

**APPROVED BYLAWS**  
**Maryland Onsite Wastewater Professionals Association**

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Article I. Corporate Office Location

The principal headquarters office of the corporation shall be located at the Executive Director's (President's) place of business, or as established by the Board of Directors. The Board of Directors of the corporation from time to time may move the principal office to any other address and may establish other locations for the attainment of the corporation's purposes.

Article II. Purpose

The purposes for which the corporation is formed are as follows.

- (a) To establish a relationship among all those concerned with the onsite wastewater recycling industry that will increase the flow of information, not only among members of this corporation, but among all organizations, agencies and individuals having complimentary objectives and purposes.
- (b) To compile and disseminate statistics, experience and other information affecting the onsite wastewater recycling industry.
- (c) To inform and educate the general public concerning the the value of recycling wastewater as a viable option to central sewerage systems and the need for properly designed, installed and maintained onsite wastewater treatment and disposal systems.
- (d) To protect the environment by assisting in the development of sound ecological practices in the manufacture, design, siting, installation, maintenance and management of onsite wastewater treatment and disposal systems.
- (e) To unite in common organization those professionally engaged in the onsite wastewater recycling industry.
- (f) To formulate and maintain ethical standards for the guidance of it's members in their relations with each other and the general public.

Article III. Requirements

Section 1. Benefits

No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, nor to the benefit of any private individual.

Section 2. Prohibited Actions

The corporation shall have no power to engage in any act or activity prohibited to corporations that are exempt from federal income taxation under Section 501(c) (3) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code.

Section 3. Termination

In the event of the dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) (3) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to the state or local government for public purposes exclusively.

Article IV Membership

Section 1. Representation

The corporation shall have the following member classes.

- a. Regular - any individual either within or out of the onsite/decentralized wastewater industry.

- b. Businesses – Organizations actively engaged in the manufacture, design, installation, maintenance, management of wastewater treatment and disposal systems, equipment or accessories. The business membership shall have no voting rights unless they join individually as Regular Members. The rate at which the Business Member joins will be set by the Board of Directors annually and publicized.
- c. Regulators - persons employed within a government agency that is concerned with onsite and decentralized wastewater industry.
- d. Student - A special category for individuals enrolled full or part time in an educational institute.

The power to admit a group or individuals to a membership class in the corporation, or make changes to those groups as described above, shall be vested in the Board of Directors.

### Section 2. Valid Membership

No person shall be admitted as a voting member of the corporation unless they are, and shall remain at least one of the following:

- a. Engaged in the manufacture, installation, repair, maintenance or management of onsite wastewater treatment and disposal systems.
- b. Engaged in the manufacture, wholesale supply, distribution or sale of components used in the manufacture, installation, repair, maintenance or management of onsite wastewater treatment and disposal systems.
- c. An engineer, soil scientist - research professional, consultant or faculty member in a relevant discipline at an accredited academic institution with onsite wastewater treatment and disposal system experience.
- d. A member or employee of a governmental regulatory agency - legislator, elected or appointed public official, or regulatory board having jurisdiction over any aspect of the onsite wastewater recycling industry.
- e. Individuals who are retired from the industry as described above in Article IV Section 2.

### Section 3. Eligibility

Other persons seeking a wider knowledge of onsite wastewater and decentralized systems industry as Regular Members.

### Section 4. Membership Acceptance

The continuance of membership in the corporation is conditioned upon the timely payment of annual dues. The amount of dues and processing fees shall be fixed from time to time by a two thirds (2/3) vote of the Board of Directors present at the meeting of the board at which a quorum is present. All applications for membership in the corporation shall be submitted to the Association's designated Business office, accompanied by proper payment.

### Section 5. Membership Rejection.

Any member failing to pay dues, or any installment thereof for over a period of ninety (90) days, shall be automatically expelled from membership. Members will be reinstated when all past and present dues have been paid. Members will be notified by U.S. Mail, facsimile transmission or electronic mail when dues and/or fees are thirty (30) days past due.

