

**BY-LAWS**

**WISCONSIN SECTION OF THE  
AMERICAN WATER RESOURCES ASSOCIATION, INC.**

**Adopted March 7, 2002**  
**Amended March 6, 2008**  
**Amended April 25, 2024**

**ARTICLE I - Name**

Section 1. The name of the Corporation shall be the Wisconsin Section of the American Water Resources Association, Inc. ("the Section"), a nonstock corporation organized under Chapter 181 of the Wisconsin Statutes.

**ARTICLE II - Territory**

Section 1. The territory of the Section shall include all of the State of Wisconsin.

**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 the Section shall be:

1. To provide ana welcoming, inclusive, and interdisciplinary forum for persons concerned with the conservation, development, management and utilization of water and related resources together with their environmental aspects to meet, discuss and exchange ideas.
2. To promote interdisciplinary communication between persons concerned with the conservation, development, management and utilization of water and related resources

together with their environmental aspects through publications, conferences, and training sessions.

a. To accomplish this purpose, the Section may sponsor, coordinate, and conduct interdisciplinary Annual Conferences comprised of discussion groups, forums, panels, poster sessions, technical sessions, and lectures at which members of the general public, scientists, researchers, public policy makers, professionals, governmental leaders, and private sector representatives may share information related to the conservation, development, management and utilization of water and related resources.

b. In its fulfillment of this purpose, the Section may cooperate with the University of Wisconsin Water Resources Institute, a Research Institute authorized by the Water Resources Research Act of 1984, 42 U.S.C. §§ 10301 et seq., and other organizations, including, but not limited to institutions within the University of Wisconsin System; state and Federal agencies; and other not for profit organizations.

3. To encourage and assist in:

a. Inventorying the quantity, quality, and location of all waters and related resources in the State of Wisconsin.

b. Ascertaining the present and future needs of people for fresh and marine waters and related resources.

c. Seeking out and proposing alternative means and solutions to satisfy such needs.

d. Promoting research and technological, social, economic, and legislative advances in all aspects of water and related resources planning, utilization, management, and development.

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

f. 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.

g. Opening up and maintaining lines of communication between members of the Section, the American Water Resources Association, and the public.

4. To promote the rational and objective development and utilization of water resources.

5. To cooperate with Federal, State, and local agencies, private companies, and with other local sections and chapters of national organizations concerned with water resources.

#### **ARTICLE V - Membership**

Section 1. Individuals from the private, public, educational, industrial, engineering, scientific, nonprofit, and governmental sectors of Wisconsin and other states, who have expressed a desire to participate as members in the Section and the furtherance of its objectives, are eligible for membership.

Section 2. There shall be only one class of membership and membership shall be conferred upon payment of annual dues.

Section 3. Membership in the American Water Resources Association is not required for membership in the Section. Any member of the American Water Resources Association is entitled to attend the meetings of the Section and upon payment of dues shall become a member.

Section 4. Annual dues will be collected as part of the registration fee for the annual meeting, as a requirement for continuing membership. The Board of Directors, at any of its meetings, may set dues by a favorable vote of at least two-thirds of those present. Dues may also be paid separately on a calendar year basis.

Section 5. All members of the Section are eligible to vote, hold office, serve on committees, and act on any business that comes before the Section at the annual or special meetings.

**ARTICLE VI - OfficersBoard of Directors**

Section 1. Definition and Purpose of the Board of Directors

The ~~officers~~voting Board of Directors of the Section shall be President, ~~President-Elect~~, Vice President, Secretary, ~~and Treasurer~~, and four General Board Directors. The President Emeritus shall ~~preside~~serve in an advisory, non-voting role.

The purpose of the Board of Directors is to manage the affairs of the Section including administration, program development, and supervision of financial affairs. They shall meet at least twice annually.

Section 2. President

The President shall provide leadership to the board by presiding at meetings, and shall, in consultation with the Board of Directors, appoint all committees, and shall perform all other duties incident to the office. The President shall prepare, in collaboration with the ~~Secretary and Treasurer~~other members, an annual ~~report~~update of the Section's activities to be presented to the annual meeting of the Section and provided to be forwarded by the Secretary to American Water Resources Association. The President must be a member of the American Water Resources Association.

Section 3. Vice President-Elect shall

The Vice-President shall support the President in leading the organization and perform the duties of the President when the latter is absent-and. The Vice President shall succeed to the office of President in the following year.

~~Section 4. The Vice-President shall perform the duties of President-Elect when the latter is absent.~~

~~Section 5.~~ Section 4. Secretary

The Secretary shall keep the minutes of the Section's meetings, shall issue notices of meetings, and shall perform all other duties incident to the office.

