

BYLAWS OF THE PENNSYLVANIA SECTION
of the
AMERICAN WATER WORKS ASSOCIATION

Table of Contents

I. NAME	VII. SECTION GOVERNANCE
II. OBJECTIVES	VIII. MEETINGS
III. HEADQUARTERS AND OPERATIONS	IX. COMMITTEES & COUNCILS
IV. MEMBERSHIP	X. ESTABLISHING SUBDIVISIONS
V. VOTING BY MEMBERS	XI. AMENDMENTS TO BYLAWS
VI. SECTION FINANCES	XII. DISSOLUTION
	XIII. INDEMNIFICATION

ARTICLE I - NAME

- 1.1 The name of this organization shall be the Pennsylvania Section of the American Water Works Association (hereinafter the "Section"). American Water Works Association may hereinafter be referred to as "AWWA" or the "Association."
- 1.2 The Section's geographic area is divided into subdivisions using the following names:
- a. Northwest District
 - b. Northeast District
 - c. Northcentral District
 - d. Southeast District
 - e. Southwest District
 - f. Southcentral District

ARTICLE II - OBJECTIVES

- 2.1 The objectives of this Section are to promote the 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 of 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 there to in an effort to improve the quality and quantity of the water supply provided to the public.

ARTICLE III - HEADQUARTERS AND OPERATIONS

- 3.1 The headquarters of the Section shall be at the office of the Executive Director, unless otherwise designated by the Section's governing board, the Board of Officers and Trustees (hereinafter, the "Board").
- 3.2 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 IV - MEMBERSHIP

- 4.1 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 geographic boundaries of the Section, including Members with primary membership in another Section (multi-Section Members) and those assigned to the Section by the Chief Executive Officer of the American Water Works Association (hereinafter, "Members").
- 4.2 "Members in good standing," as used in these bylaws, shall refer to those who are currently members of AWWA and whose Association dues and Section assessments have been paid up to date.
- 4.3 The geographic boundaries of the Section are defined as the Commonwealth of Pennsylvania.

ARTICLE V – VOTING BY MEMBERS

- 5.1 All Members of the Section in good standing, including multi-Section Members, are eligible to vote. Each Member shall have one vote.
- 5.2 Occasions where a vote of the membership is required include: the election of Section officers and/or other members of the Board of Officers and Trustees as described herein; 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, by resolution, requires a vote of the Section membership.
- 5.3 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 Officers and Trustees may resolve, in its discretion, to require only the vote of a majority of the Members present, at a meeting

of which written or electronic notice was delivered to all such Members at least ten (10) days before the date of the action.

- 5.4 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.
- 5.5 Only Section members in good standing who reside within the boundaries of that District may vote and hold office within the District.

ARTICLE VI - SECTION FINANCES

- 6.1 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 special 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 shall be used to increase the funds available for Section uses consistent with the Association's objectives in Article II. Once approved, changes in a Section dues assessment can be authorized by a vote of the Board of Officers and Trustees for submission to and approval by the AWWA Board of Directors. Only the Association can determine and collect dues and assessments.
- 6.2 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 policies and procedures of the Section, and the AWWA Documents.
- 6.3 The Section's finances shall be managed in accordance with the AWWA Documents, the Section's policies and procedures, and all applicable financial rules and regulations of the United States of America and the Commonwealth of Pennsylvania. 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 VII – SECTION GOVERNANCE

7.1 Authority and Purpose of the Board of Officers and Trustees

- 7.1.1 The property, affairs, and business of the Section shall be managed by the Board of Officers and Trustees and the Board 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.

7.2 Members and Structure of the Board of Officers and Trustees

- 7.2.1 The Section shall be governed by its Board of Officers and Trustees, consisting of a

Chair, Chair-Elect, Vice-Chair, Past Chair, one Trustee from each of the six Districts (District Trustees), the Chair of each of the Section's Councils, the AWWA Director, and the Treasurer. In addition, the Executive Director shall be ex-officio, a non-voting member of the Board. All members of the Board of Officers and Trustees, except ex-officio members, shall be entitled to one vote.

