

BYLAWS
ROCKY MOUNTAIN SECTION OF THE
AMERICAN WATER WORKS ASSOCIATION

(as approved by the Association Executive Committee on June 11, 2020 and
RMSAWWA members on December 2, 2020)

ARTICLE I – NAME

The name of this organization shall be the Rocky Mountain Section of the American Water Works Association (hereinafter referred to as the Section). American Water Works Association may hereinafter be referred to as “AWWA” or the “Association.”

ARTICLE II – OBJECTIVES

The objectives of the 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 the Section shall be at the office of the Secretary of the Section, unless otherwise designated by the Section’s Board of Trustees.
- 3.2 These bylaws and all other matters pertaining to the operation of the Section shall be construed to be consistent with the Articles of Incorporation, Bylaws, and Board Policy Manual of the American Water Works Association and the Affiliation Agreement entered into between the Section and 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 the Section shall consist of those Members of AWWA in good standing who reside in or have principal business activity in the geographic boundaries of the Section, including Members with primary membership in another Section (multi-Section Members) and those assigned to the Section by the Chief Executive Officer of AWWA (hereinafter, “Members”).
- 4.2 The geographic boundaries of the Section are defined as the States of Colorado, New Mexico, and Wyoming.

ARTICLE V – VOTING BY MEMBERS

- 5.1** All Members of the Section in good standing, including multi-Section Members, are eligible to vote. Each Member shall have one vote.
- 5.2.1** Occasions where a vote of the membership is required include: the election of Section officers and/or other members of the 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 any other event for which the Board of Trustees, by resolution, requires a vote of the Section membership.
- 5.2.2** 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 written notice was delivered to all such Members at least ten (10) days before the date of the meeting (a “Fully Noticed Meeting”).
- 5.3** 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.
- 5.4** Notification to Members. On occasions where a vote of the membership is required, information required for voting may be distributed by mail, Section publication, or electronic transmission.
- 5.6** Voting may be conducted by electronic or mail ballot as determined by the Board of Trustees.

ARTICLE VI – SECTION FINANCES

- 6.1** Dues shall be assessed against Members as required for membership in AWWA. The Section may, in accordance with the procedures defined in the AWWA Documents as well as any other guidelines established by AWWA, apply for permission to levy a Section dues assessment, which shall be in addition to, and not a substitute for, AWWA membership dues. Any Section dues assessment shall 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 the objectives in Article II. Once approved, changes in a Section dues assessment can be authorized by a vote of the Board of Trustees for submission to and approval by the AWWA Executive Committee. Only the Association can determine and collect dues and assessments.
- 6.2** The Section reserves the right to collect fees for Section activities and events, as appropriate (e.g., registration fees for annual meetings and other educational programs). Such fees will be established in accordance with these bylaws, the policies and procedures of the Section, and the AWWA Documents.

- 6.3 The Section's finances shall be managed in accordance with the AWWA Documents, the Section's policies and procedures other guidelines, and all applicable financial laws, rules and regulations of the country and states in which the Section operates.
- 6.4 The Section shall conduct a financial audit or review no less than once every three years. A copy of the audited or reviewed financial Statement shall be provided to AWWA. The audit or review shall be conducted by a qualified accountant 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.

ARTICLE VII – SECTION GOVERNANCE

7.1 Authority and Purpose of the Board of Trustees

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, the AWWA Documents, or these bylaws.

7.2 Members and Structure of the Board of Trustees

- 7.2.1 The Section shall be governed by its Board of Trustees, consisting of a chair, chair-elect, secretary, treasurer, past chair, AWWA Director, and trustees.
- 7.2.2 The officers of the Section shall be the chair, chair-elect, AWWA Director, treasurer, and Executive Director
- 7.2.3 The positions of secretary and treasurer may be two separate offices or a combined office of secretary-treasurer and may be elected by members. The separate office of secretary may be appointed by the Board of Trustees. Unless appointed to fill the vacancy of a voting member position, appointed officers shall be non-voting officers.
- 7.2.4 The Board of Trustees shall not exceed voting 14 members.

7.3 Eligibility to Serve on Board of Trustees

- 7.3.1 Any Member of the Section, including a Member who is also a member of another AWWA Section, shall be eligible to hold elective office in the Section.
- 7.3.2 Multi-Section members may hold office in only one Section at a time.
- 7.3.3 Two or more offices may not be held by the same individual, with the exception of the combined office of secretary- treasurer.

