MANITOBA ONSITE WASTEWATER MANAGEMENT ASSOCIATION (MOWMA)
(Manitoba Chapter of the Western Canada Onsite Wastewater Management Association)

BY-LAWS

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

The Manitoba Onsite Wastewater Management Association is a Provincial Chapter of the Western Canada Onsite Wastewater Management Association.

Objectives:

To promote and sustain environmentally responsible wastewater management practices through training, certification, public education, and advocacy.

1. Membership:

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

a) Corporate Members (Active):
Corporate members shall consist of business firms or individuals engaged in business, government or education actively related to onsite wastewater treatment in Canada.

Corporate members may vote and hold any office in the Association.

Corporate memberships cover one owner or employee. Under a Corporate membership two additional employees may obtain Associate non-voting MOWMA memberships.

b) Associate members:

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

Associate members are non-voting and cannot hold office.

c) **Government members (Active):**

Government Members are consisted of government agency representatives who are actively engaged in or have interest in onsite wastewater treatment issues, regulations, and concerns in Canada.

Each Government membership is entitled to one vote at the annual general meeting. Government members may not stand for office.

2. Revocation of Membership:

Membership may be revoked for the following reason:

Non-payment of Dues: Any Active (Corporate and Government) or Associate Member who shall become ninety days in arrears in payment of dues, or other moneys owed to the Association, shall be notified by email, mail, or registered mail and if not paid within 30 days thereafter, the membership shall be revoked.

Any Member who is found not to conform to the provisions of the Association bylaws, codes of conduct or programs the Association may establish, can be removed from membership by the Board of Directors. Such members will have to resubmit their application for membership to the Board of Directors for approval, as described in Section 5, in order to renew their membership.

In such an event, the business firm or individual membership that has been revoked for contravention of the Association bylaws or codes of conduct, shall not be eligible for re-admission until at least one year has passed from date of revocation.

3. Withdrawal from Membership:

Any Member wishing to withdraw from membership may do so upon a notice in writing to the Board of Directors through the Secretary/Treasurer or Executive Director.

4. Official Representatives:

a) Designation:
Each Active (Corporate and Government) and Associate business firm member or individual member 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.

b) Participation:
Only the Official Representative of an Active (Corporate and Government) business firm or individual, or their 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. Non-voting members enrolled under a

business firm membership and Associate members may attend Association meetings without the power to vote.

5. Admission to membership:

Active (Corporate and Government) or Associate applicants shall be admitted to membership only in accordance with the following:

a) Form:

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

b) Verification:

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) Application:

Upon receipt of application, the Association's administration staff shall present the Board of Directors with a list of applicants for membership or membership renewals for ratification at the earliest opportunity. This in turn shall require a vote by the Board of Directors and if approved by a two-thirds vote, then the applicant shall be admitted to membership upon payment of appropriate dues. At no time shall the applicant be present.

d) Condition of Membership:

Members of the Association, as a condition of their membership, shall subscribe to the purposes of the Association as set forth, and shall agree to conform to the provisions of these bylaws, codes of conduct and programs the Association may establish.

6. Officers:

The Officers of the Association shall be President, Vice-President, and Secretary/Treasurer. The duty of each Officer is as follows:

a) President:

The President shall be ex-officio a member of all Committees. The President shall preside at all meetings of the Association and the Board of Directors or shall designate a chairperson to preside in his/her stead. In the absence of the President, the Vice-President shall preside, and in the absence of these a chairperson may be elected by the Board of Directors to preside.

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 ensure custody of the Corporate Seal. The Secretary/Treasurer shall ensure mechanisms are in place for the receipt of all money paid to the Association and their deposit in the Association's

Bank. The Secretary/Treasurer shall ensure that appropriate accounting 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 Meeting a duly reviewed 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 an officer as may be appointed by the Board of Directors shall discharge his/her duties.

e) Election and Tenure:

The President shall be elected by the Active members (Corporate and Government) of the Association at the annual general meeting and will serve for a two-year term. The Vice-President and Secretary/Treasurer shall be elected by the Active members (Corporate and Government) of the Association at the annual general meeting and will serve for two-year terms in their positions alternating years between the President and Vice-President and Secretary/Treasurer. The Board of Directors will work with the Executive Director of the Western Canada Onsite Wastewater Management Association in the operations of the Manitoba Chapter (MOWMA).

