

Bylaws of the American Water Resources Association



BYLAWS OF THE AMERICAN WATER RESOURCES ASSOCIATION

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Amended January 23, 2003
Amended October 30, 2004
 Amended July 31, 2007
 Amended August 2, 2016
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ARTICLE I NAME AND OBJECTIVES

Section 1 Name

The name of this Association is the AMERICAN WATER RESOURCES ASSOCIATION, also known as AWRA or the Association.

Section 2 The mission of AWRA is:

To advance multidisciplinary water resources education, management, and research.

The vision of AWRA is:

To be recognized as the pre-eminent multidisciplinary association for information exchange, professional development and education about water resources and related issues.

The brand promise of AWRA is:

AWRA promises a balanced, professional approach to solving water resources challenges in a friendly and comfortable atmosphere.

The principal objectives of AWRA are:

- To advance water resources research, planning, development, management, and education.
- To convene a common meeting ground for physical, biological, and social scientists, engineers, and other persons concerned with water resources.
- To foster collection, organization, and dissemination of ideas and information on water resources science, technology, management, and policy.

ARTICLE II GOVERNANCE

Section 1 Incorporation

AWRA is a duly incorporated Association under the laws of the State of Illinois.

Section 2 Corporate Power

The corporate powers of the Association will be vested in a Board of Directors (the Board).

Section 3 Place of Business

The Association is a virtual organization headquartered in Woodbridge, VA or where the CEO lives.

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, Directors, 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.

It is expected that services rendered by individuals holding appointments as Directors, Committee chairs and members, Conference planners, and similar appointments will be provided without financial compensation, with few limited exceptions such as reimbursement for necessary minor expenditures that may be approved by the Board in advance of the expenditure.

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 or in opposition to 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 (as defined in Article III, Section 3, Executive Committee) and invest or use them consistent with these Bylaws.

ARTICLE III BOARD OF DIRECTORS

Section 1 Composition

The Board consists of the President, President-Elect, Immediate Past President, Secretary, Treasurer, 5 to 10 Directors (elected at large), and the Chief Executive Officer (CEO). 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 CEO. The Officers, with the exception of the CEO, must be members in good standing of the Association. With the exception of the CEO, each Officer will be elected in accordance with these Bylaws.

Section 3 Executive Committee

The Officers of the Association will constitute the Executive Committee.

Section 4 Directors of the Association

Directors must be Members in good standing of the Association elected in accordance with these Bylaws.

Section 5 Terms of Office

The terms of office for the President, President-Elect, and Immediate Past President are two years. The Immediate Past President position is optional, and it is the choice of the incoming Immediate Past President whether to accept the position and serve for an additional two years, or to accept the position with a shorter term and serve for an additional one year, or to roll off the Board. The terms of office for the Secretary, Treasurer, and the Directors are three years each. The terms of the Directors are set to begin such that approximately one-third of the Directors' terms will expire each year. Terms of Office commence at the conclusion of the Association's Annual Conference during the year elected (typically held during the first week of November each year) and expire at the conclusion of the Association's Annual Conference of the last year of term.

Section 6 Elections

A. Nominations.

By December 31, the President-Elect will appoint four committees: a Tellers Committee, a Finance Committee, a Membership Committee, and a Leadership Development and Recognition Committee.

1. Nominations are conducted by the Leadership Development and Recognition Committee. The Committee is charged with preparing a slate of qualified candidates for election as Officers and Directors of the Association and a slate of qualified candidates for the Association's awards and scholarships. This Leadership

Development and Recognition Committee will be composed of at least three Members, all of whom are in good standing. The President-Elect will designate a chairperson (typically the outgoing Immediate Past President) and vice-chairperson (typically the outgoing President, who will then chair the following year's committee). All appointments are at the discretion of the President-Elect. The Committee will determine the eligibility of candidates for Officers and Directors and by majority vote, resolve any election disputes. In preparing its slate of Officer and Director candidates, the Committee will announce the positions to be filled in the next election and solicit recommendations for nominees from the membership.

