

**BYLAWS OF THE MONTANA SECTION OF THE
AMERICAN WATER WORKS ASSOCIATION**

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

**ARTICLE I
NAME**

The name of the Corporation shall be The Montana Section of the American Water Works Association (AWWA). The word "Section" hereinafter used shall refer to this Corporation. The word "Association" shall refer to the American Water Works Association.

**ARTICLE II
OBJECTIVES**

As a Section of the American Water Works Association, the objectives of the Section are to further the dissemination of information and the advancement of knowledge in the areas of design, construction, operation, and management of utilities rendering water service to the public and to further the study, experimentation and research, and the publication of the results thereof, in the areas of water distribution, water purification, conservation and development of water resources, and water utility management, together with the usual related activities of a scientific and educational society, all with the aim of improving water service to the public, as noted in the AWWA Articles of Incorporation .

**ARTICLE III
PRINCIPAL OFFICE**

The principal office of the Section shall be at the office of the Executive Secretary or at any other location as may be designated by the Board of Directors.

**ARTICLE IV
MEMBERSHIP**

The membership of the Section shall consist of those members of the Association residing in or having their principal place of business in the State of Montana, multi-section members, and those members of the Association assigned to the Section by the Executive Director of the Association.

**ARTICLE V
DUES**

The dues for membership in the Section shall be those required by the Association, as set forth in the Official Documents of the Association.

ARTICLE VI
OFFICERS AND GOVERNING BOARD OF TRUSTEES

Section 1. Subject to the limits in the Articles of Incorporation, the governing body of the Section shall be a Board of Trustees hereinafter called the "Board." All members of the Section in good standing are eligible to serve on the Board, including multi-section members. Multi-section members may hold office in only one section at a time.

Section 2. The Board shall consist of the following seven (7) Board Members, each of whom shall also serve as an Officer of the Corporation in the designated capacity: the Chair, the Vice-Chair, the Secretary-Treasurer, a (1) Senior Trustee, a (1) Junior Trustee, the last living Past-Chair, and an AWWA Director who shall represent the Section on the Board of the Association. Two or more offices may not be held by the same individual, with the exception of the office of secretary/treasurer. Each of the Board Members shall have full voting powers. The Vice-Chair shall have previously served on the Board for a minimum of two years. The following titles have the same meaning as the corresponding terms have under the Montana Nonprofit Corporation Act, Montana Code Annotated, Title 35, Chapter 2 (the "Act"): 1) "Board Member" or "Trustee" as used in these bylaws have the same meaning as "Director" in the Act; and 2) "Chair" as used in these bylaws has the same meaning as "President" in the Act.

Section 3. The officers of the Section shall execute its business in accordance with the Articles of Incorporation and Bylaws (also referred to as the "Official Documents") of the Section and the Official Documents of the Association.

Section 4. The terms of office for the Chair and vice-Chair shall be for one year or until a qualified successor is chosen according to these bylaws. The term of office for the AWWA Director shall be as provided for in the Official Documents of the Association (normally three years). The term of office for the Senior Trustee and Junior Trustee shall be for one year, or until a qualified successor is chosen according to these bylaws. The Junior Trustee shall be elected at each Annual Meeting of the Section. No member of the Board, except the Secretary-Treasurer, shall succeed himself or herself in the same office. However, this provision shall not apply where a Board member is completing an unexpired term on the Board. Every two years at the annual meeting, the Board shall appoint the Secretary-Treasurer for a term of two years or until a qualified successor is chosen according to these bylaws.

Section 5. A quorum of the Board shall consist of five (5) members.

Section 6. The Chair of the Section shall be Chair of the Board. The Vice-Chair, Secretary-Treasurer, AWWA Director, Senior Trustee, Junior Trustee, and Past-Chair shall likewise act on the Board in their designated capacities.

Section 7. Meetings of the Board shall be called by the Chair on his or her own initiative or upon petition of any three Board members. Each year, there shall be at least one meeting of the Board. This meeting shall be conducted at the annual MSAWWA/MWEA Joint Conference prior to the MSAWWA/MWEA Annual Membership Section Meeting. In addition, special meetings of the Board may be called, and may be conducted by telephone, at such other times as the Chair directs or as may be called by petition of the Board Members. Notice of all regular and special meetings of the Board shall be given to all Board Members.

Section 8. The Board shall have general supervision over all the affairs of the Section and shall be its representative in all matters except as these duties may be specifically delegated by the Board or as otherwise provided by the Articles of Incorporation or these bylaws. The Board shall, as needed, adopt and enforce regulations concerning the affairs of the Section, consistent with the Articles of Incorporation, these bylaws, the Official Documents of the Association, and applicable law, and may amend such regulations as may be necessary or appropriate.

