

Bylaws of Atlantic Canada Section of the American Water Works Association

ARTICLE 1 – NAME

- 1.1 The name of this organization shall be the Atlantic Canada Section of the American Water Works Association (hereinafter the “Section”). American Water Works Association may hereinafter be referred to as “AWWA” or the “Association.”

ARTICLE 2 – DEFINITIONS

- 2.1 In these bylaws, unless there is something in the subject or context inconsistent therewith
 - 2.1.1 “**Society**” means Atlantic Canada Section of the American Water Works Association (ACSAWWA), a Section of the American Water Works Association (AWWA).
 - 2.1.2 “**Registrar**” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
 - 2.1.3 “**Special Resolution**” means a resolution passed by not less than three-fourths of such members entitled to vote as are present at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
 - 2.1.4 “**Board**” means the Board of Directors that shall manage the activities of the Society.
 - 2.1.5 “**Act**” means the Nova Scotia Societies Act.
 - 2.1.6 “**Notice**” means any written communication required or permitted to be given under these Bylaws. Notice shall be deemed to be given if delivered personally, sent by prepaid mail, transmitted by facsimile, or transmitted by electronic mail to the last known postal address, facsimile number, or electronic mail address of the Member, Director, or Officer, as applicable. Notice sent by mail shall be deemed to have been given on the date on which it would ordinarily be delivered in the normal course of mail delivery, and Notice sent by facsimile or electronic mail shall be deemed to have been given on the date of transmission, provided that no notice of delivery failure is received.
 - 2.1.7 “**Director**” means a member elected or appointed to the Board.

ARTICLE 3 – OBJECTIVES

- 3.1 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 of the problems relating thereto by:
 - 3.1.1 Advancing the knowledge of the design, construction, operation, water treatment, and management of water utilities;
 - 3.1.2 Advancing the knowledge of the problems involved in the development of resources, production and distribution of safe and adequate water supplies;
 - 3.1.3 Educating the public on the problems of water supply and promoting a spirit of cooperation between consumers and suppliers in solving these problems; and
 - 3.1.4 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 water supply provided to the public.

ARTICLE 4 – HEADQUARTERS AND OPERATIONS

- 4.1 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").
- 4.2 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 American Water Works Association 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 5 – MEMBERSHIP

- 5.1 The membership of the Section shall consist of those Members of the American Water Works Association 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 American Water Works Association (hereinafter, "Members").

- 5.2 The geographic boundaries of the Section are defined as the Provinces of Nova Scotia, New Brunswick, Newfoundland and Labrador and Prince Edward Island.

ARTICLE 6 – VOTING BY MEMBERS

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

ARTICLE 7 – SECTION FINANCES

- 7.1 The fiscal year of the Society shall be the period from August 1st in any year to July 31st in the following year.
- 7.2 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 3. 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 assessment.
- 7.3 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.

- 7.4 The Section's finances shall be managed in accordance with the AWWA Documents, the Section's policies and procedures, and all applicable financial laws, rules and regulations of the country and provinces in which the Section operates.
- 7.5 An independent auditor ("Auditor") of the Society shall be appointed annually by the members of the Society at the ordinary or Annual General Meeting and, on failure of the members to appoint an Auditor, the Directors may do so. The Auditor shall be a qualified accountant who is not employed by the Section or related to or affiliated with (a) any employee or independent contractor of the Section involved with the Section's finances or (b) any officer or non-officer Director of the Section.
- 7.6 The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The Auditor shall make a written report to the members upon the balance sheet and operating account, and in every such report, the Auditor shall state whether, in their opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the Auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law. A copy of such balance sheet and Auditor's report shall be provided the Association.
- 7.7 The Section may exercise borrowing powers pursuant to the Act including the authority to borrow, raise, or secure the payment of money in such manner as the Board considers appropriate. It shall be the responsibility of the Board to determine the terms, amount, and manner of any borrowing undertaken on behalf of the Section. Any borrowing that requires authorization by Special Resolution under the Act (issuance of debentures or the mortgaging of real property) must be approved by Special Resolution.