2. Nominations will be due to the Leadership Development and Recognition Committee no later than the fourth Friday in May.
3. The Leadership Development and Recognition Committee will confer with each potential nominee to determine eligibility, understanding of their responsibilities, and willingness to serve by the second Friday in June.
4. The slate of Officer and Director nominees will be sent to the Board no later than the fourth Friday in June for approval no later than second Friday in July, each year.

B. Acceptance of Nominations

The CEO, with assistance from the Leadership Development and Recognition Committee, will obtain from each nominee their written acceptance of nomination, expressing a willingness to take office if elected and to continue in that role through the completion of the three-year term unless unforeseen circumstances require the officer to resign from their position or to move to another role within the Board. Letters of acceptance will be kept on file at the Association Headquarters.

C. Ballots

The CEO will prepare ballots for each election, including the office of President-Elect; other offices such as Secretary or Treasurer where the officer's three-year term is due to expire; and all members of the Board whose three-year terms are due to expire. The ballots will indicate which positions are up for election and candidates for all open positions, as well as have an option for a write-in candidate for each open position in addition to the listed candidates. The CEO will send ballots electronically to all Members in good standing no later than August 1. Ballots are required for open positions, whether contested or uncontested. The Tellers Committee will open and verify electronic results, and report results in writing to the President by the third Friday in August. The President will notify each nominated candidate (whether successful or unsuccessful) of the results by the fourth Friday in August. The electronic votes will be kept on file by the CEO for six (6) months.

D. 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.

E. Election Results

Results will be published on the website and in the next issue of Water Resources IMPACT.

F. Vacancies

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. As soon as feasible after a member informs the Board of inability to continue, the Leadership Development and Recognition Committee should convene and identify at least two candidates for the open position. Normally those candidates will be chosen from among those who were on the ballot for the previous election but were not elected; those with previous experience on the Board of Directors; and, if those positions do not identify two persons who are able and willing to serve the remainder of the incomplete term, other AWRA members with a long record of service. The Leadership Development and Recognition Committee will verify with its proposed candidates that they are able and willing to serve, then put those names before the Board of Directors at the earliest feasible opportunity and the Board of Directors will convene as quickly as possible, via emergency session if appropriate. A new member will be chosen by a majority vote of Board members present in a meeting at which a quorum is present. This process extends to elected officers, including those cases where an officer progresses from the elected President-Elect position to the position of President or the position of Immediate Past President.

Section 7 Duties

A. Board of Directors

1. The Board will conduct its affairs to advance the vision, mission, objectives, and bylaws of the Association.
2. The Board shall hire a CEO to administer the affairs of the Association, with duties as spelled out in Section 6, above and subsection H, below. This person serves at the pleasure of the Board. The Board governs the Association and provides direction and vision to the Association. The CEO manages the Association's staff and implements the Board's directions. The Board should not direct or supervise the Association's staff, other than the CEO, in its day to day functions or directly instruct the staff in its activities other than through support normally provided by staff to any Association member, or except in cases where the CEO has designated a staff member to work directly with an Association

member or Board member on activities such as committee work or conference planning. Staff activities and functions are the responsibility and authority of the CEO, including hiring and terminating staff employment.

