

# **BYLAWS OF THE NEBRASKA SECTION OF THE AMERICAN WATER WORKS ASSOCIATION**

(As approved by the AWWA Board of Directors, January 16, 2016)

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## **ARTICLE I – NAME**

- 1.1 The name of this organization shall be the NEBRASKA SECTION OF THE AMERICAN WATER WORKS ASSOCIATION hereinafter referred to as the "Section."
- 1.2 In these bylaws, the American Water Works Association is hereinafter referred to as the "Association."

## **ARTICLE II – OBJECTIVES**

- 2.1 The objectives of this Section are to promote public health, safety, and welfare through the improvement of the quality and quantity of water delivered to the public and the development and furtherance of understanding of the problems relating thereto as noted in the AWWA Articles of Incorporation.

## **ARTICLE III – HEADQUARTERS AND OPERATIONS**

- 3.1 The headquarters of this Section shall be at the office of the Secretary except as some other location may be specifically designated by the Section Board of Trustees.
- 3.2 All matters pertaining to the operation of the Section shall be in accordance with the Articles of Incorporation, Bylaws, Board Policy Manual, and the Affiliation Agreement entered into between the Section and the American Water Works Association and with these bylaws.

## **ARTICLE IV – MEMBERSHIP**

- 4.1 The membership of this Section shall consist of those members of the American Water Works Association residing in or having principal business activity in the Nebraska Section, multi-section members, and those assigned to the Nebraska Section by the Executive Director of the American Water Works Association.
- 4.2 The boundaries of the Section shall correspond to the boundaries of the State of Nebraska.

## **ARTICLE V – ELIGIBILITY TO VOTE**

- 5.1 All members of the Section in good standing, including multi-section members, are eligible to vote.
- 5.2 Occasions where a vote of the membership is required include:
  - a. the election of Section officers and/or other members of the Section Board of Trustees as described herein;
  - b. approval of a proposed amendment to these bylaws;
  - c. approval of a special dues assessment of the Section membership;
  - d. or in any other event for which the Section Board of Trustees requires a vote of the Section membership.

## **ARTICLE VI – DUES AND FEES**

- 6.1 Dues shall be assessed against members of this Section as required for membership in AWWA.
- 6.2 The Section may, in accordance with the procedures defined in the Association Board Policy Manual, and established guidelines of AWWA, apply for permission to levy a Section dues assessment. The Section Assessment would be levied annually at the time of membership renewal and the revenue collected would be used to increase the funds available for Section uses consistent with AWWA objectives and policies. Once approved, changes in the Section Assessment can be authorized by a vote of the Section Board of Trustees for submission to and approval by the AWWA Board of Directors.
- 6.3 The Section Board of Trustees may, at its discretion, assess registration fees. Registration fees shall be sufficient to defray the costs of operating the Annual Conference, training sessions, seminars, and other meetings. Such fees will be established in accordance with these bylaws, the policies and procedures of the Section, and Board Policy Manual and Bylaws of the Association.
- 6.4 All Section finances shall be managed in accord with these bylaws, Section policies and procedures, the Bylaws and Board Policy Manual of the Association and all applicable financial rules and regulations of the State of Nebraska. The Section

shall conduct, on an annual basis, an internal review of all Section finances. An audit shall be conducted at least once every three years by a qualified financial advisor who is neither an employee of the Section nor a member of the Section Board of Trustees.

## **ARTICLE VII – SECTION OFFICERS AND GOVERNING BOARD**

- 7.1 The Officers of the Section shall be as follows:
- a. Chair.
  - b. Chair-Elect.
  - c. Vice-Chair.
  - d. Secretary.
  - e. Treasurer.
  - f. Past-Chair: the last living Past-Chair of the Section, who is a member and is not already serving on the Board.
  - g. Representative on the Association's Board of Directors, hereinafter called the "Director."
  - h. Up to Four Trustees
- 7.2 The above Officers shall constitute the Section Board of Trustees, hereinafter called the "Board," which shall be the governing body of the Section.
- 7.3 The Officers of the Section shall execute its business in accordance with the Bylaws of the Section and the Articles of Incorporation, Bylaws, and Board Policy Manual of the American Water Works Association.
- 7.4 Terms of Office for Section Officers
- 7.4.1 The Director shall be elected for a term of three (3) years or as otherwise required by the Bylaws of the American Water Works Association.
- 7.4.2 The term of the Chair, Chair-Elect, Vice-Chair, and Past-Chair shall be one (1) year. These terms shall commence following the turning over of the Chair's gavel of office during the Section Annual Conference at which they are elected or succeed to office, and shall terminate at the turning over of the Chair's gavel of office at the Annual Conference at which their term expires.

7.4.3 The term of the Secretary and Treasurer shall be two (2) years. These terms shall commence following the turning over of the Chair's gavel of office during the Section Annual Conference at which they are elected or succeed to office, and shall terminate at the turning over of the Chair's gavel of office at the Annual Conference at which their term expires. The Secretary and Treasurer positions are filled on alternating years from each other.

