



MEMO

To: All members of the Ontario Water Works Association-A Section of AWWA
From: Marcus Firman, President
Date: February 28, 2018

Re: **OWWA Annual General Meeting, Monday April 30, 2018**

Dear OWWA Member,

The Annual General Meeting (AGM) of the Ontario Water Works Association (OWWA) will be held at Ontario's Water Conference & Trade Show, in Niagara Falls, Ontario from April 29 to May 2, 2018.

Date & Time: Monday April 30, 2018 at 4:00 pm

**Location: Scotiabank Convention Centre
2nd Floor, Rooms 201 & 202**

The following information is included in this package:

- Notice of the AGM including the agenda
- Minutes of the Monday May 8, 2017 AGM
- Proxy Registration Form
- Revised OWWA Bylaw for Approval

The 2017 OWWA Audited Financial Statements will be available upon request by April 1, 2018 and at the AGM on April 30. I encourage you to attend our AGM to network with other water professionals, learn about current association activities, and express your views to the Board.

If you are unable to attend the AGM, please complete and submit your proxy registration to the OWWA office (by mail, fax or email) no later than **4:30 p.m. on Friday, April 20, 2018.**

Should you have any questions, or to request a hard copy of the AGM and Elections package, please contact the OWWA Office 1.866.975.0575 or 416.231.1555 or via e-mail to office@owwa.ca.

Sincerely,

A handwritten signature in black ink, appearing to read "M. Firman". The signature is stylized and cursive.

Marcus Firman
President, Ontario Water Works Association



Date: February 28, 2018

To: All Members of the Ontario Water Works Association – A Section of AWWA

NOTICE

You are invited to attend the Annual General Meeting (AGM) of the Ontario Water Works Association – A Section of AWWA, which will be held at the Scotiabank Convention Centre, Niagara Falls, Ontario in Rooms 201 & 202 on Monday April 30, 2018 at 4:00 pm.

The election of two Directors to the Ontario Water Works Association Board of Directors will ultimately result in one of these directors advancing to the Executive Committee and eventually becoming President of the Association. Please keep this in mind as you place your vote.

AGENDA

1. Call to order
2. Voting Procedures and casting of ballots for election of Directors by members voting at the AGM
3. Approval of AGM Minutes for 2017, held at the Scotiabank Convention Centre in Niagara Falls, Ontario, May 8, 2017 (copy attached)
4. Business Arising from Minutes
5. President's Report
6. Section Bylaws Update
7. Secretary-Treasurer's Report
8. AWWA Director's Report
9. Executive Director's Report
10. Election of New Directors and Officers and appointment of Secretary-Treasurer
11. New business
12. Adjournment

MINUTES - ANNUAL GENERAL MEETING
of the
Ontario Water Works Association - A Section of AWWA
Held at Scotiabank Convention Centre
Niagara Falls, ON
On Monday, May 8, 2017 at 4:00 p.m.

1. CALL TO ORDER

The meeting was called to order by President Bill Garibaldi at 4:00 pm. Bill welcomed and thanked everyone for attending. There were 22 members in attendance and 29 mail-in proxies had been received.

Bill reviewed the procedures for voting for the Director positions. The Corporation Act of Ontario provides the opportunity to OWWA members to cast their votes by mail-in ballot, by proxy or in person at the Annual General Meeting. One must be a member in good standing as of December 2016 in order to cast a vote. Those members who are present at the AGM, and who have not voted in advance, are eligible to vote. A ballot and an opportunity to vote were provided.

2. APPROVAL OF MINUTES OF THE LAST MEETING

Bill asked that we dispense with the reading of the minutes and put a motion forward to accept the minutes of the Annual General Meeting of May 1, 2016 in Windsor, Ontario.

CARRIED

3. BUSINESS ARISING FROM THE MINUTES

There was no business arising from the Minutes. There will be an opportunity for new business at the end of the meeting.

4. REPORT OF THE PRESIDENT

The association's financials continued to improve in 2016. The association has seen positive results from sustainability efforts. The sustainability committee continues to meet to discuss the strategic plan.

