

BYLAWS OF THE INTERMOUNTAIN SECTION

Of the

AMERICAN WATER WORKS ASSOCIATION

(As Approved by the AWWA Intermountain Section
Members August 27, 2010 and updated by AWWA and Intermountain Section Board
October 1, 2010)

ARTICLE I---NAME

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 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 advancement and dissemination of knowledge concerning the improvement of practice in the study and planning, design, construction, operation, and management of water works and all matters relating thereto.

ARTICLE III---HEADQUARTERS AND OPERATIONS

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

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

ARTICLE IV---MEMBERSHIP

The membership of this Section shall consist of those members of the Association residing in or having principle business activity in Utah or Eastern Idaho (within the counties as covered on the attached map) and those assigned to the Section by the Executive Director of the Association.

ARTICLE V---ELIGIBILITY TO VOTE

All members of the Section in good standing are eligible to vote. Occasions where a vote of the membership is required include, but are not limited to: the election of Section officers and/or other members of the Section Board of Trustees, as described herein; or on a proposed amendment of these bylaws; approval of a special dues assessment of the Section membership, or any other event for which the Section requires the vote of the Section membership.

ARTICLE VI---DUES AND FEES

Dues: Dues shall be assessed against members as required for membership in AWWA. The Section may, in accordance with the Governing Documents and established guidelines of the Association, apply for permission to levy a special dues assessment. The Section assessment would be levied annually at the time of membership renewal, and the revenues collected would be used to increase the funds available for Section uses consistent with the Association 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 AWWA Board of Directors.

Fees: 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, policies, and procedures of the Section and the Governing Documents and Bylaws of the Association

ARTICLE VII---OFFICERS AND GOVERNING BOARD

- 1) On an annual basis the general membership shall elect a Second Trustee who will progress through the Section chairs, to Past Chair.
- 2) The Officers of this Section shall be as follows:
 - a) Chair
 - b) Chair-Elect
 - c) Vice Chair
 - d) Representative on the Parent Association's Board of Directors, hereinafter called the Director
 - e) Past Chair, who shall be the last living Past Chair of the Section
 - f) First Trustee
 - g) Second Trustee
- 3) The appointed officers of this Section shall be as follows:
 - a) Secretary
 - b) Treasurer
 - c) Council Chairs
 - d) Policies and Procedures Chair
 - e) Southeast Idaho Subsection Chair
- 4) The above Officers shall constitute a Board of Trustees, hereinafter called the Trustees, which shall be the governing body of the Section. The Executive Committee of the Board shall consist of the elected officers including the Chair, Chair

Elect, Director, Past Chair, Vice-Chair, First Trustee, and Second Trustee, and those appointed as Secretary and Treasurer.

- 5) The Officers of the Section shall execute its business in accordance with the Bylaws and Regulations of the Section, and the Articles, Bylaws, and Governing Documents of the Association.
- 6) The term of each of the Officers shall be from the close of the 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 Director, Council Chairs, Trustees and Annual Conference Committee Chair. The Director's term shall be three consecutive years, as provided for by the Bylaws of the Association. The Council Chairs will serve for a four-year terms. The two Trustees' terms shall be for two years, with one Trustee being elected each year, thereby having one newly elected Trustee and one holdover Trustee coming on the Board at the close of each annual meeting. The Secretary and Treasurer may be appointed for successive terms, but shall not hold the same office for more than four consecutive years.
- 7) Any member of the Section in good standing shall be eligible to hold elected office in the Section.
- 8) Executive Director – The Executive Director position shall be a staff position contracted to the Section. The Executive Director shall assist the Board in the operations and administration of the Section. The Executive Director shall serve under the general supervision of the Section Chair and Chair-Elect. 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 Section's Board on certain matters. The Executive Director shall not be a voting/official member of the Section's Board. 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 Section's Board. Financial commitments exceeding the limits set by the Board shall be presented for a vote and approval during Executive Board Meetings.

