

# Bylaws of the American Water Resources Association



**AWRA**

*Community, Conversation, Connections*

## TABLE OF CONTENTS

### **ARTICLE I OBJECTIVES**

### **ARTICLE II GOVERNANCE**

- Section 1 Name and Incorporation
- Section 2 Corporate Powers
- Section 3 Place of Business
- Section 4 Registered Agent
- Section 5 Operating Limitation
- Section 6 Fiscal Year
- Section 7 Indemnification
- Section 8 Special Gifts

### **ARTICLE III BOARD OF DIRECTORS**

- Section 1 Composition
- Section 2 Officers of the Association
- Section 3 Directors of the Association
- Section 4 Terms of Office
- Section 5 Elections
- Section 6 Duties
- Section 7 Signing Authority
- Section 8 Administrative and Technical Committees

### **ARTICLE IV MEETINGS**

- Section 1 Annual Business
- Section 2 Board Meetings
- Section 3 Executive Committee Meetings
- Section 4 Conduct of Meetings

### **ARTICLE V MEMBERSHIP**

- Section 1 Eligibility
- Section 2 Acceptance
- Section 3 Types of Members
- Section 4 Voting
- Section 5 Nomination for Honorary & Fellow Types
- Section 6 Dues
- Section 7 Separation from Membership
- Section 8 Sections & Chapters

### **ARTICLE VI CONFERENCES & PUBLICATIONS**

- Section 1 Annual Conference
- Section 2 Specialty Conferences
- Section 3 Publications
- Section 4 Publication Administration
- Section 5 Notices & Announcements

### **ARTICLE VII AMENDMENTS TO THE BYLAWS**

- Section 1 Amendment Proposal
- Section 2 Amendment Action
- Section 3 Posting of Results

### **ARTICLE VIII MERGER OR DISSOLUTION**

Adopted February 8, 2000  
Amended January 23, 2003  
Amended October 30, 2004  
Amended July 31, 2007

**ARTICLE I. OBJECTIVES**

The principal objectives of the Association are:

- a. The advancement of water resources research, planning, development, management, and education.
- b. The establishment of a common meeting ground for physical, biological, and social scientists, engineers, and other persons concerned with water resources.
- c. The collection, organization, and dissemination of ideas and information in the field of water resources science and technology.

**ARTICLE II. GOVERNANCE**

- Section 1      Name and Incorporation  
The name of this Association is the AMERICAN WATER RESOURCES ASSOCIATION, also known as AWRA. AWRA is a duly incorporated Association under the laws of the State of Illinois.
- Section 2      Corporate Powers  
The corporate powers of the Association will be vested in a Board of Directors (the Board).
- Section 3      Place of Business  
The Association's principal place of business will be the Association Headquarters, located in the Washington, DC, metropolitan area. It will remain there until changed by the Board of Directors, after due notice to the membership.
- Section 4      Registered Agent  
The Board at its discretion will designate a Registered Agent, who resides in the State of Illinois. This Agent will serve as liaison with the Board regarding any matter pertaining to legal aspects of the Articles of Incorporation of the Association. This Agent will serve at the pleasure of the Board.
- Section 5      Operating Limitation  
No part of the net earnings of the Association will inure to the benefit of, or be distributable to, its members, officers, or other private persons with the following exceptions. The Association is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as an educational and scientific association. Further, the Association will not permit lobbying or attempt to influence legislation, and will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Association will not carry on any other activities prohibited by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law)
- Section 6      Fiscal Year  
The Association's fiscal year is from January 1 to December 31, inclusive.
- Section 7      Indemnification  
The Association shall indemnify every Director, Officer, Editor, Associate Editor, and employee of the Association against all expenses and liabilities, including counsel fees, reasonably incurred and imposed upon them in connection with any proceeding, other than a proceeding brought against them by the Association, to which they may be made a party, or in which they may become involved with, by reason of their being or having been a Director, Officer, Editor, Associate Editor or employee of the Association, or any settlement thereof, whether or not they are a Director, Officer, Editor, Associate Editor or employee

at the time such expenses are incurred, except in such cases wherein the Director, Officer, Editor, Associate Editor or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties.