ARTICLE 8 – SECTION GOVERNANCE

- 8.1 Authority and Purpose of the Board of Directors
 - 8.1.1 The property, affairs, and business of the Section shall be managed by the 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 the Members by statute or by the AWWA Documents.

8.1.2 The Section shall be an autonomous entity and shall be entitled to govern the operation of the Section, in a manner not inconsistent with the AWWA Documents.

8.2 Members and Structure of the Board of Directors

8.2.1 The Section shall be governed by its Board of Directors, consisting of a chair and/or chair-elect, first vice chair, second vice chair, past chair, AWWA Director, six or more non-officer directors, and such other members as may be deemed necessary for the proper functioning of the Section.

8.2.2 The Board of Directors shall also include a Secretary-Treasurer who shall be appointed by the Board of Directors.

8.2.3 The Officers of the Section shall be the chair, first vice chair, second vice chair, Secretary-Treasurer, past chair, and AWWA Director.

8.2.4 The Board of Directors shall not exceed 20 members.

8.3 Eligibility to Serve on Section Board of Directors

8.3.1 Any Member of the Section, including a multi-Section member, shall be eligible to hold elective office in the Section

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

8.3.3 Two or more offices may not be held by the same individual, with the exception of the combined office of Secretary-Treasurer.

8.4 Nominations for Members of the Board of Directors

8.4.1 The Section shall conduct a nomination process, as approved by the Board, for the following members of the Board: Chair, first vice chair, second vice chair, AWWA Director, non-officer directors, and committee chairs.

8.4.2 The AWWA Director shall be nominated and elected in a manner consistent with Governing Documents and the Bylaws of the Association.

8.4.3 A Nominating Committee, comprised of Members in good standing will be appointed by the chair of the Board of

Directors, subject to Board approval. The Nominating Committee will have responsibility for identifying, selecting and nominating qualified Members for all elected positions.

8.5 Election of Members of the Board of Directors

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

8.5.2 The candidate receiving the greatest number of votes for an elected office 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 the same office, such as non-officer directors, is up for election at the same meeting, the Board of Directors will hold separate votes for each available seat.

8.6 Terms of Office for Section Board of Directors

8.6.1 The AWWA Director shall be elected for a term of three years or as otherwise required by the bylaws of the American Water Works Association.

8.6.2 The term of the Chair, first vice chair, second vice chair and Past-Chair shall be one (1) year. These terms shall commence following the turning over of the gavel of office during the Section Annual General Meeting at which they are elected or succeed to office, and shall terminate at the turning over of the gavel of office of the Annual General Meeting at which their term expires.

8.6.3 The terms of the non-officer directors shall be three years. The Term shall commence following the turning over of the gavel of office during the Section Annual General Meeting at which they are elected or succeed to office, and shall terminate at the turning over of the gavel of office of the Annual General Meeting at which their term expires. The non-officer directors may be elected for a maximum of two consecutive terms.

8.6.4 The term of the Secretary-Treasurer shall be three years and may serve consecutive terms as approved by the Board.

8.6.5 The positions of chair, first vice chair, second vice chair, and past chair do not allow for back-to-back terms.

8.7 Vacancies on Section Board of Directors

8.7.1 In the case of a vacancy in the office of AWWA Director, a successor to serve for the remainder of the term shall be

appointed by the Board. The Section Chair or Secretary-Treasurer shall notify the Chief Executive Officer of the Association of such selection.

8.7.2 In the case of a vacancy in the office of chair, first vice chair, second vice chair, non-officer director, or Secretary-Treasurer, the Board of Directors shall appoint a suitable replacement to complete the term of the vacant position.

8.7.3 The Board may, by a vote of not less than three-fourths of the members of the board, remove any board member before the expiration of their term of office, if the Board determines in its sole discretion that the board member has failed to carry out the responsibilities of the elected or appointed office. The Members may also vote to remove, with or without cause, any officer or Director by a majority vote at any Fully Noticed Meeting of Members. If any such Directors is removed, the provisions of 8.7.1 or 8.7.2 shall apply to the resulting vacancy.

8.8 Duties of Board of Directors

8.8.1 The duties for members of the Board, with the exception of the AWWA Director, are listed in the Policies and Procedures Manual established by the Board.

