

Approved – Missouri Section Board 1/19/2000

## **THE BYLAWS OF THE MISSOURI SECTION, INC. OF THE AMERICAN WATER WORKS ASSOCIATION**

### **Article I - NAME**

The name of this organization shall be the Missouri Section, Inc. of the American Water Works Association (hereinafter the "Section"). The American Water Works Association shall hereinafter be referred to as the "Association".

### **Article II - OBJECTIVES**

The objectives of this Section shall be: to advance the knowledge of the design, construction, operation and management of water utilities; to consider and deal with the problems involved in the production and distribution of safe and adequate water supplies; to promote satisfactory relationships with the consuming public; to give proper consideration to and express opinions upon practices which will enable the water industry to render the best possible service to the public; to do those things necessary and proper for the accomplishment of the objectives herein set forth, all of which shall be consistent with the public interest, with the interest of the public water supply field, and with the AWWA Articles of Incorporation.

### **Article III - HEADQUARTERS AND OPERATIONS**

- 3.1 The headquarters of the Section shall be at the office of the Secretary-Treasurer of the Section, unless otherwise 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, and Governing Documents of the American Water Works Association and with these Bylaws.

### **Article IV - MEMBERSHIP**

- 4.1 The membership of the Section shall consist of those members of the American Water Works Association residing in or having principal business activity in the Missouri Section and those assigned to the Missouri Section by the Executive Director of the American Water Works Association.
- 4.2 The geographic boundaries of the Missouri Section are defined as the State of Missouri.

**Article V - ELIGIBILITY TO VOTE**

- 5.1 All members of the Section in good standing, except multi-section members, are eligible to vote.
- 4.2 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.
- 4.3 A vote of the membership may be solicited by the Section Board of Trustees using letter ballots. A quorum shall consist of the number of ballots returned in the prescribed time and results shall be determined by simple majority unless specified otherwise in these Bylaws. The Secretary-Treasurer shall employ a process to secure the eligibility of returned ballots without violating the secrecy of the ballot.

**Article VI - SECTION FINANCES**

- 6.1 Dues: Dues shall be assessed against members as required for membership in AWWA. The Section may, in accordance with the procedures defined in the Governing 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 a 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.
- 6.2 Fees: The Section reserves the right to collect fees for Section activities and events, as appropriate (e.g., registration fees for annual meetings, teleconferences, and other educational programs). Such fees will be established in accordance with these Bylaws, the Policies and Procedures of the Section, and the Governing Documents and Bylaws of the Association.
- 6.3 Financial Controls: All Section finances shall be managed in accord with these Bylaws, the Section's Policies and Procedures, the Bylaws and Governing Documents of the Association, and all applicable financial rules and regulations of the country and province or state in which the Section operates. The Section shall conduct, every third year, an independent audit of all Section finances. The independent audit shall be conducted by a qualified financial advisor who is neither an employee of the Section nor member of the Section Board of Trustees. In years not having an independent audit, the Section Audit Committee shall conduct an internal audit.

**Article VII - SECTION GOVERNANCE**

**7.1 Authority and Purpose of the Section Board of Trustees**

7.1.1 The Section Board of Trustees shall be entitled to govern the operation of the Section to not be inconsistent with the Articles of Incorporation, Bylaws, and Governing Documents of the Association.

**7.2 Members and Structure of the Section Board of Trustees**

7.2.1 The Section shall have a governing board consisting of a Chair, Vice-Chair, Chair-Elect, Past Chair, Director, six (6) Trustees, Secretary-Treasurer, and Assistant Secretary-Treasurer.

**7.3 Eligibility to Serve on Section Board of Trustees**

7.3.1 Any member of the Section, except a multi-section member, shall be eligible to hold elective office in the Section.

7.3.2 Two or more offices may not be held by the same individual.

**7.4 Nominations for Members of the Section Board of Trustees**

7.4.1 The Section shall conduct an appropriate nomination and election process for the following members of the Section Board of Trustees: Vice-Chair, Director, Trustees, Secretary-Treasurer, and Assistant Secretary-Treasurer. The Chair-Elect shall automatically succeed the Chair and the Vice-Chair shall automatically succeed the Chair-Elect.

7.4.2 The Director shall be nominated and elected in a manner consistent with Article III of the Bylaws of the Association. A Section Director Nominating Committee shall consist of the current Director (who shall be Director Nominating Committee Chair) and the two (2) most immediate available Past Directors. The Section Director Nominating Committee shall nominate at least one member for the office of Director.

7.4.3 For all elected positions other than Director, an Officer Nominating Committee shall consist of the immediate Past-Chair (who shall be Officer Nominating Committee Chair) and the next two (2) most immediate available Past-Chairs. The Officer Nominating Committee shall nominate at least one member for each office to be filled other than Director. It shall be the goal of the Officer Nomination Committee to attempt to achieve an equitable geographic distribution of the members of the Section Board of Trustees. The persons eligible for nomination to Vice-Chair, or higher, shall have or will have completed a term of office as Trustee, Secretary-Treasurer, or Assistant Secretary-Treasurer prior to being elected.

