

**BYLAWS OF THE
SOUTH CAROLINA SECTION
OF THE AMERICAN WATER WORKS ASSOCIATION**

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

ARTICLE I – NAME

The name of this Corporation shall be the "South Carolina Section of the American Water Works Association," hereinafter referred to as the "Section." The Section may create "Subsections" as described hereinafter. The American Water Works Association shall hereinafter be referred to as "AWWA."

ARTICLE II – PURPOSES

The purposes of the Section is to promote the public health, safety, and welfare by advocating for treatment and delivery of drinking water of superior quality and sufficient quantity and by developing and furthering the understanding of technology, science, education, and governmental policies relative to drinking water as stated in the AWWA Articles of Incorporation and by:

1. Advancing and disseminating knowledge of the design, construction, operation, maintenance, and management of water utilities and encouraging the exchange of information and experience in these goals;
2. Fostering cooperation with other similar organizations and agencies in an effort to further obtain and maintain adequate water facilities for South Carolina citizens;
3. Promoting and developing appropriate continuing education programs to elevate the personal and professional growth of the membership of the Section; and
4. Notwithstanding the specificity of the foregoing, do all things necessary or convenient, and not inconsistent with law or with the purposes of AWWA, to achieve these stated purposes.

The foregoing enumeration of purposes shall not limit or restrict in any manner the pursuit of other purposes, or the exercise of other and further rights and powers that may now or hereafter be permitted or provided by law.

The purposes of the Section are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as hereinafter amended or supplemented (hereinafter referred to as the "Code"). No part of the net earnings of the Section shall inure to the benefit of, or be distributed to its Executive Committee, officers, members, or other private persons, except that the Section shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Section shall go towards lobbying except as otherwise provided in the Code. The Section shall not participate in, or intervene in, political campaigns on behalf of any candidate for public office. The Section shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or

South Carolina Section Bylaws

corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

ARTICLE III – FORMATION AND OPERATION

All matters pertaining to the formation, performance, and operation of the Section shall be in accordance with the South Carolina Nonprofit Corporation Act of 1994 (the “Act”), these Bylaws, the Articles of Incorporation (the “Articles”), the AWWA Affiliation Agreement, the AWWA Articles of Incorporation, the AWWA Bylaws, and the AWWA Governing Documents.

ARTICLE IV – OFFICES AND AGENT

4.1. Principal Office

The Section shall maintain its Principal Office as required by the Act, in the State of South Carolina or such other place as designed from time to time by the Executive Committee for the principal executive offices of the Section (the “Principal Office”).

4.2. Registered Office

The Section shall maintain a Registered Office as required by the Act at a location in the State of South Carolina designated by the Executive Committee from time to time (the “Registered Office”). In the absence of a contrary designation by the Executive Committee, the Registered Office of the Section shall be located at its Principal Office.

4.3. Other Offices

The Section may have such other offices within and without the State of South Carolina as the business of the Section may require from time to time. The authority to establish or close such other offices may be delegated by the Executive Committee to one or more of the Section’s Officers.

4.4. Registered Agent

The Section shall maintain a Registered Agent as required by the Act who shall have a business office at the Section’s Registered Office. The Registered Agent shall be designated by the Executive Committee from time to time to serve at its pleasure. In the absence of such designation the Registered Agent shall be the Section’s Secretary.

4.5. Filings

In the absence of directions from the Executive Committee to the contrary, the Secretary of the Section shall cause the Section to maintain currently all filings in respect of the Principal Office, Registered Office, and Registered Agent with all governmental officials as required by the Act or otherwise by law.