The association adopted a new staffing model in 2016 including the following positions held:

- Communications & Programs Coordinator, Samantha Buch
- Membership & Marketing Manager, Lesia Kostecki (on leave)
- Manager of Operations, Michele Grenier

The Board continues discussion on implementing the new seminar pricing model. The seminar pricing model will be rolled out for seminars taking place starting January 1, 2018.

The board has signed updated MOUs with the association's Conference & Trade Show Partners. Joint Executive Meetings between the OWWA/MOECC/OMWA continue to take place quarterly.

Bill calls for a motion that the President's Report be accepted as presented.

CARRIED

5. REPORT OF THE SECRETARY TREASURER:

The association has updated the financial management policies. The Reserve Fund Policy and the Investment Policy Statements were updated with consultation from the association's financial advisor.

It was moved that the Secretary-Treasurer's Report and the Audited Financial Statements for the Fiscal Year 2016 be accepted as presented.

CARRIED

Dan calls for a motion to appoint Glenn Hawton Professional Corporation as auditor, and to authorize the Board of Directors to fix remuneration.

CARRIED

6. REPORT OF AWWA DIRECTOR:

Ray Miller gave the AWWA Director Report.

Ray announces Brenda Lennox as the new President of AWWA commencing at ACE17. Aurel Arndt, Treasurer of AWWA is the visiting officer to the conference this year. Aurel is part of the Philadelphia section of AWWA, and is part of the committee looking at pension changes for AWWA.

AWWA membership has reached 50,115, with an expected 1% growth this year. AWWA remains strong financially. They expect continued global expansion, noting the India section successes thus far.

Attendance at the ACE in Philadelphia is encouraged. The Canadian Forum takes place Monday, June 12th; tickets are available on-line through the OWWA website.

AWWA remains focused on a Total Water Solutions approach, as 60% of AWWA Utility members identify as combined Water/Wastewater Utilities. Wastewater and Reuse are key targets in the near term. AWWA is developing technical Storm Water resources. Development of new standards continues.

It was moved that the Report of the AWWA Director be accepted as presented.

CARRIED

7. MANAGER OF OPERATIONS REPORT

The focus this year has been focused on streamlining association operations and improving financial oversight. This includes new budgeting format and financial tracking tools. Consolidation of banking and merchant accounts is close to being completed.

The association is focused on enhancing partnerships, working closely with staff from OMWA, OWWEA and WEAO on joint initiatives, and Representing OWWA on the First Nations/Municipal Working Group, alongside the MOECC Indigenous Drinking Water Programs Office.

8. ELECTION OF NEW DIRECTORS & OFFICERS & APPOINTMENT OF SECRETARY-TREASURER:

The two new Directors for 2017-2020 are Deborah Goudreau and Pete Samson.

For 2017-2018 the Secretary-Treasurer is Reg Russwurm.

Brian Sahely and Reg Russwurm were thanked and recognized for their terms as Directors. Gary Houghton was thanked for his time on the Board and presented with the Past President pin. Marcus Firman was recognized for his work as Chair of this year's conference committee. Bill Garibaldi was presented with the Chair award and thanked for his leadership over the past year.

9. NEW BUSINESS

No new business was added to the agenda.

9. MOTION TO DESTROY BALLOTS

Motion to destroy ballots.

CARRIED

10. ADJOURNMENT

Motion that the meeting be adjourned at 4:45p.m.

CARRIED

MEMO

To: OWWA Members

From: OWWA Board of Directors

Date: February 28, 2018

Re: Acclamation of 2018-2021 OWWA Directors

Each year the Ontario Water Works Association (OWWA) seeks nominations for two new members to sit on the OWWA Board for a three-year term. For the 2018-2021 term, the Association did not receive any nominations from either our print or online notices, therefore a list of several potential candidates was put forward by the Board. While many individuals expressed interest in serving on the Board in the future, only two excellent candidates agreed to run for election this year.

With two positions open, the Board has acclaimed Nathaniel Andres, P.Eng., Project Engineer at Durham Region, and Edward Bertolo, President & Owner of Evans Utility & Municipal Products Supply Limited, to the positions of First Year Director, subject to ratification by the membership at the Annual General Meeting (AGM).

