



# CONNECTICUT SECTION

American Water Works Association

## STANDARD SECTION BYLAWS ~~May 23, 2019~~

### **TITLE:**

~~BYLAWS OF THE~~ CONNECTICUT SECTION ~~OF THE~~ AMERICAN WATER WORKS ASSOCIATION, INC.

[Date]

### **Article I - NAME AND INCORPORATION**

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

1.2 The Section is incorporated under and shall be governed by the Connecticut Revised Nonstock Corporation Act, as amended (the "Act").

### **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:
- advancing the knowledge of the design, construction, operation, water treatment, and management of water utilities
  - advancing the knowledge of the problems involved in the development of resources, production and distribution of safe and adequate water supplies;
  - educating the public on the problems of water supply and promoting a spirit of cooperation between consumers and suppliers in solving these problems; and
  - 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 treasurer of the Section, unless otherwise designated by the Section's governing board (the "Governing Board").

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 and the Section’s Certificate of Incorporation (the “Certificate”), so long as it is aligned with the AWWA Documents, shall control.

#### Article IV – MEMBERSHIP

- 4.1 The membership of the Section shall consist of those Members of the American Water Works Association 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 the American Water Works Association (hereinafter, “Members”).
- 4.2 The geographic boundaries of the Section are defined as the State of Connecticut.

#### 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 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, 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 Governing Board 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”).
- 5.4 The vote necessary for the Members to elect one or more trustees to the Governing Board is set forth in Section 7.5.2 of these bylaws.

~~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.~~

- 5.5 Members may, to the extent permitted by law, take action without a meeting if the Section delivers notice that includes a ballot to every Member. A ballot shall: (1) be in writing by mail or electronically (2) set forth each proposed action; (3) provide an opportunity to vote for, or withhold a vote for, each candidate for election as a director, if any; and (4) provide an opportunity to vote for or against each other proposed action. Approval by ballot shall be subject to the same quorum and voting requirements as if the vote were held at the annual meeting or a Fully Noticed Meeting. Any solicitation for votes by ballot shall: (1) indicate the number of responses needed to meet the quorum requirements, (2) state the percentage of approvals necessary to approve each matter other than election of directors, and (3)

specify the time by which a ballot must be received by the Section in order to be counted.

## Article VI - SECTION FINANCES

- 6.1 Dues shall be assessed against Members as required for membership in AWWA. Only the Association can determine and collect dues and assessments. Funds for financing Section activities may be obtained from sources consistent with the policies of the Association.
- 6.2 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 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 the objectives in Article II. Once the initial Section dues assessment is approved, changes in a Section dues assessment can be authorized by a vote of the Governing Board for submission to and approval by the AWWA Board of Directors.
- 6.3 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.
- 6.4 The Section's finances shall be managed in accordance with the AWWA Documents, the Section's policies and procedures, and all applicable financial laws, rules and regulations of the country and province or state 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 non-officer trustee of the Section.

## Article VII - SECTION GOVERNANCE

### 7.1 Authority and Purpose of the Governing Board

The property, affairs, and business of the Section shall be managed by the Governing Board, which shall be the board of directors as defined by the Act, and the Governing 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, the Certificate, these bylaws, or by the AWWA Documents.

### 7.2 Members and Structure of the Governing Board

- 7.2.1 The Section shall be governed by its Governing Board, consisting of a Chair, ~~Vice-~~ Vice-Chair, Past Chair, Secretary, Treasurer, AWWA Director, two or more non-officer trustees, Council Chairs, ~~and~~ such officers as may be deemed necessary for the proper functioning of the Section.

7.2.2 The Governing Board shall be no fewer than 3 and shall not exceed 20 members.

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

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 offices of secretary and treasurer.

### **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: Chair, Vice-Chair, Past Chair, Secretary, Treasurer, AWWA Director, and two or more non-officer trustees.

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.

7.4.3 In each year, prior to December 1, the Past-Chair shall appoint a Nominating Committee of five members, including the Director, Past-Chair, and three members of the Section who are not Governing Board members. It shall report to the Secretary on or before January 1, giving him/her a list of nominations for officers to be elected, including at least one nomination each for Chair, Vice-Chair, Treasurer, Secretary, and Trustee as required, and in years when a Director is to be elected, shall include at least one nomination for that office.

7.4.4 Any member of the Section may send to the Secretary any additional nominations for any of the offices to be filled, provided these are in writing, signed by at least five members of the Section and received by the Secretary before April 20.

