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Revised February 20, 1986

**CONSTITUTION
of the
AMERICAN WATER RESOURCES ASSOCIATION**

MONTANA SECTION--AMERICAN WATER RESOURCES ASSOCIATION

Article IA. The constitution of the Montana Section--American Water Resources Association shall be those articles and sections of the constitution of the National AWRA appropriate and proper for the local section, as further outlined in the adopted bylaws.

Purpose: The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

CONSTITUTION

Article I. Name and Location

Section 1. The name of this Association shall be the AMERICAN WATER RESOURCES ASSOCIATION, also known as AWRA.

Section 2. The Association's principal place of business (Association Headquarters Office) shall be in the Washington D.C., metropolitan area, unless changed by the Board of Directors of the Association after due notice to the membership. Regional offices may be determined by the Board of Directors.

Section 3. The Board of Directors shall designate, to hold office at its pleasure, a Registered Agent who shall reside in the State of Illinois (under the laws of which the Association is incorporated) and serve as liaison with the Board of Directors regarding any matter pertaining to legal aspects of the Articles of Incorporation of the Association.

**ARTICLE II. Objectives and Operating
Limitations**

Section 1. The principal objectives of the Association shall be:

a. The advancement of water resources research, planning, development, management and education.

b. The establishment of a common meeting ground for physical, biological, and social scientists, engineers, and other persons concerned with water resources.

c. The collection, organization, and dissemination of ideas and information in the field of water resources science and technology.

Section 2. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the Association shall be 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. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III. Membership

Section 1. The membership of the Association shall be admitted from a broad cross section of 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 and in compliance with its Constitution and Bylaws.

Section 2. The following kinds of membership shall be recognized:

a. **Member.** A professional person who desires to cooperate in the furtherance of the objectives of the Association and otherwise complies with the requirements of the Constitution and Bylaws of the Association is eligible for membership therein.

b. **Honorary Member.** To be eligible for election as an honorary member, one must have attained acknowledged eminence in some branch of water resources science or technology. An honorary member shall be entitled to all the privileges of the Association, and may be exempted by the Board of Directors from the payment of annual dues. Honorary members and their number elected in any year shall be determined by the Board of Directors. A member of the Board of Directors is ineligible for election to honorary membership during the member's term of office.

c. **Fellow Member.** A person who 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 or technology, is eligible for election to fellow membership by the Board of Directors. A member of the Board of Directors is ineligible for election to fellow membership during the member's term of office.

d. **Student Member.** A full-time student while in attendance at a college or university of recognized standing is eligible for student membership, under conditions specified in the Association Bylaws.

e. **Corporate Member.** A business firm, corporation, or association or a nonprofit organization or group interested in any phase of the objectives of the Association is eligible for corporate membership.

f. **Institutional Member.** An educational institution or department thereof or a federal, state, provincial or local governmental agency or body is eligible for institutional membership.

ARTICLE IV. Admissions and Separations

Section 1. An applicant shall be admitted to membership upon approval by the General Secretary or the President or, under the conditions specified in the Bylaws, by the Board of Directors. Honorary and Fellow Members shall be elected by the Board of Directors.

Section 2. Any member of the Association in good standing may resign membership, effective only at the end of a calendar year, by sending a written communication stating the decision to resign, to the Association Headquarters Office.

Section 3. The Board of Directors may deny or discontinue a membership in the Association under the conditions specified in the Bylaws.

ARTICLE V. Dues and Fees

Section 1. The annual dues for membership in the Association shall be fixed by the Board of Directors. Payment of specified annual dues is a requirement for continuance of membership.

Section 2. Special fees for publications or other purposes shall be fixed by the Board of Directors, except that it may delegate the fixing of fees for Association proceedings and occasional, nonperiodic publications as specified in the Bylaws.

ARTICLE VI. Geographical Organization

Section 1. The United States shall be subdivided into districts determined by the Board of Directors. The membership of the Association outside the United States shall be suitably organized into districts by the Board of Directors. Boundaries of the districts may be revised from time to time.

Section 2. The Board of Directors may approve the organization of sections and local chapters within the districts.

Section 3. The Board of Directors may make other groupings that it deems desirable.

ARTICLE VII. Government

Section 1. The corporate powers of the Association shall be vested in a Board of Directors. The members of the Board of Directors shall consist of the Officers, the District Directors (representing the respective geographic areas), the Immediate Past President, and a Director at Large.

Section 2. The Officers of the Association shall be a President, a President-Elect, a Vice President, a General Secretary, and a Treasurer.

Section 3. The Board of Directors shall conduct the business of the Association according to the Constitution and shall provide the necessary Bylaws for the operation of the Association. The Board of Directors shall make an annual report to the membership, which shall include a financial statement and other matters concerning the conduct of the Association that it deems appropriate.

