

**BYLAWS OF THE HAWAII SECTION
OF THE AMERICAN WATER WORKS ASSOCIATION
November 2018**

ARTICLE I – NAME

The name of this organization shall be the HAWAII SECTION OF THE AMERICAN WATER WORKS ASSOCIATION, hereinafter referred to as 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 this Section shall be at the office of the treasurer of the Section, unless otherwise designated by the Section's governing board (the "Board of Trustees").
- 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 this Section shall consist of all the Members of the American Water Works Association in good standing, residing 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").

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- 4.2 The geographic boundaries of the Section are defined as the State of Hawaii, Guam, American Samoa, and other Pacific basin American Commonwealths, Trusts, Territories, and possessions.

ARTICLE V – ESTABLISHING DISTRICTS (SUBSECTIONS)

For ease of organization, the Section Board of Trustees may divide a geographic area within a Section’s boundaries into districts (subsections) that are still governed by the Section Board of Trustees.

ARTICLE VI – VOTING BY MEMBERS

- 6.1 All Members of the Section in good standing, including multi-Section Members, are eligible to vote. Each Member shall have one vote.
- 6.2 Occasions where a vote of the membership is required include: the election of Section officers 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 Board of Trustees, by resolution, requires a vote of the Section membership.
- 6.3 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 or other electronic transmission was delivered to all such Members at least ten (10) days before the date of the meeting (a “Fully Noticed Meeting”).
- 6.4 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.
- 6.5 The Board of Trustees may request Members vote on matters outside of the Annual Business Meeting or Special Meetings. Such vote may include a mail-in ballot or an electronic ballot, consistent with the laws of the State of Hawaii. Procedures for facilitating participation by ballot is contained in the Section’s Standard Practice Manual.

ARTICLE VII – SECTION FINANCES

- 7.1 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 Board of

Trustees for submission to and approval by the Executive Committee. Only the Association can determine and collect dues and assessments.

- 7.2 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 the AWWA Documents.
- 7.3 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 and province or state 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.

ARTICLE VIII – OFFICERS AND GOVERNING BOARD

8.1 Authority and Purpose of the Board of Trustees

- 8.1.1 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
- 8.1.2 The officers of the Section shall execute their business in accordance with the Bylaws and Standard Practices Manual of the Section and the Articles of Incorporation, Bylaws, and Governing Documents of the American Water Works Association.

8.2 Members and Structure of the Board of Trustees

- 8.2.1 The Section shall be governed by its Board of Trustees, consisting of the following officers:
- (a) A Chair
 - (b) A Vice-Chair
 - (c) A Treasurer
 - (d) A Secretary
 - (e) An AWWA Director
 - (f) An Immediate Past-Chair, who shall be the most recent Past-Chair of the Section.
 - (g) Six other members initially elected and designated as Trustees.
 - (h) An ex-officio member representing the Honolulu Board of Water Supply (BWS) as a trustee.

8.3 Eligibility to Serve on Board of Trustees

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- 8.3.1 Any member of the Section, including a multi-Section member, shall be eligible to hold elective office in the Section.
- 8.3.2 Multi-section members may hold office in only one section at a time.
- 8.3.3 Two or more offices may not be held by the same individual, except for the offices of secretary and treasurer.

8.4 Nominations for Members of the Board of Trustees

- 8.4.1 In each year, according to a schedule published in the Standard Practices Manual, the Chair shall appoint a nominating committee, consisting of five members, two of which shall be members of the Board of Trustees, one being the Vice-Chair and the three most recent Past-Chairs. This committee shall report annually to the Secretary and place in nomination at least one eligible candidate for each of the offices to be filled.
- 8.4.2 According to the published schedule and process detailed in the Standard Practices Manual, additional nominations may also be made by members of the Section and submitted to the Secretary. Nominations from members shall be in writing and shall be signed by at least five members of the Section.
- 8.4.3 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.

8.5 Election of Members of the Board of Trustees

- 8.5.1 Members of the Board of Trustees shall be elected at 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.
- 8.5.2 The candidate receiving the greatest number of votes for an elected office at the Section's annual business meeting or at a Fully Noticed Meeting (or by any other process permitted by law) 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 trustee, is up for election at the same meeting, then the Board of Trustees will hold separate votes for each available seat.
- 8.5.3 If no more than one member is nominated for each of the offices to be filled, the Secretary will confirm those nominated. The Secretary will issue a notice to the members notifying them of the confirmation or election as appropriate of the new members of the Board of Trustees.