ARTICLE V – MEMBERSHIP

5.1. Members

- 5.1.1 The membership of the Section shall consist of those members of AWWA residing in or having principal business activity in the South Carolina Section, multi-section members, and those assigned to the South Carolina Section by the Executive Director of AWWA. The South Carolina Section's geographic area shall correspond to the borders of the State of South Carolina. A "multi-section member" is defined in the AWWA Governing Documents. If AWWA amends its policies and changes the definition of "multi-section Member" then these Bylaws must be amended, as provided in Article X Section 10.1 hereof, to reflect the amendment by AWWA.
- 5.1.2 The categories of memberships and the qualifications for and rights and obligations of these categories are set forth in the AWWA Governing Documents. If AWWA amends its policies and changes the categories of memberships, the qualifications for and rights and obligations of categories of membership, then these Bylaws must be amended, as provided in Article X Section 10.1 hereof, to reflect the amendment by AWWA.
- 5.1.3 The annual meeting of the members shall be held at the Annual Conference as such is defined in Article VII, Section 7.1 hereof.
- 5.1.4 Special meetings of the members may be demanded and called for any one or more lawful purposes by the Chair, a majority of the Executive Committee members, or the members of record of five percent (5%) of the Section's voting power entitled to vote at such meeting if such demand is in writing and delivered to the Chair at least 30 days before the date the meeting is demanded.
- 5.1.5 At any meeting of the membership, a quorum shall consist of those members present.
- 5.1.6 Unless provided otherwise in these Bylaws, oral or written notice of all meetings of members shall be given no fewer than ten (10) days, or if notice is mailed by other than first class or registered mail, thirty (30) days, nor more than sixty (60) days before the meeting date by any method permitted under the Act, to all members of record entitled to vote at such meeting; provided however, the date upon which such notice shall be deemed effective shall be determined in accordance with Article V, Section 5.1.7 and 5.1.8 hereof. Such notice shall state the date, time, and place of the meeting and, if required by the Act or these Bylaws the purpose or purposes for which such meeting was called. Notice of a meeting of members need not be given to any member who, in person or by proxy, signs a waiver of notice either before or after the meeting, and such waiver is delivered to the Section for inclusion in the Section records. To be effective such waiver shall contain statements or recitals sufficient to identify beyond reasonable doubt the meeting to which it applies. Such statements or recitals in such waiver of notice may, but need not necessarily, include reference to the date and purpose of the

South Carolina Section Bylaws

meeting and the business transacted thereat. Statement or recital of the proper date of a meeting shall be conclusive identification of the meeting to which a waiver of notice applies unless the waiver contains additional statements or recitals creating a patent ambiguity as to its proper application. A member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

5.1.7 An oral notice is permissible if reasonable under the circumstances and is effective when communicated in a comprehensible manner.

5.1.8 Written notice, if in comprehensible form, is effective at the earliest of the following:

5.1.8.1 When received;

5.1.8.2 Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class postage affixed;

5.1.8.3 On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or

5.1.8.4 Fifteen (15) days after its deposit in the United States mail, if mailed correctly addressed and with other than first class, registered, or certified postage affixed.

Written notice is correctly addressed to a member if addressed to the member's address shown in the Section's current list of members. A written notice or report delivered as part of a newsletter, magazine, or other publication regularly sent to members constitutes a written notice or report if addressed or delivered to the member's address shown in the Section's current list of members, or in the case of members who are residents of the same household and who have the same address in the Section's current list of members, if addressed or delivered to one of such members, at the address appearing on the Section's current list of members.

5.1.9 All members in good standing present at a meeting of members, including multi-section members, shall be entitled to one vote on each matter

5.1.10 Any action that may be taken at any annual, regular, or special meeting of the members may be taken without a meeting if the Section delivers a written ballot to every member entitled to vote on the matter as provided in Article V, Section 5.1.9 hereof. Such written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this section is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve the matter other than election of members of the Executive Committee; and specify the time by which a ballot must be received by the Section in order to be counted. A written ballot may not be revoked.

ARTICLE VI – DUES AND FEES

6.1 Dues

Dues required for membership in AWWA shall be assessed against members of the Section by AWWA as prescribed in the AWWA Governing Documents. The Section may, in accordance with the procedures defined in the AWWA Governing Documents and established guidelines of AWWA, apply for permission to levy a Section dues assessment. The Section assessment shall be levied annually at the time of membership renewal, and the assessment revenue collected by AWWA shall be paid to the Section to increase the funds available for Section uses consistent with AWWA objectives and policies. Once approved by the Section's Executive Committee, changes in a Section assessment can be authorized by a vote of the AWWA Executive Committee for submission to and approval by the AWWA Board of Directors.