- Section 8      Special Gifts  
The Association may accept gifts and bequests at the discretion of the Executive Committee and invest or use them consistent with these Bylaws.

### ARTICLE III.    BOARD OF DIRECTORS

- Section 1      Composition  
The Board of Directors consists of the President, Immediate Past President, President Elect, Secretary/Treasurer, six to 11 Directors (elected at large) and the Executive Vice President. The number of Directors may be fixed or changed from time to time, within the minimum and maximum, by the Board

- Section 2      Officers of the Association  
The Officers of the Association are the President, President-Elect, Immediate Past President, Secretary/Treasurer, and Executive Vice President. The Officers of the Association will constitute the Executive Committee and with the exception of the Executive Vice President, must be members in good standing of the Association. With the exception of the Executive Vice President, each officer will be elected in accordance with these Bylaws.

- Section 3      Directors of the Association  
Directors must be members in good standing of the Association elected in accordance with these Bylaws.

- Section 4      Terms of Office  
The terms of office for the President, President-Elect, and Immediate Past President are one year. The terms of office for the Secretary/ Treasurer and the Directors are three years each. The terms of approximately one third of the Directors will expire each year.

- Section 5      Elections
- A.      Eligibility  
The Board will determine the eligibility of candidates for Officers and Directors and by majority vote resolve any election disputes.
  - B.      Nominations  
By December 31, the President-Elect will appoint a Nominating/Awards Committee charged with preparing a slate of candidates for election as Officers and Directors of the Association and a slate of candidates for the Association's awards. This committee will be composed of at least three members in good standing. The President-Elect will designate a chairperson and vice-chairperson. In preparing its slate of officers and directors, the Committee will announce the positions to be filled in the next election, solicit recommendations for nominees from the membership, and confer with each potential nominee to determine eligibility, understanding of their responsibilities and willingness to serve. The slate of nominees will contain one or more candidates for each position to be filled at the next election. The slate of nominees will be mailed to members by June 1 each year.
  - C.      Acceptance of Nominations  
The Executive Vice President, with assistance from the Nominating Committee, will obtain written acceptance of nomination, expressing a willingness to take office if elected, from each nominee. Letters of acceptance will be kept on file at the Association Headquarters.
  - D.      Nomination by Petition

Members may nominate additional candidates for announced positions by submitting a written petition to the Association Headquarters, signed by not less than twenty-five (25) the Association members in good standing. A letter signed by the nominee expressing a willingness to accept the nomination and to serve if elected and a brief biographical sketch of the nominee must accompany the petition. Such petitions, with the requisite signatures, the acceptance letter, and the biographical sketch must be received at the Association Headquarters no later than June 15. Nominees by petition will be so designated on the ballot.

E.

Ballots

The Executive Vice President will prepare ballots for all contested positions and mail ballots to all Members in good standing no later than July 1. Ballots are not required for uncontested positions. To be valid, ballots must be received at the Association Headquarters by normal close of business (COB) on August 15, or COB the following Monday if August 15 falls on Saturday or Sunday. The President will appoint a Tellers Committee to open and count all valid ballots for each contested position. The Executive Vice President will hold the valid ballots in a secure manner until the Tellers Committee meets and then deliver the ballots unopened to the Committee for tabulation. The Tellers Committee will report the results in writing to the President who will notify each candidate of the results. Tabulated ballots will be kept on file by the Executive Vice President for six (6) months in a secure place, and then may be destroyed by the Executive Vice President. Ballots received at the Association Headquarters after the prescribed deadline will be invalid, but will be kept on file, unopened, separate from the valid ballots, and identified as invalid, not timely received. Invalid ballots will be disposed of under the same procedure as valid ballots.

F.

Plurality and Tie Votes

A plurality of valid ballots cast will be sufficient for election. In case of a tie vote, the tied candidates will draw lots to determine which person will serve.

