

**BYLAWS OF THE CHESAPEAKE SECTION,
AMERICAN WATER WORKS ASSOCIATION, INC.**

Article I – NAME

Section 1.1 The name of this organization shall be the Chesapeake Section of the American Water Works Association (hereinafter the "Section" or the "CSAWWA"). The American Water Works Association may hereinafter be referred to as "AWWA" or the "Association."

This Section was formed as a corporation of Maryland on October 27, 2010. This Section succeeds the unincorporated Chesapeake Section of the Association.

Article II – OBJECTIVES

Section 2.1 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 the problems related 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

Section 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 "Board of Directors").

Section 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 AWWA 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

Section 4.1 The membership of the Section shall consist of those Members of AWWA 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 Association (hereinafter "members").

Section 4.2 The geographic boundaries of the Section are defined as the District of Columbia and the States of Delaware and Maryland.

Article V – VOTING BY MEMBERS

- Section 5.1 All Members of the Section, including multi-Section Members, are eligible to vote. Each Member shall have one vote.
- Section 5.2 Occasions where a vote of the membership is required include: the election of Section officers and/or other members of the Board as described herein; approval of a proposed amendment of these bylaws; approval of a special dues assessment of the Section membership; or in any event for which the Board, by resolution, requires a vote of the Section membership.
- Section 5.3 Except as otherwise specified in these bylaws, the required vote to approve any matter put before the Members at a fully-noticed meeting shall be a majority of the Members in good standing on the date of the vote; provided, however, that the Board of Directors may resolve, in its discretion, to require only the vote of a majority of the Members present, at a meeting of which written or electronic notice was delivered to all such Members at least ten (10) days before the date of the meeting (a “Fully Noticed Meeting”).
- Section 5.4 Members may, to the extent permitted by law, take action without a meeting by means of a written consent action signed by a majority of Members in good standing on the date of the action.

Article VI – SECTION FINANCES

- Section 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 Board of Directors for submission to and approval by the AWWA Executive Committee. Only the Association can determine and collect dues and assessments.
- Section 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.
- Section 6.3 The Section’s finances shall be managed in accordance with these bylaws, the AWWA Documents, the Section’s Organization and Functions Document, and all applicable financial laws, rules and regulations of the United States and the State of Maryland. The Section shall conduct an independent financial audit or review no less than once every three years. 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

Section 7.1 **Authority and Purpose of the Board of Directors**

Section 7.1.1 The property, affairs, and business of the Section shall be managed by a Board of Directors, and the Board of Directors 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 Members by statute or by the AWWA Documents.

Section 7.1.2 The Board shall have the authority to hire a Section employee, who may be designated as an “Executive Director” of the Section for the purposes of providing administrative, financial and board support services to the Section on a fee for services basis. A fixed term contract between the Section and the Executive Director shall stipulate the specific services to be performed, and the terms, method and amount of reimbursement for said services. The contract shall state that the Executive Director shall report to the Secretary-Treasurer.

Section 7.2 **Members and Structure of the Board of Directors**

Section 7.2.1 The Section shall be governed by its Board of Directors, which shall include the following eight (8) elected members: Chair, Chair Elect, four Trustees at-large, an AWWA Director, the most recent available Past Chair, and any other officer or officers of the Board as may be appointed by the Board for the proper functioning of the Section.

Section 7.2.2 The Board of Directors shall also include a secretary-treasurer and an assistant secretary-treasurer who may be elected by members.

Section 7.2.3 The Officers of the Section shall be the Chair, Chair Elect, Past Chair, Secretary-Treasurer, Assistant Secretary-Treasurer and the AWWA Director.

Section 7.2.4 The Board of Directors shall not exceed 10 members.

Section 7.3 **Eligibility to Serve on Board of Directors**

Section 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.

Section 7.3.2 Multi-Section members may hold office in only one Section at a time.

Section 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 or assistant secretary-treasurer.

Section 7.4 **Nominations for Members of the Board of Directors**

Section 7.4.1 The Section shall conduct an appropriate nomination and election process for the following members of the Board of Directors: chair, chair elect, past chair, AWWA Director, secretary-treasurer, assistant secretary-treasurer, and four (4) trustees at-large.

Section 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.

Section 7.4.3 The Chair, with Board approval, shall appoint a nominating committee of at least 5 members in good standing at least 90 days prior to the annual meeting of the Section or

other Fully Noticed Meeting at which elections are designated. One of these members shall be the most recently available former Past Chair, who shall serve as Committee Chair. Members of the Nominating Committee shall have been Members of the Section for at least three years prior to the appointment. In addition, at least one Member shall have served as the AWWA Director, and two others shall have served as Chair of either the Section or its unincorporated predecessor. The Nominating Committee will have responsibility for identifying, selecting and nominating qualified Members for all elected positions.