As a result, there will be no election process this year. Members are encouraged to attend the Annual General Meeting at which time the appointment of the new Directors will be ratified by an open vote.

The acclaimed candidate for the office of Secretary-Treasurer is Nick Reid, Executive Director, Ryerson Urban Water.

The process of seeking nominations for the following year will also begin at the AGM to give ample time for members to consider the benefits of serving on the OWWA Board of Directors.

We enthusiastically welcome Nat and Ed to the Board.

Sincerely,



Marcus Firman
President, OWWA

We are pleased to announce that the new OWWA Directors for 2018-2021 are Nathaniel Andres and Edward Bertolo.

[Nat Andres, P.Eng. – Project Engineer, Durham Region](#)

Nathaniel is a Project Engineer with the Regional Municipality of Durham. His work experience includes more than 10 years of design and project management with R.V. Anderson Associates Limited, followed by his recent change to the public sector. He has been involved in design, construction and rehabilitation of pumping stations and treatment plants, as well as forcemains, sewers and watermains, including a number of projects with trenchless applications.

His involvement with the Ontario Water Works Association started in 2010, volunteering with the Membership Committee. He has since assisted in the planning of various Association events, such as the annual Holiday Bash and the Ad Hoc Committee’s “Imagine a Career in the Water Industry” seminar for young professionals. He has also attended the Membership Summit in Denver, Colorado. Today, he remains on the Membership Engagement and Development Committee where he has served as Chair since 2013.



[Ed Bertolo – President/Owner, Evans Utility & Municipal Products Supply Limited](#)

Edward has been involved in the water industry since joining Neptune Technology Group in 1994. In October of 2000 he joined the OWWA as an individual member and has been a member in good standing since. After leaving Neptune in 2004 Ed joined Evans Supply Limited, a waterworks supplier for Ontario, in a sales and marketing role. In 2010 Ed purchased Evans Supply along with his wife Linda from former OWWA President Richard Evans. Ed and Linda are now in their eighth year as President and Vice President of the company, respectively.



Edward has been actively participating as Secretary of the OWWA Cross Connection Control Committee since its inception in 2005. During the last 24 years Ed has spent countless hours educating the water industry on the importance of accurate and properly maintained water meters within a distribution system. Ed maintains long standing relationships with all water utilities throughout the province of Ontario.



PROXY REGISTRATION

Solicited by the OWWA Board of Directors

I, _____ Member Number: _____
(MEMBER NAME - PLEASE PRINT CLEARLY)

being a member of the Ontario Water Works Association in good standing, hereby appoint:

- Bill Garibaldi, OWWA Past President **OR**
- Marcus Firman, OWWA President **OR**
- A person as authorized _____
(Name: Please Print Clearly)

as the proxy holder with power of substitution to attend, vote and otherwise act for the undersigned at the Annual General Meeting to be held on Monday April 30, 2018, and at any adjournment or adjournments thereof, on every poll which may be undertaken thereat to the same extent and with the same power as if the undersigned were present at the said meeting or any adjournment thereof.

Dated this _____ day of _____, 2018.

Signature of Member _____

A voting member has the right to appoint a person, other than the persons specifically named above, to attend and act on the voting member's behalf at the Meeting. Such right may be exercised by inserting the name of the person to be appointed in the space provided.

The proxy holder is given the discretion to vote on amendments or variations to matters identified in the Notice of Meeting or such other matters as may properly come before the Meeting including any adjournment or adjournments thereof.

The proxy registration may be mailed, e-mailed or faxed to:

Ontario Water Works Association
922 The East Mall, Suite 100
Toronto, ON M9B 6K1
Fax: 416.231.1556
Email: office@owwa.ca

Must be received on or before 4:30 p.m. on Friday, April 20, 2018. If undated the proxy registration will be deemed to be dated as of the date of receipt by the OWWA.

MEMO

To: OWWA Members

From: Marcus Firman, OWWA President

Date: February 28, 2018

Re: Revisions to OWWA Bylaws

Bylaw No. 1 of the Ontario Water Works Association (OWWA) was first approved when the Ontario Section incorporated in 2004. Revisions to the Bylaw were approved in 2011.

