

CONSTITUTION AND BYLAWS
-OF-
NATIONAL ASSOCIATION OF WASTEWATER TRANSPORTERS, INC.

(Adopted on March 21, 1990)

Amended February 8, 1997

Amended February 18, 2004

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Article I
Name and Seal

Section 1. Name: The name of this Association shall be NATIONAL ASSOCIATION OF WASTEWATER TRANSPORTERS, INC.

Section 2. Seal: The corporate seal, if any, shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Delaware."

Article II
Objects and Purposes

The objects and purposes for which the Association is formed are enumerated in the following sections and are as provided in the Certification of Incorporation, annexed hereto.

Section 1. The Mission Statement of the Association shall be:

To unify the voice of the sanitary liquid waste management industry while increasing its professionalism and public image through education of industry members and the public, and the development and national representation of individual, state and regional associations, allowing our industry to exchange ideas and concerns for the betterment of our members, the environment, and the general public.

Section 2

Provide the industry with an effective voice that represents the common interests and concerns of its members and highlight the fact that Association members provide diverse, essential services that are pivotal to maintaining a healthful environment, free of most of the sanitary problems common to most other countries of the world.

Section 3

Generally, overcome and rectify the problem that for some time, now, the needs and interests of the industry have not been recognized and addressed by most elected and appointed public officials at the national, state, and local levels.

Section 4

At the request, in writing, of individual state-local associations, and upon approval of the Board, assist in mobilizing national support for positions taken by these groups on legislative or regulatory issues.

Section 5

Disseminate information and serve as a communication and education conduit for the industry, from public officials to the home owner, and a network for state-local associations, as well as independents. A monthly Association Newsletter column shall be developed and written under the direction of the President and published in the **PUMPER** national publication for this purpose.

Section 6

Assist in developing, organizing, building membership and reinforcing the effectiveness of current or planned state-local associations.

Section 7

Identify, organize and utilize the purchasing power of the Association to the advantage of its members.

Section 8

Develop, maintain, update and continually strengthen an Association Insurance Program; one that is designed to address the specific needs of member firms who wish to participate. The Board and the Association's Insurance Representative will assure the integrity of the implemented Insurance Program's coverages and loss ratio, while providing voluntary access to a cost-effective insurance alternative for State-Local Associations and their members and Independent and Associate members. Participation in the Association Insurance Program shall not be a requisite for membership in the Association.

Section 9

The date and site of the Association's Annual Meeting shall coincide with that of the Pumper and Cleaner Environmental Expo.

Article III Membership

Section 1

Eligibility Members shall be from the following:

- A. Independent Members shall be individual persons, firms, corporations, sole proprietorships, or municipal authorities engaged in the onsite wastewater treatment industry. Independent members shall pay membership dues as established by the Board of Directors and shall have all rights and privileges of membership, including the right to vote, as established by these by-laws.
- B. Company Members shall be firms, companies, corporations, sole proprietorships, or municipal authorities engaged in the onsite wastewater treatment industry. Company Members shall pay membership dues as established by the Board of Directors. All employees of the Company Member shall have all rights and privileges of membership, except the right to vote, as established by these by-laws. Only the Company Member shall have the right to vote.
- C. Member Associations shall be state-local or regional associations representing members of the onsite wastewater treatment industry. Membership in this Association does not afford membership in state-local or regional associations. Conversely, membership in state-local and regional associations does not afford membership in this Association. Member Associations shall pay membership dues as established by the Board of Directors.
- D. Associate Members (non service provider) shall be persons, firms, or corporations which provide a good or service that is an integral part of Association members' ability to conduct business. Associate Members shall pay membership dues as established by the Board of Directors and shall have all rights and privileges of membership except the right to vote.

Section 2

Application: All membership applications to this Association shall be made in writing on a form provided by the

Association and shall be accompanied by cash or check in the amount of the first year's dues. There shall be no application or initiation fee imposed.

Section 3

Expulsion: Any member shall be liable to expulsion or suspension for violation of the Code of Ethics, on a vote of a majority of the Board of Directors, such cause or causes to be noted on the minutes of the meeting.

Section 4

Reinstatement: The Board of Directors shall have the power to reinstate a member who has previously resigned, provided said member was in good standing at the time of resignation, and shall have the further power of reinstating a member who has been expelled upon such terms and conditions as in its discretion it shall deem just and proper.

Article IV Dues and Assessments

Section 1

Dues: The Board of Directors may determine from time to time the amount of annual dues payable by Members.

