

ATTENTION:

Minnesota Section AWWA Members *Proposed Bylaws Change*

The Section Board is proposing changes to the Minnesota Section Bylaws. The changes include required updates by the Association, reduction of redundant language, and Section operational changes over the past 12 years.

The Board will discuss these changes at the September 2009, January 2010, and May 2010 Board meetings. You need to read the information carefully, express your concerns to your district trustee or any executive board member, and be prepared to vote on this issue in September 2010 (yes...next fall!).

The requested amendments are posted on the Section Website (www.mnawwa.org/bylawupdate.pdf).

Your careful consideration of this issue is requested, and then your vote.

Post on website beginning 9/1/09 and displayed at the 2009 Fall Conference.

IMPORTANT NOTICE!

Minnesota Section AWWA Members *Proposed Bylaws Change*

The Minnesota Section of the AWWA Governing Board recommends the MnAwwa Section Bylaws be amended. The changes include required updates by the Association, reduction of redundant language, and Section operational changes over the past 12 years.

Fifteen of the eighteen current Board members approved of the recommendation at the September 28, 2009 meeting (MnAwwa Section Bylaw 11.1). The remaining three members were not able to attend the meeting.

This letter serves as formal notice per MnAwwa Bylaw 11.2 "All Section members shall have at least thirty (30) days in which to consider the proposed amendment(s) prior to a vote being taken ... at the annual business meeting."

The requested amendments are posted on the Section Website (www.mnawwa.org/bylawupdate.pdf).

Please be prepared to vote on this item at the 2010 Fall Conference Annual Business Meeting.

Printed in the Fall Light Breeze, Spring Light Breeze, and Conference Breeze

BYLAWS OF
THE MINNESOTA SECTION OF
THE AMERICAN WATER WORKS ASSOCIATION

**ARTICLE I
NAME**

The name of this organization shall be the Minnesota Section of the American Water Works Association, hereinafter referred to as the "Section." The American Water Works Association shall hereinafter be referred to as the "Association."

Deleted: The Section shall be divided into subunits hereinafter referred to as "Districts."

**ARTICLE II
OBJECTIVES**

As a scientific and educational association, 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 development and furtherance of understanding of the problems related thereto by: advancing the knowledge of the design, operation, water treatment, and management of water supply systems; educating the public on the problems of water supply and promoting a spirit of cooperation between consumers and suppliers in solving these problems; disseminate information concerning 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 OPERATION**

- 3.1 The headquarters of the Section shall be at the office of the Secretary-Treasurer unless otherwise specifically designated by the Governing Board. All papers and records of the Section shall be kept at said headquarters.
- 3.2 All matters pertaining to the operation of the Section shall be in accordance with the Articles of Incorporation, Bylaws and Governing Documents of the American Water Works Association and with these bylaws and the policies and procedures of the Section.

**ARTICLE IV
MEMBERSHIP**

4.1 The membership of the Section shall consist of those members of the Association residing in or having principal business activity in the Section and those assigned to the Section by the Executive Director of the American Water Works Association.

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4.2 The geographic boundaries of the Minnesota Section are defined as the State of Minnesota.

4.3 The Section shall be divided into subunits hereinafter referred to as "Districts."

4.4 The Section membership shall be assigned to Districts based on their Association membership mailing address.

**ARTICLE V
ELIGIBILITY TO VOTE**

5.1 All members of the Section in good standing, including multi-section members, are eligible to vote on Section business when a vote of the membership is required.

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5.2 All members of the Section in good standing assigned to a Section District are eligible to vote on business of the District when a vote of the District membership is required.

5.2.1 A multi-section member can request assignment to a specific district once per year.

ARTICLE VI SECTION FINANCES

- 6.1 Dues shall be assessed against members as required for membership in the Association. The Section may, in accordance with the procedures defined in the Governing Documents and established guidelines of the Association, 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 Association and Section objectives and policies. Once approved, changes in a section assessment can be authorized by a vote of the Section Board for submission to and approval by the AWWA Board of Directors.
- 6.2 The Section reserves the right to collect fees for Section activities and events as appropriate. Such fees will be established in accordance with these bylaws, the policies and procedures of the Section, and the Governing Documents and Bylaws of the Association.
- 6.3 All Section finances shall be managed in accordance with these bylaws, the Section's policies and procedures, the Bylaws and Governing Documents of the Association, and all applicable financial rules and regulation of the State of Minnesota, and the United States of America.
- 6.4 The Section shall conduct an annual audit of all Section finances. The manner of the audit shall be in accordance with Section policies and procedures.

