

**BYLAWS**  
**CALIFORNIA-NEVADA SECTION OF THE**  
**AMERICAN WATER WORKS ASSOCIATION**

**(Revised and Approved by the Association Board of Directors on June 11, 2017)**

**ARTICLE I – NAME**

The name of this organization shall be the California-Nevada Section of the American Water Works Association (hereinafter the “Section”). The American Water Works Association shall hereinafter be referred to as the “Association” or “AWWA”.

**ARTICLE II – OBJECTIVES**

The objectives of the 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 furtherance of understanding of the problems relating thereto as noted in the AWWA Articles of Incorporation.

**ARTICLE III – OPERATION**

**3.1 Headquarters**

The headquarters of the Section shall be at a location designated by the governing body of the Section.

**3.2 Association Compliance**

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 (collectively, the “AWWA Documents”) and with these Bylaws. Subject to Art. 3.3., 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.

**3.3 State and Federal Laws and Regulations**

Notwithstanding anything herein to the contrary, these bylaws shall be interpreted and administered in accordance with all applicable state and federal laws and regulations.

**ARTICLE IV – MEMBERSHIP**

**4.1 Members**

The membership of the Section shall consist of those members of the American Water Works Association residing in or having principal business activity in the California-Nevada Section, multi-section members, and those assigned to the California-Nevada Section by the Chief Executive Officer of the American Water Works Association.

#### **4.2 Geographic Boundary**

The geographic boundaries of the California-Nevada Section are defined as the States of California and Nevada.

### **ARTICLE V – VOTING BY MEMBERSHIP**

#### **5.1 Members Eligibility**

All members of the Section in good standing, including multi-section members, are eligible to vote.

#### **5.2 Occasions Requiring Vote**

Occasions where a vote of the membership is required include: (a) the election of Section Officers; (b) approval of a proposed amendment of these bylaws; or (c) in any other event for which the Section Board requires a vote of the Section membership.

#### **5.3 Notification to Members**

On occasions where a vote of the membership is required, information required for voting may be distributed by mail, Section publication, or electronic transmission.

### **ARTICLE VI – SECTION FINANCES**

#### **6.1 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 Section dues assessment. The Section 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. Once approved, changes in a Section assessment can be authorized by a majority vote of the Section Board for submission to and approval by the AWWA Board of Directors.

#### **6.2 Fees**

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 Section Policy Manual, and the Board Policy Manual and Bylaws of the Association.

#### **6.3 Financial Controls**

6.3.1 All Section finances shall be managed in accord with these Bylaws, the Section Policy Manual, the Bylaws and Board Policy Manual of the Association, and all applicable financial rules and regulations of the country and state in which the Section operates.

6.3.2 The Section Governing Board shall adopt a budget of estimated income and planned expenditures for each fiscal year in conformance with the Section Policy Manual.

6.3.3 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 shall be conducted by a qualified financial advisor who is neither an employee of the Section nor member of the Section Board.

- 6.3.4 All written contracts between the Section and professional fundraisers or fundraising counsel shall comply with the applicable provisions of the California Nonprofit Integrity Act of 2004, Government Code Sections 12580-12599.8. All such professional fundraisers or fundraising counsel retained by the Section shall register with the Attorney General of the State of California.

## **ARTICLE VII – SECTION GOVERNANCE**

### **7.1 Authority and Purpose of the Section Governing Board**

- 7.1.1 The Board Policy Manual of the Association indicates that Sections shall be autonomous entities and shall be entitled to govern themselves within the applicable limitations of the Articles of Incorporation, Bylaws, and Board Policy Manual of the Association and the Affiliation Agreement entered into between the Section and the Association. Each Section is responsible to comply with all federal, state, provincial, and local laws and regulations applicable to it, and to maintain all necessary licenses, permits, registrations, and designations under the laws of the jurisdictions in which it operates. The Association is not responsible for the legal compliance of Sections.
- 7.1.2 The Section Governing Board shall be the governing body of the Section and shall conduct its business in accordance with these Bylaws and the Section Policy Manual.
- 7.1.3 The Section Governing Board shall have supervision, control and direction of the management, affairs, and property of the Section; shall determine the content of the Section Policy Manual or changes therein; shall actively prosecute the Section's purposes and objectives, and supervise the disbursement of Section funds.
- 7.1.4 The Section Governing Board may, as needed, hire Section Staff or consultants, including an Executive Director.
- 7.1.5 The Section Governing Board may, in the execution of the powers granted to conduct the business of the Section, delegate certain of its authority and responsibility to an Executive Committee. Such delegation shall be documented in the Section Policy Manual or on a case-by-case basis by a majority vote of the Section Governing Board.

