BYLAWS OF THE
ALASKA SECTION OF THE AMERICAN WATER WORKS ASSOCIATION
(As approved by the AWWA Executive Committee, January 23, 2020)

Article I - NAME

1.1 The name of this organization shall be the Alaska Section of the American Water Works Association (hereinafter the "Section"). American Water Works Association may hereinafter be referred to as “AWWA” or the "Association."

Article II - OBJECTIVES

2.1 The objectives of this Section are to promote public health, safety, and welfare through the improvement of the quality and quantity of water delivered to the public and the development and furtherance of understanding of the problems relating thereto by:

   a) advancing the knowledge of the design, construction, operation, water treatment, and management of water utilities;
   b) advancing the knowledge of the problems involved in the development of resources, production and distribution of safe and adequate water supplies;
   c) educating the public on the problems of water supply and promoting a spirit of cooperation between consumers and suppliers in solving these problems; and
   d) conducting research to determine the causes of problems of providing a safe and adequate water supply and proposing solutions thereto in an effort to improve the quality and quantity of the water supply provided to the public.

Article III - HEADQUARTERS AND OPERATIONS

3.1 The headquarters of the Section shall be at the office of the Executive Director of the Section, unless otherwise designated by the Section Board of Trustees.

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 in good standing who reside in or have 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 Alaska Section by the Chief Executive Officer of the American Water Works Association (hereinafter, “Members”).
4.2 The geographic boundaries of the Section are defined as the State of Alaska.

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 Section Board of 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 Section 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 Trustees may resolve, in its discretion, to require only the vote of a majority of the Members present, at a meeting of which written notice was delivered to all such Members at least ten (10) days before the date of the meeting (a “Fully Noticed Meeting”).

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 All Members in good standing who are members of subdivisions are eligible to vote in subdivision elections.

Article VI - SECTION FINANCES

6.1 Dues: Dues shall be assessed against Members as required for membership in the Association. The Section may, in accordance with the procedures defined in the AWWA Documents as well as any other guidelines established by AWWA, apply for permission to levy a Section dues assessment, which shall be in addition to, and not a substitute for, AWWA membership dues. Any Section dues assessment would be levied annually at the time of membership renewal, and the revenue collected would be used to increase the funds available for Section uses consistent with the objectives in Article II. Once approved, changes in a Section dues assessment can be authorized by a vote of the Section Board of Trustees for submission to and approval by the AWWA Executive Committee. Only the Association can determine and collect dues and assessments.

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 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 Financial Controls: All Section finances shall be managed in accordance with these bylaws, the AWWA Documents, the Section’s policies and procedures, and all applicable financial laws, rules and regulations of the United States and the state of Alaska. The Section shall conduct, no less than once every three years, an audit or review of all Section finances. 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 trustee of the Section.
Article VII - SECTION GOVERNANCE

7.1 Authority and Purpose of the Section Board of Trustees

The property, affairs, and business of the Section shall be managed by the Board of Trustees, and the Board of Trustees shall have full power to establish and modify the policies for the conduct, management, and direction of the business and affairs of the Section, except for those matters specifically reserved or granted to the Members by statute or by the AWWA Documents.

7.2 Members and Structure of the Section Board of Trustees

7.2.1 The Section shall be governed by its Board of Trustees, consisting of the following members, each of whom shall also serve as an Officer in the designated capacity: chair, chair-elect, immediate past chair, AWWA Director, five (5) trustees: three (3) representing the geographical regions of the Section, one (1) trustee representing the membership committee, and one (1) trustee at large, and such officers as deemed necessary for the proper functioning of the Section.

7.2.2 The Board of Trustees shall also include a secretary and treasurer (or a combined secretary-treasurer) who may be elected by members or appointed by the Board of Trustees.

7.2.4 The Board of Trustees shall not exceed 14 members.

7.3 Eligibility to Serve on Section Board of 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, with the exception of the combined office of secretary-treasurer.

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-elect, AWWA Director, and trustees.

7.4.2 The AWWA Director shall be nominated and elected in a manner and for a term consistent with Article III of the Bylaws of the Association.

7.4.3 For all elected positions, a Nominating Committee, comprised of members in good standing, shall be appointed by the chair. The Nominating Committee shall consist of a minimum of the immediate past-chair and either the next two most immediate past-chairs or any other members that the Section Board of Trustees deems appropriate
based on knowledge of and experience in the Section. The Nominating Committee will have responsibility for identifying, selecting and nominating qualified Members for all elected positions.

7.5 **Election of Members of the Section Board of Trustees**

7.5.1 Members of the Section Board of Trustees may be elected either during the annual business meeting of the Section or, if approved by the Section Board of Trustees, by any other process permitted by law. The voting process shall be established and administered by the Section Board of Trustees in accordance with Section policies and procedures.

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 trustee, is up for election at the same meeting, then the Board of Trustees will hold separate votes for each available seat.

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.

7.6.2 The term of the chair, chair-elect, and past chair shall be one (1) year. These terms shall commence following the passing 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 passing 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 trustee shall be 3 years.

7.6.4 The terms of secretary and treasurer, or combined secretary-treasurer, shall be 3 years.

7.6.5 The positions of chair, chair-elect, and past chair, do not allow for back-to-back terms.

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 may be selected by the Members of the Section as prescribed in these bylaws or, in the absence of a Fully Noticed meeting of the Members, shall be appointed by the Section Board of Trustees. 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, trustee, secretary, treasurer (or combined secretary-treasurer), the Section Board of Trustees shall appoint a suitable replacement to complete the term of the vacant position.

