

BYLAWS OF THE ILLINOIS SECTION

OF THE

AMERICAN WATER WORKS ASSOCIATION

(As approved by the AWWA Board of Directors, June 8, 2014)

ARTICLE I NAME

This organization shall be known as the Illinois Section of the American Water Works Association.

ARTICLE II DEFINITIONS

- Section – The name of this organization shall be the Illinois Section of the American Water Works Association (hereinafter the “Section”).
- Association - The American Water Works Association shall hereinafter be referred to as the "Association."
- AWWA - The word AWWA shall refer to the combined Association and Section.
- Board - The word "Board" shall refer to the Illinois Section of the American Water Works Association Board of Trustees composed of the Officers and Trustees of the Section.
- Quorum - A quorum of the Board of Trustees shall be a simple majority of all eligible voting Board members.
- Plurality - The word "plurality" shall indicate the greatest number of votes received.
- Majority - The word "majority" shall indicate more than half.

ARTICLE III OBJECTIVE

The objective of the Section shall be to provide resources for the management and advocacy of safe and sustainable water and furtherance of objectives as noted in the Association articles of incorporation.

ARTICLE IV MEMBERSHIP

PART 1.

The membership of the Section shall consist of all members including multi-section members of the Association in good standing residing in or having principal business activity in the Illinois Section and those assigned to the Illinois Section by the Executive Director of the Association.

PART 2.

The geographic boundaries of the Illinois Section are defined as the State of Illinois.

PART 3.

Multi-section members are those members who elect to participate in more than one section. Multi-section members shall be permitted to vote and hold office, except for the office of District Trustee. Multi-section members may hold office in only one section at a time.

**ARTICLE V
HEADQUARTERS AND OPERATIONS**

PART 1.

The headquarters of the Section shall be at the office of the Executive Director, except when some other location may be specifically designated by the Board.

PART 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 Association and with these bylaws.

**ARTICLE VI
DISTRICTS**

PART 1.

The Section shall be subdivided into geographic districts, which have boundaries as determined from time to time by the Board and shall be numbered or named by them. The map showing the boundaries of the districts shall be included in the Illinois Section Standard Practices Manual.

PART 2.

The Board may formulate a guide for the formation, operation, and guidance of the districts and their Trustees. This guide shall be used as bylaws for organized districts. It shall encompass the form of district governments, district meetings, and liaison between the districts and the Board. It may also provide for ways of financing district activities and meetings and for reporting of district affairs to the Board and to the Section.

PART 3.

The Board may, by majority vote, determine the number of District Trustees representing each district.

**ARTICLE VII
OFFICERS AND EXECUTIVE BOARD**

PART 1. – Governing Body

The governing body of the Section shall be the Board of Trustees. The Board of Trustees consists of officers, trustees and director and shall govern the Section in such manner as to be consistent with the Articles of Incorporation, Bylaws, and Governing Documents of the Association.

PART 2. – Voting Members

The voting members of the Board shall consist of the Section officers, together with the District Trustees, who represent the Section districts as described in Article VI, Part 3 and the Trustee-at-Large, who represents the Section as a whole. In addition, any member of the Section serving as an officer of the Association shall be a voting member of the Board. Any member of the Section shall be eligible to hold office in the Section, except as noted for the office of District Trustee, Article IV, Part 3.

PART 3. - Officers

The officers shall consist of the Chair, Chair-Elect, Vice-Chair, Section Director, Secretary-Treasurer, the Executive Director, and the most recent available Past-Chair of the Section, each of whom must be a member in good standing of the Section. The Executive Director shall be ex-officio--a non-voting member of the Board.

PART4. - Terms of Office

Chair, Chair-Elect, Vice-Chair, Secretary Treasurer

The terms of office for the Chair, Chair-Elect, Vice-Chair, and Secretary-Treasurer shall be for approximately one year or until a successor is chosen. Terms of office for all members of the Board, except the Executive Director and Director, shall start at the close of the last session of the Section annual meeting at which they were elected, and shall terminate at the close of the last session of the Section annual meeting at the expiration of their terms.

Trustees

The term of office of the District Trustees and Trustee at Large shall be for two years.

Director and Executive Director

The term of office for the Director shall be three years or as provided for in the Bylaws of the Association. The Director term will commence at the close of the Association's Annual Conference.

The term of office for the Executive Director shall be as specified by contract, which shall include the starting date of the term. The person holding this office shall serve at the pleasure of the Board, unless otherwise stated in the contract.

PART 5. – Term Limits

5.1 Secretary-Treasurer and Executive Director

The Secretary-Treasurer and Executive Director shall not be limited in the number of terms that may be served in that office.

