Alberta Onsite Wastewater
Management Association

Bylaws

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TABLE OF CONTENTS

Section		Page
ARTICLE 1	**PREAMBLE**	
Section 1.1	The Association	3
Section 1.2	The Bylaws	3
ARTICLE 2	**DEFINITIONS AND INTERPRETATION**	
Section 2.1	Definitions	3
Section 2.2	Interpretation	3
ARTICLE 3	**CORPORATE SEAL AND OFFICES**	
Section 3.1	Corporate Seal	4
Section 3.2	Offices	4
ARTICLE 4	**MEMBERSHIP**	
Section 4.1	Categories	4
Section 4.2	Revocation of Membership	4
Section 4.3	Rights, Privileges and Obligations	5
Section 4.4	Termination	5
Section 4.5	Official Representatives	5
Section 4.6	Admission to Membership	5
ARTICLE 5	**BOARD OF DIRECTORS**	
Section 5.1	Governing Body	6
Section 5.2	Term of Office	7
Section 5.3	Meetings of the Board of Directors	7
Section 5.4	Board Vacancies	7
Section 5.5	Voting Rights and Procedures	8
Section 5.6	Remuneration	8
Section 5.7	Removal	8
ARTICLE 6	**NOMINATIONS AND ELECTIONS**	
Section 6.1	Specific Rules	8
Section 6.2	Nomination and Election Process	8
ARTICLE 7	**COMMITTEES**	
Section 7.1	Composition, Terms and Powers	9
Section 7.2	Executive Committee	9
ARTICLE 8	**GENERAL MEETINGS**	
Section 8.1	Annual General Meeting	9
ARTICLE 9	**FINANCE**	
Section 9.1	Financial Year	10
Section 9.2	Signing Authority	10
Section 9.3	Borrowing Powers	10
Section 9.4	Fee Structure	10
Section 9.5	Auditing	10
ARTICLE 10	**INDEMNIFICATION**	
Section 10.1	Directors and Officers	11
Article 11	**DISSOLUTION**	
Section 11.1	Dissolution of the Association	11
Article 12	**BYLAW AMENDMENTS**	
Section 12.1	Amendment of Bylaws	12
Article 13	**POLICIES**	
Section 13.1	Association Policies	12

Article 1 - Preamble

Section 1.1 The Association

1.1.1 The name of the association is the Alberta Onsite Wastewater Management Association, which may also be known or referred to as AOWMA.

1.1.2 The objective of the AOWMA is to advance and promote the onsite wastewater industry through education, training and advocacy in order to protect and enhance the environment of all Albertans.

Section 1.2 The Bylaws

1.2.1 The following articles set forth the Bylaws of the Alberta Onsite Wastewater Management Association.

Article 2 - Definitions and Interpretation

Section 2.1 Definitions

2.1.1 “Act” means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

2.1.2 “Association” means the Alberta Onsite Wastewater Management Association

2.1.3 “Bylaws” means the Bylaws of this Association.

2.1.4 “Board” means the Board of Directors of this Association.

2.1.5 “Executive Committee” means a committee of the Board of Directors comprised of the President, Vice President and Secretary/Treasurer. The Executive Director is a non-voting ex officio member of the Executive Committee.

2.1.6 “Director” means any person elected or appointed to the Board of Directors in accordance with these Bylaws.

2.1.7 “Member Meeting” refers to an annual or special general meeting of the membership of the Association.

2.1.8 “Voting Member” means a Member eligible to attend and vote at a Member Meeting, and whose member dues are paid in full for the Member’s current year of membership.

Section 2.2 Interpretation

2.2.1 In these Bylaws and in all other Bylaws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Article 3 - Corporate Seal and Offices

Section 3.1 Corporate Seal

3.1.1 The corporate seal shall be used only by the Officers of the Association.

3.1.2 The custody of the seal shall be entrusted to the Executive Director or another Officer whom the Board of Directors may designate.

Section 3.2 Offices

3.2.1 The registered office of the Association shall be located in the Province of Alberta at such location as set by the Board of Directors.

3.2.2 The business of the Association may from time to time be carried on in other places as the Board of Directors may deem expedient.