G.

Election Results

Results will be published in the next issue of *Water Resources IMPACT*.

Section 6

Duties

A.

Board of Directors

1. The Board will conduct its affairs to advance the science, technology, management, development, and planning of water resources; and to disseminate technical knowledge through publications, meetings, and other means.
2. The Board will direct the investment and care of the funds of the Association; manage the affairs of the Association in accordance with these Bylaws; and generally direct the business of the Association.
3. The Board may appoint a chief executive officer to administer the affairs of the Association; this person serves at the pleasure of the Board.
4. The Board will act upon nominations for Honorary and Fellow Membership made by Members or by the Executive Committee, and make special awards.
5. Should a vacancy occur in an elective office, the Board may appoint a member in good standing to fill the unexpired term, provided written notice of the proposed action has been given to all Board members.

6. An officer may be removed by a two-thirds vote of the entire Board or by a two-thirds vote of membership present and voting, either in person or by proxy, following at least two weeks advance notice of the proposed action, whenever in its (or their) judgment the best interest of the Association would be served thereby. A Director may be removed by a two-thirds vote of the membership present and voting, either in person or by proxy, following at least two weeks advance notice of the proposed action, whenever in their judgment the best interest of the Association would be served thereby.
  7. Each Board member shall attend all Board of Director's meetings. This includes as a minimum, the first meeting of the year usually held in January, and the annual Board of Director's meeting held at the Annual Conference.
- B. Executive Committee
1. Between meetings of the Board, the Executive Committee will exercise the full powers of the Board in matters that the Executive Committee determines must be acted upon before the next regular meeting of the Board, with the exceptions cited in these Bylaws. All actions taken by the Executive Committee will be in accordance with the general policies of the Board and be reported to the Board at its next meeting.
  2. The Executive Committee will exercise immediate supervision of the fiscal affairs of the Association. For any period of time between the beginning of each fiscal year and the adoption of the budget for that fiscal year by the Board, the Executive Committee will have fiscal authority for the Association.
  3. Annually, the Executive Committee may make recommendations to the Board on nominations for Honorary Membership, Fellow Membership, and any special awards for outstanding contributions to the Association or to water resources activities.
  4. The Executive Committee may not amend these Bylaws nor fill vacancies on the Board.
  5. The Executive Committee will be responsible for strategic planning on a continuing basis.
- C. President
- The President will have general supervision over the affairs of the Association; preside at meetings of the Association, the Board, and the Executive Committee; serve as ex officio member of all committees, except the nominating committee; and prepare an annual report of the Association for submission at the Annual meeting.
- D. President-Elect
- During the temporary absence or disability of the President, with consent of the Board, the President-Elect will discharge the duties of the President. The President-Elect will assist the President in such other ways as the President deems appropriate.
- E. Immediate Past President
- The Immediate Past President will undertake such specific duties as assigned by the President or Board.
- F. Secretary/Treasurer
- The Secretary/Treasurer will:

1. Make recommendations to the Executive Committee and the Board on the conduct of the financial and other business affairs of the Association.
2. Provide assistance to the Officers and Directors in the formation and conduct of business of Committees, Sections, and Chapters.
3. Provide general oversight and review for operating policy guidance in the conduct of the affairs of the Association.
4. Assist the Executive Vice President in managing the finances of the Association, including the proper care of all dues, fees, and other monies paid to the Association, and provide guidance in matters of financial policy.
5. Insure that the Executive Vice President keeps complete and auditable records of all receipts and disbursements.
6. Review the budget prepared annually by the Executive Vice President and transmit it to the Finance Committee (with an informational copy to the Board) before the Association's Annual Business Meeting.

G. Directors

The Directors shall undertake such specific duties as may be assigned by the Board or the President.

