

AWRA State Section Bylaws

NATIONAL CAPITAL REGION SECTION OF THE AMERICAN WATER RESOURCES ASSOCIATION

**Originally Adopted – 7/18/2008
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ARTICLE I. Name

Section 1. The name of this Section of the American Water Resources Association (AWRA) shall be the National Capital Region (NCR) Section of the American Water Resources Association.

ARTICLE II. Territory

Section 1. The NCR Section includes Washington, D.C., Northern Virginia, and Maryland.

ARTICLE III. Location

Section 1. The headquarters of the Section shall be the address designated by the elected Secretary.

ARTICLE IV. Objectives

Section 1. The objectives of this Section shall be:

a. To provide a common forum in which professionals in water resources and related areas can meet, discuss, and exchange ideas pertaining to all aspects of water resources research, policy, and management.

b. To encourage and/or assist in:

1. Promoting research and technological, social, and economic aspects of water and related resources planning, utilization, management, and development.

2. Collecting and disseminating information, knowledge, and data concerning all aspects of water and related resources through publications, symposia, and other media.

3. Relating the needs of management, educational institutions, and governmental agencies for specialized services and guidance to qualified professionals and consultants in water and related resources and environmental problems.

4. Opening up and maintaining lines of communication between members of this Section and the public.

c. To promote the rational and objective protection, development, utilization, and management of water resources.

d. To cooperate with Federal, State, and local agencies, private companies, academic institutions, non-governmental organizations and other local sections and chapters of organizations concerned with water resources.

e. The National Capital Region Section of the American Water Resources Association has been organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

f. No part of the net earnings of the National Capital Region Section of the American Water Resources Association shall inure to the benefit of, or be distributable to its members, trustees, officers or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempt in to influence legislation, and the organization shall 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 provision of this document, the organization shall not carry on any other activities not permitted to be carried on: a) By an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or b) By and organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V. Membership

Section 1. There shall be four classes of Section membership embracing all classes of AWRA membership, including members and student members, with equal rights and privileges for all. Any person interested in the purpose of the Section and living, working, studying, or interested in the water resources issues as they apply to the National Capital Region shall be eligible for membership upon payment of Section dues.

a. Regular Member. Persons interested in water resources who desire to participate in the furtherance of the objectives of the Section and otherwise comply with the By-Laws of the Section are eligible for regular membership.

b. Student Member. A full-time student while in attendance at a college or university is eligible for student membership in the Section. An application for Student membership shall include (a) name the college or university which the applicant is attending, (b) state the year and major of the applicant, and (c) be endorsed by a faculty member.

c. Organizational Member. Any organization (including but not limited to a business, department of a governmental agency, educational institution, corporation, or non-profit association) interested in any phase of the objectives of the Section is eligible for organizational membership.

d. Other Member. The Board of Directors may authorize other classes of membership, such as Honorary, Fellow, Emeritus, Special, etc., as the need arises. Rights and privileges of the class of membership shall be determined by the Board of Directors.

Section 2. All applications for membership shall be made in writing (as digital or hard-copy) to the Section and contain sufficient information to determine the applicable class of membership.

Section 3. Any member of AWRA is entitled to attend the meetings of this Section. Only Section members may receive discounts on NCR program fees, vote, serve on committees, or hold office in this Section. Organizational members are allowed to receive benefits for up to six (6) named individuals. Each organization is responsible to notify the Membership Chair within 30 days of changes in designated individuals.

Section 4. Membership becomes effective upon payment of the NCR Section dues and receipt by the Section. Membership in the Section will be terminated upon failure to pay local dues, failure to comply with terms of membership, transfer to another Section, or voluntary resignation.

ARTICLE VI. Officers

Section 1. The officers of the NCR Section shall be: President, Immediate Past President, President-Elect, Vice-President /Chair of Programs Committee, Secretary, Treasurer, and Membership Chair. A combined office of Secretary/Treasurer may be filled in lieu of separate officers for each. All officers must be members of the National AWRA.

Section 2. The President shall preside at meetings and shall, in consultation with the Board of Directors, appoint all committees, and shall perform all other duties incident to the office. The President shall prepare, in collaboration with the Secretary, an annual report of the Section's activities to be presented to the annual meeting of the Section and to be forwarded by the Secretary to the Executive Vice President of the National AWRA. The President shall also be a signatory on the Section bank account.