Section 4. The terms of office shall be as follows:

President	- 1 year, followed by 1 year as Immediate Past President
Immediate Past President	- 1 year
President-Elect	- 1 year, followed by 1 year as President
Vice President	- 1 year
General Secretary	- 3 years (and may be re-elected)
Treasurer	- 3 years (and may be re-elected)
Directors	- 3 years (and may be re-elected)

The term of office begins on January 1 of the calendar year following election.

Section 5.

a. The President shall appoint a Nominating Committee. The Nominating Committee shall present to the Board of Directors a list of candidates from among members of the Association for those offices requiring election at the next annual election. At least two candidates shall be nominated for each of the following offices: Vice President and each directorship requiring election. This slate, to the degree the respective individuals are found eligible by the Board of Directors, shall be published in time to permit making nominations by petition and including these also on the ballot. Ballots shall be mailed to the membership sufficiently prior to the election date to permit extensive participation in the election, verifying the validity of ballots, and counting the votes in time to be reported at the Annual Meeting. A time schedule and the election date shall be specified as provided in the Bylaws.

b. A nominee for District Director shall reside in, and shall be elected by the members residing in, that District.

c. In addition to the nominations by the Nominating Committee for Officers and Directors, such nominations may be made by petition. Any nomination by petition shall contain the signatures of not less than 50 Association members and shall be accompanied by a letter from the nominee accepting the nomination. Nominations by petition shall be filed with the Association Headquarters Office not less than the number of days specified in the Bylaws prior to the election date. Nominees by petition shall be so designated on the ballot.

d. If any nominee shall be found by the Board of Directors to be ineligible for the office for which nominated; or if a nominee shall decline such nomination or for any other reason should be or should become unavailable as a candidate for election to the office for which nominated; or in the event that nomination for any office shall not be made as above stipulated, the Board of Directors shall select one or more nominees for that office, which nominee(s) so selected shall be the official nominee(s).

Section 6.

a. A vacancy occurring in an elective (including automatic succession) office of the Association during the term shall be filled for the unexpired portion of the term, as follows:

President	- By the President-Elect
President-Elect	- By election at the next Annual Business Meeting
Vice President	- By appointment by the Board of Directors

Director	- By appointment by the Board of Directors
General Secretary	- By appointment by the Board of Directors
Treasurer	- By appointment by the Board of Directors
Immediate Past President	- By the next preceding, available Past President

b. In the case of the disability of any Officer or Director of the Association, or serious neglect in the performance of the duties of an Officer or Director (including nonpayment of dues), the Board of Directors shall have the power to declare the office vacant under the procedure specified in the Bylaws.

Section 7. There shall be an Executive Committee consisting of the President (Chairman), Immediate Past President, President-Elect, Vice President (Vice Chairman), General Secretary, Treasurer, and Director at Large. The Executive Committee shall exercise during the times when the Board of Directors is not in session such part of the authority of the Board of Directors in the administration of the Association's affairs as may from time to time be delegated to it by the Board of Directors. The Executive Committee shall not have power to amend the Bylaws nor to fill vacancies on the Board of Directors.

Section 8. There may be appointed by the Board of Directors personnel (such as Manager and/or Executive Secretary) who shall serve at the pleasure of the Board of Directors.

Section 9. The Board of Directors shall have the authority to elect to membership in the Association and without other established admissions procedure, the secretary or equivalent official of any national or international scientific or educational organization with purposes similar to those of this Association, provided such organization affords the Association reciprocal privileges. Waiver of dues for a person so elected shall terminate upon termination of the service of such person as the secretary or equivalent officer of that national or international scientific or educational organization.

ARTICLE VIII. Meetings

Section 1. The Association shall hold at least one general business meeting annually, termed the Annual Business Meeting. At the Annual Business Meeting, or other regularly appointed business meeting, the members present shall constitute a quorum.

Section 2. The meetings of the Board of Directors shall be held at such times and places as may be determined by the Board of Directors to be necessary for the discharge of its duties. The President may conduct business of the Board of Directors by mail or by recorded telephone calls in lieu of a meeting. At least a simple majority in number of the membership of the Board of Directors shall constitute a quorum for the transaction of business.

Section 3. Meetings of the Executive Committee shall be held at such times and places as its Chairman determines to be

necessary. The Chairman may conduct business of the Executive Committee by mail or by recorded telephone calls in lieu of a meeting. Four members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 4. The Association may hold symposia and/or scientific conferences in addition to the Annual Business Meeting, as provided for in the Bylaws.

Section 5. All meetings of the Association shall, unless otherwise provided, be conducted according to Robert's Rules of Order, Revised.

