

BYLAWS OF THE NEW YORK SECTION OF THE AMERICAN WATER WORKS
ASSOCIATION

Article I - NAME

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

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 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 located as designated by the Section's governing board (the "Board of Governors").
- 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 New York.

Article V - VOTING BY MEMBERS

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- 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 Governors 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 Governors, 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 Governors 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 trustees to the Board of Governors is set forth in 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 Board of Governors 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 United States of America and the State of New York.

- 6.5 The accounts of the Section shall be audited each year or as legally required, by an independent Certified Public Accountant who is not a member or employee of the Section. A copy of the audited or reviewed financial Statement shall be provided to the Association.
- 6.6 A proposed annual budget shall be prepared and submitted to the Board of Governors by the Executive Director and Vice-Chair prior to the Board meeting held in the fall. Each year, the Board shall approve and implement a budget of estimated income and planned expenditures for the fiscal year beginning January 1.

Article VII - SECTION GOVERNANCE

7.1 Authority and Purpose of the Board of Governors

7.1.1 The property, affairs, and business of the Section shall be managed by the Board of Governors, and the Board of Governors 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.

7.1.2 The Board of Governors has the right to hire an Executive Director for the Section. The Executive Director shall have his/her office at the Headquarters. The Executive Director shall serve the Section at the direction of the Board of Governors, including preparing financial reports for the Board of Governors and developing the annual budget proposal with input from the Vice-Chair. The Executive Director shall record the minutes of all meetings of the Board of Governors and the Executive Committee meetings, and maintain the records of the Section.

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7.2 Members and Structure of the Board of Governors

7.2.1 The officers of the Section shall consist of a Chair, Vice-Chair, Treasurer, and Assistant Treasurer. Both the Treasurer and Assistant Treasurer shall be appropriately bonded.

7.2.2 The Section shall be governed by its Board of Governors, consisting of a Chair, Vice-Chair, one First-Year Trustee, one Second-Year Trustee, one Third-Year Trustee, one First-Year Trustee-at-Large, one Second-Year Trustee-at-Large, one Third-Year Trustee-at-Large, Section Director to the Association, immediate or most recent living Past-Chair, Treasurer, Assistant Treasurer, and Secretary. The Assistant Treasurer is a non-voting member of the Board of Governors. The Executive Director of the Section shall serve as the Secretary and is a non-voting member of the Board of Governors.

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7.2.3 An Executive Committee shall be established by the Board of Governors. This committee shall consist of the Chair, Vice-Chair, Immediate Past-Chair, Treasurer and Secretary. The Executive Committee shall have power to act for the Board of Governors between Board Meetings, subject to the Board of Governors' instructions, but cannot modify any action taken by the Board of Governors. The Executive Committee shall report all activities to the Board of Governors at the next Board Meeting.

7.3 Eligibility to Serve on Board of Governors

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.

7.4 Nominations for Members of the Board of Governors

7.4.1 The Section shall conduct an appropriate nomination and election process for the following members of the Board of Governors: Chair, Vice-Chair, Section Director, and non-officer trustees.

7.4.2 The Section Director shall be nominated and elected in a manner and for a term consistent with Article III of the Bylaws of the Association.

Every third year, or as directed by the needs of the Section to elect a Section Director to the Board of Directors of the Association, the Chair shall appoint a Nominating Committee for Section Director to represent the Section on the Association Board of Directors. An eligible candidate for Section Director shall have completed the term as Chair of the Section and be a member in good standing of the Section.

The Nominating Committee for Section Director shall be appointed one year prior to the year in which the next Section Director would take office, and it shall be composed of the current Section Director and two (2) immediate Past Section Directors. Any vacancy which may occur in the Nominating Committee for Section Director shall be filled by an appointee of the Board of Governors.

The Nominating Committee for Section Director shall place in nomination at least one (1) such eligible candidate for the office of Section Director to be filled that year. The Nominating Committee for Section Director shall return its selection to the Chair not later than July 1 of that year.

