



DOWRA By-Laws

Revision Date: January 2006
May 2011

**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 (Corporate Office Location)

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 (Purpose of Association)

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 (Not for Profit)

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, or 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.

Section 4

ARTICLE IV (Membership)

Section 1 The Association shall have two classes of membership: (1) Regular Members (2) Associate Member. The power to admit an individual to a membership class in the Association shall be vested in the Board of Directors.

Section 2 All Regular Members shall have full privileges of the association including full voting rights. No person shall be admitted as a Regular 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 Associate Members shall be individuals seeking a wider knowledge of onsite wastewater recycling and shall receive all benefits as Regular Members, with the exception of voting

privileges. Associate Members may be admitted at the discretion of the Board of Directors.

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 and shall be accompanied by proper payment prorated quarterly to the next December 31. Any member failing to pay dues, or an installment thereof, shall automatically be expelled from membership 30 days after they have not paid their dues. In this case, members shall be reinstated when arrearage of dues has been paid.

Section 5

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 made to each member of the Association by the Board of Directors at least thirty (30) days prior to the date of the meeting, designating the place at which the meeting shall be held.

Section 7

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

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

The procedures to be followed in conducting the meeting will follow Robert's Rules of Order Newly Revised (10th Edition, 2000, Perseus Publishing, Mass) unless modified in these by-laws.

Section 8

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 (Board of Directors)

- 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 (18) directors, with the exact number of directors to be fixed from time to time by resolution of the Board of Directors. The Board of Directors shall be comprised of:
- A) Elected Directors Representing Various Membership Groups (Designer, Installer, etc.)
 - B) Current Board of Director Officers (President, Vice President, Secretary, Treasurer)
 - C) Immediate Past President
- Section 3 No person shall be a director of the Association unless he/she is a current member of the Association. No Director may hold more than one Elected Director position. Current officers and the Immediate Past President shall be eligible for nomination and election to an Elected Director position providing they do not hold any other Elected Director position.
- Section 4 Each Elected 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 (See Article VI). 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 representative of the General Membership.
- Section 5 One-third of the Board of Directors shall be elected by ballot each year. 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 Regular Member shall be entitled to cast one vote by 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 6 The Board of Directors meetings shall follow the procedures found in Robert's Rules of Order Newly Revised(10th Edition, 2000, Perseus Publishing, Mass) unless modified in these by-laws.
- Section 7 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 8 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 9 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 10 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 and can be performed by fax, email, in writing, etc.
- Section 11 The annual meeting of the Board of Directors shall be held 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 12 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 13 Any vacancy occurring on the Board of Directors shall be filled by the President and confirmed by the majority vote of the Board of Directors. 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 14 Every other year, the Board of Directors, at its annual meeting, shall elect from among its returning Board of Directors a Vice President/President-elect, Secretary and a Treasurer. The Board of Directors shall have the power to elect a new president should a vacancy in that office occur.
- Section 15 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. Failure to attend three (3) consecutive Board of Directors' meetings shall be automatically required to appear before the Board and may result in removal from the Board.
- Section 16 The Board of Directors may establish 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 17

All members will be amenable to the Code of Ethics adopted by this Association and outlined in the Bylaws (Article V, Section 16). All officers and Board members will ensure that their membership in the Association remains in good standing and that they adhere to the Bylaws at all times. All officers, contract personnel, and Board members will commit to conducting business affairs of the Association in good faith and with honesty, integrity, due diligence, and reasonable competence.

More specifically, and without limiting the foregoing commitments, DOWRA required its officers, Board Members, contracted service providers, and/or staff in all activities on behalf of DOWRA, to adhere to the following:

1. Be fair and objective and avoid any misrepresentation.
2. Strive to meet the highest standards of performance and refrain from any fraud, misuse, abuse, waste of resources, or using the Association's resources for non-Association purposes.
3. Comply with the letter and spirit of all applicable federal, state, and local laws and regulations.
4. No individual will share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Association.
5. Maintain an "open to all" meeting format, except when an "executive session" is called.
6. All officers and Board members will use DOWRA funds wisely, efficiently, and objectively. Make financial decisions without favoritism and solely based on their value to the Association and/or its members.
7. Refuse to engage in or tolerate in others, any form of sexual harassment, discrimination based on race, color, religion, creed, age, sex, national origin or ancestry, marital status, sexual orientation, or status as a qualified disabled or handicapped individual.
8. Abide by the Conflict of Interest/Duality of Interest Policy of DOWRA.

The Association officers, contract personnel, and Board will dedicate themselves to leading by example in serving the needs of the Association and its members, and in representing the interests and ideals of DOWRA in their attempt to make advancements in the wastewater industry at large.

Section 18

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 (Officers of the Association)

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, secretary and a treasurer, Every

other year, the Officers shall be elected by the Board of Directors from among its returning members.

Section 2 Officers shall serve a period of two years (with the exception of Vice President/President Elect) regardless of when their elected position service expires. All Officers of the Board and the Immediate Past President shall be eligible for nomination and election to a general Board of Directors position in the general election by the membership. No Director shall be entitled to more than a single vote regardless if he/she is an Officer.

Section 3 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 4 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 5 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. 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 Board of Directors for a period of two years.

Section 6 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 7 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;

Section 8 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) 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 Board of Directors.
- d) Compile the Association's accounts and bookkeeping records annually after the end of the fiscal year. A three member committee shall review a compilation of financial activities by March 15 of each year.
- e) Be liable for the use of the Association Debt Card to be utilized for day to day association expenses not to exceed \$1000.00 without the approval of the Board of Directors.
- f) Complete the projected yearly budget based upon the previous year's membership count, by the end of year committee reports, and the expected budget based upon the committee's request.

ARTICLE VII (Association Funds)

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 (Association Record Keeping)

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:

Benjamin A. Miller Jr, Secretary

Date