Section 3. The President-Elect shall perform the duties of the President when the latter is absent and shall succeed to the office of President in the following year.

Section 4. The Vice-President shall perform the duties of President Elect when the latter is absent. The Vice President shall also serve as the Chair of the Programs Committee and perform the duties of that office (see ARTICLE VIII).

Section 5. The Secretary shall keep the Minutes of the Section meetings, issue notices of meetings, and perform all duties incident to the office. The Secretary shall assist the President in preparation of an annual report of the Section's activities to be presented to the annual meeting of the Section and will forward a copy to the Executive Vice President of the National AWRA.

Section 6. The Treasurer shall maintain physical custody of the Section bank account, be responsible for all funds of the Section, and any expenses incurred by the Section. All financial expenditures must be approved by the Board of Directors by a quorum (typically five). The Treasurer's accounts shall be audited at the close of each year. The Treasurer shall prepare an annual report and financial statement for presentation at the annual meeting.

Section 7. The Membership Chair shall maintain the membership database and communicate to the membership about upcoming events and other relevant items of interest.

Section 8. The officers of the Section shall serve for one year and may, with the exception of the President and President-Elect, succeed themselves, but shall not serve consecutively for more than three years in the same position. Their terms of office shall begin July 1 and end on June 30 of the following year.

Section 9. Section officers shall be selected from the membership of the Section and must live or work within the Section territory.

Section 10. Officers shall be nominated by a Nominating Committee, which shall be appointed by the President, Immediate Past President, and President-Elect. In addition, nominations may be submitted by written petition signed by not less than 25 members of the Section in good standing, or 20 percent of the number of Section members as of the immediately preceding January 1, whichever is smaller, and be delivered to the Secretary of the Section at least 30 days prior to the election. A candidate must receive a plurality of the votes cast. The election shall be held no later

than May 1. Elections may be conducted in a special meeting or electronically, as determined by the President.

Section 11. In the event an office is vacated either voluntarily or by action of the Board of Directors, as described in Article VII, Section 6, the Board of Directors shall appoint someone to fill out the unexpired term.

ARTICLE VII. Board of Directors

Section 1. The Board of Directors shall be the Officers and two Directors-at-Large.

Section 2. Directors-at-Large shall be selected from the membership of the Section and will serve two-year, staggered terms starting on July 1 and ending June 30 two years later. Board membership of officers shall coincide with their terms of office.

Section 3. The Board of Directors shall manage the affairs of the Section, including administration, program development, and supervision of financial affairs. It shall meet at least six times per year and at the call of the President.

Section 4. If a vacancy develops in the Board of Directors, the remaining members of the Board are authorized to appoint an eligible Section member to fill the vacancy for the unexpired term.

Section 5. Members interested in serving on the Board as a Director-at-large may submit interest to the Nominating Committee. Directors-at-large shall be nominated by the Nominating Committee. Ballots listing the nominations shall be mailed to the Section membership and a candidate must receive a plurality of votes cast to be elected.

Section 6. The Board of Directors may remove an officer from office if the officer accrues two or more unexcused absences from Section meetings within a calendar year or if the officer is judged to no longer be able to fulfill the obligations of the office. The motion for removal shall be an official agenda item on a scheduled Board meeting and shall require a two-thirds vote for removal by Board members in attendance to accomplish the removal from office.

Section 7. Conflict of Interest Policy.

a. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Section or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

b. Definitions

1. Interested Person. Any Director, Officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

i. An ownership or investment interest in any entity with which the Section has a transaction or arrangement,

ii. A compensation arrangement with the Section or with any entity or individual with which the Section has a transaction or arrangement, or

iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Section is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article VII, Section 7.c.2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

c. Procedures

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Officers, Directors, and members of committees with board delegated powers considering the proposed transaction or arrangement.

