BYLAWS OF THE MICHIGAN SECTION
AMERICAN WATER WORKS ASSOCIATION
A Michigan Nonprofit Corporation

Approved by the membership
Approved by the AWWA Board

ARTICLE I NAME

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

ARTICLE II OFFICES

The registered office of the Corporation shall be located at such place in Michigan as may be fixed by the Board of Trustees from time to time.

ARTICLE III PURPOSES

3.1 The purposes for which the Section is organized are: (a) to promote public health, safety, and welfare through improvement of the quality and quantity of water delivered to the public and the development and furtherance of understanding of the problems (b) to receive and administer funds, to acquire, own, invest, dispose or otherwise make available for use, and to deal with real and personal property and any and all interests therein, and to apply all gifts, dues, contributions, bequests and devises, and the income and proceeds therefrom, in furtherance of the purposes of the Section, with all the powers conferred upon it by the provisions of the Michigan Nonprofit Corporation Act (the "Act") and by the Articles of Incorporation and the Bylaws of the Corporation.

3.2 The Section, including all activities incident to its purposes, shall at all times be conducted so as to be an organization described in Section 501(c)(3) of the Code. Notwithstanding any other provisions of these Bylaws, the Section shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a nonprofit corporation organized under the Act.

3.3 No part of the assets or net earnings of the Section shall inure to the benefit of or be distributable to its Members, Trustees, Director, Officers or other private persons, except that the Section 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 these Bylaws.

ARTICLE IV OBJECTIVES

The objectives of this Section are to promote public health, safety, and welfare through 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

a) Advancing the knowledge of the design, construction, operation, water treatment, and management of water utilities;
b) Advancing the knowledge of the problems involved in the development of resources, production and distribution of safe and adequate water supplies;

c) Educating the public on the problems of water supply and promoting a spirit of cooperation between consumers and suppliers in solving these problems; and
d) Conducting research to determine the causes of problems of providing a safe and adequate water supply and proposing solutions thereto in an effort to improve the quality and quantity of the water supply provided to the public.

ARTICLE V HEADQUARTERS & OPERATIONS

5.1 Headquarters of the Section shall be at the office of the Secretary-Treasurer, unless otherwise designated by the Section's governing board (hereinafter referred to as the "Board of Trustees" or "Board").

5.2 These Bylaws and all matters pertaining to the operation of the Section shall be constructed in a manner consistent with the Articles of Incorporation, Bylaws, the Board Policy Manual of the Association, and the Affiliation Agreement entered into between the Section and the Association, (collectively, the "AWWA Documents"). In the event of any conflict between these Bylaws (or other policies and procedures of the Section) and the AWWA Documents, the AWWA Documents shall control.

ARTICLE VI MEMBERSHIP

6.1 The membership of the Section shall consist of those members of the Association in good standing who reside in or have a principal business activity in the State of Michigan, including members with primary membership in another Section (multi-section members), or those assigned to the Section by the Chief Executive Officer of the Association (hereinafter, "Members").

6.2 The geographic boundaries of the Section are defined as the State of Michigan.

ARTICLE VII VOTING BY MEMBERS

7.1 All Members of the Section in good standing, including multi-section Members, are eligible to vote. Each Member shall have one vote.

7.2 Occasions where a vote of the membership is required include: the election of Section Board Members, 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, by resolution, requires a vote of the Section membership.

7.3 Except as otherwise specified in these Bylaws,. the Members in good standing present at any meeting of Section membership at a meeting of which either written notice or other electronic transmission was delivered to all such Members at least ten (10) days before the date of the meeting (a "Fully Noticed Meeting"), shall constitute a quorum, and any matter may be approved by a simple majority of those Members present casting an affirmative vote.

7.4 The Board of Trustees may provide that Members, to the extent permitted by law, may take action without a meeting by means of a written consent to action signed by the Members in good standing in accordance with the requirement of the Articles of Incorporation, to be effective on the date of the action.

7.5 The Board of Trustees may request Members vote on matters outside of the Annual

Business Meeting or Special Meetings. Such vote may include a mail-in ballot, an electronic ballot, or other electronic means. Electronic voting may include, without limitation, such means as fax, e-mail, or web-based balloting, or other means consistent with the laws of the State of Michigan. Procedures for facilitating participation by electronic means, and verification of the Member's identity and eligibility are contained in the Section's policies and procedures documents.