ARTICLE VII SECTION GOVERNANCE

- 7.1 The governing body of the Section shall be a Governing Board hereinafter referred to as the "Board."
- 7.1.1 The Section shall be an autonomous entity from the Association. The Board assumes the primary responsibility for operating the Section and shall govern it so as to not be inconsistent with the Articles of Incorporation, Bylaws, and Governing Documents of the Association.
- 7.1.2 The Board shall establish, modify, or dissolve Districts, Councils, and Committees as they deem necessary to conduct Section and Association business and programs.
- 7.2 Members and Structure of the Board
- 7.2.1 The Board shall consist of:
Officers of the Board (a.k.a. Officers of the Section or the Executive Board)
District Trustees *(one from each District and one District Trustee-at-large)*
Council Chairs/Liaisons
- 7.2.2 All members of the Board are voting members.
- 7.2.3 The officers of the Board shall be:
Chair
Chair-elect
Past-chair
Director
Secretary-Treasurer
- 7.2.4 The Officers of the Board are authorized to take official actions between Board meetings that they deem beneficial to the Section.
- 7.2.5 Any member of the Section who is also an Association Officer (President, President-Elect, Vice-Presidents, Immediate Past-President, and Treasurer), or Director-at-Large shall automatically become a member of the Board.

Deleted: the Section who are also the officers of

Deleted: President-elect,

Deleted: , or Immediate Past-president of the Association

- 7.3 Eligibility to Serve on the Board Deleted: Governing
- 7.3.1 Any member of the Section, including a multi-section member of the Section, shall be eligible to hold elective office on the Section Board Deleted: except
- ~~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.~~
- 7.3.4 In addition to the membership eligibility requirements defined in this section, nominees for the position of chair-elect must have served at least two (2) years as a member of the Board (Officer of the Board, District Trustee, or Council Chair), Deleted: or a Council chair
- 7.3.5 In addition to the membership eligibility requirements defined in this section, nominees for the position of Director must have served as an Officer of the Board, Deleted: o
Deleted: Section
- 7.4 Nominations for members of the Board
- 7.4.1 The Section shall conduct a nomination and election process for Chair-elect and District Trustee-at-Large in accordance with the policies and procedures of the Section. Deleted: l
- 7.4.2 A nominating committee shall be appointed by the Chair with the approval of the Board in accordance with the policies and procedures of the Section.
- 7.4.3 The Director shall be nominated and elected in a manner consistent with the Bylaws of the Association, and Bylaws and Policies & Procedures of the Section. Deleted: b
- 7.4.4 District Trustees shall be nominated in accordance with policies and procedures of the Section and the District. Deleted: p
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- 7.5 Election/Succession/Appointment of Members of the Governing Board
- ~~7.5.1 Upon the expiration of the term of the Section Chair, the Chair shall accede to the office of Past-Chair, and the Chair-Elect shall accede to the office of Chair.~~ Deleted: 7.5.1 All members of the section in good standing, including multi-section members, are eligible to vote in an election for members of the Section Board.¶
- 7.5.2 The Chair-Elect, Director, and District Trustee-at-Large shall be elected by a majority vote of eligible Section members in attendance at the annual Section business meeting. Inserted: All members of the section in good standing, including multi-section members, are eligible to vote in an election for members of the Section Board.¶
¶ 7.5.
- 7.5.3 The District Trustees shall be elected by a majority vote of the eligible District members in attendance at the District business meeting and in accordance with the policies and procedures of the Section and District.
- ~~7.5.4 Open Council chair positions (term has expired) shall be appointed by the Chair with the approval of the board.~~
- 7.5.5 The Secretary-Treasurer shall be appointed by the Chair with the approval of the board.
- 7.6 Terms of Office for Governing Board
- 7.6.1 The Chair, Chair-Elect, and Past-Chair shall serve terms of one (1) year. These terms shall commence at the first Section Board meeting following the annual Section business meeting at which they were elected or accede to the office.
- 7.6.2 The Director shall be elected for a term of three (3) years or as otherwise required by the Bylaws of the Association. The newly elected Director shall take office at the expiration of the incumbent Director's term of office as prescribed by the bylaws of the Association.
- 7.6.3 District Trustees shall serve terms of three (3) years. The term shall begin at the first Section Board meeting following the annual Section business meeting following election. Terms shall be