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- 6.3.4 Each nominating committee shall present the nominations to the Secretary-Treasurer not less than sixty (60) days prior to the first day of the next annual conference.
- 6.3.5 The Secretary-Treasurer shall announce the selections of each nominating committee to the membership not less than thirty (30) days prior to the first day of the Section's next annual conference. Announcement may be by publication in the Show-Me Newsletter or by separate mailing to each member.
- 6.3.6 Nominations may also be made by written petition or from the floor. Written petitions shall be signed by at least ten (10) members of the Section who are in good standing and submitted to the Secretary-Treasurer. Nominations from the floor must be endorsed by ten (10) members who are present.

**7.5 Election of Members of the Section Board of Trustees**

- 6.4.1 Members of the Section Board of Trustees will be elected during the annual business meeting of the Section. The voting shall be in accordance with these Bylaws and the Bylaws and Governing Documents of AWWA.
- 6.4.2 A quorum shall consist of the number of Section members, eligible to vote, attending the annual business meeting of the Section.
- 6.4.3 The Chair shall conduct elections by voice vote or by ballot. The winners shall be determined by simple majority, or by the person receiving the most votes.

**7.6 Terms of Office for Section Board of Trustees**

- 7.6.1 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.
- 7.6.2 The term of the Chair, Vice-Chair, Chair-Elect, Past Chair, Secretary-Treasurer, and Assistant Secretary-Treasurer shall be one (1) year. These terms shall commence following the turning over of the 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 gavel of office at the Annual Conference at which their term expires.
- 7.6.3 The term of office of a Trustee shall be three (3) years. There are six (6) Trustees with two (2) to be elected each year.
- 7.6.4 None of the officers shall succeed themselves in the same capacity except the Secretary-Treasurer and Assistant Secretary-Treasurer.

**7.7 Vacancies on Section Board of Trustees**

- 7.7.1 In the case of a vacancy in the office of the Director, a successor to serve for the remainder of the term shall be selected as prescribed in the Bylaws of the

American Water Works Association. The Section Chair or Secretary-Treasurer shall notify the Executive Director of the Association of such selection.

- 7.7.2 In the case of a vacancy in the office of the Chair, Vice-Chair, Chair-Elect, Trustee, Secretary-Treasurer, and Assistant Secretary-Treasurer, the Section Board of Trustees may appoint a suitable replacement to complete the term of the vacant position or nominate one or more qualified members and conduct a letter ballot of the Section membership per Article 5.3.

## **7.8 Duties of Section Board of Trustees**

- 6.7.1 The Section Board of Trustees shall be the governing body of the Section and shall have the power to act on behalf of the Section between annual meetings. All questions coming before the Board shall be decided by a majority vote at a duly called meeting. Any matter that requires action by the Section Board of Trustees at a time not conveniently related to a regular or called meeting shall be submitted to it for approval by letter ballot, e-mail, fax, or conference call and shall be decided by a majority vote. A majority of the elected Board shall constitute a quorum (seven (7) members, one (1) of which shall be the Chair, Vice-Chair or Chair-Elect).
- 6.7.2 The duties of the Chair shall be to supervise and coordinate all the affairs of the Section and preside at all meetings of the Section and of the Section Board of Trustees. The Chair shall appoint all Committee Chairs of the Section, except as may be otherwise specifically provided herein or directed by the Section Board of Trustees.
- 6.7.3 The Chair-Elect shall perform the duties of the Chair in the latter's absence, together with such other regular duties as may be assigned by the Chair or the Section Board of Trustees. The Chair-Elect shall serve as Chair of the Budget Committee and shall serve as a member of the Water Utility Council.
- 6.7.4 The Vice-Chair shall serve as Program Chair for the annual meeting held during their term and shall perform the duties of the Chair or Chair-Elect in their absence as well as such other regular duties as may be assigned by the Chair or the Section Board of Trustees.
- 6.7.5 The Secretary-Treasurer shall attend all meetings of the Section and of the Section Board of Trustees, duly recording the proceedings, and see that all monies due the Section are collected and promptly deposited to the credit of the Section in a depository which has been approved by the Section Board of Trustees. The Secretary-Treasurer shall perform all the duties laid down by the Bylaws of the American Water Works Association, and such other duties as the Section Board of Trustees may direct.
- 6.7.6 The Assistant Secretary-Treasurer shall perform the duties of the Secretary-Treasurer in their absence and such other duties as the Section Board of Trustees may direct and such duties as assigned by the Secretary-Treasurer relating to the Secretary-Treasurer's duties. The Assistant Secretary-Treasurer shall be responsible for the Section newsletter and other bulletins.