### **7.2 Members and Structure of the Section Governing Board**

- 7.2.1 The Officers of the Section Governing Board shall be the Chair, Chair-Elect, Vice-Chair, Immediate Past-Chair, two AWWA Directors, and Treasurer. The Officers shall serve as the Executive Committee of the Governing Board. Officers shall be elected pursuant to these Bylaws.

- 7.2.2 In addition to the Officers (Executive Committee), the Section Governing Board shall consist of other members as deemed necessary to conduct the business of the Section, including but not limited to Trustees, Division Chairs, Program Directors and Council Chairs. The Section Policy Manual shall identify the specific members of the Section Governing Board. Non-Officer positions shall be appointed pursuant to the process identified in the Section Policy Manual
- 7.2.3 The Section Governing Board shall fill a non-voting Secretary position in accordance with Article 8.2.2 hereof.
- 7.2.4 The Section Governing Board may also appoint Standing Committee Chairs, Ad-Hoc Committee Chairs or other positions that report to the Board and actively participate in meetings and other Board activities but do not have voting privileges.

### **7.3 Voting Privileges of the Section Governing Board**

- 7.3.1 The voting members of the Section Governing Board shall be the Officers, Trustees, Division Chairs, Program and Commission Directors and Council Chairs.
- 7.3.2 A Governing Board member may vote in person or remotely (electronically, via phone, etc.).
- 7.3.3 If a Division Chair, Program Director, Commission Director or Council Chair is unavailable to vote, proxy votes may be cast, pursuant to the Section Policy Manual, by the associated and pre-appointed Assistant or Vice-chair.

### **7.4 Eligibility to Serve on Section Governing Board**

- 7.4.1 Any member of the Section, including a multi-section member, shall be eligible to hold a position on the Section Governing Board. Multi-section members may hold office in only one section at a time.
- 7.4.2 Two or more offices may not be held by the same individual.
- 7.4.3 The Chair, Chair-Elect and Vice-Chair shall have served a minimum of three (3) years on the Section Governing Board.

### **7.5 Nominations for Section Governing Board Officers**

- 7.5.1 The Section shall have a Nominating Committee responsible for selecting and nominating candidates for Association Director, Vice-Chair and Treasurer. The Nominating Committee shall be composed of five (5) individuals holding the following positions within the Section: Immediate Past AWWA Director (Chair of the Committee), Chair-Elect, Vice-Chair, two current Association Directors. Substitute members of the Nominating Committee shall be past and/or current officers and shall be appointed by the Section Chair.
- 7.5.2 The Nominating Committee shall consider duly qualified individuals for each vacant Board position. For the Vice-Chair position, a minimum of two (2) candidates shall be considered.

- 7.5.3 The Nominating Committee shall recommend candidates for Association Director, Vice-Chair and Treasurer for Section Governing Board approval prior to the Section's Annual Business Meeting (typically Annual Fall Conference).
- 7.5.4 The Association Director nominee shall be selected the year prior to the Association Annual Conference and Exposition at which the position is filled by the new Association Director. The Association Director shall be nominated and elected in a manner consistent with Article II of the Bylaws of the Association
- 7.5.5 Once approved by the Section Governing Board, the candidates will be presented for membership vote at the Annual Business Meeting.
- 7.5.6 Nominations may also be made and received from members of the Section from the floor. If a nomination is made from the floor, the Treasurer shall confirm the person's eligibility to serve in the position for which they are nominated.