2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

i. An interested person may make a presentation at the board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the board or committee shall determine whether the Section can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Section's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

i. If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

d..Records of Proceedings

1. The minutes of the board and all committees with board delegated powers shall contain:

- i. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
- ii. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

e. Compensation

- i. A voting member of the board who receives compensation, directly or indirectly, from the Section for services is precluded from voting on matters pertaining to that member's compensation.
- ii. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Section for services is precluded from voting on matters pertaining to that member's compensation.
- iii. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Section, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

f. Annual Statements

1. Each Director, Officer and member of a committee with board delegated powers shall annually sign a statement which affirms such person:

- i. Has received a copy of the conflicts of interest policy,
- ii. Has read and understands the policy,
- iii. Has agreed to comply with the policy, and
- iv. Understands the Section is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

g. Periodic Reviews

1. To ensure the Section operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- i. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- iv. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Section's written policies, are properly recorded, reflect

reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

h. Use of Outside Experts

1. When conducting the periodic reviews as provided for in Article VII, Section 7.g, the Section may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VIII. Committees

Section 1. The following committees shall be appointed, if needed, by the President in consultation with the Board of Directors. The duties of these committees shall be as indicated.

a. Auditing Committee – Audit the accounts of the Treasurer.

b. Membership Committee – Maintain the Section membership list and provide information to members on upcoming events and business of the Section.

c. Nominating Committee – Nominate qualified candidates for the office of the Section in accordance with the provision of Article VI.

d. Programs Committee – Make arrangements for all meetings of the Section.

e. Outreach Committee

- Promote the Section and its activities to increase participation and increase Section membership. This includes reaching out to other local water-related organizations.
- Maintain the Section website
- Encourage sponsorship of Section events
- Gather and disseminate information about water-related volunteer opportunities for Section members, such as judging educational science fairs and competitions.

f. Other standing and special committees, if needed.

Section 2. Special committees shall serve until their duties are accomplished, but may be dissolved upon a majority vote at any Section meeting. Members of standing committees shall serve until the end of the officers' year and shall be eligible for reappointment. The Board of Directors shall determine the committees to be appointed and recommend the scope of their functions.

Section 3. No committees shall expend funds of the Section unless authorized by the Board of Directors.

ARTICLE IX. Meetings

Section 1. There shall be an annual meeting of the Section (typically held in May). The Secretary shall notify the Section's membership of the date and place (to be set by the Board of Directors) at least 30 days prior to the annual or other meeting. Special meetings shall be called by the President upon written petition of not less than 50% of the Section members, or may be called when in the opinion of the President there is business which should be brought before the

membership for action prior to the next regular meeting. At least 15 days advance notice shall be given of any special meeting.

Section 2. Meeting agendas. During regularly scheduled meetings, anyone can propose agenda items to discuss at any time (but preferably in advance of the meeting). However, if a business item warrants a special meeting, then an officer (President, Secretary, or Membership Chair) must notify the membership at least 15 days in advance of the meeting. Only that business which was announced may be discussed at the time of the special meeting.

Section 3. A quorum at any duly called Section meeting shall consist of the members present, but not fewer than 20% of Section membership as of the immediately preceding January 1.

Section 4. The order of business and all parliamentary procedure at any meeting shall be in accordance with Robert's Rules of Order, except where this conflicts with the Bylaws of the Section or AWRA.

ARTICLE X. Dues and Funds

Section 1. Annual dues shall be established by the Board of Directors. Dues are due within 30 days of receipt of notification from the Treasurer of the Section. The dues cover membership from July 1 through June 30 of the following year. There are no discounts for partial year memberships or refunds for cancelled memberships.

Section 2. The funds of the Section shall be the responsibility of the Section Treasurer. Funds shall be deposited to the credit of the Section in a bank approved by the Board of Directors. The name of the bank should be known to all Section officers. The Section President shall also be a signatory to the Section checking account.

ARTICLE XI. Dissolution

Section 1. The Section may be dissolved by a two-thirds vote of all the members of the Section through mail balloting, or by the Board of Directors of AWRA for just cause or if the Section becomes inactive.

Section 2. If dissolution is favorably acted upon, all just debts shall be paid out of the funds of the Section, and all remaining Section funds and other assets, together with all Section records and files, shall be transferred to the National AWRA.

Section 3: Upon the dissolution of the National Capital Region Chapter of the American Water Resources Association, assets shall be distributed for one or more exempt purposes within the meaning of the section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposed or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII. Amendment

Section 1. These Bylaws may be amended by a majority vote of members present at any annual or general meeting, or at any special meeting called for this purpose, provided that in every case a quorum as specified in Article IX is present, and written notice of the proposed amendment is sent to each Section member at the same time that the meeting is announced.