Section 2

Payment of Dues: All member dues shall be paid annually, and are to be prorated on a six month basis. If a member's dues remain unpaid for ninety (90) days, that member shall lose all privileges and benefits hereinafter set forth. The Board of Directors may, at their discretion and upon written notice, grant such member a grace period of thirty (30) additional days to make payment. If, after either the ninety (90) or one hundred twenty (120) day period, the required dues payment is not made, the member's name shall be stricken from the Association's membership rolls for non-payment of dues.

Section 3

Changes in Dues: The dues of this Association, as aforementioned, may be increased or decreased by a majority vote of the Board of Directors.

Section 4

Fiscal Year: Shall be April 1 to March 31.

Article V Discipline

Section 1

All members shall be amenable to the Code of Ethics adopted by this Association.

Code of Ethics

1. We advocate the use of the best approved methods of collection, transportation, beneficial reuse, and treatment of septage and sanitary waste in compliance with all Federal, State, and Local regulations.
- 2.. We advocate the use of the best cost effective approved technologies available to construct, rehabilitate, and maintain on-site sewage disposal systems, that are environmentally sound.
- 3.. We advocate education of our customers, our employees, and ourselves to better protect the public's health and the environment.
4. We endeavor to conduct ourselves in a professional manner in order to maintain a proper level of trust with the public, our competitors, and the various regulatory bodies we encounter.
- 5.. We endeavor to provide appropriate credible assistance and input in the rule making process.
6. We endeavor to consider and evaluate the view points of all parties towards the betterment and general

- well being of the public and our profession.
- 7.. Individually, and as an organization, we endeavor to do all we can to improve all aspects of our industry.

Section 2

Complaints: Any complaints made to this Association by any member against another shall be in writing and shall be mailed to the chairman of the Ethics Committee, and a duplicate copy thereof shall be mailed or delivered to the member against whom the complaint is made. Upon receipt of the complaint by the Ethics Committee, the Committee, after deciding that the matter is properly within its jurisdiction, shall take the steps necessary to inquire into and adjudicate the complaint or mediate the issue in dispute. Upon completion of the aforementioned task, the Committee shall present its findings to the Board of Directors.

Section 3

Inquiry, Adjudication, and Mediation Processes: The Ethics Committee, in consultation with counsel, if it is deemed necessary, shall develop and promulgate appropriate and fair processes for inquiring into and adjudicating and mediating a complaint(s) of a member by a member. The aforementioned processes shall be presented to the Board of Directors for approval. The resulting written procedures shall become a part of this Association's Bylaws by being appended to this Section of Article V, after being approved as an Amendment at the Annual Meeting immediately following such promulgation.

Section 4

Prevention of Misrepresentation: It is unlawful and wrongful for any person, firm or corporation to represent or hold himself/itself out as a member of this Association or hold himself/itself out as representing this Association, if that person, firm or corporation is not such a member or is not an approved or appointed representative of this Association. The President shall maintain an up-dated list of persons, firms and corporations which have been approved or appointed to represent the Association. The President is authorized to take such action as shall be deemed appropriate and necessary to punish or stop such unauthorized representation.

Article VI

Board of Directors

Section 1

Number and Eligibility: The governing body of the Association shall be the Board of Directors. It shall consist of the Association Officers, President, Vice President, Secretary, and Treasurer, , the Director of each member state-local or regional association, a Director for Independent and Company Members, a Director for Associate Members, and the immediate past-President. The Officers of the Association shall be Directors and the President shall serve as Chair of the Board. To be eligible as a member of the Board of Directors a person must be a qualified member of the Association in good standing or hold a position that confers ex officio status.

Section 2

Employees: The Board of Directors shall, at their discretion and in the best interest of the Association, appoint an Administrator/Executive Director and fix compensation for the position. Provision shall also be made by the Board for the selection and compensation of all other Association employees, consultants, or counsel.

Section 3

Reports: At each Annual Meeting, the Board of Directors shall render a full and complete report of the condition of the Association, its finances, membership and other matters of general importance to its members, and shall place an abstract of the same in the minutes of the meeting.

Section 4

Annual, Regular, and Special Meetings: The date and site of the Association's Annual Meeting shall coincide with that of the Pumper and Cleaner Environmental Expo. Regular meetings of the Board of Directors shall be held according to a schedule approved by the Board of Directors. However, the first of such regular meetings each year shall be held immediately following the annual election of officers to be held at the Association's Annual Meeting. Special meetings of the Board of Directors, for whatever cause deemed necessary and appropriate, can be called upon the President's request or upon the written request of six (6) members of the Board of Directors.