7.7.3 The voting members of the Board of Trustees may, by resolution passed by a two-thirds (2/3) majority of such members at a duly called meeting of the Board, remove any Board member before the expiration of his or her term of office if the officer is found to have willfully failed to carry out the officer’s duties and responsibilities. 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.
7.8 Duties of Section Board of Trustees

7.8.1 The chair shall have general supervision of the affairs of the Section, subject to the direction of the Board of Trustees. The chair shall preside over all meetings of members and of the Board of Trustees. The chair shall perform other such duties that would ordinarily be incident to the office of president of the Association, subject to the authority granted by the Board of Trustees; and shall perform the duties outlined in the policies and procedures of the Section.

7.8.2 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 perform the duties outlined in the policies and procedures of the Section.

The chair-elect shall serve on such committees as he/she may be assigned.

7.8.3 The past-chair shall assist the chair and chair-elect in the performance of their duties and shall act in any of the other officer positions when assigned by the Board of Trustees. The past-chair shall perform the duties outlined in the policies and procedures of the Section.

The past-chair shall serve as chair of the Nominating Committee.

7.8.4 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 Trustees may from time to time direct and designate. In addition, the Treasurer shall, whenever so required by the Board of Trustees, render an account, showing all transactions as Treasurer, and the financial condition of the Section; and, in general, shall perform all duties incident to the office of treasurer of a corporation; and as outlined in the policies and procedures of the Section.

7.8.5 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; and as outlined in the policies and procedures of the Section.

7.8.6 The AWWA Director shall serve on the AWWA Board of Directors. As a director of the Association, the AWWA Director shall represent the Section and serve as its voice on the AWWA Board. The AWWA Director shall be bound to adhere to the obligations of AWWA and its Board of Directors as set forth in the AWWA Documents. The Section acknowledges that, in the course of the AWWA Director’s duties, the AWWA Director may be faced with decisions that benefit AWWA and its Sections but not necessarily the Section from which the AWWA Director comes. Whenever the interests of the Section and the Association are in conflict in a matter being considered by the AWWA Board, the AWWA Director is bound to disclose such conflict to the AWWA Board and may, in certain cases, be required to abstain from deliberations or voting on such matters by the AWWA Board of Directors.
7.8.7 The trustees shall assist the chair and the chair-elect in the performance of their duties and shall act in any other officer positions when delegated by the Board of Trustees.

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

The trustees shall perform the duties outlined in the policies and procedures of the Section.

ARTICLE VIII - MEETINGS

8.1 The Board of Trustees shall meet at least twice each year to conduct the business of the Section.

8.2 Quorum for a meeting of the Board of Trustees is a majority of the trustees.

8.3 The Section itself shall hold at least one business meeting a year to elect officers and conduct other business as may be necessary.

8.4 Quorum for an annual business meeting or Fully Noticed Meeting of the Section shall be one-tenth of the Members eligible to vote.

8.5 For the purpose of achieving the objectives of the Association and the Section, the Section shall hold an annual conference at which technical papers are presented and water industry issues are discussed. The conference date and location shall be determined by the Section.

8.6 All Board of Trustees and committee meetings shall convene in accordance with Section policies and procedures. Except as may be otherwise determined by the Board of Trustees or committee, meetings should be conducted in accordance with the latest edition of “Roberts Rules of Order.”

ARTICLE IX - COMMITTEES

9.1 The Section may establish committees to conduct or manage Section programs and business.

9.2 The Board of Trustees has the authority to create and dissolve committees within the organization.

ARTICLE X - ESTABLISHING SUBDIVISIONS

10.1 For ease of organization, the Section Board of Trustees may divide a geographic area within a Section’s boundaries into sub divisions that are still governed by the Board of Trustees.

10.2 The Section’s geographic area is divided into subdivisions using the following names:

Northern Region
Southcentral Region
Southeast Region

ARTICLE XI - AMENDMENTS TO SECTION BYLAWS
Amendments to these bylaws may be proposed by either an affirmative vote of two-thirds of the members of the Section Board of Trustees, or by written petition signed by a majority of the eligible voting members of the Section. All such proposals shall be submitted to the secretary, who will bring the proposal to the attention of the Section Board of Trustees.

The secretary shall then submit the amendment(s) to the Chief Executive Officer of the Association, for approval by the Association Board of Directors.

Following approval by the AWWA Executive Committee, any such amendment to the bylaws may be considered at any annual business meeting of the Section by a majority vote of eligible voting members present at the meeting if such meeting is a Fully Noticed Meeting. All eligible voting members shall be provided a copy of the proposed amendment(s) at least 30 days in advance in which to consider the proposed amendment(s) prior to voting upon it.

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 of the 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.

Grammar, punctuation, and spelling corrections may be made at the discretion of the Chief Executive Officer of the Association. The Section Board of Trustees will be advised of these corrections but no additional vote of Members shall be required for their approval.

Amendment(s) shall be effective only after having been approved by the Association 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

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.

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.")

The receiving organization(s) shall be selected by vote of the majority of the 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 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.

The following shall be characteristic of the receiving organization:
That it be 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 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 trustees of the Section is provided by the Association as described in the Association Bylaws, Article VI, Section 6.01.