

BYLAWS OF THE
GEORGIA SECTION OF THE
AMERICAN WATER WORKS ASSOCIATION

(As approved by the AWWA Board of Directors, January 17, 2010)

ARTICLE I - NAME

The name of this organization shall be "Georgia Section of the American Water Works Association." The word "Section" hereafter shall refer to this organization. The American Water Works Association (AWWA) will hereafter be referred to as "Association."

ARTICLE II - OBJECTIVE

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, as noted in the AWWA Articles of Incorporation.

The Section shall further the dissemination of information and the advancement of knowledge in the areas of design, construction, operation, and management of utilities rendering water service to the public and shall promote the further study, experimentation, and research, and the publication of the results thereof, in the areas of water distribution, water purification, conservation, and development of water resources, and water utility management, together with the usual related activities of a scientific and educational society serving the public interest.

ARTICLE III - OPERATION

All matters pertaining to the performance and operation of the Section shall be in accordance with the Articles of Incorporation, Bylaws, Governing Documents, and Affiliation Agreement of the Association. Furthermore, it is the intention that the Section shall operate in a cooperative mode with the Georgia Association of Water Professionals (GAWP), as long as that relationship does not conflict with the Association Affiliation Agreement between the Section and the Association. Indemnification is provided by the Association, as described in the Association Bylaws, Article VI, and Section 6.01.

ARTICLE IV - MEMBERSHIP

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

The geographic boundaries of the Section correspond to the geographic boundaries of the State of Georgia.

ARTICLE V - DUES AND FEES

Dues shall be assessed against members as required for membership in the Association. The Section may, in accordance with the procedures defined in the Governing Documents and established guidelines of the Association, 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 Association objectives and policies

All Section finances shall be managed in accord with these bylaws, the Section's policies and procedures, the Bylaws and Governing Documents of the Association, and all applicable financial rules and regulations of the country and the State of Georgia. 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 Section Board of Trustees.

ARTICLE VI - OFFICERS

- 6.1 The officers of this Section shall be a Chair, a Vice-Chair, a Secretary-Treasurer, Assistant Secretary-Treasurer, and two Trustees who shall perform the duties usually incumbent upon such officers. The officers listed together with the immediate Past-Chair, the Director, and Director-Elect on the Board of the Association, shall constitute the Executive Committee.
- 6.2 The Chair and Vice-Chair shall be elected to hold office for one year and shall not be eligible to succeed themselves.
- 6.3 One Trustee shall be elected every year and shall hold office for two years or until his successor shall have been chosen. The Trustee nominee shall be an active member of the Section and shall have demonstrated outstanding leadership; dedicated service, both in general activity and on committees; and shall have a thorough knowledge of the operation of the Section.
- 6.4 The Secretary-Treasurer shall be appointed by the Executive Committee each year. The Secretary-Treasurer can serve more than one year.
- 6.5 The Executive Committee shall appoint an Assistant Secretary-Treasurer each year. The Assistant Secretary-Treasurer can serve more than one year.
- 6.6 The unexpired term of any officer or committee member shall be filled by appointment by the Executive Committee.

ARTICLE VII - DUTIES OF OFFICERS

- 7.1 The Chair shall have general supervision over the affairs of the Section and shall preside at all meetings of the Section and of the Executive Committee at which he/she may be present. The Chair shall be an ex-officio member of all committees.

7.2 The Vice-Chair shall perform the duties of the Chair in case of the latter's inability to do so, acting temporarily as Chair. The Vice-Chair shall also serve as Chair of the Budget and Finance Committee.

7.3 The Secretary-Treasurer should endeavor to attend all meetings of the Section and of the Executive Committee, duly recording the proceedings thereof. The Secretary-Treasurer shall carry out such correspondence as may be necessary in the conduct of the business of the Section.

