

BYLAWS OF THE
OHIO SECTION OF THE
AMERICAN WATER WORKS ASSOCIATION

(Amended with approval by the AWWA Executive Committee, July 2022)

ARTICLE I - NAME

- 1.1 The name of this organization shall be the Ohio Section of the American Water Works Association (hereinafter the "Section.") The American Water Works Association shall hereinafter be referred to as 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 professional services provider, or in the absence of such staff, at the office/home of the Section Secretary, unless otherwise designated by the Section Governing 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 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 Association (hereinafter, "Members").
- 4.2 The geographic boundaries of the Section are defined as the State of Ohio.

ARTICLE V - ELIGIBILITY TO VOTE

- 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 Governing 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 Governing Board requires a vote of the Section membership.
- 5.3 Members in good standing may vote on the affairs of their respective District.
- 5.4 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 Governing 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").
- 5.5 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 and established guidelines of AWWA, 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 objectives in Article II. Once approved, changes in a Section assessment can be authorized by a vote of the Governing Board 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 finances shall be managed in accord with these bylaws, the Section's policies and procedures, the AWWA documents, and all applicable financial laws, rules and regulations of the country and province or state in which the Section operates. The Finance and Audit Committee shall perform an internal audit of the Section's finances annually, and an external audit shall be conducted at least once every three years or more often, if directed by the Governing Board. The external audit shall be conducted by a qualified financial advisor 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. A copy of the audited or reviewed financial Statement shall be provided to the Association.

ARTICLE VII - SECTION GOVERNANCE

7.1 Authority and Purpose of the Section Governing Board

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

Governing 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 Governing Board

- 7.2.1 The Section shall have a Governing Board consisting of the following officers: Chair, Past-Chair, Vice-Chair, and AWWA Director. Additionally, there shall be four or more non-officer Trustees, and such other officers and non-officers as deemed necessary for the proper functioning of the Section. Any Ohio Section Member serving as an officer of the Association shall, for the duration of their term, be considered as a member of the Section Governing Board and shall have full rights and privileges as a Board member.
- 7.2.2 There shall be one trustee from each District, and at-large trustees in a number to be determined by the Governing Board.
- 7.2.3 The Governing Board shall also include a Secretary and a Treasurer, who shall be elected by the Members and shall have full rights and privileges as Board members. The Governing Board shall also have an Assistant Secretary and an Assistant Treasurer, who shall be appointed by the Governing Board and who shall serve as non-voting members.
- 7.2.4 The Executive Committee shall consist of the officers of the Governing Board, primary staff contact, and such other nonvoting members as the Executive Committee shall direct.

7.3 Eligibility to Serve on Governing Board

- 7.3.1 Any Member of the Section, including 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 Section offices may not be held by the same individual.

7.4 Nominations for Members of the Governing Board

- 7.4.1 The Section shall conduct an appropriate nomination and election process for the following members of the Governing Board: AWWA Director, Vice-Chair, Trustee(s), Secretary, Treasurer, and non-officer 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. No Director may succeed him or herself.
- 7.4.3 A Nominating Committee, comprised of members in good standing, will be appointed by the Governing Board for all elected positions. The Nominating Committee should consist of a minimum of three members that the Governing Board deems appropriate, based on knowledge of and experience in the Section.
- 7.4.4 Further nominations may be from the floor, providing that the nomination(s) for additional candidates be submitted in writing to the Secretary at least thirty (30) days prior to the Section's Annual Conference.

7.5 Election of Members of the Governing Board

- 7.5.1 Members of the Governing Board may be elected during the annual business meeting of the Section, at a Fully Noticed Meeting or, if approved by the Governing Board, by any other process permitted by law. The voting process should be established and administered by the Governing Board in accordance with these

bylaws and the Bylaws and Board Policy Manual of the Association.

- 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 the election is conducted by letter ballot. 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 Governing Board will hold separate votes for each available seat.

7.6 Terms of Office for Governing Board

- 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, Past-Chair and Vice-Chair shall be one (1) year each. 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 Section annual business meeting or Fully Noticed Meeting at which their term expires. The Vice-Chair shall automatically succeed to the office of Chair and The Chair shall automatically transition to the office of Past-Chair at the turning over of the gavel aforementioned described.
- 7.6.3 The term of office of a District trustee shall be four (4) years.
- The term of office of an at-large trustee shall be three (3) years.
- 7.6.4 The terms of Secretary and Treasurer shall each be three (3) years. The terms of the Assistant Secretary and Assistant Treasurer shall be determined by the Governing Board.
- 7.6.5 When changing from one Governing Board structure to another, the terms and composition of the Governing Board during the transition phase will be determined by majority vote of the Governing Board.

