

BY-LAWS
of the
ALABAMA ONSITE WASTEWATER ASSOCIATION

ARTICLE I
NAME

This association shall be known as the Alabama Onsite Wastewater Association, a non-profit association.

ARTICLE II
OBJECTS

The objects of this association are as follows:

- a. To advance the standards of onsite wastewater systems manufacturing, installation, repair and maintenance, by working toward the establishment of guidelines containing stringent standards for the design, installation and servicing of onsite wastewater systems;
- b. To establish throughout the state a relationship among those concerned with the onsite wastewater industry that will increase the flow of information, not only among members of this association, but among all organizations and agencies having allied objects and purposes;
- c. To establish a liaison with state agencies so that legislation affecting the onsite wastewater industry can be enacted, based upon statistics, facts and actual experience;
- d. To inform and educate the public as to the value, safety and maintenance of all onsite wastewater systems either conventional or alternative;
- e. To protect and maintain the environment through the use of sound ecological practices in the manufacturing and installation of onsite wastewater systems.
- e.f. All business conducted by the Alabama Onsite Wastewater Association shall be conducted in accordance with *Robert's Rules of Order*.

ARTICLE III
MEMBERSHIP

Section 1. Classes of Membership

There shall be three (3) classifications of membership based upon the following qualification:

- a. General Membership: General Membership shall include any person, firm, association, corporation or other entity engaged in whole or in part in the manufacturing, installation, repair, or maintenance of onsite wastewater systems.
- b. Associate Membership: Associate Membership shall include any person, firm, association, corporation, or other entity engaged in the manufacturing, wholesale supply, distribution or sale of components used in the manufacturing, installation, repair, or

- maintenance of onsite wastewater systems. Associate members will not be entitled to vote on business transactions of the association.
- c. Affiliate Membership: Affiliate Membership shall include any person, firm, association, corporation, or other entity with a common interest in the objects and purposes of the wastewater industry not meeting the requirements for General or Associate Membership (i.e., engineer, technical support, environmentalist, administrator, consultant, etc.) as approved by the Board of Directors. Affiliate members will not be entitled to vote on business transactions of the association.

Section 2. Admission to Membership

Application for membership shall be submitted on form approved by the Board of Directors, ~~accompanied by an AOWA member sponsor recommendation and payment of required dues. The application for membership shall be accepted upon receipt and referred to the Board of Directors at their next meeting for review. The Board of Directors shall perform a search with applicant's local public health department, the sponsoring member, the Better Business Bureau, and other entities deemed necessary to support a decision or rejection into the association of the applicant. All applicants will be in good standing with the Alabama Department of Public Health, the Alabama Onsite Wastewater Association, the Alabama Onsite Wastewater Board, and the Better Business Bureau. Annual renewal of membership will be subject to the same standards as listed above and must be paid within ninety (90) days of the due date.~~

Section 3. Proxies

~~Any member shall be permitted to vote at any meeting by a proxy in writing, submitted to the association Secretary before or at the time of the meeting. Election for Officers and Board of Directors will be accomplished by mail in ballots prior to the annual meeting. Proxies will be allowed only for the Board of Directors at board meetings.~~

Section 4. Suspension or Expulsion of Member

Any member failing to pay dues ~~or any installment there upon,~~ for more than ninety (90) days shall automatically be expelled from membership. Any member charged with conduct detrimental to the objects and purposes of the association shall receive written notice of such charges, and shall receive fifteen (15) days notice of hearing upon such charges before the Board of Directors. After such notice of hearing, that member may be suspended or expelled from membership by majority vote of the Board of Directors. Any member having been expelled from membership for any reason may make application for readmission to membership upon the same terms and conditions as any other applicant, provided however, that such former member shall have paid an arrearage of dues and/or assessments upon application and that a majority vote of the Board of Directors shall be required to elect such former member to membership.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Meeting

