

BYLAWS OF THE KANSAS SECTION OF THE
AMERICAN WATER WORKS ASSOCIATION

Approved by the AWWA Executive Committee on October 23, 2023
Approved by the Members of the Kansas Section, AWWA on August 29, 2023

ARTICLE 1 - NAME

The name of this organization shall be the “Kansas Section of the American Water Works Association” and may hereinafter be referred to as KSAWWA or the “Section.” The American Water Works Association may hereinafter be referred to as “AWWA” or “the Association.”

ARTICLE 2 - 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 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 3 - HEADQUARTERS AND OPERATIONS

- 3.1 The headquarters of the Section shall be at the office of the Secretary-Treasurer unless otherwise designated by the Section’s governing board (the “Board of Trustees”).
- 3.2 The geographic boundaries of the Section are defined as the State of Kansas.
- 3.3 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 4 - MEMBERSHIP AND VOTING

- 4.1 The membership of the Section (hereinafter “Members”) shall consist of those Members of the American Water Works Association in good standing who reside in or have principal business activity in the State of Kansas, including Members with primary membership in another Section (multi-Section Members), student Members, and those assigned to the Section by the Chief Executive Officer of the American Water Works Association.
- 4.2 All Members of the Section in good standing, including multi-Section Members, are eligible to vote. Each Member shall have one vote.
- 4.3 Occasions where a vote of the membership is required include: the election of Section officers 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.
- 4.4 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 notice was delivered to all such Members at least ten (10) days before the date of the meeting (a “Fully Noticed Meeting”).
- 4.5 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.

ARTICLE 5 – SECTION GOVERNANCE

- 5.1 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 or by the AWWA Documents.
- 5.2 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. Past-Chair
 - e. Secretary-Treasurer
 - f. AWWA Director, who shall represent the Section on AWWA’s Board of Directors

- g. Three Second-Year Trustees
- h. Three First-Year Trustees

The Board of Trustees shall not exceed 12 members.

- 5.3 The term of each of the officers shall be from the close of one Section Annual Business Meeting to the close of the next Section Annual Business Meeting, which is approximately one 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 a three-year term until the end of the third calendar year. A Secretary-Treasurer may serve no more than two full consecutive three-year terms, excluding any partial term served to fill a vacancy.

The term of the AWWA Director shall be as provided in the Bylaws of AWWA (currently three years, beginning and ending at the end of the corresponding AWWA Annual Conferences).

Three Trustees shall be elected for a two-year term at each Section Annual Business Meeting, as provided in Article 8, and shall be identified as First-Year Trustees. The First-Year Trustees shall automatically become Second-Year Trustees upon completion of the first year of their term. A Member shall serve no more than two consecutive two-year terms as a Trustee. 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 among the three Second-Year Trustees, or from any Member of the Section who has served a minimum of two consecutive years as a Trustee or as Secretary-Treasurer. The Vice-Chair Elect shall automatically become Vice-Chair at the end of the term as Vice-Chair Elect. The Vice-Chair shall automatically become Chair at the end of the term as Vice-Chair. The Chair shall automatically become Past-Chair at the end of the term as Chair. Thus, agreeing to serve as Vice-Chair Elect entails a 4-year commitment.

An Incoming AWWA Director shall be elected during the final year of the AWWA Director's term. The Incoming Director shall automatically become AWWA Director at the end of the AWWA Director's term of office.

- 5.4 All officers of the Section shall be Members of the Section in good standing.
- 5.5 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 the Board, or at the request of any Board Member.
- 5.6 A quorum of the Board shall consist of a majority of its members, as identified in Section 5.2 of this Article. Each officer is eligible to vote at all meetings of the Board.

Action shall be decided by a majority of the officers present, except as otherwise stated in these bylaws.

- 5.7 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.
- 5.8 The Board has the right to establish and dissolve committees to conduct Section programs and business. Committees shall be established and shall convene and conduct business in accordance with the Section policies and procedures.

ARTICLE 6 - DUTIES OF THE OFFICERS

- 6.1 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 and the Board of Trustees, except as may be otherwise specifically provided herein or directed by the Board. The Chair shall perform other such duties that would ordinarily be incident to the office of Chair, subject to the authority granted by the Board of Trustees. The Chair shall also have the right to establish and dissolve committees with the approval of the Board.
- 6.2 The Vice-Chair shall assist the chair in the performance of his/her duties, perform the duties of the Chair in the latter's absence, and perform such other regular duties as may be assigned by the Chair.
- 6.3 The Vice-Chair Elect shall assist the Vice-Chair, perform the duties of the Vice-Chair in the latter's absence, and perform such other regular duties as may be assigned by the Chair.
- 6.4 The Secretary-Treasurer shall:
- attend all meetings of the Section and of the Board, duly recording the proceedings thereof;
- see that notices are given and records and reports are kept properly and filed by the Section as required by law;
- have, or provide for, custody of the funds or other property of the Section and keep, or see to the keeping of, a separate book account of the same;
- 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;
- promptly deposit, or see to the prompt 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;

whenever so required by the Board of Trustees, render an account showing all transactions as Treasurer and the financial condition of the Section;

in general, perform all duties incident to the offices of secretary and treasurer of a corporation; and perform such other duties as the Board may direct.

- 6.5 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 to do so by the Board of Trustees.

The Past-Chair shall chair the Nominating Committee unless the Past-Chair has a conflict of interest (see Article 7.3).

- 6.6 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.