staggered as evenly as possible to minimize board turnover.

7.6.4 Council chairs shall serve terms of three (3) years. The term shall begin at the first Section Board meeting following the annual Section business meeting following election. Terms shall be staggered as evenly as possible to minimize board turnover.

7.6.5 The Secretary-Treasurer shall serve a term of one (1) year, and may be appointed for consecutive terms.

7.7 Vacancies on Governing Board

7.7.1 The Board shall declare that a vacancy exists in the event of the death, relocation of a member so that he/she no longer qualifies as a member of the section per Article 4.1 of these bylaws, incapacity, or resignation of any Section Board member.

7.7.2 In the case of a vacancy in the office of Director, a successor to serve for the remainder of the term shall be appointed by the Section Board of Trustees. The Section Chair or Secretary/Treasurer shall notify the Executive Director of the Association of such selection.

7.7.3 The Board shall fill a vacancy in the office of Chair, Chair-Elect, Past-Chair, District Trustee-at-Large, and Secretary-Treasurer for the remainder of the unexpired term in accordance with the policies and procedures of the Section.

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7.7.4 In the case of a vacancy in the position of District Trustee, the District Committee represented by the trustee shall fill the vacancy for the remainder of the unexpired term in accordance with the policies and procedures of the Section.

7.7.5 The voting members of the Board may, by resolution passed by a majority of not less than two-thirds (2/3) of the votes of such members at a duly called meeting of the Board, remove any Board member or Committee Chair before the expiration of his or her period of office if the officer or committee chair fails to carry out the responsibilities of elected or appointed office as so determined by the Board. A vacancy created by the removal of a Board member may be filled by the voting members at the meeting at which the Board member or Committee Chair is removed, or if not so filled, may be filled by a quorum of Board members at an official Board meeting.

7.8 Duties of Governing Board

7.8.1 The Board shall direct the administrative work of the Section and execute its business in accordance with the bylaws, and policies and procedures of the Section and the Articles of Incorporation, Bylaws, and Governing Documents of the Association.

7.8.2 The Board shall have power to invest or expend the funds of the Section, but shall not incur indebtedness in excess of the unencumbered cash assets of the Section.

7.8.3 The Chair shall have general supervision of the affairs of the Section and shall preside at all meetings of the Section and of the Board, unless designated otherwise.

7.8.4 The Chair shall make appointments to vacant Council or Committee positions as prescribed by the policies and procedures of the Section.

7.8.5 The Chair-Elect shall perform the duties of the Chair in the latter's absence.

7.8.6 The Director, as a member of the Board of Directors of the Association shall represent the Section and the Association in the deliberations of their respective governing bodies and shall coordinate and unify their actions.

7.8.7 The District Trustee-at-Large, in addition to being a member of the Section Board, is also a member of the district committee in the district that he/she is assigned by the Section.

Deleted: 7.8.7 The District Trustees, as members of the Section Board and District Committee shall represent the Section and the District in the deliberations of their respective governing bodies and shall coordinate and unify their actions.¶

7.8.8 The Secretary-Treasurer shall have charge of the financial books and records of the Section.

7.8.9 The Secretary-Treasurer shall see that all monies due to the Section are collected and promptly deposited to the credit of the Section in a depository, which has been approved by the Board.

7.8.10 The Secretary-Treasurer shall pay all bills for authorized debts incurred by the Section.

Other

ARTICLE VIII MEETINGS

8.1 Meetings

8.1.1 The Section shall conduct at least one business meeting in each calendar year to elect officers and conduct other business as may be necessary.

