

BYLAWS OF THE NEBRASKA SECTION OF THE AMERICAN WATER WORKS ASSOCIATION

(As approved by the AWWA Executive Committee on TBD)

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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 by:
 - a) advancing the knowledge of the design, construction, operation, water treatment, and management of water utilities;
 - b) advancing the knowledge of the problems involved in the development of resources, production and distribution of safe and adequate water supplies;
 - c) educating the public on the problems of water supply and promoting a spirit of cooperation between consumers and suppliers in solving these problems; and
 - d) conducting research to determine the causes of problems of providing a safe and adequate water supply and proposing solutions thereto in an effort to improve the quality and quantity of the water supply provided to the public.

ARTICLE III – HEADQUARTERS AND OPERATIONS

- 3.1 The headquarters of this Section shall be at the office of the Secretary unless otherwise designated by the Section's governing board (the "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 (collectively, the "AWWA Documents"). In the event of any conflict

between these bylaws or the policies and procedures of the Section and the AWWA Documents, the AWWA Documents shall control.

ARTICLE IV – MEMBERSHIP

- 4.1 The membership of this Section shall consist of those members of the American Water Works Association in good standing residing in or having principal business activity in the Nebraska Section, multi-Section members, and those assigned to the Nebraska Section by the Chief Executive Officer 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.
- 5.3 Except as otherwise specified in these bylaws, the required vote to approve any matter put before the Members shall be a majority of the Members in good standing on the date of the vote, provided, however, that the Board of Trustees may resolve, in its discretion, to require only the vote of a majority of the Members present, at a meeting of which notice was delivered to all such Members at least ten (10) days before the date of the regular meeting (a “Fully Noticed Meeting”).
- 5.4 Members may, to the extent permitted by law, take action without a

meeting by means of a written consent to action signed by a majority of the Members in good standing on the date of the action.

ARTICLE VI – DUES AND FEES

- 6.1 Dues shall be assessed against members of this Section as required for membership in AWWA. Only the Association can determine and collect dues and assessments.
- 6.2 The Section may, in accordance with the procedures defined in the AWWA Documents, 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 Executive Committee.
- 6.3 The Section Board of Trustees reserves the right to collect fees for Section activities and events. 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 accordance with these bylaws, Section policies and procedures, the AWWA Documents, and all applicable financial rules and regulations of the State of Nebraska and United State of America.
- 6.5 The Section shall conduct, on an annual basis, an internal review of all Section finances. An financial audit or review shall be conducted at least once every three years by a qualified financial advisor who is not employed by or affiliated with (a) any employee or independent contractor of the Section involved with the Section's finances nor (b) any officer or non-officer trustee of the Section. A copy of the audited or reviewed financial Statement shall be provided to the Association.

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. Four Trustees
 - i. Other positions as determined by the Section Board of 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 At its discretion, the Board may vote to combine the offices of Secretary and Treasurer into a Secretary-Treasurer position.
- 7.4 The Board of Trustees shall not exceed 16 members
- 7.5 Nominations for Members of the Board of Trustees
- 7.5.1 The Section shall conduct an appropriate nomination and election process for the following members of the Board of Trustees: Chair, Vice-Chair, and Chair-Elect, AWWA Director, and trustees.
- 7.5.2 A Nominating Committee, comprised of members in good standing will be appointed by the Chair of the Board of Trustees. The Nominating Committee will have responsibility for identifying, selecting and nominating qualified Members for the open, elected positions.

7.6 Election of Members of the Board of Trustees

7.6.1 Members of the Board of Trustees may be elected at the annual business meeting of the Section, at a Fully Noticed Meeting or, if approved by the Board of Trustees, by any other process permitted by law.

7.6.2 The candidate receiving the greatest number of votes for an elected office shall be elected to the office even if that candidate receives less than a majority of the votes cast. The Board of Trustees will hold separate votes for each available position.

7.7 Terms of Office for Section Officers

7.7.1 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.

7.7.2 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 Business Meeting, or Fully Noticed Meeting of the Section, 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 Business Meeting, or Fully Noticed Meeting of the Section, at which their term expires.

7.7.3 The terms of the Secretary and the 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 Business Meeting, or Fully Noticed Meeting of the Section, 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 Business Meeting, or Fully Noticed Meeting of the Section, at which their term expires. The Secretary and Treasurer positions are filled on alternating years from each other.

7.7.4 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 Business Meeting, or Fully Noticed Meeting of the

Section, 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 Business Meeting, or Fully Noticed Meeting of the Section, at which their term expires.

