

BYLAWS
OF
AMERICAN WATER RESOURCES ASSOCIATION, UTAH SECTION

ARTICLE I

NAME, OFFICES AND PURPOSES

Name. The name of the Corporation is American Water Resources Association, Utah Section.

1.1 Principal Office. The principal office of the Corporation shall initially be at 1636 West North Temple, Salt Lake City, Utah 84116.

1.2 Other Offices. The Corporation may have such other offices in such places as the Board of Trustees may from time to time designate.

1.3 Purposes. The Corporation is incorporated exclusively for charitable, educational and scientific purposes, particularly to provide a common forum in which professionals in water resources and related areas can meet, discuss, and exchange ideas pertaining to all aspects of water resources research and management; to encourage and/or assist in (i) promoting research and technological, social, economic, and legislative advances in all aspects of water and related resources planning, utilization, management, and development; (ii) collecting and disseminating information, knowledge, and data concerning all aspects of water

and related resources through publications, symposia, and other media; (iii) 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; (iv) opening up and maintaining lines of communication between members of the Association and the public; to promote the rational and objective protection, development, utilization, and management of water resources; and to cooperate with Federal, State and local agencies, private companies, and with other local sections and chapters of national organizations concerned with water resources.

ARTICLE II

MEMBERSHIP

2.1 Members. There shall be only one class of Membership embracing all classes of the American Water Resources Association, including student members, with equal rights and privileges for all.

2.2 Eligibility. Members shall reside within the boundaries of Utah.

2.3 Privileges. Only members may vote, serve on committees, or hold office in the corporation.

2.4 Termination. Membership will be terminated upon failure to pay dues, upon transfer to another Section, or upon voluntary resignation.

ARTICLE III

TRUSTEES

3.1 Number and Qualifications. The business and affairs of the Corporation shall be managed by its Board of Trustees (the "Board"), which shall consist of the officers of the Corporation and its immediate Past-President.

3.2 Residence. Trustees must reside in Utah.

3.3 Vacancies. Vacancies in the Board shall be filled by the decision of a majority of the remaining trustees, though less than a quorum. A vacancy shall be deemed to exist if a trustee fails to attend three consecutive meetings. A trustee selected to fill a vacancy shall serve until a successor is elected and qualified.

3.4 Annual Meeting. An annual meeting of the Board shall be held each year within 60 days following the annual meeting of members to conduct business of the Corporation. No notice of the annual meeting of the Board need be given.

3.5 Regular Meetings. Regular meetings of the Board may be held without notice at such times and at such places as the trustees may determine from time to time.

3.6 Special Meetings. Special meetings of the Board may be called by the President or by a majority of the trustees then in office and shall be held on notice by letter or telegram mailed or delivered for transmission not later than three days immediately preceding the day of such meeting or by word of mouth

or telephone received not later than the day immediately preceding the day of such meeting.

3.7 Telephone Meetings. Trustees may participate in meetings of the Board by conference telephone or similar communications equipment by means of which all persons participating in the meetings can hear each other. Trustees so participating shall be deemed present at any such meeting.

3.8 Quorum. A majority of the trustees in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the trustees present at a meeting at which a quorum is present shall be the acts of the Board.

3.9 Unanimous Consent. Any action which may be taken at a meeting of the trustees may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the trustees, and shall be filed with the Secretary of the Corporation.

3.10 Liability. A trustee of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Any repeal, amendment, or modification of this Article shall be prospective only and shall not increase, but may decrease a trustee's liability with respect to actions or failures to act occurring prior to such change.

ARTICLE IV

COMMITTEES

4.1 Appointment of Committees. The Board may, by resolution adopted by a majority of the trustee then in office, appoint one or more committees, consisting in each case of not less than **one** trustee and any number of other committee members and may designate one or more trustees as alternate members of such committees. Any committee so appointed shall have power to manage the business and affairs of the Corporation to the extent provided in the resolution by which it is established except that no such committee shall have the power or authority to fill vacancies in the Board; to adopt, amend or repeal the Bylaws; to amend or repeal any resolution of the Board; or to take action on any matter committed by resolution of the Board to another committee of the Board. In the absence or disqualification of any member of a committee, the other member or members who are not themselves disqualified, whether or not they constitute a quorum, may unanimously appoint another trustee to act at the meeting in place of the absent or disqualified member.