7.4 Nominations for Members of the Board of Trustees

7.4.1 Nominating Committee

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The Nominating Committee shall be composed of up to five (5) Section members to include the Chair-Elect, a Past Chair, and three other members. The three other members shall be selected in accordance with the Section Guidelines and shall be appointed by the Chair of the Board of Trustees with the approval of the Board. The Past Chair shall serve as the chairman of the committee. During years in which the AWWA Director is nominated, members of the Nominating Committee who wish to be considered for Director shall not serve on the committee. Vacancies shall be filled by the Nominating Committee.

7.4.2 Nominations for Members of the Board of Trustees

The Nominating Committee shall select duly qualified individuals in accordance with these bylaws and Section Guidelines. The Nominating Committee shall report to the Chair a nomination for each open position at least seventy-five (75) days before the date of the next Annual Section Conference. The Chair shall notify the Section membership of the nominations at least sixty (60) days before the date of the next Annual Section Conference.

Additional nominations may also be made up to forty-five (45) days before the next Annual Section Meeting by written petition to the Chair, signed by at least five (5) Section members.

- 7.4.3 The AWWA Director nominee shall be selected the year prior to the Association Annual Conference and Exposition at which the position is filled by the new AWWA Director.

7.5 Election of Members of the Board of Trustees

- 7.5.1 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.

- 7.5.2 In the event there are no nominations other than those submitted by the Nominating Committee, election may be by voice vote or by acclamation.

- 7.5.3 If there are multiple nominees for any particular office, the Chair shall prepare a ballot and notify Section members at least thirty (30) days before the date of the next annual Section meeting with voting instructions. Voting shall be by ballot. Election shall be by plurality. 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. In case of a tie, the present Chair, Chair-Elect, and Treasurer shall, by majority vote, decide which of the candidates shall be declared elected.

7.6 Terms of Office for Section Board of Trustees

- 7.6.1 The AWWA Director shall be elected for a term of three years or as otherwise required by the Bylaws of the Association.

- 7.6.2 The terms of office shall begin at the close of the Annual Section Conference at which they are elected. The members of the Board of Trustees shall serve the following terms of office or until their successors are elected.

Chair: One (1) year

Chair-Elect: One (1) year

Elected Secretary and Treasurer or Secretary-Treasurer: Two (2) years; or

Appointed Secretary: No term limit (non-voting position)

Past Chair: One (1) year

AWWA Director: Three (3) years

Trustees: Four (4) years. Two (2) trustees shall be elected each year.

- 7.6.3 The elected members of the Board of Trustees may serve two consecutive terms of office. After a break of one full term, eligibility to serve is restored.

7.7 Vacancies and Removal

- 7.7.1. In the case of a vacancy in the office of AWWA Director, the Board of Trustees shall fill the vacancy for the unexpired term. The Section secretary shall notify the Chief Executive Officer of the Association of such selection.
- 7.7.2. In the case of a vacancy in any office or trustee position, the Board of Trustees shall fill the vacancy for the unexpired term.
- 7.7.3. The Board of Trustees may vote to remove, with or without cause, any officer or Trustee by a two-thirds vote at any Board meeting as long as ten days' notice of a vote to remove has been given.

7.8 Duties of Board of Trustees

The Board of Trustees shall set policy for the Section. All questions coming before the Board of Trustees shall be decided by a majority vote of the Board members who are present and voting. The duties of each office shall be as set forth in the Bylaws or in the Section Guidelines.

- 7.8.1 The chair shall have general supervision of the affairs of the Section, subject to the direction of the Board of Trustees. The chair shall preside over all meetings of members and of the Board of Trustees. The chair shall perform other such duties that would ordinarily be incident to the office of president, subject to the authority granted by the Board of Trustees.
- 7.8.2 The chair-elect shall assist the chair in assigned duties and shall act in the chair's stead when required. The chair-elect shall serve on such committees as he/she may be assigned.
- 7.8.3 The past chair shall assist the chair and chair-elect in the performance of their duties and shall act in any of the other officer positions when assigned by the Board of Trustees.
- 7.8.4 The treasurer shall give general oversight to the management of Section funds; present a proposed budget annually to the Board of Trustees; present a financial report, to the Board of Trustees at each meeting and at other times when requested by the Chair or the Board of Trustees; and oversee and make recommendations to the Board of Trustees on the investments of the Section.
- 7.8.5 The secretary shall see that notices are given and records and reports are kept properly and filed by the Section as required by law; and, in general, shall perform all duties incident to the office of secretary of a corporation.

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- 7.8.6 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.
- 7.8.7 The non-officer trustees shall assist the chair and the chair-elect in the performance of their duties and shall act in any other officer positions when delegated by the Board of Trustees. The trustees shall serve on committees as liaisons or full members, as they may be assigned by the Chair or the Board of Trustees.