ARTICLE VIII SECTION FINANCES

8.1 The Section shall establish a Finance Committee to assist in the administration of its finances. The Finance Committee shall be chaired by the Secretary-Treasurer and include as its members at least two at-large members and the Past Chair. The Finance Committee is responsible for recommending financial policies, goals, and budgets that support the mission, values, and strategic goals of the Section. The committee also reviews the organization's financial performance against its goals and proposes major transactions and programs to the Board. A quorum for the Finance Committee shall be three (3) members.

8.2 Dues shall be assessed against Members, as required for membership in AWWA. Only the Association can determine and collect dues and assessments. The Section may, in accordance with the procedures defined in the AWWA Documents as well as any other guidelines established by AWWA, apply for permission to levy a Section dues assessment, which shall be in addition to, and not a substitute for, AWWA membership dues. Any Section dues assessment would be levied annually at the time of membership renewal, and the revenue collected would be used to increase the funds available for Section uses consistent with the objectives in Article II. Once approved, changes in a Section dues assessment can be authorized by a vote of the Board of Trustees for submission to and approval by the AWWA Executive Committee.

8.3 The Section reserves the right to collect fees for Section activities and events, as appropriate (e.g., registration fees for the Annual Conference, teleconferences, and other educational programs). Such fees will be established in accordance with these Bylaws, the Section Board policies and guidelines, and the AWWA Documents.

8.4 The Section's finances shall be managed in accord with these Bylaws, the Section Board policies and guidelines, the Board Policy Manual and Bylaws of the Association, and all applicable financial rules and regulations of the State of Michigan. The Section shall conduct a financial audit or review no less than once every three years. A copy of the audited or reviewed financial statement shall be provided to the Association. The audited or reviewed financial Statement shall be provided to the Association. The audit or review shall be conducted by a qualified accountant who is not employed or affiliated with (a) any employee or independent contractor of the Section involved with the Section's finances nor (b) any officer or non-officer trustee of the Section.

8.5 The fiscal year of the Section shall end on the last day of December of each year.

8.6 The scholarship endowment named for Raymond Faust shall be maintained in an account separate from any other Section Funds. The fund will be administered by the Section Secretary-Treasurer, and a financial report shall be presented at each Annual Business Meeting.

ARTICLE IX SECTION GOVERNANCE

9.1 Definitions

9.1.1 Council. A group of individuals led by a Chair and Vice-Chair that is responsible for implementing specific strategic planning goals of the Section.

9.1.2 Committee. A group of individuals led by a Chair or Co-Chairs that is responsible for implementing specific tasks on an ongoing basis.

9.1.3 Section. Refers to the organization Michigan Section - American Water Works Association (a Michigan nonprofit corporation).

9.1.4 Standing Committee. A committee that is specified in the Bylaws and has an ongoing responsibility.

9.1.5 Task Force. A group of individuals led by a Chair or Co-Chairs that is responsible for implementing specific tasks on a short-term basis.

9.2 Authority and Purpose of the Board

9.2.1 The property, affairs, and business of the Section shall be managed by the Board of Trustees, and the Board of Trustees 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 these Bylaws, the Section Board policies and guidelines, AWWA Documents, and all applicable regulations of the State of Michigan.

9.2.2 The governing body of the Section shall be the Board of Trustees ("Board"). The Board shall execute Section business in accordance with the Bylaws, the Section Board policies and guidelines, and the AWWA Documents.

9.2.3 The Chair and/or the Board of Trustees shall have the power to create and dissolve committees and task forces as needed in order to carry out the business of the Section. The Board reserves to itself the power to create and dissolve Councils.

9.2.4 The Section shall establish an Executive Committee. The Executive Committee shall have the limited authority, as described herein, to execute Section business in between Board meetings in accordance with the Bylaws, the Section Board policies and guidelines, and the AWWA Documents. This authority is limited to business that requires immediate action and cannot wait until the next scheduled Board meeting or a special Board meeting. The action shall be consistent with previous Board decisions and shall be reviewed and confirmed with the Board at the next available Board meeting. The Executive Committee shall consist of the Chair, Chair-Elect, Past Chair, Secretary-Treasurer, and Director. A quorum for the Executive Committee shall be three (3) Members.

9.3 Members and Structure of the Board

9.3.1 The Section shall be governed by its Board of Trustees, consisting of a Chair, Chair-Elect, Past-Chair, Director, a Secretary-Treasurer, six non-officer Trustees, and the Executive Director.