ARTICLE IX. Amendments

Section 1. A proposed amendment to the Constitution shall be submitted to the Association Headquarters Office in a written petition signed by not less than 50 members or by not less than three-fourths of the total membership of the Board of Directors. Counterparts may be signed and presented with the same effect as if all the signatures were on one petition.

Section 2.

a. A proposed amendment in accordance with the intent of the petition shall be drafted by the General Secretary (who may delegate the drafting to an appropriate committee) and, after agreement by the Board of Directors that the proposed amendment is pertinent, sent by letter to the members of the Association, for balloting by the membership.

b. The proposed amendment shall be in order for discussion at the Annual Business Meeting or other regularly appointed business meeting and may be amended by a majority vote of said meeting, prior to balloting by the membership.

Section 3. Ballots shall be counted by the Tellers Committee, and a written report thereon shall be submitted to the Board of Directors, after which the results shall be reported to the membership.

Section 4. A time schedule and procedure for proposing and acting on amendments shall be specified in the Bylaws.

Section 5. For the adoption of any amendment to the Constitution, two-thirds of the valid ballots cast shall be in the affirmative. An amendment which has been adopted shall become effective 30 days after the date of canvass of the ballots, provided that no Officer or Director of the Association at the time an amendment is adopted shall be required thereby to vacate that position before the end of the term.

Section 6. At any meeting of the Board of Directors, a quorum being present, the Board of Directors, by a favorable vote of at least two-thirds of those present, may amend the Bylaws in conformity with the Constitution, provided that a written notice of such proposed amendment shall have been given at a previous meeting of the Board of Directors or all members present of a quorum of the Board of Directors shall execute a written waiver of notice of a meeting for the purpose of adopting such proposed amendment.

ARTICLE X. Merger or Dissolution

Section 1. The Association may be merged with another concurring organization of similar goals and objectives or may be dissolved by a two-thirds or more affirmative vote of all members voting, through a mail ballot.

Section 2. A vote by the Association membership on such a merger or dissolution shall be taken, using a time schedule and procedure determined by the Board of Directors, upon receipt by the Association Headquarters Office of either (a) a petition for a merger or dissolution signed by 20 percent or more of the members of the Association, (b) a finding by the Board of Directors by an affirmative vote of three-fourths or more of its total membership that such a merger or dissolution is in the best interest of the Association and its membership, or (c) a finding by a court of law that the Association's debts exceed its assets to such extent that it is not viable as a solvent corporation.

Section 3. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Joe A. Moreland
Secretary / Treasurer

BY-LAWS

MONTANA SECTION
AMERICAN WATER RESOURCES ASSOCIATION

ARTICLE I. Name

Section 1. The name of this Section of the American Water Resources Association (AWRA) shall be the Montana Section.

ARTICLE II. Territory

Section 1. The Montana Section shall include and be limited to the State of Montana, except as provided in Article V, Section 3.

ARTICLE III. Location

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

ARTICLE IV. Objectives

Section 1. The objectives of this Section shall be:

- a. To provide a common non-political forum in which professions in water resources and related areas can meet, discuss, and exchange ideas pertaining to all aspects of water resources research and management.
- b. To encourage and/or assist in:
 - (1) Promoting research and technological, social, economic, and legislative advances in all aspects of water and related resources planning, utilization, management, and development.
 - (2) Collecting and disseminating information, knowledge, and data concerning all aspects of water and related resources through publications, symposia, and other media.
 - (3) Relating the needs of management, educational institutions and governmental agencies for specialized services and guidance to qualified professionals and consultants in water and related resources and environmental problems.

- (4) Opening up and maintaining lines of communication between members of this Section and the public.
- c. To promote the rational and objective protection, development, utilization, and management of water resources.
- d. To cooperate with other local sections and chapters of organizations concerned with water resources.

ARTICLE V. Membership

- Section 1. Section membership shall be open to all professionals in water resources or related areas.
- Section 2. Upon payment of Section dues, such persons who qualify under Section 1 above shall acquire membership in the Section.
- Section 3. There shall be only one class of Section membership with equal rights and privileges for all, with the exception for holding office (Section 4). An eligible person residing temporarily outside the Section territory or residing in an area without an active Section may be a member of this Section.
- Section 4. Any member of AWRA is entitled to attend the meetings of this Section. Only Montana Section members may vote or serve on committees. Only AWRA and Montana Section members may hold office in this Section.
- Section 5. Membership in the Section will be terminated upon failure to pay Section dues, transfer to another Section, or resignation.

