



POLICIES AND PROCEDURES

I. BASIS OF ESTABLISHMENT

These policies of the ND Section are established pursuant to Article VII, Section 7.1 of the Bylaws.

Scope

All actions of members, Directors, Officers, Committees, and staff of the Section shall be in accordance with these policies. If there is a conflict between the ND Section Bylaws and Policies and Procedures Manual, the Bylaws shall take precedence.

Procedure for New Policies

- Policy ideas shall be directed to a Committee or Staff to research and recommend policy language. A timeline will be established for the policy recommendation or report to the Board.
- When necessary, an Ad Hoc Committee will be formed to develop the policy.
- When a proposed new policy has been developed, it will be sent to the Board for review and comment.
- All policies are required to be recorded as motions in the Board minutes.
- After approval by the Board, staff will include the new policy in the Policies & Procedures Manual.
- All Policies & Procedures shall undergo a review in accordance with the strategic plan review period.

Procedure for Amendments

Directors, Officers, Committees, or staff of the Section may request amendments to these policies through the Policies and Procedures Committee.

Final adoption of amendments to these policies shall be by the Board of Trustees.

II. DEFINITIONS

Section Refers to the ND Section of the American Water Works Association.

Board Refers to the Board of Trustees of the ND Section of the American Water Works Association.

Staff Refers collectively to the Section's contracted administrative independent contractors.

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III. GOVERNANCE

III.A. CODE OF CONDUCT PURPOSE

The rules of the Section code of conduct (below) are those rules that deal with the obligation of a member of the Section, acting within the scope of Section business. To safeguard the interests of the Section, and its membership, the rules of conduct contain authority for the Board, per the Section's Bylaws, to enforce the rules by effectively disciplining any member who abuses the authority of the Section, or who commits a serious violation of the five rules listed below. These rules are intended to conform to the purpose of the Section.

PROCEDURES

1. When acting as an agent of the Section, each member shall act in the best interests of the Section. As such, each member of the Section shall serve all members of the Section impartially. No member shall provide special privilege to any individual member. No member, nor any member of the member's family, shall accept personal compensation, or other remuneration from any supplier or contractor to the Section, unless the member provides full disclosure and obtains the informed consent of the Section's Board, except as provided in paragraph two.
2. Acceptance of perishable or other gifts of a nominal value, such as advertising or promotional materials clearly marked with company brand names is not considered improper. Acceptance of reasonable business meals or the exchange of reciprocal courtesies of the same approximate nominal value between members and/or employees and their supplier/contractor friends is not considered improper when such is infrequent.
3. Each member shall maintain the confidentiality of privileged information entrusted or known by virtue of activities within the Section, including but not limited to, information related to examinations and results.
4. While present at Section functions, and/or while conducting Section business, each member shall refuse to engage in or countenance, conduct that is likely to be detrimental to the reputation of the Section, such as, but not limited to, the misrepresentation of the member's authority.

III.B. CONFLICT OF INTEREST POLICY

This Conflict of Interest policy is designed to help directors, officers, employees, and members ("Responsible Person(s)") of the North Dakota Section of the American Water Works Association (the "Section") identify situations that present potential conflicts of interest. A Conflict of Interest exists when Responsible Persons have a personal interest that may influence them when making a decision for the organization. A Conflict of Interest arises when a Responsible Person, Family Member(s) of a Responsible Person, or employer (a) stand to gain a financial benefit from an action the Section takes or a transaction into which the Section enters; or (b) has another interest that impairs, or could be seen to impair, the independence or objectivity of the Responsible Person in discharging their duties to the Section.

The Conflict of Interest policy, and procedure, if observed, will allow decisions, actions, and transaction to be treated as valid and binding even though a Responsible Person has or may have a conflict of interest with respect to the specific decision, action, or transaction.

DEFINITIONS

Responsible Person is any person who is an officer, director, employee, or member of the North Dakota Section of the American Water Works Association, including, when the context requires, a Family Member of any such person.

Family Member is a spouse, domestic partner, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister of a Responsible Person.

Contract or Transaction is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary or financially meaningful relationship.