Section 9. In the event of a vacancy among the elected Board members or Officers of the Corporation arising between annual meetings of the Section, the Board may nominate one or more qualified members of the Section for the Board position and conduct a letter ballot of all Section members who are eligible to vote, or may, at the discretion of the Board, select and appoint a qualified member of the Section to fill the vacancy for the remainder of the unexpired term. A vacancy in the office of Secretary-Treasurer shall be filled by appointment by the Board. A vacancy in the office of AWWA Director shall be filled as provided by the Official Documents of the Association.

Section 10. A Board Member may be removed from office if the Board member fails to carry out the responsibilities of the elected or appointed office or at the discretion of the Board as so determined by the Board. Removal may be accomplished by a majority vote of the Board or a formal letter of resignation from the Board Member in question. The majority vote may include the vote of the member in question.

Section 11. Board Members and Officers shall receive no salary from the Section for their services, but may be reimbursed for their expenses for attendance at Board meetings and for other reasonable expenses and costs incurred by them in performing their corporate functions. Nothing herein contained shall be construed to prevent any Board Member, AWWA Director, or Officer from receiving compensation for services to the Section rendered in a capacity other than as Board Member, AWWA Director, or Officer.

ARTICLE VII DUTIES OF OFFICERS

Section 1. The Chair shall, subject to the control of the Board, direct, supervise, and coordinate the affairs of the Section in a manner consistent with these Official Documents. Subject to the control of the Board, the Chair shall be the chief executive officer of the Section and shall preside at meetings of the Section and the Board. The Chair may appoint all committees of the Section, except as may be otherwise specifically provided by the Section's Board or the Association's Board.

Section 2. In the absence of the Chair, the Vice-Chair shall temporarily perform the duties of the Chair. At the end of the term of office of the Chair, or in the event the office of Chair becomes vacant, the Vice-Chair shall automatically succeed to the office of Chair for the completion of the unexpired term, which partial term shall not disqualify the Vice-Chair from serving in any other Board or officer position or term as may be otherwise provided by these bylaws or the Official Documents of the Association.

Section 3. The Secretary-Treasurer shall attend all meetings of the Section and of the Board, duly recording the proceedings thereof. The Secretary-Treasurer shall carry on or delegate to

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the Executive Secretary such correspondence as shall be necessary in the conduct of the business of the Section and shall delegate financial responsibility of all funds to the Executive Secretary. The Secretary-Treasurer shall perform a monthly audit of all expenditures, accounts, and financial statements held by the Section. The Secretary-Treasurer may delegate any duties it deems appropriate to the Executive Secretary.

Section 4. The Past-Chair shall perform duties as designated by the Board and shall act as advisor to the other officers. In the event of the absence of the Chair and Vice-Chair, the Past-Chair shall temporarily act as Chair.

Section 5. The AWWA Director, as a member of the Board of the Section and of the Board of the Association, shall represent each of these bodies in the deliberations of the other and shall act to coordinate and unify their actions.

Section 6. The Senior and Junior Trustees shall perform all duties designated to them by the Board and by these Official Documents. They shall familiarize themselves with all actions of the Board and duties of the Section officers.

ARTICLE VIII
DUTIES OF EXECUTIVE SECRETARY

Section 1. There shall be an Executive Secretary of the Section. The Executive Secretary shall not hold an official Board Member position. The Executive Secretary may be assisted by one or more staff members as determined necessary by the Board. The Executive Secretary shall be the chief staff officer of the corporation and shall have full power to conduct, manage, and direct the affairs of the Section within the policies established by the Board of Directors. The Executive Secretary will also assist the Board in carrying out the policies, programs, orders, and resolutions of the Board.

Section 2. The Executive Secretary shall be appointed by the Section Board and shall serve under the general supervision of the Section Chair and Section Secretary-Treasurer. The Executive Secretary shall perform the duties outlined hereafter and any other duties as agreed upon with the Board.

- a. Attend all meetings of the Section and of the Board.
- b. Duly record the proceedings and votes of all such meetings.
- c. Prepare and submit reports on Section activities to the Section Board.
- d. Assist all Section committees in the implementation of their programs.
- e. Coordinate with the Board any correspondence necessary for the conduct of the Section's business.
- f. Maintain custody of the corporate funds and securities and keep full and accurate accounts of receipts and disbursements of the corporation, and shall deposit all monies and other valuables in the name and to the credit of the corporation into depositories designated by the Board.
- g. Assist the Secretary-Treasurer with the preparation of the Section's annual budget.
- h. Manage the Section's Annual Joint Conference.
- i. Perform such other duties as may be assigned by the Board.

