

January 28, 2014 last amended

Proposed Changes in Blue

BY-LAWS OF THE MINNESOTA ONSITE WASTEWATER ASSOCIATION, INC.

Non-Profit Corporation duly organized under the Laws of the State of Minnesota

ARTICLE I. NAME AND ADDRESS

The name of the Corporation is **Minnesota Onsite Wastewater Association, Inc.** The registered Post Office address of the Corporation shall be 5200 Willson Rd, Suite 300, Edina, MN 55424 **office of the Corporation required under the laws of the State of Minnesota are to be maintained in the State of Minnesota; the principal office and mailing address of the Corporation may change from time to time in conformity with the laws of the State of Minnesota.** For the purposes of these Bylaws, mail may be electronic or regular. The Corporation shall have other offices at such places as the Board of Directors may from time to time determine for the attainment of the corporation's purposes.

ARTICLE II. PURPOSES.

The purposes of this Corporation shall be:

1. To promote professionalism in the onsite wastewater recycling industry focused on the protection of human and environmental health state-wide
2. To promote high quality design, installation, servicing and regulation of all types of onsite wastewater systems
3. To educate and disseminate information to everyone in and affected by the onsite wastewater industry
4. To provide a venue for onsite wastewater practitioners to develop programs of mutual interest and represent its members in matters of legislation and regulation at all levels of government
5. To formulate, promote and maintain ethical standards for the guidance of its members in their relations with each other and the public including sound business management practices.

ARTICLE III.- MEMBERSHIP

Section 1- MEMBERSHIP ELIGIBILITY. Any person, firm, or corporation engaged in or retired from the onsite wastewater industry and in good standing according to the Corporation code of ethics is eligible to become a member of this Corporation. This Corporation may classify members as active, student, honorary or life-time members.

1. An active member is an Individual or business actively involved in or retired as a designer, engineer, installer, ~~pumper~~ **maintainer**, operator, manager, ~~maintenance provider~~ **service provider**, manufacturer, supplier, inspector, ~~soil scientist~~, educator, or regulator whose dues are current.
2. A student member is an individual actively studying wastewater treatment or a closely related field at a college or vocational institution whose dues are current.
3. An honorary member may be so appointed by the Board of Directors.
4. A life-time member is a former active member designated by the Board of Directors
5. The members of this Corporation may be divided into divisions or regions as may be designated by these by-laws or the Board of Directors.

Section 2- VOTING RIGHTS.

1. Each active and life-time member shall be entitled to one vote upon each matter submitted.
2. Each active member may vote by proxy. Said proxy shall be executed in writing by the member and this document shall be filed with the Secretary or designee of this Corporation at least 10 days prior to any meeting of members. All proxies automatically terminate upon execution.
3. If the active member is a firm or corporation, it must appoint one person to be its official representative to meetings of this Corporation. ~~Said representative shall provide written authorization to act in this representative capacity.~~
4. Student and honorary members have no voting rights.

ARTICLE IV- DUES.

1. The annual dues for each member of this Corporation shall be determined by the Board of Directors.
2. The Board of Directors may establish rules and regulations for failure to contribute membership fees or dues.

ARTICLE V-CORPORATION MEMBERS' MEETING

Section 1. PLACE. All meetings of the members of the Corporation shall be held at such places designated by the Board of Directors.

Section 2. TIME. An annual meeting of the members shall be held each year at a time and place to be designated by the Board of Directors. The Corporation may hold regular meetings during the year as determined by the Board of Directors.

Section 3. NOTICE OF MEETING. A minimum of a 10-day written notice mailed [or emailed](#) to the last recorded [contact information](#) address of each member shall precede any meetings held by the members of the Corporation.

Section 4. SPECIAL MEETINGS. Special meetings of this Corporation may be called by the President, the Board of Directors or by a written Petition signed by 10% of the members of the Corporation, which Petition should be directed to the President.

Section 5. QUORUM. The members present at any meeting of this Corporation shall constitute a quorum for the transaction of business. In the absence of the president, the vice-president or any other person designated from time to time by the Board of Directors, shall preside at meetings of the members of this Corporation.

Section 6. RULES. Roberts Rules of Order shall govern the conduct of all meetings.