Conflict of interest. For purposes of this policy, the following circumstances shall be deemed to be a Conflict of Interest:

Outside interests

1. A Contract or Transaction between the Section and a Responsible Person or a Family Member of a Responsible Person.
2. A Contract or Transaction between the Section and an entity in which a Responsible Person or a Family Member of a Responsible Person has a material interest in excess of 5% or of which such person is a director, officer, agent, partner, trustee, personal representative, guardian, custodian, or other legal representative.

Outside activities

1. A Responsible Person or a Family Member of a Responsible Person accepting gifts, entertainment, or other favors with a value in excess of \$100 from any individual or entity that:
2. Does or is seeking to do business with the Association or
3. Is seeking to receive a loan or grant, or to secure other financial commitments or benefits from the Section.
4. Serves on the board of, participates in the management of, or is otherwise employed by or volunteers with any third party that the Section collaborates with or is considering entering into a collaboration agreement.
5. Serves on the board of another nonprofit organization that the Section collaborates with or is considering entering into a collaboration agreement or that is competing with the Section for a grant or contract.
6. Has a close personal or business relationship with a participant in a decision, action, or transaction being considered by the Section.

PROCEDURES

Prior to any Board or Committee decision, action, or transaction involving a Conflict of Interest, any Responsible Person having a Conflict of Interest who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.

If Responsible Person of the Section is unable to attend a meeting of a Board or Committee at which he or she has reason to believe that those gathered will act on a matter in which the officer or director has a Conflict of Interest, then that person shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

Any Responsible Person who has a Conflict of Interest shall not participate in or be permitted to hear the Board's discussion of the matter except to disclose material facts and to respond to questions. Any Responsible Person who is an officer, director or employee of the Section shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

A Responsible Person who has a Conflict of Interest with respect to a Contract or Transaction, action, or decision, that will be voted on at a meeting shall not be counted in determining the presence of quorum for purposes of the vote. The Responsible Person having a Conflict of Interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.

Responsible Persons who are not members of the Board of Trustees of the Section shall disclose to the Chair, Secretary-Treasurer, or staff of the Section any Conflict of Interest that such Responsible Person has with respect to another nonprofit organization, private business, Contract or Transaction. Responsible Persons who have a Conflict of Interest with respect to a nonprofit organization, private business, Contract or Transaction that is not the subject of Board action shall also make the same disclosure. In either case, such disclosure shall be made as soon as practicable as the Responsible Person knows of the Conflict of Interest.

In the event it is not entirely clear that a Conflict of Interest exists, the Responsible Person with the potential conflict shall disclose, in writing, the circumstances to the Chair, Secretary-Treasurer or staff of the Section, who shall determine whether there exists a Conflict of Interest that is subject to this policy. Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with any such Contract or Transaction, action or decision, the disclosure of which might have an adverse effect on the business of the Section. Furthermore, a Responsible Person shall not disclose or use information relating to the business of the Section for the personal profit or advantage of the Responsible Person or a Family Member.

DISSEMINATION AND REVIEW OF POLICY

This policy shall be published on the Section website and otherwise made available to all members of the Section. Each officer, director and employee of the Section shall be required to review a copy of this policy and acknowledge in writing that he or she has done so.

Each officer and director of the Section shall annually complete a disclosure form identifying any relationships, positions, or circumstances in which such Responsible Person is involved that could reasonably be expected to lead to a Conflict of Interest. The Section will treat any such disclosures as confidential information. The Board of Trustees shall review this policy annually. Any changes to the policy shall be communicated immediately to all Responsible Persons.

III.C. WHISTLEBLOWER PURPOSE

The Whistleblower Policy of the Section: (1) encourages Staff and Volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Section; (2) specifies that the Section will protect the person from retaliation; and (3) identifies where such information can be reported.

PROCEDURE

Encourage reporting. The Section encourages complaints, reports or inquiries about illegal practices or serious violations of the Section's policies, including illegal or improper conduct by the Section itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies.

