

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

**(As approved by the AWWA Executive Committee on January 23, 2020 and a vote of the
general membership at the _____ general membership meeting)**

**ARTICLE I
NAME**

- 1.1 The name of this organization shall be The Montana Section of the American Water Works Association (hereinafter the "Section"). American Water Works Association may hereinafter be referred to as "AWWA" or the "Association."

**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 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 principal office of the Section shall be at the office of the Executive 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 (AWWA) 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 the Association in good standing who reside in or have principal business activity in the State of Montana, including Members with primary membership in another Section (multi-section Members),

and those members of the Association assigned to the Section by the Chief Executive Officer of the Association (hereinafter, "Members").

- 4.2 The geographic boundary of the Section is defined as the State of Montana.

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 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 in any other event for which the Board of Trustees, by resolution, requires a vote of the Section membership.
- 5.3 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 or emailed notice was delivered to all such Members at least ten (10) days before the date of the meeting (a "Fully Noticed Meeting"). The Annual Membership Meeting at the Montana Section AWWA / Montana Water Environment Association (MWEA) Joint Conference is the preferred meeting for voting on such matters.
- 5.4 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.

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, teleconferences, 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, and all applicable federal and state financial laws, rules and regulations of the country and state(s) in which the Section operates. 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 the Association. 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 trustee of the Section.

ARTICLE VII **SECTION GOVERNANCE**

7.1 Authority and Purpose of the Board of Trustees

- 7.1.1 The property, affairs, and business of the Section shall be managed by the Board of Trustees (hereinafter called the "Board"). The Board 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 or by the AWWA Documents.

7.2 Members and Structure of the Board of Trustees

- 7.2.1. The governing body of the Section shall be the Board of Trustees.
- 7.2.2. The Board shall consist of the following seven (7) members, each of whom shall also serve as an Officer in the designated capacity: the Chair, the Vice-Chair, the Secretary-Treasurer, one (1) Senior Trustee, one (1) Junior Trustee, the most recent living Past-Chair, an AWWA Director who shall represent the Section on the Board of the Association, and such officers as may be deemed necessary for the proper functioning of the Section. Each of the Board Members shall have full voting powers.
- 7.2.3 The Board of Trustees shall not exceed 10 members.
- 7.2.4 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.

7.3 Eligibility to Serve on Board of Trustees

- 7.3.1 Any member of the Section (a "Member"), including a Member who is also a member of another AWWA Section (a "multi-Section Member"), 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 The Section shall conduct an appropriate nomination and election process for the following members of the Board of Trustees: AWWA Director and Junior Trustee.

7.4.2 The AWWA Director shall be nominated and elected in a manner and for a term consistent with Article III of the Bylaws of the Association. Nominees for AWWA Director must have served on the Board of Trustees for at least two (2) years.

7.4.3 A Nominating Committee, comprised of members in good standing, will be appointed by the Chair of the Board of Trustees. The Nominating Committee will have responsibility for identifying, selecting and nominating qualified Members for all elected positions.

7.4.4 Additional nominations for any elective office may be made from the floor during the business session of the Annual Meeting.

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 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.

7.5.3 The Board shall appoint the Secretary-Treasurer at the Annual Meeting following the end of his/her two-year term.

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 for the Chair, Vice-Chair, Senior Trustee and Junior Trustee shall be for one year or until a qualified successor is chosen according to these bylaws.

Upon expiration of the term of the Junior Trustee, the Junior Trustee will accede to the office of Senior Trustee; the Senior Trustee will accede to the office of Vice-Chair; the Vice-Chair will accede to the office of Chair; the Chair shall accede to the office of Past-Chair; and a new Junior Trustee shall be elected to fill the resulting vacancy.

These terms shall commence following the turning over of the gavel of office during the Section's annual business meeting or Fully Noticed Meeting at which they are elected or succeed to office, and shall terminate at the turning over of the gavel of office of the annual business meeting or Fully Noticed Meeting at which their successors are elected.

7.6.3 The term of office of the Secretary-Treasurer shall be two years.

7.6.4 No member of the Board, with the exception of 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.

7.7 Vacancies on Board of Trustees

7.7.1 In the case of a vacancy in the office of AWWA Director, a successor to serve for the remainder of the term may be selected by the members of such Section as prescribed in the bylaws of the Section or, in the absence of a Fully Noticed meeting of the Members, shall be appointed by the Board of Trustees. The Section chair or secretary shall notify the Chief Executive Officer of the Association of such selection.