6.2 Fees

The Section reserves the right to collect fees for Section activities and events. Such fees will be established in accordance with these Bylaws, the policies and procedures of the Section, the AWWA Bylaws, and the AWWA Governing Documents.

ARTICLE VII – EXECUTIVE COMMITTEE AND OFFICERS

7.1. Titles of Officers and Membership of the Executive Committee

7.1.1 The officers of this Section shall be as follows: a Chair, a Chair-Elect, a Vice-Chair, a Director (as defined in Article VII, Section 7.2 hereof), the immediate available Past-Chair, two Trustees, a Secretary, a Treasurer, or Secretary-Treasurer. An Assistant Secretary, Assistant Treasurer, or Assistant Secretary-Treasurer, if appointed, shall also be officers.

7.1.2 The Executive Committee shall constitute the governing body of the Section, and shall have the authority for operation of the Section consistent with Article III hereof. The Executive Committee shall be composed of the following officers: Chair, Chair-Elect, Vice-Chair, Director, immediate available Past-Chair, and the two Trustees. Each officer of the Executive Committee shall have equal voting power on all questions. The Executive Committee shall also have an advisory member or members as provided at Article VII, Section 7.2 hereof.

7.2. Terms of Office and Qualifications

South Carolina Section Bylaws

- 7.2.1 All officers and members of the Executive Committee shall be members of AWWA in good standing, actively engaged in the Section's activities and shall have demonstrated outstanding leadership; dedicated service; both in general activity and committees; and shall have a thorough knowledge of the operation of the Section
- 7.2.2 Any member of the Section, including a multi-section member shall be eligible to hold elective office in the Section.
- 7.2.3 Multi-section members may hold office in only one section at a time.
- 7.2.4 Two or more offices may not be held by the same individual, with the exception of the offices of secretary and treasurer.
- 7.2.5 The Chair, Chair-Elect, and Vice-Chair shall be elected by the members for a term of one year and shall not be eligible to hold the same office for more than one year.
- 7.2.6 Each year a Junior Trustee shall be elected by the members to hold office for a two-year term or until a successor is named. The two Trustees shall have staggered terms of office. Upon the election of a new Junior Trustee, the previous Junior Trustee becomes the Senior Trustee.
- 7.2.7 The Senior Trustee shall be nominated for the office of Vice-Chair and shall serve as the Vice-Chair if elected.
- 7.2.8 The Vice-Chair shall be nominated for the office of Chair-Elect and shall serve as the Chair-Elect if elected.
- 7.2.9 The Chair-Elect shall be nominated for the office of Chair and shall serve as the Chair if elected.
- 7.2.10 The Chair shall be nominated for the office of Past-Chair and shall serve as Past-Chair if elected.
- 7.2.11 The Director shall be elected by the members, when applicable, in a manner consistent with and for a term as fixed by the AWWA Bylaws. If AWWA amends its Bylaws to change the manner of election or the term of the Director, then these Bylaws must be amended, as provided in Article X, Section 10.1 hereof, to reflect the amendment by AWWA.
- 7.2.12 The offices of Secretary and Treasurer may be combined into one office at the discretion of the Executive Committee. The Secretary and/or Treasurer or the Secretary-Treasurer shall be appointed by the Executive Committee each year and may be reappointed for successive terms. An Assistant Secretary and/or Assistant Treasurer or the Assistant Secretary-Treasurer may be appointed by the Executive Committee each year and may be reappointed for successive terms.
- 7.2.13 The Secretary and/or Treasurer or the Secretary-Treasurer shall be an advisory member of the Executive Committee. The Assistant Secretary and/or Assistant Treasurer or the Assistant Secretary-Treasurer shall also be an advisory member

of the Executive Committee. Advisory members of the Executive Committee shall be given notice of all meetings of the Executive Committee and shall be entitled to all information generally made available to members of the Executive Committee as well as participate in meetings of the Executive Committee. Advisory members of the Executive Committee shall not vote on any matter, shall not be counted for the purposes of establishing a quorum or a majority vote of the Executive Committee. Any advisory member of the Executive Committee desiring to resign may notify the Chair of the Section in writing of such desire. Such advisory member's duties as an advisory member of the Executive Committee shall terminate upon the receipt by the Chair of such notice.

