

Pennsylvania Section Bylaws – Appendix B

APPENDIX B PENNSYLVANIA SECTION WATER UTILITY COUNCIL ORGANIZATION AND OPERATING RULES GUIDELINES

Section 1. Establishment and Purpose of Water Utility Council

There is hereby established within the Section a Water Utility Council (Council). The purpose of this Council shall be to develop action programs to initiate, evaluate, respond and comment, within the framework of Section and Association policies, on legislative, regulatory and other matters which directly affect water utilities and to encourage provision of high quality drinking water service to the consuming public. To assist in educating government officials and the general public on drinking water issues, the Council shall provide technical information possessed by AWWA members to legislators and regulators at all levels of government. The Council shall also bring to the attention of other councils and committees within the Section and the Association those policies, procedures and matters which may fall within their areas of interest. In particular, the Council shall cooperate with the Association's Water Utility Council in responding to and implementing the programs of such latter Council.

Section 2. Membership

The Council shall be comprised of twelve (12) individuals, each of whom shall represent a utility member of the Section (utility member), and six (6) non-utility members, at least one of whom shall be a representative of a state agency having regulatory authority over public water supplies. As used in this Appendix, a utility member is defined as an organization which holds a utility membership in AWWA and whose dues and any Association and Section assessments have been paid up to date.

Section 3. Members, Election and Appointment

The utility members of the Section shall elect Four (4) utility members of the Council by mail ballot prior to each Section's Annual Conference. At least one-hundred twenty (120) days prior to the Section's Annual Conference, the Council Chair shall appoint a nominating committee whose responsibility shall be to nominate one (1) or more utility member for each utility member term expiring following the next Section Annual Conference. At least seventy-five (75) days prior to the Section's Annual Conference, the Chair of the Nominating Committee shall prepare a sample ballot listing the nominees and submit the ballot to the Section Secretary. At least sixty (60) days prior to the Section's Annual Conference, the Section Secretary shall mail a ballot to each utility member of the Section with instructions for voting and cut-off date for submission of ballots. At least thirty (30) days prior to the Section's Annual Conference, the Section Secretary shall submit to the Council Chair a tabulation of the results of the balloting. Ballots shall be available for review by Section members at the Section's Annual Conference.

Upon notification of election to the Water Utility Council by the Section Secretary, each utility member shall designate, in writing to the Council Secretary, the individual and any alternates who will be authorized to represent that member utility, with full voting rights, at the Council meeting.

The non-utility members, and any alternates, of the Council shall be appointed by the Section Chair immediately after the Section's Annual Conference, with the concurrence of the Section Board.

Section 4. Members' Term of Office and Vacancies

The term of the utility members shall be three (3) years. Members shall be eligible to succeed themselves for one additional term of three (3) years. After absence from the Council for one (1) year, a utility shall be eligible for reelection to the Council.

The term of non-utility members shall be one (1) year and they shall be able to succeed themselves without limit.

The terms of newly appointed and elected members shall begin, and those of their predecessors shall end, at the conclusion of the Section's Annual Conference.

If a Council member, alternate or substitute does not attend three (3) consecutive Council meetings, that member's office may be declared vacant by majority vote of the Council unless there is just cause, satisfactory to the Council, for such absence. Vacancies occurring in the membership of the Council shall be filled by appointment by the Section Chair for the unexpired term. At no time shall there be fewer than three municipal members, three authority members, and three investor-owned members unless the nominating committee, after due diligence, has established that three (3) of any type of membership is not available and/or willing to serve. In filling vacancies, the Section Chair shall make every effort to ensure that, at any given time each District in the Section has at least one utility member on the Council. All such appointees shall be eligible for election for an initial and additional full term of office following the expiration of the unexpired term.

Section 5. Officers and Duties

The Officers of the Council shall be a Chair, Vice Chair, and Secretary. Officers shall be elected by the Council and shall be a representative of a utility member of the Council. Members shall have served at least one (1) year on the Council before becoming eligible to be an officer. The duties of the officers shall be:

Chair

- a) Have general supervision over the affairs of the Council.
- b) Preside at all meetings of the Council at which he/she is present.
- c) Appoint all committees.
- d) Be an ex-officio member of such committees as he/she desires.
- e) Assign specific duties to Council officers and members as necessary.
- f) Represent the Council at appropriate functions.

- g) Be or appoint an official spokesperson for the Council.
- h) Annually present a report on Council activities as described in Section 14.
- l) Represent the Council on the Section Board.
- j) Serve as the primary liaison with the Association's Water Utility Council.

Vice Chair

- a) In the absence of the Chair, temporarily fulfill the duties of Chair.
- b) As requested by the Chair, assist in supervising Council activities and preparing Council meeting agendas.
- c) In the absence of the Chair, represent the Council on the Section Board.

Secretary

- a) Have responsibility for and custody of all records of the Council.
- b) Coordinate with the officers any correspondence necessary for the conduct of the Council business.
- c) Provide minutes of all Council meetings.
- d) At the direction of the Chair, prepare and distribute meeting notices, agenda and materials for Council member review and consideration.

Section 6. Officers' Terms of Office and Vacancies

The term of office of the Chair, Vice Chair, and Secretary shall be two (2) years or until such time as their term as a utility member of the Council expires, whichever is less. Officers shall not be eligible to succeed themselves unless they have served less than a full two-year term. Officers shall be elected every second year at the Council meeting held at the Section's Annual Conference. The Vice Chair shall not automatically succeed to the Chair.