7.2.2 The Board of Officers and Trustees shall also include a secretary as a non-voting member of the Board. The Section's Executive Director shall serve as the Secretary.

7.2.3 The Section's Board of Officers and Trustees shall not exceed 20 members.

7.2.4 The Section shall establish an Executive Committee. The Executive Committee shall have the limited authority, as described herein, to execute Section business in between Board meetings in accordance with the Bylaws, the Section Board policy manual, the AWWA Documents, and the laws of the Commonwealth of Pennsylvania governing nonprofit corporations. This authority is generally limited to business that requires immediate action and cannot wait until the next scheduled Board meeting or a special Board meeting. The action shall be consistent with previous Board decisions and shall be reviewed and confirmed with the Board at the next available Board meeting. The Executive Committee shall consist of the Chair, Chair-Elect, Vice-Chair, Past Chair, AWWA Director, Executive Director and Treasurer. The Executive Director shall serve as a non-voting member of the Executive Committee. A quorum for the Executive Committee shall be three (3) voting Members. Any action taken by the Executive Committee must be approved by a two-thirds majority vote.

7.3 Eligibility to Serve on the Board of Officers and Trustees

7.3.1 Any member of the Section (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.

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, except for the combined office of secretary-treasurer.

7.4 Nominations for Members of the Board of Officers and Trustees

7.4.1 Each year, At least six (6) months prior to the Annual Business Meeting, the Chair shall appoint a Nominating Committee, consisting of the three (3) most recent available Past-Chairs of the Section and two (2) members of the Section who are not members of the Board for the purpose of selecting nominees for Chair, Chair-Elect, and Vice-Chair. Every three years, this same committee shall also select a nominee(s) for Treasurer. The most recent available Past-Chair shall serve as Chair of the Nominating Committee. All Nominating Committee members shall currently be members of the Section in good standing.

7.4.2 Every three (3) years, at least six (6) months prior to the Annual Business Meeting, the Chair shall appoint a Director's Nominating Committee to select a candidate for AWWA Director. The Director's Nominating Committee shall be composed of the current AWWA

Director, two (2) past AWWA Directors, the Chair-Elect, and the Vice-Chair of the Section. The Chair-Elect shall serve as Chair of the Director's Nominating Committee. All committee members shall be members of the Section in good standing.

- 7.4.3 As part of the nominating process, and prior to the first meeting of the nominating committees, an announcement shall be placed in the Section Newsletter listing the positions to be filled, the eligibility requirements of the positions, the names of the nominating committee members, and soliciting names of people who are interested in being considered for the positions. Nominating Committees are encouraged to nominate two or more candidates for each vacancy unless, in the case of the Treasurer, the committee believes it would be in the best interest of the Section to have him/her succeed himself/herself.
- 7.4.4 At the Annual Business Meeting, the Nominating Committee shall report the names of one or more candidates for each office to be filled. Additional nominations will not be allowed from the floor of the meeting.

7.5 Election of Members of the Board of Officers and Trustees

- 7.5.1 Members of the Board of Officers and Trustees may be elected at the annual business meeting of the Section, at a Fully Noticed Meeting or, if approved by the Board of Officers and Trustees, by any other process permitted by law.
- 7.5.2 The candidate receiving the greatest number of votes for an elected office shall be elected to the office even if that candidate receives less than a majority of the votes cast. If more than one seat of the same office, such as a non-officer trustee, is up for election at the same meeting, then the Board of Officers and Trustees will hold separate votes for each available seat

7.6 Terms of Office for Section Board of Officers and 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.
- 7.6.2 The term of the Chair, Chair-elect, Vice-Chair, and Past Chair shall be one (1) year. The term of office of the Treasurer shall be three (3) years. These terms of office shall commence following the turning over of the gavel of office during the Section annual business meeting or Fully Noticed Meeting at which they are elected or succeed to office and shall terminate at the turning over of the gavel of office of the annual business meeting or Fully Noticed Meeting at which their successors are elected.
- 7.6.3 The term of office of a District Trustee shall be for a period of two (2) years. The terms of District Trustees shall be staggered by the Board such that no more than three (3) District Trustees or two-thirds of the District Trustees, whichever is less, shall expire in any one year.
- 7.6.4 The term of office of the Chairs of the Section's Councils shall coincide with their term as Chair of their respective Council.
- 7.6.5 The term of the Secretary shall coincide with his/her tenure as Executive Director.