7.7 Vacancies on the Governing Board

- 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 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 Governing Board. The Section Chair or Secretary shall notify the Chief Executive Officer of AWWA of such selection.
- 7.7.2 the case of a vacancy in the office of the Chair, Vice Chair, non-officer trustee, Secretary, or Treasurer, the Governing Board shall appoint a suitable replacement to complete the term of the vacant position.
- 7.7.3 The voting members of the Governing Board may, by resolution passed by a majority of two-thirds (2/3) of the votes of voting members, remove any Governing Board member or Committee Chair before the expiration of his or her term if they find they officer, non-officer trustee, or Committee Chair has failed to carry out the responsibilities of elected or appointed office as so determined by the Governing Board. A vacancy created by the removal of a Board member may be filled by the voting members at a Fully Noticed Meeting, or if not so filled, may be filled by a quorum of Board members.
- 7.7.4 The Members may also vote to remove, with or without cause, any officer, Committee Chair, or non-officer trustee by a majority vote at any Fully Noticed Meeting of Members.

7.8 Duties of Governing Board

- 7.8.1 The Chair shall have general supervision of the affairs of the Section, subject to the direction of the Governing Board. The Chair shall preside over all meetings of members and of the Governing Board. 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 Governing Board.
- 7.8.2 The Vice Chair shall assist the Chair in the performance of their duties and shall act in their stead when required.

The Vice Chair shall serve on such committees as they may be assigned.
- 7.8.3 The Past-Chair shall assist the Chair and Vice Chair in the performance of their duties and shall act in any of the other officer positions when assigned by the Governing Board.
- 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 Governing Board may from time to time direct and designate. In addition, the Treasurer shall, whenever so required by the Governing Board, 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.
- 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.
- 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 detailed duties for all other positions of the Governing Board should be established by the Governing Board and listed in the Section Handbook.

ARTICLE VIII -MEETINGS

- 8.1 The Governing Board shall meet a minimum of five (5) times each year. These meetings shall be in person or via electronic devices with adequate notification to further the business of the Section
- 8.2 Each Governing Board member, except the Assistant Secretary and Assistant Treasurer, shall have equal voting rights on all questions.
- 8.3 A quorum of the Governing Board shall consist of a majority of Board members.
- 8.4 The Section shall hold at least one business meeting each year to elect officers and to conduct other business as may be necessary.

Ohio Section Bylaws

- 8.5 Quorum for an annual business meeting or Fully Noticed Meeting of the Section shall consist of the total number of Section Members in good standing present.
- 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 supply industry issues are discussed. The location of the annual conference is determined by the Section.
- 8.7 Except as may be otherwise determined by the Governing Board or committee, meetings of the Governing Board or committee shall be conducted according to the latest edition of "Roberts' Rules of Order."

ARTICLE IX -COMMITTEES

- 9.1 The Section may establish and dissolve committees as deemed necessary to conduct Section programs and business.
- 9.2 The Governing Board has the authority to create and dissolve committees within the Section. Committees may also be established as outlined in the Section Handbook.

ARTICLE X - ESTABLISHING DISTRICTS (SUBSECTIONS)

- 10.1 The Section may be further divided into Districts that are geographically distinct so as to better serve the local needs of its members.
- 10.2 The number and boundaries of these Districts shall be determined by majority vote of the Section Governing Board. Districts so established shall be governed by the Governing Board and shall not require the approval of the Association Board of Directors.

ARTICLE XI -AMENDMENTS TO SECTION BYLAWS

- 11.1 Amendments to these bylaws may be proposed by either an affirmative vote of a majority of members of the Governing Board, or by written petition signed by seventy-five (75) 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 Governing Board.
- 11.2 The Secretary shall then 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 by a majority vote of Members present at the meeting if such meeting is a Fully Noticed Meeting. 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 Governing Board, the bylaws may also be amended by a mailed ballot or other form permitted by law, with an affirmative vote of a majority of the ballots cast. All Members shall be provided a copy of the proposed amendment(s) with the ballot and shall be given at least 30 days to return the ballot.
- 11.5 Corrections deemed insubstantial (grammar, punctuation) may be made at the discretion of the Chief Executive Officer of the Association. The Section Governing 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 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 that may have been derived from the general funds of the American Water Works Association shall be returned to the American Water Works Association.
- 12.2 Any remaining balance of the 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 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, nor 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.

- 12.4 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.

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