

**NEW JERSEY SECTION  
OF THE  
AMERICAN WATER WORKS ASSOCIATION  
BYLAWS**

(As approved by the AWWA Board of Directors, June 24, 2007)

**ARTICLE 1 – NAME**

- 1.1 The name of this organization shall be the NEW JERSEY SECTION OF THE AMERICAN WATER WORKS ASSOCIATION, herein called the "Section." The American Water Works Association shall hereinafter be called the "Association."

**ARTICLE 2 – OBJECTIVES**

- 2.1 The objectives of the Section shall be to promote public health, safety, and welfare through the improvement of the quality and quantity of water delivered to the public by:
- 2.1.1 Promoting the Section as the authority on water quality and other drinking water matters in New Jersey and informing the public legislative and regulatory bodies on water quality and other drinking water issues.
- 2.1.2 Developing programs, awards, and associated activities which are structured to promote the professionalism, technical expertise, and networking of Section members while promoting the public awareness of the water works industry in New Jersey.
- 2.1.3 Providing all Section members with educational and professional development activities for the improvement of all aspects of the water utility industry.
- 2.1.4 Perpetuating, improving, and enhancing the management of the Section; guide the Section by developing and maintaining the Strategic Plan, by increasing active membership, and by providing information about the organization.
- 2.1.5 Participating in legislative, regulatory, and policy issues at state and federal levels of government through Section members and with coalition of other state water and environmental organizations.
- 2.1.6 Achieving broad-based participation in both the water profession and Section activities.

**ARTICLE 3 – HEADQUARTERS**

- 3.1 The headquarters of this Section shall be the office of the Sectionstaff, unless some other location is specifically designated by the Board of Trustees.

**ARTICLE 4 – MEMBERSHIP**

- 4.1 The membership of the Section shall consist of those members of the American Water Works Association residing in or having principal business activity in the State of New Jersey and those assigned to the New Jersey Section by the Executive Director of the Association.

**ARTICLE 5 – SECTION FINANCES**

- 5.1 Dues: Dues shall be assessed against members as required for membership in the Association. The Section may, in accordance with the procedures defined in the Governing Documents and established guidelines of the Association, apply for permission to levy a special dues assessment. The special 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 Association objectives and policies. Once approved, changes in a special assessment can be authorized by a vote of the Board of Trustees.
- 5.2 Fees: 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 Governing Documents and bylaws of the Association.
- 5.3 Financial Controls: The Section shall conduct, on an annual basis, an independent audit of all Section finances. The audit shall be conducted by a qualified financial advisor who is neither an employee of the Section nor member of the governing body of the Section.

**ARTICLE 6 – OFFICERS**

- 6.1 The officers of the Section shall be:

Chair  
Vice-Chair  
Secretary-Treasurer  
Past-Chair  
Director

**ARTICLE 7 – BOARD OF TRUSTEES**

7.1 - Governing Body

- 7.1.1 The governing body of this Section shall be the Board of Trustees, hereinafter called the "Board."

- 7.1.2 The Board shall consist of the Chair, Vice-Chair, Secretary-Treasurer, Past-Chair, Director, and four Trustees.
- 7.1.3 All members of the Board shall be entitled to one vote.
- 7.1.4 A member of the Section who is an officer of the Association is an ex-officio member of the Board.

7.2 - Duties

7.2.1 It shall be the duty of all Board members to promote the objectives of the Association and the Section, to actively strive for the advancement of the Section, to perform specific duties assigned by the Chair, and perform the duties outlined hereinafter.

7.2.2 Chair

- a. Insure that the Section operates in accordance with the Association Articles of Incorporation, Bylaws, and Governing Documents, and in accordance with Bylaws adopted by the Section.
- b. Provide Section leadership.
- c. Supervise and coordinate all Section business and activities.
- d. Preside at Section and Board meetings.
- e. Represent the Section (or appoint a representative) at public assemblages and general meetings of other organizations.
- f. Appoint all Committees, subject to Board approval, except as otherwise provided herein.
- g. Perform all duties as normally required of an organization's elected leader.
- h. Be an ex-officio member of such committee as desired, except the Trustee Nominating Committee.
- i. Chair the Officer Nominating Committee.
- j. Assign specific duties to officers and other Board members as necessary.
- k. Be responsible for the Section's Annual Meeting.
- l. Direct the activities of the Section staff.

