

**BYLAWS OF THE
ARIZONA SECTION OF THE
AMERICAN WATER WORKS ASSOCIATION**

ARTICLE I - NAME

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

ARTICLE II - OBJECTIVES

- 2.1 The objectives of the Section are to promote public health, safety and welfare through the improvement of the quality and quantity of the water delivered to the public by (a) advancing knowledge related to the design, construction, operation and management of all water utility systems of every kind and description; (b) formulating solutions to the problems involved in the development of water resources and in the production and distribution of safe and adequate water supplies; and (c) educating the public on matters connected with the water utility industry.

ARTICLE III - MEMBERSHIP

- 3.1 The membership of the Section shall consist of those members of the American Water Works Association (designated as the "Association") residing in or having principal business activity in the Arizona Section, multi-section members, and those assigned to the Section by the Executive Director of the Association.
- 3.2 The geographic boundaries of the Arizona Section are defined as the State of Arizona.

ARTICLE IV - HEADQUARTERS AND OPERATIONS

- 4.1 The headquarters of the Section shall be designated by the Section Board of Trustees.
- 4.2 All matters pertaining to the operation of the Section shall be in accordance with the Articles of Incorporation, Bylaws, and Governing Documents of the Association, and with these Bylaws and Policies and Procedures of the Section.

ARTICLE V - ELIGIBILITY TO VOTE

- 5.1 All members of the Section in good standing, including multi-section members, are eligible to vote in accordance with the Bylaws and Governing Documents of the Association and with these Bylaws and Policies and Procedures of the Section.
- 5.2 Occasions where a vote of the membership is required include: the election of Section officers and/or other members of the Section Board of Trustees, approval of a proposed amendment of these bylaws, approval of a special dues assessment of the Section membership, or in any other event for which the Board of Trustees requires a vote of the Section membership.

ARTICLE VI - SECTION FINANCES

- 6.1 Dues
- 6.1.1 Dues shall be assessed against members as required for membership in the Association.
- 6.1.2 The Section may, in accordance with the procedures defined in the Governing Documents of the Association, 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 the Association objectives and policies. Once approved, the changes in a section assessment can be authorized by a vote of the Section Board of Trustees for submission to and approval by the Association Board of Directors.
- 6.2 Fees
- 6.2.1 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 Bylaws and Governing Documents of the Association.
- 6.3 Financial Controls

- 6.3.1 All Section finances shall be managed in accordance with these Bylaws, Policies and Procedures of the Section, Bylaws and Governing Documents of the Association, and all applicable financial rules and regulations of the State of Arizona.
- 6.3.2 The Section shall conduct, on an annual basis, an independent audit of all Section finances. The audit shall be conducted by a qualified financial advisor who is neither an employee of the Section nor member of the Board of Trustees.

ARTICLE VII - SECTION GOVERNANCE

- 7.1 Authority and Purpose of the Section Board of Trustees
 - 7.1.1 The Section is an autonomous entity and has the authority to govern the operation of the Section and to be consistent with the Articles of Incorporation, Bylaws, and Governing Documents of the Association.
- 7.2 Structure of the Section Board of Trustees
 - 7.2.1 The Section shall have a governing board, which will constitute a Board of Trustees consisting of a Chair, Chair-Elect, Vice-Chair, Secretary, Treasurer, Immediate Past-Chair, AWWA Director, and such Trustees as deemed necessary for the proper functioning of the Section.
- 7.3 Eligibility to Serve on Section Board of Trustees
 - 7.3.1 Any member of the Section including multi-section members shall be eligible to hold an elective office in the Section. Multi-section members may only hold office in one section at a time.
 - 7.3.2 Two or more offices may not be held by the same individual.
- 7.4 Nominations for Members of the Section Board of Trustees
 - 7.4.1 The Section shall conduct an appropriate nomination and election process for the following members of the Section Board of Trustees: Chair, Chair-Elect, Vice-Chair, Secretary, Treasurer, AWWA Director, and Trustees.
 - 7.4.2 The AWWA Director shall be nominated and elected in a manner consistent with Article III of the Bylaws of the Association.
 - 7.4.3 A Nominating Committee shall be appointed by the Chair for all elected positions other than AWWA Director. The Nominating Committee shall consist of a minimum of five (5) members in accordance with the Section's Policies and Procedures. In the year preceding the end of the current AWWA Director's term of office, a Nominating Committee for a new AWWA Director shall be organized. The Nominating Committee for the AWWA Director shall consist of the outgoing AWWA Director and the most recent past two AWWA Directors.
 - 7.4.4 The Nominating Committee shall ask for nominations to be submitted to the Committee at least 60 days prior to the actual election, by announcement. The Nominating Committee shall review all nominations to determine eligibility and willingness to serve. All eligible names will be forwarded to the Section Chair for review and action by the Section's Board of Trustees. The Nominating Committee shall submit a minimum of one (1) name for each vacant office for the ensuing Section year. In the last year of the three-year term of the currently serving AWWA Director, the AWWA Director Nominating Committee shall review candidates and forward a minimum of one (1) name for the AWWA Director to the Chair for review and action by the Board of Trustees. Notice shall be sent to all voting members at least 30 days prior to voting at the annual business meeting.
- 7.5 Election of Members of the Section Board of Trustees
 - 7.5.1 Members of the Section Board of Trustees shall be elected at the annual business meeting by a two-thirds (2/3) vote of the eligible voting members present.
- 7.6 Terms of Office for Section Board of Trustees
 - 7.6.1 The AWWA Director shall be elected for a term of three years or as otherwise required by the Bylaws of the Association. The term shall commence at the Association's Annual Conference Board of Directors Meeting.
 - 7.6.2 The term of the Chair, Chair-Elect, Vice-Chair, and Trustees shall be one (1) year, with the understanding that a three (3) year commitment is involved for Trustees, and each year's term is subject to re-election. Terms of office shall commence on the first day of the month following the month in which the Section's Annual Conference is held.
 - 7.6.3 The term of Secretary and Treasurer shall be three (3) years. Terms of office shall commence on the first day of the month following the month in which the Section's Annual Conference is held.