ARTICLE VI. Officers

- Section 1. The officers of the Montana Section shall be a President, a Vice President, a Secretary-Treasurer, and a Membership Chair.
- Section 2. The President shall preside at meetings, shall, in consultation with the Board of Directors, appoint all committees, and shall perform all other duties incident to the office. The President shall prepare, in collaboration with the Secretary, an annual report of the Section's activities to be presented to the annual meeting of the Section and to be forwarded by the Secretary to the President of AWRA.
- Section 3. The Vice President shall perform the duties of the President when the latter is absent and other duties assigned by the President.
- Section 4. The Secretary-Treasurer shall keep the minutes of the Section meetings, issue notices of meetings, and perform all duties incident to the office and shall be responsible for all funds of the Section and may be responsible for dues of AWRA if agreed to

between the Board of Directors and AWRA. The Secretary-Treasurer's accounts shall be audited prior to the close of each business year, September 30. The Secretary-Treasurer shall prepare an annual report and financial statement for presentation at the annual meeting.

- Section 5. The Membership Chair will be an elected office. The purpose of the office is to solicit broad base of membership to ensure representation from all water resources disciplines in the State of Montana.
- Section 6. The officers of the Section shall serve one year and may, with the exception of the President and Vice President, succeed themselves, but shall not serve consecutively for more than two years. Their terms of office shall begin on October 1 following their election and terminate after one year or such later date as a successor is duly named and qualified.
- Section 7. Section officers shall be selected from the membership of the Section and must reside within the Section territory, and be members of AWRA.
- Section 8. Section officers shall be nominated by the Nominating Committee. In addition, nominations may be made by written petition signed by not less than 15% of the Section members in good standing and delivered to the Section Secretary-Treasurer by June 30. Ballots listing the nominations shall be mailed to the Section membership by July 31. To be elected, a candidate must receive a plurality of the votes cast.

ARTICLE VII. Board of Directors

- ~~Section 1. The Board of Directors shall be the officers and the immediate Past President.~~
- Section 2. The Board of Directors shall manage the affairs of the Section, including administration, program development, and supervision of financial affairs. It shall meet at least annually and at the call of the President.
- Section 3. If a vacancy develops in the Board of Directors, the remaining members of the Board are authorized to appoint an eligible Section member to fill the vacancy for the unexpired term.
- Section 4. Members of the Board of Directors must reside within the Section territory.

ARTICLE VIII. Committees

- Section 1. The following standing committees shall be appointed annually by the President in consultation with the Board of Directors. The duties of these committees shall be as indicated.

- a. Auditing Committee -- to audit the accounts of the Secretary-Treasurer.
 - b. Membership Committee -- to promote the AWRA and to recruit new members into the Montana Section.
 - c. Nomination and Election Committee -- to nominate qualified candidates for the office of the Section in accordance with the provisions of Article VI, to conduct the election and to report election results by September 15 to the President.
 - d. Program Committee -- to make arrangements for all meetings of the Section. The Vice-President should be chairman of the Program Committee. All appointees will serve from annual meeting to annual meeting.
 - e. Other standing and special committees.
- Section 2. Special committees shall serve until their duties are accomplished, but may be dissolved upon a majority vote at any Section meeting. Members of standing committees shall serve until the end of the officers' year and shall be eligible for reappointment. The Board of Directors shall determine the committees that are to be appointed and recommend the scope of their functions and the President in consultation with the Board of Directors, will select committee members.
- Section 3. No committee shall expend funds of the Section unless authorized by the Board of Directors.

ARTICLE IX. Meetings

- Section 1. There shall be an annual meeting of the Section. The Secretary-Treasurer shall notify the Section's membership of the date and place (to be set by the Board of Directors) at least 30 days prior to the annual or other meeting. Special meetings shall be called by the President upon written petition of not less than 30% of the Section members, or may be called when in the opinion of the President there is business which should be brought before the membership for action prior to the next regular meeting. At least 15 days advance notice shall be given of any special meeting.
- Section 2. Any business which may properly come before the Section membership may be discussed and acted upon at the annual or other regular meeting. Only that business may be discussed or acted upon at a special meeting which has been announced by written notice sent by the Secretary-Treasurer or the President to the members at least 15 days prior to such special meeting.
- Section 3. A quorum at any duly called Section meeting shall consist of the members present, but not fewer than 15% of the membership.

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

ARTICLE X. Dues and Funds

Section 1. Annual dues shall be \$5.00. Dues are payable on the first day of October to the Secretary-Treasurer of the Section.

Section 2. The funds of the Section shall be the responsibility of the Section Secretary-Treasurer. Funds shall be deposited to the credit of the Section in a bank approved by the Board of Directors. The name of the bank should be known to all Section officers.

ARTICLE XI. Dissolution

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

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

ARTICLE XII. Amendment

Section 1. These By-laws may be amended by a two-thirds vote of members present at any annual or general meeting or at any special meeting called for this purpose, provided that in every case written notice of the proposed amendment shall be sent to each Section member at the time notice of the date of the meeting is announced.

Joe O. Maxwell
Secretary / Treasurer