A candidate for the office of Section Director may also be placed in nomination by receipt by the Executive Director of a petition for the nomination signed by not less than twenty (20) active members. Such petition shall be received no later than September 1, and the Chair shall be notified promptly.

If there is more than one candidate for the office of Section Director, a ballot shall be distributed to the Section membership. The Executive Director shall deliver the ballots to the Chair of the Board of Governors who shall announce the results of the vote by November 1. The newly elected Section Director shall take office as prescribed by the Bylaws of the Association.

If there is only one (1) nomination for the office of Section Director received by the Chair by January 1, the Chair shall be instructed to cast one (1) ballot for the nominee and announce the new Section Director at the business session of the Annual Meeting. The newly elected Section Director shall take office as prescribed by the Bylaws of the Association.

7.4.3 Each year, by June 30, the Chair shall appoint a Nominating Committee for Trustee and Trustee-at-Large. The Nominating Committee shall consist of the five (5) Past-Chairs of the Section, provided they are members in good standing. Any vacancy which may occur in the Nominating Committee shall be filled by an appointee of the Board. This committee shall place in nomination and return its selections to the Chair not later than November 1:

- a) one (1) or more eligible candidates for the office of First-Year Trustee to be filled that year, and
- b) one (1) or more eligible candidates for the office of First-Year Trustee-at-Large to be filled that year.

Candidate(s) for the office of First-Year Trustee and First-Year Trustee-at-Large may also be placed in nomination by receipt by the Executive Director of a petition for the nomination signed by not less than twenty (20) active members. Such petition(s) shall be received no later than January 1, and the Chair shall be notified promptly.

If there is more than one (1) candidate for the office of First-Year Trustee and/or more than one (1) candidate for First-Year Trustee-at-Large, a ballot shall be distributed to the Section Membership. The Executive Director shall deliver the completed ballots to the Chair of the Board who shall announce the results of the vote at a previously announced business session of the Annual Meeting. The election winner shall be based on a majority of the votes cast.

If there is only one (1) nomination for First-Year Trustee received by the Chair by January 1, the Chair shall be instructed to cast one (1) ballot for the nominee and announce the new First-Year Trustee at the business session of the Annual Meeting. The newly elected First-Year Trustee shall take office at the close of the Annual Meeting of the Section.

If there is only one (1) nomination for First-Year Trustee-at-Large received by the Chair by January 1, the Chair shall be instructed to cast one (1) ballot for the nominee and announce the new First-Year Trustee-at-Large at the business session of the Annual Meeting. The newly elected First-Year Trustee-at-Large shall take office at the close of the Annual Meeting of the Section.

7.5 Election of Members of the Board of Governors

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- 7.5.1 Members of the Board of Governors may be elected at the annual business meeting of the Section, at a Fully Noticed Meeting or, if approved by the Board of Governors, by any other process permitted by law.
- 7.5.2 Distribution, collection, and counting of ballots for elections shall take place as designated by the Board of Governors.
- 7.5.3 The candidate receiving the greatest number of votes for an elected office will be announced at the Section's annual business meeting. 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 Governors will hold separate votes for each available seat.

7.6 Terms of Office for the Board of Governors

- 7.6.1 The Chair and Vice-Chair of the Section shall serve for one (1) year from the close of one Annual Meeting to the close of the next Annual Meeting. The Chair and Vice-Chair shall be elected annually by the Board of Governors from the Trustees as provided hereinafter.
- 7.6.2 The Treasurer and the Assistant Treasurer shall be selected annually by the Board of Governors and shall serve a one-year term and be eligible for reappointment. Neither may participate in the selection process. Neither the Treasurer nor the Assistant Treasurer may be a Trustee. The Treasurer and Assistant Treasurer shall be limited to a six (6) year term of service.
- 7.6.3 The term of each of the Officers shall be from the close of one Annual Meeting to the close of the next Annual Meeting, which is approximately one year, or until a successor is chosen, except in the case of the Section Director, whose term shall be as provided for by the Bylaws of the Association.
- 7.6.4 Each Trustee shall be elected to serve a term of six (6) years as follows: At the conclusion of his/her term, the First-Year Trustee shall succeed to the position of Second-Year Trustee. At the conclusion of his/her term, the Second-Year Trustee shall succeed to the position of Third-Year Trustee. At the conclusion of his/her term, the Third-Year Trustee, shall succeed to the position of Vice Chair. At the conclusion of his/her term, the Vice Chair shall succeed to the position of Chair. At the conclusion of his/her term, the Chair shall succeed to the position of Past Chair. A Trustee may be eligible to serve another six (6) year term following at least one (1) full year off the Board of Governors.

