WCOWMA ONSITE WASTEWATER MANAGEMENT ASSOCIATION OF BC

British Columbia Chapter of the Western Canada Onsite Wastewater Management Association

CONSTITUTION

1. Society Name

1. The name of the society is:

WCOWMA Onsite Wastewater Management Association of BC hereafter referred to as the Association.

Reasoning: To remove the need to fully name the organization throughout the document.

2. The purposes of the society are:

To promote and sustain environmentally responsible decentralized wastewater management practices through training, public education, and advocacy in British Columbia.

Reasoning: To clarify that this organization and these bylaws are related to decentralized wastewater management, not centralized wastewater management.

3. Membership

A person may apply to the Board of Directors (the "Board") of the WCOWMA Onsite Wastewater Management Association of BC (the "Association") pursuant to Section 5 of these Bylaws, and upon acceptance for membership and payment of dues, shall be a member in the class of membership determined by the Board.

Classes: There shall be three classes of membership: Corporate, Government and Associate.

a) Corporate Members

Corporate members shall consist of business firms or individuals engaged in business or education actively related to onsite wastewater treatment in British Columbia.
A corporate member must designate a representative to the Association (the "Official Representative") in writing. Corporate members may vote, and their Official Representatives may hold an office.

A Corporate membership covers one owner or employee. Under a Corporate Membership, two additional employees may obtain Associate Memberships that are non-voting.

b) Associate Members

Associate Members shall consist of individuals who do not meet criteria of Corporate Members but are in a related business or have an interest in the activities of the association.

These business firms and/or individuals are non-voting and cannot hold office.

Under an Associate membership, additional employees may obtain individual non-voting WCOWMA Onsite Wastewater Management of BC memberships.

Government Representatives may also hold an Associate Membership.

Reasoning: To further define eligible membership categories for clarity. Renumber article.

4. Revocation of Membership

The Board may revoke or refuse memberships for the following reasons:

Non-Payment of Monies Owed: The Association shall notify any Corporate or Associate Member who falls ninety days in arrears in payment of dues, or other monies owed to the Association. The notice shall be sent by Registered Mail and shall state that if the arrears are not paid within 30 days of the date of the notice, the membership shall be revoked.

Non-Compliance: the Board shall notify a member if the Board determines that a member has failed to conform to the provisions of the Association's bylaws, codes of conduct, have taken actions not in the interest of, or counter to the programs the Association or it's overarching body WCOWMA has established or may subsequently establish. The notice shall be sent by Registered Mail and shall inform the present member or proposed member of the noncompliance.

A member whose membership has been revoked or refused shall not be eligible for re-admission until at least one year has passed from the date of revocation or refusal. An organization or individual who has had its membership revoked or refused may re-apply under the process outlined in Section 7 of these bylaws.

Reasoning: to simplify the wording of the article and clarify meaning. Renumber article.

5. Withdrawal from Membership

Any member wishing to withdraw from membership may do so upon notice in writing to the Board of Directors, at which time the request for withdrawal would be brought forward for WCOWMA-BC to review.

Reasoning: Renumber article.

6. **Official Representatives**

a) **Designation**
   Each member shall designate a single individual, and if applicable one alternate, as its Official Representative to the Association.
b) **Participation**
   Only the Official Representative or a designated alternate of a Corporate Member may vote at meetings of the members of the Association.

Associate members may attend meetings of the Association but may not vote at such meetings.

Reasoning: Renumber article.

7. Admission to membership

Corporate or Associate applicants shall be admitted to membership only in accordance with the following:

a) **Form**
   Application must be made to the Association's office on the official application form provided.
b) **Verification**
   An applicant shall submit any additional information requested by the Association to enable the Association to ascertain whether the applicant meets the requirements for membership.
c) **Condition of Membership**
   Members of the Association shall subscribe to the purposes of the Association as set forth, and agree to conform to the provisions of bylaws, codes of conduct and any programs the Association has established or may subsequently establish as well of those of WCOWMA.

Reasoning: Renumber article.

