



DOWRA By-Laws

Revision Date: January 2006

**BY-LAWS OF THE DELAWARE ON-SITE
WASTEWATER RECYCLING ASSOCIATION**

MISSION STATEMENT

To provide leadership and promote the on-site wastewater treatment and recycling industry through education, training, communication, and quality tools to support excellence in performance.

VISION

DOWRA will be the pre-eminent organization working to achieve sustainable development through effective performance of on-site wastewater treatment and disposal systems.

SLOGAN

Making the Difference.

ARTICLE I

The principle office of the Association shall be established by the Board of Directors. The Board of Directors of the Association from time to time may move the principal office to any other address and may establish other locations for the attainment of the Association's purposes.

ARTICLE II

The purposes for which the Association is formed are as follows:

- a. To improve the conditions of the on-site wastewater recycling industry, in the State of Delaware, by working toward the establishment of uniform standards for the quality design, installation, operation and servicing of all types of onsite wastewater treatment and disposal systems.
- b. To establish throughout the State of Delaware 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 Association, but among all organizations, agencies and individuals having complementary objectives and purposes.
- c. To compile and to disseminate statistics, experiences and other information affecting the onsite wastewater recycling industry.
- d. To inform and educate the general public concerning the value of recycling wastewater as a viable option to central sewerage systems and the need for properly designed, installed, operated and maintained onsite wastewater treatment and disposal systems.
- e. To protect the environment of the State of Delaware by assisting the development of sound ecological practices in the manufacture, design, siting, installation, maintenance and management of onsite wastewater treatment and disposal systems.

- f. To unite in common organization those professionally engaged in the onsite wastewater recycling industry.
- g. To formulate and maintain ethical standards for the guidance of its members in their relations with each other and the public.

ARTICLE III

- Section 1 No part of the net earnings of the Association shall inure to the benefit of any member, director or officer of the Association, nor to the benefit of any private individual.
- Section 2 The Association shall have no power to engage in any act or activity prohibited to Associations which are exempt from federal income taxation under Section 501 (c)(6) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code.
- Section 3 In the event of the dissolution of the Association, the residual assets of the Association will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively.

ARTICLE IV

- Section 1 The Association shall have one class of membership: (1) Regular Members. The power to admit an individual to a membership class in the Association shall be vested in the Board of Directors.
- Section 2 No person shall be admitted as a Voting Member of the Association unless he/she shall be and shall remain:
- a) A person engaged in the manufacture, installation, repair, maintenance or management of onsite wastewater treatment and disposal systems;
 - b) A person 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) A person with onsite wastewater experience who is an engineer, soil scientist, research professional, consultant or faculty member in a relevant discipline at an accredited academic institution;
 - d) A person who is a member or employee of a governmental regulatory agency, legislator, elected official, or regulatory board member having jurisdiction over any aspect of the onsite wastewater recycling industry; or
 - e) A person described in Article IV, Section 2 (a)-(d) above who is retired.
- Section 3 The Board of Directors may admit other persons seeking a wider knowledge of onsite wastewater recycling as Regular Members with no voting rights.
- Section 4 The continuance of membership in the Association may be conditioned on the payment of annual dues. The amount of dues and processing fees shall be fixed from time to time

by a two-thirds vote of the directors present at the meeting of the Board of Directors at which a quorum is present. All applications for membership shall be submitted, in such form as the Board of Directors shall direct, to the Executive Director, and shall be accompanied by proper payment prorated quarterly to the next December 31.

Section 5

Any member failing to pay dues, or an installment thereof, shall automatically be expelled from membership 30 days after notification that they have not paid their dues. In this case, members shall be reinstated when arrearage of dues has been paid. Any member charged with conduct detrimental to the objectives and purposes of the Association shall receive written notice of such charges, and shall receive a minimum of fifteen (15) days notice of hearing upon such charges before the Board of Directors. After such notice and hearing, such member may be exonerated or suspended or expelled from membership by a majority vote of the Board of Directors. Any persons expelled from membership for any reason may make application for re-admission 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

The annual meeting of the membership of the Association shall be held each year as agreed on by the Board of Directors. Notice of the annual meeting shall be mailed to each member of the Association by the Executive Director at least thirty (30) days prior to the date of the meeting, designating the place at which the meeting shall be held.

Section 7

One-third of the Board of Directors shall be elected by ballot each year during the month of October. A listing of board of director nominees' qualifications and background shall be available to the members at least 30 days prior to the election. Each Voting Member shall be entitled to cast one vote by official mail ballot for as many persons as there are directors to be elected. Ballots will allow for the casting of votes for write-in candidates. Directors are elected by a plurality of the votes cast, and shall assume office January 1 of the year after they are elected.

Section 8

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

- a) Attendees
- a) Reading of notice of meeting
- b) Reading of minutes of previous meeting
- c) Report of President
- d) Report of Treasurer
- e) Reports of Committees
- f) Miscellaneous business
- g) Adjournment

The procedures to be followed in conducting the meeting will follow Robert's Rules of Order (Bantam edition, 1986, Bantam Books, NY) unless modified in these by-laws.