More recently, the American Water Works Association (AWWA) Board of Directors updated the Association's bylaws and have developed a template for Section bylaws to ensure consistency across the 43 Sections of AWWA. In addition, Ontario's *Not-for-Profit Corporations Act*, passed in 2010, but not yet proclaimed, proposes new requirements that would require an update of the OWWA bylaws.

As a result, OWWA has undertaken a revision of Bylaw No. 1, which is attached for reference. The proposed changes include:

- Use of the AWWA Section Bylaws Template, including both required and recommended language
- Addition of new or updated mandatory elements required by the *Not-for-Profit Corporations Act, 2010*
- Retention of OWWA-specific content, where appropriate

The revised Bylaw is subject to approval by the OWWA membership at the 2018 Annual General Meeting, as well as the AWWA Board of Directors. Pending these approvals, the revised Bylaw will come into effect following the AWWA Annual Conference & Exposition (ACE), June 11 to 14, 2018.

BYLAWS OF

THE ONTARIO WATER WORKS ASSOCIATION

A SECTION OF THE AMERICAN WATER WORKS ASSOCIATION

(As approved by the AWWA Board of Directors, June XX, 2018)

Article I – GENERAL

1.1 Name

The name of this organization shall be the Ontario Water Works Association, A Section of the American Water Works Association (hereinafter the "Section" or the "Corporation"). American Water Works Association may hereinafter be referred to as "AWWA" or the "Association".

1.2 Definitions

- a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "Bylaws" means this bylaw and all other bylaws of the Corporation as amended and which are, from time to time, in force;
- d. "President" means the chair of the Board;
- e. "Corporation" means the corporation that has passed these bylaws under the Act or that is deemed to have passed these by-laws under the Act, also referred to herein as the "Section";
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. "Member" means a member of the Corporation;
- h. "Members" means the collective membership of the Corporation; and
- i. "Officer" means an officer of the Corporation, and shall include the President, Vice President, Secretary-Treasurer, Past President, and AWWA Director.

1.3 Interpretation

Other than as specified in Section 1.2, all terms contained in this bylaw that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.4 Severability and Precedence

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw. If any of the provisions contained in the

By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.5 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.6 Execution of Contracts

Upon Board approval, deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

Article II – OBJECTIVES

2.1 The objectives of this Section are to promote public health, safety, and welfare through the improvement of the quality and quantity of water delivered to the public and the development and furtherance of understanding of the problems relating thereto by:

- a. advancing the knowledge of the design, construction, operation, water treatment, and management of water utilities and developing standards for procedures, equipment, and materials used by public water supply systems;
- b. advancing the knowledge of the problems involved in the development of resources, production and distribution of safe and adequate water supplies;
- c. educating the public on the problems of water supply and promoting a spirit of cooperation between consumers and suppliers in solving these problems; and
- d. conducting research to determine the causes of problems of providing a safe and adequate water supply and proposing solutions thereto in an effort to improve the quality and quantity of the water supply provided to the public.

Article III – HEADQUARTERS AND OPERATIONS

3.1 The headquarters of the Section shall be located in the Province of Ontario, and at such a place as designated by the Section's governing board (the "Board of Directors").

3.2 These bylaws and all other matters pertaining to the operation of the Section shall be construed to be consistent with the Articles of Incorporation, Bylaws, and Board Policy Manual of the American Water Works Association and the Affiliation Agreement entered into between the Section and Association (collective, the "AWWA Documents"). In the event of

any conflict between these bylaws or the policies and procedures of the Section and the AWWA Documents, the AWWA Documents shall supersede these bylaws.

Article IV – MEMBERSHIP

4.1 The membership of the Section shall consist of those Members of the American Water Works Association in good standing who reside in or have principal business activity in the geographic boundaries of the Section, including Members with primary membership in another Section (multi-Section Members) and those assigned to the Section by the Chief Executive Officer of the American Water Works Association (hereinafter, "Members").