7.3. Elections

7.3.1 Elections shall take place at the business meeting at the Section's Annual Conference.

7.3.2 Each year the Nominating Committee shall enter names for consideration for the offices of Past-Chair, Chair, Chair-Elect, Vice-Chair, Senior Trustee, and Junior Trustee. Further nominations may come from the floor. Election is by simple majority vote of the members present at the meeting.

7.3.3 Every three years the Nominating Committee shall enter names for consideration for the office of Director to serve on the AWWA Board of Directors. Candidates for the office of Director must be a Past-Chair of the Section. The Director shall be elected one year prior to taking office and shall serve as Director-Elect during that year, attending all Executive Committee meetings as a non-voting member.

7.3.4 With the exception of the Director, all officers shall take office on July 1 following the Annual Conference at which they were elected. The Director shall take office as stated in the AWWA Bylaws. All officers shall serve until such officer's successor is elected or appointed and qualified or until such officer's resignation, removal, death, or incapacity. If AWWA amends its Bylaws to change the time when new Directors take office, then these Bylaws must be amended, as provided in Article X, Section 10.1 hereof, to reflect the amendment by AWWA.

7.4. Vacancies

The unexpired term, death, or resignation of any Section officer or committee member shall create a vacancy, or the Executive Committee may declare a vacancy by five affirmative votes, if such action is clearly in the interest of the Section. A vacancy may be immediately filled by appointment by the Executive Committee upon recommendation by the Chair. If the vacancy involves an unexpired term, the individual filling such vacancy shall complete the unexpired term.

7.5. Duties

7.5.1 The Chair shall have general supervision over the affairs of the Section and shall preside at all meetings of the Section and Executive Committee at which he/she may be present. The Chair shall be an ex-officio member of all committees.

South Carolina Section Bylaws

7.5.2 The Chair-Elect shall perform the duties of the Chair in case of the latter's inability to do so, acting temporarily as Chair. The Chair-Elect shall also serve as Chair of the Budget and Finance Committee.

7.5.3 The Secretary and/or Treasurer shall attend all meetings of the Section and of the Executive Committee, duly recording the proceedings thereof. The Secretary shall carry out such correspondence as directed by the Chair and as may be necessary in the conduct of the business of the Section. The Secretary may also serve as Treasurer of the Section.

7.5.4 The Treasurer shall have charge of such funds as are allotted or assigned to the Section from the Treasury of AWWA, or other funds that might be the property of, or entrusted to the Section. The Treasurer shall pay all bills and obligations against the Section after verification. The Treasurer shall make a report to the Section at the Annual Conference of all monies received, expended, and on hand. The Treasurer shall make a financial report to the Executive Committee at each meeting. The Treasurer shall keep a written inventory of non-expendable Section property and provide a written report annually to the Executive Committee. The Treasurer may also serve as Secretary of the Section.

7.5.5 The Treasurer shall be adequately bonded.

7.5.6 The Section shall conduct, on an annual basis, an independent audit or review of all Section finances. The audit shall be conducted by a qualified financial advisor who is neither an employee of the Section nor member of the Section Executive Committee. Following completion of the audit or review, the Treasurer shall review the options of the independent financial advisor and submit these opinions to the Executive Committee for review and approval. A copy of the approved audited or reviewed financial statement shall be provided to AWWA.

7.5.7 The Assistant Secretary and/or Treasurer shall perform the duties of the Secretary and/or Treasurer at the direction of the Chair, in case of the latter's inability to do so, acting temporarily as Secretary and/or Treasurer. The Executive Committee and Secretary and/or Treasurer may also assign duties as they deem appropriate.

