

### 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 (Adopted 10-11-22)*

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 (Adopted 10-11-22)*

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 (Adopted 10-11-22)***

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 (Adopted 10-11-22/Revised 10-17-23)***

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
9. Operator's Meritorious Service Nominating 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. 4<sup>th</sup> Year Trustee - Education & Research, Nominating Committee
  - D. 3<sup>rd</sup> Year Trustee - Water for People, Audit Committee
  - E. 2<sup>nd</sup> Year Trustee - Audit Committee, YP/Student Committee
  - F. 1<sup>st</sup> Year Trustee - Membership Committee
2. For each committee, the Section Chair appoints the Committee Chair (unless otherwise provided for herein) and the members thereof. The Board must approve these appointments. When a committee chair or committee member position vacancy develops a solicitation for volunteers should be sent to the general membership of the Section to widen the selection pool. The Section Chair shall maintain transparency of candidates to the Board of Trustees. Variations from this general procedure are as indicated in the individual committee narratives listed herein.
3. A prerequisite for service as a Committee Chair or committee member is that he/she be a Section member in good standing of the NDAWWA and, as such, privileged to vote on committee matters.
4. Acceptance of a committee appointment presumes a willingness on the part of the appointee to contribute the time, effort, and knowledge necessary to advance the objectives of the committee and attain its goals.

5. Committee Chairs and members serve at the consideration of the Section Chair, usually for a term of one (1) year. Appointments are made following installation of the new Section Chair. Loss of membership, for any reason, is cause for automatic termination of service unless otherwise indicated by the Section Chair. Exceptions to the general term of office occur in the Fuller Nominating Committee and may occur in other committees as specified.
6. Committee meetings are held as deemed necessary and called by the Committee Chair. The number of meetings will vary with the purpose and the function of the Committee. Committees will be requested to make reports at Board Meetings for guidance and action by the officers.
7. 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.
8. 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(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. In the committee's nomination efforts, an attempt should be made to encourage diversity between utilities, consultants, vendors, and other interested parties.
9. Bylaws section 7.4.5 references a mechanism by which the membership may nominate a Director or Trustee candidate. 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.
10. The Section Chair shall designate the five (5) most recent available Fuller Award recipients as the Fuller Award Committee, with the most recent recipient as Chair. The selection of the recipient should be made by all available Committee members at least thirty (30) days prior to the Section Annual Conference and communicated to the Secretary-Treasurer, who will in turn inform AWWA and the AWWA officer attending the Section Annual Conference. Formal presentation of the award is made at the Awards Banquet at the Section Annual Conference. The Committee Chair should prepare the background information for use in presenting the award.
11. The Section shall establish a Section Operator's Meritorious Service Award Committee composed of three (3) members, including at least one (1) member with special knowledge of water production, treatment, and distribution operations. The Section Chair shall appoint the committee members and designate one to serve as Chair.
12. Ad hoc committees are formed to address a relatively short-term issue or need; typically one that does not fall under the normal purview of an existing committee. Ad hoc committees are appointed by the Section Chair with approval of the Board. Ad hoc committees may be dissolved without deliberation once their objective has been presented to the Board and approval thereof has been recorded in the minutes.
13. A committee chair may appoint a vice-chair from a different organization as the committee chair (utility, engineering firm, vendor, etc.) to assist with duties and preside over meetings in the chair's absence. Vice-chair shall not assume full duties unless appointed by the Section Chair following the procedures described herein. Nominating committees may recommend vice-chair nominees to the committee chair.

### ***III.E. BOARD DISPUTE RESOLUTION POLICY (Adopted 10-17-23)***

The Board of Trustees is committed to reaching a prompt and fair resolution of any disputes, conflicts, or disagreements that may arise occasionally, and may impede the functioning of the Board. It is the Association's policy to utilize alternative dispute resolution procedures to resolve conflicts (Section 4.4.6 found here in the AWWA Board Policy Manual).

#### **SCOPE**

The Section's policy refers to the following disputes:

1. Between Board members, committee chairs, and committee member;
2. By a Board member, committee chair, or committee member regarding a Board policy, process or procedure; and
3. By a Board member committee chair, or committee member regarding a resolution of the Board.

#### **POLICY**

The Board encourages resolution of any issues or concerns at the earliest opportunity. Members first shall attempt to resolve any claims through direct discussions and negotiations between those whom the dispute exists.

It is important that as issues arise, they are dealt with in a fair and timely manner. While some conflicts will be resolved by an informal discussion between the parties, others will need a process for successful resolution.