Section 9

The Association shall prepare an alphabetical list of the names of all members of the Association who are entitled to notice of a members' meeting which list shall also contain the address of each member. The member's list shall be available for inspection by any member prior to the meeting at the principal office of the corporation. A member or his/her agent or attorney is entitled on written demand to inspect the list during regular business hours and at his/her expense, during the period it is available for inspection. The Association shall make the member's list available at the meeting, and any member or his agent or attorney is entitled to inspect the list at any time prior to the start of the meeting. The members' list is prima facie evidence of the identity of members entitled to examine the members' list or to vote at a meeting of members.

ARTICLE V

- Section 1 The conduct of the affairs of the Association and the attainment of its purposes shall be managed and guided by the Board of Directors of the Association.
- Section 2 The Association shall have not less than four (4) or more than thirteen (13) directors, with the exact number of directors to be fixed from time to time by resolution of the Board of Directors. Each director shall be eligible to serve a three year term or until his/her resignation, removal from office, or death. Each director elected will serve a three year term unless he/she is elected to be an officer, in which case the member will remain a director until his/her term expires. The President of the Association shall appoint a nominating committee that will, to the greatest extent possible, ensure that the composition of the board will be equally represented by the following on-site wastewater recycling sectors:
- a) The Academic Sector, meaning those that are associated with an educational or research oriented entity. This sector may include one or more of the following: professors, other educators or research scientists.
 - b) The Regulatory Sector, meaning those that are employed in full-time capacity writing, interpreting or enforcing standards and/or regulations. The sector may include one or more of the following: employees of regulatory agencies in local, state or federal governments, legislators, and those employed by Not-for-Profit product testing or certification firms.
 - c) The Private Sector, meaning those who are not included in (a) or (b) above. This sector may include one or more of the following: installers, maintainers, operators, managers, engineers, designers, or soil scientists, suppliers, manufacturers and product developers.
- Section 3 The Board of Directors meetings shall follow the procedures found in Robert's Rules of Order (Bantam edition, 1986, Bantam Books, NY) unless modified in these by-laws.
- Section 4 No person shall be a director of the Association unless he/she is a current member of the Association.
- Section 5 A quorum of the Board of Directors consists of a majority of the whole number of directors to be fixed from time to time by resolution of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors. A director of the Association who is present at a meeting of the Board of Directors when action is taken is deemed to have assented to the action unless he/she objects, at the beginning of the meeting or promptly upon his/her arrival, to holding the meeting or transacting specified affairs at the meeting or he/she votes against or abstains from the action taken.
- Section 6 A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place, and notice of any such adjourned meeting need not be given to the directors who were not present at the time of the adjournment nor to the other directors if the time and place of the adjourned meeting are announced at the time of the adjournment.
- Section 7 The Board of Directors may permit any or all directors to participate in any annual, regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other

during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

- Section 8 Action required or permitted to be taken at a Board of Directors' meeting or committee meeting may be taken without a meeting if the action is approved by a majority of the members of the board or by the committee. The action's approval must be evidenced by one or more written consents describing the action taken and signed by each director or committee member.
- Section 9 The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the membership of the Association in each year, and regular meetings shall be held at such times as may be fixed by resolution of the Board of Directors. Special meeting of the Board of Directors may be held upon call of the President or a majority of the directors. Written notice of each special meeting shall be given by the Secretary to each director at least three (3) days prior to the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.
- Section 10 A director may resign at any time by delivering written notice to the Board of Directors or its President or to the Association. A resignation is effective when notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date providing the successor does not assume office until the effective date.
- Section 11 Any vacancy occurring on the Board of Directors shall be filled by the President with the concurrence of the Executive Committee of the Association. A director appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office. A vacancy that will occur at a specified later date by reason of a resignation effective at a later date may be filled before the vacancy occurs, but the new director shall not assume office until the vacancy occurs.
- Section 12 Every other year, the Board of Directors, at its January meeting, shall elect from among its returning members a Vice President/President-elect, Secretary and a Treasurer. In those years, the nominating committee shall notify the Board of Directors at least fifteen (15) days before the officer elections of the officer nominees. The Board of Directors shall have the power to elect a new president should a vacancy in that office occur.
- Section 13 Any director or officer may be removed by two-thirds vote of the remaining members of the Board of Directors whenever, in the judgment of the Board of Directors, the best interest of the Association will be served thereby. No director or officer shall be so removed unless and until he/she shall have had due notice of the charges against him and opportunity to be heard by the Board of Directors.
- Section 14 The Executive Committee is composed of all the officers of the Association and the immediate past-president of the Association. The executive committee shall be subject to any limitations imposed by law, shall have and exercise the authority of the Board of Directors in the management of the affairs of the Association between meetings of the Board of Directors.
- Section 15 The Board of Directors may establish other committees from among its membership and, subject to any limitations imposed by law, shall vest in such committees such powers and duties as the Board of Directors shall think proper.