Section 3. If required by the Officers, the corporation shall bond the Executive Secretary (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Officers and the Executive Secretary) for the faithful performance of the duties of his or her office and for the restoration to the corporation, in case of his or her death, termination of contract, or removal from office, all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his or her control belonging to the corporation.

ARTICLE IX

NOMINATION AND ELECTION OF BOARD MEMBERS/OFFICERS

Section 1. The Chair of the Section shall appoint a Nominating Committee of at least three Section members at the Annual Meeting at which he or she assumes office and shall designate a Chair or Co-Chair of the Nominating Committee.

Section 2. The Nominating Committee shall select a nominee for each elective position on the Board to be filled at the Annual Meeting. Additional nominations for any elective office may be made from the floor during the business session of the Annual Meeting. The election for the office shall be by written ballot of all members of the Section who are eligible to vote and who are present at the business session of the Annual Meeting.

Section 3. The AWWA Director-Elect shall be nominated and elected at the MSAWWA Annual Membership Meeting one (1) year prior to the expiration of the AWWA Director's term of office by majority vote of the membership. The AWWA Director-Elect must have served on the Board of Directors for at least two (2) years.

Section 4. Newly elected Board Members/Officers shall assume office during the business meeting on the last day of the Annual Meeting, at which they are elected, except for the office of AWWA Director, which is governed by the Official Documents of the Association.

Section 5. When a vote is required of the Section membership, all members of the Section in good standing are eligible to vote, including multi-section members.

ARTICLE X MEETINGS

Section 1. The Section shall meet in annual session at such time and place as decided upon by vote of the members of the Section in the previous Annual Meeting. The Annual Meeting shall be held at least one month prior to the Annual Conference of the Association. The Section shall give fair and reasonable written notice of the Annual Meeting to the Section members, which notice at a minimum shall contain a description of any matter or matters to be considered and approved by the members at the Annual Meeting and which shall be mailed not less than thirty (30) nor more than sixty (60) days in advance of the Annual Meeting.

Section 2. Any member may, with the concurrence of the presiding officer, admit friends or non-members to the meeting of the Section, but such persons shall not take part in discussions without the consent of the presiding officer nor shall they have a right to vote.

ARTICLE XI
COMMITTEES

In addition to the Nominating Committee, the Chair may from time to time establish such permanent or ad hoc committees as the Chair may deem necessary for the orderly and efficient conduct of the affairs of the Section as set forth in Article VII, Section 1 of these bylaws.

ARTICLE XII
AUTHORITY

The Section's Articles of Incorporation and bylaws are intended to supplement the Official Documents of the Association and are adopted under authority of the Association's Official Documents. Any provision in these bylaws which may be inconsistent with the Official Documents of the Association shall be superseded by the controlling provision of the Association's Official Documents to the extent permitted under Montana law.

ARTICLE XIII
AMENDMENTS

Section 1. Proposals for amendment of the Section's Articles of Incorporation or bylaws may originate by vote of the Board or by the submission to the Secretary-Treasurer of a written petition signed by 25 percent of the Section members in good standing.

Section 2. A qualifying amendment proposal shall be reviewed by the Board and shall be submitted to the Section at its Annual Meeting for acceptance or rejection by vote of the eligible members, or by written mail ballot submitted to each member eligible to vote.

Section 3. Any amendment shall require a) a two-thirds vote of the members of the Section in good standing who are eligible to vote and who are present at the Annual Meeting, provided that the members are given at least 30 days to consider the proposed amendment(s) prior to voting and b) a majority vote of the Board. If a mail ballot is submitted, affirmative action by two-thirds of the members in good standing shall be required for member approval of the proposed amendment, provided that the members are given at least 30 days to consider the proposed amendment(s) prior to voting.

Section 4. After approval by the Section members and the Board as required in this Article, all amendments shall be submitted to the AWWA Board of Directors for approval.

ARTICLE XIV
INDEMNIFICATION

Indemnification is provided by the Section as described in the Section's Articles of Incorporation, Article IX.

ARTICLE XV
INFORMAL ACTION

Any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken without a meeting if prior to such action a written consent thereto is signed by a majority of the members of the Board or of the committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or the committee.

ARTICLE XVI
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Distribution of assets upon dissolution is provided by the Section as described in the Section's Articles of Incorporation, Article V.