- 7.6.6 The positions of Chair, Chair-Elect, Vice-Chair, and Past Chair do not allow for back-to-back terms.
- 7.6.7 In the absence of an election of successors by Members or an appointment by the Board of Officers and Trustees under Section 7.6, the holdover officers and non-officer trustees will remain in office.

7.7 Vacancies on the Board of Officers and Trustees

- 7.7.1 In the case of a vacancy in the office of AWWA Director, a successor to serve for the remainder of the term may be selected by members of such Section as prescribed in the bylaws of the Section or, in the absence of a Fully Noticed meeting of the Members, shall be appointed by the Board. The Section Chair or Secretary shall notify the Chief Executive Officer 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, or Treasurer, the Board shall appoint a suitable replacement to complete the term of the vacant position.
- 7.7.3 In the case of a vacancy in the office of District Trustee, the District may nominate a candidate for replacement to be approved by the Board of Officers and Trustees.
- 7.7.4 The voting members of the Board may remove any officer or non-officer trustee from the Board before the expiration of the trustee's term of office if the officer or trustee is found to have willfully failed to carry out the trustee's duties and responsibilities if so determined by a unanimous vote of the other members of the Board. The Members may also vote to remove, with or without cause, any officer or Trustee by a majority vote at any Fully Noticed Meeting of Members.
- 7.7.5 A vacancy created by the resignation, death, disability or a removal of a trustee may be filled by the Members at a Fully Noticed Meeting or if not so filled, by a majority vote of the Board.

7.8 Duties of the Board of Officers and Trustees

- 7.8.1 It shall be the duty of all Board members to promote the objectives of the Association and the Section, to actively strive for the advancement of the Section, and perform specific duties assigned by the Chair.
- 7.8.2 The Chair shall have general supervision of the affairs of the Section, subject to the direction of the Board of Officers and Trustees. The Chair shall preside over all meetings of members, the Executive Committee, and the Board of Officers and Trustees. The chair shall perform other such duties that would ordinarily be incidental of the Office of the President of the Association, subject to the authority granted by the Board of Officers and Trustees.
- 7.8.3 The Chair-Elect shall assist the Chair in the performance of his/her duties and shall act in his/her stead when required.

The Chair-Elect shall serve on such committees as he/she may be assigned.

- 7.8.4 The Vice-Chair shall assist the Chair and Chair-Elect in the performance of his/her duties and shall act in his/her stead when required.

The Vice-Chair shall serve on such committees as he/she may be assigned.

- 7.8.5 The Past Chair shall assist the Chair, Chair-Elect, and Vice-Chair in the performance of their duties and shall act in any of the other Officer positions when assigned by the Board.

The Past Chair shall serve as Chair of the Nominating Committee.

- 7.8.6 The Treasurer shall have or provide for the custody of the funds or other property of the Section and shall keep or see to the keeping of a separate book account of the same; shall 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; and shall deposit or see to the deposit of all funds of the Section in such banks or other places of deposit as the Board of Officers and Trustees may from time to time direct and designate. In addition, the Treasurer shall, whenever so required by the Board of Officers and Trustees, render an account, showing all transactions as Treasurer, and the financial condition of the Section; and, in general, shall perform all duties incident of the office of Treasurer in a corporation.

- 7.8.7 The Secretary shall see that notices are given, and records and reports are kept properly and filed by the Section as required by law; and, in general, shall perform all duties incident to the office of secretary of a corporation.

- 7.8.8 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.

- 7.8.9 The non-officer Trustees shall assist the Chair, Chair-Elect, and Vice-Chair in the performance of their duties and shall act in any other officer positions when delegated by the Board.

The Trustees shall serve on Committees as liaisons or full members, as they may be assigned by the Board.