Article 4 - Membership

Section 4.1 Categories

4.1.1 The Board of Directors may establish rules for the membership application and approval process. Membership shall include Members and Honourary Life Members.

a) Members shall consist of business firms, government agencies, municipalities, other entities or individuals who hold interest in the onsite wastewater industry in Alberta. Members may vote and hold any office in the Association. A single business firm membership covers one owner and two employees. One membership constitutes one-member vote.

b) Honourary Life Members are those recognized by the Association in accordance with a 2/3 majority vote of the Board of Directors. Honourary Members have no voting privileges and are not eligible for any position on the Board of Directors.

Section 4.2 Revocation of Membership

4.2.1 Membership may be revoked for the following reasons.

a) Non Payment of Dues. Any active Member who shall become ninety (90) days in arrears in payment of dues or other debts owed to the Association shall be notified as such by registered mail, fax, electronic mail or telephone. If unpaid dues or debts are not paid within 30 days of the date of notification, the membership shall be revoked.

b) Any member who is found not to conform to the provision of the Association Bylaws, Codes of Conduct, or policies that are endorsed by the Board of Directors can be removed from membership by 2/3 majority vote of the Board of Directors present at a duly called or standing meeting. Such members must resubmit their application for membership to the Board of Directors for review under provisions outlined in section 4.6 of these Bylaws. If the member whose membership is being considered for revocation is a Board member, he/she shall not be eligible to vote or partake in the discussions leading to a vote, and he/she will not be considered present.

Section 4.3 Rights, Privileges and Obligations

4.3.1 Members of the Association, whose membership dues and any debts are paid in full, are entitled to vote at Member Meetings and hold elective office.

4.3.2 Honourary Life Members do not pay membership fees.

4.3.3 A Member in good standing is one whose dues are paid in full and is not in contravention of any Association Bylaws, Codes of Conduct or any relevant policies endorsed by the Board of Directors.

4.3.4 Active Voting Members have the right to inspect the books and records of the Association, at the registered office of the Association, provided that thirty (30) days written notice is received by the President stating the purpose of the inspection.

Section 4.4 Termination

4.4.1 A person shall cease to be a Member of the Association

a) on his or her death,

b) upon voluntary withdrawal from the Association by submitting a request in writing to the AOWMA Executive Director,

c) if expelled for non-payment of membership fees or other fees as set forth by the Association as described in section 4.2.1 (a),

d) if that person no longer qualifies for membership in accordance with these Bylaws, Codes of Conduct or any other actions detrimental to the association.

4.4.2 The termination of membership is effective on the date the member's name is removed from membership records.

Section 4.5 Official Representatives

4.5.1 Each Member entity shall designate on application form provided by the Association a single individual, and if applicable one alternate, to be that firm or individual's Official Representative to the Association.

4.5.2 Only the Official Representative or a designated alternate may participate in any vote and other surveys of the membership conducted by the Association, including the Annual General Meeting for the transaction of business and election of Directors.

Section 4.6 Admission to Membership

4.6.1 All membership applicants, or re-applicants, shall be admitted, or readmitted, only in accordance with the following:

a) Application must be made to the Association office on the official application form provided.

b) Any additional verifying information requested by the Association, as a means of ascertaining whether the applicant meets the requirements for membership as described in these Bylaws, must be submitted upon request.

c) Upon receipt of application, the Association Executive Director shall forward applications to the Board of Directors at the earliest opportunity. The Board of Directors shall vote on the application and admit the applicant to the membership by a 2/3 majority vote of Directors present, pending payment of membership dues. At no time shall the applicant be present during the Board's voting process.

Members' application for membership renewal shall be reviewed by the Board in a similar process as a new membership. Renewal of memberships shall also require a 2/3 vote of the Board of Directors present.

d) Members of the Association, as a condition of their membership, shall subscribe to the objectives of the Association as set forth, and shall agree to conform to the provisions of these Bylaws and the Association Codes of Conduct.

e) Applications for new memberships shall not be processed at any time during the annual convention of the Association.

Article 5 - Board of Directors

Section 5.1 Governing Body

5.1.1 The Board of Directors shall be the governing body of the Association, and shall supervise, control and direct all its activities. It shall prescribe Association policy, approve the annual budget and set membership fees. The Board of Directors may hire, supervise, guide, assess and dismiss with just cause the Executive Director of the Association, and determine his or her remuneration. The Board of Directors shall generally oversee the conduct of the Association affairs, subject only to authority of the Members of the Association. The Board of Directors may exercise all the powers afforded to it under these Bylaws.

