

**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 design, 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.
- 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 and licensed by the Alabama Onsite Wastewater Board. -

a-

- 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.
- b.
- 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~~Board of Directors~~of Directors~~. Affiliate members will not be entitled to vote on business transactions of the association.

Section 2. Admission to Membership

~~The a~~Application process for membership and identification of District designation for each member [CHI] shall be determined by the submitted on a form approved by the Board~~Board of Directors~~of Directors. ~~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 dues must be paid within ninety (90) days of the due date.

Section 3. Proxies

~~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

- a. Any member failing to pay dues for more than ninety (90) days shall automatically be expelled from membership.
- b. 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~~Board of Directors~~of Directors~~. After such notice of hearing, that member may be suspended or expelled from membership by majority vote of the ~~Board~~Board of Directors~~of Directors~~.
- c. 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~~Board of Directors~~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 ~~once a year at a time and place designated by the Board~~Board of Directors~~of Directors~~. One of the purposes of the annual

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

[CH2]

Section 2. Special Meeting of the Members

Special meetings of the members may be held at the call of the President, by written request of a majority of the members of the ~~Board of Directors 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 fifteen (15) days before the meeting.~~ Notice of each special meeting of the membership shall be postmarked via the US Postal Service to all AOWA members in good standing at least (15) days in advance of the meeting date.

Section 3. Notice of Annual Meeting

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 ~~their his~~ usual place of business or residence. Announcement of ~~the Annual Meeting of Members~~ -date and location ~~for any meeting~~ in the *AOWA News* will constitute sufficient notice.

Section 4. Order of Business

The Annual Meeting of Members shall be held for the purpose of conducting business as outlined elsewhere in the By-Laws and recognizing newly elected Board of Directors of Directors. ~~The order of business shall follow Robert's Rules of Order, order of business at the annual meeting of the membership shall be:~~

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

Section 5. Quorum

Five percent of the General Members shall constitute a quorum for the transaction of business at any meeting of the association. In the event a quorum is not present, such meeting may be adjourned by those present until a quorum is obtained. Majority of members must be present at the annual meeting or at any special meeting in person to constitute a quorum for the transaction of business.

Section 6. Voting

Every ~~General Member member~~ of the association, in good standing, shall have the right and be entitled to one (1) vote, in person, 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 twenty two (22) persons (including officers) who shall be members of this association, except for the Engineer and Health Department Representative who are non-voting members. 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 1. Governing Board of Directors

~~The business and affairs of the Corporation Association shall be managed by the Governing Board of Directors (the "Board"), subject to any restrictions imposed by law, the Articles of Incorporation, or these Bylaws. The Board shall consist of five (5) officers, (12) district directors, (6) At Large Directors, (1) non-voting representative of the Alabama Department of Public Health and (1) non-voting representation of Land Engineers.~~

- a. ~~The officers of the corporation association shall be President, Vice-President, and Secretary, Secretary/Treasurer. The term of office for each officer shall be one year. Officers may succeed themselves in the same office for a second term but cannot serve more than two terms in the same office. The Board of Directors elects the officers of the association are to be elected annually from the -by the and from the current -Board Board. To be elected an officer of the association the individual must have served on the Board for a minimum of at least 2 years.~~
- b. ~~There will be 12 district directors elected based on AOWA Districts which represent 4%-20% of the AOWB licensed operators in the state. The District map will be adjusted by the Board of Directors as needed to maintain 12 districts. District directors must have a licensed business located in the district. District directors term of office is three years and may serve a maximum of two consecutive full three year terms as District Director. The Board of Directors will establish the initial staggered terms to provide 4 District Directors will be elected each year.~~
- c. ~~There will be 6 At Large directors representing each of the licensed categories – Basic Installer, Advanced Installer I, Advanced Installer II, Pumper, Portable Restroom, Manufacturer. An At Large Director term of office is three years and may serve a maximum of two consecutive full three-year terms. The Board of Directors will establish the initial staggered terms to provide an At Large Director will be elected each year.~~
- d. ~~Following an individual serving two consecutive terms as a District Director or in an At Large Director post, the individual may run for another director position for which they~~

are eligible, or they must rotate off the Board for at least a year before running for the same Director position again in which they served two terms.

e. There will be 1 non-voting representative of the Alabama Department of Public Health and 1 non-voting representative of the land engineers. These are continuing positions and have no term of office. The individuals serve at the pleasure of the Board of Directors.

f. Each voting director is entitled to one vote.

g. Each Officer and Director will hold office until their successor is elected. Directors serving upon approval of governing Board outlined above will continue to serve in their current office until the next Annual Meeting.