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- 6.7.7 The six (6) Trustees shall take part in all actions of the Section Board of Trustees, and each Trustee shall have equal voting power with that of every other member of the Section Board of Trustees. The Chair may assign each Trustee specific committee responsibility either as an ex-officio member or as a Chair of the committee to ensure liaison between the Board and the committee.
- 6.7.8 The Director shall be a member of the Section's Board of Trustees and 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. The Director shall represent each one of these bodies in the deliberations of the other and shall act to coordinate the unity of their actions. In the event the Director is unable to attend a given AWWA Board of Directors' meeting, an alternate may be sent as the Section's representative. The designated alternate shall be subject to all duties, responsibilities and restrictions of the elected Director as provided in these Bylaws and the Association's Governing Documents and shall be entitled to all privileges described therein for the meeting at which they serve as alternate. Alternates for Directors representing Sections shall be the most recent Past-Director available, except at the annual conference meeting when the Section may designate the Director-Elect as alternate in the year they are to assume the office of Director.
- 6.7.9 The Past Chair shall take part in all the actions of the Section Board of Trustees and shall have equal voting power with that of every other member of the Section Board of Trustees. The Past Chair shall be the Chair of the Officer Nominating Committee and may be assigned by the Chair specific committee responsibilities, either as an ex-officio member or as Chair of the committee.

**8. ARTICLE VIII - MEETINGS**

- 8.1 The Section Board of Trustees shall meet regularly to conduct the business of the Section. One meeting shall be at the time of the annual conference of the Section, one meeting at midyear, and at such times as the Chair or a majority of the Section Board of Trustees deems necessary.
- 8.2 The Section itself shall hold at least one business meeting a year to elect officers and conduct other business as may be necessary.
- 7.3 For the purpose of achieving the objectives of the Association and the Section, the Section is expected to hold an annual conference at which technical papers are presented and water supply industry issues are discussed. The location of such a conference is determined by the Section.
- 7.4 There shall be an effort to prevent the conflict of meeting dates with the meetings of other Sections and to encourage joint meetings with adjoining Sections.
- 7.5 Meetings shall be conducted generally in accordance with the latest edition of "Roberts Rules of Order".

**9. ARTICLE IX - COMMITTEES**

- 9.1 The Section Chair and/or Section Board of Trustees may establish committees to conduct Association and Section programs and business, and may dissolve committees.
- 9.2 Committees shall be established and shall convene in accordance with the Section policies and procedures as published in the Administrative Guidelines.

**10. ARTICLE X - ESTABLISHING DISTRICTS (SUBSECTIONS)**

- 10.1 For ease of organization, the Section Board of Trustees may divide the Section into subsections (districts) that are still governed by the Section Board of Trustees without the approval of the AWWA Board of Directors.

**11. ARTICLE XI - AMENDMENTS TO SECTION BYLAWS**

- 11.1 Amendments to these Bylaws may be proposed by either an affirmative vote of two-thirds of the members of the Section Board of Trustees, or by written petition signed by ten (10) percent of the eligible voting members of the Section. All such proposals shall be submitted to the Secretary-Treasurer, who will bring the proposal to the attention of the Section Board of Trustees.
- 11.2 These Bylaws may be amended at any annual business meeting of the Section by a majority vote of eligible voting members present at the meeting, provided however, that all members shall have written notice at least 30 days in advance in which to consider the proposed amendment(s) prior to voting upon it.
- 11.3 At the discretion of the Section Board of Trustees, the Bylaws may also be amended by a letter ballot, with an affirmative vote of a majority of the ballots returned by eligible voting members. All eligible voting members shall be provided a copy of the proposed amendment(s) with the mailed ballot, and shall be given at least 30 days to return the ballot.
- 11.4 If the amendment(s) are approved by the Section membership, the Secretary-Treasurer shall submit the amendment(s) to the Executive Director of the Association, for approval by the AWWA Board of Directors.
- 11.5 Corrections deemed insubstantial (grammar, punctuation) may be made at the discretion of the AWWA Board. The Section Board will be advised of these corrections and may call for a vote of the Section.
- 11.6 Amendment(s) shall be effective only after receiving notice from the AWWA Executive Director that the amendment(s) have been approved by the AWWA Board of Directors.

**12. ARTICLE XII - DISSOLUTION**

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- 12.1 In case of dissolution of the Section, such portions of the funds or property thereof in the hands of the Secretary-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.
- 12.2 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 an AWWA Section, hereinafter referred to as the "receiving organization."
- 12.3 The following shall be characteristics of the receiving organization:
1. that it be operated exclusively for scientific or educational purposes;
  2. that no part of the net earnings of which inures to the benefit of any private shareholders or individual;
  3. that no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation; and
  4. that it 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.
- The receiving organization would then qualify under the provisions of Section 501(c)(3) of the United States Internal Revenue Code, as they now exist or as they may hereafter be amended.
- 12.4 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.

**13. ARTICLE XIII - INDEMNIFICATION**

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