H. Executive Vice President

The Executive Vice President, under the supervision of the President, will implement policies and undertake functions established and discharge duties as specified in these Bylaws and by the Board. The Executive Vice President will be the highest-ranking executive officer appointed by the Board. The Executive Vice President is an Association staff member. The Executive Vice President will serve as an ex-officio member of the Board and the Executive Committee. The Executive Vice President may not vote on matters pertaining to him/her personally or to his/her employment by the Association. His/Her specific duties are to:

1. Maintain a proper account of the general business of the Association, including:
  - a. Preparing and maintaining records of all Board of Executive Committee meetings in a timely fashion,
  - b. Safekeeping the records of receipts and disbursements of the Association in an accessible form, and
  - c. Maintaining copies of the Association committee reports filed with the Association Headquarters.
  - d. Negotiates and executes all contracts on behalf of the association.
2. Directly supervise the operations and other functions of the Association Headquarters, including:
  - a. Supervising association staff, including negotiating suitable salaries and fringe benefits with staff personnel to undertake the functions authorized in this section and by the Board within the budget approved by the Board.
  - b. Conducting correspondence in the name of the Association,
  - c. Managing the Association records, and
  - e. Approving the obligations of budgeted funds for the Association transactions.
3. Prepare the annual budget, after receiving guidelines from the President-Elect, for review by the Secretary/Treasurer and the

4. Finance Committee; and manage the financial aspects of grants and contracts awarded to or by the Association.
5. Prepare financial statements for each meeting of the Executive Committee and Board.
6. Supervise the production and distribution of the Association publications. Work closely with the editors of the *Journal of the American Water Resources Association* and *Water Resources Impact* and other editors in producing high quality publications.
7. Receive and process applications for membership in the Association.
8. Notify members of dues and fees payable, receive such payments, and take actions on delinquent dues specified in Bylaws Article V, Section 6.
9. Provide coordination and assistance for the activities of the Association's Committees and Task Forces to insure their maximum input to the Association's operations and growth.
10. Work with existing Sections and Chapters to ensure active and viable organizations; and promote the formation of new Sections and Chapters.
11. Observe the procedures and time schedules prescribed for elections and for amendments to the Bylaws.
12. Cooperate and provide liaison with other professional societies and organizations that share common interest and objectives with the Association.

- I. Association Staff  
Association staff will undertake such specific duties as assigned by the Executive Vice President.

Section 7      Signing Authority  
The Executive Vice President and Secretary/Treasurer shall each have full signing authority for disbursements.

Section 8      Administrative and Technical Committees.  
In addition to the Executive Committee and the standing administrative committees listed below, the Board may appoint other special committees to advise the Board on matters of administration and policy, and the President may appoint other special technical committees to promote knowledge in all areas of water resources.

Standing Administrative Committees:

1. Finance
2. Nominations/Awards
3. Tellers

## ARTICLE IV    MEETINGS

Section 1      Annual Business  
The Association will hold at least one general business meeting annually, termed the Annual Business Meeting. At the Annual Business Meeting, and other regularly appointed business meetings, 20 Members will constitute a quorum.

Section 2      Board Meetings  
Meetings of the Board will be held at such times and places as the Board determines to be necessary for the discharge of its duties. The President may conduct business of the Board by conference telephone or other communication equipment by means of which all persons participating in the meeting can

communicate with each other, in lieu of a meeting. At least a simple majority of the membership of the Board will constitute a quorum for transacting of business.

- a. Normally the Board will hold at least two meetings each year. One of these meetings is customarily held at the time of the Annual Conference.
- b. The President may call special meetings of the Board, but must provide at least 7 days advance notice to members of the Board of such meeting. Notice of additional meetings will state the purpose of such meetings and no business, except that stipulated in the notice, will be considered.

Section 3      Executive Committee Meetings  
Meetings of the Executive Committee will be held at such times and places as the President determines necessary. The President may conduct business of the Executive Committee by conference telephone or other communication equipment by means of which all persons participating in the meeting can communicate with each other, in lieu of a meeting. A simple majority of the members of the Executive Committee will constitute a quorum for transacting business.

Section 4      Conduct of Meetings  
All meetings of the Association, unless otherwise provided, will be conducted according to Robert's Rules of Order, Revised.

