BYLAWS OF THE INTERMOUNTAIN SECTION

of the

AMERICAN WATER WORKS ASSOCIATION

(As Approved by the Intermountain Section on October 18, 2019)

ARTICLE I---NAME

1.1 The name of this organization shall be the INTERMOUNTAIN SECTION OF THE AMERICAN WATER WORKS ASSOCIATION (hereinafter the "Section"). The American Water Works Association shall hereinafter be referred to as “AWWA” or 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 related thereto by:

a) advancing the knowledge of the design, construction, operation, water treatment, and management of water utilities;

b) advancing the knowledge of the problems involved in the development of resources, production and distribution of safe and adequate water supplies;

c) educating the public on the problems of water supply and promoting a spirit of cooperation between consumers and suppliers in solving these problems; and

d) conducting 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.

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’s governing board (the “Board of Trustees”).

3.2 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 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 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 boundaries of the Section are defined as the entire State of Utah and the South-Eastern portion of the State of Idaho, which is defined as follows: extending east from the North-South line West of Twin Falls to the Wyoming border and from the Northern Utah border to Montana's Southern border.

ARTICLE V---VOTING BY MEMBERS

5.1 All members of the Section in good standing, including multi-Section Members, are eligible to vote. Each Member shall have one vote.

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 The vote necessary for the Members to elect one or more trustees to the Board of Trustees is set forth in Section 7.5.2 of these bylaws.

5.5 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.

5.6 All Members in good standing who are members of a sub-Section (as defined in Article X) are eligible to vote in the elections of the Sub-Section they belong to.

ARTICLE VI---SECTION FINANCES

6.1 Dues shall be assessed against Members as required for membership in AWWA. Only the Association can determine and collect dues and assessments. Funds for financing Section activities may be obtained from sources consistent with the policies of the Association.
6.2 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 the initial Section dues assessment is 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.

6.3 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.

6.4 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 and provinces 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---SECTION GOVERNANCE

7.1 Authority and Purpose of the Board of Trustees

7.1.1 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.

7.1.2 The Section shall establish an Executive Committee. The Executive Committee shall have the limited authority, as described herein, to execute Section business in between Board meetings in accordance with the Bylaws, the Section Board policies and guidelines, the AWWA Documents, and the laws of the state of Utah governing non-profit corporations. This authority is limited to business that requires immediate action and cannot wait until the next scheduled Board meeting or a special Board meeting. The action shall be consistent with previous Board decisions and shall be reviewed and confirmed with the Board at the next available Board meeting.

7.2 Members and Structure of the Board of Trustees

7.2.1 The Section shall be governed by its Board of Trustees, consisting of a chair, chair-elect, vice-chair, past-chair, first trustee, second trustee, AWWA Director, a
secretary and treasurer (or a combined secretary-treasurer), council chairs, and the policies and procedures chair, whom shall be appointed or elected. If designated by the Board of Trustees, the sub-Section chair(s) may be appointed to the Board of Trustees.

7.2.3 The Executive Committee of the Board shall consist of the elected officers including the chair, chair-elect, vice-chair, past-chair, first trustee, second trustee, AWWA Director and those appointed as secretary and treasurer (or combined secretary-treasurer).

7.2.4 The Board of Trustees shall not exceed 20 members.

7.3 Eligibility to Serve on Board of Trustees

7.3.1 Any member of the Section (a “Member”), including a Member who is also a member of another AWWA Section (a “multi-Section Member”), shall be eligible to hold elective office in the Section.

7.3.2 Multi-Section members may hold office in only one Section at a time.

7.3.3 Two or more offices may not be held by the same individual, with the exception of the combined office of secretary-treasurer.

7.4 Nominations for Members of the Board of Trustees

7.4.1 The Section shall conduct an appropriate nomination and election process for the following member of the Board of Trustees: second trustee.

7.4.2 The AWWA Director shall be nominated and elected in a manner and for a term consistent with Article III of the Bylaws of the Association.