3. 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.
 4. An Officer may be removed by a two-thirds vote of the entire Board, either in person or by proxy, following at least two weeks advance notice of the proposed action, and provided the Officer is given due process and the opportunity to present any materials in their defense, whenever in their judgment the best interest of the Association would be served thereby. A Director may be removed by a two-thirds vote of the Board present and voting, either in person or by proxy, following at least two weeks advance notice of the proposed action, and provided the Director is given due process and the opportunity to present any materials in their defense, whenever in their judgment the best interest of the Association would be served thereby.
 5. Each Board member is expected to attend all scheduled Board of Directors meetings and emergency meetings to the extent possible. Directors should attend at a minimum, the first meeting of the year, and the annual Board of Directors meeting held at the Annual Conference. Meeting purposes and processes are described in Article IV below.
 6. The President may as needed call additional Executive Sessions of the Board, which will exclude the CEO and all persons other than the Officers and Directors, for purposes of discussing sensitive matters that require confidentiality. Normally these will occur within the time of a previously announced Board meeting, but can also be called as separate meetings.
- 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 or Illinois law. All actions taken by the Executive Committee will be conducted in good faith and best effort to be in accordance with the mission, vision, and bylaws of the Association, and the then-current routine practices as established by the Board. Any action of the Executive Committee taken outside of announced Board meetings will 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 Leadership Development and Recognition Committee 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 ensuring the Association is operating under the strategic plan and making sure this plan is being monitored on a continuing basis.
 6. The Officers of the Executive Committee conduct the annual performance review for the CEO, with input from the entire Board, and are responsible for setting the CEO's compensation. Additionally, the Executive Committee will represent the Association during CEO contract negotiations.
- C. President
The President will serve as a voting member of the Board and of the Executive Committee with duties outlined above; 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
The President-Elect will serve as a voting member of the Board and of the Executive Committee with duties outlined above. 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, which normally will include lead responsibility for the Association.
- E. Immediate Past President
The Immediate Past President will serve as a voting member of the Board and of the Executive Committee with duties outlined above. The Immediate Past President may continue with any longer-term initiatives for the good of the Association as may have been begun during their term as President or President-Elect. The Immediate Past President will undertake the duties of the President should the President and President-Elect both be temporarily absent or unable to discharge the duties of the President.

F. Secretary

The Secretary will:

1. Serve as a voting member of the Board and of the Executive Committee with duties outlined above.
2. Review the Board and Executive Committee meeting minutes prepared by staff for accuracy and consistency prior sharing them with the Board and Executive Committee.
3. Provide assistance to the Officers and Directors in the formation and conduct of business of Committees, Sections, and Chapters.
4. Provide general oversight and review for operating policy guidance in the conduct of the affairs of the Association and ensure records and operating documents of the Board and Association are accurate and properly maintained.

G. Treasurer

The Treasurer will:

1. Serve as a voting member of the Board and of the Executive Committee with duties outlined above.
2. Make recommendations to the Executive Committee and the Board on the conduct of the financial and other business affairs of the Association.
3. Provide assistance to the Officers and Directors in the formation and conduct of business of Committees, Sections, and Chapters related to financial matters.
4. Provide general oversight and review for operating policy guidance in the conduct of the affairs of the Association and ensure financial records and related operating documents of the Board and Association are accurate and properly maintained.
5. Assist the CEO 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.
6. Ensure that the CEO keeps complete and auditable records of all receipts and disbursements.
7. Review the budget prepared annually by the CEO and transmit it to the Finance Committee (with an informational copy to the Board) before the Association's Annual Business Meeting and/or Board meeting held in conjunction with the Association's Annual Conference.

H. Directors

The Directors shall serve as voting members of the Board and of the Executive Committee with duties outlined above, and hold collective authority to conduct the affairs of the Association. Directors will also undertake such specific duties as may be assigned by the Board or the President, such as service on ad-hoc committees, coordination with

Technical Committees, support for Conferences, and other duties as needed.

I. CEO

The CEO, 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 CEO will be the highest-ranking executive officer appointed by the Board. The CEO is an Association staff member. The CEO will serve as an ex-officio member of the Board and the Executive Committee. The CEO may not vote on matters pertaining to them personally or to their employment by the Association. The CEO's duties are to:

1. Maintain a proper account of the general business of the Association, including:
 - a. Preparing, or assisting the President and/or Executive Committee in preparing materials for discussion by the Board of Directors in advance of Board meetings such that the Board may assess information for upcoming discussions, and be prepared to take actions in a timely fashion on decisions for the business of the Association.
 - b. Preparing and maintaining records of all Board of Directors and Executive Committee meetings in a timely fashion.
 - c. Safekeeping the records of receipts and disbursements of the Association in an accessible form.
 - d. Maintaining copies of the Association committee reports filed with the Association Headquarters.
 - e. Negotiating and executing all contracts on behalf of the association, with the exception of the contract for the CEO.
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.
 - d. Approving the obligations of budgeted funds for the Association transactions.
 - e. Providing oversight for programmatic and communications work performed by Association staff.
3. Prepare the annual budget, after receiving guidelines from the President-Elect, for review by the Treasurer and the Finance Committee; and manage the financial aspects of grants and contracts awarded to or by the Association.