4.2 The geographic boundaries of the Section are defined as the Province of Ontario.

4.3 Disciplinary Action or Termination of Membership for Cause

- a. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
- b. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Article V – VOTING BY MEMBERS

5.1 Every question submitted to any meeting of members shall be decided by a majority of votes given on a show of hands. In case of an equality of votes, the Chair of the meeting shall both on a show of hands and at a poll have a second or casting vote. At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

5.2 Occasions where a vote of the membership is required include: The election of Section officers and/or other members of the Board of Directors as described herein; approval of a proposed amendment of these bylaws; approval of a special dues assessment of the Section membership; or in any other event for which the Board of Directors, by resolution, requires a vote of the Section membership.

5.3 Except as otherwise specified in these bylaws, the required vote to approve any matter put before the Members shall be a majority of the Members in good standing on the date of the vote, provided, however, that the Board of Directors may resolve, in its discretion, to require

only the vote of a majority of the Members present, at a meeting of which written notice was delivered to all such Members at least ten (10) days before the date of the meeting (a "Fully Noticed Meeting").

5.4 The vote necessary for the Members to elect one or more directors to the Board of Directors is set forth in Section 7.5.2 of these bylaws.

5.5 Members may, to the extent permitted by law, take action without a meeting by means of a written consent to action signed by a majority of the Members in good standing on the date of the action.

Section VI – SECTION FINANCES

6.1 Dues shall be assessed against Members as required for membership in AWWA. The Section may, in accordance with the procedures defined in the AWWA Documents as well as any other guidelines established by AWWA, apply for permission to levy a Section dues assessment, which shall be in addition to, and not a substitute for, AWWA membership dues. Any Section dues assessment would be levied annually at the time of membership renewal, and the revenue collected would be used to increase the funds available for Section uses consistent with the objectives in Article II. Once approved, changes in a Section assessment can be authorized by a vote of the Section Board of Directors for submission to and approval by the AWWA Board of Directors.

6.2 The Section Reserves the right to collect fees for Section activities and events, as appropriate (e.g. registration fees for annual meetings, teleconferences, and other education programs). Such fees will be established in accordance with these bylaws, the policies and procedures of the Section, and the AWWA Documents.

6.3 The Section's finances shall be managed in accordance with the AWWA Documents, the Section's policies and procedures, and all applicable financial laws, rules and regulations in the country or province in which the Section operates. The Section shall conduct a financial audit or review no less than once every three years. A copy of the audited or reviewed financial Statement shall be provided to the Association. The audit or review shall be conducted by a qualified accountant who is not employed by or affiliated with (a) any employee or independent contractor of the Section involved with the Section's finances nor (b) any officer or non-officer director of the Section.

6.4 The Section Board of Directors shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Section shall be placed for safekeeping.

6.5 The financial year of the Section ends on December 31 in each year, or on such other date as the Section Board of Directors may from time to time by resolution determine.

Article VII – SECTION GOVERNANCE

7.1 Authority and Purpose of the Board of Directors

7.1.1 The property, affairs, and business of the Section shall be managed by the Board of Directors, and the Board of Directors shall have full power to establish and modify the policies for the conduct, management, and direction of the business and affairs of the Section, except for those matters specifically reserved or granted to the Members by statute or by the AWWA Documents.

7.2 Members and Structure of the Board of Directors

7.2.1 The Section shall be governed by its Board of Directors, consisting of a President, Vice President, AWWA Director, Secretary-Treasurer and Past President, and up to six (6) non-officer directors.

7.3 Eligibility to Serve on Board of Directors

7.3.1 Any member of the Section (a “Member”), including a Member who is also a member of another AWWA Section (a “multi-Section Member”), shall be eligible to hold elective office in the Section.

7.3.2 Multi-Section members may hold office in only one Section at a time.

7.3.3 Two or more offices may not be held by the same individual.

7.4 Nominations for Members of the Board of Directors

7.4.1 Directors shall be elected by the members in a general meeting as set out in Section 8.2 of these bylaws. The election will be conducted by ballot, which will be deemed to include both written and electronic methods of voting.

7.4.2 The AWWA Director shall be nominated and elected in a manner and for a term consistent with Article III of the Bylaws of the Association.