Section 5

Notice of Meetings: Notice of Meetings, other than the Annual and Regular meetings, shall be given by service upon each member of the Board of Directors (in person, email, or by a mailing to the members' last known post office address, at least seven (7) business days before the date designated for such meetings, excluding the day of mailing) of notice thereof, specifying the date, time and place of such meeting and the business to be brought before the meeting. No other business than that specified in a special meeting notice shall be brought before that meeting. At any meeting where every member of the Board of Directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called or scheduled.

Section 6

Quorum: At any meeting of the Board of Directors, Fifty Percent (50%) of the current Directors, consisting of at least two (2) Association Officers, shall constitute a quorum, necessary for the transaction of business at the meeting.

Section 7

Voting: At each meeting of the Board of Directors, each member attending, and eligible to vote, shall be entitled to one vote; a majority of the votes cast shall carry the questions before the Board of Directors. Voting may be cast in person, by facsimile, other electronic means, or by telephone conference as directed by the President of the Association.

Section 8

Vacancies: In the event of the resignation, incapacity or death of any Director, the appropriate state-local or regional association shall designate one of their members to fill such vacancy and notify the Association President of its action. After the Board is thus fully constituted and if the vacancy occurs among the Officers, the Board of Directors shall elect, from among their group, someone to fill the unexpired term of such Association officer.

Section 9

Excessive Absences: The absence of any director from three (3) consecutive meetings of the Board of Directors may be treated as equivalent to resignation from the Board, unless good cause is shown. The Board of Directors shall decide on the appropriateness and acceptability of such cause and notify said Director, in writing, of their decision and action, if any.

Section 10

Removal for Cause: Any one or more of the Board of Directors may be removed for cause, at any time, by vote of a majority of the members in good standing present at either the Annual Meeting or at a Special Meeting called for that purpose, provided, however, that written notice that the meeting will vote upon the removal of any member(s) of the Board of Directors shall be made to the appropriate state-local or regional association and incorporated into the notice of such meeting. In the event that any complaint is filed against any member(s) of the Board of Directors, it shall follow the usual procedure, except that the member(s) complained of shall retire from the meeting and not participate in the discussion of the complaint and shall not vote in the final recommendation and determination of the Board relative to such complaint(s).

Section 11

Benefit Program Representatives: The President will recommend, and the Board of Directors will appoint, a Representative for each of the Association's benefit programs. Each Benefits Program Representative shall report on the status of such programs at the Annual Meeting and, when directed by the President, other Association meetings.

Section 12

Counsel: If necessary and appropriate, the Board of Directors shall, at their discretion, appoint a counselor-at-law to represent them and/or the Association in matters pertaining to the work of the Association.

Section 13

Policies and Procedures Manual: The Board of Directors shall develop and maintain current a policies and procedures manual covering policies, management, finance, personnel, and administration of the Association.

Article VII Administrator/Executive Director

Section 1

Appointment: If necessary and appropriate, an Administrator/Executive Director shall be appointed, annually, by the Board of Directors and shall have such duties and responsibilities as may, from time to time, be designated by the Board of Directors.

Section 2

Policies and Procedures: The Administrator/Executive Director shall abide by these By-Laws and the Association Policies and Procedures Manual in management of the Association.

Section 3

The Administrator/Executive Director shall have charge of the papers and correspondence of the Association. He/she shall send out all bills and collect and, at the direction and under the supervision of the Treasurer, see to immediate depositing of all monies due the Association.

Section 4

The Administrator/Executive Director shall be the business representative of the Association, reporting to and under the direct supervision and control of the President. He/she shall disseminate Association information, through collection of items and information, editing and writing of the monthly Association Newsletter column in the PUMPER publication, coordinate committee activities, arrange and schedule Association meetings, seminars and programs and administer all membership benefit programs negotiated by the Association. Perform necessary, administrative tasks as assigned by the President. At the discretion of the Board of Directors, the Administrator/Executive Director may be required to give good and sufficient bond with a surety company, in an appropriate sum as security for the faithful performance of the duties of such Administrator/Executive Director, listed herein.

Section 5

Participation at Meetings: The Administrator/Executive Director shall, at the direction of the President, participate, but not vote, at all Association meetings, negotiations, and conferences.

Article VIII Officers

Section 1

Designation: The officers of this Association shall consist of a President, a Vice President, a Secretary, and a Treasurer. Officers shall be elected from amongst the Members of the Association and candidates need not be members of the Board of Directors.