~~Section 6.~~ Section 5. Treasurer

The Treasurer shall be responsible for all funds of the Section and the dues of the American Water Resources Association as agreed to between the Board of Directors and

the American Water Resources Association. ~~The Treasurer's accounts shall be audited at the close of each year as directed by the President.~~ The Treasurer shall prepare an annual report and financial statement for presentation that is reviewed by the President and presented at the annual meeting.

#### Section 7. ~~6.~~ General Board Directors

~~The Officers~~General Board Directors shall advise and support the overall direction of the Section shall.  
Specific duties for these positions shall be selected to support the current needs of the Section and be assigned by the President, in consultation with the Board of Directors.

#### Section 7. President Emeritus

The prior year's President may serve for one year on the board as a non-voting advisory role.

#### Section 8. Office Terms

The Board of Directors of the Section shall serve for two-year terms, except for the Secretary and Treasurer who shall serve two years, and may, with the exception of the Vice President and President-Elect, succeed themselves. Their terms terms which are one year. The Vice President shall serve for one year and then automatically transitions into President the following year.

Terms of office shall commence on the first day of the month following their immediately after the election, and terminate upon the commencement of the terms of their successors.

Section 8. Officers shall be selected from the membership of the Section and All positions, except Vice President and President, can run for a second consecutive term without needing majority approval by the Board of Directors. Being on the ballot for additional terms beyond two is then permitted with majority board approval.

A President may complete their term and run for one of the General Board Officer positions or Vice President again with board approval to be on the ballot. This would be consistent with any other board member seeking a third term.

A candidate that wants to run for Vice President after having already served for two or more consecutive terms in

another position may do so with majority board approval to be on the ballot. A candidate wanting to run for Vice President after having served one prior term in another position does not need board approval to be on the ballot since they would only be entering their second consecutive term.

Exceptions to these terms rules are allowed in special circumstances by a majority board vote; the person seeking the exception is ineligible to vote in this.

#### Section 9. Board Eligibility

All members of the Board must ~~residework~~ or have worked professionally within the territorial boundaries of the Section. ~~Officers must be members of the American Water Resources Association.~~

~~Section 9. Officers shall be nominated by a Nominating Committee, which shall be appointed by the~~ All elected positions, except Vice President, ~~Past President,~~ and ~~President-Elect.~~ do not require any prior board service.

In addition, ~~nominations may be submitted by written petition signed by not less than 25 members of the Section in good standing, or 20 percent of the number of Section members as of the immediately preceding January 1, whichever is smaller, and be delivered to the Secretary of the Section to the above terms, eligibility for Vice President is at least ~~60~~one prior board term. Once elected to the Vice President position, this individual automatically becomes President the following year.~~

In addition to the above terms, eligibility for President is serving as Vice President in the prior term. The President position is not on the ballot and the Vice President position automatically transitions into President after one year.

Exceptions to these eligibility rules are allowed in special circumstances by a majority board vote.

#### Section 10. Nominations

Any Section member may self-nominate or nominate another member to be on the ballot for a Board position. Nominations should be received at least 14 days prior to the ~~election.~~elections. Nominations will be reviewed and approved to be on the ballot by the Board of Directors.

Section 11. Elections

Elections may be conducted at the annual meeting, a special meeting or remotely, as determined by the President. A candidate must receive a plurality of the votes cast. The to be elected.

An election shall be held no later than August 1. Balloting may be conducted in a special meeting or by mail, as determined by the President. annually.

Section 10. 12. Special Exceptions

If a Board member is either not fulfilling their duties, is found to be in violation of these By Laws, or is violating common sense board member expectations, remaining Board members may hold a special vote to vacate that position. The vote shall pass with 6 or more votes in favor.

In the event an office is vacated either voluntarily or by action of the Board of Directors, ~~as described in Article VII, Section 4,~~ the Board of Directors shall appoint someone to fill out the unexpired term.

**ARTICLE VII - Board of Directors**

~~Section 1. The Board of Directors shall be the Officers, the immediate Past President, and two Directors-at-Large.~~

~~Section 2. Directors-at-Large shall be members of the American Water Resources Association and will serve 2-year, staggered terms.~~

~~Section 3. The Board of Directors shall manage the affairs of the Section including administration, program development and supervision of financial affairs. They shall~~And if no candidates meet at least twice annually.

~~Section 4. In the event a vacancy develops in the Board of Directors, the remaining members of the Board shall be authorized to appoint someone~~the stated prerequisites for a position, the board can vote to temporarily bypass that prerequisite in the interest of being able to fill the vacancy for the unexpired term. position and have a fully functioning board.

