

**BY-LAWS**  
**OF**  
**FLORIDA SECTION**  
**AMERICAN WATER RESOURCES ASSOCIATION**

Adopted May 21, 1971  
Amended January 31, 1975  
Amended September 28, 1979  
Amended May 20, 1983  
Amended July 13, 1984  
Amended September 21, 1984  
Amended September 27, 1985  
Amended March 20, 1987  
Amended May 19, 1989  
Amended November 15, 1991  
Amended September 21, 2001  
Amended November 18, 2004  
Amended July 24, 2008

**ARTICLE I - Name**

Section 1. The Name of this Section of the American Water Resources Association shall be the FLORIDA SECTION, AMERICAN WATER RESOURCES ASSOCIATION.

**ARTICLE II – Territory**

Section 1. The Florida Section, American Water Resources Association shall include all of the State of Florida.

**ARTICLE III – Location**

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

## **ARTICLE IV - Objectives**

Section 1. The objectives of the Florida Section shall be the same as the National Association as follows:

1. To provide a common forum in which to meet, discuss, exchange ideas, and assist all scientists, educators, scholars, technologists, engineers, legislators, lawyers, planners, research workers, users, consultants, and other persons otherwise concerned with the conservation, development, management, and utilization of fresh and marine waters and related resources together with their environmental aspects.
2. To encourage and assist in:
  - a. Inventorying the quantity, quality, and location of all waters and related resources.
  - 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 resource 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 communications between members of this Association and the public.
3. To promote the rational and objective development and utilization of water resources.
4. To cooperate and with other local sections and chapters of national organizations concerned with water resources.

## **ARTICLE V - Membership**

- Section 1. There shall be only one class of Section Membership embracing all classes of the national association, including student members, with equal rights and privileges of all.
- Section 2. Section membership is valid for the calendar year upon payment of Section Dues and must be renewed annually. Section Dues are payable on the thirty-first (31) day of January to the Treasurer of the Section.
- Section 3. Only Florida Section members may vote, serve on committees, or hold office in the Florida Section.
- Section 4. Membership in the Section will be terminated upon failure to pay Section Dues or upon voluntary resignation.

## **ARTICLE VI – Section Officers**

- Section 1. The Officers of the Florida Section shall be a President, a Vice President, a Secretary, and a Treasurer. At the option of the Board of Directors, the offices of Secretary and of Treasurer may be filled by the same person. Section officers shall be members in good standing and shall be members of the National Association.
- Section 2. The President shall preside at meetings, shall, in consultation with the Board of Directors, establish committees and shall perform other duties incident to this office.
- Section 3. The Vice President shall perform the duties of the President when the latter is absent and perform other duties as assigned by the President or as directed by the Board.
- Section 4. The Secretary shall keep the minutes of the Section meetings, shall mail or send via electronic transfer minutes of meetings, and shall issue advance notices of meetings. Notice may be provided by mail, electronic transmission or by announcement in the Section newsletter. The Secretary shall perform other duties as assigned by the President or as directed by the Board.
- Section 5. The Treasurer shall be responsible for all funds for the Section. The Treasurer's accounts shall be audited at the close of each year as directed by the President. The Treasurer shall prepare an annual financial statement for presentation at the annual meeting consisting of a statement of income and expenses for the year and a balance sheet, and shall perform other duties as assigned by the President or as directed by the Board.
- Section 6. The Officers of the Section shall serve for one year and may succeed themselves. The term of office shall commence on January 1 following their election and terminate December 31 or such later date as a successor is duly named and qualified.

Section 7. The Board of Directors shall elect Section officers from the Board.

### **ARTICLES VII - Board of Directors**

Section 1. The Board of Directors shall be composed of seventeen directors who shall be elected by the Section membership and the Past-Presidents from the last two years.

Section 2. The Board of Directors shall manage the affairs of the Section including administration, program development and supervision of financial affairs. The Board of Directors shall meet at least five (5) times per calendar year. A quorum shall consist of the number of Board members present at any regularly scheduled or duly noticed special meeting.

Section 3. In the event a vacancy develops on the Board of Directors, the remaining members of the Board may appoint a Section member to fill the vacancy for the remainder of the unexpired term. A vacancy may be considered to exist in the event a member of the Board of Directors fails to attend three consecutive meetings.