7.7.5 The positions of Chair, Chair-elect, and vice-chair do not allow for consecutive terms.

7.7.6 Any member of the Section in good standing, including a Member who is also a member of another AWWA Section (a "multi-Section Member"), shall be eligible to hold Section elective office.

7.7.7 Multi-Section members may hold office in only one Section at a time.

7.7.8 Two or more offices may not be held by the same individual, with the exception of the offices of Secretary and Treasurer.

7.8 Vacancies on the Board of Trustees

7.8.1 In the case of a vacancy in the office of AWWA Director, a successor to serve for the remainder of the term may be selected by the members of such Section as prescribed in the bylaws of the Section or, in the absence of a Fully Noticed meeting of the Members, shall be appointed by the Board of Trustees. The Section chair or secretary shall notify the Chief Executive Officer of the Association of such selection.

7.8.2 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.

7.8.3 An officer may be removed from office before the expiration of the term of 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. The Members may also vote to remove, with or without cause, any officer or Trustee by a majority vote at any Fully Noticed Meeting of Members.

ARTICLE VIII – 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. The Chair shall perform other such duties that would ordinarily be incident to the office of President of the Association, subject to the authority granted by the Board of Trustees.
- 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 notices, 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 AWWA Director shall serve on the AWWA Board of Directors. As a director of the Association, the AWWA Director shall represent the Section and serve as its voice on the AWWA Board. The AWWA Director shall be bound to adhere to the obligations of AWWA and its Board of Directors as set forth in the AWWA Documents. The Section acknowledges that, in the course of the AWWA Director's duties, the AWWA Director may be faced with decisions that benefit AWWA and its Sections but not necessarily the Section from which the AWWA Director comes. Whenever the interests of the Section and the Association are in conflict in a matter being considered by the AWWA Board, the AWWA Director is bound to disclose such conflict to the AWWA Board and may, in certain cases, be required to abstain from deliberations or voting on such matters by the AWWA Board of Directors.
- 8.7 The Trustees shall perform such duties as may be assigned by the Chair or the Board.
- 8.8 The Past Chair shall assist the Chair, Chair-Elect, and Vice Chair in the performance of their duties and shall act in any of the other officer positions when assigned by the Board of Trustees. The past-chair shall serve as chair of the Nominating Committee.

ARTICLE IX – THE SECTION BOARD OF TRUSTEES

- 9.1 The property, affairs, and business of the Section shall be managed by the Board of Trustees, and the Board of Trustees shall have full power to establish and modify the policies for the conduct, management, and direction of the business and affairs of the Section, except for those matters specifically reserved or granted to the Members by statute or by the AWWA Documents.
- 9.2 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 – MEETINGS

- 10.1 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.
- 10.2 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 each year.
- 10.3 A quorum of the Board shall consist of at least 50% of its members.
- 10.4 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.
- 10.5 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.
- 10.6 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.
- 10.7 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.
- 10.8 Quorum for an annual business meeting or Fully Noticed Meeting of the Section shall consist of the total number of Section members in attendance.

- 10.9 Board of Trustees and committee meetings shall convene in accordance with Section policies and procedures

ARTICLE XI - COMMITTEES

- 11.1 The Section may establish committees to conduct or manage Section programs and business.
- 11.2 The Board of Trustees has the authority to create and dissolve committees within the organization.

ARTICLE XII - ESTABLISHING SUBDIVISIONS

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

ARTICLE XIII – AMENDMENTS

- 13.1 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.
- 13.2 The Secretary, or Secretary-Treasurer, shall then submit the amendment(s) to the Association, for requested approval by the AWWA Executive Committee.
- 13.3 Following approval by the AWWA Executive Committee, any such amendment to the bylaws may be considered at the next meeting of the Section by a majority vote of Members present at the meeting if such meeting is a Fully Noticed Meeting. All members shall have notice at least 30 days in advance in which to consider the proposed amendment(s) prior to voting upon it.

- 13.4 At the discretion of the Board of Trustees, the bylaws may also be amended without a meeting of the Section, by a ballot or other form of written consent, with an affirmative vote of a majority of the ballots cast. All Members shall be provided a copy of the proposed amendment(s) with the ballot and shall be given at least 30 days to return the ballot.

ARTICLE XIV – DISSOLUTION

- 14.1 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.
- 14.2 The balance of the Section funds or property shall be disposed of by transfer and distribution to the Association, another Section of the Association, or to any one or more nonprofit or charitable organizations 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."
- 14.3 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:
- 14.3.1 Exclusively for scientific or educational purposes;
 - 14.3.2 No part of the net earnings shall inure to the benefit of any private shareholders or individual;
 - 14.3.3 No substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation; and
 - 14.3.4 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.
- 14.4 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.