Section Bylaws
How-to-Guide
What Are Bylaws?

Bylaws are self-created rules for an organization. They are a legal document required by governments to show how an organization makes decisions. In a way, they are a declaration of what is core to the organization. Bylaws are required for both nonprofit and for-profit organizations, and are bound by specific federal, state, and provincial laws. In fact, some jurisdictions require certain provisions in nonprofit bylaws for the organization to legally operate.

Purpose of Bylaws

Bylaws give an organization’s Board authority, define the limits and scope of work for the organization, and document key governance concepts. When used correctly, bylaws help an organization run itself in a streamlined, efficient, and fair manner by detailing how leadership is selected and removed, the scope of work for the board of trustees, and other key concepts. Most importantly, bylaws can help solve ambiguities in the way that organizations are run, and they are a globally accepted part of corporate practice. Within AWWA, Section bylaws create and maintain a strong link between AWWA—the Association and its Sections—and, along with the Affiliation Agreement, help to define the relationship between the parties.

Section Bylaws Background

AWWA Section bylaws intentionally mimic those of the Association. This is by design as Sections are a formation of the Association, as laid out in Article VIII of the Association bylaws. Sections are established by the authorization of the AWWA Board of Directors (Board Policy Manual 4.2.1). Because of this connection, changes to Section bylaws require approval by both the AWWA Executive Committee and Section membership. Section bylaws require membership approval because this step ensures members are engaged in the governance of their Section.

Section bylaws connect to the Association bylaws through the use of similar or identical wording. Section bylaws also reference Association documents such as the AWWA Board Policy Manual, AWWA Bylaws, and AWWA Articles of Incorporation. In addition, both Association and Section bylaws specify the role of the Section’s AWWA Director. This position creates another connection with the Association through the AWWA Board of Directors, the highest level of AWWA leadership.

Consistency in Section bylaws ensures some level of consistency among members’ experiences as they enter leadership ranks. However, there are also aspects to each Section’s bylaws that reflect the things that make each Section unique, such as the ascension order/track to becoming Chair/President or defining the boundaries of sub-Sections.
Background of the Template

The Section Bylaws Template is a document created to help Sections meet Association and basic legal requirements for bylaws. The template helps guide Section leaders who may be unfamiliar with the intricacies and complexities of writing bylaws. It also identifies the various components that are needed in order for Section bylaws to comply with Association requirements. Finally, the template was created to help Sections revise their bylaws in the easiest and most direct way possible.

In 2015 and again in 2018, the Section Bylaws Template was revised. The revision process that began in 2015 involved AWWA’s Section Services group, AWWA Executive Office, and two law firms. This revision was a holistic review of the entire document to better clarify the expectations and connections between various articles and explored how the wording could affect interpretation and application in the field.

In 2018, the AWWA Board of Directors voted to change the bylaws review process, delegating the approval of Section bylaws to the Executive Committee, thereby eliminating the need for an additional vote by the AWWA Board. The template was then updated in 2018 to reflect this change in process as well as provide additional clarification where needed.

Using the template

The bylaws template contains three types of provisions that your Section needs to be aware of when updating your bylaws:

**Required Text** – This is language that was written by AWWA’s legal representation and is required to appear in identical form in every Section’s bylaws. The only exception to this rule is if applicable legal regulations require a change (any change would have to be discussed with Section Services).

**Required but Editable Text** – This is language that is required in some form but is editable to reflect Section operations and any other circumstances. For example, Sections are required to list the officer positions on their Boards, but the terminology of those positions may vary by Section.

**Optional Text** – This is language that does not need to appear in the bylaws but is in the template to accommodate Sections that need it.

Items Requiring Special Attention

Although the Section Bylaws Template has been through multiple reviews with Association leadership and legal representation, there will be Section-specific processes that differ from the template and may need to be vetted by a legal professional. The following are some examples of these processes:

**Federal, state, or Provincial Requirements**—Federal, state, or provincial governments vary in the degree of oversight when it comes to nonprofit organizations. A Section’s bylaws must conform to the requirements for bylaws of the state/province where the organization is formed. However, in some cases, nonprofit organizations may be required to conform to the requirements of all states or provinces where the Section conducts business. This would affect multi-state/province Sections. Additionally, in Canada there are differences between provincial incorporation and federal incorporation.