8.8.2 The chair shall have general supervision of the affairs of the Section, subject to the direction of the Board of Directors. The chair shall preside over all meetings of members and of the Board of Directors. The chair shall perform other such duties that would ordinarily be incident to the office of the president of the Association, subject to the authority granted by the Board of Directors.

8.8.3 The first vice chair shall assist the chair in the performance of their duties and shall act in their stead when required.

8.8.4 The first vice chair shall serve on such committees as they may be assigned.

8.8.5 The second vice chair shall assist the chair and first vice chair in the performance of their duties and shall act in their stead when required.

8.8.6 The second vice chair shall serve on such committees as they may be assigned.

8.8.7 The past chair shall assist the chair and chair-elect and/or vice chair in the performance of their duties and shall act in any of the other officer position when assigned by the Board of Directors.

- 8.8.8 The past chair shall serve as chair of the Nominating Committee.
- 8.8.9 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 of Directors may from time to time direct and designate. In addition, the Secretary-Treasurer shall, whenever so required by the Board of Directors, render an account, showing all transactions as secretary treasurer, and the financial condition of the Section.
- 8.8.10 The secretary-treasurer shall also see that notices are given and records and reports are kept properly and filed by the Section as required by law, and in general, shall perform all duties incident to secretary and treasurer of a corporation.
- 8.8.11 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.
- 8.8.12 The non-officer directors shall assist the officers of the Section in the performance of their duties and shall act in any other officer positions when delegated by the Board of Directors.
- 8.8.13 The non-officer directors shall serve on committees as liaisons or full members, as they may be assigned by the Board of Directors.
- 8.8.14 The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be left unfinished at the meeting from which the

adjournment took place, unless notice of such new business is given to the members.

8.8.15 At any meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

8.8.16 If a poll is deemed in any manner aforesaid, the same shall be such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting

ARTICLE 9 – MEETINGS

- 9.1 Meetings of the Board shall be held at least once annually, and as often as the business of the Society may require and shall be called by the Secretary-Treasurer. A meeting of the Board shall be held at the close of every ordinary or Annual General Meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each board member within a reasonable time before the meeting is to take place, but non-receipt of such notice by any board member shall not invalidate the proceedings at any meeting of the Board.
- 9.2 No business shall be transacted at any meeting of the Board unless a majority of board members are present at the commencement of such business, one of whom shall be the existing Chair or First Vice-Chair, or second Vice-Chair or Secretary-Treasurer (“Quorum”).
- 9.3 The ordinary or Annual General Meeting and an annual conference of the Society shall be held annually within three months after the end of each fiscal year of the Society;
- 9.4 An extraordinary general meeting of the Society may be called by the Chair of the Board or by the Directors at any time, and shall be called by the Directors if requisitioned in writing by at least twenty members of the Society.
- 9.5 Fifteen days' notice of a meeting, specifying the place, day and hour of the meeting, and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing and by sending it through the post by prepaid letter or by Fax or by email, addressed to each member at their last known address. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the envelope containing the notice was

properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

- 9.6 At each ordinary or Annual General Meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business: Minutes of preceding general meeting;
 - 9.6.1 Consideration of the annual report of the Directors;
 - 9.6.2 Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
 - 9.6.3 When applicable, election of Directors for the ensuing year;
 - 9.6.4 Appointment of auditors.
 - 9.6.5 All other business transacted at an ordinary or Annual General Meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.
- 9.7 No business shall be transacted at any meeting of the members of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of twenty members.
- 9.8 If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die*.
- 9.9 The Chair or, in their absence, the first Vice-Chair or, in the absence of both of them, any board member appointed from among those board members present shall preside as Chair at meetings of the Board.
- 9.10 Each board member, with the exception of the Chair shall be entitled to vote, and in the case of an equality of votes, the Chair shall have a tie breaking vote.
- 9.11 The management of the activities of the Society shall be vested in the Board of Directors who, in addition to the powers and authorities by these bylaws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society

in general meeting. In particular, the Directors shall have power to establish and change the membership of committees to conduct Association and Section programs and business. The Board of Directors may appoint an Executive Committee, consisting of the Officers and such other persons as the Board may determine.