9.3.2 The voting members of the Board shall consist of the Chair, Chair-Elect, Secretary-Treasurer, Director, Past-Chair, and the six non-officer Trustees. The Chair will only vote in the case of a tie. A quorum of the Board shall consist of at least six voting members.

9.3.3 The representation of the Board members should reflect the diverse membership of the Section, including, but not limited to, geographical locations, membership categories, utility size, gender, and ethnic origins. The Section will strive to recruit Board members (Section 7.4.1) (a) from the Upper Peninsula of Michigan and (b) from either the area of the Lower Peninsula north of Town Line fifteen or (c) from any district, area, or community in the Lower Peninsula maintaining water service to a population under 10,000 persons at the most recent Federal Census.

9.4 Authority and Purpose of the Executive Director

9.4.1 The Executive Director reports to the Board. He/she shall attend all business meetings of the Section and the Board, but shall not have a vote on matters brought before the Board. The Executive Director shall be retained as an employee of the Section, the terms of which will be stated in an employment contract. The Executive Director's work performance shall be reviewed as indicated in the employment contract and the Board policies and procedures.

9.4.2 The Executive Director shall be the chief of staff for the Section and an officer of the Section. As such, the Executive Director shall supervise and have general charge of the operations of the Section and shall assist the Board members in carrying out the policies, programs, orders, and resolutions of the Board.

9.5 Eligibility to Serve on the Board

9.5.1 Any member in good standing of the Section, including a multi-section Member, shall be eligible to hold elective office in the Section.

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

9.5.3 Two or more offices may not be held by the same individual, with the exception of the offices of secretary and treasurer.

9.5.4 To become Director of the Section, the person nominated shall be a member in good standing and shall have previously held the position of Section Chair. Should no candidate meeting these criteria be available or willing to serve, the person nominated shall be a Member in good standing and shall be a present or past member of the Board.

9.6 Nomination for Members of the Board

9.6.1 Not less than 90 days prior to the Annual Business Meeting of the Section, the Chair shall appoint a Nominating Committee of seven members consisting of the incumbent Director, the incumbent Chair-Elect, three Trustees, and two at-large Members, in good standing. The at-large Members shall be appointed in accordance with the Section Board policies and procedures. The incumbent Director shall be Chair of the committee. In the years when there is an incumbent Director and incoming Director, the incoming Director shall be Chair of the committee and the incumbent Director will be the eighth member of the committee. A quorum of the Nominating Committee shall be four (4) Members.

9.6.2 Nominations for the Board of Trustees shall be solicited in accordance with the Section

Board policies and procedures from general membership and by recruiting Members meeting the criteria in Section 9.5. Self and peer nominations are both encouraged.

9.6.3 The Nominating Committee shall report to the Board of Trustees nomination of one or more members for each office to be filled allowing sufficient time for announcement of the nominations by the Secretary-Treasurer to the membership at least 60 days prior to the Annual Business Meeting.

9.6.4 Notice of all nominations shall be made available to the membership prior to the election by written notice or electronic transmission, consistent with the laws of the State of Michigan. The notice shall indicate which members were nominated by the Nominating Committee.

9.6.5 The Director shall be nominated in a manner consistent with and for a term consistent with Article III of the Bylaws of the Association.

9.7 Election of Members of the Board

9.7.1 The Corporation is organized upon a membership basis. The property, business and affairs of the Corporation shall be managed by or under the direction of its Board of Trustees. The Board of Trustees shall be elected pursuant to this Section.

9.7.2 Members of the Section Board of Trustees may be elected either during the Annual Business Meeting or a Fully Noticed Meeting of the Section or, if approved by the Section Board of Trustees, by any other process consistent with the laws of the State of Michigan. The voting process should be established and administered by the Board in accordance with these Bylaws, the Section policies and procedures, and the AWWA Documents.

9.7.3 Voting at the Annual Business Meeting or a Fully Noticed Meeting:

9.7.3.1 The Section desires and shall strive to maximize participation by the Members in the election of the members of the Board of Trustees at the Annual Meeting or a Fully Noticed Meeting. However, in accordance with Section 7.3 of these Bylaws, the Board of Trustees reserves the right to require only the vote of a majority of the Members present.