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, four (4) Directors at Large, an Engineer (non-voting), a Representative of the Alabama Department of Public Health (non-voting), 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 BoardBoard of Directors of Directors. Persons wishing to serve in the position of President, Vice President, Secretary or Treasurer must have served a minimum of two years as a District Representative or Director at Large.~~

Section 3. Qualifications

The voting members of the ~~Board~~Board of Directors ~~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 BoardBoard of Directors

~~The BoardBoard of Directors 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.~~^[CH3]

Section 5. Quorum

~~A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of DirectorsThe presence of ten (10) members of the BoardBoard of Directors of Directors, in person or by proxy, shall be necessary at any meeting of the BoardBoard of Directors of Directors to constitute a quorum to transact business. Except as otherwise provided in these bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors of Directors. The act of the majority of Directors at a meeting when a quorum is present shall be the act of the BoardBoard of Directors of Directors.~~

Section 6. Nominations and Elections

a. At least 60 days before the Annual Business Meeting date, all members in good standing will receive by mail a form to submit nominations for open Director positions on the Board of Directors. Nominations must be received in accordance

with the Nomination and Voting procedure as established by the Board of Directors of Directors.

- b. At least 30 days before the Annual Business Meeting date, all members in good standing will receive by the method as outlined in the Nomination and Voting Procedure a ballot to vote on Officers and Directors nominated. Members will vote on the District Director representing the District for which the member has designated as their home District, and will vote on all At Large Directors on the ballot.
- c. Ballots will be tabulated per the Nomination and Voting Procedure and reported to the membership at the Annual Business Meeting.
- d. Should there be a tie vote in any of the elections, the members eligible to vote in the runoff election will be re-balloted and votes tallied in accordance with the Nomination and Voting Procedure.

Section 7. Powers of the Board of Directors of Directors

The Board of Directors shall have all corporate powers to conduct and control all business affairs of the Association subject to the limitations established by the articles of incorporation, By-laws, and the actions of membership. Its duties shall include but not limited to the following:

- a. To elect officers of the association from the current elected Board of Directors.
- b. To hire/fire an Executive Director and provide annual review of his/her performance.
- c. To adopt an operating budget and authorize its officers to carry out the activities authorized by the budget.
- d. To designate person or persons to sign or who will obligate the Association Association by signing of notes, orders or promises to pay.
- e. To designate banks at which the Association's funds shall be deposited and authorize the operating of bank accounts.

Section 86. Special Meeting of the Board Board of Directors of Directors

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

Section 97. Time of Meeting

Annual mMeetings of the Board Board of Directors of Directors shall be held within within two (2) weeks of the following the Annual Mmeeting of the members each year. The purpose of this meeting will be to elect officers and conduct any other necessary business of the association.

Additional meetings shall be called by the President as needed by giving written or electronic notice to each Director at least three (3) days before such meeting.

Section 10. Electronic Voting by the Board of Directors

The Board of Directors may take action by means of electronic mail, provided that at least a majority of the Directors in office casts a vote and at least two-thirds of the votes cast are in favor of the action.

Section 118. Vacancies

Vacancies in the ~~Board~~Board of Directors ~~of Directors~~ shall be filled by appointment by the President and ratification by majority vote of the ~~Board~~Board of Directors ~~of Directors~~. Each person so appointed will complete the unexpired term of office to which they were appointed. ~~to fill a vacancy shall remain a Director until his successor has been elected by vote of the membership.~~

~~Section 9. Power of Elected Officers~~

~~The general membership shall elect officers by mail in ballots prior to the annual meeting. The Board~~Board of Directors ~~of Directors shall have the power to appoint such other officers and employees as the Board~~Board of Directors ~~may deem necessary for the transaction of business of the association.~~

Section 120. Removal of Directors and Officers

Any Director or Officer may be removed by super majority (two thirds) of the other members of the ~~Board~~Board of Directors ~~of Directors~~ whenever, in the judgment of the ~~Board~~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 fifteen (15) days notice of the charges against him/her and the opportunity to be heard by the ~~Board~~Board of Directors ~~of Directors~~.