## **7.6 Election of Section Governing Board Officers**

- 7.6.1 All members of the Section in good standing, including multi-section members, are eligible to vote in an election at the Annual Business meeting.
- 7.6.2 Candidates receiving a simple majority of the votes from those members in attendance at the Annual Business Meeting shall be declared elected.
- 7.6.3 The Chair shall conduct voting by "viva voce" (voice vote).
- 7.6.4 If there is more than one candidate for a position, the Chair shall conduct a paper ballot vote.
- 7.6.5 If there are three (3) or more candidates for a position, the candidate receiving a majority vote shall be declared the winner. If no candidate receives a majority of the votes, the two candidates receiving the two greatest vote totals will become candidates on a second election by paper ballot. If there is a tie between two or more candidates for the second spot on the ballot, a run-off election by paper ballot shall be held.

## **7.7 Terms of Office for Section Governing Board Members**

- 7.7.1 The following terms of office shall apply to Section Governing Board Officers:

- Chair – One (1) year
- Vice-Chair – One (1) year
- Chair-Elect – One (1) year
- Immediate Past Chair – One (1) year
- Association Director – Three (3) years, or as required by AWWA Bylaws
- Treasurer – Three (3) years

- 7.7.2 Upon expiration of the term of the Chair, the Chair shall ascend to the position of Immediate Past-Chair, the Chair-Elect shall ascend to the position of the Chair, the Vice-Chair shall ascend to the position of the Chair-Elect, and a new Vice-Chair

shall be elected. They shall not succeed themselves in their respective positions except in the case when an unforeseen vacancy occurs.

7.7.3 The Association Directors shall serve staggered three (3) year terms.

7.7.4 The term of office for all other Section Governing Board positions shall be designated in the Section Policy Manual.

7.7.5 The term of office for all Section Governing Board positions, except Association Director, shall commence at the close of one Annual Business Meeting and end at the close of the Annual Business Meeting at which his/her successor is elected.

## **7.8 Vacancies on Section Governing Board**

7.8.1 In the case of a vacancy in an elected officer position on the Section Governing Board (Chair, Chair-Elect, Vice-Chair, Immediate Past-Chair, Association Director and Treasurer), the Section Governing Board shall, at the recommendation of the Section Chair, appoint a qualified member of the Section to complete the unexpired term. Except, in the case of a vacancy in the position of Chair or Chair-Elect, the remaining Chair officers shall ascend to the next higher position. When officers ascend to a higher office to fill a vacancy during any one year, the following year they shall fill the offices they normally would have filled if the vacancy had not occurred.

7.8.2 In the case of a vacancy in any other position, the Section Chair shall appoint a qualified member of the Section to complete the term of the vacant position, subject to a majority vote of the Executive Committee, and notify the Governing Board of such action at the Board Meeting immediately following the appointment.

7.8.3 The voting members of the Section Governing Board may, by a majority of not less than two-thirds (2/3) of the votes of such members at a duly called meeting of the Section Governing Board, remove any Section Board Member or Section Committee Chair before the expiration of his or her period of office if the Board Member or Committee Chair fails to carry out the responsibilities of elected or appointed office as so determined by the Section Governing Board. A vacancy created by the removal of a Section Governing Board Member shall be filled as specified herein for any other vacancy.

## **7.9 Duties of Section Governing Board**

7.9.1 The specific duties of each member of the Section Governing Board shall be as set forth in the Section Policy Manual.

7.9.2 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 directors set forth in the AWWA Documents. The Section acknowledges that, 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 VIII – EXECUTIVE DIRECTOR**

### **8.1 Authority and Purpose of the Section Executive Director**

The Section Executive Director shall be the chief of staff. As such, the Executive Director shall have general charge of the day to day operations of the Section, shall have the authority to hire, supervise, discipline and terminate Section Staff, and shall assist the officers in carrying out the policies, programs, orders and resolutions of the board.