7.4.3 Nominating Committees comprised of members in good standing will be appointed by the chair of the Board of Trustees. The Nominating Committees will have responsibility for identifying, selecting and nominating qualified Members for Second Trustee and AWWA Director.

a. The chair shall appoint a nominating committee for recommending candidates for the Section Second Trustee position. The committee shall consist of the three most immediate living past-chairs of the Section and up to three Section members at large. The nominating committee will be chaired by the most immediate past-chair. The committee will request nominations from Section members and prepare a list of potential candidates for Second Trustee. The nominating committee will report to the Board of Trustees on nominees and election details, in accordance with Section policies and procedures.

b. The chair shall appoint a nominating committee for recommending candidates for the AWWA Director position. The committee shall consist of the current AWWA Director and the two most immediate living past AWWA Directors of the Section and up to three Section members at large. The nominating committee will be chaired by the current AWWA Director. The
committee receives nominations and prepares a list of potential candidates for the Section's AWWA Director. The nominating committee will report to the Board of Trustees on nominees and election details, in accordance with Section policies and procedures.

7.5 Election of Member of the Board of Trustees

7.5.1 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. Elections for members of the Board of Trustees shall be conducted in accordance with the process detailed in the Section policies and procedures.

7.5.2 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.

7.6 Terms of Office for Section Board of Trustees

7.6.1 The AWWA Director shall be elected for a term of three years or as otherwise required by the Bylaws of the Association. The newly-elected AWWA Director takes office at the conclusion of the following year’s AWWA Annual Conference and Exhibition.

7.6.2 The term of the chair, chair-elect, vice-chair, past-chair, first trustee, and second trustee, shall be one (1) year.

Upon expiration of the term of the second trustee, the second trustee will accede to the office of first trustee; the first trustee will accede to the office of vice-chair; the vice-chair will accede to the office of chair-elect; the chair-elect shall accede to the office of chair; the chair shall accede to the office of past-chair; and a new second trustee shall be elected to fill the resulting vacancy.

These terms shall commence following the turning over of the gavel of office during the Section’s annual business meeting or Fully Noticed Meeting at which they are elected or succeed to office and shall terminate at the turning over of the gavel of office of the annual business meeting or Fully Noticed Meeting at which their successors are elected.

7.6.3 The term of office of the secretary, treasurer, or secretary-treasurer shall be four (4) years. Secretary, treasurer, or secretary-treasurer may serve two consecutive terms at the discretion of the Section Board of Trustees.

7.7 Vacancies on Board of Trustees

7.7.1 In the case of a vacancy in the office of AWWA Director, a successor to serve for the remainder of the term 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.
7.7.2 In the case of a vacancy in the office of the chair, chair-elect, vice-chair, non-officer trustee, or secretary-treasurer, the Board of Trustees shall appoint a suitable replacement to complete the term of the vacant position.

7.7.3 The voting members of the Board of Trustees may remove any officer or non-officer trustee from the Board before the expiration of the trustee’s term of office if the officer or trustee is found to have willfully failed to carry out the trustee’s duties and responsibilities if so determined by a unanimous vote of the other trustees. 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.

7.8 Duties of Board of Trustees

7.8.1 The chair shall have general supervision of the affairs of the Section, subject to the direction of the Board of Trustees. The chair shall preside over all meetings of members and of the Board of Trustees. The chair shall perform other such duties that would ordinarily be incident to the office of president, subject to the authority granted by the Board of Trustees.

7.8.2 The chair-elect shall assist the chair in the performance of his/her duties and shall act in his/her stead when required.

The chair-elect shall serve on such committees as he/she may be assigned.

7.8.3 The vice-chair shall assist the chair-elect in the performance of his/her duties and shall act in his/her stead when required.

The vice-chair shall serve on such committees as he/she may be assigned.

7.8.4 The past-chair shall assist the chair, chair-elect and vice-chair in the performance of their duties and shall act in any of the other officer positions when assigned by the Board of Trustees.

The past-chair shall serve as chair of the committee to nominate candidates for Second Trustee as described in Section 7.4.3(a) of these bylaws.