4. Prepare financial statements for each meeting of the Executive Committee and Board.
5. Supervise the production, quality, and distribution of the Association publications in conjunction with the editors of the Journal of the American Water Resources Association and Water Resources IMPACT and other editors. In addition, the CEO manages the hiring process and supervises all editorial staff associated with all AWRA publications.
6. Notify Members of dues and fees payable, receive such payments, and take actions on delinquent dues specified in Bylaws Article V, Section 5.
7. Provide coordination and assistance for the activities of the Association's Committees and Task Forces to ensure their maximum input to the Association's operations and growth.
8. Work with existing Sections and Chapters to ensure active and viable organizations; and promote the formation of new Sections and Chapters.
9. Observe the procedures and time schedules prescribed for elections, for amendments to the Bylaws, and for other activities as outlined in these Bylaws.
10. Cooperate and provide liaison with other professional societies and organizations that share common interest and objectives with the Association.

J. Association Staff

Association staff will undertake such specific duties as assigned by the CEO. The Board does not assign, direct, or supervise Association staff other than the CEO.

Section 8 Signing Authority

The CEO and Treasurer shall have full signing authority for disbursements.

Section 9 Administrative and Technical Committees

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

Standing Administrative Committees appointed by the President-Elect:

1. Finance
2. Leadership Development and Recognition
3. Membership
4. Tellers

Technical Committees: As established each year.

Section 10 Removal

Board members must attend or call in for every Board meeting or be excused by the President or, in the absence of the President, by the President-Elect. Any Board member who shall have been absent from two (2) consecutive regular meetings of the Board without just cause as determined by the Executive Committee shall automatically vacate the seat on the Board and the vacancy shall be filled as provided by these Bylaws; however, the Executive Committee shall consider each absence of a Board member as separate circumstance and may expressly waive such absence by a two-thirds (2/3) vote of the members present at that Executive Committee meeting. Board members who are unwilling or unable to fulfill the duties required of them will be subject to dismissal by two-thirds (2/3) vote of the Executive Committee members present at an Executive Committee meeting provided that the Board member is afforded due process and an opportunity to appear before the Board and provide any materials they believe are relevant in their defense.

ARTICLE IV MEETINGS

Section 1 Annual Business

The Association may hold one general business meeting annually, termed the Annual Business Meeting, advertised widely to all Association members and at a venue with capacity to accommodate all interested members. Commonly this may be conducted at the Association's Annual Conference. 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 telephone conference, video conference, or other communication equipment by means of which all persons participating in the meeting can communicate with each other, in lieu of an in-person meeting. A majority of the membership of the Board will constitute a quorum for transacting of business.

- A. 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 Executive Committee shall, in consultation with other Board members, develop a calendar of Board meetings each year. The Executive Committee shall provide notice of at least 60 days for regularly scheduled Board meetings, and preferably shall submit a schedule of all Board meetings in a given calendar year at the beginning of that calendar year.
- C. The CEO and staff will organize and conduct these meetings in a way that ensures all Directors are able to fully participate: to hear and be heard; to be recognized and participate; and to have their votes registered, by

some mechanism that is acceptable to the Board and its individual members.

- D. 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 meetings. Notice of additional meetings will state the purpose of such meetings and no business, except that stipulated in the notice, will be considered. Emergency meetings may be called as needed by the President or the Executive Committee, but these should be kept to a minimum and should occur only in response to unexpected occurrences requiring urgent response.