Section 7.4.4 The Nominating Committee shall select from the Section Membership a nominee for assistant secretary-treasurer and each expiring trustee at-large term on the Board. Such nominations shall be announced by printed or electronic announcement delivered pursuant to Section 5.3 herein to the membership at least thirty days prior to the beginning of the Annual Meeting of the Section. Each candidate for office shall be a member in good standing of the Section and of the Association, and each must signify a willingness to accept the nomination.

Section 7.4.5 Supplemental nominations for AWWA Director, Assistant Secretary-Treasurer, or the two (2) Trustees at-large with expiring terms may be made from the floor during the Annual Meeting if: 1) the nominee accepts the nomination, 2) the nominee is present at the Meeting, and 3) the nomination is made by at least three (3) Members in good standing. In the event of the nomination of more than one member for any one office, the election for that office shall be by ballot as required under Section 7.5.4 of these Bylaws.

Section 7.5 Election of Members of the Board of Directors

Section 7.5.1 Members of the Board of Directors shall be elected at the annual business meeting of the Section, at a Fully Noticed Meeting, or if approved by the Board of Directors, by any other process permitted by law.

Section 7.5.2 The Chair shall call to order a nominating session of each Annual Meeting of the Section and submit to the Membership the names of candidates for the Board of Directors which had been properly submitted to the Board in accordance with the nominating procedures set forth herein at Article VII. The Chair shall then invite further nominations from the floor, in accordance with Section 7.4.5.

Section 7.5.3 If there is a single candidate for a position on the Board, affirmation may be formalized by voice vote of the Section.

Section 7.5.4 If more than one candidate is nominated for a vacant position on the Board, a show of hands, or if necessary, a secret ballot of all members present at the meeting shall be called for by the Chair.

Section 7.5.5 The candidate receiving the greatest number of votes for an elected office at the Section's annual business meeting or at another Fully Noticed Meeting 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 a similarly named position, such as a Trustee at-large, is up for election at the same meeting, there shall be separate votes for each available seat.

Section 7.6 Terms of Office for Section Board of Directors

- Section 7.6.1 The term of office of the AWWA Director shall be three (3) years unless otherwise provided in the Bylaws of the Association.
- Section 7.6.2 The term of office of the Chair, Chair-Elect, Past Chair, Secretary- Treasurer, and Assistant Secretary-Treasurer shall be one (1) year. These terms shall commence following the turning over of the gavel of office during the Section annual business meeting or other Fully Noticed Meeting at which they are elected or succeed to office and shall terminate at the turning over of the gavel of office at the annual business meeting or other Fully Noticed Meeting at which their successors are elected. Upon expiration of their terms, the Chair will accede to Past Chair, and the Chair Elect shall accede to the Office of Chair.
- Section 7.6.3 Upon expiration of the term of the Secretary-Treasurer, the Secretary- Treasurer shall accede to the office of Chair Elect. The Assistant Secretary-Treasurer shall accede to the office of Secretary-Treasurer, and a new Assistant Secretary-Treasurer shall be elected to fill the resulting vacancy.
- Section 7.6.4 The term of office of Trustees at-large shall be two (2) years. Two (2) Trustees at-large shall be elected at each annual meeting.
- Section 7.6.5 No member of the Board shall succeed him/herself in the same office.
- Section 7.6.6 Limitations on terms of office shall not apply where a member is completing an unexpired term for another Board member.

Section 7.7 Vacancies on Board of Directors

- Section 7.7.1 If a vacancy occurs in the office of AWWA Director, the Board shall provide a successor to serve for the remainder of the vacated term either by appointment by majority vote by the remaining members of the Board of Directors or, in the alternative, by election by the Members of the Section as prescribed in Article VII hereof. The Section chair or secretary-treasurer shall notify the Chief Executive Officer of the Association of such appointment or election.
- Section 7.7.2 If a vacancy occurs in the office of the chair, chair-elect, past-chair, trustee at-large, secretary-treasurer or assistant secretary-treasurer, the Board of Directors shall appoint a suitable replacement to complete the term of the vacant position.
- Section 7.7.3 The voting members of the Board of Directors may, by a unanimous vote of the other directors, remove from the Board for cause any officer or trustee at-large before the expiration of the director's term of office if that officer or director is found to have willfully failed to carry out the director's duties and responsibilities. The Members may also vote to remove, with cause, any officer or Director by a majority vote at any Fully Noticed Meeting of Members.
- Section 7.7.4 Removal from Board of Directors by the Board: Four (4) elected members of the Board of Directors may petition in writing for the removal for cause (as defined by the Board) any officer or trustee at-large before the expiration of that member's term. Such petition for removal shall state specific reasons for which the petitioners are requesting removal of the affected member and shall be filed with the Past Chair, who shall forward a copy to the affected member at least thirty (30) days prior to the meeting of the Board at which