1. Dispute resolution principles:
  - A. Respect for another's point of view;
  - B. Commitment to resolving the issue;
  - C. Willingness to compromise;
  - D. Confidentiality;
  - E. Impartiality;
  - F. Respect;
  - G. Prompt action; and,
  - H. Freedom from repercussions.

#### **RESOLUTION BY THE BOARD**

1. If either the Board or the complainant concludes the claim cannot be resolved by direct discussions and negotiations, the parties shall attempt resolution with mediation administered by the chair; or in the case the chair is involved, a disinterested person agreed upon by both parties.
2. The dispute/complaint shall be set out in writing and send to any member of the Board of Trustees. The recipient of the complaint must acknowledge receipt of this document and forward it on to the full Board within two (2) business days.
3. The chair will use his or her discretion to either bring the issue to the next Board meeting or call a special meeting.
4. When raised at a Board meeting, all people involved in the dispute will be given the right to speak.
5. The matter should be discussed with all trustees present, unless they have advised the chair, preferably in writing, that they are aware there is a dispute resolution meeting being held and they are unable to attend.
6. The chair will call for a motion or a motion may come from the Board, e.g. to appoint an independent assessor, seek further mediation, call a special general meeting, dismiss the complaint, or take any other action deemed appropriate. All directors present at the meeting will vote on the motion.
7. A Board decision may be reviewed in situations where:
  - A. New information has emerged that was not available when the original decision was made.



- B. The Board has become aware of an error in previous information that was used to make the decision.
- C. A director did not feel able to present his or her case at the time the Board made its decision.

## **MEDIATION**

1. When mediation is sought during direct discussion and negotiations, the mediator must be:
  - A. a person chosen by agreement between the parties; or
  - B. in the absence of agreement, a person appointed by the Board.
2. A Board member can be a mediator, but may not be a member who is a party to the dispute.
3. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
4. The mediator, in conducting the mediation, must:
  - A. give the parties every opportunity to be heard; and
  - B. allow due consideration by all parties of any written statement submitted by any party; and
  - C. ensure that unbiased justice is accorded to the parties and to the dispute throughout the mediation process.
5. The mediator must not determine the dispute.
6. The mediation must be confidential and without prejudice.
7. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute otherwise in front of the Board, with litigation as the last effort for resolution.

## IV. SECTION/BUSINESS

### *IV.A. SIGNATORY AUTHORITY PURPOSE (Adopted 10-11-22/Revised 10-14-24)*

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, Assistant Secretary-Treasurer, and Staff are authorized to conduct transactions for checking and savings accounts, subject to paragraph 3 below.
  - C. the Secretary-Treasurer and Staff are authorized to conduct Board approved investment transactions.
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 and local gaming or restricted event permits 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. The Board shall approve such contracts in alignment with defined fiduciary responsibilities and protections of the Section's Board through the Affiliation Agreement with the Association. The Board may authorize any officer or officers, agent or agents of the Section, in addition to the officers so authorized herein, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Section. Such authority must be in writing and may be general or confined to specific instances.
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 approve disbursements to themselves.

### *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.
- F. The topic discussed, limited to referencing items listed in Paragraph 5.c above.
- G. 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.

#### *IV. D. SOCIAL MEDIA PURPOSE (Adopted 10-17-23)*

The Section recognizes the increasing role of social media as a professional communication tool, and the potential liability and credibility issues that may arise when the name of the Section is used in such formats. The Section therefore establishes the following guidelines to direct and encourage ethical and accurate use of social media tools. For the purpose of this policy, “social media” is defined, but not limited to, online tools such as blogs, message boards, chat rooms, networking web sites, video sharing web sites, and photo sharing web sites.

#### *PROCEDURE*

Board authorization is required prior to the establishment of any social media site that uses or displays the Section name and/or logo, or represents or speaks on behalf of the Section, and it applies to staff, Volunteers and Members utilizing social media provided or facilitated by the Section. Content and usage of social media will be monitored by the Public Relations Committee and Staff for compliance with Section Policies. The Board shall have ultimate oversight of social media posting representing NDAWWA.

