

BYLAWS OF THE  
OHIO SECTION OF THE  
AMERICAN WATER WORKS ASSOCIATION

(As approved by the AWWA Board of Directors, June 12, 2005)

ARTICLE I

NAME

- 1.1 The name of this organization shall be the Ohio Section of the American Water Works Association (hereinafter the "Section.") The American Water Works Association shall hereinafter be referred to as the "Association."
- 1.2 The Ohio Section shall be further divided into Districts that are geographically distinct so as to better serve the local needs of its members. The number and boundaries of these Districts shall be determined by majority vote of the Section Governing Board.

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 Association Articles of Incorporation.

ARTICLE III

HEADQUARTERS AND OPERATIONS

- 3.1 The headquarters of the Section shall be at the office of the professional services provider, or in the absence of such staff, at the office/home of the Section Secretary, unless otherwise 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 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 Ohio Section and those assigned to the Ohio Section by the Executive Director of the Association.
- 4.2 The geographic boundaries of the Ohio Section are defined as the State of Ohio.

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 Governing Board 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 Governing Board requires a vote of the Section membership.
- 5.3 District members in good standing may vote on the affairs of their respective District.

ARTICLE VI

SECTION FINANCES

- 6.1 Dues shall be assessed against members as required for membership in the Association. The Section may, in accordance with the procedures defined in the Governing Documents and established guidelines of the Association, 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 Association objectives and policies. Once approved, changes in a Section assessment can be authorized by a vote of the Governing Board for submission to and approval by the Association Board of Directors.
- 6.2 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 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 Finance and Audit Committee shall perform an internal audit of the Section's finances annually, and an external audit shall be conducted at least once every three years or more often, if directed by the Governing Board. The external audit shall be conducted by a qualified financial advisor who is neither an employee of the Section nor a member of the Governing Board.

ARTICLE VII

SECTION GOVERNANCE

- 7.1 Authority and Purpose of the Section Governing Board**

- 7.1.1 The Ohio Section is autonomous from the Association and is administered by the Section Governing Board. The Section Governing Board has the primary responsibility of operating the Ohio Section in a manner that supports the bylaws, objectives, policies, and procedures of the Section and in such a manner so as to not be inconsistent with the Articles of Incorporation, Bylaws, and Governing Documents of the Association.
- 7.1.2 The Governing Board has the authority to create, govern, and dissolve Districts, Committees, and such working groups that may be formed for the benefit of the Section and its members.
- 7.1.3 The Ohio Section shall be considered as divided into such Districts as the Governing Board may determine. The boundaries of the Districts may be established or altered by majority vote of the Governing Board to best meet the needs of the members living therein.

## **7.2 Members and Structure of the Governing Board**

- 7.2.1 The Section shall have a Governing Board consisting of a Chair, Vice-Chair, Director, four or more Trustees, and such officers and members as deemed necessary for the proper functioning of the Section. Any Ohio Section member serving as an officer of the Association shall, for the duration of their term, be considered as a member of the Section Governing Board and shall have full rights and privileges as a Board member.
- 7.2.2 The Governing Board shall also include a Secretary and a Treasurer, who shall be elected by the members and shall have full rights and privileges as a Board member. The Governing Board shall also have an Assistant Secretary and an Assistant Treasurer, who shall be appointed by the Governing Board and who shall serve as non-voting members.

## **7.3 Eligibility to Serve on Governing Board**

- 7.3.1 Any member of the Section, who has been a member for at least one year, except a multi-section member, shall be eligible to hold elective office in the Section.
- 7.3.2 Two or more Section offices may not be held by the same individual.

## **7.4 Nominations for Members of the Governing Board**

- 7.4.1 The Section shall conduct an appropriate nomination and election process for the following members of the Governing Board: Director, Vice-Chair, Trustee(s), Secretary, and Treasurer.
- 7.4.2 The Director shall be nominated and elected in a manner consistent with Article III of the Bylaws of the Association. No Director may succeed him or herself.
- 7.4.3 A Nominating Committee shall be appointed by the Governing Board for all elected positions. The Nominating Committee should consist of a minimum of three members that the Governing Board deems appropriate, based on knowledge of and experience in the Section.
- 7.4.4 The Nominating Committee shall notify the Governing Board of its nominations for Trustee(s), Vice-Chair, Director, Secretary, and Treasurer no later than 120 days prior to the Section Annual Conference. With the concurrence of the Governing Board, the Secretary will announce the nominee(s) to the membership in the next available Section Newsletter or mailing.

## **7.5 Election of Members of the Governing Board**

Ohio Section Bylaws

7.5.1 All members of the Section in good standing, with the exception of multi-section members, are eligible to vote in an election for members of the Governing Board.

