

**BYLAWS OF THE ILLINOIS SECTION OF THE AMERICAN WATER WORKS ASSOCIATION**

**Approved by the AWWA Executive Committee, January 2021**

**ARTICLE I  
NAME**

1.1 The name of the organization shall be the Illinois Section of the American Water Works Association (hereinafter the "Section"). American Water Works Association may hereinafter be referred to as "AWWA" or the "Association."

**ARTICLE II  
OBJECTIVE**

- 2.1 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 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 Illinois Section are defined as the State of Illinois.

## **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"). Electronic voting is allowed for Section business and elections. All members will be notified of the vote and eligible to vote electronically. No minimum number of votes are necessary and plurality will be used to determine the outcome.
- 5.4 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.
- 5.5 All Members in good standing who are members with the Section districts are eligible to vote for their district trustee in the Section election.

## **ARTICLE VI SECTION FINANCES**

- 6.1 Dues shall be assessed against Members as required for membership in AWWA. 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 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. Only the Association can determine and collect dues and assessments.

- 6.2 The Section reserves the right to collect fees for Section activities and events, as appropriate (e.g., registration fees for annual meetings 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.
- 6.3 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 province(s) or state(s) 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.**

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 those matters specifically reserved or granted to the Members by statute or by the AWWA Documents.

### **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 the following voting members: chair, chair-elect, vice-chair, past chair, secretary/treasurer, AWWA Director, District Trustees as defined in Article X, and the Trustee-at-large. The Executive Director shall be an ex-officio, non-voting member of the board.
- 7.2.2 The Officers of the Section shall be chair, chair-elect, vice chair, past chair and secretary-treasurer referred to as the Executive Committee.
- 7.2.3. 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 members of the Board of Trustees: chair, vice chair, chair-elect, secretary-treasurer, AWWA Director, and non-officer trustees.

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 A Nominating Committee, comprised of members in good standing will be appointed by the chair of the Board of Trustees. The Nominating Committee will have responsibility for identifying, selecting and nominating qualified Members for all elected positions.

7.4.4 The Nominating Committee shall strive to identify a slate of candidates that represents the diversity of our membership. Diversity includes, but is not limited to, representation from the public and private sector, diversity in their role in the industry (operator, superintendent, manager, engineer, regulator, service provider, manufacturer, etc.), geographic location, age, ethnicity, gender and race.

#### **7.5 Election of Members 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, by electronic ballot, or if approved by the Board of Trustees, by any other process permitted by law.

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.

7.6.2 The term of the chair, chair-elect, vice chair and past chair shall be one (1) year. These terms shall commence following the turning over of the gavel of office during the Section 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 a non-officer trustee shall be two years. Trustees may serve a total of two terms in that office. A person may not serve more than two terms of combined service as District Trustee and Trustee at Large.

7.6.4 The term of office of the secretary-treasurer shall be one year or until a successor is chosen.

7.6.5 The positions of chair, chair-elect, vice chair and past chair do not allow for back-to-back terms.

#### **7.7 Vacancies on Board of Trustees**

- 7.7.1 In case of a vacancy in the office of AWWA Director, a successor to serve for the remainder of the term may be selected by the members of such Section as prescribed in the bylaws of the Section, or, in the absence of a Fully Noticed meeting of the Members, 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 chair-elect, vice chair, non-officer trustee or secretary-treasurer, the Chair shall appoint a suitable replacement to complete the term of the vacant position. The appointment shall be subject to confirmation by a majority vote of the board.
- 7.7.3 In the case of a vacancy in the office of chair, the chair-elect would assume the office of the chair. The office would be subject to confirmation by a majority vote of the Board of Trustees.
- 7.7.4 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 two-thirds majority vote of the members of the Board of 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 the 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 the members and of the Board of Trustees. The chair shall perform other such duties that would ordinarily be incident to the office of the president of the Association, subject to the authority granted by the Board of Trustees.
- 7.8.2 The chair-elect and/or vice-chair shall assist the chair in the performance of his/her duties and shall act in his/her stead when required.
- 7.8.3 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 office positions when assigned by the Board of Trustees. The past chair shall serve as chair of the Nominating Committee.
- 7.8.4 The secretary/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. They 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.

- 7.8.5 The AWWA Director shall serve on the AWWA Board of Directors. As a director of the Association, the AWWA Director shall represent the Section and serve as its voice on the AWWA Board. 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 the AWWA Director's 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.
- 7.8.6 The non-officer 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.

## **ARTICLE VIII MEETINGS**

- 8.1 The Board of Trustees shall meet at least once 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 The Section shall hold at least one business meeting a year to elect officers and conduct other business as may be necessary.
- 8.4 Quorum for an annual business meeting of Fully Noticed Meeting of the Section shall be 50 members in good standing.
- 8.5 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.
- 8.6 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."
- 8.7 Special meetings may be called by the Board of Trustees by the request of a majority of trustees or by a signed petition from 50 members in good standing.

## **ARTICLE IX COMMITTEES**

- 9.1 The Section may establish committees to conduct or manage Section programs and business.
- 9.2 The Board of Trustees has the authority to create, manage and dissolve committees within the organization.

## **ARTICLE X DISTRICTS**

- 10.1 The Board of Trustees may divide by geographic areas within a Section's boundaries into districts that are still governed by the Board of Trustees.
- 10.2 The Section's geographic area is divided into districts using the following names:
  - District 1
  - District 2A
  - District 2B
  - District 2C
  - District 2D
  - District 3
  - District 4
  - District 5

The map showing the boundaries of the districts is available by the organization.

- 10.3 The Board may, by majority vote, determine the number of District Trustees representing each district not to exceed the Board of Trustees maximum in Section 7.2.3.

## **ARTICLE XI AMENDMENTS TO BYLAWS**

- 11.1 Amendments to these bylaws may be proposed by either an affirmative vote of two-thirds members of the Board of Trustees, or by written petition signed by 50 Members in good standing. All such proposals shall be submitted to the secretary-treasurer, who will bring the proposal to the attention of the Board of Trustees.
- 11.2 The 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 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 property that may have been derived from the general funds of 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 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.
- 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