

BYLAWS OF THE KANSAS SECTION OF THE

AMERICAN WATER WORKS ASSOCIATION

(As approved by the AWWA Board of Directors January 14, 2017)

ARTICLE I - NAME

The name of this organization shall be the "Kansas Section of the American Water Works Association," hereinafter called the "Section." The American Water Works Association may hereinafter be referred to as "AWWA" or "the Association."

ARTICLE II - OBJECTIVES

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 AWWA Articles of Incorporation.

ARTICLE III - MEMBERSHIP

The membership of the Section shall consist of those members of AWWA residing in or having principal business activity in the State of Kansas, multi-section members, student members, and those assigned to the Kansas Section by the Chief Executive Officer of AWWA.

ARTICLE IV - HEADQUARTERS AND OPERATIONS

1. The headquarters of this Section shall be at the office of the Secretary-Treasurer, or at some other location specifically designated by the Board of Trustees, hereinafter called the Board.
2. All matters pertaining to the operation of the Section shall be in accordance with the Articles of Incorporation, Bylaws, and Board Policy Manual of the American Water Works Association, consistent with the Affiliation Agreement entered into between the Section and Association, and with these Bylaws.

ARTICLE V - OFFICERS AND GOVERNING BOARD

1. The governing body of this Section shall be known as the Board of Trustees and shall consist of the following officers:
  - a. Chair
  - b. Vice-Chair
  - c. Vice-Chair Elect
  - d. Secretary-Treasurer
  - e. Director, who shall be the representative on the parent Association's Board of Directors
  - f. Director-Elect, who shall serve during the third year of the Director's term
  - g. Past-Chair, who shall be the most recent living Past-Chair of the Section
  - h. Three Second-Year Trustees
  - i. Three First-Year Trustees
2. The Board shall execute the Section's business in accordance with Article IV, Section 2.
3. The terms of each of the officers shall be from one Section Annual Business Meeting to the close of the next Section Annual Business Meeting, which is approximately one (1) year, or until a successor is chosen, except in the following cases:

The Secretary-Treasurer shall take office upon the end of the calendar year following the Section Annual Business Meeting and serve until the end of the next calendar year.

The term of the Director shall be as provided in the Bylaws of AWWA.

The term of the First-Year Trustees and Second-Year Trustees shall be for Two (2) years. Three Trustees shall be elected for a two (2) year term at each Section Annual Business Meeting, as provided in Article VIII and shall be identified as First-Year Trustees. The First-Year Trustees shall automatically become Second-Year Trustees upon completion of their term as First-Year Trustees. Members shall serve no more than two consecutive two-year terms as trustees. A Trustee elected or appointed to serve out one year or less of the remainder of another Trustee's two-year term shall subsequently be eligible to serve two full two-year terms.

The Vice-Chair Elect shall be selected from the three Second-Year Trustees, or from any member of the Section who has served a minimum of two (2) consecutive years as a Trustee, and shall automatically become Vice-Chair at the end of the term as Vice-Chair Elect. The Vice-Chair will automatically become Chair at the end of the term as Vice-Chair.

A Director-Elect shall be elected and serve during the third year of the Director's term. The Director-Elect shall automatically become Director at the end of the term as Director-Elect.

4. All of the officers of the Section shall be members of the Section in good standing.
5. Meetings of the Board shall include the Section Annual Business Meeting and a sufficient number of other meetings to conduct the business of the Section in a timely and effective manner. Meetings of the Board shall be called at the initiative of the Chair or at the request of any other officer.
6. A quorum of the Board shall consist of a majority of its members, as identified in Article V, Section 1. Each officer listed in Section 1 of this Article is eligible to vote at all meetings of the Board.
7. The Board shall have general supervision over all of the affairs of the Section and shall be its legal representative in all matters except as this duty may be specifically delegated. The Board shall prepare as needed, and enforce for the conduct of the business of the Section, regulations not in conflict with Article IV, Section 2.
8. The Board may establish committees to conduct Association and Section programs and business. Committees shall be established and shall convene and conduct business in accordance with the Section policies and procedures.

#### ARTICLE VI - DUTIES OF THE OFFICERS

1. The duties of the Chair shall be to supervise and coordinate all of the affairs of the Section and to preside at all meetings of the Section, except as may be otherwise specifically provided herein or directed by the Board. The Chair shall also have the right to establish and/or dissolve committees with the approval of the Board.
2. The Vice-Chair shall perform the duties of the Chair in the latter's absence, together with such other regular duties as may be assigned by the Chair.
3. The Vice-Chair Elect shall perform the duties of the Vice-Chair in the latter's absence, together with such other regular duties as may be assigned by the Chair.
4. The Secretary-Treasurer shall attend all meetings of the Section and of the Board, duly recording the proceedings thereof; shall see that all monies due the Section are collected and shall promptly deposit the same to the credit of the Section in a depository which has been approved by the Board; shall perform all of the duties laid down in the Board Policy Manual of AWWA; and shall perform such other duties as the Board may direct.
5. The Director shall be a member of the Section Board and a member of AWWA's Board of Directors in accordance with the provisions of the Board Policy Manual and Bylaws of

AWWA and shall represent each one of those bodies in the deliberations of the other and shall act to coordinate and unify their actions.