- 9.12 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.
- 9.13 All Board of Directors and committee meetings shall convene in accordance with Section policies and procedures. Except as may be otherwise determined by these Bylaws, the Board of Directors or committee established pursuant to Article 10, meetings should be conducted in accordance with the latest edition of "Robert's Rules of Order."

ARTICLE 10 – COMMITTEES

- 10.1 The Section may establish committees to conduct or manage Section programs and business.
- 10.2 The Board of Directors has the authority and total discretion to create and dissolve committees within the organization.

ARTICLE 11 – ESTABLISHING SUBDIVISIONS

- 11.1 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 12 – AMENDMENTS TO BYLAWS

- 12.1 The Society has power to repeal or amend any of these bylaws by a special resolution passed in the manner prescribed by law.
- 12.2 Amendments to these bylaws may be proposed by either an affirmative vote of **10** members of the Board, or by written petition signed by 10% of eligible voting members of the Section. All such proposals shall be submitted to the Secretary-Treasurer, who will bring the proposal to the attention of the Board.
- 12.3 These bylaws may also be amended by Special Resolution at any annual business meeting of the Section. All members shall have written notice at least 30 days in advance in which to consider the proposed amendment(s) prior to voting upon it.
- 12.4 The secretary-treasurer shall then submit the amendment(s) to the Association, for requested approval by the AWWA Executive Committee.

- 12.5 At the discretion of the Board of Directors, 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 cast. All Members shall be provided a copy of the proposed amendment(s) with the mailed ballot and shall be given at least 30 days to return the ballot.
- 12.6 If the amendment(s) are approved by the AWWA Executive Committee, the Secretary-Treasurer shall submit the amendment(s) to the Section membership for approval.
- 12.7 Corrections deemed insubstantial (grammar, punctuation) may be made at the discretion of the AWWA Chief Executive Officer. The Board shall be advised of these corrections and may call for a vote of the Section.
- 12.8 Amendment(s) shall be effective only after having been approved by the AWWA Executive Committee, Section Members, and the Registrar. Amendments that are adopted without approval of the AWWA Executive Committee shall be ineffective.

ARTICLE 13 – DISSOLUTION

- 13.1 Dissolution of the Society may take place by way of special resolution of the members at a duly called meeting.
- 13.2 In the event 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.
- 13.3 The property and assets thereof, following satisfaction of all obligations and liabilities, shall be disposed of exclusively for the purpose of the Society, as determined by the members at a meeting convened for the purpose of dissolution. Notice of dissolution shall be given to AWWA within ten (10) days. In case of dissolution, such portions of the funds or property thereof in the hands of the Secretary-Treasurer as may have been derived from the general funds of AWWA shall be returned to AWWA.
- 13.4 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 any one or more non-profit 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.”)
- 13.5 The following shall be characteristic of the receiving organization:
 - 13.5.1 That no part of the net earnings of which enure to the benefit of any private shareholders or individual;

- 13.5.2 That no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation.
- 13.5.3 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.
- 13.5.4 The receiving organization would then qualify as a non-profit organization under the provisions recognized by the Canada Revenue Agency under the provisions of the *Income Tax Act of Canada*, as it now exists or as it may hereafter be amended.
- 13.6 Any such receiving organization(s) shall be selected by vote of the majority of the members at a meeting called for this purpose. If for any reason such dispositions 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 Society.

ARTICLE 14 – INDEMNIFICATION

- 14.1 Indemnification of officers and non-officer directors of the Section is provided by the Association as described in the Association Bylaws.

ARTICLE 15 – MISCELLANEOUS

- 15.1 The Society shall file with the Registrar with its Annual Statement a list of its Directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of Directors, notify the Registrar of the change.
- 15.2 The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
- 15.3 Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board shall be the responsibility of the Secretary-Treasurer.
- 15.4 The seal of the Society shall be in the custody of the Secretary-Treasurer and may be affixed to any document upon resolution of the Board.
- 15.5 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair or the Vice-Chair and the Secretary-Treasurer, or otherwise as prescribed by resolution of the Board.