

## 2018 SDK Bylaws

### BYLAWS OF THE SOUTH DAKOTA SECTION OF THE AMERICAN WATER WORKS ASSOCIATION

#### **Article I. NAME**

- 1.1 The name of this organization shall be the South Dakota Section of the American Water Works Association (hereinafter the "Section"). American Water Works Association shall hereinafter be referred to as the "Association" or "AWWA".

#### **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 Administrative Assistant of the Section, unless otherwise designated by the Section's governing board (the "Executive Board" as defined in Article VII, Section 7.2).
- 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 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 Section by the Chief Executive Officer of the American Water Works Association (hereinafter, "Members").

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- 4.2 The geographic boundaries of the Section are defined as the State of South Dakota.

### **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 Executive Board 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 Executive Board, 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 Executive Board 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 The vote necessary for the Members to elect one or more members of the Executive Board is set forth in Article VII, Section 7.5.3 of these bylaws.
- 5.5 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.

### **Article VI. SECTION FINANCES**

- 6.1 Dues shall be assessed against Members as required for membership in AWWA. Only the Association can determine and collect dues and assessments. Funds for financing Section activities may be obtained from sources consistent with the policies of the Association.
- 6.2 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 the initial Section dues assessment is approved, changes in a Section dues assessment can be authorized by a vote of the Executive Board for submission to and approval by the AWWA Board of Directors.
- 6.3 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.

- 6.4 The Section's finances shall be managed in accordance with the AWWA Documents, the Section's policies and procedures, and all applicable financial laws, rules and regulations of the State of South Dakota and the United States of America. 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 Executive Board**

The property, affairs, and business of the Section shall be managed by the Executive Board, and the Executive 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 Executive Board**

- 7.2.1 The Section shall be governed by its officers and council Chairs, hereinafter called the "Executive Board".

- 7.2.2 The Executive Board shall consist of the following:

- a) Chair
- b) Chair-Elect
- c) Past-Chair, who shall be the last living Past-Chair of the Section
- d) Secretary-Treasurer
- e) Representative on the parent Association's Board of Directors, hereinafter called the "Director"
- f) The Technical and Education Council Chair
- g) The Administrative and Policy Council Chair
- h) The Public Affairs Council Chair
- i) The Water Utility Council Chair
- j) The Young Professionals Council Chair

### **7.3 Eligibility to Serve on the Executive Board**

- 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.

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- 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 The offices of chair and chair-elect shall be filled by a person who has served on the Executive Board of this Section.
- 7.3.5 The office of AWWA Director shall be filled by a person who has served as chair of the Section

### **7.4 Nominations for Members of the Executive Board**

- 7.4.1 The Section shall conduct an appropriate nomination and election process for the all Executive Board members listed in Article VII. Section 7.2.2.
- 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 A Nominating Committee comprised of three (3) members in good standing will be appointed by the chair of the Executive Board, and be chaired by the most recent Past-Chair. The Nominating Committee will have responsibility for identifying, selecting and nominating qualified Members for all elected positions.

### **7.5 Election of Members of the Executive Board**

- 7.5.1 Members of the Executive Board may be elected at the annual business meeting of the Section, at a Fully Noticed Meeting or, if approved by the Executive Board, by any other process permitted by law.
- 7.5.2 The Nominating Committee shall place in nomination at the annual meeting at least one eligible candidate for each of the offices to be filled. Other nominations may also be made and received from members of the Section from the floor. From these nominations, the new Executive Board members shall then be immediately elected by vote of the Section members present, or by ballot as determined by the chair.
- 7.5.3 The candidate receiving the greatest number of votes for an elected office at the Section's annual business meeting or at a Fully Noticed Meeting shall be elected to the office even if that candidate receives less than a majority of the votes cast.

### **7.6 Terms of Office for the Executive Board**

- 7.6.1 The AWWA Director shall be elected for a term of three (3) years or as otherwise required by the Bylaws of the Association. The Director's term will commence at the first AWWA Annual Conference after the Director is elected by the Section.
- 7.6.2 The term of the chair, chair-elect, and past-chair shall be approximately one (1) year. These terms 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. The chair-elect serves one year in that position and then

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is nominated for accession by election to the chair office. The chair serves one year in that position and then is nominated for accession by election to the past-chair office.

7.6.3 The term of office of the Secretary-Treasurer, Technical and Education Council Chair, Administrative and Policy Council Chair, Public Affairs Council Chair, Water Utility Council Chair, and the Young Professionals Council Chair shall be approximately one (1) year. These terms 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. The Secretary-Treasurer, Technical and Education Council Chair, Administrative and Policy Council Chair, Public Affairs Council Chair, Water Utility Council Chair, and Young Professionals Chair must be elected each year and can serve in that position for more than one year.

7.6.4 In the absence of an election of successors by Members or an appointment by the Executive Board under Section 7.7, the holdover Executive Board members will remain in office.

### **7.7 Vacancies on the Executive Board**

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 the members of the 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 Executive Board. The Section chair or secretary-treasurer 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, past-chair, council chair, or secretary-treasurer, the Executive Board shall appoint a suitable replacement to complete the term of the vacant position.

7.7.3 The voting members of the Executive Board may remove any Executive Board member from the Executive Board before the expiration of the Executive Board member's term of office if the member is found to have willfully failed to carry out the Executive Board member's duties and responsibilities if so determined by a two-thirds majority vote of the other Executive Board members. The Members may also vote to remove, with or without cause, any Executive Board member by a majority vote at any Fully Noticed Meeting of Members.

