

BYLAWS OF
THE NORTH DAKOTA SECTION OF
THE AMERICAN WATER WORKS ASSOCIATION

(As approved by the AWWA Board of Directors, January 19, 2014)

ARTICLE I

NAME

The name of this organization shall be the North Dakota Section of the American Water Works Association, hereinafter called the "Section". The American Water Works Association shall hereinafter be referred to as the "Association"

ARTICLE II

PURPOSE

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 relating thereto as noted in the Association Articles of Incorporation.

Section 1

- 1.1 General. This Section is organized exclusively for educational and scientific purposes, including those purposes that qualify it as exempt organization under Section 501(c)(3) of the Internal Revenue Code or of the corresponding provision of any future Revenue Code.
- 1.2 Specific. To further the dissemination of information and the advancement of knowledge in the area of design, construction, operation, and management of utilities rendering water service to the public.
- 1.3 Specific. To further study, experimentation and research, and the publication of the results thereof in the areas of water distribution, water purification, conservation and development of water resources, and water quality management.
- 1.4 Specific. To promote and encourage, through annual meetings or otherwise, an exchange of information and experience among its membership.
- 1.5 Specific. To promote and encourage the protection of public health and improved environment through the construction and efficient operation of water supply facilities.
- 1.6 Specific. To promote water system operator education and certification programs.

ARTICLE III

OPERATIONS

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

DUES

Dues shall be assessed against members, as required for membership in the Association. The Section may, in accordance with the procedures defined in the Governing Documents and established guidelines of the Association, 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 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 Association Board of Directors.

ARTICLE V

HEADQUARTERS

The headquarters of the Section shall be at the office of the Secretary-Treasurer unless otherwise specifically designated by the Board of Trustees. All papers and records of the Section shall be kept at said headquarters.

ARTICLE VI

MEMBERSHIP

The membership of the Section shall consist of those members of the Association residing in or having principal business activity in the state of North Dakota, multi-section members and those nonresidents who have been assigned to the Section by the Executive Director of the Association.

The geographic boundaries of the Section are defined as the State of North Dakota.

ARTICLE VII

BOARD OF TRUSTEES

The Section Board of Trustees shall govern the operation of the Section so as to be consistent with the Articles of Incorporation, Bylaws, and Governing Documents of the Association.

Section 1 Members and Structure of the Section Board of Trustees

- 1.1 The governing body of the Section shall be a Board of Trustees, hereinafter called the "Board". Each member of the Board shall be designated as an officer of the Section.
- 1.2 The Board shall consist of the following:
 - 1.2.1 The Chair
 - 1.2.2 The Chair-Elect
 - 1.2.3 The Secretary-Treasurer
 - 1.2.4 The Past-Chair
 - 1.2.5 The Director
 - 1.2.6 Four Trustees
- 1.3 Any member of the Section, including multi-section members, shall be eligible to hold elective office in the Section.
- 1.4 Multi-section members may hold office in only one Section at a time.
- 1.5 Any member of the North Dakota Section who is also a Vice-President, President-Elect, President, or Immediate Past-President of the Association shall automatically become a member of the Board.

Section 2 Duties of the Chair of the Board of Trustees

- 2.1 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.
- 2.2 The Chair shall, with the approval of the Board, appoint the Standing Committees and appoint all other committees for which provision has not otherwise been specifically made.
- 2.3 The Chair shall be, ex officio, a member of all Standing Committees and of all Special Committees unless otherwise provided.

Section 3 Duties of the Chair-Elect of the Board of Trustees

The Chair-Elect shall perform the duties of the Chair in the latter's absence.

Section 4 Duties of the Secretary-Treasurer of the Board of Trustees

- 4.1 The Secretary-Treasurer shall be responsible for the preparation of the business and recording of the proceedings of the Section and Board Meetings.
- 4.2 The Secretary-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 Board.
- 4.3 The Secretary-Treasurer shall have charge of the books and records of the Section.

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- 4.4 The Secretary-Treasurer shall pay all authorized bills by check.
- 4.5 The Secretary-Treasurer shall prepare a financial statement, based on a financial year beginning January 1 and ending December 31. This statement shall be audited by a special committee appointed by the Chair, which committee shall report its findings at the Annual Business Meeting.
- 4.6 The Secretary-Treasurer shall perform such other duties as the Board may direct.