8.6 Terms of Office for Section Board of Trustees

- 8.6.1 The term of office of the AWWA Director shall be three years or as otherwise required by the Bylaws of the Association.
- 8.6.2 The term of office for the Chair, Vice-Chair, and Immediate Past-Chair shall be for one year. Their terms shall commence at 12:01 a.m. on June 1. The exception to this is the AWWA Director, who shall take office upon the expiration of the predecessor's term.
- 8.6.3 The term of office of a Trustee shall be two years, renewable for up to one additional term (maximum service of four years). In the event that an individual takes over mid-term for a retiring Trustee, said individual shall be eligible for election to one full term and the renewal of an additional full term (additional service of four years) following expiration of the assumed term. Every attempt shall be made such that three positions will be filled or reappointed each year.
- 8.6.4 The term of office of the secretary and treasurer shall be determined by the Section Board of Trustees.
- 8.6.5 The positions of chair, vice-chair, and past chair, do not allow for back-to-back terms
- 8.6.6 In the absence of an election of successors by Members or an appointment by the Board of Trustees under Section 8.7, the holdover officers and trustees will remain in office until such a successor is named or elected.

8.7 Vacancies on Board of Trustees

- 8.7.1 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 Board of Trustees. The Section chair or secretary shall notify the Chief Executive Officer of the Association of such selection.
- 8.7.2 In the case of a vacancy in the office of the chair, vice-chair, trustee, secretary or treasurer, the Board of Trustees may:
 - a) Appoint a qualified member or multi-Section member of the Section to complete the term of the vacant position; or at their discretion,
 - b) Nominate one or more qualified members or multi-Section members of the Section for the office and conduct an election, as detailed in section 8.5 of these bylaws.
- 8.7.3 The voting members of the Board of Trustees may remove any officer or Trustee from the Board 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 majority vote of the other 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.

8.8 Duties of Board of Trustees

- 8.8.1 The duties of the Chair, as further outlined in Section II of the Standard Practices Manual, shall be to supervise and coordinate all affairs of the Section. The Chair shall preside at all meetings of the Section and Board of Trustees and shall appoint all Committee Chairs of the Section, except as otherwise provided herein or directed by the Board of Trustees.
- 8.8.2 The Vice-Chair, as further outlined in Section II of the Standard Practices Manual, shall perform the duties of the Chair in the latter's absence, together with other regular duties as assigned by the Chair or the Board of Trustees.
- 8.8.3 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.
- 8.8.4 As further outlined in Section II of the Standard Practices Manual, the Treasurer should attend all meetings of the Section and Board of Trustees. The 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 all monies earned by or in any manner due to or received by the Section; and shall promptly deposit or see to the deposit of all funds into the Section's bank account or other places of deposit as the Board of Trustees may from time to time direct and designate. In addition, the Treasurer shall, whenever so required by the Board of Trustees, render an account, showing all transactions as Treasurer, and the financial condition of the Section; r shall perform all duties as assigned by the Board of Trustees; and, in general, shall perform all duties incident to the office of treasurer of a corporation.
- 8.8.5 The Secretary, as further outlined in Section II of the Standard Practices Manual, shall attend all meetings of the Section and Board of Trustees and shall record the minutes and votes of all such meetings. The Secretary shall see that notices are given, and records and reports are kept properly and filed by the Section as required by law; shall perform all duties as assigned by the Board of Trustees; and, in general, shall perform all duties incident to the office of secretary of a corporation.
- 8.8.6 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.

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

ARTICLE IX – MEETINGS

- 9.1 Meetings of the Board of Trustees shall be called by the Chair or at the request of any other member of the Board of Trustees. There shall be at least one meeting of the Board of Trustees each year.
- 9.2 A quorum of the Board of Trustees shall consist of seven of its 13 members.
- 9.3 The Section shall hold at least one (1) general membership meeting in each fiscal year. The times and places of all such meetings of the Section shall be fixed by the Board of Trustees, or by the committee appointed by them subject to the other provisions of this Article. The Secretary shall notify the membership of the date, time, and place of the meeting at least two (2) weeks prior to the meeting.
- 9.4 A quorum for the transaction of business an annual business meeting or Fully Noticed Meeting of the Section shall be 25 members in good standing.
- 9.5 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.

ARTICLE X - COMMITTEES

- 10.1 The Section may establish committees to conduct or manage Section programs and business.
- 10.2 The Board of Trustees has the authority to create and dissolve committees within the organization.

ARTICLE XI – AMENDMENTS TO BYLAWS

- 11.1 Amendments to these Bylaws may be proposed by either an affirmative vote of the majority of members the Board of Trustees, or by written petition signed by at least ten (10) members of the Section. All such proposals shall be submitted to the secretary, who will bring the proposal to the attention of the Board of Trustees.

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- 11.2 If the amendment(s) are approved by the Governing Board, the secretary shall submit the amendment(s) to the Chief Executive Officer of the Association, for requested approval by the AWWA Executive Committee.
- 11.3. Upon approval 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 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.
- 11.4 At the discretion of the Board of Trustees, the bylaws may also be amended by a mailed or electronic ballot or other form of written consent, with an affirmative vote of a majority of the ballots returned by eligible voting members. 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.
- 11.5 Grammar, punctuation, and spelling corrections may be made at the discretion of the Chief Executive Officer of the Association. The 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 receiving notice from the Association that the amendment(s) have been approved by the AWWA Executive Committee. 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, 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 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 reason 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 individuals;

That no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation;

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

Indemnification of officers and trustees of the Section is provided by the Association as described in the Association Bylaws, Article VI, Section 6.01.