7.7.4 A vacancy created by the resignation, death, disability or removal of an Executive Board member may be filled by the Members at a Fully Noticed Meeting or, if not so filled, by a majority vote of the Executive Board.

### **7.8 Duties of the Executive Board**

7.8.1 The chair shall supervise and coordinate all affairs of the Section. So far as possible, the chair shall preside at all meetings of the Section. The chair shall

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appoint all committees, with Executive Board approval, except as may be otherwise directed by the Executive Board.

- 7.8.2 The chair-elect shall assist the chair in the performance of the chair's duties and shall perform the duties of the chair in the absence of the chair.
- 7.8.3 The most recent past-chair shall perform duties assigned by the Executive Board, shall act as advisor to the other Board members, and shall serve as chair of the Nominating Committee.
- 7.8.4 The secretary-treasurer shall attend all meetings of the Section and duly record the proceedings thereof. The secretary-treasurer 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. The secretary-treasurer shall be custodian of Section monies, promptly deposit all funds received by the Section, and prudently invest any idle funds of the Section in an insured account in the Section's name, as the Executive Board may from time to time direct and designate. The secretary-treasurer shall keep record of revenues and expenditures according to generally accepted accounting practices and all applicable state and federal laws. The secretary-treasurer shall perform such other duties as the Executive Board may direct and, in general, shall perform all duties incident to the office of treasurer of a corporation. The secretary-treasurer shall cooperate with annual in-house or independent audits, as scheduled by the Executive Board. In addition, the secretary-treasurer shall, whenever so required by the Executive Board, render an account, showing all transactions as treasurer, and the financial condition of the Section.
- 7.8.5 The AWWA Director shall serve on the AWWA Board of Directors. 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 their 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.
- 7.8.6 The Chair of the Technical and Education Council shall supervise and coordinate the activities of the Technical and Education Council, so far as possible, preside at all meetings of the Technical and Education Council, and serve as the liaison between the Council and other members of the Executive Board.
- 7.8.7 The chair of the Administrative and Policy Council shall supervise and coordinate the activities of the Administrative and Policy Council, so far as possible, preside at all meetings of the Administrative and Policy Council, and serve as the liaison between the Council and other members of the Executive Board.
- 7.8.8 The Chair of the Public Affairs Council shall supervise and coordinate the activities of the Public Affairs Council, so far as possible, preside at all meetings of the Public

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Affairs Council, and serve as the liaison between the Council and other members of the Executive Board.

7.8.9 The Chair of the Water Utility Council shall supervise and coordinate the activities of the Water Utility Council, so far as possible, preside at all meetings of the Water Utility Council, and serve as the liaison between the Council and other members of the Executive Board.

7.8.10 The Chair of the Young Professionals Council shall supervise and coordinate the activities of the Young Professionals Council, so far as possible, preside at all meetings of the Young Professionals Council, and serve as the liaison between the Council and other members of the Executive Board.

### **Article VIII. MEETINGS**

8.1 The Executive Board shall meet at least once each year to conduct the business of the Section. Meetings of the Executive Board shall be called by the Chair or at the request of three (3) or more members of the Board.

8.2 Quorum for a meeting of the Executive Board is at least six (6) of its members.

8.3 The Section 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 a minimum of ten (10) members in good standing.

8.5 For the purpose of achieving the objectives of the Association and the Section, the Section will 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.

8.6 All Executive Board and committee meetings shall convene in accordance with Section policies and procedures. Except as may be otherwise determined by the Executive Board or committee, meetings should be conducted in accordance with the latest edition of "Robert's Rules of Order."

### **Article IX. COMMITTEES**

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

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

### **Article X. ESTABLISHING SUBDIVISIONS**

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

### **Article XI. AMENDMENTS TO BYLAWS**

- 11.1 Amendments to these bylaws may be proposed by either an affirmative vote of a two-thirds majority of members of the Executive Board, or by written petition signed by ten (10) Members of the Section. All such proposals shall be submitted to the secretary-treasurer, who will bring the proposal to the attention of the Executive Board.
- 11.2 Any such amendment to the bylaws may be considered at the next annual business meeting of the Section by a majority vote of Members present at the meeting if such meeting is a Fully Noticed 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 upon it.
- 11.3 At the discretion of the Executive Board, the bylaws may also be amended by a mailed ballot or other form of written consent, with an affirmative vote of a majority of the Members eligible to vote. 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.
- 11.4 If the amendment(s) are approved by the Section membership, the secretary-treasurer shall submit the amendment(s) to the Chief Executive Officer of the Association, for requested approval by the AWWA Executive Committee.
- 11.5 Grammar, punctuation, and spelling corrections may be made at the discretion of the Chief Executive Officer of the Association. The Executive Board 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 receiving notice from the Association that the amendment(s) have been approved by the AWWA Executive Committee. 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 other assets that may have been derived from 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.")



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12.3 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.

12.4 The following shall be characteristic of the receiving organization:

- a) That it be operated exclusively for scientific or educational purposes;
- b) That no part of the net earnings of which inures to the benefit of any private shareholders or individual;
- c) That no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation; and
- d) 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 the Executive Board Members of the Section is provided by the Association as described in the Association Bylaws, Article VI, Section 6.01.

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Ratified by the AWWA Executive Committee, June 2018

Approved by vote of the South Dakota Section of AWWA Members,     Date, 2018