Section 2

Duties of Officers: The President shall preside at all meetings of the Board of Directors and the Annual Meeting of the membership. He/she shall present the Annual Report at each Annual Meeting of the membership and the first Board of Directors meeting each year, immediately following the Annual Meeting of the membership. The President shall see that the books, statements, reports, correspondence and Bylaws are properly prepared, maintained and filed; appoint the members of all committees; sign all certificates of membership; sign or countersign all checks or other orders for the payment of monies, drawn by the Treasurer, or as otherwise provided, herein; maintain an updated list of persons, firms and corporations which have been approved or appointed to represent the Association; and enforce the Bylaws and perform those duties assigned by the Board and which are appropriate and incidental to the office through both custom and the intent and spirit of these Bylaws. At the discretion of the Board of Directors, the President may be required to give good and sufficient bond with a surety company, in an appropriate sum as security for the faithful performance of the duties of such President, listed herein.

The Vice President shall have the same powers, authority and duties as those of the President in the absence of the President. In the case of the President's incapacity or death, the Vice President shall assume the office of President for the remainder of the current term, or until an election can be held at the Annual Meeting, whichever comes first. At the discretion of the Board of Directors, the Vice President may be required to give good and sufficient bond with a surety company, in an appropriate sum as security for the faithful performance of the duties of such Vice President, listed herein.

The Secretary shall keep the minutes of all Board of Directors meetings, both regular and special, and the Annual Meetings in appropriate form and file them in chronological order in books designated "Minutes". The Secretary shall be the custodian of the Association's records and its seal, affixing the latter when necessary; be given and see to the service of all Association notices; keep an up-to-date, accurate record of the names, addresses and pertinent information of all members; sign membership certificates and other instruments evidencing membership; conduct, oversee and report on nominations and elections of Association officers, and present at Board Meetings, all communications addressed, officially, to the Secretary of this Association. At the discretion of the Board of Directors, the Secretary may be required to give good and sufficient bond with a surety company, in an appropriate sum as security for the faithful performance of the duties of such Secretary, listed herein.

The Treasurer receives all monies paid to the Association and shall disburse Association funds only upon proper authorization of the Board of Directors and such disbursements shall be made by checks signed by the President or Vice President and countersigned by the Treasurer, or, in absence of the Treasurer and if necessary, by the Secretary. The Treasurer shall keep accurate records of all receipts and disbursements in books belonging to, and which are the sole property of, the Association; render a full report of all receipts and disbursements at each meeting of the Board of Directors, at the Annual Meeting of the membership, or at any other time upon the request of the President or the Board of Directors. The Treasurer shall establish and maintain the Association's checking account, which account shall not exceed the sum of \$5,000. Any sum over that amount shall be placed in an Association interest bearing account with the same bank, to be drawn upon as directed by the Board of Directors. At the discretion of the Board of Directors, the Treasurer may be required to give good and sufficient bond with a surety company, in an appropriate sum as security for the faithful performance of the duties of such Treasurer, listed herein.

Section 3

Election of Officers and Directors: Officers of the Association shall be elected by ballots cast by member state-local or regional association Directors, the Independent Member Director, the Associate Member Director, and ex officio Directors of the Board at the Annual Meeting of the membership from among their number. A majority vote of those ballots cast for each office is necessary for the election of a nominee for such office. In the event that no single nominee receives a majority of the votes cast for an office, then a "run off" election will be held, immediately after the votes have been counted and verified, between the nominees who received the largest and second largest number of votes for such position.

All officers shall service for a term of one (1) year and may be nominated and elected for a maximum of three consecutive terms. The Secretary and the Treasurer may serve indefinite consecutive terms at the discretion of the Board of Directors. Directors of member state-local or regional associations shall be designated by their respective association. The state-local or regional associations shall also designate an alternate Director. The President of the

Association shall be notified of such designations, forthwith. This section refers to those Directors of member state-local or regional associations, the Independent Member Director, and the Associate Member Director who serve, along with Officers of the Association, on the Board of Directors of the Association..

Section 4

Remuneration for Officers and Directors: No Officer or Director of the Association shall receive any salary or other compensation except as ordered by the Board of Directors. The amount, term, and the manner and timing of payment of such salary or compensation shall also be fixed and closely monitored by the Board of Directors.

Article IX Meetings

Section 1

Annual Meetings of Membership: Meetings of the full membership shall be held at least once each year; the date and site of the Association's Annual Meeting shall coincide with that of the Pumper and Cleaner Environmental Expo. each year. When necessary and appropriate, and at the discretion of the Board of Directors, additional meetings of the membership may be scheduled from time to time.