The annual meeting of the membership of the association shall be held ~~at the discretion of once a year at a time and place designated by~~ the Board of Directors. ~~Members of the association shall have notification of the annual meeting date and time at least thirty (30) days prior to the date of the meeting. Publication of this information in the association's newsletter will have met this requirement.~~ One of the purposes of the annual meeting shall be ~~the election of the Board of~~

~~Directors for the ensuing year, the recognition and announcement of the newly elected Board of Directors for the ensuing year, -all of whom shall take office immediately following the election at the annual meeting.~~

Section 2. Special Meeting of the ~~Board of Directors~~Members

Special meetings of the ~~Board of Directors~~members may be held at the call of the President, ~~or~~ by written request of a majority of the members of the Board of Directors, ~~or by written request of a majority of the members.~~ -Notice of each special meeting shall be given by the Executive Director to each Director not less than ~~threefifteen~~ (315) days before the meeting.

Section 3. Notice

At least thirty (30) days notice in writing of the annual meeting of the members and at least fifteen (15) days notice in writing of any special meeting shall be mailed to each member of the association at his usual place of business or residence. Announcement of meeting date and location for any meeting in the AOWA News will constitute sufficient notice.

Section 4. Order of Business

The order of business at the annual meeting of the membership shall be:

- a. Roll call
- b. Reading of notice of meeting
- c. Reading of minutes of previous meeting
- d. Report of President
- e. Report of Treasurer
- f. Report of Vice President
- g. Reports of Committees
- h. ~~Election of Board of Directors~~Introduction and recognition of the newly elected Board of Directors
- i. Transaction of other business
- j. Adjournment

Section 5. Quorum

Majority of members must be present at the annual meeting or at any special meeting in person ~~or by proxy shall to~~ -constitute a quorum for the transaction of business, ~~but if at any annual meeting there shall be less than a quorum, a majority of those present may adjourn the meeting from time to time and place to place.~~

Section 6. Voting

Every member of the association, in good standing, shall have the right and be entitled to one (1) vote, in person ~~or by proxy~~, upon every proposal properly submitted to vote at any meeting of the association members.

ARTICLE V BOARD OF DIRECTORS

Section 1. Number and Term of Directors

The business, property and affairs of this association shall be managed by a Board of Directors composed of ~~thirteen (13)~~eighteen (18) persons (including officers) who shall be members of this association. Each Director shall be entitled to one vote and hold office for the term for which

he/she is elected and until his/her successor is elected and qualified. A term of office for any Director shall be one (1) year. Any Director/Officer may serve an unlimited number of terms.

Section 2. Classification of Directors

There shall be eleven (11) Directors elected from each environmental district as designated by the Alabama Department of Public Health by the members of the association, two (2) Directors at Large, and four (4) officers (President, Vice-President, Secretary, and Treasurer) and the immediate past President serving in an ex-officio capacity, with the President serving as chairman of the Board of Directors.

Section 3. Qualifications

The Board of Directors shall be citizens of the United States of America, employed in the state of Alabama, and general members of the association.

Section 4. Duties of the Board

The Board of Directors shall transact all business of the association. It shall determine the policies, fiscal matters, employment of staff and other personnel policies, and in general assume responsibility for the guidance of the affairs of the association.

Section 5. Quorum

The presence of ~~seven (7)~~nine (9) members of the Board of Directors, in person or by proxy, shall be necessary at any meeting of the Board of Directors to constitute a quorum to transact business. ~~When there are not seven (7) Directors present, past officers may act in their stead to achieve a quorum.~~ The act of the majority of Directors at a meeting when a quorum is present shall be the act of the Board of Directors.

Section 6. Special Meeting of the Board of Directors

Special meetings of the Board of Directors may be held at the call of the President or by written request of a majority of the members of the Board of Directors. Notice of each special meeting shall be given by the Executive Director to each Director not less than three (3) days before the meeting.