7.4.3 A Nominating Committee comprising of members in good standing will be appointed by the President of the Section. The Nominating Committee will have responsibility for identifying, selecting and nominating qualified Members for all elected positions. The slate proposed by the Nominating Committee shall be ratified by three-quarters (3/4) of the directors present at a meeting of directors called to approve such slate not less than ninety (90) days prior to the annual meeting of members of the Section. The Nominating Committee shall circulate to the members of the Section the names of the final slate of candidates so ratified by the directors, together with the notice of the annual meeting of members, in accordance with Section 8.3 of these bylaws. Notwithstanding the foregoing,

any forty (40) members of the Corporation entitled to vote in respect of the election of directors may, together, nominate candidates for the office of director at any time which is not earlier than one hundred fifty (150) days or later than sixty (60) days prior to the meeting at which the directors are to be elected, so long as such nominations are made in writing and deposited with the Secretary-Treasurer of the Section.

7.5 Election of Members of the Board of Directors

- 7.5.1 Members of the Board of Directors may be elected at the annual business meeting of the Section, at a Fully Noticed Meeting or, if approved by the Board of Directors, by any other process permitted by law.
- 7.5.2 The candidate receiving the greatest number of votes for an elected office at the Section's annual business meeting or at a Fully Noticed Meeting shall be elected to the office even if that candidate receives less than a majority of the votes cast. If more than one seat of the same office, such as a non-officer director, is up for election at the same meeting, then the two candidates receiving the most votes shall be elected.

7.6 Terms of Office for Section Board of Directors

- 7.6.1 The AWWA Director shall be elected for a term of three years or as otherwise required by the Bylaws of the Association.
- 7.6.2 The term of the President, Vice President, Past President and Secretary-Treasurer shall be one (1) year. These terms shall commence following the turning over of the gavel of office during the Section annual business meeting or Fully Noticed Meeting at which they succeed to office, and shall terminate at the turning over of the gavel of office at the annual business meeting or Fully Noticed Meeting at which their successors are elected or appointed.
- 7.6.3 The term of office of a non-officer director shall be three (3) years from the date of the meeting at which they are elected or appointed.
- 7.6.4 Notwithstanding Section 7.6.2, the term of the Secretary-Treasurer may be amended by the Section Board of Directors.
- 7.6.5 The positions of President, Vice President, and Past President do not allow for back-to-back terms, with the exception of vacancies as described in Sections 7.8.1 and 7.8.2.
- 7.6.6 In the absence of an election of successors by Members or an appointment by the Board of Directors under Section 7.7, the holdover offices and non-officer directors will remain in office.

7.7 Vacancies on the Board of Directors

- 7.7.1 The office of a Director shall be vacated immediately:
- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
 - b. if the Director dies;
 - c. if the Director becomes bankrupt;
 - d. if the Director is found to be incapable of managing property by a court or under Ontario law; or
 - e. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.
- 7.7.2 In the case of a vacancy in the office of AWWA Director, a successor to serve for the remainder of the term may be selected by the members of such Section as prescribed in the bylaws of the Section or, in the absence of a Fully Noticed meeting of the Members, shall be appointed by the Board of Directors. The Section President or Secretary-Treasurer shall notify the Chief Executive Office of the Association of such selection.
- 7.7.3 In the case of a vacancy in the office of the President, Vice President, Secretary-Treasurer or non-officer director, the Board of Directors shall appoint a suitable replacement to complete the term of the vacant position.
- 7.7.4 A vacancy created by the resignation, death, disability or removal of a director may be filled by the Members at a Fully Noticed Meeting or, if not so filled, by a majority vote of the Board of Directors.

7.8 Duties of Board of Directors

- 7.8.1 The President shall be the person who held the office of Vice President in the immediately preceding term of office, or if such person is unable or unwilling to assume the office of President, such other person as the Board of Directors may appoint. The President shall, when present, preside as Chair at all meetings of the directors and members; shall sign such contracts, documents, or instruments in writing as required, and shall have such other powers and duties as may from time to time be assigned by the Board of Directors or as are incident to the office.
- 7.8.2 The Vice President shall be the person who held the office of Secretary-Treasurer in the immediately preceding term of office, or if such person is unable or unwilling to assume the office of Vice President, such other person as the Board of Directors may appoint. The Vice President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice President shall sign such contracts, documents, or instruments in writing as required, and shall have

such other powers and duties as may, from time to time, be assigned by the Board of Directors or as are incident to the office.