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

The Executive Director is responsible for all day-to-day activities of the Association, subject to the approval of the Executive Committee. The Executive Director shall report directly to the President and the Board of Directors of the Western Canada Onsite Wastewater Management Association (WCOWMA) and to the President and Board of Directors of the Manitoba Onsite Wastewater Management Association (MOWMA) and shall be responsible for the supervision of support personnel. The Executive Director shall be in charge of all the correspondence under the direction of the Board of Directors of WCOWMA and the Board of Directors of MOWMA. The Executive Director shall also arrange that a record of members of the Association and their addresses are kept, send all notices of various meetings as required, and shall collect and receive the annual dues or assessments levied by the Association, and arrange such moneys to be promptly deposited in the Association's Bank.

f) Nominations

The Association may use a nominating committee in addition to accepting nominations from the floor at the Annual Meeting. The Nominating Committee will accept any nomination of an Active member (Corporate) in good standing and ensure at least one candidate is nominated for each position. The Nominating Committee shall be composed of an Officer and two Committee Members.

g) Qualifications:

The President, Vice-President and Secretary/Treasurer shall be elected from Active members (Corporate and Government) in good standing. The Executive Director shall be chosen by the President and Board of Directors of the Western Canada Onsite Wastewater Management Association on the basis of ability to manage the Association's business.

7. Board of Directors:

a) Composition:

The Board of Directors shall be composed of the President, Vice-President, Secretary-Treasurer and up to four additional directors from Active members (Corporate and Government). The recommended composition of the Board will be at least one contractor, one academic, one safety codes or environmental health officer and one supplier, for a total of four directors. The Executive Director shall be a non-voting Board member.

b) Election and Tenure:

Directors must be eighteen (18) years of age in order to be elected to the Board and have the capacity under law to contract. Directors are to be elected at Annual Meetings for terms of two years, with only two Directors elected at each annual meeting to ensure continuity. Any Director or officer upon a majority vote of all active members may be removed from office for any cause, which the association may deem reasonable. All Directors are to be elected simultaneously using one ballot.

c) Governing Body:

The Board of Directors shall be the governing body of the Association. It shall prescribe Association policy, approve the annual budget, exercise judgment over application for membership and generally oversee the conduct of the Association affairs, subject only to authority of the Active (Corporate and Government) membership.

The Board of Directors will provide two representatives to the Western Canada Onsite Wastewater Management Association who will report all activities to the Western Canada Onsite Wastewater Management Association. The Western Canada Onsite Wastewater Management Association will provide infrastructure and operational support to the Manitoba Onsite Wastewater Management Association.

d) Meetings:

The Board of Directors shall meet at least once every two months, and all meetings shall be called by the President. The Board of Directors may meet more often by mutual consent of the Board, or upon call by the President.

A special meeting of the Board of Directors may be called on the instructions of any two Active members (Corporate and Government) provided they request the President in writing to call such a meeting, and state business to be discussed.

The President shall decide location of the meetings. Meetings of the Board of Directors shall be called by ten days notice in writing mailed to each member, or by three days notice by e-mail, facsimile or telephone. All members of the Board of Directors including all Executive Officers shall have equal voting rights. Any four members shall constitute a quorum, and meetings can be held without notice if a Board of Directors quorum is present, provided however, that any

decisions of such meeting shall be ratified at the next meeting of the Board of Directors; otherwise, they shall be null and void.