1. When using social media on behalf of the Section; Staff, Members, and Volunteers shall accurately and clearly identify themselves by name and identify their relationship with the Section.
2. All social media communications should be based on current, accurate, complete, and relevant information. When possible, site the source of the information or a link to a credible web site corroborating the statement, shall be provided. Anecdotes and personal opinions shall be identified as such so that they are not mistaken as facts asserted by the Section.
3. Representatives of the Section shall maintain ethical conduct when using social media tools and not participate in activities that are illegal or in violation of any other Section policy.
4. Courtesy is expected. Polite communication is required, even when disagreements of opinions occur. No personal attacks, slurs, or insults shall be tolerated.
5. Posting of copyrighted and/or trademarked materials is prohibited. The Section assumes no responsibility for the violation of trademarks or copyrights.
6. Social media site posts and general appearance shall follow AWWA guidelines, current formats (fonts, colors, layout, logos, etc.) and utilize tools available on the Association microsite. These tools may be accessed by request through Section Staff.
7. Distribution of obscene material is prohibited.
8. Solicitations and advertising by users is prohibited.
9. The privacy of all users and non-users shall be respected. Sharing of other’s personal information (phone numbers, email addresses, employment, etc.) is prohibited.
10. It is the Section’s intent that social media serve as an outlet for discussing activities, promoting educational resources, a method for attracting new members, and furthering the Section’s strategic plan regarding public awareness of water issues in North Dakota.
11. Section representatives or committees interested in setting up a social media tool related to the Section shall notify the PR Committee and the Board, in writing, of their intention. The PR Committee shall review any social media requests and provide recommendations to the Board. The Board shall grant authority and the PR Committee and Staff shall be provided access to the site to monitor communications at all times. Notification shall include:
  - A. a description of the intended social media tool,
  - B. purpose of the tool,
  - C. the name(s) of person(s) who will have administrative control of the tool and list of those authorized to post or edit content. Board approval is required for all authorized representatives and may be revoked at any time for any reason.

- D. a plan for monitoring the tool's compliance with this and other Section Policies. Any Administrative login/password information shall be kept on file with the Secretary/Treasurer, Chair, and Staff.
- 12. As the Section has limited control over what is communicated through social media, it is the responsibility of every representative of the Section to immediately report to the Board any communication that is in violation of this policy.
- 13. The Section reserves the right to delete any material or comments on any authorized social media tool at any time for any reason.
- 14. The Section reserves the right to terminate use of any social media tool utilizing the Section's name and/or logo at any time for any reason.

#### ***IV. E. RECORDS RETENTION PURPOSE (Adopted 10-14-24)***

It is the policy of the North Dakota Section to retain records as required by law and to destroy them when appropriate. The formal records retention policy and schedule of AWWA has been adopted in this regard. The Secretary-Treasurer or their designee is responsible for maintaining and documenting the storage and destruction of these documents and records.

The adoption of a document retention policy sets guidelines and facilitates directors' fulfillment of the duty of care, establishes transparency and ensures compliance.

In general, a non-profit must maintain books and records to show that it complies with tax rules. If an organization does not keep required records, it may not be able to show that it qualifies for tax-exempt status or should be classified as a public charity. In addition, a public charity may be unable to complete its returns accurately and, therefore, may be subject to penalties. When good recordkeeping systems are in place, a public charity can evaluate the success of its programs, monitor its budget and prepare its financial statements and returns.

#### ***PROCEDURE***

##### **RECORDS MANAGEMENT**

**GROSS RECEIPTS** Gross receipts are the amounts received from all sources, including contributions. A public charity should keep supporting documents that show the amounts and sources of its gross receipts. Documents that show gross receipts include: donor correspondence, pledge documents, cash register tapes, bank deposit slips, receipt books, invoices, credit card charge slips and Forms 1099-MISC, Miscellaneous Income.

**EXPENSES** Expenses are the costs a public charity incurs (other than purchases) to carry on its program. Supporting documents should show the amount paid and the purpose of the expense. Documents for expenses include: canceled checks, cash register tapes, contracts, account statements, credit card sales slips, invoices and petty-cash slips for small cash payments.

**EMPLOYMENT TAXES** Organizations that have employees must keep records of compensation and specific employment tax records. See Publication 15, (Circular E), Employer's Tax Guide, for details.

**Supporting Documents:** Organization transactions such as contributions, purchases, sales and payroll will generate supporting documents. These documents — grant applications and awards, sales slips, paid bills, invoices, receipts, deposit slips and canceled checks — contain information to be recorded in accounting records. It is important to keep these documents because they support the entries in books and the entries on

tax and information returns. Public charities should keep supporting documents organized by year and type of receipt or expense. Also, keep records in a safe place.

**Record Retention:** Public charities must keep records for federal tax purposes for as long as they may be needed to document evidence of compliance with provisions of the Internal Revenue Code. Generally, this means the organization must keep records that support an item of income or deduction on a return until the statute of limitations for that return runs. The statute of limitations has run when the organization can no longer amend its return and the IRS can no longer assess additional tax. Generally, the statute of limitations runs three years after the date the return is due or filed, whichever is later. An organization may be required to retain records longer for other legal purposes, including state or local tax purposes.