9.7.3.2 A method of determining voter eligibility and recording the votes cast shall be implemented.

9.7.3.3 The candidate receiving the greatest number of votes for an elected office at the Section's Annual Business Meeting or at a Fully Noticed Meeting shall be elected to the office even if that candidate receives less than a majority of the votes cast. If more than one seat of the same office, such as a non-officer trustee, is up for election at the same meeting, then the Board of Trustees will hold separate votes for each available seat. In cases of a tie, the Board members shall be polled to select which of the tied candidates shall be chosen.

9.7.4 Voting by mail, electronic, or other means:

a. The voting process shall be established by the Board of Trustees in accordance with the laws of the State of Michigan and with the Section policies and procedures.

b. A method of determining voter identity and eligibility and for recording all ballots received shall be implemented.

c. Proper notice shall be provided, shall include clear and unambiguous instructions to the Members, and clearly state the nominees for each office being decided. If more than one seat of the same office, such as a non-officer trustee, is up for election, then the ballot will contain separate votes for each available seat.

d. Balloting outside of the Business Meeting shall end at least 30 days (as determined by the postmark for mailed ballots or transmittal date for electronic and other transmission) before the opening of the Business Meeting.

e. There shall be adequate time from the time of receipt of the ballots by the Members until balloting is ended.

f. The candidate receiving the greatest number of votes for an elected office when mailed or electronic ballots are tallied shall be elected to the office even if that candidate receives less than a majority of the votes cast. In cases of a tie, the Board members shall be polled to select which of the tied candidates shall be chosen.

9.7.5 Any voting procedure determined by the Board shall remain in effect until changed by the Board. The effective date of any change shall be at least 30 days before nomination of candidates for the next regular election.

9.7.6 The Director shall be elected in a manner consistent with Article XII of the Bylaws of the Association.

9.8 Terms of Office for Section Board of Trustees

9.8.1 The AWWA Director shall be elected for a term of three years or as otherwise required by the Bylaws of the Association.

9.8.2 The term of the Chair-Elect, Chair, and Past-Chair will each be one year, with a three-year progression through the positions as listed above. The term of the Secretary-Treasurer shall be three (3) years. These terms shall commence on the first business day following the Annual Business Meeting and expire on the first business day following the Annual Business Meeting at which they are elected or succeed to office.

9.8.3 The positions of Chair, Chair-Elect and/or Past Chair, do not allow for back-to-back terms.

9.8.4 The term of office of a non-officer Trustee shall be three years and shall commence and expire at the same time as the officers described in Section 9.8.2.

9.9 Vacancies on Section Board of Trustees

9.9.1 In the case of a vacancy in the office of Chair, Chair-Elect, Past Chair, Secretary-Treasurer, or non-officer Trustee, the Board shall appoint a suitable replacement to complete the term of the vacant position by resolution by a majority of the votes of such members at a duly called meeting of the Board. The voting members of the Board may by resolution passed by a majority of not less than two-thirds (2/3) of the votes of such members at a duly called meeting of the Board, allow the vacancy to be filled by the nomination and election process described in Sections 9.6 and 9.7.

9.9.2 In the case of a vacancy in the office of Director, a successor to serve for the remainder of the term may be selected by the Members of such Section as prescribed in the bylaws of the Section or, in the absence of a Fully Noticed meeting of the Members, shall be appointed by the Board of Trustees. The Section Chair or Secretary-Treasurer shall notify the Chief Executive Officer of the Association of such selection.

9.9.3 The voting members of the Board may, by resolution passed by a majority of not less than two-thirds (2/3) of the votes of such members at a duly called meeting of the Board, remove any Board member before the expiration of the Trustee's term of office if the officer or Trustee is found to have willfully failed to carry out the Trustee's duties and responsibilities if so determined by a unanimous vote of the other members of the Board of Trustees. The Members may also vote to remove, with or without cause, any officer or Trustee by a majority vote at any Fully Noticed Meeting of Members. A vacancy created by the removal of a Board member may be filled in accordance with the procedures described in Section 9.9.2

9.9.4 Any member of the Board may resign by written notice to the Section. The resignation will be effective on receipt of the notice or at a later time designated in the notice.

9.9.5 A vacancy created by the resignation, death, disability, or removal of a Trustee may be filled by a majority vote of the Board of Trustees or, if not so filled, by the Members at a Fully Noticed Meeting.