Section ~~67~~. Time of Meeting

Annual meetings of the Board of Directors shall be held ~~immediately~~within two (2) weeks following the annual meeting of the members each year. Additional meetings shall be called by the President as needed by giving written notice to each Director at least ~~fifteen (15)~~three (3) days before such meeting.

Section ~~78~~. Vacancies

Vacancies in the Board of Directors shall be filled by ~~election of the membership~~appointment by the President and ratification by majority vote of the Board of Directors. Each person so ~~elected~~appointed to fill a vacancy shall remain a Director until his successor has been elected by vote of the membership. ~~present, who make such election at their next annual meeting or at any special meeting duly called for that purpose and held prior thereto.~~

Section ~~89~~. Power ~~to Elect~~of Elected Officers

The general membership shall elect officers ~~at~~by mail in ballots prior to the annual meeting. The Board of Directors shall have the power to appoint such other officers and employees as the

Board may deem necessary for the transaction of business of the association. ~~The Board shall have the power to fill any vacancy in any office occurring for any reason whatsoever.~~

Section 910. Removal of Directors and Officers

Any Director or Officer may be removed by super majority (two thirds) of the other members of the Board of Directors whenever, in the judgment of the Board, the best interest of the association will be served thereby. No Director or Officer shall be so removed unless and until he/she shall have had ~~due~~fifteen (15) days -notice of the charges against him/her and the opportunity to be heard by the Board of Directors.

Section 1011. Annual Meeting

The Board of Directors shall designate a place for holding the ~~next~~ annual meeting of the membership of the association ~~at the annual meeting each year, or earlier.~~ no later than four (4) months prior to the annual meeting.

ARTICLE VI OFFICERS

Section 1. Officers

The Officers of the Board of Directors shall be the Officers of this association. They shall consist of the President, Vice-President, Secretary, and Treasurer. The most recent past President shall serve in an ex-officio capacity, having no vote as an Officer on the Board of Directors unless needed to break a tie vote. Each Officer shall be elected to hold office for a period of one (1) year~~term~~. ~~The President and Vice-President can be elected to a second year upon approval of the membership at the annual meeting.~~

Section 2. President

The President shall:

- a. Preside at all meetings of the Board of Directors; and meetings of the general membership;
- b. Make all committee appointments; ~~other than Board of Directors;~~
- c. Be a member ex-officio of all committees;
- d. Be the Chairman of the Board of Directors;
- e. Perform all other duties usually pertaining to the office of president.

Section 3. Vice President

The Vice President shall:

- a. Preside at all meetings of the Board of Directors and all meetings of the membership in the absence of the President;
- b. Be a member of the Board of Directors;
- c. Perform all such other duties usually pertaining to the office of Vice President.

Section 4. Secretary

The Secretary shall:

- a. Keep minutes of the meetings of the association and report thereon at each ~~regular~~ meeting of the Board of Directors;
- b. Make reports at annual meetings and special reports when requested.

Section 5. Treasurer

The Treasurer shall:

- a.1. See that all monies of the association are deposited in the bank designated by the Board of Directors, subject to withdrawal for authorized purposes;
- a.2. Approve and file reports and returns required by all government agencies prepared by the Executive Director.

- b. The detailed bookkeeping of the association shall be performed by the Treasurer or other person designated by the Board.

- c. The Treasurer's accounts records shall be studied annually by the Board of Directors, ~~or appointed committee, of the fiscal year, or other persons designated by the Board. said review to be completed and delivered to the Treasurer no later than March 1 of each year. A report shall be generated for that fiscal year and completed and delivered to the Treasurer no later than May 15 of each year.~~

ARTICLE VII STAFF

Section 1. Executive Director and Staff

The Board of Directors shall employ an Executive Director when the need arises. The Executive Director shall be responsible to the Board of Directors for the performance of the duties connected with his office and shall be the administrative head responsible for all staff, subject to the approval of the Board of Directors. In such capacity, the Executive Director shall be responsible for the efficient operation of the association, shall represent the association at conferences and conventions and before governmental agencies, either with Board members or as the sole representative; shall be present at regular or specially called Board meetings without vote; and shall give regular reports to the Board. All other staff members shall recognize their responsibility to the Executive Director.