Section 16

The Board of Directors may establish the following types of committees from among the membership of the Association:

- a) Executive Committees: these committees include the steering committee, the executive committee and the nominating committee. These committees are chaired by the President.
- b) Professional Committees: these committees will give professionals in each of the on-site wastewater sectors the opportunity to meet, interact and handle their individual concerns. These committees will include the Academic, Private Sector and Regulator Committee. The activities of these committees will be coordinated by the past-president.
- c) Working Committees: these committees include the Education, Government Relations, Membership, Public Relations, State Association President's, and Technical Practice Committees. The activities of these committees will be coordinated by the vice-president/president-elect.

At least one member of each committee shall be a member of the Board of Directors.

Section 17

Every director, officer or employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been a director, officer or employee of the Association, or any settlement thereof, whether or not he/she is a director, officer or employee of the Association at time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her 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 this section, the term "director, officer or employee" shall be construed to include all executives, board members, committee members and staff employees, whether salaried or not.

ARTICLE VI

Section 1

The officers of the Board of Directors shall be the officers of the Association and shall consist of a president, a vice president/president elect, past president, secretary and a treasurer.

Section 2

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

Section 3

An officer may resign at any time by delivering written notice to the Board of Directors or its President or to the Association. A resignation is effective when notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date providing the successor does not assume office until the effective date.

Section 4

The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. He/she shall, when present, preside at all meetings of the members of the Board of Directors and of the Executive Committee. He/she shall be a member ex-officio of all committees. He/she may sign deeds,

mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these by-laws to some other officer or agent of the Association, 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 such other duties as may be prescribed by the Board of Directors from time to time. He/she shall serve a two-year term beginning the January meeting during even-numbered years. Once a president has completed his/her term, he shall become the immediate past-president and continue as a member of the executive committee and the Board of Directors

Section 5

In the absence of the President or in the event of his/her death, inability or refusal to act, the vice president/president-elect shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president/president-elect shall perform such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors. He/She shall serve a two-year term immediately following his election. At the end of his/her term as vice president/president-elect, he/she shall immediately assume the office of the president.

Section 6

The Secretary shall:

- a) Keep the minutes of the proceedings at member's meetings and at meetings of the Board of Directors in one or more books provided for that purpose; and
- b) Keep a register of the mailing address of each member which shall be furnished to the secretary by each member; and
- c) Have general charge of the Association; and
- d) Be a member of the Executive Committee

Section 6a

The Treasurer shall:

- a) Have charge and custody of and be responsible for all funds and securities of the Association; and
- b) Receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and
- c) Be a member of the Executive Committee; and in general, perform all the duties as from time to time may be assigned to him by the Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with surety or sureties as the Board of Directors shall determine. The detailed bookkeeping of the Association shall be performed by the treasurer with periodic reports provided to the Executive Committee.

Section 7

The Association's accounts and bookkeeping records shall be compiled annually by the treasurer after the end of the fiscal year. A committee should be assembled to review compilation of financial activities by March 15 of each year.

ARTICLE VII

- Section 1 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 behalf of the Association. Such authority may be general or confined to specific instances.
- Section 2 No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- Section 3 All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer, officers, agent or agents of the Association and in such a manner as shall from time to time be determined by resolution of the Board of Directors. Any such resolution shall be addressed within the minutes by the proceedings of the meeting.
- Section 4 All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VIII

- Section 1 The Association shall keep as records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members of the Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Association.
- Section 2 The Association shall maintain accurate accounting records.
- Section 3 The Association or its agent shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members in alphabetical order.
- Section 4 The Association shall maintain its records in written form or in another form capable of conversion into a written form within a reasonable time.
- Section 5 The Association shall keep a copy of the following records:
- a) Its articles and all amendments to them currently in effect.
 - b) Its by-laws or restated by-laws and all amendment to them currently in effect.
 - c) The minutes of all member meetings and records of all actions taken by members without a meeting for the past three years.
 - d) Written communications to all members generally within the past three (3) years, including the financial statements furnished for the past three (3) years pursuant to Delaware's Statutes.
 - e) A list of names and business street, or home if there is no business street, addresses of its current directors and officers.
- Section 6 Each member, in person or by agent or by attorney, shall have the right to examine the books, records and minutes required to be kept by the Association, and to make extracts there from, in the manner and to the extent such right shall be given by law.

ARTICLE IX

The fiscal year of the Association shall begin on January 1 of each year and shall end on December 31 of each year.

ARTICLE X

These by-laws may be altered, amended or repealed, and new by-laws may be adopted, by a two-thirds vote of the directors present at the Board of Directors meeting of the Association in which a quorum is present.

ARTICLE XI

The board has the authority to create and implement policies with a two-thirds vote of the directors present at the Board of Directors meeting in which a quorum is present.

ATTEST:

Carol Ohm, Secretary

Date