Any member charged with conduct detrimental to the ethics, objectives and purposes of the corporation, shall receive written notice of such charges, and have a minimum of thirty (30) days notice to respond to such charges before the Board of Directors. After such notice and hearing, the member in question may be exonerated, suspended or expelled, from membership by a majority vote of the Board of Directors. Any person suspended from membership in the corporation 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 any arrearage of dues and/or assessments upon application.

#### Section 6. Annual Meeting

The annual corporation membership meeting shall be held each year as agreed on by the Board of Directors. Notice of the annual membership meeting shall be mailed to each member of the corporation by the Secretary - Treasurer at least thirty (30) days prior to the date of the meeting. The meeting notice will designate the place and time of the annual membership meeting and include a tentative agenda.

#### Section 7. Special Membership meetings

Special membership meeting may be held by:

- a. The President of the Board of Directors may call for a special membership meeting. There shall be an announcement made by the Secretary - Treasurer of the corporation to all members as listed on the membership list.
- b. The Vice President of the Board of Directors may act as above in the absence of the President.
- c. The general membership may call a meeting by petition to the Board of Directors. The petition must be signed and presented to the Secretary - Treasurer by at least ten percent (10%) of the number persons on the membership list as maintained by the corporate Secretary - Treasurer. The Board of Directors may not delay member requested meeting if properly submitted, see paragraph d below.
- d. All special meeting must take place within fifteen (15) days of being announced.

#### Section 8. Board of Directors Elections

The Board of Directors shall be elected at the annual membership meeting as follows:

- a. Board of Directors shall be elected to a term of four (4) years.
- b. One-half (1/2) of the board shall be elected at every other annual membership meeting. Years that are odd numbered shall be election years, i.e. Two Thousand Five (2005), Two Thousand Seven (2007).
- c. Board of Directors shall be elected by a plurality of votes cast at the annual membership meeting.
- d. Board of Director so elected will assume office at the conclusion of the annual meeting.
- e. Special Provisions for the first (1<sup>st</sup>) Board of Directors election. To assure continuity of leadership,
  1. One half (1/2) of the candidates will be elected for a full 4 year term.
  2. The remaining Board of Directors will be elected for a two-year term.
    - a. Members elected to a two (2) years term shall be eligible for election immediately at the end of the first two (2) year term served. Thereafter the Director(s) who are re-elected in this manner shall be subject to the regular requirements for Board of Director election.
  3. The nominating committee shall present a list of nominees for election to the Board of Directors, at the annual meeting and shall accept nominations from the floor to comprise a full slate of candidates.
  4. The Board of Directors shall elect the President of the Corporation, from the Board of Directors elected to serve a two (2) year term.
  5. The Vice President / President Elect shall be elected, by the Board of Directors, from the Board members elected to serve a four (4) year term.
  6. Board of Directors elected at this meeting will meet immediately following the annual membership meeting to elect its officers. The acting President shall chair the meeting, the acting Vice President shall attend, as shall the acting Secretary - Treasurer.

#### Section 9. Member Voting

The Secretary - Treasurer of the corporation at the annual membership meeting in which elections are held, shall issue each attending voting member a ballot either through postal or electronic mail.

#### Section 10. Annual Membership Meeting

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

- a. Call to order
- b. Reading of notice of annual membership meeting notice
- c. Reading of previous annual membership meeting minutes
- d. President's Report
- e. Secretary - Treasurer's report
- f. Executive Director's report
- g. Elections of Board of Directors when applicable
- h. Committee reports
  - a. Standing committees
  - b. President's appointed committees
- i. Old business from previous annual membership meeting
- j. New business
- k. Announcement of balloting results when applicable
- l. Adjournment

The president or Vice President / President Elect in the President's absence, shall conduct the corporation's business with general common parliamentary procedures and customs. All members of the corporation are responsible for the orderly and proper conduct of corporate meetings. Any member or attending individual causing undue disruption may be removed from the meeting by the President's request, without recourse.

#### Section 11. Membership Verification

The Secretary - Treasurer of the corporation shall compile and maintain a suitable list of all members entitled to notice of annual membership meetings. A copy of the membership list shall be made available to any member upon request in a reasonable amount of time. This list shall also determine who is an eligible Voting Member.

