

BYLAWS OF THE
MISSOURI SECTION, INC. OF THE
AMERICAN WATER WORKS ASSOCIATION

(As approved by the AWWA Executive Committee January 24, 2019)

ARTICLE I – NAME

- 1.1 The name of this organization shall be the MISSOURI SECTION, Inc. of the American Water Works Association (hereinafter the “Section”). The 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 secretary-treasurer of the Section, unless otherwise designated by the Section’s governing board (the “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 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 Missouri.

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 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 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 meeting (a “Fully Noticed Meeting”).

5.4 The vote necessary for the Members to elect one or more trustees to the Board of Trustees is set forth in Section 7.5.2 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. 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 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 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 laws, rules and

regulations of the country and province or state in which the Section operates. 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 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 a chair, chair-elect, vice-chair, past chair, AWWA Director, six (6) non-officer trustees, and such officers as may be deemed necessary for the proper functioning of the Section.

7.2.2 The Board of Trustees shall also include a secretary-treasurer and assistant secretary-treasurer who may be elected or appointed.

7.2.3 The Board of Trustees shall not exceed 13 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 offices of secretary and 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 Board of Trustees: chair, vice-chair, chair-elect, AWWA Director, and six (6) non-officer Trustees, which may include the, secretary-treasurer, and assistant secretary-treasurer.

- 7.4.2 A Nominating Committee comprised of members in good standing will be appointed by the chair of the Board of Trustees. The Nominating Committee will have responsibility for identifying, selecting and nominating qualified Members for all elected positions. For all elected positions other than Director, an Officer Nominating Committee shall consist of the immediate past-chair (who shall be Officer Nominating Committee Chair) and the next two (2) most immediate available past-chairs. The Officer Nominating Committee shall nominate at least one member for each office to be filled other than Director. It shall be the goal of the Officer Nomination Committee to attempt to achieve an equitable geographic distribution of the members of the Section Board of Trustees. The persons eligible for nomination to vice-chair or higher shall have or will have completed a term of office as trustee, secretary-treasurer, or assistant secretary-treasurer prior to being elected.
- 7.4.3 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. A Section Director Nominating Committee shall consist of the current Director (who shall be Director Nominating Committee Chair) and the two (2) most immediate available Past Directors. The Section Director Nominating Committee shall nominate at least one member for the office of Director.
- 7.4.4 Each nominating committee shall present the nominations to the secretary-treasurer not less than sixty (60) days prior to the first day of the next annual conference.
- 7.4.5 The secretary-treasurer shall announce the selections of each nominating committee to the membership not less than thirty (30) days prior to the first day of the Section's next annual conference. Announcement may be by publication in the Show-Me Newsletter, by electronic media, or by separate mailing to each member.
- 7.4.6 Nominations may also be made by written petition or from the floor. Written petitions shall be signed by at least ten (10) members of the Section who are in good standing and submitted to the secretary-treasurer. Nominations from the floor must be endorsed by ten (10) members who are present.

7.5 Election of Members of the Section Board of Trustees

- 7.5.1 Members of the Section Board of Trustees may be elected at the annual business meeting of the Section, at a Fully Noticed Meeting or, if approved by the Board of Trustees, by any other process permitted by law.
- 7.5.2 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. 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 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 (3) years or as otherwise required by the Bylaws of the Association. .

- 7.6.2 The term of the chair, chair-elect, vice-chair, past-chair shall be 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.
- 7.6.3 The term of office of a trustee shall be three (3) years. There are six (6) Trustees with two (2) to be elected each year.
- 7.6.4 The term of office of the secretary, treasure, or secretary-treasurer and assistant secretary-treasurer shall be determined by the Section Board of Trustees.
- 7.6.5 The positions of chair, chair-elect and/or vice-chair, 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. In the absence of a Fully Noticed meeting of the Members, shall be appointed by the Board of Trustees. 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, vice-chair, non-officer trustee, or secretary-treasurer, and assistant secretary-treasurer, the Section Board of Trustees shall appoint a suitable replacement to complete the term of the vacant position or nominate one or more qualified members and conduct a letter ballot of the Section membership per Article 5.3.
- 7.7.3 The voting members of the Board of Trustees 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 trustees. 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.
- 7.7.4 A vacancy created by the resignation, death, disability or removal of a trustee may be filled by the Members at a Fully Notice Meeting or, if not so filled, by a majority vote of the Board of Trustees.

7.8 Duties of Section Board of Trustees

- 7.8.1 The Section Board of Trustees shall be the governing body of the Section and shall have the power to act on behalf of the Section between annual meetings. All questions coming before the Board shall be decided by a majority vote at a duly called meeting.

