

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

Approved by the AWWA Executive Committee on January 25, 2021

Approved by the Indiana Section Membership on April 13, 2021

ARTICLE I. NAME

1.1 The name of this organization shall be the Indiana Section 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 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 related thereto as noted in the Association Articles of Incorporation, such as:

- 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

3.1 The headquarters of the Section shall be designated by the Section's governing Board of Trustees.

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- 3.2 All matters pertaining to the operation of the Section shall be in accordance with the Articles of Incorporation, Bylaws, and Board Policy Manual of the Association, consistent with the Affiliation Agreement entered into between the Section and Association and with these bylaws. 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 residing in or having principal business activity in the Indiana Section, multi-Section members, and those assigned to the Indiana Section by the Chief Executive Officer of the American Water Works Association (hereinafter, "Members").
- 4.2 The geographic boundaries of the Indiana Section are defined as the State of Indiana.

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, Trustees, and/or other members of the 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, by resolution, requires a vote of the Section membership.

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- 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 Trustees may resolve, in its discretion, to require only the vote of a majority of the Members present, at a meeting of which written notice 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.
- 5.5 All Members in good standing who are members of the local districts are eligible to vote in their district elections.

ARTICLE VI. 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 Board Policy Manual and established guidelines of AWWA, apply for permission to levy a Section dues assessment, which shall be in addition to, and not a substitute for, AWWA membership dues. 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 Board of Trustees for submission to and approval by the AWWA Executive Committee. Only the Association can determine and collect dues and assessments.

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- 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 AWWA documents.
- 6.3 All Section finances shall be managed in accordance with the bylaws, the Section's policies and procedures, the bylaws, and Board Policy Manual of the Association, and all applicable financial rules and regulations of the country, and the State of Indiana. 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 non-officer trustee of the Section.

ARTICLE VII. SECTION GOVERNANCE

- 7.1 Authority and Purpose of the Section Board
- 7.1.1 The Board Policy Manual of the Association indicates that Sections shall be autonomous entities and shall be entitled to govern themselves within the applicable limitations of the Articles of Incorporation, bylaws, and Board Policy Manual of the Association and the Affiliation Agreement entered into between the Section and the Association. Each Section is responsible to comply with all federal, state, and local laws and

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regulations applicable to it, and to maintain all necessary licenses, permits, registrations, and designations under the laws of the jurisdictions in which it operates. The Association is not responsible for the legal compliance of Sections.

- 7.1.2 The property, affairs, and business of the Section shall be managed by the Board of Trustees, and the Board of Trustees 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 Board of Trustees

- 7.2.1 The Section shall be governed by its Board of Trustees, consisting of a Chair, Chair-Elect, Vice Chair, Representative on the American Water Works Association's Board of Directors, hereinafter called the Section Director, Secretary-Treasurer, Assistant Secretary-Treasurer, and the most recent available Past Chair of the Section, each of whom must be a member in good standing of the Section. In addition, there shall be seven (7) non-officer trustees described below.
- 7.2.2 There shall only be seven (7) non-officer trustees, one (1) from each of the five (5) Districts within the Section, and two (2) representing small and rural systems.

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7.3 Eligibility to Serve on Board of Trustees

- 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 offices may not be held by the same individual, with the exception of the combined offices of Secretary- Treasurer and Assistant Secretary-Treasurer.

7.4 Nominations for Members of the Board of Trustees

- 7.4.1 The Section shall conduct an appropriate nomination and election process for the following members of the Board of Trustees: Chair, Vice-Chair, Chair-Elect, Section Director, Secretary-Treasurer, Assistant Secretary-Treasurer, and Trustees.
- 7.4.2 The Section Director shall be nominated and elected in a manner consistent with Article III of the bylaws of the Association.
- 7.4.3 For all elected positions other than the Director, a standing Nominating Committee shall consist of the following Board of Trustees members: Section Director, Chair, immediate Past-Chair, immediate Past Director and the seven (7) Trustees. The Section Director shall serve as Chair of the Nominating Committee.