4.2 Regular Committees. The following committees shall be appointed, as needed, by the trustees:

Auditing Committee -- to audit the accounts of the Corporation.

Membership Committee -- to promote the Corporation's purposes and recruit new members.

Nominating Committee -- to nominate qualified candidates for officers of the Corporation.

Program Committee -- to make arrangements for the annual meeting of the members of the Corporation.

Publication Committee -- to prepare a regular newsletter for members of the Corporation.

Tellers Committee -- to count and report the results of all voting of members of the Corporation.

4.3 Standing and Special Committees. Standing and special committees may be appointed by the Board of Directors. Special committees shall serve until their duties are accomplished, but may be dissolved upon a majority vote of the Board. Members of standing committees shall serve until the Annual Meeting of members and shall be eligible for reappointment. The Board shall determine the committees to be appointed and recommend the scope of their functions.

4.4 Quorum. A majority of the trustees appointed to a committee plus a majority of the members appointed shall constitute a quorum for the transaction of business, and the acts of a majority of the trustees and members appointed to a committee present at a meeting of the committee at which a quorum is present shall be the acts of the committee.

4.5 Meetings and Notices. A committee may, by resolution, fix regular meeting dates of which no notice need be given to the members of the committee. Special meetings of the committee may be held at the call of the chair of the committee

upon such notice as is provided in these Bylaws for special meetings of the Board.

4.6 Reports to Board. All actions taken by the committees shall be reported to the Board not later than the next succeeding regular meeting of the Board.

4.7 Expenditures. No committee shall expend funds of the Corporation unless authorized by the Board.

ARTICLE V

OFFICERS

5.1 Number and Qualifications. The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers and assistant officers, including one or more additional Vice-Presidents, as the Board may from time to time authorize. Any two or more offices except President and First Vice-President may be held by the same person.

5.2 Term. Officers of the Corporation shall serve for one year and may, with the exception of the President and Vice-President, succeed themselves. Terms of office commence at the annual meeting of the members.

5.3 Residency. Corporation officers must be members of the Corporation and must reside in Utah.

5.4 Election. The officers and assistant officers shall be elected by the members of the corporation at the annual meeting and shall hold office until their successors are elected

and qualified or until their earlier death, disability, resignation, or removal by the Board.

5.5 Vacancies. A vacancy caused by the death, disability, resignation, or removal of any officer or assistant officer, or by the creation of a new office, may be filled by the Board.

5.6 President. The President shall be the chief executive officer of the Corporation; shall, in general, perform all duties incident to the office of president and such other duties as may be assigned by the Board; and shall preside at all meetings of the Board. The President shall prepare, in collaboration with the Secretary, an annual report of the Section's activities to be presented to the annual meeting of the Section and to be forwarded by the Secretary to the National Association.

5.7 Vice-President. The Vice-President or, if there shall be more than one, the Vice-Presidents in the order determined by the Board shall, in the absence or disability of the President, perform the duties and exercise the powers of the President; and shall perform such other duties and have such other powers as the Board may from time to time prescribe. The first Vice-President shall succeed to the office of President in the following year.

5.8 The Secretary. The Secretary shall be custodian of the books and records of the Corporation other than those in the custody of the Treasurer; shall be custodian of the seal and is hereby authorized to affix the seal to all documents, the execution

and delivery of which are duly authorized; shall record the minutes of all meetings of the Board and shall be responsible for the giving of all notices of such meetings in accordance with these Bylaws; and shall, in general, perform such other duties as are incident to the office of secretary and as may be assigned by the Board or by the President.