8. Officers of the Association

The Officers shall be the President, Vice-President, and Secretary-Treasurer. The Executive Director is an ex-officio Officer of the Association. The duties of each Officer are as follows:

a) **President:**
   The President shall be ex-officio a member of all Committees. The President shall preside at all meetings of the Board. In the absence of the President, the Vice-President shall preside, and in the absence of both, the directors shall select a chairperson.
b) **Vice-President:**
   In the absence of the President, the Vice-President shall preside, represent, or act in place of the President.

c) **Secretary-Treasurer:**

The Secretary-Treasurer shall attend all meetings of the Board and shall arrange that accurate minutes are kept of the meetings. The Secretary-Treasurer shall have custody of the Corporate Seal. The Secretary-Treasurer shall ensure that proper records and accounting of the funds of the Association are kept. The Secretary-Treasurer shall collect and receive the annual dues or assessments levied by the Association and arrange for all monies to be promptly deposited in the Association's bank. The Secretary-Treasurer shall present a full, detailed account of Association receipts and expenditures of the Board whenever requested. The Secretary-Treasurer shall arrange for the preparation of a duly audited or reviewed statement of the financial position of the Association for submission to the Annual General Meeting and submit a copy for the records of the Association.

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.

f) Directors at Large

Additional members may be appointed to the Board of Directors from time to time and will be considered 'Directors at Large.' Such appointed Directors at Large are non-voting members of the Board. Directors at Large will have their terms of services reviewed for potential renewal annually by the Board of Directors.

g) Election and Tenure:

i) The President, Vice-President, Secretary-Treasurer and Directors shall be elected by the members of the Association at Annual General Meetings of the Association and will each serve two-year terms.

ii) Those running for the position of either President or Vice President will have served a minimum of one year, within the previous four years, as a WCOWMA-BC Board Member to be eligible as a nominee for these positions.

h) Personnel

The Board shall engage such personnel as they consider necessary to conduct the business of the Association on terms and conditions determined by the Board. All personnel shall be answerable and report to the Board.

i) Election of Officers

Officers will be elected one position at a time for President, Vice-President, and Secretary-Treasurer.

j) Nominations

The Association shall appoint a Nominating Committee composed of one Director and two members in good standing for each Annual General Meeting. The Nomination Committee shall ensure at least one candidate is nominated for each position. The Association shall also accept nominations from the floor at the Annual General Meeting. All nominees must be Corporate Members in good standing. A member whose membership fees are due and unpaid or otherwise owes money to the Association is not in good standing.

Reasoning: to clarify the role of the Secretary-Treasurer and the Executive Director and to add the roles of Other Directors and Directors at Large. Renumber article.

9. Board of Directors

Composition

The Board shall be composed of the President, Vice-President, Secretary-Treasurer, four additional directors and the immediate Past President who shall serve a one-year term ex-officio on the Board, all of whom must be Corporate Members in good standing and residents of British Columbia.

The demographic of the Board of Directors should:

a) include representation from the following groups: installers, academic/engineer or other professional, inspector, supplier/manufacturer, pumper, designer, and developer or user of septic systems, to ensure all onsite wastewater disciplines are represented.

b) Include representation from each of the provincial health region areas as listed by the Provincial Ministry of Health.

Election and Tenure

Directors must be nineteen (19) years of age and must meet the qualifications to act as directors under the Society Act and the Business Corporations Act of British Columbia. Directors will be elected at Annual General Meetings for staggered terms of two years. The President's and two director's terms will be staggered from the Vice President's, Secretary-Treasurer is and two director's terms. Any director may be removed from office for just cause by a special resolution (75% vote) of the members of the Association present at the Annual General Meeting. An officer serves at the pleasure of the Board and may be removed by the Board for just cause at any time.

Governing Body

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.

Meetings
The Board shall meet every two months on average for a minimum of six meetings per year including the Annual General Meeting. Meetings shall be called by the President. The Board may meet more often by mutual consent, or upon call by the President.

A special meeting of the Board may be called on the instructions of any two Corporate or Government members provided they request in writing that the President call such a meeting and state the business they wish to discuss.

The President shall determine the location of meetings. Meetings of the Board shall be called by three-days-notice by e-mail, facsimile, or telephone. Meetings can be held without notice if all directors waive notice and a quorum is present at the meeting. Any three members shall constitute a quorum. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any member of the Board may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Any Director does not present for three (3) consecutive duly called meetings of the Board may be removed from the Board of Directors by a two-thirds minimum majority vote of Directors present at a meeting of the Board.

Robert's Rules of Order will prevail in all meetings.

Reasoning: Renumber article. To encourage representation from all industry sectors by recommending a targeted demographic. To clarify meeting responsibilities and requirements for Board members. To set two-year terms for Directors and Officers into the bylaws.

10. Execution of Documents
All agreements requiring signature shall be signed by any two officers. The Directors shall have power from time-to-time by resolution to appoint an officer(s) to sign specific contracts, documents, and instruments in writing on behalf of the Association. The seal of the Association, when required may be affixed to contracts, documents, and instruments in writing by any officer(s) authorized to sign such documents.