7.5.2 Members of the Governing Board may be elected either during the annual business meeting of the Section or, if approved by the Governing Board, by letter ballot. The voting process should be established and administered by the Governing Board in accordance with these bylaws and the Bylaws and Governing Documents of the Association. Further nominations may be from the floor, providing that the nomination(s) for additional candidates be submitted in writing to the Secretary at least thirty (30) days prior to the Section's Annual Conference. Elections shall be by vote of the members present and shall be determined by simple majority.

**7.6 Terms of Office for Governing Board**

7.6.1 The Director shall be elected for a term of three years or as otherwise required by the Bylaws of the Association. The Director's term will commence at the next scheduled meeting of the Association Board of Directors during the Association's Annual Conference after the Director is elected by the Section.

7.6.2 The term of the Chair and Vice-Chair shall be one (1) year each. These terms shall commence following the turning over of the gavel of office during the Section annual meeting/conference at which they are elected or succeed to office, and shall terminate at the turning over of the gavel of office of the Section annual conference at which their term expires. The Vice-Chair shall automatically succeed to the office of Chair at the Section annual conference.

7.6.3 The term of office of a trustee shall be three (3) years. There shall be one trustee from each District, and at-large trustees in a number to be determined by the Governing Board.

7.6.4 The terms of Secretary and Treasurer shall each be three (3) years. The terms of the Assistant Secretary and Assistant Treasurer shall be determined by the Governing Board.

7.6.5 Each Governing Board member, except the Assistant Secretary and Assistant Treasurer, shall have equal voting rights on all questions.

7.6.6 When changing from one Governing Board structure to another, the terms and composition of the Governing Board during the transition phase shall be determined by majority vote of the Governing Board.

**7.7 Vacancies on the Governing Board**

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 by the members of such Section as prescribed in the bylaws of the Section or shall be appointed by the Governing Board. The Section Chair or Secretary 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, the Vice-Chair shall succeed to the office of Chair for the duration of the term, and then serve their originally scheduled term.

7.7.3 In the case of a vacancy in the offices of Trustee, Secretary, or Treasurer, the Governing Board shall appoint a suitable replacement to complete the term of the vacant position.

**7.8 Duties of Governing Board**

- 7.8.1 With the exception of the Director, the duties for all other members of the Governing Board should be established by the Governing Board and listed in the Operating Manual of the Section.
- 7.8.2 The Director shall represent the Section on the Board of Directors of the Association, and shall act to work with the Chair and other members of the Governing Board to coordinate and unify the actions of both the Association and the Section.

## ARTICLE VIII

### MEETINGS

- 8.1 The Governing Board shall meet a minimum of five (5) times each year. These meetings shall be in person or via electronic devices with adequate notification to further the business of the Section.
- 8.2 The Section shall hold at least one business meeting each year to elect officers and to conduct other business as may be necessary.
- 8.3 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 the annual conference is determined by the Section.
- 8.4 A quorum of the Governing Board shall consist of a majority of Board members.
- 8.5 All meetings shall be conducted according to the latest edition of "Roberts' Rules of Order."

## ARTICLE IX

### COMMITTEES

- 9.1 The Section may establish and dissolve committees as deemed necessary to conduct Association and Section programs and business.
- 9.2 Committees shall be established and shall convene in accordance with the Section policies and procedures. All committee meetings should be conducted generally in accordance with the latest edition of "Roberts' Rules of Order."

## ARTICLE X

### ESTABLISHING DISTRICTS (SUBSECTIONS)

- 10.1 The Ohio Section shall be further divided into Districts that are geographically distinct so as to better serve the local needs of its members. The number and boundaries of these Districts

shall be determined by majority vote of the Section Governing Board. Districts so established shall be governed by the Governing Board and shall not require the approval of the Association Board of Directors.

## ARTICLE XI

### AMENDMENTS TO SECTION BYLAWS

- 11.1 Amendments to these bylaws may be proposed by either an affirmative vote of a majority of members of the Governing Board, or by written petition signed by seventy-five (75) eligible voting members of the Section. All such proposals shall be submitted to the Secretary, who will bring the proposal to the attention of the Governing Board.
- 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.
- 11.3 At the discretion of the Governing Board, the bylaws may also be amended by a mailed ballot, with an affirmative majority vote 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 shall submit the amendment(s) to the Executive Director of the Association for approval by the Association Board of Directors.
- 11.5 Corrections deemed insubstantial (grammar, punctuation) may be made at the discretion of the Association Board of Directors. 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 Association Executive Director that the amendment(s) have been approved by the Association Board of Directors.

## ARTICLE XII

### DISSOLUTION

- 12.1 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.
- 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 characteristic of the receiving organization:
- ✍ that it be operated exclusively for scientific or educational purposes;

- ✍ that no part of the net earnings of which inures to the benefit of any private shareholders or individual;
- ✍ that no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation; and
- ✍ that it does not participate in, nor 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.

### ARTICLE XIII

#### INDEMNIFICATION

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

7/26/05