- 7.8.3 The Secretary-Treasurer shall be vested with all the powers and shall perform all the duties of the Vice President in the absence or inability or refusal to act of the Vice President. The Secretary-Treasurer shall sign such contracts, documents or instruments in writing as required, and shall have such other powers and duties as may from time to time be assigned by the Board of Directors. Subject to the provisions of any resolution of the Board of Directors, the Secretary-Treasurer shall have the care and custody of all the funds and securities of the Section and shall deposit the same in the name of the Section in such bank or banks or with such depository or depositories as the Board of Directors may direct. The Secretary-Treasurer shall have charge of the minute books of the Section and the documents and registers as required by law.
- 7.8.4 The Past President shall be the person who held the office of President in the immediately preceding term of office, or if such person is unable or unwilling to assume the office of Past President, such other person as the Board of Directors may appoint. The Past President shall have such powers and duties as may from time to time be assigned by the Board of Directors.
- 7.8.5 The AWWA Director shall serve on the AWWA Board of Directors. As a director of the Association, the AWWA Director shall represent the Section and serve as its voice on the AWWA Board. The AWWA Director shall be bound to adhere to the obligations of AWWA and its Board of Directors as set forth in the AWWA Documents. The Section acknowledges that, in the course of the AWWA Director's duties, the AWWA Director may be faced with decisions that benefit AWWA and its Sections but not necessarily the Section the AWWA Director represents. Whenever the interests of the Section and the Association are in conflict in a matter being considered by the AWWA Board, the AWWA Director is bound to disclose such conflict to the AWWA Board and may, in certain cases, be required to abstain from deliberations or voting on such matters by the AWWA Board of Directors.
- 7.8.6 The non-officer directors shall assist the President and Vice President in the performance of their duties and shall act in any other office positions when delegated by the Board of Directors. The directors shall serve on committees as liaisons or full members, as they may be assigned by the Board of Directors.

7.9 Remuneration of Directors

- 7.9.1 No director shall directly or indirectly receive any profit from occupying the position of director. However, directors may be reimbursed for reasonable expenses that they incur in the performance of their directors' duties.
- 7.9.2 Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Section in their capacity other than as directors, provided the amount of any such remuneration or reimbursement is:
- a. Considered reasonable by the Board;
 - b. Approved by the Board for payment by resolution passed before such payment is made; and
 - c. In compliance with the conflict of interest provisions of the Act.

Article VIII – MEETINGS

8.1 Board Meetings

- 8.1.1 Meetings of the Directors may be called by the President or any two directors at any time and any place on notice as required by this Bylaw.
- 8.1.2 The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each director, and no other notice shall be required for any such meetings.
- 8.1.3 Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 8.3 of this Bylaw to every director of the Section not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Section's annual business meeting.
- 8.1.4 Quorum for a meeting of the Board of Directors is a majority of the directors.
- 8.1.5 Each director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second vote or casting vote.
- 8.1.6 If all of the directors of the Corporation consent, a director may participate in a meeting of the Board or of a committee of directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A director participating by such means is deemed to be present at that meeting.

- 8.1.7 All Board of Director and committee meetings shall convene in accordance with Section policies and procedures. Except as may be otherwise determined by the Board of Directors or committee, meetings should be conducted in accordance with the latest edition of “Roberts Rules of Order”.

8.2 Members’ Meetings

- 8.2.1 The Section shall hold at least one annual business meeting on a day and at a place within Ontario fixed by the Board of Directors.
- 8.2.2 Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor’s report or review engagement report and other information required by the Bylaws or articles.
- 8.2.3 The business transacted at the annual meeting shall include:
- a. Receipt of the agenda;
 - b. Receipt of the minutes of the previous annual and subsequent special meetings;
 - c. Consideration of the financial statements;
 - d. Report of the auditor or person who has been appointed to conduct a review engagement;
 - e. Reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - f. Election of Directors; and
 - g. Such other or special business as may be set out in the notice of the meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member’s proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

- 8.2.4 The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Section that does not fall within the exceptions listed in the *Act* or is otherwise inconsistent with the *Act*, within 21 days from the date of the deposit of the requisition.
- 8.2.5 Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members’ meeting shall be given in the manner specified in the *Act* to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