the petition is to be considered. The affected member shall have the right to make an oral or written response to the petition prior to or during the meeting at which the petition is to be considered and/or may be represented at that meeting by another member of the Section. A unanimous vote in favor of the petition by all of the other elected members of the Board is required for removal of the affected member.

Section 7.7.5 Removal from Board of Directors by the Section: An elected member of the Board of Directors may be removed for cause from Trusteeship by formal action of the Section on a petition for such removal. Fifteen (15) members of the Section may petition for the removal of a Director. Such petition for removal shall state specific reasons for which the petitioners are requesting removal of the affected Director and shall be filed with the Past Chair, who shall forward a copy to the affected member at least thirty (30) days prior to the meeting of the Section at which the petition is to be considered. The affected Director shall have the right to make an oral or written response to the petition prior to or during the meeting of the Section at which the petition is to be considered and/or may be represented at that meeting by another member of the Section. A vote of a majority of the Section membership at the meeting is required for removal of an elected Director.

Section 7.8 Duties of Board and Officers

Section 7.8.1 Except as may otherwise specifically be provided herein, or as directed by the Board, the Chair shall (1) supervise and coordinate the affairs of the Section, (2) direct such actions as are not inconsistent with these Bylaws, (3) preside at the meetings of the Section and of the Board, (4) appoint the Nominating Committee and all ad-hoc committees of the Section, and (5) appoint all chairs of committees of the Section.

Section 7.8.2 The Chair-Elect shall assist the chair in the performance of his/her duties, shall perform the duties of the Chair in the Chair's absence, shall serve on such committees and perform such other regular duties as may be assigned by the Chair or the Board. If both the Chair and Chair-Elect are unable to fulfill the duties of the Chair, then the Past Chair will assume these duties.

Section 7.8.3 The Past Chair shall assist the Chair and Chair-Elect in the performance of their duties, shall serve as Chair of the Nominating Committee, and shall act in any of the other officer positions when assigned by the Board of Directors.

Section 7.8.4 The Secretary-Treasurer shall attend all meetings of the Section and the Board and shall carry out, or oversee, the duties of both the Section Secretary and the Section Treasurer, as defined in paragraphs 7.8.5 and 7.8.6 below.

Section 7.8.5 When acting as Secretary, the Secretary-Treasurer shall see that all notices of meetings and other required notices are timely delivered to the Members, shall duly record the proceedings thereof, shall ensure that records and reports are kept properly and filed by the Section as required by law; shall carry on such correspondence and other business of the Section as may be necessary; and, in general, shall perform all duties incident to the office of secretary of a corporation.

Section 7.8.6 When acting as Treasurer, 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 may from time to time direct and designate. All funds of the Section deposited to the credit of the Section shall be subject to withdrawal by the Secretary-Treasurer, the Chair, or their Board-approved designee. The Treasurer shall assure payment of all lawful charges and expenses of the Section and shall make a report to the Section at its Annual Meeting, and whenever so required by the Board, showing all transactions as Treasurer and the financial condition of the Section. The Treasurer shall perform all duties incident to the office of treasurer of a corporation, and in general, the handling of all funds of the Section and the use of Association funds allocated to the Section shall be in accordance with this section, and with Article V, Section 5.1.4(1) of the Board Policy Manual of the Association and as otherwise approved by the Board of Directors of the Association.

Section 7.8.7 In the absence of the Secretary-Treasurer, the Assistant Secretary-Treasurer shall perform the duties of the Secretary-Treasurer and shall perform such other regular duties as may be assigned by the Secretary-Treasurer or the Board.

Section 7.8.8 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.

Section 7.8.9 Trustees at-large shall assist the chair and the chair-elect in the performance of their duties. They may be assigned by the Board to serve on committees as liaisons or full members. Each Trustee shall be responsible for the performance of the committee(s) assigned to that Trustee as set forth in the organization chart of the Section as adopted by the Board from time to time and shall report to the Board on the responsibilities charged to the assigned committee(s) at all regular, special and annual meetings of the Board when requested to do so by the Board Chair.