### Article V. Governance

#### Section 1. Organization

The conduct of the affairs of the corporation and attainment of its purposes shall be managed and guided by the Board of Directors.

#### Section 2. Structure

The corporation's Board of Directors is comprised of eight (8) [six (6)] members, that include the Executive Committee members (President, Vice President / President Elect and Secretary - Treasurer, and at least one member of membership category a through d as described in Article IV. Membership Section 2. Valid Membership and four (4) [two (2)] members at large. Upon the election of Board of Directors at the annual membership meeting the Board of Director will elect from among their number a Vice President and Secretary - Treasurer. Both the Vice President / President Elect and Secretary - Treasurer must be newly elected to a full term.

#### Section 3. Parliamentary Procedures

The president or Vice President / President Elect in the President's absence, shall conduct the corporation's Board of Directors business with general common parliamentary procedures and customs. All members of the corporation's Board of Director's are responsible for the orderly and proper conduct of corporate meetings. Any Board of Directors member, attending member or individual causing undue disruption may be removed from the meeting by the President's request, without recourse.

#### Section 4. Eligibility

No person shall be a director of the corporation unless they are a natural person who shall be and remain during continuance in office a Member of the corporation.

#### Section 5. Board Quorum

A quorum of the Board of Directors consists of a majority of the whole number of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors is considered to be an official act of the Board of Directors.

#### Section 6. Meeting Location

The President of the Board of Directors or the Vice President / President Elect in the President's absence, will determine the location of the next meeting and direct the Secretary - Treasurer to make an appropriate announcement to all Board of Directors members.

#### Section 7. Participation

Board of Directors members may participate by phone in any regular or special Board of Director meeting. It will be incumbent upon the member so wishing to participate to notify the Secretary - Treasurer of their desire and provide for means to do so. Any member so participating shall be deemed to be present in person at the meeting.

#### Section 8. Board of Directors Procedures

Action required or permitted to be taken at a Board of Directors meeting or committee meeting may occur without a formal meeting being convened, if the action to do so is approved in advance by a majority of the Board of Directors members or by the committee. The resulting action(s) and approval must be recorded and documented describing the action(s) taken and participants involved in the meeting.

#### Section 9. Board of Directors Meeting(s)

Board of Directors meeting shall be held at time fixed by a resolution of the Board of Directors. Special Board of Directors meetings may be called by the Board of Directors President or Vice President / President Elect in the absence of the President or by a majority of Board of Directors members. Notification of such meeting will be give all Board Members three (3) days in advance of such meeting by the Secretary - Treasurer.

#### Section 10. Resignations

A Board of Directors member may resign at any time by delivering written notice to the Board of Directors. A resignation is effective upon receipt of written notice.

#### Section 11. Board of Directors Vacancies and Appointments

Any vacancy occurring on the Board of Directors, other than the office of President, shall be filled by appointment of the President, with the consent of the Executive Committee, of the Board of Directors. If the President shall resign, the Vice President / President Elect shall inherit the office of President for the remainder of their elected term. The Board of Directors shall elect from their members a member(s) to fill the office of Vice President / President Elect and / or the Secretary - Treasurer.

#### Section 12. Board of Directors Officer Elections

When required after membership elections to the Board of Directors, the Board of Directors shall elect from their members a Vice President / President Elect and / or a Secretary - Treasurer.

#### Section 13. Board of Director Officer or Member Removal From Office

Any Board of Director member or office may be removed from office by a two thirds (2/3) majority vote of the remaining Board of Directors members, whenever, in the judgment of the Board of Directors, the best interests of the corporation will be served. A member or officer may only be removed at a Board of Directors meeting with due notice having been give the member or officer in question. The member or officer shall have the opportunity to be heard by the Board of Directors. Such a hearing shall be only attended in person by current Board of Directors members and shall be considered privileged and confidential.

Notice of such removal will be given to the membership only stating the effective date.

#### Section 14. Executive Committee

The Executive Committee is composed of all officers of the corporation and the immediate past President, non-voting and Executive Director also non-voting. The Executive Committee, subject to any limitations imposed by law, shall have and will exercise the authority of the full Board of Directors in the management of the affairs of the corporation that occur between meeting of the Board of Directors.