Each Trustee-at-Large shall be elected to serve a term of three (3) years. After a term of one year, the First-year Trustee-at-Large shall succeed to the position of Second-Year Trustee-at-Large. After a term of one year, the Second-Year Trustee-at-Large shall succeed to the position of Third-Year Trustee-at-Large. The Third-Year Trustee-at-Large shall serve a term of one year. A Trustee-at-Large may be eligible to serve an additional three-year term. No more than two (2) three-year terms may be served in succession. If the Trustee-at-Large serves an additional three-year term, he/she shall revert to First-Year Trustee-at-Large for one year followed by Second-Year Trustee-at-Large for one year, followed by Third-Year Trustee-at-Large for one year.

7.7 Vacancies on the Board of Governors

7.7.1 In the case of a vacancy in the office of Section 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 Board of Governors. The Section Chair or Executive Director shall notify the Chief Executive Officer of the Association of such selection.

7.7.2 If the Chair position becomes vacant, the current Vice-Chair will ascend to the Chair position. If the Vice-Chair position becomes vacant, the Third-Year Trustee will ascend to Vice-Chair.

In the case of any other vacancy, a successor to serve the remainder of the term left vacant shall be appointed by the Board of Governors as prescribed in policy established by the Board of Governors.

7.7.3 The voting members of the Board of Governors may remove any officer or non-officer trustee from the Board of Governors 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 two-thirds majority vote of the full Board of Governors, excluding the member in question.

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, or if not so filled, by a majority vote of the Board of Governors.

7.8 Duties of the Board of Governors

7.8.1 The Board of Governors shall have general supervision over all affairs of the Section and shall be its legal representative in all matters except as this duty may be specifically delegated. The Board of Governors shall prepare, as needed, and enforce for the conduct of the business of the Section, regulations not in conflict with these Bylaws or the Articles of Incorporation, Bylaws and Governing Documents of the Association, and shall amend the Section Bylaws as required.

7.8.2 The duties of the Chair shall be to supervise and coordinate all affairs of the Section. So far as possible, the Chair shall preside at all meetings of the Section and of the Board of Governors. The Chair shall appoint all committee chairs of the Section.

7.8.3 The Chair of the Section shall be the Chair of the Board of Governors.

7.8.4 The Vice-Chair shall perform the duties of the Chair in the latter's absence, together with such other regular duties as may be assigned to him/her by the Chair or by the Board of Governors.

7.8.5 The Treasurer and the Assistant Treasurer shall attempt to attend all meetings of the Section and of the Board of Governors. The Treasurer shall oversee that all

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monies due the Section are collected and promptly deposited by the Executive Director in a depository which has been approved by the Board of Governors. They shall perform all duties required of them by the AWWA Documents of the Association. They shall perform such other duties as the Board of Governors may direct.

7.8.6 The Section Director shall serve on the AWWA Board of Directors. The Section 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 Section Director may be faced with decisions that benefit AWWA and its Sections but not necessarily the Section from which the Section Director comes. Whenever the interests of the Section and the Association are in conflict in a matter being considered by the AWWA Board of Directors, the Section Director is bound to disclose such conflict to the AWWA Board of Directors and may, in certain cases, be required to abstain from deliberations or voting on such matters by the AWWA Board of Directors. The Section Director shall make a report at the Annual Meeting of the Section of the activities of the Association.