Section 4. Members of the Board of Directors shall be members in good standing, shall reside within the Section boundaries and shall be members of the Section.

Section 5. The seventeen Board of Directors to be elected by the membership shall be nominated by a Nominating Committee. The Nominating Committee shall be appointed by the President with the advice of the Board of Directors. Nominations for the Board of Directors also may be made from the floor at the meeting proceeding mailing of ballots. The Nominating Committee should make every effort to nominate a diverse cross-section of people from throughout the entire state with varied interests and disciplines. Ballots listing the nominations shall be mailed to the Section membership at least twenty-one (21) days prior to the next meeting.

Section 6. Members of the Board of Directors shall serve for one year and may succeed themselves. The term of office shall commence on January 1 following the election and terminate on December 31. Any time after the election, but prior to January 1, the outgoing President shall call a meeting of the Board-elect for the purpose of selecting the officers.

### **Article VIII – Liability and Indemnification**

Section 1. **Liability.** The directors of the Section shall not be personally liable for its debts, obligations or liabilities.

Section 2. **Indemnification.** The Section shall indemnify any director or officer, or former director or officer, against expenses incurred in connection with the defense of

any action, suit or proceeding in which he or she is made a party by reason of being, or having been, such director or officer, to the maximum extent permitted by law. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled under these Bylaws, any agreement, action of the Board of Directors, or otherwise.

However, the Section shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Section's best interest. In case of criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful.

### **ARTICLE IX- Committees**

Section 1. The President of the Section may appoint on an annual basis the following committees. The duties of these committees shall be as indicated.

1. Auditing Committee -- to audit the accounts of the Treasurer of the Section.
2. Nominating Committee -- to nominate qualified candidates for the Board of Directors and officers offices of the Section in accordance with the provisions of Article VI.
3. Tellers Committee -- to count and report the results of all Section balloting.

Section 2. At the discretion of the President of the Section, the President may create any special or standing committees or task force necessary to carry out Section duties and responsibilities. The President shall appoint Section members that are in good standing to serve on a committee. Section members may serve on more than one committee.

Section 3. No committee shall expend funds of the Section unless expressly authorized by the Board of Directors.

### **ARTICLE X- Meetings**

Section 1. There should be no fewer than five (5) meetings of the Section per calendar year. The President, in consultation with the Board of Directors, may hold special meetings at such times and places to be determined by the President, in consultation with the Board of Directors. The Secretary shall notify the Section's membership by letter, electronic transmission or in the Section Newsletter, of the exact date and place at least fourteen (14) days in advance of the meeting.

- Section 2. Any business of the Section that may properly come before the Section membership may be discussed and acted upon at any regular meeting. Only that business for which the Secretary has provided notice may be discussed or acted upon at a special meeting. The Secretary may provide notice by mail, electronic transmission or in the Section Newsletter. Notice must be provided to the members at least fourteen (14) days in advance of such special meeting.
- Section 3. For the purposes of voting, a quorum at any Section meeting shall consist of 25 members, that are in good standing, present at the meeting.
- Section 4. The order of business and all preliminary procedure at any meeting shall be in accordance with Robert's Rules of Order, except where this may conflict with the By-Laws of the Section.

#### **ARTICLE XI - Dues and Funds**

- Section 1. Annual dues shall be assessed in an amount to be determined by the Board of Directors at a regularly scheduled meeting. Notice of any change in annual dues shall be provided to the Membership on or before November 1. Dues are payable on the thirty-first (31) day of January to the Treasurer of the Section and are applicable for the calendar year. Annual Dues must be paid by the thirty-first (31) day of January for a Section Member to be considered “in good standing.”
- Section 2. Funds shall be deposited to the credit of the Section as approved by the Board of Directors.

#### **ARTICLE XII - 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 National 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 National Association. All records, correspondence, and other papers shall be forwarded to the President of the National Association for filing or disposal by the Association.

#### **ARTICLE XIII - Amendment**

- Section 1. Proposed amendments to the By-Laws shall be sent to each Section member. The By-Laws may be amended by two-thirds vote of members responding by ballot to the written or electronic notice of the proposed amendments.

Florida Section AWRA Bylaws as amended 07/24/2008