#### Section 15. Other Committees

The Board of Directors may establish other committees from among the membership, and subject to any limitation imposed by law, shall vest in such committees the powers and duties that are needed in order to fulfill their role and responsibilities.

- a. Standing Committees
  - a. Nominations Committee, to provide a slate of candidates for election to the Board of Directors at membership meetings. To conduct Board of Director balloting, tabulating results and reporting to the members of the corporation at such a meeting when elections are held.
  - b. Steering Committee, chaired by the Board of Directors President. Provide a forum for future planning.
  - c. Ethics Committee shall be comprised of the Executive Committee and one general member, not elected to any office, from each membership category a specified in Article IV. Section 2. Valid Membership.
- b. Professional Committees afford individuals in each of the onsite wastewater recycling sectors the opportunity to meet, interact and handle their individual concerns. The work plans and activities shall be managed by the Board of Director member elected from that category, Article IV Section 2. Valid Membership.
  - a. Engaged in the manufacture, installation, repair, maintenance or management of onsite wastewater treatment and disposal systems.
  - b. Engaged in the manufacture, wholesale supply, distribution or sale of components used in the manufacture, installation, repair, maintenance or management of onsite wastewater treatment and disposal systems.
  - c. An engineer, soil scientist - research professional, consultant or faculty member in a relevant discipline at an accredited academic institution with onsite wastewater treatment and disposal system experience.
  - d. A member or employee of a governmental regulatory agency - legislator, elected or appointed public official, or regulatory board having jurisdiction over any aspect of the onsite wastewater recycling industry.
- c. Working Committees. These committees shall be formed at the Board of Directors President's discretion and may include, but not limited to, Performance Requirements, Education, Government Relations, Membership.
- d. Special Committees and Task Forces. These groups are formed for a single purpose and are established by the Board of Directors. The duration of these groups is for a limited time period, with a defined task, work plan and schedule established at their inception.

#### Section 16. Committee Membership and Appointments.

Committee membership, where not otherwise specified in these bylaws, shall be volunteered by interested members. These members shall elect from their midst a chairperson and recording secretary. These committee officers shall be confirmed by the Board of Directors and shall report in writing to the Board of Directors, submitted to the Secretary - Treasurer, at each Board of Directors meeting. The Executive Committee members are ex-officio members of each committee established.

#### Section 17 Indemnification

Every director, officer or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with and proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a director, officer or employee of the corporation, or any settlement thereof, whether or not they were a director, officer or employee of the corporation at the time such expenses were incurred, except in such cases wherein the director, officer or employee is

adjudged guilty of willful malfeasance or malfeasance in the performance of their duties. The foregoing right of indemnification shall be in addition to and not in derogation of any other right to which such director, officer or employee may be entitled. For purposes of the section, the term director, officer or employee shall be construed to include all executive, board members and staff employees, whether salaried or not. In addition the Board of Directors shall acquire an annual Directors and Officer liability insurance policy on behalf of the Board of Directors, to provide for the financial safety of the corporation and it's members.

#### Article VI. Officer Roles and Responsibilities

##### Section 1. Structure

The officers of the corporation shall be the officers of the Board of Directors and shall consist of a President, Vice President / President Elect and a Secretary - Treasurer.

##### Section 2. Authority

Each officer has the authority and shall perform duties set forth in these bylaws or, to the extent consistent with these bylaws, and duties prescribed by the Board of Directors.

##### Section 3. President

The President shall be the principal executive officer of the corporation and is subject to the control of the Board of Directors. The President's duties include supervision and control all of the business affairs of the corporation, and when present, preside at all meetings of the members of the Board of Directors, Executive Committee and annual membership meeting.

On behalf of the corporation the President may sign deeds, mortgages, bonds, contract or other instruments which the Board of Directors have authorized to be executed. The exception occurring of this responsibility is in those, in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these bylaws to some other officer, employee or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and other such duties as may be prescribed by the Board of Directors from time to time. The term of office of President shall be two (2) years. If the Vice President / President Elect has filled the unexpired term of President due to any vacancy, the Vice President / President Elect shall be allowed to serve the unexpired portion of office and a full two (2) year term as elected by the Board of Directors.