Reasoning: Renumber article.

11. Fee Structure

a) Fees

Membership fees will be reviewed annually and set by the Board in its discretion and in consultation with WCOWMA. Unless otherwise determined by the Board, increases in membership fees will follow the annual Cost of Living Index set by Revenue Canada, beginning January 1, 2026.

b) Period

The period the annual fee covers is twelve months from the date of acceptance of the application for membership, and every year thereafter.

c) Due Date

Annual membership fees are due on each anniversary date of membership.

Reasoning: Renumber article. To recognize that following implementation of the increase approved at the 2023 Annual General Meeting, annual membership dues must come under regular review and any changes based on the government's cost of living index.

12. Meetings

a) Annual General Meeting

The Association shall hold an Annual General Meeting on or before April 30 of each year. The Association shall give Notice to all Corporate and Associate members at their last address provided to the Association, at least 14 days prior to the meeting date. If a special resolution is proposed for the meeting, at least 21 days' notice shall be given. Financial Statements shall be presented to the membership at the meeting. Officers and Directors will be elected at the meeting.

b) General Meetings

General Meetings may be called at any time upon the instructions of the President or the Board, by notice in writing to the last address of each member provided to the Association, at least 14 days prior to the meeting date.

c) Special Meeting

A special meeting shall be called at the request of 7 per cent of the Corporate Members in good standing, setting forth the reasons for calling the meeting.

d) Quorum

Seven per cent of combined Corporate members in good standing present at a meeting of members shall constitute a quorum.

Reasoning: Renumber article. Recognizing that as the Association grows, the number of Corporate Members needed for a quorum increases exponentially. Reducing the number required for a quorum ensures that meetings are not cancelled due to lower than anticipated attendance.

13. Audits

a) Audit

The books, accounts and records of the Association may be reviewed or audited at least once every year by a duly qualified Chartered Accountant, or by two members of the association appointed for that purpose. These people will be appointed by the membership at the Annual General Meeting. Appointed auditor(s) shall not be Officers, Directors or Employees of the Association unless consent is given by the

membership. Such auditor shall submit a complete and proper statement of the standing of the financial accounts for the previous year at the Annual General Meeting of the Association.

b) Fiscal Year
The fiscal year of the Association shall be January 1 - December 31.

c) Inspection of Books
The books and records of the Association may be inspected by any Corporate Member at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Secretary-Treasurer.

14. Remuneration

Unless authorized in advance at a Board of Directors Meeting, or Member's Meeting no officer or member of the Board of Directors shall receive any remuneration for services to the Board.

Directors may only be remunerated for time spent on services that the Board determines are beyond the services normally provided by a volunteer. Such remuneration shall be governed by guidelines set by the Board prior to any activity undertaken that may require remuneration.

Expenses may be paid at the discretion of the Board.

Reasoning – Renumber article. Clarify that it is the Board of Directors that is not eligible for remuneration without express Board approval. Members may be remunerated for services performed on behalf of the Association.

15. Borrowing Powers

The Board of the Association may from time-to-time:

a) Borrow money against the assets of the Association.

b) Limit or increase the amount to be borrowed.

c) Issue or cause to be issued bonds, debentures or other securities of the Association and pledge or sell the same for such sums, upon such terms, covenants, and conditions and at such prices as may be deemed expedient.

d) Secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association; and issue bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.

Reasoning: Renumber article. To protect both Board members and members at large from any fiscal responsibility for indebtedness due to borrowing monies and to restrict the ability to borrow money.

16. Service of Notices or Other Documents

Service by post shall be deemed to have been received on the second day after the day it is mailed. Service by fax or e-mail shall be deemed to have been received on the day after the day it is sent.

Reasoning: Renumber article.

17. Membership in WCOWMA

The Association shall sustain and maintain membership in WCOWMA. This provision may not be altered or deleted. WCOWMA-BC is a provincial chapter of WCOWMA.

Reasoning: Renumber article. Clarify the relationship between WCOWMA-BC and WCOWMA.

18. Amendment of By-laws

a) Amendment

The bylaws of the Association may be amended by a three-quarters affirmative vote of the Corporate Members, or their authorized alternate, at any Annual Meeting, or General Meeting called for that purpose, except for any provision that states it may not be altered or deleted.

b) Notice

Notwithstanding Section 14, a copy of any proposed bylaw amendment(s) shall be mailed, emailed, or faxed to each Voting Member forty-five days in advance of a vote on the amendment(s).