

# **Missouri Smallflows Organization**

## **BY-LAWS OF MISSOURI SMALLFLOWS ORGANIZATION A MISSOURI GENERAL NOT-FOR-PROFIT CORPORATION**

### **ARTICLE I**

#### **PURPOSES AND RESTRICTIONS**

The purposes of the Corporation shall be those non-profit purposes stated in the Articles of Incorporation, as may be amended. No part of the net earnings or other assets of the Corporation shall inure to the benefit of, be distributed to or among, or revert to any director, officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated in the Articles of Incorporation.

The corporation shall act to further and advance the following purposes:

- Provide a non-profit organization consisting of membership of excavation contractors, general contractors, homebuilders, persons from governmental regulatory agencies, engineers, educators and members from business and industry that are dedicated to the development and implementation of technology and educational and regulatory programs for the treatment, collection and recycling of commercial and residential wastewater.
- Provide a network of and for professionals experienced in research, design, construction and installation of on-site and small (discharging under 100,000 gallons per day) wastewater systems.
- Develop educational documents and programs that will help form the materials for ongoing training and certification of persons involved in the design, installation, maintenance and regulation of on-site and small wastewater treatment and disposal systems.
- Actively participate in public and private efforts in development and acceptance of new and improved practices, policies, laws and regulations for on-site and small wastewater treatment and disposal.
- Develop, sponsor and support programs to improve on-site and small wastewater treatment and disposal, including obtaining donations from industry, members, grant programs and other related organizations for the purpose of exploring new technology while expanding and educating the organizations membership.

## ARTICLE II

### OFFICES

The principal office of the Corporation in the State of Missouri shall be located in the City of Columbia. The Corporation may have such other offices within or without the City of Columbia as may be required.

The registered office of the Corporation required under the laws of the State of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time in conformity with the laws of the State of Missouri.

## ARTICLE III

### MEMBERSHIP

The Corporation shall have membership and the rights and privileges of membership shall be governed by the following regulations:

- A. **Membership** – Membership in the Corporation shall be open to all interested persons, businesses and industries involved in on-site and small wastewater treatment that pay full membership fees in accordance with written policies prepared and adopted by the Board of Directors. Student membership shall be available to a maximum of 5 persons who are enrolled at any college or university under written policy established by the Board of Directors, but student members shall not be permitted to vote on matters requiring a vote under these by-laws. Student members shall have dues to NOWRA paid for by the Corporation.
- B. **Membership Meetings** – The members shall meet at least annually at the principal office of the Corporation or such other place within or without the State of Missouri as may be designated from time to time by the Board of Directors. Annual meetings of the membership shall be held during the month of January, unless otherwise designated by the Board of Directors. Special meetings of the membership for any purpose whatsoever may be called at any time and place as the Board of Directors may prescribe.
- C. **Voting** – Voting shall be restricted to regular members of the corporation. Student members shall not be entitled to vote, except in an advisory capacity as determined by the Board of Directors. Voting by regular members for the election of Directors shall be by written ballot. Voting may be conducted by written proxy.
- D. **Notice of Meeting** – Notice of the annual or special meetings of the membership shall be given in writing stating the agenda, place, date and time

of the annual or special meeting, given not less than ten days and, if notice is mailed by other than first class registered mail, not less than thirty days and no more than sixty days before the meeting date. Notice of any annual or special meetings shall also describe the matter or matters which must be approved by the membership as prescribed by law and contain a general description of the matter or matters for which the meeting is called. Any member may waive notice of any meeting by a signed writing executed by the member entitled to notice and delivered to the Corporation for inclusion in the minutes of the meeting for filing with the corporate records, or by the members in attendance at the meeting, unless the member objects to holding the meeting or transacting business at the meeting if such objection is made at the beginning of the meeting.

- E. **Quorums** – A quorum of the membership shall consist of at least 10% of the membership entitled to cast a vote on any matter. Unless one-third or more of the voting membership entitled to vote is present in person or by proxy at any meeting, the only matters that may be voted on at such meeting of members are those matters that are described in the meeting notice.