Section 2

Special Meetings: Special meetings of the Association's membership may be called by the President or six (6) members of the Board of Directors, on thirty (30) working days' written notice, not including the day of mailing, specifying the purpose of such meeting.

Article X Election of Officers Procedures

Section 1

Nominating Committee: The President shall appoint at least three (3) Board members, with the approval of the Board of Directors, to a nominating committee.

Section 2

Recommendations: At least sixty (60) days prior to the Annual Meeting, the nominating committee shall supply the Secretary with a list of names of the members it recommends for candidacy for election as officers of the Association at the Annual Meeting. Before listing candidates the committee shall first obtain the consent of the nominee to serve. The committee shall make every effort to ensure that various regions of the country, e.g. Northeast, Southwest, Northwest, etc., are represented among those nominees listed.

Section 3

Report: Not less than thirty (30) days prior to the Annual Meeting of the Association, the Secretary shall mail to each member state-local or regional association and Independent Member a copy of the report of the nominating committee.

Section 4

Other Nominations: Any Association Director of a member state-local or regional association, not listed for nomination by the committee, who wishes that their name be placed in nomination for a particular office must notify the Secretary two weeks prior to the Annual Meeting of the Association. The Secretary shall forthwith send to all member state-local or regional associations, independents, and associates a notice in writing of such additions to the list of nominees.

Section 5

Voting: Individual members of state-local or regional associations shall not be eligible to vote; the votes of state-local or regional associations are cast by the respective Association Directors, after a caucus by the membership of such associations. Independent and Associate Members, whose vote is cast by their Director, shall also caucus before their representative votes. Ex officio members of the Board of Directors, with voting privileges, are each eligible to vote in elections for Association Officers.

Section 6

Verification of Elections: The Secretary shall ensure that Annual Meeting elections are held according to the Association's Bylaws, and report, in writing, to the President on the conduct and results of the voting.

Article XI Committees

Section 1

Appointment: The President shall, after consultation with and approval of the Board of Directors, appoint such standing and special committees as may be necessary for the effective functioning and accomplishment of the aims, objectives and services of the Association. Generally, such committees are to be appointed on an annual basis. The President, in consultation with the Board of Directors, shall charge each of the committees and prescribe their respective duties and responsibilities, when not herein prescribed. The first meeting of each newly appointed committee, or the year's first meeting of a holdover committee shall consist, in part, of organizing the committee (For example, election of a Chair and Secretary of the committee.) and the setting of its agenda and reporting schedule in accordance with the charge given it by the President.

Section 2

Standing and Special Committees: The standing committees that shall be appointed to further the purposes, goals and objectives of the Association and its membership. At a minimum, these shall include: Constitution and Bylaws Committee; Education Committee; Ethics Committee; Finance Committee; Nominations and Elections Committee; Insurance Program Committee; and Membership Committee. Special committees, charged with inquiring into specific issues affecting the Association and its membership, e.g., Name Change Committee; EPA Grant Committee and CDL Committee, shall also be appointed and charged by the President. All committees shall, when appropriate, report their findings and recommendations to the President.

ARTICLE XII Ex-Officio Directors and Committee Members

Section 1

The President shall be an ex officio member of all Association committees and shall, at his/her discretion, preside at all committee meetings attended.

Section 2

The immediate past-President shall automatically become ex officio members of the Board of Directors with the same privileges and authority as Association Directors, generally.

Article XIII Amendments

Section 1

These By-Laws may be adopted, amended or repealed by a majority affirmative vote of the Members in attendance at the Annual Meeting, or by a two-thirds (2/3) majority affirmative vote of the Board of Directors at any meeting duly called for the purpose of adopting, amending, or repealing these By-Laws.

Section 2

A notice of intent to adopt, amend, or repeal these By-Laws and instructions on how to obtain a copy of the proposed changes must be given to all Members thirty (30) days prior to the meeting at which such changes will be voted upon.

Section 3

The quorum for such a discussion and vote shall be at least fifty percent (50%) of the current Association Directors, three of whom must be officers of the Association.

Section 4

Copies of these By-Laws may be made available using any media or technology that the Board approves.

Section 5

These By-Laws were amended this 18th day of February, 2004 by affirmative vote of a majority of members present entitled to cast their vote therein.

Bruce Fox, President

A. Thomas Ferrero, Jr., Secretary