Deleted: . Other meetings may be held as determined by the Board.

8.1.2 A special meeting of the Section may be called by the Section Chair. A special meeting may also be called by a written request of fifteen (15) percent of the membership. The object of a special meeting shall be definitively stated in a notice, which shall be mailed by the Secretary-Treasurer to all members at least fifteen (15) days in advance of the date of the meeting. No other business may be transacted at this meeting. The board shall determine the location of all Section meetings.

8.1.3 The Board shall meet at least once during the annual Section conference, and at other times at the call of the Section Chair, or at the request of a majority of the Board to conduct Section business.

8.1.4 Each District shall conduct one business meeting in each calendar year. Other meetings may be held as determined by the District Committee.

8.1.5 Meetings shall be conducted generally in accordance with the latest edition of Robert's Rules of Order Newly Revised.

8.2 Quorum

8.2.1 Thirty (30) voting members of the Section shall constitute a quorum at any Section business meeting.

8.2.2 A majority of the members of the Board shall constitute a quorum at Board meetings.

8.2.3 Ten (10) voting members of a District shall constitute a quorum at any District business meeting.

8.2.4 No motions can be passed without a quorum, as defined in this section.

ARTICLE IX COUNCILS/COMMITTEES

9.1 The Councils and Committees shall be established and shall conduct activities in accordance with the policies and procedures of the Section.

Deleted: 9.1 . The Board shall establish or dissolve Councils and Committees as they deem necessary to conduct Section and Association business and programs.¶

9.2 Council and Committee meetings shall be conducted generally in accordance with the latest edition of Robert's Rules of Order Newly Revised.

ARTICLE X DISTRICTS GOVERNANCE

10.1 The Section shall be divided into six districts representing the following geographic areas of the Section: Northeast, Northwest, Central, Metro, Southeast, and Southwest.

The district boundaries will be designated by the Section Board.

10.2 Members and Structure of the Districts

10.2.1 The governing body of the District shall be a District Committee.

10.2.2 The District committee shall consist of:
District Chair
District Vice-Chair
District Trustee
District Secretary

10.2.3 All members of the District Committee are voting members

10.2.4 The Officers of the District shall be:
District Chair
District Vice-Chair
District Trustee

10.3 Eligibility to Serve on the District Committee

10.3.1 All members of the Section assigned to a District, ~~including multi-section members,~~ are eligible to hold elective office on the District Committee of their District.

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10.4 Nominations for members of the District Committee

10.4.1 The District Vice-Chair shall be nominated in accordance with policies and procedures of the District.

10.4.2 The District Trustee shall be nominated in accordance with Article VII of these bylaws and the policies and procedures of the Section and District.

10.5 Election/Succession/Appointment of members to the District Committee

10.5.1 Upon the expiration of the term of the District Chair, the District Vice-Chair shall accede to the office of Chair.

10.5.2 The District Vice-Chair shall be elected by a majority vote of eligible District members in attendance at the annual District business meeting.

10.5.3 The District Trustee shall be elected in accordance with Article VII of these bylaws and the policies and procedures of the Section and District.

10.5.4 The District Secretary shall be appointed by the District Officers.

10.6 Terms of office for the District Committee

10.6.1 The District Chair and District Vice-Chair shall serve terms of one (1) year. These terms shall commence following the annual District business meeting at which they are elected or accede to the office.

10.6.2 The term of the District Trustee shall be in accordance with Article VII of these bylaws (see bylaw 7.6.2).

10.6.3 The District Secretary shall serve a term of one (1) year, and may be appointed for consecutive terms.

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10.7 Vacancies on the District Committee

10.7.1 The District Committee shall declare that a vacancy exists in the event of the death, relocation of a member so that he/she no longer qualifies as a member of the section per Article 4.1 of these bylaws, incapacity or resignation of any District Committee member.