7.4.4 The term of a Trustee shall be two (2) years. There are up to four (4) Trustees with up to two (2) elected each year. These terms shall commence following the turning over of the Chair's gavel of office during the Section Annual Conference at which they are elected or succeed to office, and shall terminate at the turning over of the Chair's gavel of office at the Annual Conference at which their term expires.

7.5 Any member of the Section in good standing shall be eligible to hold Section elective office.

7.6 Two or more offices may not be held by the same individual, with the exception of the offices of Secretary and Treasurer. If one of these positions becomes vacant mid-term, in order to preserve continuity of service, these positions may be combined under one person for a limited duration until the vacant position is filled by an alternate appointee. The Board will appoint a successor according to section 10.3.2 of these By-Laws.

## **ARTICLE VIII – DUTIES OF THE OFFICERS**

8.1 The duties of the Chair shall be to:

- a. Supervise and coordinate all of the affairs of the Section;
- b. Preside at all meetings of the Section and of the Board;
- c. Appoint all Committees of the Section with Board approval, except as may be otherwise specifically provided herein or directed by the Board.

8.2 The Chair-Elect shall:

- a. Perform the duties of the Chair in the Chair's absence;
- b. Perform other duties as may be assigned by the Chair or the Board.

- 8.3 The Vice-Chair shall:
- a. Perform the duties of the Chair or Chair-Elect in their absence;
  - b. Perform other duties as may be assigned by the Chair or the Board.
- 8.4 The Secretary shall:
- a. Attend all meetings of the Section and of the Board, duly recording the proceedings thereof;
  - b. Prepare such records, reports, and correspondence as may be required by the Board or by the Association to properly record the Section activities;
  - c. Perform other duties as the Board may direct. In the absence of the Secretary, the duties of the Secretary shall be performed by the Treasurer.
- 8.5 The Treasurer shall:
- a. Be responsible for Section funds and shall establish and keep accurate accounts of receipts and disbursements in accordance with the Association Uniform System of Section Accounting;
  - b. Be responsible to collect all monies due the Section and shall promptly deposit the same to the credit of the Section in a depository approved by the Board;
  - c. Conduct an annual review of the Section's finances;
  - d. Ensure an audit of Section finances is completed at least once every three years.
  - e. Complete and file the appropriate tax forms and other tax-related information for the Section as required under State and Federal law;
  - f. Perform other duties as the Board may direct.
- 8.6 The Director shall be a member of the Board (and of the American Water Works Association's Board of Directors) in accordance with the provisions of the Articles of Incorporation, Bylaws, and Board Policy Manual of the American Water Works Association, and shall represent each one of those bodies in the deliberations of the other and shall act to coordinate and unify their actions.
- 8.7 The Trustees shall perform such duties as may be assigned by the Chair or the Board.

## **ARTICLE IX – THE SECTION BOARD OF TRUSTEES**

- 9.1 The Board shall have general supervision over all of the affairs of the Section and shall be its legal representative in all matters except as this duty may be specifically delegated.
- 9.2 The Board shall prepare, as needed, and enforce the conduct of the business of the Section regulations not in conflict with these Bylaws or the Articles of Incorporation, Bylaws, or Board Policy Manual of the American Water Works Association, and shall amend same as required.
- 9.3 All members of the Board, except the Chair, shall be entitled to one vote on all issues coming before the Board. The Chair may vote on issues to break ties which require a simple majority for passage.

## **ARTICLE X – ELECTION OF OFFICERS**

### 10.1 Nominating Committee

- 10.1.1 Not later than March 1 of each year, the Section Chair shall appoint a nominating committee of three members, one of whom shall be the Past-Chair.
- 10.1.2 The nominating committee shall select one nominee for each of the following offices:
  - a. Chair-Elect;
  - b. Vice-Chair;
  - c. Secretary (on alternate year from Treasurer);
  - d. Treasurer (on alternate year from Secretary);
  - e. Up to four Trustees;-
  - f. At three-year intervals, shall select one nominee for the office of Director;Because the Chair position is automatically filled by the current Chair-Elect, and the Past Chair position is automatically filled by the outgoing Chair or the last living Past Chair who is a member of the Section, no nominations are made for these positions.

10.1.3 The Committee's nominations shall be in the hands of the Secretary not later than July 31. Upon receipt of the nominations, the Secretary shall, within 20 days, mail to each member, a notice setting forth the nominations of the nominating committee and stating the date, time, and place of the next business meeting, at which the elections will be held.

10.1.4 Should the nominating committee fail to act by July 31, the Secretary shall notify the members by mail, stating that all nominations will be from the floor at the Section's business meeting, the date, time, and place of which shall be included in the notice to the members.