5.2 Trustees

District Trustees may serve a total of two terms in that office. The Trustee-at-Large may serve for two terms in that office. A person may not serve more than two terms of combined service as District Trustee and Trustee at Large.

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5.3 Director

The limit on the terms of office a Director may serve shall be as provided for in the Bylaws of the Association. All other officers shall serve for one term in any specific office. Any officer may be elected to a different office for which that person is eligible, and then be subject to the term limitations of that office.

5.4 Partial Terms

A person appointed to fill an office which has become vacant between elections shall not have that partial term count in determining eligibility for re-election to future terms. An appointed partial term alone shall not grant eligibility for another office for which the appointed office is a prerequisite.

**ARTICLE VIII
NOMINATIONS AND ELECTIONS**

PART 1. - Nominations

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

The Section Chair shall appoint The Chair of the Nominating Committee, typically the Immediate Past-Chair. The Nominating Committee Chair shall appoint his/her committee consisting of, two Past-Chairs of the Section, two Committee Chairs and two members of the Section who are not members of the Board, none of whom are to be considered as potential candidates.

At, or prior to, the Spring Board meeting the Nominating Committee Chair shall report to the Board the names of the members of the nominating committee. At or prior to the Fall Board meeting, the Nominating Committee Chair shall report to the Section Chair and the Secretary-Treasurer the name of at least one candidate for each office which will be open at the end of the next succeeding annual meeting.

PART 2. - Eligibility

The nominee for Chair shall be the current Chair-Elect. The nominee for Chair-Elect shall be the current Vice-Chair. If for any reason the current Chair-Elect is unwilling or unable to serve, the Board shall specify to the Nominating Committee the requirements which the nominee must meet. Nominees for Vice-Chair must be serving or have served an elected term as District Trustee, Trustee-at-Large, Secretary, Treasurer, or Secretary-Treasurer of the Section. Nominees for Director must be serving or have served as Chair of the Section. In the event that no Past-Chairs are available, the Committee must then select a person who is serving, or has served on the Section Board.

Multi-Section members may hold office in only one Section at a time. Two or more offices may not be held by the same individual.

PART 3. - Process

The voting process should be established and administered by the Section Board of Trustees in

accordance with these bylaws and the Bylaws and Governing Documents of the Association and include the following elements.

- a. There shall be a ballot system that establishes a system that tracks who voted, while maintaining an appropriate level of confidentiality.
- b. All members in good standing including multi-section members shall have the opportunity to vote.
- c. Balloting shall end at least thirty days (as determined by the postmark or date of email) before the opening of the annual Section meeting.
- d. There shall be adequate time from the time of receipt of ballots by the members until balloting is ended.
- e. Each ballot shall clearly state the nominees for each office and the office for which they are candidates, with an opportunity to write in another name for each office except Chair.
- f. Election shall be by a plurality of all votes cast for each office. In cases of a tie, the Board members shall be polled to select which of the tied candidates shall be chosen. A majority of the Board shall be required for election.
- g. District Trustees shall be elected by members of the respective districts. The location of employment, or for retired members, location of residency, shall be used to establish district membership/assignment.
- h. Trustee-at-Large shall be elected by the members in good standing and not represent a specific group of members. The Trustee-at-Large shall be a member in good standing.

Any voting procedure determined by the Board shall remain in effect until changed by the Board. The effective date of any change shall be at least one month before the nomination of candidates for the next regular election.

PART 4. – Vacant Offices

If the vacancy in an office occurs between annual meetings, the Chair shall appoint a member of the Section to fill such vacancy for the unexpired term of the office. The appointment shall be subject to confirmation by a majority vote of the Board.

If a vacancy in the office of Director occurs during a term, the Chair shall nominate one or two persons for election by a majority vote of the Board. Prerequisites as indicated in Part 2, this article, apply.

PART 5. – Removal of Board Members

The voting members of the Board may, by resolution passed by a majority of not less than two-thirds (2/3) of the votes of such members at a duly called meeting of the Board, remove any Board member or committee chair before the expiration of his or her period of office. A vacancy created by the removal of a Board member may be filled by the voting members at the meeting at which the Board member or committee chair is removed. If not so filled at that meeting, it may be filled by a quorum of Board members at a future meeting.

ARTICLE IX

DUTIES OF BOARD

The Board shall formulate a guide for Section Officers, District Trustees, and Trustee-at-Large, to be known as the Illinois Section Standard Practices Manual, detailing their duties and responsibilities, and containing a copy of the Section bylaws and any other information about the Section which the Board believes should be included. Any standard practice adopted by the Board shall remain in effect until changed by the Board. Each officer and Trustee, upon entering into an office, shall receive a copy of all, or pertinent sections, of the Standard Practices Manual.