9.10 Duties of the Board of Trustees

9.10.1 The duties of the Board members shall be as specified in the Section Board policies and procedures.

9.10.2 The Board of will keep the books of the Section at such place or places as they may from time-to-time determine.

9.10.3 The Board reserves the right to recommend to the Association the rejection or termination of membership to any person or institution whose activities may be contrary to the expressed purposes of the Section.

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

9.10.5 The Chair-Elect shall assist the Chair in the performance of his/her duties and shall act in his/her stead when required. The Chair Elect shall serve on such committees as he/she may be assigned.

9.10.6 The Past Chair shall assist the Chair and Chair-Elect in the performance of their duties and shall act in any of the other officer positions when assigned by the Board of Trustees.

9.10.7 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 Trustees may from time to time direct and designate. In addition, the Secretary-Treasurer shall, whenever so required by the Board of Trustees, render an account, showing all transactions as Treasurer, and the financial condition of the Section; and, in general, shall perform all duties incident to the office of treasurer of a corporation.

9.10.8 The Secretary-Treasurer shall 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 the office of secretary of a corporation.

9.10.9 The Director shall serve on the AWWA Board of Directors and, in that capacity, owes a fiduciary duty of loyalty to AWWA. While acting in the best interests of AWWA, the Director shall also communicate the perspectives and interests of the Section and serve as a voice for the Section on the AWWA Board. The Director shall be bound to adhere to the obligations of AWWA and its Board of Directors as set forth in these Bylaws, and the AWWA Documents. The Section acknowledges that, in the course of their duties, the Director may be faced with decisions that benefit AWWA and its Sections but not necessarily the Section from which the Director comes. Whenever the interests of the Section and the Association are in conflict in a matter being considered by the AWWA Board, the 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.

9.10.10 The Director shall be a member of the Section Board.

9.10.11 The non-officer trustees shall assist the Chair and the Chair-Elect in the performance of their duties and shall act in any other officer positions when delegated by the Board of Trustees. The Trustees shall serve on committees as liaisons or full members, as they may be assigned by the Board of Trustees.

9.10.12 The Board shall have general supervision over all of the affairs of the Section and shall be its legal representative in all matters except as this duty may be specifically delegated to the Executive Director. The Board members shall prepare, as needed, and enforce for the conduct of the business of the Section, guidelines not in conflict with these Bylaws or the AWWA Documents, and shall amend the Section policies and procedures, as required to resolve such conflicts.

ARTICLE X MEETINGS

10.1 The Board shall meet at least once each year to conduct the business of the Section.

10.2 The Section shall hold at least one Business Meeting in each calendar year to elect Board members and conduct other business, as may be necessary.

10.3 Quorum for an Annual Business Meeting or Fully Noticed Meeting of the Section shall be as set forth in Section 7.3 of these Bylaws. The Board of Trustees may establish and disseminate a specific voting process and procedure for other matters placed before the Members.

10.4 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 supply industry issues are discussed. The location of such a conference is determined by the Section.

10.5 The Board shall call special meetings of the Board of Trustees or of the Members, as needed. Such meetings may be called by a request from at least five members of the Board of Trustees or by a signed petition from 20 Section Members, in good standing. The agenda of the meeting shall be limited to the purpose for which it was called. Special meetings of the Members shall be Fully Noticed Meetings, in accordance with Section 7.3 of these Bylaws.

10.6 All Board of Trustees, Council, and committee meetings shall convene in accordance with Section policies and procedures. Except as may be otherwise determined by the Board of Trustees, Council, or committee meetings should be conducted in accordance with the latest edition of “Roberts Rules of Order.” The Chair shall run all Board of Trustees meetings. If the Chair is not present, the Chair-Elect will be designated to run the meeting. Should the Chair-Elect not be present, the attending members of the Board will designate another member to run the meeting.

10.7 Notice of the time, place and purpose of any meeting of the Board or committee may be waived by mail, facsimile or other writings, either before or after the meeting, or in such other manner as may be permitted by the Michigan Nonprofit Corporation Act.

10.8 Attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except where a Board member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

10.9 The times and places of all meetings of the Section shall be fixed by the Board members, or by a committee appointed by them, subject to the other provisions of these Bylaws.

10.10 Voting by Electronic and/or Telephonic Participation; Board of Trustees:

10.10.1 Though it is the responsibility of Board Officers and Trustees to participate in person at meetings, the Section recognizes that occasionally voting members of the Board are unable to attend meetings in person. Voting members who are unable to attend are permitted to participate in the meeting utilizing electronic or telephonic communications (“remote means”).