- 7.6.4 The term of Immediate Past-Chair shall be for one (1) year. Term of office shall commence on the first day of the month following the month in which the Section's Annual Conference is held.
- 7.7 Vacancies on Section Board of Trustees
 - 7.7.1 In the case of a vacancy in the office of the AWWA Director, a successor to serve for the remainder of the term shall be selected by the Section Board of Trustees, as described in Article III of the Association Bylaws. The Section shall notify the Executive Director of the Association of such selection.
 - 7.7.2 In the case of a vacancy in the office of the Chair, Chair-Elect, Vice-Chair, Secretary, Treasurer, Immediate Past-Chair, and Trustees, the Section Board of Trustees shall appoint a suitable replacement to complete the term of the vacant position.
- 7.8 Duties of Section Board of Trustees
 - 7.8.1 The AWWA Director shall represent the Section on the Board of Directors of the Association, and shall act to work with the Chair and other members of the Section Board of Trustees to coordinate and unify the actions of both the Association and the Section.
 - 7.8.2 The duties of the members of the Section Board of Trustees shall be defined in the Section's Policies and Procedures.
- 7.9 Removal and Resignation
 - 7.9.1 At a properly called regular or special meeting, any officer, director, committee chair, member, or other agent of the Association may be removed by a two-thirds (2/3) vote of the Board of Trustees whenever in the judgment of the Board, the best interests of the Section will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person(s) so removed.
 - 7.9.2 Any director, committee chair, or other agent of the Association may resign at any time by giving written notice to the Chair of the Section Board of Trustees. Acceptance of such resignation shall not be necessary to make it effective unless the notice so provides.

ARTICLE VIII - COMMITTEES

- 8.1 The Section Board of Trustees may establish standing committees to conduct Association and Section programs and business.
- 8.2 The Section Board of Trustees has the authority to dissolve standing committees.
- 8.3 Standing committees shall be established and shall convene in accordance with the Section's Policies and Procedures. All standing committee meetings should be conducted generally in accordance with the latest edition of "Robert' Rules of Order."

ARTICLE IX - MEETINGS

- 9.1 The Section shall hold at least one (1) annual business meeting in each fiscal year. This meeting shall be held at the same time and place as the annual conference meeting of the Section. The time and place of all meetings of the Section shall be fixed by the Section Board of Trustees or by a committee appointed by them.
- 9.2 Fifteen eligible voting members present in person shall constitute a quorum for the Section's annual business meeting.
- 9.3 The Section officers and/or the Section Board of Trustees shall meet at least once each year to conduct the business of the Section.

ARTICLE X - AMENDMENTS TO SECTION BYLAWS

- 10.1 The Section Board of Trustees will approve proposed Bylaw amendment(s) prior to bringing them to the vote of the membership.
- 10.2 These Bylaws may be amended at any annual business meeting of the Section by a two-thirds (2/3) vote of eligible voting members present at the meeting, provided however that all members shall have written notice at least 30 days in advance in which to consider the proposed amendment(s) prior to voting.
- 10.3 At the discretion of the Section Board of Trustees, the Bylaws may also be amended by a mailed ballot with an affirmative vote of two-thirds (2/3) of ballots returned by eligible voting members. All eligible voting 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.

- 10.4 If the amendment(s) are approved by the Section membership, the Section shall submit the amendment(s) to the Executive Director of the Association for approval by the Association Board of Directors.
- 10.5 Corrections deemed insubstantial (grammar, punctuation) may be made at the discretion of the Association Board of Directors. The Section Board of Trustees will be advised of these corrections and may call for a vote of the Section.
- 10.6 Amendment(s) shall be effective only after receiving notice from the Association Executive Director that the amendment(s) have been approved by the Association Board of Directors.

ARTICLE XI - DISSOLUTION

- 11.1 In case of dissolution of the Section, such portions of the funds or property thereof in the hands of the Secretary and Treasurer, as may have been derived from the general funds of the Association, shall be returned to the Association.
- 11.2 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."
- 11.3 The receiving organizations shall:
- (a) be operated exclusively for scientific or educational purposes,
 - (b) not be conducted or operated for profit, and no part of the net earnings of which inures to the benefit of any private shareholders or individual,
 - (c) not be operated such that a substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation, 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.
- 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 hereinafter be amended.
- 11.4 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, or if for any reason such disposition cannot be affected, 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 XII – INDEMNIFICATION

- 12.1 Indemnification is provided by the Association as described in the Association Bylaws, Article VI, Section 6.0.1.

As approved by the AWWA Board of Directors, June 12, 2011

As approved by the Arizona AWWA Membership, May 5, 2011

As approved by the AZ Water Association Board of Directors, March 11, 2011