### **8.2 Terms and Conditions**

- 8.2.1 The Executive Director shall be recommended by the Executive Committee and approved by a majority vote of the Governing Board. The Executive Director shall be retained as an employee of the Section, and shall serve under the general supervision of the Section Chair to carry out duties identified in the Section Policy Manual.
- 8.2.2 The Executive Director reports to the Board. He/she shall serve as the Secretary and attend the annual business meeting and all meetings of the Section Governing Board and Executive Committee, but shall not have a vote on matters brought before the general membership, Section Governing Board and/or Executive Committee.
- 8.2.3 The Governing Board shall review and approve the compensation of the Executive Director and the Assistant Executive Director for Finance and Administration (or other Executive level staff positions) to determine whether such compensation is just and reasonable. The review must be conducted whenever such positions are filled, or the terms of such employment are extended or renewed, or the compensation for such positions is modified (except for a general adjustment that extends to substantially all employees).

## **ARTICLE IX – MEETINGS**

### **9.1 Section Governing Board Meetings**

The Section Governing Board shall meet at least three times each year to conduct the business of the Section. Generally, Board meetings will be held at the time of each Section conference, Spring and Fall, and for annual budget preparation. Additional meetings of the Section Governing Board may be called by the Chair or at the request of any five members of the Board. Section Governing Board members shall be given seven days' notice of such meeting.

### **9.2 Executive Committee Meetings**

The Executive Committee (Section Officers) shall meet at least three times each year to conduct the business of the Section.

### **9.2 Annual Business Meeting**

The Annual Business Meeting shall be held during the Section's Fall Conference, or at another time as approved by the Section Governing Board, to conduct Board elections and conduct other Section business.

### **9.3 Annual Section Conference**

For the purpose of achieving the objectives of the Association and the Section, the Section

shall hold a minimum of one Annual Section Conference at which technical papers are presented and water issues are discussed. The location of such a conference is determined by the Section as prescribed in the Section Policy Manual.

#### **9.4 Other Meetings**

The Section Governing Board may authorize other meetings of the Section in addition to those described herein.

#### **9.5 Quorum**

9.5.1 Section Governing Board Meetings – a quorum shall consist of a majority of Section Governing Board members entitled to vote.

9.5.2 Annual Business Meeting – a quorum shall consist of fifty (50) members in good standing.

9.5.2 Section Executive Committee – a quorum shall consist of a majority of Section Officers.

#### **9.6 Parliamentary Authority**

The most recent edition of “Roberts’ Rules of Order” shall be used to conduct all official meetings of the Section.

### **ARTICLE X – DIVISIONS, COUNCILS, PROGRAMS AND COMMITTEES**

#### **10.1 Purpose**

The Section Governing Board may establish or dissolve Divisions, Councils, Programs and Committees to conduct Association and Section programs and business.

#### **10.2 Rules of Operation**

Divisions, Councils, Programs and Committees shall be established and shall convene in accordance with the Section Policy Manual. Committee meetings may be conducted at the discretion of the Committee Chair in general accordance with the latest edition of “Roberts’ Rules of Order”.

#### **10.3 Audit Committee**

Notwithstanding the above, the Section Governing Board must appoint an Audit Committee. The Audit Committee may consist of a single person and may include individuals who are not Governing Board members, but may not include any employee of the Section or any person with a material financial interest in any entity doing business with the Section. If the Governing Board appoints a Finance Committee, members of the Finance Committee must constitute less than one-half of the membership of the Audit Committee and the chairperson of the Finance Committee must not serve on the Audit Committee. Audit Committee members shall not be paid for their service to the Section as a member of the Audit Committee. The Audit Committee shall recommend to the Board of Directors the retention and termination of the independent auditor, may negotiate the compensation of the auditor on behalf of the Governing Board, shall confer with the auditor to satisfy the committee members that the financial affairs of the Section are in order, shall review and determine whether to accept the audit, and shall approve performance of any non-audit services to be provided by the auditing firm.



## **ARTICLE XI – CERTIFICATION COMMISSION**

### **11.1 Purpose**

The Section Governing Board may establish, modify or dissolve a Certification Commission to be responsible for the development and oversight of the Section's voluntary certification programs.