10.10.2 A member who participates in a meeting via remote means may be considered part of the quorum for a meeting, subject to adequate verification of their eligibility and identity. Procedures for facilitating participation by remote means, and verification of the member’s eligibility and identity are contained in the Section’s policies and guidelines.

10.11 Voting by Unanimous Written Consent; Board of Trustees:

10.11.1 Occasionally, urgent Board action is required yet it is not possible or practical to have the Board meet in person or through electronic or telephonic participation. In those cases, the Chair may elect to submit a question to the Board for a vote by unanimous written consent. The consent resolution shall be sent to each Board member, by mail or by electronic transmission, and shall permit counterpart signatures. Upon receipt of written consent documents from all Board members, the Secretary-Treasurer shall assemble them and they shall be considered collectively as a valid document, having the same effect as a unanimous vote of the Board of Trustees.

10.11.2 Procedures for initiating and conducting and recording a vote by unanimous written consent are contained in the Section's policies and guidelines.

ARTICLE XI COUNCILS AND COMMITTEES

11.1 The Section Board may establish Councils and Committees to conduct or manage Association Section programs and business. The Section Chair will name Council Chairs and Committee Chairs.

11.2 Councils and Committees shall be established and shall convene in accordance with the Section Board policies and guidelines.

11.3. The Board of Trustees has the authority to create and dissolve committees within the Section.

11.4 The Nominating Committee described in Section 9.6, the Executive Committee described in Section 9.2, and the Finance Committee described in Section 8.1are standing committees.

11.5 Voting by Electronic and/or Telephonic Participation; Councils and Committees:

The Section recognizes that occasionally voting members of a Council or Committee are unable to attend meetings in person. Voting members who are unable to attend are permitted to participate in the meeting utilizing Electronic or Telephonic communications ("remote means").

A member who participates in a meeting via remote means may be considered part of the quorum for a meeting, if one is required, subject to adequate verification of their eligibility and identity. Procedures for facilitating participation by remote means, and verification of the member's eligibility and identity are contained in the Section's policies and guidelines.

ARTICLE XII – ESTABLISHING SUBDIVISIONS

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

ARTICLE XIII AMENDMENTS TO SECTION BYLAWS

13.1 Proposals for the amendment of these Bylaws may be adopted, consistent with the provisions of the Section 501(c)(3) of the Code. Proposals for the amendment of these Bylaws may originate by an affirmative majority vote of the Board, or they may originate by submittal to the Secretary-Treasurer of a written petition signed by at least 20 members in good standing. The Secretary-Treasurer shall bring the proposal to the attention of the Board and notify all members of the proposed amendment through any means as directed by the Board.

13.2 Following approval by the AWWA Executive Committee, any such amendment to the bylaws may be considered at the next annual business meeting of the Section by a majority vote of Members present at the meeting if such meeting is a Fully Noticed Meeting. 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.

13.3 At the discretion of the Board, the Bylaws may also be amended by a mailed ballot or a ballot sent directly by other means, with an affirmative vote of two-thirds (2/3) of the ballots returned by eligible voting members. All eligible voting members shall be provided a copy of the proposed amendment(s) with the ballot or be given a website link to obtain the proposed amendment(s), and shall be given at least 30 days to return the ballot.

13.4 Grammar, punctuation, and spelling corrections may be made at the discretion of the Chief Executive Officer of the Association. The Board of Trustees will be advised of these corrections, but no additional vote of Members shall be required for their approval.

13.5 Amendment(s) shall be effective only after having been t approved by the AWWA Executive Committee and by Section Members. Amendments that are adopted by the Members but are not approved by the AWWA Executive Committee shall be ineffective.

ARTICLEXIV DISSOLUTION

14.1 In case of dissolution of the Section, all funds or property that may have been derived from the general funds of the Association shall be returned to the Association.

14.2 Any remaining balance of Section funds or property shall be disposed of by transfer and distribution to the Association, another Section of the Association, or to any one or more nonprofit or charitable organizations or foundations with like purposes or goals that is organized and operated in an area included in an AWWA Section (hereinafter referred to as the "receiving organization.")

14.3 The receiving organization(s) shall be selected by vote of the majority of the Section Members present in person or by proxy at a meeting of the Section called for this purpose. If for any reasons such disposition cannot be effected, then such funds shall be so distributed pursuant to the order, judgment or decree of a court having jurisdiction over the assets and property of the Section.