Section 3 **Executive Committee Meetings**

Meetings of the Executive Committee will be held at such times and places, or using virtual meeting procedures, as the President determines necessary. The President may conduct business of the Executive Committee by telephone conference, video conference, or other communication equipment by means of which all persons participating in the meeting can communicate with each other, in lieu of an in-person 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 **Types of Members**

The following types of Members are recognized:

- A. Gateway Member: This member category is designed for new professionals, retirees, and others who wish some involvement with AWRA, perhaps at an introductory level; but who do not wish to have full voting rights or access to other privileges afforded to Professional and other levels of membership. Membership in this category satisfies the requirement of a State Section officer to be a Member of AWRA.
- B. Professional Member: This category is our best value and contains all of our membership benefits, including conference discounts; voting privileges; opportunities for leadership activities on committees and other services; and access to publications, online activities, and other services.

- C. Premier Member: This category includes all the benefits of the Professional level plus affords the member registration at one conference per year at no additional cost.
- D. Silver Partner: This is membership for an institution/organization, which affords all benefits of a Professional Membership for all employees of a business, organization, or other institution at a single office of that organization; including registration at one conference per year for one person from that office.
- E. Gold Partner: This is a membership for an institution/organization, which affords all benefits of a Professional Membership for all employees of a business, organization, or other institution at all offices worldwide of that organization. Each company office worldwide receives the benefits of Gold Partnership.
- F. Honorary Member: Election as Honorary Member in AWRA recognizes an individual who has obtained acknowledged eminence in a branch of water resources science and technology. Any Member in good standing of the Association can make nominations to the Leadership Development and Recognition Committee, which are reviewed annually.
- G. Fellow Member: A person is eligible for selection as a Fellow Member if he or she has been a Member of the Association for at least 10 consecutive years; has served at least one year on any of its committees; or has been a Director or Officer of the Association; and has an eminent record in some branch of water resources science and technology. Any Member in good standing of the Association can make nominations to the Leadership Development and Recognition Committee, which are reviewed annually.
- H. Student Member: This category has limited privileges, and does not include voting privileges, but is a lower-cost membership designed to introduce students to the Association. Students are expected to use this limited-term membership opportunity to learn about the benefits and privileges of membership in the Association, and normally will proceed to Gateway, Professional, or institutional/organizational memberships as their career progresses. Students are entitled to join the Association as a Gateway or Professional member during their period as a student if they wish to participate in the benefits and privileges of those membership categories. An application and annual renewal form for a Student Member must include the name of the college or university the applicant is attending and the applicant's class and declared major. Only full-time students are eligible for a Student Membership.

Section 3

Voting

All Members of the Association are eligible to vote and hold office, except for Student and Gateway Members.

- Section 4 Election of Honorary & Fellow Member Type
The Leadership Development and Recognition Committee has the exclusive authority to elect individuals into these types of memberships.
- Section 5 Dues
- A. Payment of Dues: Dues will be paid by calendar year 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.
 - B. Dues Statements: No later than November 1 each year, the Association Headquarters will mail/email 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.
 - 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/email 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 paying the annual dues, subject to review annually, for causes the Board deems sufficient.
- Section 6 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 causes 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. A Member shall be afforded due process and an opportunity to appear before the Board and provide any materials they believe are relevant in their defense after such time the total Board will vote regarding separation of membership. 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 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 7 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, focusing on water resources science, technology and policy, will be held. Symposia also may be held at the Annual Conference, under either the Association sponsorship or jointly with other organizations, to focus on 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)
- Section 4 Publication Administration
Each official publication will have an Editor and may have Associate Editor(s) appointed by the Editor.
- Section 5 Notices & Announcements
Notices and announcements to the Members of the Association will be published electronically or in Journal of the American Water Resources

Association or Water Resources IMPACT. Notices and announcements relating to the Association's affairs published as provided in this Section 5 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 of the Board is present provided that:

- A. The amendment receives a favorable 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/email not less than 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 a 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 also must be given to Members of the Association by mail, electronic distribution, and/or by publication in Water Resources IMPACT at least 30 days 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 electronically and/or by publication in Water Resources 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 may be disposed of exclusively for the purposes of the Association or distributed to an organization or organizations 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.