##### Section 4. Vice President / President Elect

In the absence of the President or in event of the President's resignation, death, inability or refusal to act, the Vice President / President Elect shall perform the duties of President, and when so acting shall have all the powers and be subject to the all the restrictions upon the President. The Vice President / President Elect will perform duties as from time to time may be assigned by the President and / or the Board of Directors. The Vice President / President Elect shall serve a term of two (2) years, except in the case of a filled vacancy in which the unexpired term of office shall be filled by the appointee. Upon completion of term of office the Vice President / President Elect shall inherit the office of President in such manner describe within these bylaws.

##### Section 5. Secretary - Treasurer

The office of Secretary - Treasurer is a two (2) year term commencing upon election by the Board of Directors. The primary responsibilities of the Secretary - Treasurer are:

- a. Keep an official record of the events and documented events that occur at all meetings of the Board of Directors and Executive Committee. The Secretary - Treasures shall organize, keep and maintain a written and an electronic copy of these records. A copy of the forgoing records shall be maintained in a separate safe location, at the direction of the Board of Directors, for the event of loss or destruction.
- b. Keep and maintain correct and current the bylaws of the corporation.
- c. To serve as the official custodian of the corporate records and to authenticate such records by the Secretary - Treasurer's signature.
- d. To keep a register of the membership of the corporation with mailing information for each member and other appropriate contact information as possible.

- e. To have charge and oversight of membership records within an electronic format.
- f. Have charge and custody of and be responsible for the all funds and securities of the corporation.
- g. To receive and give receipts for monies and due and payable to the corporation from any source whatsoever, and deposit such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws.
- h. Prepare and present a financial report at each Board of Directors meeting.
- i. Prepare an annual financial report for presentation at the membership meeting.
- j. Be a member of the Executive Committee
- k. In general, perform all the duties as from time to time may be assigned by the President or the Board of Directors. The Board of Directors shall provide to give a bond for the faithful discharge of the duties of Secretary - Treasurer in such sum and surety or securities, as the Board of Directors shall determine.

#### Section 6. Financial Reports

The corporations accounts and bookkeeping records shall be compiled annually as required by law, by a professional accountant / accounting firm, for tax preparation as soon as possible at the end of the corporation's fiscal year.

#### Article VII Board Authority

##### Section 1. Responsibilities

The Board of Directors may authorize any officer, officers agent or agents to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the corporation. Such authority may be general or confined to specific instances.

##### Section 2. Limitations

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in the corporation's name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

##### Section 3. Financial Oversight

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be co-signed by two (2) signatures of officers of the corporation. The direction for expenditures shall be determined by resolution of the Board of Directors and be so noted within the official records and documents. The Board of Directors shall be responsible for the auditing of the finical records as presented by the Secretary - Treasurer at each Board of Directors meeting.

##### Section 4. Financial Management

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as selected by the Executive Committee and approved by the Board of Directors.

##### Section 5. Openness

Each member of the corporation shall have the right to examine the records of the corporation upon request. Request for copies shall be honored in as timely manner as reasonable. The requestor upon receipt of the requested materials shall pay the cost and expenses incurred for such copies. The cost shall be determined by the Secretary -Treasurer and approved by the Board of Directors.

The Board of Directors may not unduly delay or restrict such requests. For the use in this section reasonable shall be construed to mean, without undue imposition and with respect and consideration for the requirements of the officer or officers involved.

#### Article VIII Fiscal Year

The Fiscal year of the corporation shall begin on January 1 of each year and end on December 31 of each year.

Article IX Corporate Seal

The Board of Directors shall provide a corporate seal which shall be circular in form and shall be inscribed thereon with the name of the corporation, the state of incorporation, the year of incorporation, the words Corporate Seal and the words Corporation Not For Profit.

Article X Bylaws Actions

These bylaws may be altered, amended or repealed and new bylaws adopted by the majority vote of the membership of the corporation at an annual or special meeting.

Approved by the MOWPA Board of Directors  
August 27, 2007

Linda Hanifin Bonner, Ph.D., Secretary-Treasurer