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7.5 Election of members of the Board of Trustees

7.5.1 Members of the Board of Trustees may be elected either during the annual business meeting of the Section, at a Fully Noticed Meeting or, if approved by the Board of Trustees, by any other process permitted by law. The voting process should be established and administered by the Board of Trustees in accordance with these bylaws, Indiana Section Standard Practices Manual and the bylaws and Board Policy Manual of AWWA.

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 a non-officer trustee, is up for election at the same meeting, then the Board of Trustees will hold separate votes for each available seat.

7.6 Terms of Office for Board of Trustees

7.6.1 The Section Director shall be elected for a term of three (3) years, or as otherwise required by the bylaws of the American Water Works Association.

7.6.2 The term 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 at which they are elected or succeed to office, and shall terminate at the turning over of the gavel of office of the annual meeting, or Fully Noticed Meeting, at which their term expires.

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- 7.6.3 The term of office of a Trustee shall be one (1) year, with a maximum of three (3) consecutive terms.
- 7.6.4 In order to provide continuity in the office of Secretary-Treasurer, the Secretary-Treasurer and Assistant Secretary-Treasurer will serve on a 4-year rotation. The first year they are elected to the Board of Trustees they will serve as Assistant Secretary-Treasurer and will follow the following rotation:
- a) Year 1 – Assistant Secretary-Treasurer
 - b) Year 2 – Secretary Treasurer
 - c) Year 3 – Secretary-Treasurer
 - d) Year 4 – Assistant Secretary-Treasurer
- 7.6.5 The positions of Chair, Chair-Elect and/or Vice-Chair, and Past Chair, do not allow for back-to-back terms of the same position.

7.7 Vacancies on Board of Trustees

- 7.7.1 In the case of a vacancy in the office of the Section Director, a successor to serve for the remainder of the term shall 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 Trustees. The Section Chair or Secretary-Treasurer shall notify the Chief Executive Officer of the Association of such selection.

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- 7.7.2 In the case of vacancy in the office of the Chair, Chair-Elect, Vice Chair, Trustee, Secretary-Treasurer or Assistant Secretary-Treasurer, the Board of Trustees shall appoint a suitable replacement to complete the term of the vacant position.
- 7.7.3 The voting members of the Board of Trustees may remove any officer or non-officer member or Committee Chair before the expiration of his or her period of office if it is found they have willfully failed to carry out the position's duties and responsibilities if so determined by a unanimous vote of the other members of the Board of Trustees. The Members may also vote to remove, with or without cause, any officer or Trustee by a majority vote at any Fully Noticed Meeting of Members.

7.8 Duties of Board of Trustees

- 7.8.1 The duties of the Chair shall be to supervise and coordinate the affairs of the Section and of the Board of Trustees. The Chair shall preside over all meetings of members and of the Board of Trustees. S/He shall appoint all committees of the Section, except as may be otherwise specifically provided herein or directed by the Board of Trustees.
- 7.8.2 The Chair-Elect and/or Vice-Chair shall assist the Chair in the performance of his/her duties and shall act in his/her stead when required. The Chair-Elect and/or Vice-Chair shall serve on such committees as he/she may be assigned.

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- 7.8.3 The Past Chair shall assist the Chair and Chair-Elect and/or Vice-Chair in the performance of their duties and shall act in any of the other officer positions when assigned by the Board of Trustees.
- 7.8.4 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 Board of Trustees may from time to time direct and designate. In addition, the Secretary-Treasurer shall, whenever so required by the Board of Trustees, 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 Secretary-Treasurer of a corporation.
- 7.8.5 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-Treasurer of a corporation.
- 7.8.6 The Section Director shall serve on the AWWA Board of Directors. As a Director of the Association, the Section Director shall represent the Section and serve as its voice on the AWWA Board. The Section Director shall be bound to adhere to the obligations of AWWA and its Board of

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Directors as set forth in the AWWA Documents. The Section acknowledges that, in the course of the Section Director's 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, the Section 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 non-officer trustees shall assist the Chair and the Chair-elect and/or Vice chair in the performance of their duties and shall act in any other officer positions when delegated by the Board of Trustees. The trustees may serve on committees as liaisons or full members, as they may be assigned by the Board of Trustees.