Article VIII – MEETINGS

Section 8.1 The Board of Directors shall hold a meeting to conduct the business of the Section at least once before each Annual Meeting and at such other times the Chair or any three members of the Board jointly deem necessary. Notice of Board meetings shall be delivered to all members of the Board.

Section 8.2 Special meetings of the Board shall be held whenever called for by (1) the Chair, (2) at least four members of the Board or, (3) the written request of at least twenty members in good standing of the Section. Written notice of each Special meeting shall be delivered to all members of the Board not less than five (5) nor more than forty (40) days before the date on which the meeting is to be held. Each such notice shall state the time, place and

purpose(s) of the meeting, and only the purpose(s) for which the special meeting was called shall be discussed at this meeting.

- Section 8.3 Action by the Board at any Board meeting shall be by affirmative majority vote of the members of the Board attending the meeting. When a meeting is impractical, or a quorum is not present, action may be taken by letter ballot or by any other method permitted by law upon written unanimous consent of the Board.
- Section 8.4 Quorum for the transaction of business at any meeting of the Board shall be a majority of the Board.
- Section 8.5 The Section shall hold at least an Annual Meeting each calendar year to elect directors and conduct other business of the Section as may be necessary. The geographical location and headquarters of the Annual Meeting shall be recommended by a designated committee and approved by the Board.
- Section 8.6 Quorum for an Annual Meeting or Fully Noticed Meeting of the Section shall be twenty (20) Members in good standing.
- Section 8.7 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.
- Section 8.8 The Section may participate in a Joint Annual Conference or other functions with another organization or organizations, which shall be established in a formal Memorandum of Understanding approved by the Board.
- Section 8.9 All Board of Directors and committee meetings shall convene in accordance with the Section Organizations and Functions document and be conducted according to the latest edition of "Roberts Rules of Order," unless otherwise provided in these bylaws.

Article IX – COMMITTEES

- Section 9.1 The Section may establish committees to conduct or manage Section programs and business.
- Section 9.2 The Board of Directors has the authority to create and dissolve committees within the organization.
- Section 9.3 The Chair shall appoint the nominating committee and other committees in accordance with the requirements set forth herein and by the Section's directory for committees and organizational chart, as may be adopted from time to time by the Board.
- Section 9.4 The Chair will be an ex-officio member of each of the Board and Section committees, or he/she may designate a member of the Board to serve in his/her place.

Article X – ESTABLISHING SUBSECTIONS

- Section 10.1 For ease of organization, the Board of Directors may divide a geographic area within a Section's boundaries into subdivisions that are still governed by the Board of Directors.

Article XI – AMENDMENTS TO BYLAWS

- Section 11.1 These bylaws may be altered, amended or repealed, or new bylaws may be adopted in each case not inconsistent with any provision of Maryland law or any of the Association's bylaws or rules, as follows.
- Section 11.2 Amendments to these bylaws may be proposed to the Section at an Annual Meeting by either an affirmative vote of a majority of the Board of Directors, or by written petition signed by 30 eligible voting members of the Section. Proposals initiated by members of the Section shall be submitted to the secretary-treasurer, who shall bring the proposal to the attention of the Board for submission to the Section.
- Section 11.3 Proposed bylaws amendments may be adopted at any fully noticed 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 of the proposal at least 30 days in advance of the meeting at which the vote is to be held.
- Section 11.4 At the discretion of the Board, the bylaws may also be amended by a mailed ballot or other form of written consent, with an affirmative vote of a majority of the ballots returned by eligible voting members. All eligible voting members shall be provided a copy of the proposed amendment(s) and shall be given at least 30 days to return the ballot.
- Section 11.5 If the amendment(s) are approved by the Section's membership, the secretary-treasurer shall submit the amendments to the Association, for requested approval by the AWWA Executive Committee.
- Section 11.6 Grammar, punctuation and spelling corrections may be made at the discretion of the Chief Executive Officer of the Association. The Board will be advised of these corrections and may call for a confirming vote of the members of the Section members, although such a vote is not required.
- Section 11.7 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 Section members but are not approved by the AWWA Executive Committee shall be ineffective.

Article XII – DISSOLUTION

- Section 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.
- Section 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").
- Section 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 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.

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 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

Section 13.1 Indemnification of officers and trustees at-large of the Section is provided by the Association as described in the Association Bylaws, Article VI, Section 6.01.

Article XIV – GENDER REFERENCE

Section 14.1 Personal pronouns referring to either the masculine or feminine gender in these Bylaws shall be considered interchangeable when applicable and as the context requires or permits.