Section 5 Duties of the Director of the Board of Trustees

- 5.1 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.
- 5.2 The Director shall submit a detailed written report of his/her official activities at each Annual Business Meeting and at such other times as required by the Section or the Board.

Section 6 Duties of the Section Board of Trustees

- 6.1 The Board shall carry out all plans and policies adopted at the Section Business Meetings and such others as they deem to be for the best interests of the Section.
- 6.2 It shall direct the administrative works of the Section and execute its business in accordance with the Bylaws of the Section and the Articles of Incorporation, Bylaws and Governing Documents of the Association.
- 6.3 It shall have power to invest or expend the funds of the Section, but shall not incur indebtedness beyond the funds in the hands of the Secretary-Treasurer.
- 6.4 It shall determine the procedure for the approval of bills before payment.
- 6.5 It shall determine the registration fees for members and guests at all meetings of the Section.

Section 7 Meetings of the Board

- 7.1 The Board shall meet at least once during the Annual Conference and at other times, at the call of the Chair or any five of its members.
- 7.2 Special meetings may be held by electronic means, including email, under the procedures set forth in the Section Policies and Procedures. All actions taken as Special Meetings shall be ratified by the Board at the next regular meeting.

ARTICLE VIII

NOMINATION AND ELECTION OF OFFICERS

Section 1 Nomination of Section Officers

- 1.1 All new members of the Board of Trustees, except Past-Chair and Secretary-Treasurer, shall be elected at large by the membership
- 1.2 The Section Chair shall appoint a Trustee Nominating Committee of three (3) members who shall select nominees for the position of Trustee(s). The Committee shall select at least one (1) nominee for the position that is to be filled, having first gained the consent of the nominee to serve, if elected. The Nominating Committee shall give consideration to Article VII, Section 1, 1.3 of these Bylaws in its selection of nominees for positions on the Board.
- 1.3 In the year preceding the completion of the three-year term of the Section's Director, the Chair shall appoint a Director Nominating Committee. Members of this committee shall be the current Director and two (2) past Section Directors. If three (3) Directors are not able to serve, the Chair, and then the Past-Chair, shall serve on this committee.. The committee shall select at least one (1) nominee for the position of Director, having first gained the consent of the nominee(s) to serve if elected.
- 1.4 The Chair-Elect position shall be filled by the Senior Trustee. The Chair-Elect shall succeed to the office of the Chair at the conclusion of the term of office of the Chair. The Chair shall succeed to the office of Past-Chair at the conclusion of their term of office as Chair.
- 1.5 Nominations by members for the positions of Trustee and Director may be made by means of a Petition signed by at least five (5) members of the Section. Petitions must be submitted to the Section Chair or Nominating Committee(s) Chair at least sixty (60) days prior to the beginning of the annual conference. Biographical data must be submitted with the Petition.
- 1.6 The Nominating Committee(s) shall provide the names of all nominees, with biographical data, to the Section membership at least thirty (30) days prior to the beginning of the Annual Conference or in the Pre-Conference issue of the Section Publication.
- 1.7 Paragraphs 1.1 through 1.6 define the nominating procedure. There will be no nominations from the floor.
- 1.8 The Secretary-Treasurer shall be appointed or reappointed by the Board.
- 1.9 No elected member of the Board may be nominated for successive terms in the same office.

Section 2 Election of Section Officers

- 2.1 Election for members of the Board shall be by majority vote of those attending the Annual Business Meeting. All Section members in good standing, including multi-section members are eligible to vote.
- 2.2 Those elected shall take office as outlined in Article IX, Terms of Office.

ARTICLE IX

TERMS OF OFFICE

Section 1

- 1.1 The Chair, Chair-Elect, and Past-Chair, shall serve for a term of one (1) year. The term shall commence following the turning over of the gavel of office during the Annual Business Meeting at which they succeed to office and shall terminate at the turning over of the gavel of office of the Annual Business Meeting at which their term expires.
- 1.2 The Director shall be elected for a term of three (3) years or as otherwise required by the Bylaws of the Association.
- 1.3 Trustees shall be elected for a term of four (4) years each. Ordinarily one new Trustee shall be elected each year. When two or more Trustees are elected simultaneously, the Board shall determine the term of office for each trustee.
- 1.4 The Secretary-Treasurer shall serve for a term of one (1) year. The term shall commence, following the turning over of the gavel of office during the Annual Business Meeting at which they are appointed and shall terminate at the turning over of the gavel of office of the Annual Business Meeting at which their term expires.