**Terminology Used for Officers**—Most Sections use the term “Chair” when describing the head of the governing board, but some Sections (especially outside the U.S.) use “President.” The difference in terminology is allowed with the template, but care should be taken to ensure consistency across the entire document so there is no ambiguity about positions. Certain Section officer positions such as Chair and Secretary or Secretary-Treasurer are required.

**Voting**—Voting is a subject for which states/provinces typically have very specific requirements. There may be requirements for all people on a Board to have a vote. There may be restrictions on who can be a part of the Section audit committee. In addition, the acceptability of electronic and mailed balloting may vary depending on the state or province.

**Quorum and Thresholds**—The definition of a quorum at meetings and the thresholds needed for an
affirmative vote are very important, both for general meetings and meetings of the Board of Trustees. A quorum is the number of members in attendance at a meeting for the meeting to be considered valid. A vote threshold is the minimum share of votes needed for a motion to pass or for a candidate to be elected. Thresholds are likely to be different for different types of votes. For example, a simple majority or a two-thirds vote for a Board decision may be appropriate, while a plurality (when a candidate or proposition receives more votes than any other option, even if it does not receive a majority of all votes cast) may be more appropriate for a general membership decision or for elections. A quorum and thresholds must be specifically defined and clear for each situation. The exact numbers required for a quorum and thresholds may differ depending on when voting occurs, historical voting rates of membership in elections, and the ability to manage the electoral process.

**Section-Specific Portions** – There are portions of the bylaws highly specific to each Section. For example, the AWWA bylaws allow for the creation of sub-Sections, a subdivision of a Section’s existing geographic territory. Section leadership may choose to include specifics about the election of sub-Section officers in the bylaws.

**Section Leadership Order, Titles, Position Responsibilities**

Although the Section governance structure listed in the Standard Bylaws Template is based on the Association’s governance structure, there are nuances that make each Section unique. The two areas where governance differs most is:

**Leadership Order, or the specific order to becoming Chair/President of a Section**

In most Sections, there is a very specific order that must be followed by an individual wishing to be Chair or President of a Section. Typically, the person joins the board after chairing a committee. They join the board as a trustee and serve for several years in various positions, then are nominated and elected to Vice Chair, Chair-Elect, then Chair. While this is the typical order, each Section will have its own ways of doing things. Some sections may require a stint as the Secretary-Treasurer prior to serving as Chair. For most Sections, the AWWA Director is required to have served a term as Chair or President before being eligible to be nominated.

**Titles and Position Responsibilities**

In some Sections, there is a distinction made between junior trustees (first year on the Board) and senior trustees (second year on the Board). In other Sections, the Vice Chair may be called the Chair-Elect or 1st Vice Chair while the 2nd Vice Chair is what other Sections may call their Vice Chair. Titles and position responsibilities should make sense for each Section in their bylaws. Keeping these simple and general will allow the Section to grow without needing to revise the bylaws constantly. Titles should be clear and simple, and responsibilities should be broad enough to encompass all that would be required of board members.

While the leadership order, titles and responsibilities might be different from the template, the key is to have consistency throughout the bylaws. Your Section Relationship Manager can help you understand these differences and how to best characterize your Section’s titles and leadership order in the bylaws.

**Committees**

A key component of the Section experience is volunteering, whether it is once a year at the annual conference or throughout the year on a committee. Like other types of organizations, committees have cycles and will likely experience a variety of stages, from high output and high level of activity to no output and essentially defunct, caused by any combination of factors.

The key to representing committees in the bylaws is not to list all committees, but to ensure the board is given the authority to create and dissolve committees. There are standing committees that should be defined in the bylaws, such as the Executive Committee, but programmatic committees (such as an Annual Conference Committee, Young Professionals Committee, Philanthropy Committee, etc.) can be formed on an administrative basis and do not need to be listed in the bylaws. This distinction will give Section leadership the flexibility to create and dissolve committees without needing to enter the formal bylaws review process every time. It also allows Sections to meet the demands of operations more efficiently.