### **11.2 Rules of Operation**

Prior to establishing a Certification Commission, the Section Governing Board shall adopt policies and procedures for the operation and governance of the Commission as part of the Section Policy Manual. The Certification Commission shall operate in accordance with the Section Policy Manual. The Certification Commission Director shall be a member of the Section's Governing Board and shall serve as the leader of the Commission. The Certification Commission Director shall be nominated and elected using the process identified in Section 7.5 and 7.6 of these Bylaws. If a vacancy occurs for the Certification Commission Director, the process identified in Section 7.8.1 of these Bylaws shall be used to fill the vacancy. Commission meetings may be conducted at the discretion of the Certification Commission Director in general accordance with the latest edition of "Roberts' Rules of Order".

## **ARTICLE XII – SUB-SECTIONS**

### **12.1 Purpose**

For ease of organization and/or to further the knowledge of the water industry and interest in AWWA, the Section Governing Board may divide a Section into Sub-Sections that are still governed by the Section Governing Board without the approval of the AWWA Board of Directors.

### **12.2 Process**

Prior to establishing Sub-Sections, the Section Governing Board shall adopt policies and procedures for the operation and governance of sub-Sections as part of the Section Policy Manual.

### **12.3 Procedure**

Approval by the Section Governing Board is required to establish, terminate or change a Sub-Section.

## **ARTICLE XIII – STUDENT CHAPTERS**

### **13.1 Purpose**

The Section Governing Board may establish student chapters associated with educational institutions in California or Nevada that are still governed by the Section Governing Board, without the approval of the AWWA Board of Directors.

### **13.2 Process**

The Section Governing Board shall adopt policies and procedures for the operation and governance of Student Chapters as part of the Section Policy Manual.

### **13.3 Procedure**

Approval by the Section Governing Board is required to establish, terminate or change a Student Chapter.

## **ARTICLE XIV – AMENDMENTS TO SECTION BYLAWS**

### **14.1 Procedure**

Amendments to these bylaws may be proposed by a majority vote of the Section Governing Board, or by written petition signed by at least 50 members of the Section. The proposed amendment shall then be voted upon by the Section members at the next Annual Business Meeting by a majority vote of eligible voting members present at the meeting. At the discretion of the Section Governing Board, the bylaws may also be amended by a mailed ballot, with an affirmative vote of a majority of the ballots returned by eligible voting members. 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.

### **14.2 AWWA Approval**

If the amendment(s) are approved by the Section membership, the Secretary shall submit the amendment(s) to the Chief Executive Officer of the Association, for approval by the AWWA Board of Directors.

### **14.3 Corrections**

Corrections deemed insubstantial (grammar, punctuation) may be made at the discretion of the AWWA Board. The Section Board will be advised of these corrections and may call for a vote of the Section.

### **14.4 Effective Date**

Amendment(s) shall be effective only after receiving notice from the AWWA Chief Executive Officer that the amendment(s) have been approved by the AWWA Board of Directors.

## **ARTICLE XV – DISSOLUTION**

### **15.1 Return of Funds to the Association**

In case of dissolution of the Section, such portions of the funds or property thereof in the hands of the Section as may have been derived from the general funds of the American Water Works Association shall be returned to the American Water Works Association.

### **15.2 Disposition of Funds to Others**

The balance of the Section assets shall be transferred to the Association, another Section of the Association, or to one or more organization(s) with like purposes or goals operating in the geographical area of the Section, hereinafter referred to as the "receiving organization."

### **15.3 Receiving Organization Characteristics**

To qualify under the provisions of Section 501(c)(3) of the United States Internal Revenue Code, the receiving organization shall:

- be operated exclusively for scientific or education purposes;
- not benefit private parties (e.g., shareholders or individuals) from its earnings;
- not attempt to influence legislation as a substantial part of its activities; and
- not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

### **15.4 Selection of a Receiving Organization**

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.

#### **ARTICLE XVI – INDEMNIFICATION**

All Section staff, officers, members of the Governing Board, members of councils, divisions, and standing, working, and ad hoc committees and any other official representatives of the Section shall be and are hereby indemnified by the American Water Works Association in their Bylaws, Article VI, Section 6.01, as currently in force or as may hereinafter be amended, for expenses and costs incurred (including attorney fees) in connection with any claim asserted against any of them by action in court or otherwise by reason of their service in such capacity. It is the intention of the Association that anyone acting on behalf of the Association and Section be given all of the legally permissible protections available as an agent under this Article VI.