7.5.8 The Director shall, in addition to the obligations placed upon the Director in the exercise of the powers delegated to the AWWA Board of Directors, serve as the principal means of communication between AWWA and the Section.

7.6. Quorum

7.6.1 A quorum of the Executive Committee shall consist of four officers identified in Article VII, Section 7.1.2 hereof.

7.6.2 Proxies shall not be permitted on the Executive Committee.

7.7. Meetings

- 7.7.1 The Section shall hold at least one general meeting each year, this meeting to be known as the Annual Conference.
- 7.7.2 The Executive Committee shall meet regularly (face-to-face, conference call or webinar) with at least one meeting held immediately before the Annual Conference and hold a minimum of two meetings between the Annual Conferences.
- 7.7.3 The Executive Committee shall have special meetings at the call of the Chair. A special meeting may also be called by any five (5) of its members, provided every member is given two (2) days notice prior to the meeting, of the meeting location and purpose. Written notice, if in comprehensible form, is effective at the earliest of the following:
- 7.7.3.1 When received;
 - 7.7.3.2 Five (5) days after its deposit in the United States mail, if mailed correctly addressed with first class postage affixed;
 - 7.7.3.3 On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
 - 7.7.3.4 Fifteen (15) days after its deposit in the United States mail, if mailed correctly addressed and with other than first class, registered, or certified postage affixed.
- 7.7.4 Notice of a meeting need not be given to any Executive Committee member who signs a waiver of notice either before or after the meeting. To be effective, the waiver shall contain evidence sufficient to identify beyond reasonable doubt the meeting to which it applies. The attendance of an Executive Committee member at an Executive Committee's meeting shall constitute a waiver of notice of that meeting, except where the Executive Committee member, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Act, these Bylaws or the Articles, objects to lack of notice and does not thereafter vote or assent to the objected action.

ARTICLE VIII – SUBSECTIONS

For ease of organization, the Executive Committee may, without the approval of the AWWA Board of Directors, divide the Section into subsections that are governed by the Executive Committee, and dissolve subsections within the Section.

ARTICLE IX – COMMITTEES AND COUNCILS

9.1. Appointments

- 9.1.1 Committee leadership appointments shall be made by members of the Executive Committee. All committee members shall be individual members of AWWA or employees of a utility member or a service provider member. Terms of committee leaders shall be as defined in the Section Handbook.

South Carolina Section Bylaws

9.1.2 Council leadership positions shall be filled through elections by the members of the respective council. Terms of council leaders shall be as defined in the Section Handbook.

9.1.3 The Executive Committee may add additional members to an existing committee or may establish committees or councils as it deems necessary for the orderly and efficient conduct of the affairs of the Section.

9.1.4 A committee or council chair may add additional members to his or her committee or council as necessary for orderly conduct of the affairs of the Section with the approval of the Executive Committee.

9.2 Meetings

Committees and councils shall be established and shall convene in accordance with the Section policies and procedures. All committee and council meetings should be conducted generally in accordance with the latest edition of "Roberts' Rules of Order."

ARTICLE X – AMENDMENTS

10.1 Bylaws

The Bylaws may be amended at any Annual Conference by a majority vote of the members of the Section present who are entitled to vote as provided in Article V, Section 5 hereof, provided however, that all members shall have written notice at least 30 days in advance in which to consider the proposed amendment prior to voting upon it.

Such notice must include a statement that the purpose of or one of the purposes of the meeting is to consider a change in the Bylaws, and the notice must contain a copy or summary of the proposed amendment.

The effective date of the notice shall comply with the requirements of Article V, Section 5.1.6. At the discretion of the Executive Committee, the Bylaws may also be amended by a mailed ballot in accordance with Article V, Section 5 hereof, with an affirmative vote of two-thirds of the ballots returned within 30 days of mailing.

All members shall be provided a copy of the proposed amendment with the mailed ballot. All amendments adopted shall become operative on approval of the AWWA Board of Directors of AWWA.