Section 131. Annual Meeting

The ~~Board~~Board of Directors ~~of Directors~~ shall designate a place for holding the annual meeting of the membership of the association no later than four (4) months prior to the annual meeting.

ARTICLE VI OFFICERS

Section 1. Officers

The Officers of the ~~Board~~Board of Directors ~~of Directors~~ shall be ~~the Officers~~ members of this association. They shall consist of the President, Vice-President, ~~Secretary,~~ and Secretary/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) term.

Section 2. President

The President shall:

- a. Preside at all meetings of the ~~Board~~Board of Directors ~~of Directors~~ and meetings of the general membership;

- b. Make all committee appointments;
- c. Be a non-voting member ex-officio member of all committees;
- d. Be the Chairman of the ~~Board~~Board of Directors 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~~Board of Directors of Directors and all meetings of the membership in the absence of the President;
- b. Be a member of the ~~Board~~Board of Directors of Directors;
- c. Perform all such other duties usually pertaining to the office of Vice President.

~~Section 4. Secretary~~

~~The Secretary shall:~~

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

Section 54. Secretary/Treasurer

The Secretary/Treasurer shall:

- a. ~~1.~~ See that all monies of the association are deposited in the bank designated by the ~~Board~~Board of Directors of Directors, subject to withdrawal for authorized purposes;
- ~~b.a.2.~~ Approve and file reports and returns required by all government agencies as prepared by the Executive Director.
- ~~cb.~~ Review ~~The detailed bookkeeping of the association shall be performed by the Treasurer or~~
~~—— other person designated by the ~~Board~~Board of Directors.~~
- ~~d.~~ The ~~Treasurer's association's~~ accounts records shall be studied annually by the ~~Board~~Board of Directors of Directors, appointed committee, or other persons designated by the ~~Board~~Board of Directors. A report shall be generated for that fiscal year and completed and delivered to the Secretary/Treasurer no later than May 15 of each year.

e. Review all minutes and association permanent records prepared by the Executive Director.

Section 5. Election of Officers

- a. The Officers of the association will be elected by the Board within two weeks of the Annual Meeting of Members.
- b. The current President of the Association shall continue to serve as the presiding officer until a successor is elected, at which time the successor immediately takes office.
- d. Members of the Board of Directors shall make nominations for each officer position.

e. Balloting will be by secret ballot.

f. Officer candidates must receive a majority vote of the Directors present at the meeting to be elected.

b.

ARTICLE VII COMMITTEES

Section 1. Standing Committees

The Standing Committees of the Association shall be:

- a. Executive Committee
- b. Finance Committee
- c. Election Guidelines Committee
- d. Education Committee

Section 2. Duties of the Committees

- a. Executive Committee - There shall be an Executive Committee which shall consist of three (3) members of the Board of Directors whom shall be officers currently serving as President, Vice President, and ~~Secretary~~, Secretary/Treasurer. The Executive committee shall ~~hav~~have the ~~eposwer~~power to act for the Board of Directors ~~of directors~~ in cases of emergency between regular Board of Directors meetings and when it is impractical to call a special meeting of the Board of Directors. The Executive Committee may not elect officers or amend the Bylaws. Any decisions made by the Executive Committee shall be reported to the Board of Directors at the next meeting. The affirmative vote of a majority of the Executive Committee is necessary to act as a committee.
- b. Finance Committee – The Finance Committee shall be chaired by the Secretary/Treasurer. At least two other Board of Directors members, appointed by the President and ratified by the Board of Directors, shall serve with the Secretary/Treasurer as the Finance Committee. The duties of the Finance Committee is to review and monitor the financial transactions and status of the association. This Committee will assist the President with developing a budget for the Association.
- c. Election Guidelines Committee – The Executive Committee shall serve as the Election Guidelines Committee unless the President appoints new Committee Members and they are ratified by the Board of Directors ~~of Directors~~. This committee is responsible for the oversight of the Board of Directors and Officer nomination and election process. This committee shall have the authority to rule on questions of procedure, eligibility, operations, etc. which may surface during the election process.
- d. Education Committee – The Chair and members of this committee shall be appointed by the AOWA President and ratified by the Board of Directors. The AOWA Director of Training shall serve on this committee. This committee shall oversee the educational programs offered by AOWA to the membership and non-member installers and pumpers

in Alabama. This committee is responsible to ensure the educational programing is current, up-to-date and relevant for both the licensing courses and continuing education.