7.4.5 Each member of the Section shall be notified of the nominees by the Secretary 30 days prior to the election.

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

7.5.1 Members of the Governing Board may be elected at the annual business meeting of the Section, at a Fully Noticed Meeting or, if approved by the Governing Board, by any other process permitted by law.

7.5.2 The candidate receiving the greatest number of votes for an elected office at the Section’s annual business meeting or at a Fully Noticed Meeting shall be elected to the office even if that candidate receives less than a majority of the votes cast. If more than one seat of the same office, such as a non-officer trustee, is up for election at the same meeting, then the Governing Board will hold separate votes for each available seat.

7.5.3 In the event of a tie vote, then, on or before June 1, the Chair of the Section shall cast a deciding vote.

7.5.4 For any office for which there is no nomination from members, the Chair shall ask for a motion directing the Secretary to cast a unanimous ballot for such office(s).

## **7.6 Terms of Office for Section Governing Board**

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 term of office for the Chair, Vice Chair, Treasurer, Secretary, and Past-Chair shall be for one year or until a successor is chosen. The term of office of the Non-officer Trustees shall be for two years, with staggered terms. One ~~Non-~~Non-officer Trustee is to be elected at each annual meeting of the Section. The term of the Council Chairs shall be for three years and each will be appointed by the officers of CTAWWA. These terms shall commence following the turning over of the gavel of office during the Section 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.

In the event there is no annual meeting, the Governing board members shall automatically take office on June 1 except in the case of a Director, who shall take office upon the expiration of the term of ~~his/her~~their predecessor.

7.6.3 The positions of Chair, Vice Chair, and Past Chair, do not allow for back-to-back terms.

7.6.4 In the absence of an election of successors by Members or an appointment by the Governing Board under Section 7.7, the holdover officers and non-officer trustees will remain in office.

## **7.7 Vacancies on Governing Board**

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~~ Members at a Fully Noticed Meeting or, in the absence of a Fully Noticed meeting of the Members, shall be appointed by the Governing Board. The Section chair or secretary shall notify the Chief Executive Officer of the Association of such selection.

7.7.2 In the case of a vacancy in the office of the Chair, Vice Chair, non-officer Trustee, Secretary, ~~or Treasurer~~, Council Chair or any other officer of the Section, the Governing Board shall appoint a suitable replacement to complete the term of the vacant position.

7.7.3 The voting members of the Governing Board may remove any officer or non-officer trustee from the Governing Board before the expiration of the Officer or Trustee's term of office if the officer or trustee is found to have willfully failed to carry out the officer or trustee's duties and responsibilities. The Members may also vote to remove,

with or without cause, any officer or Trustee by a majority vote of the Board Members. This majority includes the vote of the member in question.

~~A vacancy created by the resignation, death, disability or removal of a trustee may be filled by the Members at a Fully Noticed Meeting or if not so filled, by a majority vote of the Governing Board.~~

## **7.8 Duties of Governing Board**

7.8.1 The Chair shall perform all duties that would ordinarily be incident to the office of President and as defined in the Standard Practice Manual, subject to the authority granted by the Governing Board.

7.8.2 The Vice-Chair shall assist the Chair in the performance of his/her/their duties and shall act in his/her/their stead when required.

The Vice-Chair shall serve on such committees as he/she/they may be assigned.

7.8.3 The Past-Chair shall assist the Chair and Vice-Chair in the performance of their duties and shall act in any of the other officer positions when assigned by the Governing Board.

The Past-Chair shall serve as chair of the Nominating Committee.

7.8.4 The 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 Governing Board may from time to time direct and designate. In addition, the Treasurer shall, whenever so required by the Governing Board, 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.

7.8.5 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.

7.8.6 The AWWA Director shall serve on the AWWA Board of Directors. 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 their 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 Vice- Chair in the performance of their duties and shall act in any other officer positions when delegated by the Governing Board.

The trustees shall serve on committees as liaisons or full members, as they may be assigned by the Governing Board.

- 7.8.8 The Governing Board shall formulate a guide to be known as the Connecticut Section American Water Works Association, Inc Standard Practice Manual, detailing their duties and responsibilities, and containing a copy of ~~the Section Bylaws~~ these bylaws and any other information about the Section which the Governing Board believes should be included. Any guide adopted by the Governing Board shall remain in effect until changed by the Governing Board. Each Governing Board member, upon entering into an office, shall receive a copy of all, or pertinent sections, of the guide.

