

**BYLAWS OF THE TEXAS SECTION**  
**OF THE AMERICAN WATER WORKS ASSOCIATION**

**1. Article I - TITLE OF BYLAWS:**

THE BYLAWS OF THE TEXAS SECTION OF THE AMERICAN WATER WORKS ASSOCIATION.

**2. Article II - NAME**

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

**3. Article III - OBJECTIVES**

The objectives of the 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 AWWA Articles of Incorporation.

**4. Article IV - HEADQUARTERS AND OPERATIONS**

4.1 The headquarters of the Section shall be at the office of the Section Administrator unless otherwise designated by the 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 American Water Works Association and with the Texas Section Bylaws, Governing Documents and Policies and Procedures (hereinafter the "Governing Documents").

**5. Article V - MEMBERSHIP**

5.1 The membership of the Section shall consist of those members of the American Water Works Association residing in or having principal business activity in the Texas Section and those assigned to the Texas Section by the Executive Director of the American Water Works Association.

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

## **6. Article VI - ELIGIBILITY TO VOTE**

- 6.1 All members of the Section in good standing, except multi-Section members, are eligible to vote.
- 6.2 A quorum of the Board of Trustees shall be a simple majority
- 6.3 A quorum of members for the annual meeting shall be 30 members.
- 6.4 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 that the Section Board of Trustees requires the vote of the Section membership.
- 6.5 All Board members shall have equal voting power except Deputy Trustees, who shall not have voting power except as proxy for the Trustee of their Region should the Trustee be absent, and the Secretary-Treasurer/Section Administrator, who shall not have voting power.

## **7. Article VII - SECTION FINANCES**

- 7.1 **Dues:** Dues shall be assessed against members as required for membership in AWWA. The Section may, in accordance with the procedures defined in the Governing Documents and established guidelines of AWWA, apply for permission to levy a special dues assessment. The special 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 AWWA objectives and policies.
- 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 and Governing Documents of the Section, and the Governing Documents and Bylaws of the Association.
- 7.3 **Financial Controls:** All Section finances shall be managed in accordance with these Bylaws, Governing Documents, and by the Bylaws and Governing Documents of the Association and all applicable financial rules and regulation of the state of Texas. The Section shall conduct on an annual basis an independent audit of all Section finances. The audit shall be conducted by a qualified financial

advisor who is neither an employee of the Section nor member of the Board of Trustees of the Section.

## **8. Article VIII - SECTION GOVERNANCE**

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

8.1.1 The Board of Trustees shall be the governing body of the Section and shall conduct its business in accordance with the Bylaws and Governing Documents of the Section and the American Water Works Association on behalf of the members of the Texas Section.

8.1.2 The Board of Trustees may, as needed, hire Section staff, including a full-time Section Administrator, who shall serve at the Board's pleasure.

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

8.2.1 The Section shall have a Board of Trustees consisting of a Chair, Chair-Elect, Vice-Chair, Director, Secretary-Treasurer/Section Administrator, one Trustee and one Deputy Trustee from each of the Regions listed in the Texas Section Governing Documents, Past Chair, Chair of the General Policy Advisory Committee, Chair of the Membership Committee, Chair of the Manufacturers Associates Committee, Chair of the Water Utility Council and the President of the Texas Water Utilities Association (ex-officio).

8.2.2 The Secretary- Treasurer is a non-voting member of the Board.

8.2.3 The Section Administrator will serve as the Secretary-Treasurer of the Section.

8.2.4 The Officers of the Section shall be as follows:

- a. Chair
- b. Chair-Elect
- c. Vice-Chair
- d. Director
- e. Secretary-Treasurer/Section Administrator

The Chair, Chair-elect, Vice Chair, and Director (the Officers) plus the current Past Section Chair, Chair of the General Policy Advisory Committee, Chair of the Water Utility Council and the Secretary Treasurer/Section Administrator (non-voting) shall serve as the Executive Committee of the Board.

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

8.3.1 Any member of the Section, except a Section member who is a Student Member of the Association, or a multi-Section member of the Section, shall be eligible to hold elective office in the Section.