In the event a Chair is unable to complete his term, the Vice Chair shall act as Chair until the next Council meeting at which time a new Chair shall be elected to fill the unexpired term. Vacancies occurring in other offices shall be filled by appointment of the Chair for the unexpired term and all such appointees shall be eligible for election at the next scheduled election to a full term in office.

Section 7. Executive Committee

There shall be an Executive Committee of the Council composed of the Officers and two (2) additional utility members appointed by the Chair. The Executive Committee shall be empowered to act for and on behalf of the Council in all matters affecting the Council when matters arise which cannot await a regularly or specially scheduled meeting or cannot be addressed by a letter ballot.

Section 8. Voting

Each member shall have one (1) vote.

A majority of the members present and voting at a meeting are required for passage of any matter before the Council.

Only members of the Council shall be eligible to vote on matters before the Council. Members of other organizations who participate in Council meetings, substitutes and guests shall not vote on any matter before the Council, provided however, a substitute for any utility representative shall be eligible to vote on any matters before the Council provided that they have a written proxy, executed by an officer of the utility they are representing, and submitted prior to or at the start of the meeting at which they wish to vote.

Section 9. Letter Ballots

Letter ballots may be sent to Council members when proposed Council action cannot be deferred until the next scheduled Council meeting. Each letter ballot shall contain a summary of the issue to be voted on, any attachments necessary to allow members to examine the issue in depth, a response date, and provision for three (yes, no, abstain) responses. An affirmative vote of two-thirds of the members shall be required for passage of a letter ballot. Comments on the issue raised in a letter ballot will be welcomed, but will not be substituted for a vote. A vote by fax will be accepted if the letter ballot follows it within seven (7) days.

Section 10. Meetings

The Council shall hold at least one (1) meeting each year ("the Annual Council Meeting"), coincident with the Section's Annual Conference. Other meetings may be held upon call of the Chair or by eight (8) members of Council at such times and places as may be specified. A majority of the members shall constitute a quorum to conduct a Council meeting.

The Council Secretary, with the advice of the Chair and Vice Chair, shall prepare a meeting agenda and distribute it to the Council at least fifteen (15) days prior to each Council Meeting.

Section 11. Substitutes

Council members should have their designated representative or alternate attend all meetings of the Council to the best of their abilities. If a Council member is unable to attend a meeting, a utility may designate a substitute to represent it at a Council meeting.

Substitutes may participate in Council meetings in the absence of the designated representative or alternate, but will not be accorded the privileges of full membership (except as specified in Section 8 above).

Section 12. Committees

The Chair shall be empowered to appoint such standing and ad hoc committees as in his/her opinion may be required to properly conduct the business of the Council. Section members who are not members of the Council shall be eligible for

appointment to committees.

Section 13. Special Funds

If, in the opinion of the Council, implementing the Council's programs requires expenditures beyond funds available to the Council, the Council, after concurrence of the Section Board, may make a special assessment against utility members of the Section. The special assessment shall not exceed 10% of the utility members' annual Association dues, to cover such expenditures. Approval of assessments shall require approval of two-thirds of the utility members of the Council and an affirmative vote of two-thirds of the Section Board present at the Board meeting at which the assessment is considered. The Section Secretary shall be responsible for collecting the assessment.

Section 14. Reports

At least thirty (30) days prior to each Annual Council Meeting, the Chair shall present a written report on Council activities to the Section Board.

Section 15. Amendment of the Organization and Operating Guidelines

Amendments to the Organization and Operating Guidelines must be approved by the Council and the Section Board. Proposed amendments shall be circulated to all Council members at least one (1) full month before the meeting at which a vote is to be taken. These Organization and Operating Guidelines may be amended by a two-thirds vote of all Council members present and voting at a Council meeting. They shall not be subject to amendment by letter ballot.

After approval by the Council, the Council Secretary shall forward the proposed amendments to the Board for review and approval, prior to becoming effective. An affirmative vote of a majority of those Board members present at the board meeting at which the amendment(s) is considered shall constitute approval. A vote of the general membership shall not be required.

Section 16. Responsibilities

The responsibilities of the Council shall include, but not necessarily be limited to, developing action programs to initiate, evaluate, respond and comment within the framework of Association and Section policy on legislative, regulatory and other matters which directly affect water utilities in order to encourage provision of an adequate quantity of high quality drinking water service to the consuming public.

Tasks shall include but not necessarily be limited to:

- Monitor and evaluate legislation and regulations for impact on drinking water industry.
- Assemble and analyze data from industry and public records and develop proposed Section positions on issues of interest to the industry.
- Develop presentations on government regulations and proposed legislation that reflect the Section's knowledge and expertise, reinforced by factual technical data, concerning drinking water.
- Coordinate Section membership response to legislative/regulatory initiatives.

- Support the Association Water Utility Council efforts in responding to Federal Legislation/Regulation.
- Initiate and coordinate membership and industry surveys.
- Represent Association/Section at public meetings, industry workshops, and study groups, among others.
- Conduct liaison with other public and private interest groups and professional organizations.
- Recommend legislation and regulations to correct inconsistencies and inequities in regulation and administration of the drinking water industry.
- Assist states by reinforcing program needs, particularly funding requirements, proposing research, among others.
- Report legislation and regulations impacting the industry to the Section membership and, as appropriate, to the International Association Water Utility Council.
- Report to the Government Affairs Office any incident involving waterworks, which occurs in the local, state or regional area, which may attract national attention.
- All recommended policies and positions of the Water Utility Council shall be submitted to the Pennsylvania Section Board for approval, provided, however, if the need to respond to an issue does not allow prior approval by the Pennsylvania Section Board, the Council may respond with the concurrence of the Section officers.