Retaliation protection. The Section prohibits retaliation by or on behalf of the Section against Staff or Volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The Section reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

Where to report. Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the basis of the complaints, reports or inquiries. They should be directed to the Section's Secretary-Treasurer or Chair of the Board. If both of those persons are implicated in the complaint, report, or inquiry, it should be directed to the Chair Elect of the Board. The Section will conduct a prompt, discreet, and objective review or investigation. Staff or Volunteers must recognize that the Section may be unable to fully evaluate a vague or general complaint, report, or inquiry that is made anonymously.

III.D. STANDING COMMITTEES PURPOSE

The Section seeks to encourage interested individuals to enter the water and wastewater profession and to participate in the volunteer activities and leadership opportunities within the Section. The Section encourages and seeks to promote a diversity of viewpoints, education, ethnicity, gender, employment, and other characteristics of its membership, legally protected or not. To provide for this the Section establishes a variety of standing committees open to members of the Section wishing to volunteer and participate. The board members will actively participate in Standing and other committees.

Standing Committees of the Section are as follows:

1. Water Utility Council
2. Public Relations Committee
3. Education & Research Committee
4. Trustee Nominating Committee
5. Water For People
6. Audit Committee
7. YP/Student Committee
8. Membership Committee

PROCEDURE

1. Board members will participate in Standing Committees based upon the following suggested schedule.
 - A. Chair - All Committees
 - B. Chair Elect - Water Utility Council, Public Relations
 - C. 4th Year Trustee - Education & Research, Nominating Committee
 - D. 3rd Year Trustee - Water for People, Audit Committee
 - E. 2nd Year Trustee - Audit Committee, YP/Student Committee
 - F. 1st Year Trustee - Membership Committee
2. The Chair appoints the Chairs of the Standing Committees per Bylaws Article VII Section 7.7 but shall solicit and allow time for input regarding Committee Chairs from the Board of Trustees. When a committee chair vacancy develops a solicitation for volunteers should be sent to the general membership of the Section to widen the selection pool.

IV. SECTION/BUSINESS

IV.A. SIGNATORY AUTHORITY PURPOSE

The purpose of this policy is to vest authority in a limited number of people to bind or obligate the Section. No person or combination of persons other than those described in this policy shall have the authority to bind the Section.

REFERENCES

1. BYLAWS OF THE NORTH DAKOTA SECTION OF THE AMERICAN WATER WORKS ASSOCIATION
(Article VI - Section Finances)

PROCEDURE

1. Only the following persons are Authorized Signatories:
 - A. the Chair and Secretary-Treasurer are authorized to execute contracts, subject to paragraph 2 below.
 - B. the Secretary-Treasurer and Assistant Secretary-Treasurer are authorized to conduct transactions for checking and savings accounts, subject to paragraph 3 below.
 - C. the Secretary-Treasurer and other representatives designated per Investment Policy are authorized to conduct transactions for investment accounts subject to paragraph 4 below.
2. Contracts (including Memorandums of Understanding, Letters of Intent, and all binding agreements). All contracts, including but not limited to expenditures for facility rental, meeting rooms, hotel and/or convention center space, banquet event orders and rental of audio visual equipment shall be reviewed, approved and executed by the Secretary/Treasurer or in their absence, other Authorized Signatory. The Authorized Signatory shall verify approved budget capacity prior to executing a contract, or obtain Board approval for the contract greater than budgeted. The Chair may, from time to time, appoint a member in good standing as temporary Authorized Signatory. For contracts that obligate the Section less than \$5,000, the Authorized Signatory may review and approve the contract, then appoint a member in good standing to execute.
3. Disbursements from Checking and Savings Accounts. The Treasurer will establish and maintain procedures for appropriate supporting documentation for all disbursements. Authorized signatories are authorized to execute disbursements per approved budget. Disbursements greater than \$5000 in value shall be approved by two Authorized Signatories. Authorized Signatories shall not execute disbursements to themselves.
4. Investment Account Transactions. Transactions related to investment accounts of the Section shall be executed pursuant to adopted Investment Policy.

IV.B. EMAIL VOTE POLICY PURPOSE

It is the policy of the Board that electronic voting is a legitimate and legal means of voting on any action coming before the board. E-mail votes are appropriate when the items in question are not controversial and do not require extensive background and explanation. If the Chair, in consultation with the Board, believes that the item might require extensive discussion, she/he will defer voting until the next Board meeting. If any Board member wishes to request that voting on a particular issue be at a regular Board meeting and not via e-mail, they should inform the Chair.