### **8.4 Nominations for Members of the Board of Trustees**

8.4.1 The Section shall conduct an appropriate nomination and election process for the following members of the Board of Trustees: Chair, Chair-Elect, Vice-Chair, Director, and Trustees/Deputy 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, a Nominating Committee should be appointed by the Chair. The Nominating Committee should consist of the immediate past chair and four additional members, at least two of whom have served or are currently serving on the Board of Trustees. Members should be chosen based on their knowledge of, and experience in the Section. The Section chair shall designate the Chair of the Nominating Committee. Board approval is required to confirm the members of the Nominating Committee.

### **8.5 Election of Members of the Board of Trustees**

8.5.1 All members of the Section in good standing, with the exception of multi-Section members, are eligible to vote in an election for members of the Board of Trustees.

8.5.2 Members of the Board of Trustees may be elected either during the annual business meeting of the Section or, if approved by the Board of Trustees, by letter ballot. The vote at the annual meeting shall be a “voice vote” or by ballot at the discretion of the chair. A quorum shall be 30 members in attendance at the annual meeting.

8.5.3 Nominations from the floor are allowed.

8.5.4 The candidates receiving the greatest number of votes shall be declared elected.

8.5.5 New members of the Board shall take office at the end of the Annual Conference at which they were elected.

### **8.6 Terms of Office for 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 American Water Works Association.
- 8.6.2 The terms of the Chair, Chair-Elect, Vice-Chair, and Past Chair shall be one (1) year. These terms shall commence following the turning over 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 turning over of the gavel of office at the Annual Conference at which their term expires.
- 8.6.3 The term of office for each member of the Board shall be as follows:
- a) The Chair, Chair-Elect and Vice-Chair shall serve from the close of one Annual Conference to the close of the next Annual Conference.
  - b) Upon the expiration of the term of the Chair, the Chair-Elect shall accede to the office of Chair, and the Vice-Chair shall accede to the office of Chair-Elect. A successor to Vice-Chair shall be elected as described in 8.4 and 8.5 above at the Annual Conference.
  - c) The Section shall nominate and elect the Director-elect at the Annual Section Conference falling nearest and at least 12 months prior to the close of the current Director's second year of service. The new Director-elect shall serve one year as Director-Elect and then assume the position of Director in accordance with the Bylaws of AWWA.
  - d) Each of the Trustees and Deputy Trustees shall serve from the close of the Annual Conference at which he/she is elected to the close of the following Annual Conference. No one shall serve more than two consecutive terms as a Trustee or two consecutive terms as a Deputy Trustee.
  - e) The Past Chair shall serve from the close of the Annual Conference to the close of the next Annual Conference following his/her term as Chair.
  - f) The Manufacturers/Associates Committee Chair shall serve a two year term from the close of one annual Conference to the close of the Annual Conference at which his/her successor is appointed by the Chair.
  - g) The Chair of the Membership Committee is appointed by the Chair and shall serve a three-year term from the close of the Annual Conference for three years hence.

- h) The Water Utility Council Chair shall be appointed by the Section Chair for a term of one-year and can be appointed to succeed himself/herself the discretion of the Section Chair.
- i) If the Section Chair fails to complete his/her term, the Chair-Elect shall assume the duties of the office of Chair in addition to the duties of the office of Chair-Elect for the remainder of the unexpired term of the Chair.
- j) None of the above members of the Board except the Manufacturers/Associates Committee Chair, the Membership Committee Chair and the Water Utility Council Chair may serve two terms consecutively in the same capacity. This prohibition does not apply to a person acting as Chair or Chair-Elect under the provisions of Section 8.2.3 'i' (above).

## **8.7 Vacancies on 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 selected by the Section Board of Trustees, by special meeting called by the Chair, or by mail or telephonic balloting of the Board of Trustees, and the Section Administrator 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, Vice-Chair, Trustee or Deputy Trustee, the Board of Trustees shall appoint a suitable replacement to complete the term of the vacant position either at the next regular meeting of the Board, by special meeting called by the Chair or immediate successor, or by mail or telephonic balloting of the Board of Trustees.