5.1.2 **Section 5.1.2** The Board of Directors of the Association shall be President, Vice-President, Secretary-Treasurer, and six (6) directors. The Executive Director is a non-voting ex-officio member of the Board of Directors. The duties of each are as follows:

a) President
The President shall be a non-voting ex-officio a member of all Committees. The President shall preside at all meetings of the Board of Directors.

b) Vice-President
The Vice-President, in absence of the President, shall preside, represent or act on behalf of the President.

c) Secretary-Treasurer
The Secretary-Treasurer shall attend all meetings of the Association and the Board of Directors, and shall arrange that accurate minutes are kept of the same. The Secretary-Treasurer shall arrange for the receipt of all moneys paid to the Association and their deposit in the Association's bank. The Secretary-Treasurer shall properly account for the funds of the Association and arrange such books as needed are kept. The Secretary-Treasurer shall present a full detailed account of receipts and expenditures to the Board of Directors whenever requested and shall arrange for the preparation for submission to the Annual General Meeting a duly audited statement of the financial position of the Association and submit a copy of the same for the records of the Association. In the case of absence of the Secretary-Treasurer, such Director as may be appointed by the Board of Directors shall discharge his/her duties.

d) Executive Director
The Executive Director is responsible for all day-to-day activities of the Association. The Executive Director shall report directly to the President and the Board of Directors and shall be responsible for the supervision of support personnel. The Executive Director shall have charge of all the correspondence under the direction of the President and the Board of Directors. The

Executive Director shall also arrange that a record of members of the Association and their addresses are kept, that all notices of various meetings as required, that all membership dues and other funds levied by the Association are collected and received, and arrange that such funds be promptly deposited in the Association's bank.

e) Other Directors
All other Directors shall perform duties as assigned by the Board of Directors from time to time.

5.1.3 The demographic on the Board of Directors should include representation from the following groups: installers, academic/engineer or other professional, safety codes officer, supplier/manufacturer, pumper, designer, and developer or user of septic systems, to ensure all onsite wastewater disciplines are represented.

Section 5.2 Term of Office

5.2.1 All Directors shall be elected or appointed to staggered 2-year terms.

5.2.2 Notwithstanding the provisions in this Section, one-year terms may be used to deal with vacancies.

5.2.3 Directors shall take office immediately following the Annual General Meeting at which they were elected or appointed.

Section 5.3 Meetings of the Board of Directors

5.3.1 The Board of Directors shall meet quarterly at minimum. The Board of Directors shall decide location of the meetings. Meetings of the Board of Directors shall be called with fourteen (14) days' notice by e-mail, facsimile, or telephone. Any five members shall constitute a quorum, and meetings can be held without notice if a Board quorum is present, provided that any decisions of such meeting shall be ratified at the next duly called meeting of the Board; otherwise they shall be null and void.

A standing Board meeting shall be held on the eve of the Annual Convention and/or Annual General Meeting. Also, a standing Board meeting shall be held after the Annual General Meeting and before the close of the Annual Convention to welcome the newly installed Directors and Officers, and to conduct other potential business.

5.3.2 All meetings of the Board of Directors shall be chaired by the President. In the absence of the President, the Vice President shall chair the meeting. In the absence of both the President and Vice-President, the Board may appoint another Director to chair the meeting.

5.3.3 The Board of Directors shall use whatever communication methods as the President may designate, providing such methods are acceptable to a 2/3 majority of Directors eligible to vote. Communication methods can include any of these options, providing that all participants are able to hear one another: face to face, telephone, teleconference and video conference. Directors participating through any agreed upon communication method in the meeting shall be deemed present.

5.3.4 All matters of procedure not specifically provided for by these Bylaws shall be governed by the latest published edition of Robert's Rules of Order.

Section 5.4 Board Vacancies

5.4.1 Any vacancy or vacancies on the Board of Directors shall remain vacant until the next Annual General Meeting, or the Board of Directors may appoint a Director, or Directors, or Officers by 2/3 majority of the current Directors present to fill the vacancy or vacancies.