ARTICLE VI- BOARD OF DIRECTORS

Section 1. Management of the Corporation: Management of this Corporation shall be vested in a Board of Directors of not less than 7 nor more than 13 in number. At each annual meeting a number of directors equal to that of those whose terms have expired or are about to expire shall be elected for a term of three years. Nominations shall be solicited by the Board prior to the annual meeting. Each nominee shall have been an active member of MOWA in good standing for at least six months prior to the annual meeting. Nominations will not be accepted if there is another member of the same company already on the Board. A ballot shall be printed showing all nominations submitted seven days prior to the annual meeting. Nominations for a practice may be made at the annual meeting. ~~Notwithstanding Section 2 of these bylaws, election voting may be done in absence of being at the annual meeting by obtaining a printed ballot from the Executive Director prior to the meeting and submitting the ballot to the Executive Director at least two days before the annual meeting.~~ **Members may request a ballot if they will not be in attendance of the Annual Meeting. The ballot may be returned by mail or electronically and it is due 5 days prior to the Annual Meeting.** Directors may serve for two terms, with a minimum of one year off the Board of Directors before they are eligible to be re-elected. Directors shall, upon election, immediately after the annual meeting enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term.

Section 2. Duties and responsibilities: The Board of Directors shall have supervision, control and direction of the affairs of this Corporation, shall determine its policies or changes therein within the limits of the By-Laws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. it may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 3. Board Membership: The Board of Directors positions shall be filled with one member from each of the following practices: installer, ~~pumper~~, maintenance provider, designer, ~~Professional Soil Scientist~~, Professional Engineer, supplier, manufacturer, educator, regulator, and inspector. The immediate past president of the organization shall be a voting board member. There may be one additional director "at large". If possible, the "at large" director position shall be elected from a geographic area of the state not well represented on the Board.

Section 4. Meetings. The Board shall meet at the time and place of the annual meeting, upon call of the president at such times and places as the president designates, or upon demand of a majority of its members. All Board of Directors members shall be notified of meetings at their last recorded address at least 2 days in advance of such meetings.

Section 5. Quorum. A majority of the whole Board shall constitute a quorum at any meeting of the Board. Any number less may adjourn from time to time until a quorum be present.

Section 6. Absence. If a director is absent from three (3) consecutive meetings for reasons which the Board has failed to declare to be sufficient, their resignation shall be deemed to have been tendered and

accepted.

Section 7. Compensation. Directors as such shall not receive any stated compensation for their services as directors, but the Board, may by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of this Corporation. Nothing herein shall preclude a director from serving the Corporation in any other capacity and receiving compensation for such services.

Section 8. Resignation or Removal. Any director may resign at any time by giving such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board of Directors.

Section 9. Vacancies. Any vacancy that may occur on the Board may be filled by any active member of the same practice as the vacancy by appointment of the Board of Directors for the balance of the term vacated.

Section 10. Order of Business. The Board of Directors may from time to time determine the order of business at their meetings by resolution. The usual order of business at such meeting shall be as follows:

1. Call to order at the time and on the date of the meeting.
2. Roll Call - quorum being present the meeting proceeds with business.
3. Reading, consideration, and approval of minutes of previous meeting.
4. Reports of officers and committees.
5. ~~Consideration of communications.~~
6. Unfinished ~~Old~~ business.
7. New business.
8. Adjournment.

ARTICLE VII- OFFICERS

Section 1. Election. The Board of Directors, at its first meeting after the annual meeting of the membership of this Corporation shall elect a president, vice-president, secretary, and treasurer from their number. For the year 2014 and beyond, the Board of Directors, at its first meeting after the annual meeting of the membership of this Corporation, shall elect a president, president-elect, secretary, and treasurer from their number.

Section 2. Term of Office. Each elective officer, absent the President-Elect shall serve a one year term and until their successor is duly elected and qualified. The individual elected as President-Elect shall serve a three-year term, the first year as President-Elect, the second year as President, and the third year as Past-President.

Section 3. Vacancies. Vacancies in any office may be filled for the balance of the term thereof by the directors at any regular or special meeting.

Section 4. President. The president shall be the principle elective officer of the organization and shall preside at meetings of the Corporation, the Board of Directors. and the executive committee. At the

annual meeting of the Corporation and at such other times deemed proper, the president shall communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may promote the welfare and increase the usefulness of the Corporation, and shall perform such other duties as are necessary incident to the office of president or as may be prescribed by the Board of Directors.

Section 5. President-Elect. The president-elect may perform the duties of the president in the event of temporary disability or absence of the president from meetings, and shall have such other duties as the president or the Board may assign.