ARTICLE X

VACANCIES

Section 1

- 1.1 In the case of a vacancy in the office of the Director, a successor to serve for the remainder of the term shall be selected by the members of the Section or shall be appointed by the Board. The Section Chair or Secretary-Treasurer shall notify the Executive Director of the Association of such selections.
- 1.2 In case of a vacancy in the office of the Chair, Past-Chair, Chair-Elect, Trustee, or Secretary-Treasurer, the Board shall appoint a suitable replacement to complete the term of the vacant position.

- 1.3 The voting members of the Board 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 Board 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.

ARTICLE XI

COMMITTEES

Section 1

- 1.1 The Section may establish committees to conduct Association and Section programs and business.
- 1.2 Committees shall be established and shall convene in accordance with the Section Policies and Procedures. All committee meetings should be conducted generally in accordance with the latest edition of "Roberts' Rules of Order."

ARTICLE XII

MEETINGS

Section 1

- 1.1 The Section shall hold one Annual Business Meeting in each calendar year. Other meetings may be held, as determined by the Board.
- 1.2 A special meeting of the Section may be called by the Chair and shall be called by him/her on the written request of fifteen (15) percent of the membership. The object of the meeting shall be definitely 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.

Section 2

The times and places of all meetings of the Section shall be approved by the Board.

ARTICLE XIII

QUORUM

Section 1

- 1.1 All eligible voting members at any business meeting shall constitute a quorum.

- 1.2 A majority of the members of the Board shall constitute a quorum of their Board meetings.

ARTICLE XIV

ORDER OF BUSINESS

The following items may be included in the Annual Business Meeting:

1. Minutes of the last business meeting
2. Reports of Officers
3. Report of Committee except the Nominating Committee
4. Unfinished Business
5. Communications
6. New Business
7. Report of Nominating Committee and Election
8. Adjournment

ARTICLE XV

PARLIAMENTARY ORDER

Robert's Rules of Order shall be the parliamentary standard of the Section on all points not otherwise provided for in these Bylaws.

ARTICLE XVI

WATER UTILITY COUNCIL

Section 1

There is hereby established within the Section a Water Utility Council hereinafter referred to as the "Council", the purpose of which shall be to develop action programs to initiate, evaluate, respond, and comment, within the framework of Section and Association policies, on legislative, regulatory, and other matters which directly affect water utilities and to encourage provision of better water service to the consuming public. The Council shall also bring to the attention of committees within the Section and the Association those policies, procedures, and matters which may fall within their areas of interest. In particular, the Council shall cooperate with the Association's Water Utility Council in responding to and implementing the programs of such latter Council.

Section 2

- 2.1 The Council shall be composed of 6 members comprised of the following: two (2) members, each of whom shall be a representative of a Utility; one (1) member representing either a commercial, consulting, and appointed or elected officials; at least

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one (1) member who shall be a representative of a state agency having a regulatory authority over public water supplies in North Dakota, and one (1) member who shall be a member of the Board. The Section Director shall be a member of the Council.

- 2.2 All members of the Council shall be members of the Section, except that an elected or appointed city official may serve on the Council if representing a municipality that has a Utility or Municipal Service Subscriber membership.

Section 3

All members of the Council shall be appointed by the Section Chair, with concurrence of the Board.

Section 4

- 4.1 The terms of office of the utility members and non-utility members shall be three years on a staggered basis. Subsequent members shall be eligible to succeed themselves for one additional term of three years.
- 4.2 The term of office of the Section officer/trustee member shall be one year. While remaining a Section officer/trustee, he/she shall be eligible to succeed for an unlimited number of terms of one year each.
- 4.3 The term of the Section Director shall be concurrent with the term on the Association Board of Directors.
- 4.4 The terms of newly appointed members and officers shall begin and those of their predecessors shall end, at the conclusion of the Section's annual meeting/conference.

Section 5

The officers of the Council shall be a Chair, Vice-Chair, and Secretary, each of whom shall be elected from and by the membership of the Council. Elections shall be held annually at a meeting of the Council, coincident with the annual meeting of the Section.