The Secretary-Treasurer shall have charge of such funds as are allotted to the Section from the treasury of the Association, or any other fund that might be the property of the Section. The Secretary-Treasurer will promptly deposit all Section funds received in a federally insured account in the name of the Section. The Secretary-Treasurer shall pay all bills and obligations against the Section. The Secretary-Treasurer shall make a report to the Section at its annual business meeting of all monies received, expended, and on hand.

7.4 The Assistant Secretary-Treasurer shall assume the duties of the Secretary-Treasurer when he/she is unable to do so or to assist the Secretary-Treasurer when the workload so requires.

7.5 Each Trustee shall assume responsibilities as directed by the Executive Committee.

7.6 The incoming Director shall be elected one year prior to taking office, shall serve as Director-Elect during that year, and shall be a member of the Executive Committee.

ARTICLE VIII - ELECTION OF OFFICERS AND DIRECTOR

Any member of the Section in good standing, including multi-section members, shall be eligible to hold elective office in the Section.

8.1 The Section shall conduct an appropriate nomination and election process for the following members of the Section Board of Trustees: Chair, Vice-Chair, and/or Chair-Elect, Director, and Trustees.

8.2 The Director shall be nominated and elected in a manner consistent with Article III of the Bylaws of the Association. The Association Board of Directors, in conformance with the AWWA Bylaws, shall fix the term of the Director.

8.3 For all elected positions other than Director, a Nominating Committee should be appointed by the Chair or the Section Executive Committee. The Nominating Committee should consist of a minimum of the immediate past-chair and either the next two most immediate past-chairs or any other members that the Section Executive Committee deems appropriate, based on knowledge of and experience in the Section.

8.4 All members of the Section in good standing, including multi-section members, are eligible to vote. 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 for which the Section Board of Trustees requires a vote of the Section membership.

- 8.5 Members of the Section Executive Committee may be elected either during the annual business meeting of the Section or, if approved by the Section Executive Committee, by letter ballot. The voting process should be established and administered by the Section Executive Committee in accordance with these bylaws and the Bylaws and Governing Documents of AWWA.
- 8.6. All officers elected shall take office at the adjournment of the annual business meeting at which they were elected.

ARTICLE IX - COMMITTEES

- 9.1 The Section may establish committees to conduct Association and Section programs and business.
- 9.2 Committees shall be established and shall convene in accordance with the Section policies and procedures. All committee meetings should be conducted generally in accordance with the latest edition of "Roberts' Rules of Order."

ARTICLE X - MEETINGS

The Section shall hold at least one general meeting during each year, this meeting to be known as the annual business meeting.

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 Executive Committee shall hold a minimum of two meetings each year, the meeting place of each to be designated by the Section Chair.

ARTICLE XI - DISTRICTS

The geographic area of the Section shall be considered as divided into such Districts as the Executive Committee may determine. The boundaries of the Districts may be established or altered by the Executive Committee to best meet the convenience of the members living therein. All requests from Section members as regards District formations will be considered by the Executive Committee and answered.

ARTICLE XII - POLICIES

The Executive Committee may establish operating policies to further the objectives of the Section by affirmative vote of two-thirds (six members) of the Executive Committee. Policies may be canceled by like manner.

ARTICLE XIII - AMENDMENTS

The Bylaws may be amended (1) at the business meeting by a majority vote of the members of the Section present, or (2) by mailed ballot with an affirmative vote of two-thirds of ballots returned within 30 days after mailing, or (3) by affirmative vote of two-thirds (six members) of the Executive Committee. All amendments so adopted shall become operative on approval of the Board of Directors of the Association.

ARTICLE XIV - DISSOLUTION

In case of dissolution of the Section, such portions of the funds or property thereof in the hands of the Secretary-Treasurer as may have been derived from the general funds of the Association shall be returned to the Association.

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 in an area included in an AWWA Section, hereinafter referred to as the "receiving organization."

The following shall be characteristic of the receiving organization:

- < that it be operated exclusively for scientific or education 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.

Any such receiving organization 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.