14.4 The receiving organization must have the following characteristics:

a. That it be operated exclusively for scientific or educational purposes;

b. That no part of the net earnings of which inures to the benefit of any private shareholders or individual;

c. That no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation; and

d. 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.

e. That it is tax-exempt under the provisions of Section 501(c)(3) of the United States Internal Revenue Code, as they now exist or as they may hereafter be amended.

14.5 Prior to dissolution of the Section, and in accordance with these Bylaws, the Raymond J. Faust endowment shall be assigned to a public college or university in the State of Michigan with the intent that such institution would continue the endowment for scholarship purposes.

ARTICLE XV INDEMNIFICATION

15.1 Indemnification of officers and non-officer trustees of the Section is provided by the Association, as described in the Association Bylaws. Pursuant to the Affiliation Agreement between the Section and AWWA, the Michigan Section and its Board Members, Officers, employees, and volunteers are currently included as insureds under the Directors & Officers liability insurance policy purchased by AWWA for the benefit of all AWWA Sections. The D&O policy has an aggregate limit across all Sections. The Section can purchase supplemental D&O insurance.

15.2 To the extent permitted by Michigan law from time to time in effect and subject to the provisions of this Article, the Section shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Section) by reason of the fact that he/she is or was a Board Member, Officer, employee, nondirector volunteer, or agent of the Section , or is or was serving at the request of the Section as a Board Member, Officer, employee, nondirector volunteer or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Section or its Board, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

15.3 To the extent permitted by Michigan law from time to time in effect and subject to the provision of this Article, the Section shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Section to procure a judgment in its favor by reason of the fact that he/she is or was a Board Member, Officer, employee, nondirector volunteer or agent of the Section, or is or was serving at the request of the Section as a Board Member, Officer, employee, nondirector volunteer or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Section or its Board Members, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Section unless and only to the extent that the court in which that action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for those expenses that the court shall deem proper.

15.4 To the extent that a person who is or was a Board Member, Officer, employee or agent of the Section, or a Board Member, Officer, employee, nondirector volunteer or agent of any other corporation, partnership, joint venture, trust or other enterprise with which he/she is or was serving at the request of the Section has been successful on the merits or otherwise in defense of any action, suit or proceeding preferred to in Sections 1 and 2 of this Article or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

15.5 Any indemnification under this Article (unless ordered by a court) shall be made by the Section only upon a determination that indemnification of the person is proper in the circumstances because he/she has met the applicable standard of conduct set forth in this Article. That determination shall be made (a) by the Board by a majority vote of a quorum consisting of Trustees who were not parties to that action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, and a quorum of disinterested Board Members so directs, by independent legal counsel in a written opinion.

15.6 Expenses incurred by any person who may have a right of indemnification under this Article in defending a civil or criminal action, suit or proceeding may be paid by the Section in advance of the final disposition of that action, suit or proceeding as authorized in this Article upon receipt of an undertaking by or on behalf of that person to repay that amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Section pursuant to this Article.

15.7 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under any bylaw, agreement, vote of disinterested Trustees or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding his/her office, except to the extent that any indemnification may be contrary to law. The indemnification provided by this Article shall continue as to a person who has ceased to be a Board Member, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

15.8 The Section may purchase and maintain insurance (and pay the entire premium therefor) on behalf of any person who is or was a Board Member, Officer, employee, nondirector volunteer or agent of the Section, or is or was serving at the request of the Section as a Board Member, Officer, employee, nondirector volunteer or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any of those capacities or arising out of his/her status as such, whether or not the Section would have the power to indemnify him/her against liability under the provisions of the Michigan Nonprofit Corporation Act.

15.9 For the purposes of this Article, references to the Section include all constituent corporations absorbed by the Section in a consolidation or merger, so that a person who is or was acting as a Board Member, Officer, employee, nondirector volunteer or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provision of this Article with respect to the Section as he/she would if he/she had served the Section in the same capacity.

15.10 The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

15.11 The indemnification provided in this Article continues for a person who has ceased to be a Board Member or Officer and shall inure to the benefit of the heirs, executors, and administrators of the person.

15.12 No amendment or repeal of this Article shall apply to or have any effect on any Board Member or Officer of the Section for or with respect to any acts or omissions of the Board Member or Officer occurring prior to such amendment or repeal.