10.2. Articles

Subject to the Act, the Articles may be altered, amended, or repealed and new Articles may be adopted by the members by two-thirds of the votes cast or a majority of the voting power, whichever is less and, except for amendments which relate to the number of Executive Committee members, the composition of the Executive Committee, the term of office of Executive Committee or the method or way in which Executive Committee members are elected or selected, upon the approval of a majority of the Executive Committee members then in office; provided however, that the Executive

Committee may adopt one or more amendments to the Articles as provided in Section 33-31-1002 of the Act without the approval of the members.

Any notice of a meeting at which Articles are to be adopted, amended, or repealed shall state that the purpose, or one of the purposes, of the meeting is to consider the adoption, amendment, or repeal of Articles and contain or be accompanied by a copy or summary of the proposal.

Such notice shall be effective in accordance with Article V, Section 5,1.6 and, if appropriate, Article VII, Section 7.7.3 hereof. At the discretion of the Executive Committee, the Articles may also be amended by a mailed ballot in accordance with Article V, Section 5.1.10 hereof, with an affirmative vote of two-thirds of the ballots returned within 30 days of mailing.

All members shall be provided a copy of the proposed amendment with the mailed ballot. All amendments adopted shall become operative on approval of the AWWA Board of Directors.

ARTICLE XI – INDEMNIFICATION

11.1. Indemnification of Officers

The Section shall indemnify, defend, and hold harmless the Section's officers, Executive Committee members, employees, and agents to the fullest extent permitted by, and in accordance with the Act. This plan of indemnification shall constitute a binding agreement of the Section for the benefit of the officers, Executive Committee members, employees, and agents as consideration for their services to the Section, and may be modified or terminated by the Executive Committee only prospectively. Such right of indemnification shall not be exclusive of any other right which such officers, Executive Committee members, employees, and agents or representatives may have or hereafter acquire and without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of members, insurance, provision of law, or otherwise, as well as their rights under this Article XI.

11.2. Indemnification Plan

The Executive Committee may from time to time adopt an Indemnification Plan implementing the rights granted in this section. This Indemnification Plan shall set forth in detail the mechanics of how the indemnification rights granted in this Article XI shall be exercised; provided that the Indemnification Plan shall include that the Executive Committee members shall not be indemnified until twenty (20) days after effective written notice is given to the South Carolina Attorney General, as set forth in Section 33-31-855(d) of the Act.

11.3. Insurance

The Executive Committee may cause the Section to purchase and maintain insurance on behalf of any person who is or was an officer, Executive Committee member, employee, or agent of the Section, or is or was serving at the request of the Section as

South Carolina Section Bylaws

an officer, Executive Committee member, employee, or agent of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Section would have the power to indemnify such person.

ARTICLE XII – DISSOLUTION

Any action for dissolution of the Section must be approved by a majority vote of the AWWA Executive Committee and the AWWA Board of Directors.

In case of dissolution of the Section, such portions of the funds or property thereof in the possession of the Section as may have been derived from the general funds of AWWA shall be returned to AWWA.

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."

The following shall be characteristics of the receiving organization:

1. that it be operated exclusively for scientific or educational purposes;
2. that no part of the net earnings of which inures to the benefit of any private shareholders or individuals;
3. that no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation; and
4. that it does not participate in, or intervene in (including the publishing or distribution 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 Code, as they now exist or as they may hereafter be amended. 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 – MISCELLANEOUS

13.1. References

All references to "Article" or "Sections" and similar cross references shall refer to specified portions of these Bylaws, unless the context clearly requires otherwise.

13.2. Conflicts

13.2.1 The Articles and the Act (as either may be amended from time to time) are incorporated herein by reference. Any conflict between the terms of these Bylaws,

the Articles, or the Act shall be resolved in the following order: (1) the Act; (2) the Articles; and (3) these Bylaws.

13.2.2 Only matters of conflict between the terms of these Bylaws and the AWWA Bylaws, the AWWA Bylaws will govern until such time as the Section revises its Bylaws for conformance following the procedure for amendment in Article X, Section 10.1 hereof.

SCR (6/24/07)