7.8.5 The treasurer shall have or provide for the custody of the funds or other property of the Section and shall keep or see to the keeping of a separate book account of the same; shall collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by the Section; and shall deposit or see to the deposit of all funds of the Section in such banks or other places of deposit as the Board of Trustees may from time to time direct and designate. In addition, the Treasurer shall, whenever so required by the Board of Trustees, render an account, showing all transactions as Treasurer, and the financial condition of the Section; and, in general, shall perform all duties incident to the office of treasurer of a corporation.

7.8.6 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 secretary of a corporation.
7.8.7 The AWWA Director shall serve on the AWWA Board of Directors. 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 their 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.

The AWWA Director shall serve as chair of the committee to nominate candidates for AWWA Director as described in Section 7.4.3(b) of these bylaws.

7.8.8 The first and second trustees shall assist the chair, chair-elect and vice-chair 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.

7.9 Executive Director

7.9.1 The Executive Director position shall be a staff position contracted by the Section, selected per the process detailed in the Section policies and procedures.

7.9.2. The Executive Director shall assist the Board in the operations and administration of the Section and shall serve under the general supervision of the Section chair and chair-elect.

7.9.3. The Executive Director shall not act as the official spokesperson for the Section, except to the extent that they may be specifically designated by the Board of Trustees on certain matters.

7.9.4. The Executive Director shall not be a voting/official member of the Board of Trustees.

7.9.5. The Executive Director shall have the ability to sign contracts and make financial commitments for the Section up to the limits set in the Executive Director’s contract and approved by the Board of Trustees. Financial commitments exceeding the limits set by the Board of Trustees shall be presented for a vote and approval during Executive Committee Meetings.

7.9.6. The Executive Director is allowed to function within the limits set by contract and approved by the Board of Trustees to achieve the Section goals.

ARTICLE VIII---MEETINGS

8.1 The Board of Trustees shall meet at least four times each year to conduct the business of the Section.
8.2 Quorum for a meeting of the Board of Trustees is a majority of the trustees.

8.3 Quorum for a meeting of the Executive Committee is a majority of the members of the Executive Committee.

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

8.5 Quorum for an annual business meeting or Fully Noticed Meeting of the Section shall be 15 members.

8.6 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 location of such a conference is determined by the Section.

8.7 All Board of Trustees and committee meetings shall convene in accordance with Section policies and 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.”

ARTICLE IX---COMMITTEES

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

9.2 The Board of Trustees has the authority to manage, create and dissolve committees within the organization.

ARTICLE X – ESTABLISHING SUBDIVISIONS

10.1 For ease of organization, the Board of Trustees may divide a geographic area within the Section’s boundaries into subdivisions, or Sub-Sections, that are still governed by the Board of Trustees.

ARTICLE XI---AMENDMENTS TO BYLAWS

11.1 Amendments to these bylaws may be proposed by either an affirmative vote of a majority of the members of the Board of Trustees, or by written petition signed by a simple majority of the Section Members. All such proposals shall be submitted to the Executive Director, who will bring the proposal to the attention of the Board of Trustees.

11.2 The secretary or secretary-treasurer shall then submit the amendment(s) to the Association, for requested approval by the AWWA Executive Committee.

11.3 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 members shall have written notice at least 30 days in advance in which to consider the proposed amendment(s) prior to voting upon it.
11.4 At the discretion of the Board of Trustees, the bylaws may also be amended by a mailed or electronic ballot or other form of written consent, with an affirmative vote of a majority of the ballots cast. All Members shall be provided a copy of the proposed amendment(s) with the ballot and shall be given at least 30 days to return the ballot.

11.5 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.

11.6 Amendment(s) 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 XII—DISSOLUTION

12.1 In case of dissolution of the Section, all funds or other assets that may have been derived from the Association shall be returned to the Association.

12.2 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 organizations 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.”)

12.3 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 reason 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.

12.4 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.
ARTICLE XIII - INDEMNIFICATION

13.1 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.

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