7.2.3 Vice-Chair

- a. Assume the role of Chair in the latter's absence.
- b. Assist the Chair in his/her duties, as necessary.

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- c. Be responsible for the committees as assigned by the Chair.

7.2.4 Secretary-Treasurer

- a. Duly record the proceedings of all meetings of the Section and the Board.
- b. Handle all correspondence and other business of the Section as may be necessary.
- c. Manage and maintain the financial affairs and records of the Section as may be necessary.
- d. Cooperate with the Auditing Committee and the independent audit of Section finances, making available all records as requested.
- e. Have responsibility for all records of the Section and assure that the custody of records is properly maintained by the Section staff.
- f. Be responsible for compiling an annual budget for review by the Board.
- g. Manage the activities of the Assistant Secretary-Treasurer.

7.2.5 Past-Chair

- a. Provide guidance to the Section officers and Board.
- b. Serve as Chair of the Trustee Nominating Committee for Section trustee(s).
- c. Be responsible for the committees as assigned by the Chair.

7.2.6 Director

- a. Participate in the management of Association affairs.
- b. Provide liaison between the Association and the Section.
- c. Keep the Section informed regarding pertinent Association affairs.
- d. Serve as chair of the Nominating Committee for the Director.
- e. Serve as host for visiting Association officials and dignitaries.
- f. Be responsible for the committees as assigned by the Chair.

7.2.7 Trustee

- a. Be responsible for the committees as assigned by the Chair.

- b. Assist the Section officers as requested.
- c. One Trustee, appointed by the Section Chair, shall serve on the Trustee Nominating Committee.

### 7.3 - Terms of Office and Eligibility

#### 7.3.1 Terms of Office

The term of office for each officer, with the exception of the Director, shall be one year or until his/her successor shall be elected and take office. Each Trustee shall be elected for one term of three years or as otherwise required by the Bylaws of the Section. The term of office shall begin with the close of the Section's Annual Meeting. The Director shall be elected for a term of three years or as otherwise required by the Bylaws of the Association.

If the Board determines that an officer or Trustee is failing to perform or is improperly performing any of the duties or obligations of the position, the Board shall have the right to suspend the powers of such officer or Trustee, and to specify the manner in which, and by whom, and for what period of time, such powers shall be exercised by another person. Such determination shall be made after a Board hearing, at which the officer or Trustee in question has been invited. Not less than 20 days prior to the hearing, the Secretary-Treasurer shall give written notice to the officer or Trustee in question, setting forth the details in which his/her performance is questioned and the time and date of the hearing.

Suspension of the powers of an officer or Trustee shall require a simple majority vote of the Board. The officer or Trustee in question shall not be considered in the determination of the quorum for the Board action.

Officers, except for the Secretary-Treasurer, shall not succeed themselves. The Secretary-Treasurer of the Section is limited to five consecutive terms of office.

#### 7.3.2 Eligibility

Eligibility requirements for each officer position are as follows:

Chair - Shall have served as Trustee and Vice-Chair.

Vice-Chair - Shall have served as a Trustee or Secretary-Treasurer (current or past) for a minimum of two years. Candidates that are currently in these roles are also eligible.

Past-Chair - Shall be the most recent Section Chair who has completed the term of the office as Chair and is available to attend Board meetings and participate in the conduct of Section business.

Director - Shall have served as Section Chair and must have completed the term as Chair prior to the time of taking office.

Secretary-Treasurer - Shall be a Section member in good standing who has demonstrated interest in the Section's activities and well being.

Trustee - Shall be a member in good standing of the Section and who has demonstrated interest in the Section's activities and well being.