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

8. Executive Committee:

a) Composition:
The Executive Committee shall be composed of the President, Vice-President, and Secretary/Treasurer. The Executive Director shall be an ex-officio member of the Executive Committee.

b) Tenure:
A new Executive Committee shall automatically be formed when newly elected Officers assume office, which will be after each annual meeting.

c) Duties:
The Executive Committee shall function as a governance and consulting 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.

d) Chairperson:
The duly elected President shall serve as Chairperson of the Executive Committee.

e) Responsibility:
When a policy matter is referred to the Chair by the Executive Director, it shall be the responsibility of the Chair to determine which of the following ways the matter should be dealt with:

- be resolved by him/herself and communicated to the Executive,
- referred to the Executive Committee for decision,
- submitted to the Board of Director by e-mail or fax, or
- deferred for a decision by the entire Board of Directors at its next meeting.

f) Executive Committee Meetings
Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours' notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail should be sent at least 14 days prior to the meeting. Two members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the corporation shall invalidate such meeting or made void any proceedings taken thereat and any member of such Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

9. Execution of Documents

Contracts, documents, or any instruments in writing requiring the signature of the corporation, shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents, and instruments in writing. The seal of the corporation when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

10. Fee Structure:

a) Fees:

Fees for Members will be set by the MOWMA Board of Directors in consultation with the Western Canada Onsite Wastewater Management Association with fees subject to change as deemed necessary. Provincial Chapters consist of the Alberta Onsite Wastewater Management Association, the Saskatchewan Onsite Wastewater Management Association, the WCOWMA Onsite Wastewater Management Association of B.C. and the Manitoba Onsite Wastewater Management Association.

b) Period:

The period the annual fee covers is twelve months from the date of application.

c) Due Date:

The annual fee is due on the first day following the expiration of membership. i.e., if Membership begins on March 1, 2024, and ends on February 28, 2025, then the annual fee for renewal is due on March 1, 2025.

11. General Meetings:

a) Annual General Meeting:

The Association shall hold an annual meeting on or before April 30 each year. Notice shall be given to all Active Corporate and Government and Associate members at their last known address and shall be mailed or emailed at least ten days prior to the meeting date. Financial Statements shall be presented to the membership at this meeting. Elections for Officers and Directors will be made at this meeting. Ten percent of members in good standing present at the Annual General Meeting shall constitute a quorum.

b) Other General Meetings:

General Meetings may be called at any time upon the instructions of the President or the Board of Directors, by notice in writing to the last known address of each member and shall be mailed or emailed at least eight days prior to meeting date. A special meeting shall be called by one-third of the Active Members (Corporate and Government) in good standing, setting forth the reasons for calling such a meeting and notification as stated previously in this paragraph. Ten percent of members in good standing shall constitute a quorum at any meeting.

12. Auditing:

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 or reviewer shall submit a complete and proper statement of the standing of the financial accounts for the previous year at the Annual 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 Active Member (Corporate and Government) at the Annual Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each member of the Board of Directors shall have access to such books and records.

13. Remuneration:

Unless authorized at a Board of Directors Meeting, Annual Meeting or General Meeting and after notice for same shall have been given, no Officer or member of the Association shall receive any remuneration for his/her services to the Association.

The members of the Board of Directors, including the Executive Officers, shall only be remunerated for time spent in activity in roles that are considered beyond those roles that are normally asked of a volunteer. Such remuneration shall be governed by guidelines set by the Board of Directors prior to any activity undertaken that may require remuneration.

14. Borrowing Powers:

In accordance with Section 65 of the Canada Corporations Act, it is provided that, when authorized by bylaw, duly passed by the Directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the members duly called for considering the bylaw, the directors of the corporation may from time-to-time:

1. Borrow money against the assets of the corporation.
2. Limit or increase the amount to be borrowed.
3. Issue or cause to be issued bonds, debentures or other securities of the corporation and pledge or sell the same for such sums, upon such terms, covenants, and conditions and at such prices as may be deemed expedient.
4. 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 corporation, and the undertaking and rights of the corporation.

Any such bylaw may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such an extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the corporation.

15. **Amendment of By-laws:**

a) Amendment:
The bylaws of the Association may be amended by a three-quarters affirmative vote of the Active Members (Corporate and Government), or their authorized alternate, at any Annual Meeting, or General Meeting called for that purpose.

Upon an affirmative vote by the Active Members (Corporate and Government), or their authorized alternate at an Annual Meeting or General Meeting, such amendments to the bylaws shall be approved by Manitoba Companies prior to being formally adopted.

b) Notice:
Before any amendment shall be voted upon, a copy of the proposed amendment shall be mailed or emailed to each Active Member thirty (30) days in advance.