## ARTICLE IV

### BOARD OF DIRECTORS

- A. **Management Powers.** All corporate powers of the association shall be exercised by, or under authority of the Board of Directors and the business and affairs of the Corporation shall be controlled by the Board of Directors, subject however, to such limitations as are imposed by the Missouri Non-Profit Corporation Act, the Articles of Incorporation, or these By-laws, as to actions to be authorized or approved by the members. The Board of Directors may, by contract or otherwise, give general or limited or special power and authority to the officers and employees of the Corporation to transact the general business, or any special business, of the Corporation, and may give powers of attorney to agents of the Corporation to transact any special business requiring such authorization.
- B. **Number and Qualification of Directors.** The authorized number of directors shall be a minimum of 7 and a maximum of 13, including the officers. The directors will be elected at the Annual Corporation meeting. Directors must be full members of the Corporation. There shall be at least one member of the Board of Directors representing each of the following interests: Government Regulators, Manufacturers, Engineers, Soil Scientists, Contractors, On-Site System Installers, Small Wastewater Treatment System Installers and Educators.
- C. **Election and Term of Office.** The term of office shall be two years. Six directors shall be elected on even years and seven directors shall be elected on odd years by the members entitled to vote, and shall hold office until successors are elected, or until death, resignation, or removal from office. Six of the Directors on the first Board shall serve only one year, but shall be

eligible to be elected to a full two year term upon the expiration of their initial one year term.

- D. Vacancies.** Vacancies on the Board of Directors may be filled by a majority of the remaining directors. Each person so elected shall be a director until his successor is elected by the members or at any special meeting duly called or that purpose and held prior thereto. The members may elect a director at any time to fill any vacancy not filled by the directors.
- E. Removal of Directors.** The entire Board of Directors or any individual director may be removed from office in the manner provided by Missouri Law. A director's office shall be vacant until filled as provided in Section D.
- F. Place of Meetings.** All meetings of the Board of Directors shall be held at the registered office of the corporation or at such place within or without the State as may be designated from time-to-time by the Board.
- G. Regular Meetings.** Regular meetings of the Board of Directors shall be held without call or notice, immediately following each annual meeting of the members of this Association.
- H. Special Meetings-Call and Notice.** Special meetings of the Board of Directors shall be called for any purpose at any time by the President, or if he is absent or unable or refuses to act, by any Vice-President or any two Directors. Written notice of the special meetings, stating the time, and in general terms the purpose or purposes thereof, shall be mailed or transmitted by facsimile or personally delivered to each Director not less than two (2) days nor more than fifty (50) days before the day appointed for the meeting.
- I. Quorum.** Three of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a quorum shall be regarded as the act of the Board of Directors, unless a greater number be required by the Articles of Incorporation.
- J. Board Action without Meeting.** Any action required or permitted to be taken by the Board of Directors, may be taken without a meeting, and with the same force and effect as a unanimous vote of directors, if all members of the Board shall individually or collectively consent in writing to such action.
- K. Adjournment – Notice.** A quorum of the Directors may adjourn any directors' meeting to meet again at a stated day and hour. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned. In the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time-to-time until the time fixed for the next regular meeting of the Board.
- L. Conduct of Meetings.** The President, or in his absence, the Vice-President or any Director selected by the Directors present shall preside at meeting of the Board of Directors. The Secretary of the Corporation, or in his/her absence, any person appointed by the presiding officer, shall act as Secretary of the Board of Directors.

- M. Compensation.** Directors and members of committees shall serve without compensation except for reimbursement for expenses, as may be fixed or determined by resolution of the Board.

## ARTICLE V

### OFFICERS

- A. Number and Election.** The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may also elect one or more additional Vice Presidents, Assistant Secretaries, and Assistant Treasurers. All officers shall be elected at the annual meeting of the Board by a majority of those Board members present including newly-elected members, and said officers shall hold office at the pleasure of the Board for a term of one (1) year or until their successors shall have been elected and qualified. Where a vacancy occurs in an office, it shall be filled by the Board for the unexpired term. Any two or more offices, except the office of President and Vice-President, or President and Secretary may be held by the same person.
- B. President.** The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors, shall have the power to transact all of the usual, necessary and regular business of the Corporation as may be required and, with such prior authorization of the Board as may be required by these Bylaws, to execute such contracts, deeds, bonds and other evidence of indebtedness, leases, and other documents as shall be required by the Corporation; appoint a Nominations Chairman and, in general, the President shall perform all such other duties incident to the office of President and chief executive officer and such other duties as may from time to time be prescribed by the Board of Directors.
- C. Vice-President.** The Vice-President shall act as chief executive officer in the absence of the President, and when so acting, shall have all the power and authority of the President. Further, the Vice-President shall have such other and further duties as may from time to time be assigned by the Board of Directors.
- D. Secretary.** The Secretary shall record and preserve the minutes of the meetings of the Board of Directors and all committees of the Board, shall cause notices of all meetings of the Board of Directors and committees to be given, and shall perform all other duties incident to the office of Secretary or as from time to time directed by the Board of Directors or by the President.
- E. Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation, shall deposit such funds in such bank or banks as the Board of Directors may from time to time determine, and shall make reports to the Board of Directors as requested by the Board. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions

of the Corporation, that reports of such transactions are presented promptly to the Board of Directors, that all expenditures are presented promptly to the Board of Directors, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment. The Treasurer shall further perform such other duties incident to the office and as the Board of Directors or the President may from time to time determine.