PROCEDURE

- A. A motion can be made and seconded and then discussion can follow. The motion should be worded as a motion with a second prior to any votes being cast. Information related to the motion should be distributed with the motion via e-mail.
- B. Comments circulated should be clearly marked in a manner defined in advance by the Chair. This ensures that Board members will clearly understand which messages have been submitted as discussion of the issue under consideration.
- C. The Chair shall determine when the discussion should conclude, and shall set the period during which votes must be cast (1-2 working days should be sufficient).
- D. The Chair will (on the start date specified) restate the motion, including any friendly amendments, and send a message to everyone asking that votes now be cast. The time for allowing voting should be stated as well - a working day or two should be sufficient. Each person should respond as follows : "MOTION on xxxx" YES/NO/ABSTAIN. All Board members should "reply to all", allowing each Board member's position to be known.
- E. Amendments to the original motion should be handled by the Chair during the discussion and the same protocol used to make them part of the final action to be taken.
- F. The Secretary of the Board will make and keep a record of the discussion and will count the ballots. The Secretary will follow up with those not recording a vote for the record and report the outcome to the full Board.
- G. All votes completed by e-mail will be reconfirmed at the next meeting of the Board and recorded in the minutes of that meeting.
- H. It is at the discretion of the Chair to authorize another Board member to initiate and record email votes.

IV.C. BOARD PARLIAMENTARY PROCEDURES PURPOSE

The Board hereby establishes the following rules for conducting business at meetings of the Board, and at any Committee of the Board, in order to allow everyone participating in the meeting to be heard, and to allow decisions to be made in a courteous way, and without confusion.

PROCEDURE

1. Attendees

- A. All Section members in good standing are entitled to attend any meeting of the Board, with the exception of Executive Session as defined in item 5 below.
- B. Other personnel may attend, with the exception of Executive Session, as invited by Board members or Section staff, subject to the general consent of the Board.
- C. Attendees other than members of the Board and other personnel shall refrain from discussion and debate at meetings of the Board unless specifically invited to speak by the Chair.

2. Agenda

A fixed agenda shall be established for each regular meeting of the Board, which will include (but not limited to):

- A. A Call to Order
- B. The taking of roll.
- C. Review and approval of the agenda.
- D. Presentation of Minutes of prior meetings for approval
- E. Officers' Reports

- F. Committee Reports
- G. New Business
- H. Possible motion to go into Executive Session
- I. Other Business, such as Announcements
- J. Adjournment

3. Motions

- A. There are five general types of motions:
 - i. Main Motions – introducing a subject for consideration. Main motions cannot be made when there is another motion before the Board, however, Main motions yield to privileged, subsidiary and incidental motions.
 - ii. Privileged Motions –concern special or important matters not related to pending business, and in general, Privileged Motions are considered before any other types of motions. An example would be a Motion to Adjourn for Lunch.
 - iii. Subsidiary Motions – These change or affect how the Main Motion is handled, and they are voted on before the Main Motion. An example would be a Motion to Amend the Main Motion.
 - iv. Incidental Motions – These are questions of procedure that arise out of other motions. They must be considered before the other Motion. An example would be a Motion to suspend the rules, or a Motion to take the vote by written ballot.
 - v. Motion to Bring the Questions before the Board – These enable certain items to be reconsidered and should be brought up when no other Motion is pending.
- B. A motion shall be made for any proposal on which the Board is to take a stand or take action, but Motions should be In Order, that is, they should relate to the business at hand and must be presented at the right time. They should not be obstructive, frivolous, or against the rules as set forth in the Section Bylaws.
- C. Any member of the Board may propose a motion with the permission of the Chair. Motions should be stated in the affirmative.
- D. Any other member may express support for discussion of the motion by seconding the motion.
- E. Once a motion has been made and seconded, it is the property of the Board, and cannot be changed without the consent of the members.
- F. The Chair shall state the motion “it is moved and seconded that...”
- G. The Chair shall invite the maker of the motion to speak first on the matter.
- H. Members of the Board shall then be invited by the Chair to debate the motion.
- I. Motions may be amended, however, proposed amendments must relate to the subject as presented in the main motion. Motions to Amend require a second, and a vote of the membership on the subsidiary motion to amend is required before the main motion is taken up.
- J. Some motions can be debated again and re-voted to give members a chance to change their minds. However, a motion to reconsider must come from the majority side of the original vote on the motion.
- K. Following debate, the Chair will ask if the Board is ready for the question.