7.8.7 The non-officer trustees shall assist the Chair and the Vice-Chair in the performance of their duties and shall act in any other officer positions when delegated by the Board of Governors.

The trustees shall serve on committees as liaisons or full members, as they may be assigned by the Board of Governors.

7.8.8 Each member of the Board of Trustees will disclose any potential conflicts of interest, and adhere to the Conflict of Interest Policy outlined in the AWWA Documents.

ARTICLE VIII - MEETINGS

8.1 The Board of Governors shall meet at least once each year to conduct the business of the Section.

8.2 Quorum for a meeting of the Board of Governors shall consist of a minimum of one (1) officer and five (5) other voting members of the Board of Governors.

8.3 Meetings of the Board of Governors may be called by the Chair on his/her own initiative, or at the request of any other member of the Board of Governors. There shall be one meeting of the Board of Governors during the Annual Meeting of the Section. There shall also be at least one other meeting of the Board of Governors no later than sixty (60) days prior to the Annual Meeting of the Section. This meeting shall not be held prior to January of the calendar year in which a new fiscal year starts.

8.4 Quorum for an annual business meeting or Fully Noticed Meeting of the Section shall consist of at least one-half of the Board.

8.5 The times and places of all meetings of the Section shall be fixed by the Board of Governors, in accordance with the Bylaws or by a committee appointed by them subject to the other provisions of this Article.

- 8.6 The Section shall hold at least one general meeting in each calendar year between April 1 and May 15. This meeting shall be designated as the Annual Meeting, at which time the Board of Governors shall also meet. The Board of Governors shall also meet at all Section Meetings other than the Annual Meeting. Other meetings of the Board of Governors may be held as provided for in these Bylaws. The Section itself shall hold at least one business session a year to conduct business related to elections and conduct other business as may be necessary. This business session shall be held during the Annual Meeting.
- 8.7 All Board of Governors and committee meetings shall convene in accordance with Section policies and procedures. Except as may be otherwise determined by the Board of Governors or committee, meetings should be conducted in accordance with the latest edition of "Roberts Rules of Order."
- 8.8 Except as provided otherwise in these Bylaws, all questions before the Board of Governors or the Section business meeting shall be decided by majority vote. No member or officer may have more than one vote.
- 8.9 It shall be a fixed policy of this Section to endeavor to cooperate with other Sections of the Association to the end that the convenience of all members of the Association may be suited as far as possible. To this end, there shall be effort to prevent the conflict of meeting dates with those of other sections' meetings, and the holding of joint meetings with adjoining sections shall be encouraged.

ARTICLE IX - COMMITTEES

- 9.1 The Section may establish committees to conduct or manage Section programs and business.
- 9.2 The Board of Governors has the authority to create and dissolve committees within the organization.
- 9.3 Standing Committees shall be Program Committee, Membership Committee, John M. Diven Award Committee, and George Warren Fuller Award Committee. Members of the last two named committees shall be chosen from previous awardees in accordance with a procedure established by the Board of Governors.
- 9.4 The Chair of the Section shall appoint new committee chairs as vacancies occur or as otherwise necessary, according to policies set by the Board of Governors.

ARTICLE X - ESTABLISHING SUBDIVISIONS

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

ARTICLE XI - AMENDMENTS TO BYLAWS

- 11.1 Amendments to these bylaws may be proposed by either a unanimous affirmative vote of the Board of Governors, or by written petition signed by at least twenty (20)

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Members. All such proposals shall be submitted to the Executive Director, who will bring the proposal to the attention of the Board of Governors.

- 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 Board of Governors, 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 Executive Director shall submit the amendment(s) to the Chief Executive Officer of the Association, for requested approval by the AWWA Board of Directors.
- 11.5 Grammar, punctuation, and spelling corrections may be made at the discretion of the Chief Executive Officer of the Association. The Board of Governors 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 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.

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.