- 7.3.3 Any member of the Section, except a multi-section member, shall be eligible to hold elective office in the Section.

## ARTICLE 8 – ELECTIONS

- 8.1 At least six months prior to the first day of the month set for the Section's Annual Meeting, nominating committees shall be appointed. The nominating committees shall be as follows:

8.1.1 **Trustee Nominating Committee.** The Chair shall appoint a Trustee Nominating Committee, approved by the Board, consisting of five members, including two from the Board and three members from the Section who are not members of the Board. The three members of the Section shall be approved by the Chair of the Section. The most recent Past-Chair shall be a committee member and serve as the Chair of the Trustee Nominating Committee. All committee members shall currently be members of the Section in good standing. They shall submit a list of nominations for the Trustee(s) to be elected to the Secretary-Treasurer, after the submission of the Officers Nominating Committee Report, but no later than 90 days from the date of appointment of the Committee.

8.1.2 **Officers Nominating Committee.** The officers of the Section, not being considered for Vice-Chair, shall serve on the Officers Nominating Committee. The current Section Chair shall serve as the Chair of the Officers Nominating Committee. They shall submit a list of nominations for the officers to be elected to the Secretary-Treasurer within 45 days from the date of appointment of the Committee.

8.1.2.1 The Officers Nominating Committee will select the next Vice-Chair from the list of eligible Trustees and Secretary-Treasurers. A candidate for Vice-Chair must have served a minimum of two years as a Trustee or as Secretary-Treasurer (past or current). Candidates for Vice-Chair must submit a letter to the Section, expressing their intention to run for the office of Vice-Chair. The candidate must also submit a letter of endorsement from their current employer, indicating a willingness to support the candidate, should they be selected as the Vice-Chair. The letter shall be submitted 14 days or earlier prior to the scheduled meeting date of the Officers Nominating Committee. Unless unable to complete their term of office, the current Vice-Chair shall advance to the office of Chair.

8.1.2.2 The Officers Nominating Committee will select the new Secretary-Treasurer from the list of eligible Section members.

8.1.3 **Director Nominating Committee.** Every three years, the Chair shall appoint a Director Nominating Committee to select a candidate for the Director. Members of this committee shall be the current Director and the two most recent past Directors who are able to serve.

- 8.2 The Secretary-Treasurer shall mail, to each member of the Section, a report outlining the proposed nominations for the officers and Trustee(s) within 10 days of receipt of all applicable Nominating Committee Reports.
- 8.3 Any member of the Section in good standing may send to the Secretary-Treasurer any additional nominations for any of the offices to be filled for Vice-Chair, Secretary-Treasurer, Director, and/or Trustee(s). In order to be accepted, these additional nominations shall be in writing, signed by at least 30 members of the Section, and received by the Secretary-Treasurer within 40 days after the date of the respective Nominating Committee Reports.
- 8.4 If no more than one member is nominated for each of the offices to be filled, then after the fortieth day from the date of the committee report, the Secretary-Treasurer shall cast a ballot for those nominated and issue a notice to each member notifying them of the election of the new officers and Trustee(s). The new officers and Trustee(s) shall then take office at the close of the Annual Meeting, or in the event that there is no Annual Meeting, they shall automatically take office on January 1, except in the case of a Director, who shall take office upon the expiration of the term of his predecessor.
- 8.5 If more than one eligible member is nominated for any of the offices to be filled, then before 50 days from the date of the committee report the Secretary-Treasurer shall mail to each member of the Section, who is entitled to vote, a statement as to the place, date, and hour when the election shall take place at the Section's Annual Meeting. The election shall be by individual ballots from members of the Section eligible to vote. The person receiving the highest number of votes to the office for which they were nominated shall be declared elected. In the event of a tie vote, the Chair of the Section shall cast a deciding vote. All of the officers so elected shall take office in accordance with Paragraph 8.4.
- 8.6 All members of the Section in good standing, with the exception of multi-section members, are eligible to vote in an election for members of the governing body.
- 8.7 In case of a vacancy in an office, not filled by succession, the Board shall appoint a member to assume the duties of the office until a successor shall be chosen by election.
- 8.8 At the first meeting of the Board after the Annual Meeting, the Board may select the Assistant Secretary-Treasurer who must be a member of the section and whose duties shall be to assist the Secretary-Treasurer in the performance of the duties of that office and in the absence of the Secretary-Treasurer, fulfill the duties of the Secretary-Treasurer.