Section 6. Secretary. The secretary shall give notice of and attend all meetings of the Corporation, keep a record of all proceedings, attest documents, perform other duties as may be duly assigned, and may with Board approval assign duties to others.

Section 7. Treasurer. The Treasurer shall keep an account of all monies received and expended for use of the Corporation, shall make disbursements authorized by the Board, and shall make a report at the annual meeting or when called upon by the president. All sums received shall be deposited in the bank, banks, or trust company approved by the Board of Directors. Funds may be drawn only upon the signature of the Treasurer or designee of the Board of Directors. Duties of the Treasurer may be assigned in whole or in part to a person or persons designated by the Board of Directors. Funds, books, and vouchers of the Corporation, with the exception of confidential reports submitted by its members, shall at all times be subject to verification and inspection by the Board of Directors.

Section 8. Bonding - Any person entrusted with the handling of funds or property of the Corporation, shall, at the discretion of the Board of Directors, furnish, at the expense of the Corporation, a fidelity bond approved by the Board, in such a sum as the Board shall prescribe.

Section 9. Indemnification. To the fullest extent permitted by law, the Corporation shall defend, indemnify and hold harmless its current and former officers, board members, directors, employees and agents against claims, damages, losses and expenses, including but not limited to attorneys' fees, arising out of or resulting from performance of their work or services for the Corporation, but only to the extent that such claim, damage, loss and expense arises from work or services that was performed within the scope of their duties and responsibilities as established by the Corporation, and except where said officer, board member, director, employee or agent has been adjudged guilty of willful misfeasance or malfeasance in the performance of their duties.

Such indemnification shall not be construed to negate, abridge, or reduce other rights or obligations of indemnity that would otherwise exist as to the persons indemnified. For purposes of this provision, the term director, officer or employee shall be construed to include all executives, board members, committee members and employees, whether or not salaried.

ARTICLE VIII- COMMITTEES

Section 1. Appointment. The president, subject to approval of the Board of Directors, shall annually appoint such standing, special, or subcommittees as may be required by the By-Laws or as necessary.

Section 2. Executive Committee. The executive committee may be comprised of the officers of the Board of Directors and the immediate past president.

Section 3. Authority. Committees, excluding the executive committee, may not take actions that result in the appropriation of corporate assets without prior or subsequent approval of the Board of Directors.

ARTICLE IX - MAIL VOTE &. BYLAW AMENDMENTS

Section 1- Use. Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the active membership and when it deems inexpedient to call a special meeting for such purpose, the Board of Directors may, unless otherwise required by these By-Laws, submit such a matter to the active members in writing by mail or email for vote and decision.

Section 2- Decision. The question thus presented shall be decided according to a majority of the votes received by mail or email within ~~10~~ 14 days after such submission to active memberships. Any and all actions taken in pursuance of a mail or email vote in each case shall be binding upon the Corporation in the same manner as actions taken at a duly called meeting.

ARTICLE X-MISCELLANEOUS PROVISIONS

Section 1-Fiscal Year. A fiscal year may be adopted by vote of the Board of Directors subject to regulations.

Section 2- Corporate Seal. An official corporate seal will not be required but the Board of Directors may adopt a logo indicative of the business purposes of this Corporation.

Section 3- Code of Ethics. The Corporation shall have a code of ethics adopted by the Board of Directors.

Section 4- Amendments. These By-Laws may be amended, repealed, or altered in whole or in part, by a majority vote of the Board of Directors, but must be ratified by a majority of active members present at the next scheduled membership meeting before implementation of the amendment, repeal, or alteration.

Section 5- Use of Funds. The Corporation shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of the said funds shall be distributed to members of the Corporation.

Section 6 - Dissolution. On dissolution of the Corporation any funds remaining shall be distributed to one or more regularly organized and qualified educational organizations to be selected by the Board of Directors.

Section 7- Affiliations. The Corporation may choose to officially affiliate with one or more regional or national organizations with similar purposes and goals, subject to approval by a majority of active members.

Adopted: 2006 Annual Meeting - March 14, 2006 Mayo Civic Center, Rochester, MN

Amended: 2010 Annual Meeting - February 3, 2010 - Arrowwood Resort, Alexandria, MN

Amended: 2014 Annual Meeting - January 28, 2014- DECC, Duluth, MN