Section 6

- 6.1 The term of office of the Council Chair shall be one (1) year and shall be eligible for succession to office while a member of the Council.
- 6.2 The term of office of the Council Vice-Chair shall be one (1) year and shall be eligible for succession to office while a member of the Council. The Council Vice-Chair shall not automatically succeed to the Chair.
- 6.3 The term of office of Council Secretary shall be one (1) year and shall be eligible for succession to office while a member of the Council.
- 6.4 In the event the Council Chair is unable to complete the term, the Council Vice-Chair shall act as Council Chair until the next Council meeting at which time a new Council

Chair shall be elected to fill the unexpired term. Vacancies occurring in other offices shall be filled by appointment of the Council Chair for the unexpired term and all such appointees shall be eligible for election at the next scheduled election to a full term in office.

- 6.5 Vacancies occurring in the membership of the Council shall be filled by appointment of the Section Chair for the unexpired term, and all such appointees shall be eligible for appointment to a full term following the expiration of the unexpired term.

Section 7

The Council Chair shall be empowered to appoint such standing and ad hoc committees as may be required to properly conduct the business of the Council. Section members who are not members of the Council shall be eligible for appointment to committees.

Section 8

There shall be an Executive Committee of the Council composed of the officers and the chair of any standing committee. The Executive Committee shall be empowered to act for and on behalf of the Council in all matters affecting the Council subject to rules and restrictions established by the Council.

Section 9

Each Council member shall have one vote. A majority of the membership of the Council shall constitute a quorum. An affirmative vote of a majority of those members present and voting at any quorum Council meeting shall be required to authorize action on any matter.

Section 10

Voting may be accomplished electronically, including via email, under the procedures set forth in the Section Policies and Procedures.

Section 11

The Council shall hold at least one meeting each year, coincident with the annual meeting of the Section. Other meetings may be held upon call of the Council Chair or a majority of the Council members, at such times and places as may be specified, with at least seven days written notice to the Council membership.

Section 12

If, in the opinion of the Council, matters arise which require expenditures beyond funds available to the Council, the Council, with the concurrence of the Board, shall be authorized to solicit funds from utility members of the Section specifically to respond to the matters in question.

Section 13

At least ten (10) days prior to each meeting of the Board, the Council Chair shall present to the Board a written report of Council activities.

Section 14

The Section Chair may refer any matters deemed necessary to the Council for action and/or study and report.

Section 15

The Council is a subdivision of the Section. The Section Secretary-Treasurer shall keep financial records for the Council, and any expenditures made or funds received by the Council shall be made or received through the Section Secretary-Treasurer.

ARTICLE XVII

AMENDMENTS TO SECTION BYLAWS

Section 1

Amendments to these bylaws may be proposed by either an affirmative vote of two-thirds of members of the Board, or by written petition signed by fifteen percent of eligible voting members of the Section. All such proposals shall be submitted to the Secretary-Treasurer, who will bring the proposal to the attention of the Board.

Section 2

- 2.1 These bylaws may be amended at any annual business meeting of the Section by 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.
- 2.2 At the discretion of the Board, 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 mailed ballot, and shall be given at least 30 days to return the ballot.
- 2.3 A proposed amendment, presented at a business meeting, may be voted upon at that meeting, if unanimous consent to do so is given by the voting members present.

Section 3

- 3.1 If the amendment(s) are approved by the Section membership, the Secretary-Treasurer shall submit the amendment(s) to the Executive Director of the Association, for approval by the Association Board of Directors.

- 3.2 Corrections deemed insubstantial (grammar, punctuation) may be made at the discretion of the Association Board of Directors. The Section Board will be advised of these corrections and may call for a vote of the Section.
- 3.3 Amendment(s) shall be effective only after receiving notice from the Association Executive Director that the amendment(s) have been approved by the Association Board of Directors.

ARTICLE XVIII

DISSOLUTION

Section 1

- 1.1 In case of dissolution of the Section, such portions of the funds of property thereof in the hands of the Secretary-Treasurer, as may have been derived from the general funds of the Association, shall be returned to the Association.

Section 2

- 2.1 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 purpose or goals that is organized and operated in an area included in an Association Section, hereinafter referred to as the "receiving organization."
- 2.2 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.

- 2.3 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 XIX

INDEMNIFICATION

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

ARTICLE XX

EFFECTIVE DATE

These Bylaws shall become effective upon approval of the membership of the Section and of the Board of Directors of the Association.

07/11