ARTICLE 7 - ELECTION OF OFFICERS

- 7.1 The Section shall conduct an appropriate nomination and election process for the following members of the Board of Trustees: Vice-Chair Elect, Incoming AWWA Director (in the final year of the Director's term of office), three First-Year Trustees, and any other officer whose term has expired or who has resigned or been removed from office.
- 7.2 The Incoming AWWA Director shall be nominated and elected in a manner and for a term consistent with Article 3 of the Bylaws of the Association.
- 7.3 At least ninety (90) days prior to the Section Annual Business Meeting, the Section 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. The Past-Chair shall chair the Nominating Committee (Article 6.5) unless the Past-Chair has a conflict of interest (e.g., is a potential candidate for an office), in which case the Past-Chair can either 1) eliminate the conflict of interest (e.g., decline to be nominated, prior to the Nominating Committee's deliberations); or 2) be replaced by the most recent Past-Chair who does not have a conflict of interest and is willing and able to chair the Nominating Committee. The Nominating Committee will have responsibility for identifying, selecting and nominating qualified Members for all open elected positions.

- 7.4 At least thirty (30) days prior to the Section Annual Business Meeting, the Nominating Committee shall report to the Section and shall nominate at least one eligible candidate for each of the offices to be filled, which does not include those automatically filled as described in Article 5. Other nominations may be made and received from Members of the Section from the floor during the Section Annual Business Meeting provided that the nomination is made by at least three Members in good standing and the nominee is present and accepts the nomination. From these nominees, the new officers shall then be immediately elected by plurality vote of the Section Members present, with a quorum consisting of the eligible voting members in attendance. Voting may take place by "viva voce" or by ballot, but there will be a separate vote, by ballot, for each office for which more than one eligible candidate has been nominated. The newly elected officers shall take office at the close of the Section Annual Business Meeting at which they were elected, according to Article 5.3, except for the Secretary-Treasurer, who shall take office at the end of the calendar year, and the Incoming AWWA Director, whose term of office shall be as specified in the Bylaws of AWWA .
- 7.5 Any Member of the Section in good standing (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. 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.
- 7.6 Should any officer of the Section, except for the Past-Chair, be unable or unwilling 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 special election (which may be done electronically) to determine the choice of the Section membership.

If the Past-Chair is unwilling or unable to complete their term of office, the position will be filled by the most recent living Past-Chair of the Section willing and able to serve in this capacity.

- 7.7 An officer may be removed from office by the Board if the officer willfully 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. The Members may also vote to remove, with or without cause, any Board member by a two-thirds vote of the voting Members at any Fully Noticed Meeting of the Members.

ARTICLE 8 - MEETINGS

- 8.1 The Section shall hold a Section Annual Business Meeting each year to elect officers and to conduct such other business as may be necessary. Members shall be notified of the nominations made by the Nominating Committee at least 30 days prior to the

meeting (Article 7.4) and shall be notified of any other matter requiring a vote of the Members at least 10 days prior to the meeting (Article 4.4). 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 4. Action at the Section Annual Business Meeting shall be decided by majority vote of the Members present, except as otherwise stated in these bylaws, including the election of officers, which shall be decided by a plurality.

- 8.2 The Board shall hold meetings as 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 5. Action shall be decided by a majority of the officers present, except as otherwise stated in these bylaws.
- 8.3 The times and places of all meetings of the Section Membership shall be fixed by the Board, or by a committee appointed by the Board, subject to the provisions of this Article and Article 4.
- 8.4 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 nearby Sections' meetings.
- 8.5 To achieve the objectives of the Association and the Section (Article 2), the Section will plan to hold an annual conference. The location of such a conference, and whether it can reasonably be held under unusual circumstances, will be determined by the Section.
- 8.6 All Board of Trustees and committee meetings shall convene in accordance with Section policies and procedures. Except as may be otherwise determined by the Board of Trustees or committee, meetings should be conducted in accordance with the latest edition of "Roberts Rules of Order."

ARTICLE 9 - SECTION FINANCES

- 9.1 Dues: Dues shall be assessed against Members as required for membership in AWWA. The Section may, in accordance with the procedures defined in the 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 2. 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.
- 9.2 Fees: 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.

- 9.3 Financial Controls: 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(s) or 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 non-officer Trustee of the Section.

ARTICLE 10 - INDEMNIFICATION

- 10.1 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.
- 10.2 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.
- 10.3 Indemnification is also provided by AWWA as described in their Bylaws, Article VI, Section 6.01.

ARTICLE 11- AMENDMENTS

- 11.1 Proposals to amend these Bylaws may originate by a unanimous vote of the Board or by a written petition signed by at least ten (10) Members of the Section and submitted to the Secretary-Treasurer, who will bring the proposal to the attention of the Board of Trustees. The Secretary-Treasurer shall then submit the proposed amendment(s) to the Association for a collaborative review (and perhaps revisions by the Section) followed by a request for approval by the AWWA Executive Committee.
- 11.2 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 at the meeting if such meeting is a Fully Noticed Meeting. All Members shall have written notice at least 30 days in advance in which to consider the proposed amendment(s) prior to voting.
- 11.3 At the discretion of the Board of Trustees, the bylaws may also be amended by a mailed or e-mailed ballot or other form of written consent, including electronic ballots, 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 mailed ballot and shall be given at least 30 days to return the ballot.

- 11.4 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.
- 11.5 Amendment(s) shall be effective only after having been approved by the AWWA Executive Committee and by the Section's Membership. Amendments adopted by the Members but not approved by the AWWA Executive Committee shall be ineffective.

ARTICLE 12 - DISSOLUTION

- 12.1 In case of dissolution of the Section, all funds or property thereof as may have been derived from the general funds of AWWA shall be returned to AWWA.
- 12.2 The balance of the 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."
- 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 present in person (including virtually) 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, judgement, or decree of a court having jurisdiction over the assets and property of the Section.