The Executive Director's primary goal is to enhance the quality of the services which the Section provides to its members. The Executive Director is allowed to function within the limits set by contract and approved by the Section Board to achieve the Section goals.

Selection of the Executive Director shall be as follows:

- a. Interview by a committee of board members under the direction of the Chair
- b. Final candidates presented to the board and interview by the board
- c. Final candidate to be voted on and approved by a simple majority of the board members

The Executive Director shall serve in the position at the discretion of the Executive Committee of the Board. The Chair and Chair Elect will appraise the performance of the Executive Director on an annual basis.

ARTICLE VIII---DUTIES OF THE OFFICERS

- 1) The Chair shall 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 committees of the Section, except as may be otherwise specifically provided herein or directed by the Trustees, and shall succeed to the office of Past-Chair at the conclusion of the term of the office of the then Past-Chair.

- 2) The Chair-Elect shall assist the Chair and act in his/her stead when required and shall succeed to the office of the Chair at the conclusion of the term of the office of the then Chair.
- 3) The Vice Chair shall perform the regular duties as may be assigned to him/her by the Chair, and shall succeed to the office of Chair-Elect at the conclusion of the term of the office of the then Chair-Elect.
- 4) The Secretary shall attend all meetings of the Section and of the Trustees, duly recording the proceedings thereof. The Treasurer shall see that all monies due the Section are collected and shall promptly deposit the same to the credit of the Section in a depository which has been approved by the Trustees. The Treasurer shall perform all the duties laid down in Article XI of the Governing Documents of the Association.
- 5) The Director shall be a member of the Section's Board of Trustees (and of the Association's Board of Directors), in accordance with the provisions of the Articles and Bylaws of the Association. He/she shall represent each one of those bodies in the deliberations of the other and shall act to coordinate and unify their actions.
- 6) The Past Chair shall perform duties as may be assigned to him/her by the Chair.
- 7) The First Trustee and Second Trustee shall perform those duties assigned them by the Chair of the Board of Trustees. After serving two consecutive years as a Trustee, the Trustee shall succeed to the office of Vice Chair at the conclusion of the term of the office of the then Vice Chair.

ARTICLE IX---THE BOARD OF TRUSTEES

- 1) The Chair of the Section shall be the Chair of the Board of Trustees and the Chair-Elect, the Vice-Chair, the Secretary, and the Treasurer shall each likewise act in a similar capacity for the Trustees.
- 2) Meetings of the Trustees shall be called by the Chair on his/her own initiative or at the request of any other member of the Board of Trustees. There shall be at least one meeting of the Board of Trustees during the annual meeting of the Section. The Chair of the Section may call a meeting of the Executive Committee as needed. The Executive Committee may develop Board of Trustee's agenda's, policy, etc., but must submit to the Board of Trustees any action for final approval.
- 3) A quorum of Trustees shall consist of a simple majority of its members.
- 4) 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 Trustees 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; Bylaws, and Governing Documents of the Association; and shall amend same as required.

ARTICLE X---ELECTION OF OFFICERS

- 1) The Chair appoints a nominating committee for recommending candidates for the Section Second Trustee position consisting 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 at least four months prior to the annual Section Meeting and receive nominations and prepare a list of potential candidates for Second Section Trustee. The nominating committee submits the names, the method of returning the ballots, and the time of counting ballots before the close of the annual Section meeting to the Board of Trustees for approval at least three months prior to the annual Section Meeting. The nominating committee chair sends a letter or electronic ballot, containing a list of at least three eligible approved nominees for Section Second Trustee, to eligible Section members at least 30 days prior to the annual Section meeting.

Voting takes place by paper or electronic ballots returned to the nominating committee chair up to the time of counting and are counted by at least two Trustees appointed by the Section Chair. The nominee receiving the highest number of votes cast is declared elected. The new Second Trustee so elected takes office at the close of the annual meeting at which he or she is declared elected.