6. The Director-Elect shall perform the duties of the Director in case of absence or incapacitation of the Director.

#### ARTICLE VIII - ELECTION OF OFFICERS

1. At least ninety (90) days prior to the Section Annual Business Meeting, the Chair shall appoint a Nominating Committee, with the approval of the Board, consisting of at least four members of the Section who will not be a nominee in the upcoming election. At least thirty (30) days prior to the Section Annual Business Meeting, the Nominating Committee shall report to the Section and shall place in nomination at least one eligible candidate for each of the offices to be filled, which does not include those automatically filled as described in Article V. Other nominations may also be made and received from members of the Section from the floor during the Section Annual Business Meeting. From these nominees, the new officers shall then be immediately elected by plurality vote of the Section members present, voting to take place by "viva voce" or by ballot. The newly elected officers shall take office at the close of the Section Annual Business Meeting at which they were elected, according to Paragraph 3 of Article V, except for the Secretary-Treasurer, who shall take office at the end of the calendar year.
2. All members of the Section in good standing, including multi-section members and student members, are eligible to nominate and vote. Two or more offices may not be held simultaneously by the same individual, with the exception of the office of Secretary-Treasurer. Multi-section members may hold office in only one section at a time.
3. Should any officer of the Section be unable to complete their term of office, the other officers of the Section may:
  - a. select a qualified member of the Section to fill the vacancy or, at their discretion,
  - b. nominate one or more qualified members of the Section for the office and conduct a letter ballot of all Section members to determine the choice of the Section membership.
4. An officer may be removed from office by the Board if the officer fails to carry out the responsibilities of elected office as determined by the Board. Removal may be accomplished by a resolution supported by a two-thirds vote of the Board.

### ARTICLE IX - MEETINGS

1. The Section shall hold a Section Annual Business Meeting each year during the Section Annual Conference to elect officers and to conduct such other business as may be necessary. Voting rights for the purpose of electing officers and conducting other business matters of the Section at the Section Annual Business Meeting shall be as described in Article XIII. Action at the Section Annual Business Meeting shall be decided by majority vote of the members present, except the election of officers, which shall be decided by a plurality.
2. The Board shall hold meetings necessary to conduct the business of the Section. Voting rights for the purpose of conducting business matters at meetings of the Board shall be as described in Article V. Action shall be decided by a majority of the officers present.
3. The times and places of all meetings of the Section shall be fixed by the Board, or by a committee appointed by the Board, subject to the provisions of this Article.
4. It shall be a fixed policy of this Section to endeavor to cooperate with other Sections of AWWA to the end that the convenience of all members of the Association may be suited as far as possible. To this end, there shall be effort to prevent the conflict of meeting dates with those of other Sections' meetings.

### ARTICLE X - SECTION FINANCES

1. Dues: Dues shall be assessed against members as required for membership in AWWA. The Section may, in accordance with the procedures defined in the Board Policy Manual and established guidelines of AWWA, apply for permission to levy a special dues assessment. The special 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 AWWA objectives and policies.
2. Fees: The Section reserves the right to collect fees for Section activities and events, as appropriate (e.g., registration fees for annual meetings, conferences, teleconferences, and other educational programs). Such fees will be established in accordance with these Bylaws, the Administrative Guidelines of the Kansas Section AWWA, and the Board Policy Manual and Bylaws of the Association.
3. Financial Controls: All Section finances shall be managed in accordance with these Bylaws, the Administrative Guidelines of the Kansas Section AWWA, the Bylaws and Board Policy Manual of the Association, and all applicable financial rules and regulations of the State of Kansas. The Section shall conduct, at least once every three years, an independent audit or review of all Section finances. A copy of the audited or reviewed financial statement shall be provided to the Association. The audit shall be conducted by a qualified financial advisor who is neither an employee of the Section nor a member of the Section's Board.

#### ARTICLE XI - INDEMNIFICATION

1. All officers and any other official representatives of the Section shall be, and are hereby, indemnified for expenses and costs incurred (including attorney's fees) by any of them in connection with any claim asserted against any of them by action in court or otherwise by reason of their service.
2. Such indemnification will not apply for the aforementioned individuals in regard to matters to which they or any of them shall have been guilty of negligence or misconduct in respect to the matters in which indemnity is sought.
3. Indemnification is also provided by AWWA as described in their Bylaws, Article VI, Section 6.01.

#### ARTICLE XII- AMENDMENTS

1. Proposals for the amendment of these Bylaws may originate by a unanimous vote of the Board or by submission to the Secretary-Treasurer of a written petition signed by at least ten (10) members of the Section. Upon an amendment being proposed in either of these two manners, the Secretary-Treasurer shall furnish each member a copy of the proposed amendment. The proposed amendment shall then be voted upon by the members at the next Section Annual Business Meeting in the same manner as provided for in the election of officers (Article VIII), or may, at the discretion of the Board, be voted upon by letter ballot. For either manner of voting, all members shall have at least thirty (30) days in which to consider the proposed amendment prior to a vote upon it.
2. Upon approval by a majority of the members voting on the proposed amendment, the Secretary-Treasurer of the Section shall submit the proposed amendment to the Chief Executive Officer of AWWA for approval or disapproval by the Association's Board of Directors. The amendment shall be effective upon notification of approval by the Board of Directors.
3. The Section's Board of Trustees may make non-substantive corrections and editorial changes to these Bylaws (e.g., grammar, punctuation, or formatting), and may choose to either accept any such changes made by the Association's Board of Directors or call for a vote of the Section membership to approve them.

#### ARTICLE XIII - DISSOLUTION

1. In case of dissolution of the Section, such portions of the funds of property thereof in the hands of the Secretary-Treasurer as may have been derived from the general funds of AWWA shall be returned to AWWA.

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."
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.

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, judgement, or decree of a court having jurisdiction over the assets and property of the Section.