**Record Retention Periods:** Record retention periods vary depending on the types of records and returns.

**Permanent Records:** Some records should be kept permanently. These include the application for recognition of tax-exempt status, the determination letter recognizing tax-exempt status and organizing documents, such as articles of incorporation and bylaws, with amendments, as well as board minutes.

**Employment Tax Records:** If an organization has employees, it must keep employment tax records for at least four years after filing the fourth quarter for the year.

**Records for Non-Tax Purposes:** When records are no longer needed for tax purposes, an organization should keep them until they are no longer needed for non-tax purposes. For example, a grantor, insurance company, creditor or state agency may require that records be kept longer than the IRS requires.

Record	Record	Retention
Non Profit Status and Governance Documents	Articles of Incorporation	Permanent
	Bylaws - and all amendments	Permanent
	Corporate Documents - State of ND	Permanent
	Election/Nominations	7 years
	IRS - Application of Exemption	Permanent
	IRS - Correspondence	Permanent
	IRS - Letters of Determination of Tax Status	Permanent
	Minutes of all Meetings of the Board of Trustees	Permanent
	Mission Statement	Permanent
	National Affiliation Information	Permanent
	Policies and Procedures - Board Current Approved	Permanent
	Strategic Plan	Permanent
	Recordings of Board Meetings	Destroy upon
	Training manuals	Permanent
Financial Records	Accounts payable ledgers and schedules	7 years
	Accounts receivable ledgers and schedules	7 years
	Advertising Rates	7 years
	Audit reports of accountants	Permanent
	Bank Statements and Reconciliations	3 years
	Capital stock and bond records	Permanent
	Cash books	Permanent
	Certificate of Deposit records	Permanent
	Charts of accounts	Permanent



	Checks (canceled, but see exception below)	3 years
	Checks (for important payments, i.e., taxes, purchases of property, special contracts, copies should be filed with the papers pertaining to the underlying transaction)	Permanent
	Endowment	Permanent
	Financial statements (end-of-year)	Permanent
	General ledgers	Permanent
	Internal audit reports	3 years
	Inventories of products, materials, and supplies	7 years
	Invoices to members and customers	7 years
	Invoices from vendors	7 years
	Journals	Permanent
	Notes receivable ledgers and schedules	7 years
	Petty cash ledger	3 years
	Purchase orders	7 years
	Reimbursement Requests	7 years
	Sales records	7 years
	Tax returns and worksheets	Permanent
	Water for People - Temporarily Restricted Funds	7 years
Employee Records		
	Employee personnel records (after termination)	7 years
	Employment applications	3 years
	Job Descriptions	7 years
	Payroll records and summaries	7 years
	Timesheets	7 years
Insurance		
	Insurance	7 years
	Expired policies	3 years
Legal	Insurance records, accident reports, claims	Permanent
	Accident Reports and Claims (settled)	7 years
	Antitrust Record	Permanent
	Contracts (expired)	7 years
	Correspondence (legal)	Permanent
	Litigation records	Permanent
	Logo	Permanent
Membership	Patent registrations	Permanent
	Trademark registrations	Permanent
	Awards	3 years
	Board and committee Lists	7 years
	Committee Minutes	3 years
	Correspondence (routine) with members, customers, or vendors	2 years
	Membership applications	3 years
	Membership Brochure	Permanent

Conferences, Workshops, Training, Education	Calendar of Events	3 years
	Contracts (Convention and hotel - after expiration)	7 years
	Exhibitor information	3 years
	Hotel history	3 years
	Registration records and exams	3 years
Publications	Newsletter	2 years
	Photographs	7 years
	Press Releases	3 years

#### ***IV. F. TRAVEL AND EXPENSE REIMBURSEMENT PURPOSE (Adopted 01-30-25)***

The purpose of this policy is to define consistent travel practices, which obtain optimum balance between the Section's need for cost effectiveness and the traveler's need for service and support. The one overriding principal is the responsibility to the Section's membership as a whole.

##### **POLICY**

Volunteers who travel in conjunction with AWWA assignments may be reimbursed for expenses. Because reimbursement is only for actual expenses, the use of personal airline miles to purchase airline tickets is not reimbursable. Expenses must be limited to that which is required to complete the assignment.

##### **SCOPE**

This policy applies to all volunteers traveling in conjunction with approved NDAWWA duties.

As with any set of procedures, exceptions are expected. Request for such exceptions must be made before the trip commences (emergency situations will be considered on an individual basis). Authorization for unusual circumstances or expenditures is required from a Board majority vote.