**Bylaws versus Policies & Procedures**

When adding Section-specific language, it is important to determine whether Section-specific items should be included in the bylaws or if they are more appropriate to include in Section policies
and procedures. Bylaws are meant to address the highest levels of governance and require several votes by different bodies to be amended. In addition, bylaws are at times left intentionally vague in order to afford organizations the latitude to make operational decisions. Policies and procedures, on the other hand, focus on the ways in which organizations operate and carry out their work. As such, they are much more specific and can often be amended by the Section’s Board of Trustees alone.

Jay Shinn, Board President of the Osher Life Long Learning Institute at The University of Georgia, summarized the differences in this way:

“Our Bylaws tell the world, and particularly our members, who we are, what we intend to do, and how our governance process is established and organized in order to oversee accomplishment of our mission. Policy & Procedure define the ways and means.”

Section Bylaws Update Process

There are six major milestones in the bylaws update process:

1. Talk with your Section Relationship Manager.
2. Update language.
3. Submit to AWWA for collaborative review.
4. Submit to AWWA Executive Committee for review/approval.
5. Conduct membership vote.

It looks simple, but the entire process will generally take about one year from start to finish because of the multiple approvals required. In total, there are 19 steps from start to finish, involving Section leadership, Section legal representation, the Section Services group, AWWA Chief Membership Officer, AWWA Executive Office, AWWA Executive Committee, and finally Section membership (see the timeline below for a detailed explanation).

Timeline for Updating Bylaws

The timeline for updating Section bylaws is marked by a series of deadlines. Many different groups will review the proposed bylaws changes before they are voted on by Section members. The timeline is also largely dependent on when the AWWA Executive Committee meets, which is generally four times a year (winter, spring, summer, and fall).

The next page shows the general schedule for each bylaws cycle, showing major milestones. Keep in mind that there may be several steps contained in each of the major milestones shown. You will also want to consider voting timelines dictated by your current bylaws. Most Section bylaws state that members must be provided with a copy of the proposed bylaws changes at least 30 days in advance of a vote. Some bylaws require an additional 30-day voting period on top of that.

To hold a member vote in December, January, or February

<table>
<thead>
<tr>
<th>APRIL</th>
<th>MAY/JUNE</th>
<th>JULY</th>
<th>AUGUST</th>
<th>SEPT/OCT</th>
<th>NOVEMBER</th>
<th>DEC/JAN/FEB</th>
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To hold a member vote in March, April, or May

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<th>AUG/SEPT</th>
<th>OCTOBER</th>
<th>NOVEMBER</th>
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To hold a member vote in June, July, or August

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<th>OCT/NOV</th>
<th>DECEMBER</th>
<th>JANUARY</th>
<th>FEB/MAR</th>
<th>APRIL</th>
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To hold a member vote in September, October, or November

<table>
<thead>
<tr>
<th>DECEMBER</th>
<th>JAN/FEB</th>
<th>MARCH</th>
<th>APRIL</th>
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Holding a Member Vote

Once your Section’s bylaws have been approved by the AWWA Executive Committee, you will receive a formal notification from the Manager of Section Services. It is then time to prepare for holding a vote of Section members. You will first need to examine the amendment process listed in your current bylaws. This will inform the timeline and manner of voting.

Many Section bylaws stipulate that members be given at least 30 days to review any proposed changes to the bylaws. Most Sections choose to post a redline version and a clean version of the bylaws to their website (the Association will provide you with both copies). Sections will then send either an electronic or written notice to all voting-eligible members, announcing the vote and directing members where to find the proposed bylaws changes online. Some Sections have included the proposed bylaws changes in their printed/online newsletter. Again, this will depend on the process outlined in your current bylaws.

It may be helpful to provide members with a brief summary of the changes that have been made to the bylaws, especially if there are substantial revisions. This helps members understand the reasoning behind the changes and provides important context. Your Section Relationship Manager can help you brainstorm some language to use.