ARTICLE VIII. MEETINGS

- 8.1 The Board of Trustees shall meet at least once each quarter within the calendar year to conduct the business of the Section.
- 8.2 A quorum of the Board of Trustees shall consist of a Chair and at least seven members.
- 8.3 The Section shall hold at least one general business meeting in each calendar year to elect officers and conduct other business as may be necessary.
- 8.4 A quorum for an Annual Business meeting or Fully Noticed Meeting of the Section shall consist of the total number of Indiana Section members in attendance.

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- 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 All Board of Trustees and committee meetings shall convene in accordance with Section policies and procedures. Except as may be otherwise determined by the Board of Trustees or committee, meetings should be conducted in accordance with the latest edition of "Robert's Rules of Order".
- 8.7 Subject to applicable law, in the event a District Trustee is unable to attend a given Board of Trustees meeting, an alternate may be sent as their representative. The designated alternate shall be an officer from that district represented by the Trustee, either President, Vice-President, or Secretary-Treasurer of said district. The designated alternate shall have the same responsibilities and privileges as the Trustee for whom they serve as alternate.

ARTICLE IX. COMMITTEES

- 9.1 The Section may establish committees to conduct Association and Section programs and business. The Board of Trustees shall govern such committees, as well as have the power to dissolve them when deemed necessary.
- 9.2 All committees shall act in accordance with policies and procedures in the Indiana Section Standard Practices Manual.

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ARTICLE X. DISTRICTS

- 10.1 For ease of organization, the Board of Trustees shall divide the Section into Districts that are still governed by the Board of Trustees.
- 10.2 The counties of the State shall be portioned into five areas to be designated as Districts of the Section, namely, the Northwest, Northeast, Central, Southeast, and Southwest Districts.
- 10.3 The Small and Rural System Trustees shall each represent the Northern and Southern portions of the state, respectively. The historical U.S. Highway 40 (the National Road) will serve as the demarcation between north and south. The individuals must be the member representative or an individual representing a small system, as defined by AWWA.

ARTICLE XI. AMENDMENTS

- 11.1 Amendments to these Bylaws may be proposed by either an affirmative vote of seven (7) members of the Board of Trustees, or by a written petition signed by at least ten (10) eligible voting members of the Section. All such proposals shall be submitted to the Secretary-Treasurer, who will bring the proposal to the attention of the Board of Trustees.
- 11.2 The Executive Director shall then submit the amendment(s) to the Association for requested approval by the AWWA Executive Committee.

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- 11.3 Following approval by the AWWA Executive Committee, 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 thirty (30) days in advance in which to consider the proposed amendment(s) prior to voting upon it.
- 11.4 At the discretion of the Board of Trustees, the bylaws may also be amended by a mailed ballot, or other form of written consent, with an affirmative vote of two-thirds 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/written ballot and shall be given at least 30 days to return the ballot. Said announcements may be in written and/or electronic delivery format.
- 11.5 Corrections deemed insubstantial (grammar, punctuation) may be made at the discretion of the Chief Executive Officer of the Association. The Section Board of Trustees 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.

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ARTICLE XII. DISSOLUTION

- 12.1 In case of dissolution of the Section, all funds or property that may have been derived from the general funds of the Association shall be returned to the 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 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:
- a) That it be operated exclusively for scientific or educational purposes;
 - b) That no part of the net earnings of which inures to the benefit of any private shareholders or individual;
 - c) That no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation; and

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- d) 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.