- 10.7.2 The District Committee shall fill any elective or appointed District office vacancy for the remainder of the unexpired term in accordance with the policies and procedures of the Section and District.
- 10.7.3 In the event of three vacancies occurring simultaneously in a given District, the Section Chair shall make an appointment to the position of District Trustee. The District Trustee shall ~~then~~ make appointments to the other two vacant District offices.
- 10.8 Duties of District Committee
- 10.8.1 The District Committee shall direct the administrative work of the District and execute its business in accordance with the bylaws and policies and procedures of the Section and the District, and the Articles of Incorporation, Bylaws, and Governing Documents of the American Water Works Association.
- 10.8.2 The District Committee may establish or dissolve standing or special District committees as they deem necessary for the operation of or to further the interests of the District.
- 10.8.3 The District Chair shall have general supervision of the affairs of the District and shall preside at all meetings of the District and of the District Committee, unless designated otherwise.
- 10.8.4 In the absence of the District Trustee, the District Chair shall represent the District on the Section Board.
- 10.8.5 The District Vice-Chair shall perform the duties of the District Chair in the latter's absence
- ~~10.8.6~~ The District Secretary shall be responsible for the preparation of the business and recording of the proceedings of the District and District Committee meetings.
- 10.8.7 The District Secretary shall see that all funds generated or debts incurred by District activities are forwarded to the Section Secretary-Treasurer for proper disposition.
- 10.8.8 Each district shall conduct one business meeting in each calendar year (see 8.1.4 and 8.2.3). The District Secretary shall forward the official meeting minutes to the Section Chair for review and to the Secretary/Treasurer for archiving.

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Deleted: 10.8.6 . The District Trustee as a member of the Section board shall represent the district and the Section in the deliberations of their respective governing bodies and shall coordinate and unify their actions.¶

ARTICLE XI AMENDMENTS TO SECTION BYLAWS

- 11.1 A proposal to amend these bylaws may be made by a three-fourths affirmative vote of the Board or by a petition signed by at least fifteen (15) percent of the members of the Section, either of which shall be made in writing. All such proposals shall be submitted to the Secretary-Treasurer, who will bring the proposal to the attention of the Section Board of Trustees.
- ~~11.2~~ All Section members shall have at least thirty (30) days in which to consider the proposed amendment(s) prior to a vote being taken.
- 11.3 The Board may authorize the use of a letter ballot to obtain a vote on proposed amendment(s). If voted on by a letter ballot, a two-thirds affirmative vote of those voting within thirty (30) days of the mailing of the ballots shall be required to amend these bylaws. The dated postmark on the return ballots shall be used to determine the validity of returned ballots.
- 11.4 A two-thirds affirmative vote of those voting shall be required to amend these Bylaws.
- 11.5 A proposed amendment, presented at a business meeting, may be voted upon at that meeting if a quorum exists and unanimous consent to do so is given by the voting members present.
- 11.6 Amendments shall become effective after approval by the Board of Directors of the American Water Works Association.

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Comment: Deleted the trailing text because it seems too open.

Deleted: except that the proposed amendment(s) may be published in the pre-conference issue of the Section publication or in any copy of the Section publication that is published prior to, and in the same calendar year, as the annual business meeting at which the vote on the amendment(s) is to be taken.

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**ARTICLE XII
DISSOLUTION**

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- | 12.1 In case of dissolution of the Section, such portions of the funds or property thereof in the hands of the Secretary-Treasurer as 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 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 are 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:
 - that it is 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(s) would then qualify under the provisions of Section 501(c)(3) of the United State Internal Revenue Code, as they now exist or as they may hereafter be amended.
- | 12.4 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, judgment or decree of a court having jurisdiction over the assets and property of the Section.

**ARTICLE XIII
INDEMNIFICATION**

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Indemnification is provided by the Association as described in the Association Bylaws, Article VI, Section 6.01.

**ARTICLE XIV
EFFECTIVE DATE**

These Bylaws shall become effective and supersede all previous Bylaws upon approval of the membership of the Section and of the Board of Directors of the American Water Works Association.

Adopted: 1916

Revisions: 1919, 1936, 1939, 1944, 1947, 1952, 1954, 1966, 1970, 1971, 1975, 1977, 1983, 1987, 1990, 1991, 1992, 1997, 2004, 2010 (proposed).