

Bylaw changes

The Section's board has suggested the following changes to the Bylaws which require an audit be conducted at least once every three years and an internal audit be conducted every year. The changes are specifically addressed in Section 6.4 and 8.5. If you have questions, please call John Miriovsky, Lincoln Water System, 402.441.5932. These changes will be voted on by the membership at the Fall Conference, November 4, in Kearney.

BYLAWS OF THE NEBRASKA SECTION OF THE AMERICAN WATER WORKS ASSOCIATION

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 ~~shall be the purpose of the Association as stated in the Articles of Incorporation as follows:~~ 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.

a: ~~Advancing the knowledge of the design, construction, operation, water treatment and management of water utilities and developing standards for procedures, equipment and materials used by public water supply systems.~~

b: ~~Advancing the knowledge of the problems involved in the development of resources, production and distribution of safe and adequate water supplies.~~

e: ~~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 there to in an effort to improve the quality and quantity of the water supply provided to the public.~~

ARTICLE ~~IV~~ 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 Governing Board.
- 3.2 All matters pertaining to the operation of the Section shall be in accordance with the Articles of Incorporation, Bylaws and Governing Documents of the American Water Works Association and with these Bylaws.

ARTICLE ~~III~~ IV — MEMBERSHIP

- 4.1 The membership of this Section shall consist of those members of the American Water Works Association residing in or having principle business activity in the Nebraska Section 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, except multi-section members, are eligible to vote.
- 5.2 Occasions where a vote of the membership is required include: the election of Section Officers and/or other members of the Section Board of Trustees as described herein; approval of a proposed amendment of these Bylaws; approval of a special dues assessment of the Section membership; or 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. ~~The Board may, at its discretion, assess each member and associate member a registration fee. Registration fees shall be sufficient to defray the costs of operating the Annual Conference, training sessions, seminars and other meetings. An additional Section dues assessment fee may be assessed if approved by a majority of the voting members of the Section following the Association Governing Documents, Article XI, Section 11.4.5.~~

- 6.2 The Section may, in accordance with the procedures defined in the Association Governing Documents, Article XI, Section 11.4.4, 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 Board may, at its discretion, assess each member and associate member a registration fee. 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 Governing Documents 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 Governing Documents 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~~ VII — SECTION OFFICERS AND GOVERNING BOARD

- 7.1 The Officers of the Section shall be as follows:
- A Chair.
 - A Chair-Elect.
 - A Vice-Chair.
 - A Secretary.
 - A Treasurer.
 - A Representative on the Association's Board of Directors, hereinafter called the "Director."
 - Three Trustees — One of whom shall be the last living Past-Chair of the Section.
- 7.2 The above Officers shall constitute the Section Governing Board, hereinafter call 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 Governing Documents of the American Water Works Association.
- 7.4 The term of each of the Officers shall be approximately one year, beginning and ending at the close of the Section Annual Conference, except in the case of the Director, whose term shall be approximately three years as provided for by the Bylaws and Governing Documents of the American Water Works Association.
- 7.5 Any member of the Section shall be eligible to hold Section elective office, except ~~those who are student members of the Association or who are members of the Section via multi-section membership privileges.~~
- 7.6 ~~Two or more offices may not be held by the same individual, with the exception of the Offices of Secretary and Treasurer.~~

ARTICLE ~~VIII~~ 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; and 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; and 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; and 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; and 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) perform all the duties laid down in Article XI of the Governing Documents of the American Water Works Association; d) annually obtain an ~~independent audit or review~~ of Section finances ~~from a qualified auditing firm and/or certified public as specified in Section 6.4 accountant;~~ e) complete and file the appropriate tax forms and other tax-related information for the Section as required under State and Federal law; and f) perform other duties as the Board may direct.

- 8.6 The Director shall be a member of the Section's Board (and of the American Water Works Association's Board of Directors) in accordance with the provisions of the Articles of Incorporation, Bylaws, and Governing Documents 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. and have equal voting rights with that of other members of the Board.~~

ARTICLE ~~VIII~~ IX — THE SECTION GOVERNING BOARD

- ~~1: Meetings of the Board shall be called by the Chair or his or her own initiative 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.~~
- ~~2: A quorum of the Board shall consist of at least five of its members.~~
- 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 Governing Documents 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 ~~IX~~ 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. ~~who are not officers of the Section.~~

10.1.2 The nominating committee shall select one nominee for each of the following offices: Chair-Elect, Vice-Chair, Secretary, Treasurer, three Trustees, one of whom shall be the last living Past-Chair of the Section who is a member of the Section; and, at three-year intervals, shall select one nominee for the Office of Director. The Section Chair-Elect shall automatically assume the Office of Section Chair.

10.1.3 The Committee's nomination 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 **general 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 **general 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 Sections's **general 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. The Chair may accept a motion for a unanimous ballot for such nominee. A majority of the votes cast shall be required to elect. All members of the Section in good standing are eligible to vote, except for multi-section members.

10.3 Vacancies

~~Should the Chair of the Section be unable to complete the term of office, the duties of the office shall be performed by the Chair-Elect.~~

~~Should the Chair-Elect be unable to complete the term of office, the duties of the office shall be performed by the Vice-Chair.~~

~~Should the Trustee who serves by virtue of being the Past-Chair be unable to complete the term of office, the Board shall appoint a previous Past-Chair to serve as Trustee or, if there is none able or willing to serve, a qualified member of the Section to fill the vacancy.~~

~~Should the Secretary or Treasurer be unable to complete the term of office, the Board shall appoint either:~~

- ~~a. One of their number to perform the duties of Secretary or Treasurer for the balance of the term, or~~
- ~~b. A qualified member of the Section to fill the vacancy for the balance of the term.~~

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 Executive Director 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 Section Board of Trustees 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



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may be accomplished by a resolution supported by two-thirds of the Board.

ARTICLE XI — MEETINGS

- 11.1 The Section shall hold at least one ~~general 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 ~~general business~~ meeting shall be ~~fixed by the Board~~: at the annual conference.
- 11.2 Meetings of the Board shall be called by the Chair ~~on his or her own initiative~~ 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 five 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 Section's meetings and especially with those of the adjoining Sections.
- 11.6 The Section may, if deemed advisable by the Board, to 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 ~~Nebraska~~ League of Nebraska 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 ~~Section~~ 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 Governing Documents, Article XI, Section 11.7 will be followed.

ARTICLE XII — AMENDMENTS

- 12.1 Proposals for the amendment of these Bylaws may originate by a unanimous vote of the Section Governing Board or they may originate by the submission to the Secretary of a written petition signed by at least 10 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 ~~IX~~ 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 30 days in which to consider the proposed amendment prior to a vote upon it.

- 2: 12.2 Upon favorable action having been taken as to an amendment in the forgoing manner, the Secretary of the Section shall then submit same to the Executive Director of the American Water Works Association for approval or disapproval by the Association's Board of Directors. Upon notification by the ~~Executive Director of the Association's Secretary~~ that the amendment has been approved by the Board of Directors, it shall thereupon become effective.
- 3 ~~Personal pronouns referring to either the masculine or to the feminine gender in the Bylaws shall be considered interchangeable where applicable and as the context requires or permits.~~

ARTICLE XIII — DISSOLUTION

- 13.1 In case of the 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.
- 2: 13.2 The balance of the Section funds or property shall be disposed of by transfer and distribution of 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."
- 3: 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 individuals;
 - 13.3.3 No substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, and which 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 reason 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.