ARTICLE VIII - MEETINGS

- 8.1 The Board of Officers and Trustees shall meet at least once each year to conduct the business of the Section.
- 8.2 Quorum for a meeting of the Board of Officers and Trustees is a majority of the Board.
- 8.3 Additional meetings of the Board of Officers and Trustees may also be held, if called by the Chair. The Chair or the Treasurer shall also call a meeting at the request of eight (8) members of the Board. The Chair or Treasurer shall also call a meeting upon written petition, delivered to the Chair or Treasurer of at least fifty (50) members in good standing of the Section which request shall state the business which the petitioners desire the Section to consider. If an additional meeting of the Section is called at the request of members of the Section, the meeting must be held within six (6) weeks following receipt of such request. The Board shall establish the time and place of all additional meetings. In the event of any additional meeting of the Section, members shall be notified by the Treasurer and the notification shall state, in detail, the business to be considered.
- 8.4 The Section shall hold at least one (1) business meeting per year to elect officers and conduct other business as may be necessary.
- 8.5 Quorum for an annual business meeting or Fully Noticed Meeting of the Section shall be 15 Members in good standing.
- 8.6 For the purpose of achieving the objectives of the Association and the Section, the Section is expected to hold an annual conference at which technical papers are presented and water industry issues are discussed. The location of such a conference is determined by the Section.
- 8.7 All Board of Officers and Trustees and committee meetings shall convene in accordance with Section policies and procedures. Except as may be otherwise determined by the Board or committee, meetings should be conducted in accordance with the latest edition of "Roberts Rules of Order."

ARTICLE IX - COMMITTEES & COUNCILS

- 9.1 The Section may establish committees and councils to conduct or manage Section programs and business.
- 9.2 The Board of Officers and Trustees has the authority to create and dissolve committees and councils within the organization.

ARTICLE X - ESTABLISHING SUBDIVISIONS

- 10.1 For ease of organization, the Board of Officers and Trustees may divide a geographic area within a Section's boundaries into subdivisions that are still governed by the Board of Officers and Trustees.

ARTICLE XI - AMENDMENTS TO BYLAWS

- 11.1 Amendments to these bylaws may be proposed by either an affirmative vote of two-thirds of members of the Board of Officers and Trustees or by a written petition signed by two-thirds of Section Members in good standing. All such proposals shall be submitted to the Secretary, who will bring the proposal to the attention of the Board of Officers and Trustees and who shall determine if the amendments proposed are lawful and in accordance with the AWWA Documents.
- 11.2 The Secretary shall submit the amendment(s) to the Association, for requested approval by the AWWA Executive Committee.
- 11.3 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 or in a special meeting, if such meeting is a Fully Noticed Meeting. All members shall have notice at least 30 days in advance in which to consider the proposed amendment(s) prior to voting upon it. Approval shall be upon the affirmative vote of two-thirds of the members in good standing in attendance.
- 11.4 At the Discretion of the Board, the bylaws may also be amended by a mailed ballot or any method permitted by law with an affirmative vote of two-thirds of the Members in good standing whose votes have been received. 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.
- 11.5 Grammar, punctuation, and spelling corrections may be made at the discretion of the Chief Executive Officer of the Association. The Board of Officers and Trustees will be advised of these corrections, but no additional vote of Members shall be required for their approval.
- 11.6 Amendment(s) shall be effective only after having been approved by the AWWA Executive Committee and by Section Members. Amendments that are adopted by the Members but are not approved by the AWWA Executive Committee shall be ineffective.

ARTICLE XII - DISSOLUTION

- 12.1 In case of dissolution of the Section, all funds or property that may have been derived from the general funds of the Association shall be returned to the Association.
- 12.2 Any remaining balance of 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 receiving organization(s) shall be selected by vote of the majority of Section Members present in person or by proxy at a meeting of the Section called for this purpose. If for any reasons 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.

12.4 The following shall be characteristic of the receiving organization:

- (1) That it be operated exclusively for scientific or educational purposes;
- (2) That no part of the net earnings of which inures to the benefit of any private shareholders or individual
- (3) That no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation; and
- (4) That is 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.

ARTICLE XIII - INDEMNIFICATION

13.1 Indemnification of officers and non-officer trustees of the Section is provided by the Association as described in the Association Bylaws, Article VI, Section 6.01.