Section 2. Duties of the Executive Director

1. Record the minutes of all meetings;
2. Write up the minutes as soon as possible after each meeting;
3. Give notices of all meetings required by statutes, by-laws, or resolutions;
4. Take attendance records at meetings;
5. Maintain committee reports;
6. Carry on the necessary correspondence of the association;
7. Perform such other duties as may be delegated to him by the Board of Directors and by the Executive Committee.

Section 3. Employee Compensation

Compensation of all employees, including the Executive Director, shall be reviewed and decided upon by the Board of Directors.

Section 4. Expenditures by the Executive Director

The Executive Director shall have authority to expend funds of the association for its day-to-day operation.

ARTICLE VIII FISCAL YEAR

The fiscal year of the association shall be from January 1 to December 31 of each year.

ARTICLE IX
LIMITATION ON EXPENDITURES

Section 1. Limitation on Expenditures

Expenditures shall be authorized by the Board of Directors. Checks shall be signed by the ~~Executive Director~~President or the Treasurer.

ARTICLE X
DUES AND ASSESSMENTS

Section 1. Dues

General members of the association shall pay minimum dues of \$100.00 per year, payable in advance. There will be no initiation fee. Associate members shall pay minimum dues of \$150.00 per year. Affiliate members shall pay minimum dues of \$50.00 per year.

Section 2. Assessment

Assessment of members (general, associate, or affiliate) shall be uniform.

Section 3. Nonpayment of Dues and Assessments

If any member shall fail to pay dues, any installment thereof, or any assessment within ninety (90) days after the same become due, said member may be automatically expelled from membership.

ARTICLE XI
Amendments to the
By-laws of the
Alabama Onsite Wastewater Association

The Association's By-Laws may be amended by a majority vote of the entire membership at a meeting of the members, or by a two-thirds vote of the Board of Directors at a meeting of the Board of Directors. At least fifteen (15) days written notice must be provided to the adopting body detailing any proposed amendments to the By-Laws prior to its adoption. (RONR (10th ed.), p.562, 573)

~~Approved at the AOWA Annual Meeting, April 30, 1999, Montgomery, Alabama:~~

~~**ARTICLE V. BOARD OF DIRECTORS**~~

Section 1. Number and Term of Directors

~~The business, property and affairs of this association shall be managed by a Board of Directors composed of thirteen (13) persons who shall be members of this association. Each Director shall hold office for the term for which he is elected and until his successor is elected and qualified.~~

Section 2. Classification of Directors

~~There shall be eleven (11) Directors elected from each environmental district as designated by the Alabama Department of Public Health by the members of the association, two (2) Directors at Large, and four (4) officers (President, Vice President, Secretary, and Treasurer) and the immediate past President serving in an ex officio capacity, with the President serving as chairman of the Board of Directors.~~

Section 5. Quorum

~~————The presence of seven (7) Directors, in person or by proxy, shall be necessary at any meeting to constitute a quorum to transact business. When there are not seven (7) Directors present, past officers may act in their stead to achieve a quorum. The act of the majority of Directors at a meeting when a quorum is present shall be the act of the Board of Directors.~~

ARTICLE IV. OFFICERS

Section 1. Officers

~~————The officers of the Board of Directors shall be the officers of this association. They shall consist of the President, Vice President, Secretary, and Treasurer. The most recent past President shall serve in an ex officio capacity, having no vote as an officer on the Board of Directors unless needed to break a tie vote. Each officer shall be elected to hold office for a period of one (1) year. The President and Vice President can be elected to a second year upon approval of the membership at the annual meeting.——~~