## **8.8 Duties of Board of Trustees**

- 8.8.1 With the exception of the Director, the duties for all members of the Board of Directors of the Section are established by the Board of Trustees and are part of the Governing Documents.
- 8.8.2 The Director shall represent the Section on the Board of Directors of the American Water Works Association, and shall act to work with the Chair and other members of the Board of Trustees to coordinate and unify the actions of both the Board of Directors and the Section.

## **9. ARTICLE IX - MEETINGS**

- 9.1 The Section Board of Trustees shall meet at least once each year to conduct elections and other section business as necessary.

- 9.2 The Board of Trustees may hold other meetings as it deems necessary.
- 9.3 The Chair or the Executive Committee may call a meeting as deemed necessary.
- 9.4 For the purpose of achieving the objectives of the Association and the Section, the Section shall hold an Annual Conference. The Annual Conference may be held jointly with other organizations with similar interests as the Association. The annual business meeting of the Section shall be held at the Annual Conference.
- 9.5 Rules, policies and procedures for conducting of meetings and the annual conference shall be found in the Governing Documents.

## **10. ARTICLE X - DIVISIONS, COUNCILS AND COMMITTEES**

- 10.1 The Board of Trustees may establish or dissolve Divisions, Councils and Committees to conduct Association and Section programs and business as necessary.
- 10.2 Divisions, Councils and Committees are created following the procedures outlined in the Section Governing Documents.
- 10.3 Divisions, Councils and Committees shall follow the Bylaws and Governing Documents of the Section and Association.
- 10.4 Section business shall be conducted under Roberts Rules of Order.

## **11. ARTICLE XI - ESTABLISHING CHAPTERS**

- 11.1 The Board of Trustees may divide the Section into “Chapters” that are governed by the Section Board of Trustees without AWWA Board approval.
- 11.2 Chapters are created following the procedures outlined in the Section Governing Documents.
- 11.3 Chapters shall follow the Bylaws, Governing Documents and Polices and Procedures of the Section and the Association.

## **12. ARTICLE XII - AMENDMENTS TO SECTION BYLAWS**

- 12.1 Amendments to these bylaws may be proposed by either a majority affirmative vote of the Board of Trustees, or by written petition signed by thirty eligible

voting members of the Section. All such proposals shall be submitted to the Section Administrator, who will bring the proposal to the attention of the Board.

- 12.2 These bylaws may be amended at any annual business meeting of the Section by a majority vote of eligible voting members present at the meeting, provided however, that all members shall have written notice at least 30 calendar days in advance in which to consider the proposed amendment(s) prior to voting.
- 12.3 The notice shall inform members of the intent to vote on the amendment(s) and inform members how to obtain copies of the amendment(s).
- 12.4 At the discretion of the Board, the bylaws may also be amended by a mailed ballot, with an affirmative vote of a simple majority 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 calendar days to return the ballot.
- 12.5 If the amendment(s) are approved by the Section membership, the Section Administrator shall submit the amendment(s) to the Executive Director of the Association, for approval by the Association's Board of Directors.
- 12.6 Such amendment(s) shall be effective only after receiving notice from the AWWA Executive Director that the amendment(s) have been approved by the AWWA Board of Directors.

### **13. ARTICLE XIII - DISSOLUTION**

- 13.1 In case of dissolution of the Section, such portions of the funds or property thereof in the hands of the Section Administrator as may have been derived from the general funds of the American Water Works Association shall be returned to the American Water Works 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 operated within the State of Texas, hereinafter referred to as the "receiving organization."
- 13.3 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, 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 in attendance 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 XIV - INDEMNIFICATION**

14.1 All officers, members of the Board of Trustees and any other official representatives of the Section shall be and they are hereby indemnified by the American Water Works Association in their Bylaws, Article VI, Section 6.01, for expenses and costs incurred (including attorneys fees) by any of them in connection with any claim asserted against any of them by action in court or otherwise by reason of their service in such capacity.

14.2 Such indemnification will not apply for the aforementioned individuals in regard to matters to which they or any of them shall have been guilty of negligence or misconduct in respect to the matters in which indemnity is sought.

#### **15. ARTICLE XV - SPECIAL NOTE ON GENDER REFERENCE**

15.1 Personal pronouns used in these Bylaws referring either to the masculine or feminine gender shall be considered interchangeable where applicable, and as the context requires or permits.