## 10.2 Election

10.2.1 At the Section's business meeting, the Chair shall read the notice as issued by the Secretary, after which he or she shall call for and receive additional nominations from the membership assembled.

10.2.2 Separate balloting shall be conducted for each office, except for the Chair and the Past Chair, as these positions are automatically filled. The Chair may accept a motion for a unanimous ballot for such nominee. A majority of the votes cast shall be required to elect.

## 10.3 Vacancies

10.3.1 Should the Director be unable to complete the term of office, the Board shall appoint a successor to serve the remainder of the term, and the Secretary shall notify the Chief Executive Officer of the Association of such selection.

10.3.2 In the case of a vacancy in the Office of the Chair, Vice-Chair or Chair-Elect, Trustee, and Secretary or Treasurer, the Board shall appoint a suitable replacement to complete the term of the vacant position.

## 10.4 Removal from Office

- 10.4.1 An officer may be removed from office by the Board if the officer fails to carry out the responsibilities of elected office as so determined by the Board. Removal may be accomplished by a resolution support by two-thirds of the Board.

## **ARTICLE XI – MEETINGS**

- 11.1 The Section shall hold at least one business meeting in each calendar year for the purpose of conducting the Section's business, electing officers, receiving reports of the various officers and committees, promoting the interests of the Association and advancing the technical and administrative knowledge of the members. The time and place of the business meeting shall be at the annual conference.
- 11.2 Meetings of the Board shall be called by the Chair or at the request of any other member of the Board. There shall be at least one meeting of the Board during the annual meeting of the Section.
- 11.3 A quorum of the Board shall consist of at least 50% of its members.
- 11.4 The Section may hold other meetings from time to time for the purpose of presenting technical papers on a subject of special interest, workshops, educational seminars, etc. The time and place of these meetings may be set by the Board or by a committee appointed by the Board for this purpose subject to the other provisions of this article.
- 11.5 It is the policy of this Section to endeavor to cooperate with other Sections of the American Water Works Association to prevent conflict of meeting dates with those of other Sections' meetings and especially with those of the adjoining Sections.
- 11.6 The Section may, if deemed advisable by the Board, hold joint meetings with other adjoining Sections or with other organizations having mutual interests, such as the Nebraska Water Environment Association, Nebraska Section American Public Works Association, or the Utilities Section of the League of Municipalities.

- 11.7 If such joint meetings are held, any business meetings of the Section shall be open to all interested individuals, but only those holding membership in the Association shall have voting rights. Further, the Section's participation in such joint meetings shall be clearly identified and publicized, and the Section shall have an approximately equal share of the program. Additionally, the provisions of the Association's Board Policy Manual Article V, Section .5.1.5.4 will be followed.

## **ARTICLE XII – AMENDMENTS**

- 12.1 Proposals for the amendment of these Bylaws may originate by a unanimous vote of the Section Board or they may originate by the submission to the Secretary of a written petition signed by at least ten members of the Section. Upon an amendment being proposed in either of these two manners, the Secretary shall furnish each member a copy of the proposed amendment. The proposed amendment shall then be voted upon by the members at the next annual meeting in a manner similar to that provided for the election of officers (Article X of these bylaws), or may at the discretion of the Board be voted upon by letter ballot, provided, however, in either case all members shall have at least thirty-days in which to consider the proposed amendment prior to a vote upon it.
- 12.2 Upon favorable action having been taken as to an amendment in the foregoing manner, the Secretary of the Section shall then submit same to the Chief Executive Officer of the American Water Works Association for approval or disapproval by the Association's Board of Directors. Upon notification by the Chief Executive Officer of the Association that the amendment has been approved by the Board of Directors, it shall thereupon become effective.

## **ARTICLE XIII – DISSOLUTION**

- 13.1 In case of dissolution of the Section, such portions of the funds or property thereof in the hands of the Treasurer as may have been derived from the general funds of the American Water Works Association shall be returned to the American Water Works Association.
- 13.2 The balance of the Section funds or property shall be disposed of by transfer and distribution to any one or more corporations, funds, or foundations with like

purposes or goals that is organized and operated in an area included in the Section, hereinafter referred to as the "receiving organization."

- 13.3 In order to comply with Section 501(c) (3) of the United States Internal Revenue Code under which the Association is incorporated, any such receiving organization shall be organized and operated according to the following criteria:
  - 13.3.1 Exclusively for scientific or educational purposes;
  - 13.3.2 No part of the net earnings shall inure to the benefit of any private shareholders or individual;
  - 13.3.3 No substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation; and
  - 13.3.4 Does not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
- 13.4 Any such receiving organization(s) shall be selected by vote of the majority of the members of the Section at a meeting called for this purpose. If for any reasons such disposition cannot be effected, then such funds shall be so distributed pursuant to the order, judgment or decree of a court having jurisdiction over the assets and property of the Section.

## **ARTICLE XIV – INDEMNIFICATION**

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