Section 5.5 Voting Rights and Procedures

5.5.1 Only Directors eligible to vote and present at any meeting of the Board of Directors may vote.

5.5.2 In the case of an equality of votes, the motion shall be defeated.

5.5.3 Proxies are not accepted at meetings of the Board of Directors.

Section 5.6 Remuneration

5.6.1 Directors may be reimbursed for reasonable expenses incurred while performing duties consistent with what is reasonably expected as a Director of the Board.

5.6.2 Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore. Such remuneration and activities shall be approved by a 2/3 majority vote of the full Board of Directors. Such remuneration and activities shall be governed by guidelines set by the Board of Directors. The Director who is receiving remuneration for approved activities must abstain from voting on the remuneration and guidelines with respect to the approved activity.

Section 5.7 Removal

5.7.1 A Director must be a member of the Association, and therefore may be removed from the Board of Directors under the provisions of these Bylaws and Codes of Conduct by a 2/3 majority vote of Directors present at a meeting of the Board.

5.7.2 Any Director not present for two (2) duly called or standing meetings of the Board may be removed from the Board of Directors by a 2/3 majority vote of the Directors present at a meeting of the Board. The Director being considered for removal shall not partake in the deliberations or vote, and shall not be considered present for the vote.

Article 6 - Nominations and Elections

Section 6.1 Specific Rules

6.1.1 All Voting Members will be provided with a ballot for the election of Directors.

Section 6.2 Nomination and Election Process

6.2.1 The Association shall use a nominating committee and shall accept nominations from the floor at the Annual General Meeting for the election of Directors. Any nomination of an active member who has been in good standing for the immediately previous two consecutive years will be considered for a position on the Board of Directors. Those persons seeking nomination for an Executive Committee position will have served as a Board member for one preceding year. The nominating committee will ensure at least one candidate is nominated for each open position. The nominating committee shall be comprised of the President and two Directors.

6.2.2 All nominations for any position on the Board of Directors shall be supported by a seconder and a third.

6.2.3 Votes shall be taken and counted for the position of President first, followed by Vice-President and Secretary-Treasurer. The remaining Director positions shall be voted upon and counted collectively thereafter.

6.2.4 The Vice-President and Secretary-Treasurer shall not be elected in the same year in which the President is elected.

Article 7 - Committees

Section 7.1 Composition, Terms and Powers

7.1.1 The Board of Directors may by resolution appoint committees to carry out any designated duties, and delegate to a committee such duties and powers as it deems to be in the interests of the Association.

7.1.2 The Board of Directors shall set such committee's composition, mandate, power and term.

7.1.3 No member of a committee shall receive remuneration for duties performed on behalf of the Association but may be reimbursed for reasonable expenses incurred while performing such duties. Nothing herein contained shall be construed to preclude any committee member from serving the Association in any other capacity and receiving compensation therefor.

7.1.4 Any member of a committee may be removed with just cause by a 2/3 majority vote of the Board of Directors.

7.1.5 A committee member may resign his/her position on the committee by submitting fourteen (14) days notice by e-mail or registered letter to the Association President.

Section 7.2 Executive Committee

7.2.1 The Executive Committee shall be comprised of the President, Vice-President and Secretary-Treasurer. The Executive Director shall be a non-voting ex-officio member of the Executive Committee.

7.2.2 A new Executive Committee shall be automatically formed when newly elected or re-elected Directors assume the office of one of the three (3) available Executive Committee positions at the Annual General Meeting.

7.2.3 The Executive Committee shall act as a supervising body to the Executive Director, instructing and counseling with him/her in all policy matters which cannot be properly deferred to a regular meeting of the Board of Directors.

7.2.4 The President of the Association shall be the Chair of the Executive Committee.

Article 8 - General Meetings

Section 8.1 Annual General Meeting

8.1.1 The Association shall hold an annual meeting on or before March 31 each calendar year. Notice shall be given to all Association members at their last known address through mail, e-mail or facsimile at least forty-five (45) days prior to meeting date. Financial statements shall be presented to the membership at this meeting. Elections for all eligible positions on the Board of Directors will be made at this meeting.

8.1.2 Special Meetings may be called at any time upon the instructions of the President or the Board of Directors, by notice in writing, e-mail or facsimile to the last known address of each member, and shall be mailed at least forty-five (45) days prior to meeting date. A special meeting shall be called by 2/3 of the Members in good standing, setting forth the reasons for calling such meeting, providing sufficient evidence of the required Member support to hold such a meeting, and notification as stated previously in this paragraph.