7.7.2. In the event of a vacancy among the elected Board members 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 mail/electronic 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 AWWA Documents.

7.7.3 The voting members of the Board of Trustees may remove any officer or trustee from the Board before the expiration of the trustee's term of office if the officer or trustee is found to have willfully failed to carry out the trustee's duties and responsibilities if so determined by a majority vote of the other members of the Board of Trustees. The Members may also vote to remove, with or without cause, any officer or Trustee by a majority vote at any Fully Noticed Meeting of Members.

7.8 Duties of Board of Trustees

7.8.1 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 Bylaws. 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. The chair shall perform all other such duties that would ordinarily be incident to the office of president of the Association, subject to the authority granted by the Board of Trustees.

7.8.2 In the absence of the Chair, the Vice-Chair shall temporarily perform the duties of the Chair. 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 AWWA Documents.

7.8.3 The Secretary-Treasurer shall attend all meetings of the Section and of the Board, duly recording the proceedings thereof. The Secretary-Treasurer 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.

The Secretary-Treasurer shall have or provide for the custody of the funds or other property of the Section and shall keep or see to the keeping of a separate book account of the same; shall collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by the Section; and shall deposit or see to the deposit of all funds of the Section in such banks or other places of deposit as the Board of Trustees may from time to time direct and designate. In addition, the Secretary-Treasurer shall, whenever so required by the Board of Trustees, render an account, showing all transactions as Treasurer, and the financial condition of the Section; and, in general, shall perform all duties incident to the office of treasurer of a corporation.

7.8.4. 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.

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

7.8.6. 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.

7.9 Executive Secretary

7.9.1. 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 Section 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.

7.9.2 The Executive Secretary shall be selected 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 in the Section policies and any other duties as agreed upon with the Board.

7.9.3 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 shall be returned to the corporation.

ARTICLE VIII
MEETINGS

- 8.1 The Board shall meet a minimum of three (3) times each year to conduct the business of the Section. In addition, special meetings of the Board may be called, and may be conducted by telephone/video, 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.
- 8.2 Quorum for any meeting of the Board shall be a majority of the trustees.
- 8.3 For the purpose of achieving the objectives of the Association and the Section, the Section shall hold an Annual Conference at which technical papers are presented and water industry issues are discussed. The location and timing of the Annual Conference is determined by the Section.
- 8.4 The Section shall hold at least one business meeting a year to elect officers and conduct other business as may be necessary.
- 8.5 Quorum for an annual business meeting or Fully Noticed Meeting of the Section shall be 15 members.
- 8.6 All Board and committee meetings shall convene in accordance with Section policies and procedures. Except as may be otherwise determined by the Board or committee, meetings should be conducted in accordance with the latest edition of "Roberts Rules of Order."

ARTICLE IX
COMMITTEES

- 9.1 The Section may establish committees to conduct or manage Section programs and business.
- 9.2 The Board has the authority to create and dissolve committees within the organization.

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 sub divisions that are still governed by the Board of Trustees.

ARTICLE XI

AMENDMENTS

- 11.1 Proposals for amendment of the Section's Articles of Incorporation or bylaws may originate by an affirmative vote of the majority of the Board of Trustees, or by the submission to the Secretary-Treasurer of a written petition signed by 25 percent of the Section members in good standing. All such proposals shall be submitted to the Secretary-Treasurer, who will bring the proposal to the attention of the Board of Trustees.
- 11.2 The Secretary-Treasurer shall then submit the amendment(s) to the Association, for requested approval by the AWWA Executive Committee.
- 11.3 Following approval by the AWWA Executive Committee, any such amendment may be considered at the next annual business meeting of the Section by a two-thirds vote of the members of the Section in good standing who are eligible to vote and who are present at the Meeting, if such meeting is a Fully Noticed Meeting. Members shall be given at least 30 days to consider the proposed amendment(s) prior to voting.
- 11.4 At the discretion of the Board of Trustees, the bylaws and Articles of Incorporation may also be amended by a mail or electronic ballot with an affirmative vote of two-thirds of the ballots cast. All members shall be given a copy of the proposed amendment(s) with the ballot and shall be given at least 30 days to return the ballot.
- 11.5 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.
- 11.6 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 be ineffective.

ARTICLE XII **INDEMNIFICATION**

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

ARTICLE XIII **DISSOLUTION**

- 13.1 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.
- 13.2 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.")

13.3 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.

13.4 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.