- 7.8.2 Any matter that requires action by the Section Board of Trustees at a time not conveniently related to a regular or called meeting shall be submitted to it for approval by letter ballot, fax, or conference call and shall be decided by a majority vote. A majority of the elected Board shall constitute a quorum (seven (7) members, one (1) of which shall be the chair, vice-chair, or chair-elect).
- 7.8.3 The duties of the chair shall be to supervise and coordinate all the affairs of the Section and preside at all meetings of the Section and of the Section Board of Trustees. The chair shall appoint all committee chairs of the Section, except as may be otherwise specifically provided herein or directed by the Section Board of Trustees.
- 7.8.4 The chair-elect shall perform the duties of the chair in the latter's absence, together with such other regular duties as may be assigned by the chair or the Section Board of Trustees. The chair-elect shall serve as chair of the Budget Committee and shall serve as a member of the Water Utility Council.
- 7.8.5 The vice-chair shall serve as Program Chair for the annual meeting held during their term and shall perform the duties of the chair or chair-elect in their absence, as well as such other regular duties as may be assigned by the chair or the Section Board of Trustees.
- 7.8.6 The secretary-treasurer shall attend all meetings of the Section and of the Section Board of Trustees, duly recording the proceedings, and see that all monies due to the Section are collected and promptly deposited to the credit of the Section in a depository which has been approved by the Section Board of Trustees. The secretary-treasurer shall perform all the duties laid down by the Bylaws of the American Water Works Association, and such other duties as the Section Board of Trustees may direct.
- 7.8.7 The assistant secretary-treasurer shall perform the duties of the secretary-treasurer in their absence and such other duties as the Section Board of Trustees may direct and such duties as assigned by the secretary-treasurer relating to the secretary-treasurer's duties. The assistant secretary-treasurer shall be responsible for the Section newsletter and other bulletins.
- 7.8.8 The six (6) trustees shall take part in all actions of the Section Board of Trustees, and each trustee shall have equal voting power with that of every other member of the Section Board of Trustees. The chair may assign each trustee specific committee responsibility either as an ex-officio member or as a chair of the committee to ensure liaison between the Board and the committee.
- 7.8.9 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.

7.8.10 The past-chair shall take part in all the actions of the Section Board of Trustees and shall have equal voting power with that of every other member of the Section Board of Trustees. The past-chair shall be the Chair of the Officer Nominating Committee and may be assigned by the chair specific committee responsibilities, either as an ex-officio member or as Chair of the committee.

ARTICLE VIII – MEETINGS

- 8.1 The Section Board of Trustees shall meet regularly to conduct the business of the Section. One meeting at midyear and at such times as the Chair or a majority of the Section Board of Trustees deems necessary.
- 8.2 Quorum for a meeting of the Board of Trustees is seven (7) members, one (1) of which shall be the chair, vice-chair, or chair-elect.
- 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 A quorum shall consist of the number of Section members eligible to vote, attending the annual business meeting of the Section.
- 8.5 The Chair shall conduct elections by voice or by ballot. The winners shall be determined by simple majority or by the person receiving the most votes.
- 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 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 shall be conducted generally in accordance with the latest edition of "Roberts Rules of Order."
- 8.8 There shall be an effort to prevent the conflict of meeting dates with the meetings of other Sections and to encourage joint meetings with adjoining Sections.

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.

- 9.3 Committees shall be established and shall convene in accordance with the Section policies and procedures as published in the Administrative Guidelines.

ARTICLE X – ESTABLISHING SUBDIVISIONS

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

ARTICLE XI – AMENDMENTS TO SECTION BYLAWS

- 11.1 Amendments to these bylaws may be proposed by either an affirmative vote of two-thirds of the members of the Board of Trustees, or by written petition signed by ten (10) percent 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 Board of Trustees.
- 11.2 The secretary-treasurer shall then submit the amendment(s) to the Chief Executive Officer of the Association, for requested approval by the AWWA Executive Committee.
- 11.3 Following approval by the AWWA Executive Committee, any such amendments 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.
- 11.4 At the discretion of the Board of Trustees, 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.
- 11.5 Grammar, punctuation, and spelling corrections may be made at the discretion of the Chief Executive Officer of the Association. The Board of 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 receiving notice from the Association that the amendment(s) have been approved by the AWWA Board of Directors. Amendments that are adopted by the Members but are not approved by the AWWA Board of Directors 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.")

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 characteristics 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 involve carrying on propaganda or otherwise attempting to influence legislation; and
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.

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.