Section 3. Other Committees

- a. The ~~association~~BoardBoard of Directors shall authorize special programing committees to function as defined in the individual program's outline (i.e. Helping Hands Across Alabama) and recorded in the association's Operating Policies and Procedures.
- b. The President may, from time to time, appoint other committees, working groups, or task forces for such purposes as designated by the Board of Directors~~of Directors~~. Each committee shall have such powers and shall perform such duties as may be delegated and assigned to the committee by the Board of Directors ~~of Directors~~ and/or President. However, all manners transacted by a committee, working group or task force in the name of the Association shall be submitted and ratified by the Board of Directors ~~of Directors~~ at its next regular or special meeting.

ARTICLE VIII **STAFF**

Section 1. Executive Director and Staff

The ~~Board~~Board of Directors ~~of Directors~~ has the authority to engage the services of an ~~shall employ an~~ Executive Director as needed. ~~when the need arises~~. The Executive Director shall be responsible to the ~~Board~~Board of Directors ~~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~~Board of Directors ~~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~~Board of Directors members or as the sole representative; shall be present at regular or specially called ~~Board~~Board of Directors meetings without vote; and shall give regular reports to the ~~Board~~Board of Directors. 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 other such ~~other~~ duties as may be delegated to him by the ~~Board~~Board of Directors 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~~Board of Directors ~~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 per the approved operating procedures.

ARTICLE IXVIII **FISCAL YEAR**

The fiscal year of the association shall be established by the Board of Directors~~of Directors.~~
~~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~~Board of Directors~~of Directors.~~ Checks shall be signed by the President or the Treasurer.

ARTICLE X **DUES AND ASSESSMENTS**

Section 1. Dues

~~The membership dues of the association shall be established by the Board of Directors~~of Directors. ~~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 and established by the Board of Directors~~of Directors.~~ .:

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 **Dissolution of the Corporation**

Section 1. Dissolution At any time that dissolution of this Association is authorized, pursuant to law, the Board of Directors ~~of directors~~ shall apply and distribute its assets as follows:

- a. All liabilities and obligations of the Association shall be discharged, or adequate provisions made thereof.

- b. Assets held on condition requiring return or other disposition in case of dissolution be so returned or disposed of.
- c. All other assets shall be distributed to such other nonprofit corporations as determined by the Board of Directors ~~of Directors.~~

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

Section 1. Amendments-I

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~~Board of Directors ~~of Directors~~ at a meeting of the ~~Board~~Board of Directors ~~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~~)

Upon approval of amendments to the By-laws the Board of Directors will determine the transitional plan to implement the such bylaws so as not to disrupt operations of the association.

Amendment II

~~The composition of the Alabama Onsite Wastewater Association Board~~Board of Directors ~~of Directors was increased to twenty two (22) members by adding an At Large Member (voting) and two non-voting members, an engineer and a representative of the Alabama Department of Public Health.~~

Amendment III

~~In order to serve as one of the four officers of the Alabama Onsite Wastewater Association (President, Vice President, Secretary, and Secretary/ Treasurer) an individual must have served a minimum of two years as a District Representative or an At Large Representative.~~

Amendment IV

~~The composition of the Alabama Onsite Wastewater Association Board~~Board of Directors ~~of Directors was increased to twenty two (22) members by adding a Fourth At Large Representative.~~

CERTIFICATION

These Bylaws were amended at the AOWA Annual Meeting in Montgomery, AL on April 30, 1999.

Amended per process by AOWA membership, on July 3, 2018.

Amended per process by the AOWA Board of Directors on _____, _____.