## **ARTICLE V      MEMBERSHIP**

Section 1      Eligibility  
The Association will admit members from the private, public, educational, industrial, engineering, scientific, and governmental sectors of the United States and other countries, who have expressed a desire to cooperate with the Association, in the furtherance of its objectives in compliance with these Bylaws.

Section 2      Acceptance  
An applicant will be granted membership upon approval by the Executive Vice President, under the conditions prescribed in these Bylaws, or by direct action of the Board. All applications or nominations for membership will be made in writing to the Association Headquarters. Sufficient evidence must be provided with the application or nomination to show compliance with requirements for the member type.

Section 3      Types of Member  
The following types of members are recognized:

- a. Regular Member. An individual who desires to cooperate in the furtherance of the objectives of the Association and otherwise complies with the requirements of these Bylaws is eligible for regular membership.
- b. Honorary Member. To be eligible for election to Honorary Membership, one must have attained acknowledged eminence in some branch of water resources. An Honorary Member is entitled to all the privileges of the Association, and is exempted from paying annual dues. Members of the Board are ineligible for election to Honorary Membership during their term of office.
- c. Fellow Member. To be eligible for election to Fellow Membership, one must have been a Member in good standing of the Association for at least 10 consecutive years, and served at least one year as a Director or Officer of the Association or one of its committees. In addition, the Member must have an eminent record in some branch of water



resources. Members of the Board are ineligible for election to Fellow Membership during their term of office.

- d. Student Member. An application and annual renewal form for Student Member must include the name of the college or university the applicant is attending, the applicant's class and declared major, and an endorsement by a faculty member who must counter-sign the student's application or renewal form.
- e. Associate Member. Business firms, corporations, associations, educational institutions, and federal, state, provincial, local or tribal governments are eligible for Associate Membership. Associate Members may choose to join as a single office, department, or location, or they may choose to join enterprise-wide.
- f. Emeritus Member (Retired Member). Retired persons who have been regular members of the Association for at least 10 years may petition to the Executive Vice President for Emeritus (Retired) Member status. If granted, Emeritus Member dues will be one-half the amount of regular membership dues. Emeritus (Retired) status will continue from year to year upon payment of dues unless rescinded by the Executive Vice President or the Executive Committee.

Section 4 Voting

All members of the Association are eligible to vote and hold office, except for Associate members.

Section 5 Nomination for Honorary & Fellow Member Type

Any member in good standing of the Association can make nominations to the Board for Honorary and Fellow Members. The Board has the exclusive authority to elect members into these types of membership.

Section 6 Dues

- a. Payment of Dues. Dues will be paid by calendar year in advance, as a requirement for continuing membership. The Board, at any of its meetings, may set dues for all types of membership by a favorable vote of at least two-thirds of those present. Honorary Members are exempt from dues, but the Association may accept voluntary contributions from them. Every member of the Association is liable for payment of all dues until their membership has been terminated or unless they have been relieved of payment of dues by the Board. Dues for any type of Member, except Student Member, admitted to membership for 6 months or less of the calendar year will be one half of the annual dues.
- b. Dues Statements. No later than November 1 each year, the Association Headquarters will mail to each dues-paying member, at the latest address known to the Association, a statement of the member's current indebtedness, if any, and the amount of dues for the ensuing calendar year. If dues are in arrears for the current year at the time of this statement, the bill will reflect the total dues owed for both the current and the ensuing year.
- c. Penalties. In order to insure uninterrupted receipt of membership publications, dues must be paid by January 1. The Association Headquarters will notify members whose dues are 1 month in arrears and will mail another notice if not paid in 3 months. If dues have not been paid by April 15, the Member will lose the right to vote and no longer be considered in good standing.
- d. Remission of Dues. The Board may excuse any member from pay of annual dues, subject to review annually, for cause it deems sufficient.