- F. Nominations Chairman.** The Nominations Chairman shall be appointed yearly by the President from among the Directors. It is the duty of the Nominations chairman to select two to four other committee people from among the membership and to recommend a slate of Directors from among those persons indicating an interest in being a Director.
- G. Removal and Resignation.** Any officer may be removed, with or without cause, by the vote of a majority of the entire Board of Directors at any meeting of the Board. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

## ARTICLE VI

### GENERAL PROVISIONS

- A. Contracts, Etc., How Executed.** Except as in these Bylaws otherwise provided or restricted, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount unless in the ordinary course of business.
- B.** Unless in the ordinary course of business, no loans shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors in accordance with the provisions of these Bylaws. To the extent so authorized, any officer or agent of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company, or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidence of indebtedness of the Corporation, and when authorized as aforesaid, may pledge, hypothecate or transfer any and all stocks, securities and other personal property at any time held by the Corporation as security for the payment of any and all loans, advances, indebtedness, and liabilities of the Corporation, and to that end may endorse, assign and deliver the same.

- C. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with such banks, bankers, trust companies, or other depositaries as the Board of Directors may select or as may be selected by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors.
- D. **Checks, Drafts, Etc.** All checks, drafts or other orders for payment of money, notes, acceptances or ether evidence of indebtedness issued in the name of the Corporation, shall be signed by the President, or in the President's absence by the Vice-President, or the Treasurer or such officer or officers, agent or agents of the Corporation, and in such a manner as shall be determined from time to time by resolution of the Board of Directors in accordance with the provisions of these Bylaws. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositaries may be made without countersignature, by the President, Vice-President , or Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Directors.
- E. **General and Special Bank Accounts.** The Board of Directors from time to time may authorize the opening and keeping of general and special bank accounts with such banks, trust companies, or other depositaries as the Board of Directors may select and may make such rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as they may deem expedient.

## ARTICLE VII

### RECORDS AND REPORTS

- A. **Records of Corporate Meetings and Member Register.** The Corporation shall keep, at its registered office, complete records of all the proceedings of the Board of Directors and members and a member register giving the names of the members in alphabetical order and/or by county and showing their respective addresses and telephone numbers.
- B. **Copies of Resolutions.** Any person dealing with the Corporation may request a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors or members, when certified by the President or Secretary.
- C. **Book of Account.** The corporation shall keep appropriate and complete books of account.
- D. **Inspection of Books and Records.** All books and records provided for by statute shall be open to inspection by the Directors and members from time-to-time and to the extent expressly provided by statute, and not otherwise.

## ARTICLE VIII

**AMENDMENTS**

These Bylaws may be amended by a majority vote of the Board of Directors.

**ARTICLE IX**

**CORPORATE SEAL**

The Board of Directors may elect to adopt a corporate seal, which if adopted shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal" and "Missouri".

**ARTICLE X**

**FISCAL YEAR**

The fiscal year of the Corporation shall begin January 1<sup>st</sup> and end December 31<sup>st</sup> of each calendar year.

**ARTICLE XI**

**INDEMNIFICATION**

Each person who is or was a Director or Officer of the Corporation, including the heirs, executors, administrators, or estate of such person, shall be indemnified by the Corporation to the fullest extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs and expenses including attorney's fees, incurred as a result of any claim arising in connection with his or her status, as a Director or Officer of the Corporation. The indemnification provided by this bylaw provision shall not be exclusive of any other rights to which such Director or Officer may be entitled under any other bylaws or agreement, vote of disinterested Directors, or otherwise, and shall not limit in any way any right that the Corporation may have to make different or further indemnification with respect to the same or different person or classes of persons.

Adopted the \_\_\_\_\_ day of \_\_\_\_\_, 1995.

**FIRST BOARD OF DIRECTORS ATTEST:**

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**MEMBER SECRETARY**



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**MEMBER**

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**MEMBER**