5.9 The Treasurer. The Treasurer shall be the financial officer of the Corporation; shall have charge and custody of, and be responsible for, all funds of the Corporation, and the books and records relating to the same, and shall deposit all such funds in the name of the Corporation in depositories selected by the Board; shall render to the President and to the Board, upon request, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the Corporation; shall, in general, perform such other duties as are incident to the office of treasurer and as may be assigned by the Board or by the President; and shall, if required to do so by the Board, furnish bond in such form and amount and to cover such risks as the Board may determine. The Treasurer's accounts shall be audited at the close of each year.

ARTICLE VI

COMPENSATION

6.1 Compensation. The members of the Board shall serve without compensation for their services as trustees, but may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.

ARTICLE VII

ANNUAL MEETING

7.1 Time; Notice. There shall be an annual meeting of the members to be held between the months of January and June each year. The Secretary shall notify the membership by letter or in the Newsletter, of the exact date and place (to be set by the Board of Trustees) at least 30 days in advance of the annual or other meeting.

7.2 Special Meetings. Special meetings shall be called by the President upon written petition of not less than 2/3 of the members, or may be called when, in the opinion of the President there is business which should be brought before the membership for action prior to the next regular meeting. At least 15 days advance notice must be given of any special meetings.

7.3 Business at Meetings. Any business which may properly come before the membership may be discussed and acted upon at the annual or other meeting. Only that business may be discussed or acted upon at a special meeting which has been announced by written notice sent by the Secretary or announced in the Section Newsletter to the members at least 15 days in advance of such special meeting.

7.4 Quorum. A quorum at any duly called meeting, shall consist of 7 members or 1/3 of the members in good standing, whichever is less.

7.5 Robert's Rules of Order. The order of business and all parliamentary procedure at any meeting if requested shall be in

accordance with Robert's Rules of Order, except where this may conflict with these By-Laws.

ARTICLE VIII

INDEMNIFICATION

8.1 The Corporation shall indemnify any trustee or officer of the Corporation or any of its subsidiaries who was or is an "authorized representative" of the Corporation (which shall mean, for the purpose of this Article, a trustee or officer of the Corporation or such a person serving at the request of the Corporation as a trustee, officer, partner, fiduciary or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise) and who was or is a "party" (which shall include for purposes of this Article the giving of testimony or similar involvement) or is threatened to be made a party to any "proceeding" (which shall mean for purposes of this Article any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, its members or otherwise) by reason of the fact that such person was or is an authorized representative of the Corporation to the fullest extent permitted by law, including without limitation indemnification against expenses (which shall include for purposes of this Article attorneys' fees and disbursements), damages, punitive damages, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such

proceeding unless the act or failure to act giving rise to the claim is finally determined by a court to have constituted willful misconduct or recklessness. If an authorized representative is not entitled to indemnification in respect of a portion of any liabilities to which such person may be subject, the Corporation shall nonetheless indemnify such person to the maximum extent for the remaining portion of the liabilities.

8.2 Advancement of Expenses. The Corporation shall pay the expenses (including attorneys' fees and disbursements) actually and reasonably incurred in defending a proceeding on behalf of any person entitled to indemnification under Section 8.1 in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article. The financial ability of such authorized representative to make such repayment shall not be prerequisite to the making of an advance.

8.3 Security for Indemnification Obligations. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such

occurring prior to such time, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE IX

WAIVER OF NOTICE

9.1 Any notice required to be given under these Bylaws may be effectively waived by the person entitled to such notice by written waiver signed before or after the meeting to which such notice relates or by attendance at such meeting otherwise than for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE X

FISCAL YEAR

10.1 The fiscal year of the Corporation shall begin on January 1 and end on December 31.

ARTICLE XI

DUES AND FUNDS

11.1 Dues. There shall be no annual membership dues, unless a majority of a quorum of Board members in attendance at an annual, regular or special meeting vote in favor of membership dues.

11.2 Funds. The funds of the Corporation shall be the responsibility of the Treasurer. Funds shall be deposited to the credit of the Corporation in a bank approved by the Board.