##### **SECTION/TRAVELER RESPONSIBILITY**

1. Volunteers are requested to minimize the expenses incurred in meeting attendance.
  - A. Volunteers and staff are requested to plan meetings as economically as possible.
  - B. It is requested that the volunteer or employers of volunteers help AWWA by paying travel expenses at all AWWA approved meetings (tax deductible).
  - C. If you or your employer are unable to assume full expense for your participation due to the number of meetings attended or other circumstances, then AWWA may share those expenses with you, as outlined under "Scope" in this policy.
  - D. If you or your employer are unable to share any cost, AWWA may reimburse expenses as outlined under "Scope" in this policy.
2. Traveler's Responsibility
  - a. The traveler should submit a standard expense report to the appropriate staff contact within the same annual quarter after his/her return. Electronic submission of the expense report and scanned receipts is preferred. Original or scanned detailed receipts for air travel, hotel, meals and other costs must be submitted with the expense report. A copy of the itinerary is not an adequate substitute.

### 3. Reimbursement Policy

- a. Travel to Section meetings held in conjunction with specialty conferences may be reimbursed. Only those expenses attributed to Section business may be included in the traveler's expense report.

## OFFICE PROCEDURES

### 4. AWWA Expense Report

- a. Expense reports are to be completed by the traveler and approved by Staff or the Secretary-Treasurer.
- b. Failure to attach receipts will result in delay of processing. Each unusual expenditure requires a receipt and an explanation to be approved

## TRAVEL PROCEDURES

### 5. Ground Travel

#### a. Personal Automobiles

- i. Reimbursement will be made for local use of personal automobiles (at the current approved Internal Revenue Service rate), parking fees, and tolls. Automobile repair costs incurred on business trips are not reimbursable; however, additional costs incurred while the car is being repaired are reimbursable. The IRS mileage allowance is available for personal auto use at the business destination. Volunteers should properly insure their personal vehicles, which are not covered by the Association's insurance policy.

#### b. Rental Cars

- i. Rental cars will only be reimbursed when mileage becomes prohibitive for ridesharing companies, taxi use or public transportation. The least expensive car to fulfill business needs should be rented. Receipts must accompany all rental car charges, including any gas or oil charges.
- ii. Traffic or parking violations while using a rental car or personal car on Association business are not reimbursable.

#### c. Automobile Accidents

- i. If a traveler is involved in an accident in a rental car, all forms required by the rental agency should be completed. If a traveler is involved in an accident in a personal car, the cost involved for damages or claims is the traveler's responsibility. All accidents should be reported to the Association office immediately. The Association may be co-liable with the Volunteer in the event of a third-party claim. Each Volunteer should ensure the local police are notified of any accidents. A copy of the Volunteer's rental car report and police accident report are required for AWWA purposes.

### 6. Meals

- a. Actual cost for meals will be reimbursed. Reimbursement must be documented by a detailed receipt but may include an 18% gratuity. Since the Association is a recipient of federal grants, travelers must obtain detailed receipts for all meal purchases. Credit card slips are not sufficient. Volunteers have the flexibility to choose restaurants with reasonable rates.

- b. AWWA will reimburse volunteers for meals for themselves and other volunteers on official AWWA business only. This does not include spouses or other guests who are not on official AWWA business.
- c. Group meals paid by AWWA staff are the business benefit of AWWA. Other guests may be invited only after authorization from the staff member in charge. Guests such as spouses or friends will be included at the expense of the inviting volunteer.
- d. Alcoholic beverages are not reimbursed except when served as part of an AWWA function or as part of a meal sponsored by AWWA.

#### 7. Incidentals

- a. Non-reimbursable expenses are those that are not authorized. These include: haircuts, hairstyling, shoe shines, personal toilet articles, movies, inflight alcoholic beverages, childcare; life and additional travel insurance. As AWWA volunteers, alcohol consumption is expected to be sensible and the cost to be reasonable. As staff are normally in attendance and have pre-selected restaurants, alcoholic beverage cost limits with the meal will be self-imposed by the volunteer unit.
- b. Reimbursable expenses include:
  - i. Airline baggage fees.
  - ii. Tolls and parking for reimbursable personal and rental cars.
  - iii. It is anticipated that most Volunteers have use of a cell phone. Otherwise, reasonable personal or business calls included on the hotel bill are reimbursable.
  - iv. Valet and laundry charges are reimbursable only when the business portion of travel exceeds 5 days and should be charged to the guest room.

8. Entertainment is not an authorized expenditure for volunteers on official AWWA business.

9. Vacations – Combined Business and Personal Trips: Only business expenses will be reimbursed.

## 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