

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

(As approved by the AWWA Executive Committee on January 13, 2022)

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

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 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 & OPERATIONS

- 3.1 The headquarters of the Section shall be at the office of the Secretary-Treasurer 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 Association in good standing who reside in or have principal business activity in the in the geographic boundaries of the Section, multi-section Members and those who have been assigned to the Section by the Executive Director of the Association.
- 4.2 The geographic boundaries of the Section are defined as the State of North Dakota.

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 special 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").
- 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.

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 Board or Committee member 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 and Procedures for the conduct, management, and direction of the business and affairs of the Section, except for those matters specifically reserved or granted to the Members by statute or by the AWWA Documents.

7.2 Members and Structure of the Section Board of Trustees

7.2.1 The governing body of the Section shall be a Board of Trustees.

7.2.2 The Board shall consist of the following:

- a. The Chair
- b. The Chair-Elect
- c. The Secretary-Treasurer
- d. The Past-Chair
- e. AWWA Director
- f. A Senior Trustee
- g. 3 Trustees

7.2.3 The Board of Trustees shall not exceed 12 members.

7.3 Eligibility to Serve on Board of Trustees

- 7.3.1 Any Member of the Section, including a multi-Section Member, shall be eligible to hold elective office in the Section Policies and Procedures.
- 7.3.2 Multi-Section members may hold office in only one Section at a time.
- 7.3.3 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.
- 7.3.4 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, AWWA Director, and, as needed, Trustees according to the Section's Policies & Procedures.
- 7.4.2 The Chair-Elect position shall be filled by the Senior Trustee, as defined in the Section Policies & Procedures. The Chair-Elect shall succeed to the office of Chair at the conclusion of the term of office of the Chair-Elect. The Chair shall succeed to the office of Past Chair at the conclusion of the term of office of the Chair. In the event the Senior Trustee will not become Chair-Elect, or the Chair-Elect will not become Chair, the position(s) shall be nominated and elected in line with the Section nomination and election process for AWWA Director and Trustees.
- 7.4.3 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.
- 7.4.4 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.
- 7.4.5 Nominations by members for the positions of Trustee and AWWA 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 at least sixty (60) days prior to the beginning of the annual conference. Biographical data must be submitted with the Petition.
- 7.4.6 Supplemental nominations, for any position, will not be accepted from the floor of the Annual Business Meeting or Fully Noticed meeting.

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 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. If more than one seat of the same office, such as a Trustee, is up for election at the same meeting, then the Board of Trustees will hold separate votes for each available seat.

7.6 Terms of Office

- 7.6.1 The Chair, Chair-Elect, and Past-Chair, shall serve for a term of 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 term expires.
- 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.
- 7.6.3 Trustees will be elected for a term of four (4) years each, unless otherwise determined by the Board of Trustees as outlined in 7.4.3.
- 7.6.4 The term of office of the Secretary-Treasurer shall be one (1) year, unless otherwise designated by the Board of Trustees.
- 7.6.5 The positions of Chair and Chair-Elect, do not allow for back-to-back terms.

7.7 Duties of the Chair of the Board of Trustees

- 7.7.1 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 of Trustees. The Chair shall perform other such duties that would ordinarily be incident to the office of Chair of a Section, subject to the authority granted by the Board of Trustees.
- 7.7.2 The Chair-Elect shall assist the Chair in the performance of his/her duties and shall perform the duties of the Chair in the latter's absence.
- 7.7.3 The Secretary-Treasurer shall be responsible for the preparation of the business and recording of the proceedings of the Section and Board Meetings.
- 7.7.4 The Secretary-Treasurer 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.
- 7.7.5 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.

- 7.7.6 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.
- 7.7.7 The Director shall submit a detailed written or verbal report of his/her official activities at each Annual Business Meeting and at such other times as required by the Section or the Board.
- 7.7.8 The Trustees shall assist the Chair and the Chair-Elect in the performance of their duties and shall act in any other officer positions when delegated by the Board of Trustees.

7.8 Vacancies on the Board of Trustees

- 7.8.1 In the case of a vacancy in the office of the AWWA Director, a successor to serve for the remainder of the term may be selected by the members 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-Treasurer shall notify the Executive Director of the Association of such selection.
- 7.8.2 In case of a vacancy in the office of the Chair, Chair-Elect, Trustee, or Secretary-Treasurer, the Board shall appoint a suitable replacement to complete the term of the vacant position.
- 7.8.3 The voting members of the Board of Trustees may remove a member of the Board or Committee Chair before the expiration of his or her period of office if it is found they have willfully failed to carry out the position's duties and responsibilities if so determined by a majority of not less than two-thirds (2/3) of the votes of the other 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.

ARTICLE VIII

COMMITTEES

- 8.1 The Section may establish committees to conduct or manage Section programs and business.
- 8.2 Committees shall be established and shall convene in accordance with the Section Policies and Procedures.

ARTICLE IX

MEETINGS

- 9.1 The Section shall hold one Annual Business Meeting in each calendar year.
- 9.2 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.
- 9.3 A Fully Noticed meeting of the Section may be called by the Chair. The object of the meeting shall be stated in a notice which shall be distributed by the Secretary-Treasurer to all members at least ten (10) days in advance of the date of the meeting.
- 9.4 The Board shall meet at least once each year. The Board shall meet at other times at the call of the Chair or by any five of its members, with minimum 5 days notices.
- 9.5 Board meetings may be called at the discretion of the Chair of the Section and minimum 5 days' notice shall be given.
- 9.6 All eligible voting members at any business meeting shall constitute a quorum.
- 9.7 A majority of the members of the Board shall constitute a quorum of their Board meetings.

ARTICLE X

ESTABLISHING SUBDIVISIONS

- 10.1 For ease of organization, the Board of Trustees may divide a geographic area within a Section's boundaries into subdivisions that are still governed by the Board of Trustees.

ARTICLE XI

AMENDMENTS TO SECTION BYLAWS

- 11.1. 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.
- 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, 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.
- 11.4 At the discretion of the Board of Trustees, the Bylaws may also be amended by a ballot, with an affirmative vote of a majority of the ballots returned by eligible voting members. All eligible voting 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. Ballots may be disseminated by any means eligible by law.
- 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, 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.
- 12.2 Any remaining 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.”

12.3 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.

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

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