ALASKA SECTION BYLAWS

1. TITLE OF BYLAWS:

THE BYLAWS OF THE ALASKA SECTION OF THE AMERICAN WATER WORKS ASSOCIATION

2. Article I - NAME

The name of this organization shall be Alaska Section of the American Water Works Association (hereinafter the "Section"). American Water Works Association shall hereinafter be referred to as the "Association."

3. Article II - OBJECTIVES

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 as noted in the Section Articles of Incorporation.

4. Article III - HEADQUARTERS AND OPERATIONS

4.1 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.

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.

5. Article IV - MEMBERSHIP

5.1 The membership of the Section shall consist of those members of the Association residing in or having principal business activity in the Alaska Section, multi-Section members and those assigned to the Alaska Section by the Executive Director of the Association.

5.2 The geographic boundaries of the Alaska Section are defined as the State of Alaska.

6. Article V - ELIGIBILITY TO VOTE

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

6.2 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 requires a vote of the Section membership.
7. **Article VI - SECTION FINANCES**

7.1 **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 Governing Documents and established guidelines 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, 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.

7.2 **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 policies and procedures of the Section, and the Governing Documents and Bylaws of the Association.

7.3 **Financial Controls:** All Section finances shall be managed in accord with these bylaws, the Section's policies and procedures, the Bylaws and Governing Documents of the Association, and all applicable financial rules and regulations of the country and province or state in which the Section operates. The Section shall conduct, on an annual basis, an audit of all Section finances. The audit shall be conducted by qualified persons in accordance with the Section's financial policies.

8. **Article VII - SECTION GOVERNANCE**

8.1 **Authority and Purpose of the Section Board of Trustees**

8.1.1 The Governing Documents of the Association indicate that the Section shall be autonomous entities and shall be entitled to govern the operation of the Section so as to not be inconsistent with the Articles of Incorporation, Bylaws, and Governing Documents of the Association. The Section Board of Trustees assumes the primary responsibility for operating the Section in this manner, so it is appropriate (but not necessary) to recognize such responsibility.

8.2 **Members and Structure of the Section Board of Trustees**

8.2.1 The Section shall have a governing board consisting of a chair, chair-elect, immediate past chair, 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 as deemed necessary for the proper functioning of the Section.

8.2.2 The governing board shall also include a secretary and treasurer (or a combined secretary-treasurer) who may be appointed by the governing board.

8.3 **Eligibility to Serve on Section Board of Trustees**

8.3.1 Any member of the Section, including a multi-Section member, shall be eligible to hold elective office in the Section.

8.3.2 Multi-Section members may hold office in only one Section at a time.
8.3.3 Two or more offices may not be held by the same individual, with the exception of the offices of secretary and treasurer.

8.4 Nominations for Members of the Section Board of Trustees

8.4.1 The Section shall conduct an appropriate nomination and election process for the following members of the Section Board of Trustees: chair, chair-elect, director, and trustees.

8.4.2 The Director shall be nominated and elected in a manner consistent with Article III of the Bylaws of the Association.

8.4.3 For all elected positions other than Director, a Nominating Committee shall be appointed by the chair or the Section Board of Trustees. 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.

8.5 Election of Members of the Section Board of Trustees

8.5.1 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 letter ballot. The voting process shall be established and administered by the Section Board of Trustees in accordance with these bylaws and the Bylaws and Governing Documents of the Association.

8.6 Terms of Office for Section Board of Trustees

8.6.1 The Director shall be elected for a term of three years or as otherwise required by the Bylaws of the Association.

8.6.2 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 meeting/conference at which they are elected or succeed to office, and shall terminate at the passing of the gavel of office of the Annual Conference at which their term expires.

8.6.3 The term of office of a trustee shall be 3 years and the duties of a trustee shall be established in the Section policies, procedures, and administrative guideline documents.

8.6.4 The terms of secretary and treasurer, or combined secretary-treasurer shall be 3 years and the duties of the secretary and treasurer shall be established in the Section’s policies and procedures manual.

8.7 Vacancies on Section Board of Trustees

8.7.1 In the case of a vacancy in the office of the Director, a successor to serve for the remainder of the term shall be appointed by the Section Board of Trustees. The Section shall notify the Executive Director of the Association of such selection.
8.7.2 In the case of a vacancy in the office of the chair, chair-elect, trustee, and secretary-treasurer, the Section Board of Trustees shall appoint a suitable replacement to complete the term of the vacant position.

8.7.3 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.

8.8 Duties of Section Board of Trustees

8.8.1 A detailed description of the duties of the Section Board of Trustees shall be outlined in the Section's policies and procedures manual.

9. ARTICLE VIII - MEETINGS

9.1 Section officers and/or the Section Board of Trustees shall meet at least twice each year to conduct the business of the Section.

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

9.3 The Section shall hold an annual conference at which technical papers are presented and water supply industry issues are discussed. The conference date and location shall be determined by the Section’s conference planning committee.

10. ARTICLE IX - COMMITTEES

10.1 The Section shall establish committees to conduct Association and Section programs and business.

10.2 Committees shall be established and shall convene in accordance with the Section policies and procedures. All committee meetings shall be conducted generally in accordance with the latest edition of "Roberts' Rules of Order."

11. ARTICLE X - ESTABLISHING DISTRICTS (SUBSECTIONS)

11.1 For ease of organization, the Section Board of Trustees shall divide the Section into three (3) subSections (regions) that shall be governed by the Section Board of Trustees.
12. **ARTICLE XI - AMENDMENTS TO SECTION BYLAWS**

12.1 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-treasurer, who will bring the proposal to the attention of the Section Board of Trustees.

12.2 These bylaws shall be amended at any annual business meeting of the Section by a majority vote of eligible voting members present at the 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.

12.3 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 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.

12.4 If the amendment(s) are approved by the Section membership, the secretary-treasurer shall submit the amendment(s) to the Executive Director of the Association, for approval by the Association Board of Directors.

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

12.6 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.

13. **ARTICLE XII - DISSOLUTION**

13.1 In case of dissolution of the Section, such portions of the funds of property thereof in the hands of the secretary-treasurer as may have been derived from the general funds of the Association shall be returned to the Association.

13.2 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 established in Alaska, hereinafter referred to as the "receiving organization."

13.3 The following shall be characteristic of the receiving organization:

13.3.1 That it be operated exclusively for scientific or educational purposes;

13.3.2 That no part of the net earnings of which inures to the benefit of any private shareholders or individual;

13.3.3 That no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation; and
13.3.4 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.

13.4 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.

14. ARTICLE XIII - INDEMNIFICATION

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