Section 7 Separation from Membership

The Board may deny or discontinue a membership in the Association because of:

- a. Nonpayment of Dues. Any member of the Association who has failed to pay dues by April 15 shall no longer be in good standing, shall be subject to termination of services, and be separated from membership in the Association, with one exception. The Board may extend the time for payment of dues and for the application of these penalties for cause it deems sufficient.
- b. Other Separation from Membership. The Board may separate a member (individual or entity) for engaging in a practice or acting in a manner that discredits the Association. Such separations require a two-thirds or more affirmative vote of the total Board membership. At the time of separation the Board may refund any portion of dues paid beyond the date of separation or may decline to accept renewal of membership for any subsequent year. The Secretary/ Treasurer or the President will notify the separated member of the action and the effective date of the separation, which will be the earlier of (a) December 31 of the year or (b) 30 days after the date of the notice.

Section 8

Sections and Student Chapters

- a. Geographical Sections and Student Chapters may be formed with the approval of the Board. Each Section or Student Chapter may elect a President, Secretary, and such other officers, as the Section or Student Chapter membership considers necessary.
- b. Sections and Student Chapters are operated to: (a) promote the objectives of the Association both regionally and locally; (b) encourage membership in the Association; (c) arrange regional and local conferences or seminars deemed valuable; and (d) make recommendations to the Board on the affairs of the Association.
- c. Sections and Student Chapters will operate in conformance with the Bylaws of the Association. Section and Student Chapter officers are required to be members of the Association when they assume office. Sections and Student Chapters may accept nonmembers of the Association as Section or Student Chapter members.

**ARTICLE VI CONFERENCES & PUBLICATIONS**

Section 1

Annual Conference

An Annual Conference, to deal with water resources science, technology and policy, will be held concurrent with the Annual Business Meeting. Symposia also may be held at the Annual Conference, under either the Association sponsorship or jointly with other organizations, to deal with specific scientific or technical water resources issues.

Section 2

Specialty Conferences

The Association may hold specialty scientific conferences in addition to those held in conjunction with the Annual Conferences provided for above.

Section 3

Publications

The official publications of the Association are:

- a. *Journal of the American Water Resources Association (JAWRA)*
- b. *Water Resources IMPACT (IMPACT)*
- c. Proceedings or Reports of conferences.

Section 4

Publication Administration

Each official publication will have an Editor, and may have Associate Editor(s), each appointed by the Board upon recommendation of the Publications Committee.

Section 5

Notices & Announcements

Notices and announcements to the members of the Association will be published in *Journal of the American Water Resources Association* or *Water Resources Impact*. Notices and announcements relating to the Association's affairs published in either of these 2 periodicals will be considered the official notification of attention to all members of the Association as required by these Bylaws.

## **ARTICLE VII AMENDMENTS TO THE BYLAWS**

- Section 1      Amendment Proposal  
Any Association member may propose an Amendment to these Bylaws by sending notice to the Association Headquarters, at least 90 days in advance of a meeting of the Board. The Association Headquarters staff will assist any member desiring to propose an amendment.
- Section 2      Amendment Action  
The Board may amend the Bylaws at any meeting at which a quorum is present provided that:
- a.      The amendment receives a favorable of vote of at least two-thirds of those present.
  - b.      Written notice of the proposed change is sent to all members of the Board by mail not less that 45 days prior to the meeting. The notices will include the full text of the proposed change and a notice of the time and place of the meeting at which such vote will be taken.
  - c.      In addition to the notice of the Board, notice setting forth the substance of any proposed change to the Bylaws must also be given to Members of the Association by mail or by publication in *IMPACT* prior to Board action on such change.
- Section 3      Posting of Results  
Results of voting on all proposed amendments to the Bylaws will be provided to the Members of the Association by publication in *IMPACT* or the *Journal of the American Water Resources Association*.

## **ARTICLE VIII MERGER OR DISSOLUTION**

The Association may be merged with another concurring organization of similar goals and objectives or may be dissolved by following the procedures required by law. Upon dissolution of the Association, any funds remaining shall be distributed to an organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future United States Internal Revenue Code) by following the procedures required by law.