~~Section 5. Members of the Board of Directors must reside within the territorial boundaries of the Section.~~

~~Section 6.~~

Section 13. Indemnification

In order for the ~~Corporation~~Section to obtain and retain qualified ~~Directors and officers~~board members, the ~~Corporation~~Section shall indemnify such ~~Directors and officers~~board members to the fullest extent provided by law and, without intending to limit the foregoing, these bylaws incorporate by reference the indemnification provisions applicable to ~~directors and officers~~board members set forth in sections 181.0871 et. ~~seq~~seq., Wis. Stats., as such sections may be amended, superseded or renumbered from time to time.

#### **ARTICLE ~~VIII~~VII - Committees**

~~Section 1. The Nominating Committee shall be~~ Committees may be formed each year as specified in Article VI, above.

~~Section 2. The following standing committees shall be appointed each year by, at the President of the Section with the approval~~ discretion of the Board of Directors of the Section. The duties of these committees shall be as indicated., to help the organization fulfill specific organization objectives.

##### Auditing

~~a. Section 2. Committee — to audit the accounts of the Treasurer of the Section.~~

~~b. Tellers Committee — membership is not restricted to count and report the results of all Section balloting.~~

~~Section 3. The following standing committees may be appointed each year by the President of the Section with the approval of the Board of Directors.~~

~~a. Membership Committee — to promote the Section and the American Water Resources Association and to recruit new members.~~

~~b. Program Committee — to recommend time and place and to make arrangements for all meetings of the Section.~~

~~c. Publication Committee — to prepare a regular newsletter informing members of the Section of the activities of the Section and to furnish news, both personal and professional, of interest to the members of the Section.~~

~~d. Others deemed appropriate by the President and the Board of Directors.~~

Section 4. Special



Section 3. Committees shall serve until their duties are accomplished, but may be dissolved upon a majority vote at any Section meeting ~~or by Board of Director vote.~~ Members of ~~standing committees~~ a committee shall serve until the annual meetings and shall be eligible for reappointment. ~~The Board of Directors shall determine the committees to be appointed and recommend the scope of their functions.~~

Section 5.4. No committee shall expend funds of the Section unless authorized by the Board of Directors.

### **ARTICLE ~~IXVIII~~ - Meetings**

Section 1. There shall be an annual business meeting of the Section ~~to be held between the months of January and May each year.~~ The Secretary shall notify the Section's membership ~~by letter or in the Section Newsletter,~~ of the exact date and place. The Board of Directors will determine the time and place of the annual meeting at least 30 days in advance of the annual or other meeting.

Special meetings ~~shall~~ can be called by the President upon written petition of not less than 25 Section members, or 20 percent of the number of members of the Section as of the immediately preceding January 1, whichever is smaller, 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 must be given of any special meetings.

Section 2. Any business which may properly come before the Section membership may be discussed and acted upon at the annual or other 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 or announced in the Section Newsletter~~ Board of Directors to the members at least 15 days in advance of such special meeting.

Section 3. A quorum at any Section meeting shall consist of 25 members present in good standing, or 20 percent of the number of members as of the immediately preceding January 1, whichever is smaller.

Section 4. The order of business and all parliamentary ~~procedure~~procedures at any meeting shall be in accordance with Robert's Rules of Order, except where this may conflict with these BY-LAWS of the Section or the By-Laws of the American Water Resources Association.

Section 5. An Annual Conference, to deal with water resources science, technology and policy, may be held concurrent with the Annual Business Meeting. Symposia also may be held at the Annual Conference, under either the Section sponsorship or jointly with other organizations, to deal with specific scientific or technical water resources issues.

#### **ARTICLE ~~XIX~~ - Funds**

Section 1. The funds of the Section shall be the responsibility of the Section Treasurer. Funds shall be deposited to the credit of the Section in a bank approved by the Board of Directors.

#### **ARTICLE ~~XIX~~ - Dissolution**

Section 1. This Section may be dissolved by two-thirds vote of all the Members of the Section ~~through mail~~ balloting; or by the Board of Directors of the American Water Resources Association 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. All remaining monies, and other assets shall be transferred to the American Water Resources Association. All records, correspondence and other papers shall be forwarded to the President of the American Water Resources Association for filing or disposal by that Association.

#### **ARTICLE ~~XIIXI~~ - Amendment**

Section 1. These BY-LAWS may be amended by a majority vote of members present at any annual or ~~general~~special meeting, or at any special meeting called for this purpose, provided that in every case a quorum as specified in Article ~~IXVIII~~, above is present, and written notice of the proposed amendment is sent to each Section member as previously

provided at the time notice of the date of the meeting is announced.