

BYLAWS OF
THE MINNESOTA SECTION OF
THE AMERICAN WATER WORKS ASSOCIATION

(As approved by the AWWA Board of Directors, January 14, 2017)

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ARTICLE I - NAME

The name of this organization shall be the Minnesota Section of the American Water Works Association, hereinafter referred to as 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 development and furtherance of understanding of the problems related thereto as noted in the AWWA Articles of Incorporation.

ARTICLE III - HEADQUARTERS AND OPERATION

- 3.1 The headquarters of the Section shall be at the office of the Secretary-Treasurer unless otherwise specifically designated by the Governing Board. All papers and records of the Section shall be kept at said headquarters.
- 3.2 All matters pertaining to the operation of the Section shall be in accordance with the Articles of Incorporation, Bylaws and Board Policy Manual of the American Water Works Association, consistent with the Affiliation Agreement entered into between the Section and 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 Section, multi-Section members, and those assigned to the Section by the Chief Executive Officer of the American Water Works Association.

- 4.2 The geographic boundaries of the Minnesota Section are defined as the State of Minnesota.
- 4.3 The Section shall be divided into subunits hereinafter referred to as "Districts."
- 4.4 The Section membership shall be assigned to Districts based on their Association membership mailing address.

ARTICLE V - ELIGIBILITY TO VOTE

- 5.1 All members of the Section in good standing, including multi-section members, are eligible to vote on Section business, including applicable members of the Section Board of Trustees, when a vote of the membership is required.
- 5.2 All members of the Section in good standing assigned to a Section District are eligible to vote on business of the District when a vote of the District membership is required.
 - 5.2.1 A multi-section member can request assignment to a specific district once per year.

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 Board Policy Manual and established guidelines of AWWA, 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 AWWA 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.
- 6.2 The Section reserves the right to collect fees for Section activities and events as appropriate. Such fees will be established in accordance with these bylaws, the policies and procedures of the Section, and the Board Policy Manual and Bylaws of the Association.
- 6.3 All Section finances shall be managed in accord with these bylaws, the Section's policies and procedures, and Board Policy Manual of the Association, and all applicable financial rules and regulations of the country and province or state in which the Section operates.
- 6.4 The Section shall conduct an annual audit of all Section finances. A copy of the audited or reviewed financial Statement shall be provided to the Association. An audit, no more than 3 years apart, 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 Authority and Purpose of the Section Board of Trustees
 - 7.1.1 The Board Policy Manual of the Association indicate that Sections shall be autonomous entities and shall be entitled to govern themselves within the applicable limitations of the Articles of Incorporation, Bylaws, and Board Policy Manual of the Association and the Affiliation Agreement entered into between the Section and the Association. Each Section is responsible to comply with all federal, state, provincial, and local laws and regulations applicable to it, and to maintain all necessary licenses, permits, registrations, and designations under the laws of the jurisdictions in which it operates. The Association is not responsible for the legal compliance of Sections
 - 7.1.2 The Section Board of Trustees shall have the authority to establish, modify, or dissolve Districts,

Councils, and Committees, and govern their operation as deemed necessary to conduct Section and Association business and programs.

7.2 Members and Structure of the Section Board of Trustees

7.2.1 The Section Board of Trustees shall consist of:

Officers of the Board (a.k.a. Officers of the Section or the Executive Board)
District Trustees (*one from each District and one District Trustee-at-large*)
Council Chairs/Liaisons

7.2.2 All members of the Section Board of Trustees are voting members.

7.2.3 The Officers of the Board shall be:

Chair
Chair-Elect
Past-Chair
Director
Secretary-Treasurer

7.2.4 The Officers of the Board are authorized to take official actions between Board meetings that they deem beneficial to the Section.

7.2.5 Any member of the Section who is also an Association Officer (President, President-Elect, Vice-Presidents, Immediate Past-President, and Treasurer) or Director-at-Large shall automatically become a member of the Board.

7.3 Eligibility to Serve on the Section Board of Trustees

7.3.1 Any member of the Section, including a multi-section member of the Section, shall be eligible to hold elective office on the Section Board

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 offices of Secretary and Treasurer.

7.3.4 In addition to the membership eligibility requirements defined in this section, nominees for the position of Chair-Elect must have served at least two (2) years as a member of the Board (Officer of the Board, District Trustee, or Council Chair).

7.3.5 In addition to the membership eligibility requirements defined in this section, nominees for the position of Director must have served as an Officer of the Board.