- 2) The Chair appoints a nominating committee for recommending candidates for the Section AWWA Director position consisting 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 AWWA Director. The nominating committee submits the names, the method of returning the ballots, and the time of counting ballots before the close of the annual Section meeting to the Board of Trustees for approval at least three months prior to the annual Section meeting. The Chair sends a letter or electronic ballot, containing a list of at least three eligible approved nominees for AWWA Director, to eligible Section members at least 30 days previous to the annual Section Meeting.

Voting takes place by paper or electronic ballots returned to the current AWWA Director up to the time of counting and are counted by at least two Trustees appointed by the Section Chair. The nominee receiving the highest number of votes cast is declared elected. The new AWWA Director so elected takes office at the conclusion of the following year's AWWA Annual Conference and Exhibition meeting.

3. Should any officer of the Section be unable to complete the term of office for which he/she has been elected or fails to fulfill the duties of the office he/she holds, the other Trustees of the Section may:
 - a) Select a qualified member of the Section to fill the vacancy or at their discretion.

- b) Nominate one or more qualified members of the Section for the office and conduct a letter ballot of Section members to determine the choice of the Section membership.

ARTICLE XI---MEETINGS

- 1) The Section Board of trustees shall meet in person or telephonically a minimum of four times in each calendar year to conduct the business of the Section, and the Section itself shall hold at least one business meeting a year to elect officers and conduct other business as necessary.
- 2) The times and places of all meetings of the Section shall be fixed by the Board of Trustees, or by a committee appointed by them subject to the other provisions of this Article.
- 3) It shall be 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 an effort to prevent the conflict of meeting dates with those of other Sections' meetings; and the holding of joint meetings with adjoining Sections, and with other groups or organizations having a like interest, shall be encouraged.

ARTICLE XII---COUNCILS, COMMITTEES, AND SUBSECTIONS

- 1) The Section may establish councils and committees to conduct Association and Section programs and business, such as education, membership, nominations, annual meeting arrangements and technical programs, and others that are either recommended by the Association or deemed appropriate by the Section.
- 2) Councils and committees may be established by the Board of Trustees and shall convene in accordance with the Section policies and procedures. Council Chair positions are appointed by the Board.
- 3) Each of the Section Committees should have a Committee Chair and Vice-Chair. The Council Chair, who oversees the committee, shall consult with Committee members who select a Committee Chair and Vice-Chair. Each Committee Chair may serve a maximum of two, three-year terms, provided that the members select him or her for the second term.
- 4) The Section may establish subsets or subsections based on geographical areas within the Section. Subsets or subsections shall be governed by the Bylaws of the Section.

ARTICLE XIII---AMENDMENT

- 1) Proposals for the amendment of these Bylaws may originate by a unanimous vote of the Executive Committee of the Board of Trustees, or they may originate by the submission to the Secretary of a written petition signed by at least ten members of the Section. Upon an amendment being proposed in either of these two manners,

the Secretary shall furnish each member with a copy of the proposed amendment. The proposed amendment shall then be voted upon by the members at the next annual meeting or may at the discretion of the Trustees be voted upon by letter ballot. However, all members shall have at least 30 days in which to consider the proposed amendment prior to a vote upon it. Voting on the amendments shall take place by paper or electronic ballots returned to the current AWWA Director. The vote shall pass or fail by simple majority of those casting their ballots.

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

ARTICLE XIV---DISSOLUTION

- 1) In case of dissolution of the Section, such portions of the funds in the hands of the Treasurer, as may have been derived from the general funds of the Association, shall be returned to the Association.
- 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 in an area included in the Section hereinafter referred to as the "receiving organization."
- 3) The following shall be characteristic of the receiving organization:
 - a) That it be operated exclusively for scientific or educational purposes;
 - b) That no part of the net earnings of which inures to benefit any private shareholders or individuals;
 - c) That no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation; and
 - d) 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.
- 4) The receiving organization would then qualify under provisions of Section 501 (c) (3) of the United States Internal Revenue Code, as they now exist or as they may hereafter be amended.
- 5) Any such receiving organization(s) shall be selected by vote of the majority of the members of the Section at a meeting called for the 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.

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