## **ARTICLE 9 – MEETINGS**

- 9.1 The Section shall hold at least two general meetings in each calendar year; one of these meetings shall be designated as the Annual Meeting of the Section and the other shall be designated as the Awards Meeting. Other meetings may be held as determined by the Board.

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- 9.2 The Annual Meeting shall include the installation of officers for the ensuing year. It shall also include the announcement of the recipient of the Fuller Award.
- 9.3 The times and places of all meetings of the Section shall be fixed by the Board.
- 9.4 It shall be policy of this Section to endeavor to cooperate with adjoining Sections of the Association in scheduling meetings.
- 9.5 The Board shall meet at least once during the Annual Meeting and at other times at the call of the Chair.
- 9.6 Twenty members of the Section in good standing shall constitute a quorum at any business meeting, special meeting, or annual meeting. Five members of the Board shall constitute a quorum of the Board meetings.

**ARTICLE 10 – COMMITTEES**

- 10.1 The Section may establish committees to conduct Association and Section programs and business.
- 10.2 Committees shall be established and shall convene in accordance with the Section policies and procedures. All committee meetings should be conducted generally in accordance with the latest edition of “Roberts’ Rules of Order.”

**ARTICLE 11 – AMENDMENTS**

- 11.1 Proposals for the amendment of these Bylaws may originate by a vote of the Board, or they may originate by the submission to the Secretary-Treasurer of a written petition signed by at least 30 members of the Section in good standing.
- 11.2 A proposed amendment shall be reviewed by the Board and, if deemed in the interest of the Section, shall be submitted to a Section Committee appointed by the Chair for review and recommendations for approval by the Board.
- 11.3 After approval by the Board, any amendment of these Bylaws shall require a simple majority vote of the members of the Section who are in good standing, and present and voting at the Annual Meeting or any special meeting called for this purpose, or by the mail ballots received. Thirty days notice with a copy of the revised Bylaws shall be provided to each Section member.
- 11.4 After adoption by the Section, all amendments shall be submitted to the Board of Directors of the Association for approval and shall take effect on the date of approval.

**ARTICLE 12 – DISSOLUTION**

- 12.1 Dissolution of the Section shall result from the dissolution of the Association or by an affirmative vote of two-thirds of those Section members in good standing voting at a Section business meeting, a special meeting, or by mail ballot.
- 12.2 In case of dissolution of the Section, such portions of the funds or property thereafter in the hands of the Secretary-Treasurer as may have been derived from the general funds of the Association shall be returned to the Association.
- 12.3 The balance of the Section funds or property shall be disposed of by transfer and distribution to any one or more corporations, funds, or foundations with like purposes or goals that is organized and operated in an area included in an Association section, hereinafter referred to as the "receiving organization."
- 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.
- 12.5 Any such receiving organization(s) shall be selected by vote of the majority of members of the Section at a meeting 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.

### **ARTICLE 13 – INDEMNIFICATION**

- 13.1 All officers, members of the Board of Trustees, and any other official representatives of the Section shall be, and they are hereby, indemnified for expenses and costs incurred (including attorneys fees) by any of them in connection with any claim asserted against any of them by action in court or otherwise by reason of their service in such capacity.
- 13.2 Such indemnification will not apply for the aforementioned individuals in regard to matters to which they or any of them shall have been guilty of negligence or misconduct in respect to the matters in which indemnity is sought.
- 13.3 Indemnification is also provided by the Association as described in their Bylaws, Article VII, Section 6.01.

**ARTICLE 14 – SPECIAL NOTE ON GENDER REFERENCE**

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

NEJ 6/24/07