- 8.2.6 A quorum for the transaction of business at a Members' meeting shall be 40 Members, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 8.2.7 The President shall be the Chair of the Members' meeting; in the President's absence, the Vice President shall act as chair. If no director is present or if all the directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.
- 8.2.8 The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

8.3 Notices

- 8.3.1 Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address or such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.
- 8.3.2 Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.
- 8.3.3 No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

8.4 Adjournment

- 8.4.1 The Chair may, with the consent of any meeting, adjourn the same from time to time, and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought

before or dealt with at the original meeting in accordance with the notice calling the same.

Article IX – COMMITTEES

9.1 The Section may establish committees to conduct or manage Section programs and business, subject to the limitations on delegation set out in the *Act*.

9.2 The Board of Directors has the authority to create and dissolve committees within the organization at any time, and at its discretion may determine the composition and terms of references for any such committee.

Article X – ESTABLISHING SUBDIVISIONS

10.1 For ease of organization, the Board of Directors may divide a geographic area within a Section's boundaries into subdivisions that are still governed by the Board of Directors.

Article XI – AMENDMENTS TO BYLAWS

11.1 Amendments to these bylaws may be proposed by either a majority vote of the Board of Directors, or by written petition signed by at least one-tenth of the Members. All such proposals shall be submitted to the Secretary-Treasurer, who will bring the proposal to the attention of the Board of Directors.

11.2 Any such amendment to the bylaws may be considered at the next annual business meeting of the Section by a majority vote of Members present at the meeting if such meeting is a Fully Noticed Meeting, provided however, that all members shall have written notice at least 30 days in advance in which to consider the proposed amendment(s) prior to voting upon it.

11.3 At the discretion of the Board of Directors, the bylaws may also be amended by a ballot or other form of consent (either written or electronic), with an affirmative vote of a majority of all returned ballots. All members shall be provided a copy of the proposed amendment(s) with the ballot, and shall be given at least 30 days to complete and/or return the ballot.

11.4 If the amendment(s) are approved by the Section membership, the Secretary-Treasurer shall submit the amendment(s) to the Chief Executive Officer of the Association, for requested approval by the AWWA Board of Directors.

11.5 Grammar, punctuation, and spelling corrections may be made at the discretion of the Chief Executive Officer of the Association. The Board of Directors will be advised of these corrections but no additional vote of Members shall be required for their approval.

11.6 Amendment(s) shall be effective only after receiving notice from the Association that the amendment(s) have been approved by the AWWA Board of Directors. Amendments that

are adopted by the Members but are not approved by the AWWA Board of Directors shall be ineffective.

Article XII – DISSOLUTION

- 12.1 In the case of dissolution of the Section, all funds or property that may have been derived from the general funds of the Association shall be returned to the Association.
- 12.2 Any remaining balance of Section funds or property shall be disposed of by transfer and distribution to the Association, another Section of the Association, or to any one or more nonprofit or charitable organizations or foundations with like purposes or goals that is organized and operated in an area included in an AWWA Section (hereinafter referred to as the “receiving organization”).
- 12.3 The receiving organization(s) shall be selected by vote of the majority of the Section Members present in person or by proxy at a meeting of the Section called for this purpose. If for any reasons such disposition cannot be effected, then such funds shall be so distributed pursuant to the order, judgment or decree of a court having jurisdiction over the assets and property of the Section.
- 12.4 The following shall be characteristic of the receiving organization:
- a. That it be operated exclusively for scientific or educational purposes;
 - b. That no part of the net earnings of which inures to the benefit of any private shareholders or individual;
 - c. That no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation;
 - d. That it does not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

The receiving organization(s) would then qualify as a non-profit organization under the provisions recognized by the Canada Revenue Agency under the provisions of the Income Tax Act of Canada, as it now exists or as it may hereafter be amended.

Article XIII – INDEMNIFICATION

- 13.1 Indemnification of officers and non-officer directors of the Section is provided by the Association as described in the Association Bylaws, Article VI, Section 6.01.

Article XIV – CONFLICT OF INTEREST

- 14.1 A Director or Officer who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.