8.1.3 Five per cent (5%) of voting Members in good standing shall constitute a quorum at any meeting.

8.1.4 All motions presented at the Annual General Meeting must pass by majority vote of the Members in good standing present at the Annual General Meeting. In the event of a tie vote on any item at any meeting, the motion shall be lost.

8.1.5 All matters of procedure not specifically provided for by these Bylaws shall be governed by the latest published edition of Robert's Rules of Order.

Article 9 - Finance

Section 9.1 Financial Year

9.1.1 Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall be January 1 – December 31.

Section 9.2 Signing Authority

9.2.1 All transactions on behalf of the Association shall be managed and signed by at least two (2) persons, one of whom is an Executive Committee Member and the other a staff member of the Association in such manner as shall be determined by resolution of the Board of Directors providing that at least one Executive Committee Member and one staff member each have signing authority.

Section 9.3 Borrowing Powers

9.3.1 For the purpose of carrying out its objectives, the Association may borrow, raise or secure money in such manners as deemed appropriate.

Section 9.4 Fee Structure

9.4.1 Fees for Members will be set by the Board of Directors, with fees subject to change as deemed necessary.

Section 9.5 Auditing

9.5.1 The books, accounts and records of the Association may be audited at least once every year by a duly qualified Chartered Accountant, or by two members of the association appointed for that purpose by the Board of Directors. These persons shall not be Directors of the Association. Such auditor at the Annual General Meeting of the Association shall submit a complete and proper statement of the standing of the books for the previous year.

Article 10 - Indemnification

Section 10.1 Directors and Officers

10.1.1 All Directors of the Association and their heirs, executors, administrators, assigns and estate shall, from time to time, and at all times, be indemnified and saved harmless, out of the funds of the Association, from and against:

a) All costs, charges and expenses whatsoever that Directors sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing howsoever made, done or permitted by them in or about the execution, in good faith, of the duties of their offices or in respect of any such liability; and,

b) All other costs, charges and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

10.1.2 The Association shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Association.

10.1.3 No Director of the Association shall be liable for the acts, receipts, neglects, or defaults of any other Director or employee, or for joining in any receipt, act for conformity, or for loss, damage, or expense happening to the Association through the insufficiency of title to any property acquired by the Association, or for, or on behalf of, the Association, or for the insufficiency or deficiency of any security in or upon which any moneys of, or belonging to, the Association shall be placed out or invested, or for any loss or damage arising from bankruptcy, insolvency, or tortuous act of any person, firm, or corporation deposited or for any other loss, damage or misfortune whatever which may happen in the execution of his/her respective office or trust, or in relation thereto, unless the same shall happen by or through his/her own willful act or through his/her own willful neglect or default.

Article 11 - Dissolution

Section 11.1 Dissolution of the Association

11.1.1 In the event that the Association is dissolved, and after payment of all indebtedness and liabilities of the Association, the remaining funds, investments, gaming proceeds and other assets shall be distributed to eligible charities or religious groups or purposes; or transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the Board.

11.1.2 No part of the income or capital of the Association shall be payable to or otherwise made available for the personal benefit of any of its Members.

Article 12 - Bylaw Amendments

Section 12.1 Amendment of Bylaws

12.1.1 The Bylaws of the Association may be amended by a 75 per cent (75%) majority vote of the Active Voting Members, or their authorized alternate, present at any Annual General Meeting or Special Meeting called for that purpose.

12.1.2 Before any amendment shall be voted upon, a copy of proposed amendment shall be mailed or distributed electronically to each Active Member forty-five (45) days in advance.

12.1.3 Amended Bylaws do not take effect until registered in accordance with the Act.

Article 13 - Policies

Section 13.1 Association Policies

13.1.1 The Board of Directors may establish policies or guidelines with respect to its activities including but not limited to Association events or functions. These policies shall apply to all who attend or participate in Association events or functions and may be put place on a case by case basis through a 2/3 majority vote of the Board of Directors.

13.1.2 Those who do not conform to the policies may be subject to review of the Board of Directors at which time the Board of Directors through a 2/3 majority vote may apply appropriate discretionary actions against the member as set forth in these Bylaws, or otherwise at its discretion preclude the individual from participating in future association activities.