7.9 Meetings of the Board of Trustees

- 7.9.1 The Board of Trustees shall meet at least twice a year to conduct the business of the Section and may meet during the year at the call of the Chair or by written request of three board members.
- 7.9.2 The quorum shall be seven voting members.
- 7.9.3 Board meetings may be held in person, by conference call, by web conference, or by any other type of electronic media that permits simultaneous communication. Voting at any meeting may be by electronic voting such as but not limited to email or text messaging.
- 7.9.4 When the Board of Trustees meets in person, board members may call in to the meeting and such board member shall be deemed to be present and count in the quorum. No proxy voting shall be permitted.
- 7.9.5 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.
- 7.9.6 Voting may be conducted in a meeting by electronic voting according to rules adopted by the Board of Trustees.
- 7.9.7 Notice of meetings shall be given electronically five days in advance of the meeting. If a meeting calendar is adopted by the Board of Trustees, notice is not required for these meetings.

ARTICLE VIII – MEETINGS OF MEMBERS

- 8.1 The Section shall hold an annual business meeting to elect officers and conduct other business as may be necessary.

- 8.2. Quorum for an annual business meeting or a special meeting of the Section shall be twenty-five members.
- 8.3. For the purpose of achieving the objectives of the Association and the Section, the Section may hold an annual conference at which technical papers are presented and water industry issues are discussed. The location of such a conference is determined by the Board of Trustees and may be held in conjunction with the annual business meeting.
- 8.4. Special meetings may be called by the Chair of the Section, the Board of Trustees, or twenty Members.
- 8.5. Notice of the annual meeting shall be sent to all members at least thirty days in advance of the meeting.
- 8.6. Notice of special meetings shall be sent to all members at least fifteen days in advance of the meeting.

ARTICLE IX – COMMITTEES

- 9.1 The Section may establish committees to conduct or manage Section programs and business.
- 9.2 The Board of Trustees has the authority to create and dissolve committees within the organization. The Chair shall appoint the chairs of committees with the approval of the Board of Trustees.
- 9.3 The Governing Documents Committee shall be a standing committee. The committee's duties are to review all governing documents annually to ensure they are internally consistent and in compliance with AWWA documents. Proposed amendments to the bylaws other than those required by AWWA shall be submitted to the committee before they are presented to the Members for a vote.

ARTICLE X – ESTABLISHING SUBDIVISIONS

- 10.1 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 XI – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Section in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any rules the Section or AWWA may adopt.

ARTICLE XII – AMENDMENTS TO BYLAWS

- 12.1 Amendments to these Bylaws may be proposed by the Board of Trustees or by written petition signed by ten Members. All such proposals shall be submitted to the secretary who will forward the proposal to the governing documents committee. All proposed bylaws amendments shall be reviewed and corrected for consistency with Section and AWWA

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documents. The committee shall make a recommendation for adoption or rejection of the proposed amendments to the Members.

- 12.2 The secretary shall then submit the proposed bylaws amendments for approval by the AWWA Executive Committee.
- 12.3 Following approval by the AWWA Executive Committee, any such amendment to the bylaws may be considered at the next annual business meeting of the Section by a majority vote of Members present and voting.
- 12.4 At the discretion of the Board of Trustees, the Bylaws may also be amended by a mailed or electronic 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.
- 12.5 Grammar, punctuation, and spelling corrections may be made at the discretion of the Chief Executive Officer of the Association. The Board of Trustees will be advised of these corrections, but no additional vote of members shall be required for their approval.
- 12.6 Amendment(s) shall be effective only after having been approved by the AWWA Executive Committee and by Section Members. Amendments that are adopted by the Members but are not approved by the AWWA Executive Committee shall not take effect.
- 12.7 Amendments required by AWWA shall be adopted by the Board of Trustees after review by the governing documents committee.

ARTICLE XIII – EXECUTIVE DIRECTOR

- 13.1 The Section may elect to hire an Executive Director who will be employed by and report to the Section Board of Trustees and shall be under the general supervision of the Chair of the Section.
- 13.2 The Executive Director is responsible for the day-to-day management of the Section in accordance with the Sections Policies and Procedures.

ARTICLE XIV – DISSOLUTION

- 14.1 In case of dissolution of the Section, all funds or property that may have been derived from the general funds of the Association shall be returned to the Association.
- 14.2 Any remaining balance of 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 an AWWA Section (hereinafter referred to as the "receiving organization.")
- 14.3 The receiving organization(s) shall be selected by vote of the majority of the Section Members present in person or by proxy at a meeting of the Section 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.

- 14.4 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, 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.

ARTICLE XV – INDEMNIFICATION

- 15.1 Indemnification of officers and non-officer trustees of the Section is provided by the Association as described in the Association Bylaws, Article VI, Section 6.01.