

**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
OBJECTIVES**

The objectives 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.
- 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

The application process for membership and identification of District designation for each member shall be determined by the Board of Directors. 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. 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 of Directors. After such notice of hearing, that member may be suspended or expelled from membership by majority vote of the Board 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 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 of Directors.

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, or by written request of a majority of the members. 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 shall be mailed to each member of the association at their usual place of business or residence. Announcement of the Annual Meeting of Members date and location 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. The order of business shall follow *Robert's Rules of Order*.

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.

Section 6. Voting

Every General 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. Governing Board of Directors

The business and affairs of the 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 (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 association shall be President, Vice-President and 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 annually from the current 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 three year 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 consecutive three year 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. Qualifications

The voting members of 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 3. Quorum

A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors 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.

Section 4. 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.

- 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 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 approved by the Board of Directors.

Section 5. Powers of the Board 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 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 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, by U.S. postal mail, verbal or electronic mail means not less than three (3) days before the meeting.

Section 7. Time of Meeting

Meeting of the Board of Directors shall be held within two (2) weeks of the Annual Meeting 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 8. 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 9. Vacancies

Vacancies in the Board of Directors shall be filled by appointment by the President and ratification by majority vote of the Board of Directors. Each person so appointed will complete the unexpired term of office to which they were appointed.

Section 10. 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 fifteen (15) days notice of the charges against him/her and the opportunity to be heard by the Board of Directors.

Section 11. Annual Meeting

The Board 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 of Directors shall be of this association. They shall consist of the President, Vice-President, and Secretary/Treasurer. The term of office for each office 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.

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;
- c. Be a non-voting ex-officio member 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/Treasurer

The Secretary/Treasurer shall:

- a. See that all monies of the association are deposited in the bank designated by the Board of Directors, subject to withdrawal for authorized purposes;
- b. Approve and file reports and returns required by all government agencies as prepared by the Executive Director;
- c. Review the detailed bookkeeping of the association Board of Directors. The association's accounts records shall be studied annually by the Board of Directors, appointed committee, or other persons designated by the 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;
- d. 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.
- c. Members of the Board of Directors shall make nominations for each officer position.
- d. Balloting will be by secret ballot.
- e. Officer candidates must receive a majority vote of the Directors present at the meeting to be elected.

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 Committee

- 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/Treasurer. The Executive Committee shall have the power to act for the Board 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 are 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. 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 Board of Directors shall authorize special programming 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. 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 and/or President. However, all matters 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 at its next regular or special meeting.

ARTICLE VIII **STAFF**

Section 1. Executive Director and Staff

The Board of Directors has the authority to engage the services of an Executive Director as needed. 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 of Directors members or as the sole representative; shall be present at regular or specially called Board of Directors meetings without vote; and shall give regular reports to the Board of Directors. All other staff members shall recognize their responsibility to the Executive Director.

Section 2. Duties of the Executive Director

- a. Record the minutes of all meetings;
- b. Write up the minutes as soon as possible after each meeting;
- c. Give notices of all meetings required by statutes, by-laws, or resolutions;
- d. Take attendance records at meetings;
- e. Maintain committee reports;
- f. Carry on the necessary correspondence of the association;
- g. Perform other such duties as may be delegated to him by the 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 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 IX **FISCAL YEAR**

The fiscal year of the association shall be established by the Board of Directors.

**ARTICLE X
DUES AND ASSESSMENTS**

Section 1. Dues

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

Section 2. Assessment

Assessment of members (general, associate, or affiliate) shall be uniform and established by the Board 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 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.

**ARTICLE XII
AMENDMENTS TO THE BY-LAWS**

Section 1. Amendments

- a. The Association's By-Laws may be amended by a majority vote 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.
- b. 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.

CERTIFICATION

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

Amended per process by AOWA membership, on November 9, 2019.

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