

BYLAWS OF THE
GEORGIA SECTION OF THE
AMERICAN WATER WORKS ASSOCIATION

ARTICLE I - NAME

The name of this organization shall be the Georgia 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 - 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 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

The Section shall operate in a cooperative mode with the Georgia Association of Water Professionals (hereinafter GAWP), as long as that relationship does not conflict with the Association Affiliation Agreement between the Section and the Association. GAWP will provide customary association management services and additional services listed in the Memorandum of Understanding and the Service Agreement. The Section and GAWP will hold separate financial records and bank accounts.

- 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 "Executive Committee").
- 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 Georgia.

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 Executive Committee as described herein; approval of a proposed amendment of these bylaws; approval of a special dues assessment of the Section membership; or any other event for which the Executive Committee, 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 Executive Committee 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 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 Executive Committee 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 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 or state(s) 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 trustee of the Section.

Section VII – SECTION GOVERNANCE

- 7.1 Authority and Purpose of the Board of Trustees**
The property, affairs, and business of the Section shall be managed by the Executive Committee, and the Executive Committee 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 Executive Committee**
- 7.2.1 The Section shall be governed by its Executive Committee, consisting of a chair, vice-chair, two trustees, AWWA Director and Director-elect, immediate past-chair and such officers as may be deemed necessary for the proper functioning of the Section.
- 7.2.2 The Executive Committee shall also include a secretary-treasurer. The Executive Committee may include an assistant secretary-treasurer. The secretary-treasurer

and assistant secretary-treasurer shall be appointed by the Executive Committee each year.

7.2.3 The Executive Committee shall not exceed 11 members.

7.3 Eligibility to Serve on the Executive Committee

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 combined office of secretary- treasurer.

7.4 Nominations for Members of the Executive Committee

7.4.1 The Section shall conduct an appropriate nomination and election process for the following members of the Executive Committee: chair, vice-chair, and, AWWA Director, and 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.

7.4.3 A Nominating Committee should be appointed by the chair or the Section Executive Committee. The Nominating Committee should consist of the immediate past-chair as chair of this committee 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.

7.5 Election of Members of the Executive Committee

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

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 more than one seat of the same office, such as trustee, is up for election at the same meeting, then the Executive Committee will hold separate votes for each available seat.

7.5.3 All officers elected shall take office at the adjournment of the annual business meeting at which they are elected.

7.6 Terms of Office for Section Executive Committee Members

- 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. The Director-elect will be elected one year prior to taking office and shall serve as Director-elect during that year and be a member of the Executive Committee.
- 7.6.2 The term of office of a trustee shall be 2 years or until a successor shall be chosen.
- 7.6.3 The Secretary-Treasurer and assistant secretary-treasurer can serve more than one year.
- 7.6.4 The positions of chair, vice-chair, and past chair, do not allow for back-to-back terms.
- 7.6.5 In the absence of an election of successors by Members or an appointment by the Executive Committee under Section 7.7, the holdover officers will remain in office.

7.7 Vacancies on Executive Committee

- 7.7.1 In the case of a vacancy in the office of 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 Executive Committee. 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, vice chair, trustees, or secretary-treasurer, the Executive Committee shall appoint a suitable replacement to complete the term of the vacant position.
- 7.7.3 The voting members of the Executive Committee may remove any officer from the Executive Committee before the expiration of the officer's term of office if the officer is found to have willfully failed to carry out the officer's duties and responsibilities if so determined by a unanimous vote of the other members of the Executive Committee. The Members may also vote to remove, with or without cause, any officer by a majority vote at any Fully Noticed Meeting of Members.

7.8 DUTIES OF OFFICERS

- 7.8.1 The chair shall have general supervision over the affairs of the Section, subject to the direction of the Executive Committee. The chair 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.
- 7.8.2 The vice-chair shall assist the chair in the performance of his/her duties and shall act in his/her stead when required. The vice-chair shall also serve as chair of the Budget and Finance Committee. The vice-chair shall serve on such committees as he/she 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 positions when assigned by the Executive Committee.

7.8.4 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 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 Executive Committee may from time to time direct and designate. In addition, the secretary-treasurer shall, whenever so required by the Executive Committee, render an account, showing all transactions as secretary-treasurer, and the financial condition of the Section; and, in general, shall perform all duties incident to the office of treasurer of a corporation. The secretary-treasurer 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.

7.8.5 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.

7.8.6 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.

7.8.7 Each trustee shall assume responsibilities as directed by the Executive Committee.

ARTICLE VIII – MEETINGS

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

- 8.2 Quorum for a meeting of the Executive Committee is a majority of the members (defined as one-half or more of the total number of committee members)..
- 8.3 The Section shall hold at least one general business meeting a year to elect officers and conduct other business as may be necessary.
- 8.4 Quorum for an annual business meeting or Fully Noticed Meeting of the Section shall be the number of members present at the meeting.
- 8.5 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.
- 8.6 The Executive Committee and committee meetings shall convene in accordance with Section policies and procedures. Except as may be otherwise determined by the Executive Committee or committee, meetings should be conducted in accordance with the latest edition of "Roberts Rules of Order."

ARTICLE IX - COMMITTEES

- 9.1 The Section may establish committees to conduct or manage Section programs and business.
- 9.2 The Executive Committee has the authority to create and dissolve committees within the organization.

ARTICLE X – ESTABLISHING SUBDIVISIONS

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 XI – AMENDMENTS TO BYLAWS

- 11.1 Amendments to these bylaws may be proposed by either an affirmative vote of at least two-thirds members of the Executive Committee, or by written petition signed by at least two-thirds of the Members or during the business meeting by majority vote of the Members present. All such proposals shall be submitted to the secretary-treasurer, who will bring the proposal to the Executive Committee.

- 11.2 The secretary-treasurer shall then submit the amendment(s) to the Association, for requested approval by the AWWA Executive Committee.
- 11.3 Following approved 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 a Fully Noticed business 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 Executive Committee, the bylaws may also be amended by a mailed ballot or other form of written consent, with an affirmative vote of a majority of ballots cast. All Members shall be provided a copy of proposed amendment(s) with the mailed ballot and shall be given at least 30 days to return ballot.
- 11.5 Grammar, punctuation, and spelling corrections may be made at the discretion of the Chief Executive Officer of the Association. The Executive Committee 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, 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.
- 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 affected, 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 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.

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.