7.4 Nominations for members of the Section Board of Trustees

7.4.1 The Section shall conduct a nomination and election process for Chair-Elect and District Trustee-at-Large in accordance with the policies and procedures of the Section.

7.4.2 A nominating committee, with the appropriate knowledge of and experience in the Section, shall be appointed by the Chair with the approval of the Board in accordance with the policies and procedures of the Section.

7.4.3 The Director shall be nominated and elected in a manner consistent with Article III of the Bylaws of the Association.

7.4.4 District Trustees shall be nominated in accordance with policies and procedures of the Section and the District.

7.5 Election/Succession/Appointment of Members of the Section Board of Trustees

- 7.5.1 Upon the expiration of the term of the Section Chair, the Chair shall accede to the office of Past-Chair, and the Chair-Elect shall accede to the office of Chair.
- 7.5.2 The Chair-Elect, Director, and District Trustee-at-Large shall be elected by a majority vote of eligible Section members either in attendance at the annual Section business meeting, by letter ballot, or by a certifiable electronic vote. The voting process should be established and administered by the Section Board of Trustees in accordance with these bylaws and the Bylaws and Board Policy Manual of AWWA.
- 7.5.3 The District Trustees shall be elected by a majority vote of the eligible District members in attendance at the District business meeting and in accordance with the policies and procedures of the Section and District.
- 7.5.4 Open Council Chair positions (term has expired) shall be appointed by the Chair with the approval of the board.
- 7.5.5 The Secretary-Treasurer shall be appointed by the Chair with the approval of the board.

7.6 Terms of Office for Section Board of Trustees

- 7.6.1 The Chair, Chair-Elect, and Past-Chair shall serve terms of one (1) year. These terms shall commence at the first Section Board meeting following the annual Section business meeting at which they were elected or accede to the office.
- 7.6.2 The Director shall be elected for a term of three (3) years or as otherwise required by the Bylaws of the Association. The newly elected Director shall take office at the expiration of the incumbent Director's term of office as prescribed by the bylaws of the Association.
- 7.6.3 District Trustees shall serve terms of three (3) years. The term shall begin at the first Section Board meeting following the annual Section business meeting following election. Terms shall be staggered as evenly as possible to minimize board turnover.
- 7.6.4 Council Chairs shall serve terms of three (3) years. The term shall begin at the first Section Board meeting following the annual Section business meeting following election. Terms shall be staggered as evenly as possible to minimize board turnover.
- 7.6.5 The Secretary-Treasurer shall serve a term of one (1) year, and may be appointed for consecutive terms.

7.7 Vacancies on Section Board of Trustees

- 7.7.1 The Board shall declare that a vacancy exists in the event of the death, relocation of a member so that he/she no longer qualifies as a member of the Section per Article 4.1 of these bylaws, incapacity, or resignation of any Section Board member.
- 7.7.2 In the case of a vacancy in the office of Director, a successor to serve for the remainder of the term shall be appointed by the Section Board of Trustees. The Section Chair or Secretary-Treasurer shall notify the Chief Executive Officer of the Association of such selection.
- 7.7.3 The Board shall fill a vacancy in the office of Chair, Chair-Elect, Past-Chair, District Trustee-at-Large, and Secretary-Treasurer for the remainder of the unexpired term in accordance with the policies and procedures of the Section.
- 7.7.4 In the case of a vacancy in the position of District Trustee, the District Committee represented by the Trustee shall fill the vacancy for the remainder of the unexpired term in accordance with the policies and procedures of the Section.
- 7.7.5 The voting members of the Section Board of Trustees 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 Section Board of Trustee 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 at an official Board meeting.

7.8 Duties of Section Board of Trustees

- 7.8.1 The Board shall direct the administrative work of the Section and execute its business in accordance with the bylaws, and policies and procedures of the Section and the Articles of Incorporation, Bylaws, and Governing Documents of the Association.
- 7.8.2 The Board shall have power to invest or expend the funds of the Section, but shall not incur indebtedness in excess of the unencumbered cash assets of the Section.
- 7.8.3 The Chair shall have general supervision of the affairs of the Section and shall preside at all meetings of the Section and of the Board, unless designated otherwise.
- 7.8.4 The Chair shall make appointments to vacant Council or Committee positions as prescribed by the policies and procedures of the Section.
- 7.8.5 The Chair-Elect shall perform the duties of the Chair in the latter's absence.
- 7.8.6 The Director, as a member of the Board of Directors of the Association shall represent the Section and the Association in the deliberations of their respective governing bodies and shall coordinate and unify their actions.
- 7.8.7 The District Trustee-at-Large, in addition to being a member of the Section Board, is also a member of the district committee in the district that he/she is assigned by the Section.
- 7.8.8 The Secretary-Treasurer shall have charge of the financial books and records of the Section.
- 7.8.9 The Secretary-Treasurer shall see that all monies due to the Section are collected and promptly deposited to the credit of the Section in a depository, which has been approved by the Board.
- 7.8.10 The Secretary-Treasurer shall pay all bills for authorized debts incurred by the Section.