The Director shall represent the section on the Board of Directors of the American Water Works Association, and shall act to work with the Chair and other members of the Section Board of Trustees to coordinate and unify the actions of both the Association and the Section.

ARTICLE X COMMITTEES

PART 1.

The Board shall have committees as needed to conduct the Association and Section programs and business. The Board shall govern such committees, as well as have the power to dissolve them when deemed necessary.

PART 2.

All committees shall act in accordance with policies and procedures in the Illinois Section Standard Practices Manual.

PART 3.

At the first meeting of the Board at the close of each annual meeting the Chair shall, with the consent of the Board, adopt a list of committees for that year. The Chair may, from time to time, appoint such additional standing and ad hoc committees which are required to properly conduct the business of the Section.

PART 4.

It shall be the duty of the Section Chair, with the consent of the Board, to charge each committee with a specific task consistent with goals and objectives expressed in the Section Strategic Plan.

ARTICLE XI MEETINGS OF THE SECTION

PART 1.- Business Meetings

The dates and place of each annual conference of the Section shall be fixed by the Board. The annual conference may include a business meeting to conduct such business of the Section as may be necessary, exhibits and technical sessions for the presentation and discussion of water industry

topics and issues. All business meetings shall be conducted according to the most recent edition of *Roberts' Rules of Order*.

PART 2. – Special Meetings

Special meetings of the Section may be called by the Board.

PART 3. - Notification

Each member shall be notified at least 30 days prior to any special or business meeting.. Method of notification shall be approved by the Board. The Executive Director shall attest to such notification.

PART 4. - Quorum

A quorum for the transaction of business at any business or special meeting of the Section shall be 50 members in good standing.

**ARTICLE XII
MEETINGS OF THE BOARD**

PART 1. - Board Meetings

The Board shall hold at least three meetings prior to the next annual conference of the Section. It may hold additional meetings as called by the Section Chair. At the request of two members of the Board, additional meetings shall be called by the Secretary-Treasurer at a reasonably convenient time and location.

PART 2. - Electronic Voting

Action on any matter may be taken by the Board by electronic means providing that all voting members of the Board are polled and that a majority of the Board shall indicate acceptance or rejection of the question.

PART 3. - Quorum

A quorum at any meeting of the Board shall be a majority of the eligible voting Board members. Decisions by the Board shall be by a majority vote of those participating.

**ARTICLE XIII
SECTION FINANCES**

PART 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 special dues assessment. The special assessment would

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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.

PART 2. - Fees

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.

PART 3.- Financial Controls

All section finances shall be managed in accordance with these bylaws, the section's policies and procedures, the Bylaws and Governing Documents of the Association, and all applicable state and federal financial rules and regulations. The section shall conduct an independent audit or review of all section finances every year. The audit or review shall be conducted by a Certified Public Accountant who is neither an employee of the section nor member of the governing body of the section.

**ARTICLE XIV
AMENDMENTS**

PART 1.

Amendments to these bylaws may be proposed by the Board or by any member of the Section in good standing. The amendments shall be submitted in writing to the Board, which shall determine if the amendments proposed are lawful and in accordance with the Bylaws, Governing Documents, and policies of the Association. After approval of proposed amendments by the Board, the members shall be notified of the proposed amendments through any means as directed by the Board.

In - person Voting

If the amendments are considered by the Section in an annual conference, special meeting, or other means, approval shall be upon the affirmative vote of two-thirds of the members in good standing participating.

Electronic Voting

At the discretion of the Section Board of Trustees, the bylaws may also be amended by a mailed or emailed ballot, with an affirmative vote of two-thirds of the ballots returned by eligible voting members. All eligible voting members shall be provided a copy of the proposed amendment(s) with the ballot, and shall be given at least 30 days to respond.

PART 2.

The proposed amendments approved, as provided in Part 1, shall become effective upon approval of the Board of Directors of the Association, as provided in the Bylaws and Governing Documents of the Association.

**ARTICLE XV
DISSOLUTION**

PART 1. – Revenue from Dues

In case of dissolution of the Section, such portions of the funds or property thereof in the hands of the Executive Director and the Secretary-Treasurer, as may have been derived from the general funds of the Association, shall be returned to the Association.

PART 2. – Non Dues Revenue

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." The receiving organization shall: be one operated exclusively for scientific or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholders or individual, 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 distribution 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 Internal Revenue Code, as they now exist or as they may hereafter be amended. Such receiving organization is to be selected by vote of the majority of the members of the Section at a meeting called for the purpose, or if for any reason such disposition cannot be affected, 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 XVI
INDEMNIFICATION**

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