by members in good standing.

7.4.3 At least 30 days prior to the annual conference, the Executive Director and/or staff shall prepare a ballot (electronic or paper) which shall bear the names and addresses of all those nominees named by the Nominating Committee together with the office(s) for which they have been nominated. Blank spaces shall also appear on this ballot, in which the member may write any names of persons for whom he/she may wish to vote in place of those previously nominated. Included with this ballot shall be necessary instructions for voting, and for the return of the ballot. The completed ballot shall be returned to the Executive Director by the deadline indicated in the instructions.

7.4.4 All ballots received by the designated deadline shall be canvassed by a committee of three tellers, the Secretary/Treasurer, and two Board members at a previously announced time prior to or during the Annual Conference of the Section. The eligible members receiving the highest number of votes for each of the respective offices shall be immediately declared elected and the committee shall so notify the Board of Trustees. In the event of a tie vote, the Chair of the Section shall cast a deciding vote. All ballots shall then immediately be destroyed. All officers so elected shall take office upon the close of the Annual Conference.

7.4.5 Any voting procedure determined by the Board shall remain in effect until changed by the Board.

7.5 Terms of Office for Section Board of Trustees

7.5.1 The Director shall be elected for a term of three years or as otherwise required by the Bylaws of the Association.
7.5.2 The term of each of the other officers shall be approximately one year or until a successor is chosen, except in the case of the Secretary/Treasurer, whose term shall be for two years. The Secretary/Treasurer may serve up to three consecutive terms.

7.6 Vacancies on Section Board of Trustees

7.6.1 In the case of a vacancy in the office of the Director, a successor to serve for the remainder of the term shall be selected by the members of the Section, as prescribed in the bylaws of the Section or shall be appointed by the Section Board of Trustees. The Section Chair or Secretary/Treasurer shall notify the Executive Director of the Association of such selection.

7.6.2 In the case of a vacancy in the office of Chair, then the Chair-Elect shall immediately succeed to the office of Chair and continue in that position through their regular elected term.

7.6.3 In the case of a vacancy in one of the other offices, the Section Board of Trustees shall appoint a suitable replacement to complete the term of the vacant position. If the office is one that rotates between the two states, the replacement must be from the same state as the officer leaving the vacancy.

7.6.4 The voting members of the Board may, by resolution passed by a majority of not less than two-thirds (2/3) of the votes of such members at a duly called meeting of the Board, remove any Board member or Committee Chair before the expiration of his or her period of office, if the officer or committee chair fails to carry out the responsibilities of elected or appointed office, as so determined by the Board. A vacancy created by the removal of a Board member may be filled by the voting members at the meeting at which the Board member or Committee Chair is removed, or if not so filled, may be filled by a quorum of Board members. If the office is one that rotates between the two states, the replacement must be from the same state as the officer leaving the vacancy.

7.7 Duties of Section Board of Trustees

7.7.1 Each officer of the Section shall perform all duties specified in the Articles of Incorporation, Bylaws, and Governing Documents of the American Water Works Association and the Articles of Incorporation, Bylaws, and Governing Documents of the Section. He/she shall perform such other duties as the Board of Trustees may direct.

7.7.2. The duties of the Chair shall be to supervise and coordinate all of the affairs of the Section. So far as possible, he/she shall preside at all meetings of the Section and the Board of Trustees. He/she shall appoint all councils or committees of the Section, except as may be otherwise specifically provided herein or directed by the Board. In the case of a tie vote of the officers of the Board of Trustees, the Chair may cast a vote to break the tie.

7.7.3. The Chair-Elect shall assist the Chair in the performance of his/her duties and act in his/her stead, when required, and shall succeed to the office of Chair at the conclusion of the term of office of the then Chair.
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7.7.4. The Vice-Chair shall perform regular duties as may be assigned to him/her by the Chair or the Board of Trustees, and shall succeed to the office of Chair-Elect at the conclusion of the term of office of the then Chair-Elect.