ARTICLE VIII - MEETINGS

8.1 Meetings

- 8.1.1 The Section shall conduct at least one business meeting in each calendar year to elect officers and conduct other business as may be necessary.
- 8.1.2 A special meeting of the Section may be called by the Section Chair. A special meeting may also be called by a written request of fifteen (15) percent of the membership. The object of a special meeting shall be definitively stated in a notice, which shall be mailed by the Secretary-Treasurer to all members at least fifteen (15) days in advance of the date of the meeting. No other business may be transacted at this meeting. The Board shall determine the location of all Section meetings.
- 8.1.3 The Board shall meet at least once during the annual Section conference, and at other times at the call of the Section Chair, or at the request of a majority of the Board to conduct Section business.
- 8.1.4 Each District shall conduct one business meeting in each calendar year. Other meetings may be held as determined by the District Committee.
- 8.1.5 Meetings shall be conducted generally in accordance with the latest edition of Robert's Rules of Order Newly Revised.

8.2 Quorum

- 8.2.1 Thirty (30) voting members of the Section shall constitute a quorum at any Section business meeting.
- 8.2.2 A majority of the members of the Board shall constitute a quorum at Board meetings.
- 8.2.3 Ten (10) voting members of a District shall constitute a quorum at any District business meeting.
- 8.2.4 No motions can be passed without a quorum, as defined in this section.

ARTICLE IX - COUNCILS/COMMITTEES

- 9.1 The Councils and Committees shall be established and shall conduct activities in accordance with the policies and procedures of the Section.
- 9.2 Council and Committee meetings shall be conducted generally in accordance with the latest edition of Robert's Rules of Order Newly Revised.

ARTICLE X - DISTRICTS GOVERNANCE

- 10.1 The Section shall be divided into six districts representing the following geographic areas of the Section: Northeast, Northwest, Central, Metro, Southeast, and Southwest. The district boundaries will be designated by the Section Board.
- 10.2 Members and Structure of the Districts
 - 10.2.1 The governing body of the District shall be a District Committee.
 - 10.2.2 The District Committee shall consist of:
 - District Chair
 - District Vice-Chair
 - District Trustee
 - District Secretary
 - 10.2.3 All members of the District Committee are voting members
 - 10.2.4 The Officers of the District shall be:
 - District Chair
 - District Vice-Chair
 - District Trustee
- 10.3 Eligibility to Serve on the District Committee
 - 10.3.1 All members of the Section assigned to a District, including multi-section members, are eligible to hold elective office on the District Committee of their District.
- 10.4 Nominations for members of the District Committee
 - 10.4.1 The District Vice-Chair shall be nominated in accordance with policies and procedures of the District.
 - 10.4.2 The District Trustee shall be nominated in accordance with Article VII of these bylaws and the policies and procedures of the Section and District.
- 10.5 Election/Succession/Appointment of members to the District Committee