4. Voting

- A. If there is no further debate, the Chair may invite a voice vote, with those in favor to agree by saying “aye” and those opposed to vote by saying “no”. Those members who do not wish to vote may advise the Secretary that they abstain from voting.

- B. Alternatively, the Chair may invite a vote by general consent, by stating: “If there is no objection...” and the members shall show their consent by remaining silent. Or, the Chair may request a vote by show of hands, by roll call, or by written ballot.
- C. The Minutes shall reflect the number voting in support of a passing motion, but those opposing any motion shall have their names recorded with their “no” votes. Those abstaining shall have their names recorded with their abstention.
- D. Any member of the Board may make a motion to have the vote taken by exact count, by roll call, or by written ballot.
- E. A motion is pending when it has been stated by the Chair, but has not yet been voted upon.
- F. A motion “To Lay on the Table” can be made to set aside a motion temporarily, in order to allow the Board to take care of a more urgent matter.
- G. Members of the Board can “take from the table” a motion for reconsideration, but this must happen by the end of the current meeting of the Board.
- H. A motion “To Postpone Indefinitely” is a strategy that allows the members of the Board to dispose of a motion without making a decision for or against the motion.

5. Executive Session

- A. During a Board meeting, upon unanimous consent or a majority vote in favor by the Board members present, the Board may enter into Executive Session, limited to specific purposes as defined in this section.
- B. Only Board members and Designated Individuals shall be present during Executive Session. Designated Individuals are personnel whose presence is requested at the sole discretion of the Board specifically to assist in addressing topics being considered during the Executive Session. Examples of potential Designated Individuals include but are not limited to legal counsel, financial advisers, and the chairs of Section committees involved in the issue under consideration. All other persons, including Section staff, Section members, and other attendees shall be excused from the meeting during Executive Session.
- C. Topics which may be considered during Executive Session are limited to the following:
 - i. Personnel matters, including with contractor staff
 - ii. Nominations or assignments for awards, committees, offices, and other roles within the Section
 - iii. Discussion or consideration of records exempt from public inspection
 - iv. Legal advice
 - v. Discussion or consultation with legal counsel regarding pending or contemplated litigation, settlement discussions, or negotiated contracts
 - vi. Labor negotiations
 - vii. Dealings or negotiations with other professional organizations
 - viii. Purchase, sale, or lease of any real property; and also of other items if valued at greater than \$10,000.
- D. The potential for an Executive Session need not be placed on the agenda.
- E. Minutes shall be prepared for Executive Sessions to indicate the following:
 - i. Date, time and place of the Executive Session.
 - ii. Names of Board members and Designated Individuals present.
 - iii. The topic discussed, limited to referencing items listed in Paragraph 5.c above.
- F. No votes or formal action shall be taken during Executive Session. If the Board chooses to act upon the matters discussed during Executive Session, that action shall take place during the regular open portion of the meeting.

V. WATER UTILITY COUNCIL

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.
2. 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 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.
3. 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.
4. All members of the Council shall be appointed by the Section Chair, with concurrence of the Board.
5. 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.
6. 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.
7. The term of the Section Director shall be concurrent with the term on the Association Board of Directors.
8. 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.
9. 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.
10. 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.
11. 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.
12. 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.
13. 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.
14. 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.
15. 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.

16. 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.
17. 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.
18. Voting may be accomplished electronically, including via email, under the procedures set forth in the Section Policies and Procedures.
19. 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.
20. 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.
21. 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.
22. The Section Chair may refer any matters deemed necessary to the Council for action and/or study and report.
23. 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.

END