7.7.5. The Secretary/Treasurer shall attend all meetings of the Section and of the Board and other meetings, as directed by the Chair or deemed appropriate. The Secretary/Treasurer shall work with the Executive Director to see that all monies due the Section are collected and promptly deposited to the credit of the Section in a depository, which has been approved by the Board. He/she shall perform such other duties as the Board of Trustees may direct. The Secretary/Treasurer shall pay or see that all bills and obligations of the Section are paid or met; present an annual report to the Section of all monies received, expended, and on hand; present a financial report to the Board of Trustees at each regular meeting; prepare and submit the annual section operating budget; make, or cause to be made, a review or audit of the books and accounts of the Section as soon as practical at the end of the fiscal year; and arrange to have completed for the Section the appropriate Internal Revenue forms and reports.

7.7.6. The Director shall be a member of the Section's Board of Trustees and of the American Water Works Association's Board of Directors, in accordance with the provisions of the Articles of Incorporation, Bylaws, and Governing Documents of the American Water Works Association. He/she shall represent each of those bodies in the deliberations of the other and shall act to coordinate and unify their actions.

7.7.7. The Section Trustee shall take part in all actions of the Board of Trustees and shall have equal voting power with that of every other member of the Board of Trustees.

7.7.8. The Chair of the Manufacturers & Associates Council (MAC) shall serve as liaison between the Board of Trustees and the Council, takes part in all actions of the Board of Trustees, and shall have equal voting power with that of every other member of the Board of Trustees.

7.7.9. The Chair of the Water Utility Council (WUC) shall serve as liaison between the Board of Trustees and the Council, takes part in all actions of the Board of Trustees, and shall have equal voting power with that of every other member of the Board of Trustees.

7.7.10. The Chair of the Knowledge & Exchange Council (KEC) shall serve as liaison between the Board of Trustees and the Council, takes part in all actions of the Board of Trustees, and shall have equal voting power with that of every other member of the Board of Trustees.

ARTICLE VIII – MEETINGS

8.1 Meetings of the Board shall be called by the Chair on his/her own initiative or at the request of any other member of the Board of Trustees. Section officers and/or the Section Board of Trustees shall meet at least once each year to conduct the business of the Section.
The Section itself shall hold at least one business meeting a year to elect officers and conduct other business as may be necessary.

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 supply industry issues are discussed. The location of such a conference is determined by the Section.

A quorum of the Board shall consist of at least six of its voting members. Attendance, via teleconference, is acceptable.

The Board of Trustees 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 American Water Works Association, and shall amend same, as required.

ARTICLE IX – COUNCILS AND COMMITTEES

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

Councils and committees shall be established and shall convene in accordance with the Section policies and procedures.

ARTICLE X – AMENDMENTS TO SECTION BYLAWS

Amendments to these bylaws may be proposed by either an affirmative vote of a majority of the Section Board of Trustees, or by written petition signed by at least ten percent (10%) of the eligible voting members of the Section. All such proposals shall be submitted to the Secretary/Treasurer, who will bring the proposal to the attention of the Section Board of Trustees.

At the discretion of the Section Board of Trustees, the bylaws may also be amended by a mailed ballot, with an affirmative vote of a majority of the ballots returned by eligible voting members. All eligible voting members shall be provided a copy of the proposed amendment(s) or will be given an opportunity to view the modifications on the Section web site, and shall be given at least 30 days to return the ballot.

If the amendment(s) are approved by the Section membership, the Executive Director shall submit the amendment(s) to the Executive Director of the Association, for approval by the AWWA Board of Directors.

Corrections deemed insubstantial (grammar, punctuation) may be made at the discretion of the Association Board. The Section Board will be advised of these corrections and may call for a vote of the Section.
10.5 Amendment(s) shall be effective only after receiving notice from the AWWA Executive Director that the amendment(s) have been approved by the AWWA Board of Directors.

**ARTICLE XI – DISSOLUTION**

11.1 In case of dissolution of the Section, such portions of the funds or property thereof in the hands of the Secretary/Treasurer and the Executive Director, as may have been derived from the general funds of the American Water Works Association, shall be returned to the American Water Works Association.

11.2 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 an AWWA Section, hereinafter referred to as the "receiving organization."

11.3 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.

11.4 Any such receiving organization 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 affected, 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.

**ARTICLE XII – INDEMNIFICATION**

12.1 Indemnification is provided by the Association, as described in the Association Bylaws, Article VI, Section 6.01.