## ARTICLE VIII - MEETINGS

- 8.1 Meetings of the Governing Board shall be called by the Chair on ~~his/her~~their own initiative or at the request of any three other members of the Governing Board or by petition signed by 25% of ~~members~~Members. There shall be at least one meeting of the Governing Board each year.
- 8.2 Quorum for a meeting of the Governing Board shall consist of at least one-half of the Board.
- 8.3 The Section shall hold at least one business meeting a year to elect officers and conduct other business as may be necessary.
- 8.4 Quorum for an annual business meeting or Fully Noticed Meeting of the Section shall be 10 members.
- 8.5 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 industry issues are discussed. The location of such a conference is determined by the Section.
- 8.6 All Governing Board, council and committee meetings shall convene in accordance with Section policies and procedures, except as may be otherwise determined by the Governing Board, council or committee; meetings should be conducted in accordance with the latest edition of "Roberts Rules of Order."
- 8.7 The Governing Board may appoint ex-officio liaisons to participate in Governing board meetings in accordance with the standard practice manual.

## ARTICLE IX – COUNCILS AND COMMITTEES

- 9.1 The Section may establish councils and committees to conduct or manage Section programs and business.
- 9.2 The Governing Board has the authority to create and dissolve councils and committees within the ~~organization~~Section.
- 9.3 All councils and committees shall be formed in accordance with the Connecticut Section Standard Practice Manual which delineates the officers, members, procedures, and objectives of each council and committee.

- 9.4 The Chair of the Section shall appoint ~~the council and~~ committee chairs. The Nominating Committee shall appoint council chairs.
- 9.5 The Section Chair, with the consent of the Governing Board, may charge each council and committee with specific tasks during ~~his/her~~their term of office.
- 9.6 During the course of ~~his/her~~their term, the Chair may appoint ad hoc committees which are required to properly conduct the business of the Section.
- 9.7 Any committee shall have only those powers and responsibilities conferred upon it by the Governing Board. In no event shall any committee have any powers which, under the Act, may not be conferred upon a committee of the Governing Board. Any committee containing individuals not serving on the Governing Board may advise, recommend, investigate and report to the Governing Board on such matters as may be assigned to it, but shall not exercise the power or authority of the Governing Board.

## ARTICLE X - ESTABLISHING SUBDIVISIONS

- 10.1 For ease of organization, the Governing Board may divide a geographic area within a Section's boundaries into subdivisions that are still governed by the Governing Board.

## ARTICLE XI - AMENDMENTS TO 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 ten percent of Members. All such proposals shall be submitted to the secretary, who will bring the proposal to the attention of the Governing Board.
- 11.2 If the amendment(s) are approved by the Governing Board by an affirmative vote of a majority of members of the Governing Board, the secretary shall submit the amendment(s) to the Chief Executive Officer of the Association, for requested approval by the AWWA Executive Committee.
- 11.3 Any such amendment to ~~the~~ these bylaws may be considered at the next annual business meeting of the Section by a majority vote of Members present at the meeting if such meeting is a Fully Noticed 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 upon it.
- 11.4 At the discretion of the Governing Board, ~~the~~ these bylaws may also be amended by a mailed ballot or other form of written consent, with an affirmative vote of a majority of ballots cast. All 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.
- 11.5 Grammar, punctuation, and spelling corrections may be made at the discretion of the ~~Chief Executive Officer of the Association~~ Secretary of the Section. The Governing Board 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 receiving notice from the Association that the amendment(s) have been approved by the AWWA Executive Committee.

Amendments that are adopted by the Members but are not approved by the AWWA Executive Committee shall be ineffective.

## ARTICLE XII - DISSOLUTION

- 12.1 In case of dissolution of the Section, all funds or property that 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 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 of 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.”)
- 12.3 The following shall be characteristic of the receiving organization:
- a) that it be operated exclusively for scientific or educational purposes;
  - b) that no part of the net earnings of which inures to the benefit of any private shareholders or individual;
  - c) that no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation; and
  - d) 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.

~~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.~~

12.4 The Corporation may be dissolved and liquidated at any time by the affirmative vote of at least two-thirds (2/3) of the members of the Governing Board then serving and the affirmative vote of at least two-thirds (2/3) of the Members present at a Fully Noticed Meeting. Upon approval of dissolution, the Corporation shall be liquidated in accordance with the Certificate and these bylaws.

## ARTICLE XIII - INDEMNIFICATION

- 13.1 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 and the Certificate.