- 10.5.1 Upon the expiration of the term of the District Chair, the District Vice-Chair shall accede to the office of Chair.
- 10.5.2 The District Vice-Chair shall be elected by a majority vote of eligible District members in attendance at the annual District business meeting.
- 10.5.3 The District Trustee shall be elected in accordance with Article VII of these bylaws and the policies and procedures of the Section and District.
- 10.5.4 The District Secretary shall be appointed by the District Officers.
- 10.6 Terms of office for the District Committee
 - 10.6.1 The District Chair and District Vice-Chair shall serve terms of one (1) year. These terms shall commence following the annual District business meeting at which they are elected or accede to the office.
 - 10.6.2 The term of the District Trustee shall be in accordance with Article VII of these bylaws (see bylaw 7.6.2).
 - 10.6.3 The District Secretary shall serve a term of one (1) year, and may be appointed for consecutive terms.
- 10.7 Vacancies on the District Committee
 - 10.7.1 The District Committee shall declare that a vacancy exists in the event of the death, relocation of a member so that he/she no longer qualifies as a member of the section per Article 4.1 of these bylaws, incapacity or resignation of any District Committee member.
 - 10.7.2 The District Committee shall fill any elective or appointed District office vacancy for the remainder of the unexpired term in accordance with the policies and procedures of the Section and District.
 - 10.7.3 In the event of three vacancies occurring simultaneously in a given District, the Section Chair shall make an appointment to the position of District Trustee. The District Trustee shall then make appointments to the other two vacant District offices.
- 10.8 Duties of District Committee
 - 10.8.1 The District Committee shall direct the administrative work of the District and execute its business in accordance with the bylaws and policies and procedures of the Section and the District, and the Articles of Incorporation, Bylaws, and Governing Documents of the American Water Works Association.
 - 10.8.2 The District Committee may establish or dissolve standing or special District committees as they deem necessary for the operation of or to further the interests of the District.
 - 10.8.3 The District Chair shall have general supervision of the affairs of the District and shall preside at all meetings of the District and of the District Committee, unless designated otherwise.
 - 10.8.4 In the absence of the District Trustee, the District Chair shall represent the District on the Section Board.
 - 10.8.5 The District Vice-Chair shall perform the duties of the District Chair in the latter's absence
 - 10.8.6 The District Secretary shall be responsible for the preparation of the business and recording of the proceedings of the District and District Committee meetings.
 - 10.8.7 The District Secretary shall see that all funds generated or debts incurred by District activities are forwarded to the Section Secretary-Treasurer for proper disposition.
 - 10.8.8 Each district shall conduct one business meeting in each calendar year (see 8.1.4 and 8.2.3). The

District Secretary shall forward the official meeting minutes to the Section Chair for review and to the Secretary/Treasurer for archiving.

ARTICLE XI - AMENDMENTS TO SECTION BYLAWS

- 11.1 A proposal to amend these bylaws may be made by a three-fourths affirmative vote of the Board or by a petition signed by at least fifteen (15) percent of the members of the Section, either of which shall be made in writing. All such proposals shall be submitted to the Secretary-Treasurer, who will bring the proposal to the attention of the Section Board of Trustees.
- 11.2 These bylaws may be amended at any annual business meeting of the Section by a majority vote of eligible voting members present at the meeting, provided however, that 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.
- 11.3 At the discretion of the Section Board of Trustees, the bylaws may also be amended by a mailed ballot, with an affirmative vote of two-thirds of the ballots returned by eligible voting members. All eligible voting members shall be provided a copy of the proposed amendment(s) with the mailed ballot, and shall be given at least 30 days to return the ballot. The dated postmark on the return ballots shall be used to determine the validity of returned ballots.
- 11.4 If the amendment(s) are approved by the Section membership, the Secretary-Treasurer shall submit the amendment(s) to the Chief Executive Officer of the Association, for approval by the AWWA Board of Directors.
- 11.5 Corrections deemed insubstantial (grammar, punctuation) may be made at the discretion of the AWWA Board. The Section Board will be advised of these corrections and may call for a vote of the Section.
- 11.6 Amendment(s) shall be effective only after receiving notice from the AWWA Chief Executive Officer that the amendment(s) have been approved by the AWWA Board of Directors.

ARTICLE XII - DISSOLUTION

- 12.1 In case of dissolution of the Section, such portions of the funds or property thereof in the hands of the Secretary-Treasurer as may have been derived from the general funds of the American Water Works Association shall be returned to the American Water Works Association.
- 12.2 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 are organized and operated in an area included in an AWWA section, hereinafter referred to as the "receiving organization."
- 12.3 The following shall be characteristic of the receiving organization:
 - that it is 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(s) would then qualify under the provisions of Section 501(c)(3) of the United State Internal Revenue Code, as they now exist or as they may hereafter be amended.

- 12.4 Any such 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 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.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - EFFECTIVE DATE

These Bylaws shall become effective and supersede all previous Bylaws upon approval of the membership of the Section and of the Board of Directors of the American Water Works Association.

Adopted: 1916

Revisions: 1919, 1936, 1939, 1944, 1947, 1952, 1954, 1966, 1970, 1971, 1975, 1977, 1983, 1987, 1990, 1991, 1992, 1997, 2004, 2010, 2017.