Completing the Process

Once the vote is final, the Section’s Secretary or Secretary-Treasurer will need to submit a memo to the Association to announce the outcome. See the section microsite for the “Approval Memo Template” to use. Simply fill out the highlighted areas in the memo template and return to your Section Relationship Manager. The bylaws then go into effect immediately.

Once approved, you may want to upload the new bylaws to your Section’s website and update any internal documents. Then, you can breathe a sigh of relief…the process is over!
How was the Section Bylaws Template built and where do the required components come from?

The Section Bylaws Template was modeled after the Association’s bylaws and contains many references to Association Documents. For example, Article XIII of the template describes several types of meetings that Sections are required to hold at least once a year. These requirements come directly from the AWWA Board Policy Manual, in Section 5.1.5. Throughout the Section Bylaws Template, you will see blue text that provides context and information about why certain items are required and where the corresponding information can be found in AWWA Documents.

Is there a requirement that the Sections change their bylaws to conform with the new template?

The short answer is yes. There is an overall governance requirement that Section bylaws are in conformity with Association governance. There is an understanding of the amount of time needed to go through the preview process, so you don’t have to rush to do it right now. Your Section Relationship Manager will consult with you on the best timing and what needs to be changed. Bylaws are one of the core principles of Section and Association alignment. It’s best to take time to make effective, thoughtful change, rather than rushing through the process and having to make additional edits later on.

Can you walk through a sample timeline that includes all the reviews along the way? It appears that it is a year-long process?

It may be a year-long process, but it doesn’t have to be. Much of the process is dependent on when the Section chooses to hold a vote of the membership. If your Section decides to hold a vote by mail or electronically, there are fewer time constraints. If, however, you want to hold the vote at your annual meeting, then the timeframe gets much tighter and you may have to begin earlier in the year. Truthfully, the quickest you can probably conduct this process is about nine months from the time you decide to revise your bylaws, to getting approval by the Association Executive Committee and putting the bylaws forward for a vote by Section members. It can take a year if you are not cognizant of the specific dates. Your Section Relationship Manager will really help you to understand how you can optimize your time. Finally, another limiting factor is what your current bylaws say about amendments. It may be that your members need at least 30 days to review any of the proposed amendments; it might be 60 days. Both 30-and 60-day notice requirements exist in Section bylaws.

Who is involved in the review process?

Most of the time, a Section has a bylaws committee which examines the current bylaws and starts to create proposed changes. It’s important for that bylaws committee to engage the Board and any Section staff while drafting these changes. There are many implications for these bylaws, which you may not understand unless you’ve experienced what a rule or constraint actually means in practice. Getting feedback from those stakeholders is critical and getting it early in the process is also important.

Board members and Section staff might also have some valuable advice for things to look at that the bylaws committee may not have considered. The sooner you’re aware of those concerns and incorporate that feedback, the more efficient the process.

Your Section Relationship Manager is your Sherpa through this process. They understand the template and understand the context of these bylaws, as well.

There are some cases in which the bylaws will even get legal review. AWWA may even obtain expert advice if there is some aspect we aren’t sure about. If we think it’s better to get a second opinion, that takes a little more time.

When faced with a question, the Section Relationship Manager may be able solve that problem for you. However, they may need to run it up the flagpole here or take it outside for legal review. In any case, it’s important to allow your Section Relationship Manager ample time to review the bylaws and follow-up on any outstanding questions/issues.
Your draft changes to the bylaws get several reviews at the Association level. Your Section Relationship Manager looks at them, along with the Manager of Section Services, the Chief Membership Officer, the CEO, and Deputy CEO. All these people review them, so it is not just a casual effort.

Is it absolutely necessary for an attorney to review the bylaws?

It isn’t required that you have your attorney review your bylaws, though there are some cases where we might recommend it. Voting is probably the one area that requires the most scrutiny. It’s critical to make sure that whatever voting mechanism, whatever quorum, whatever vote threshold you propose is going to be successful, and whatever method of a vote is proposed, is going to be valid in your state/province. This is an area where we will pay close attention. We might double-check the law here and have our attorneys do the same, to determine whether your proposed form of voting is acceptable. For example, some states do not allow electronic voting, while other states heavily regulate how electronic voting should be conducted.