

**BYLAWS OF**  
**The National Onsite Wastewater Recycling Association, Inc.**

**ARTICLE I**  
**OFFICE AND REGISTERED AGENT**

Section 1. Principal Office. The principal office of the corporation shall be located at the office of the executive director's place of business. The Board of Directors of the corporation may move the principal office to any other address and may establish other locations for the attainment of the corporation's purposes.

Section 2. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Florida, as required by the State of Florida Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

**ARTICLE II**  
**PURPOSES**

Section 1. Purposes. The purposes for which the Corporation is formed are as follows:

- (a) To improve the professional conditions of the onsite wastewater recycling industry by working toward the establishment of uniform standards for the quality design, installation and servicing of all types of onsite wastewater treatment and disposal systems.
- (b) To establish throughout the nation a relationship among all those concerned with the onsite wastewater recycling industry that will increase the flow of information, not only among members of this corporation, but among all organizations, agencies and individuals having complementary objectives and purposes.
- (c) To compile and disseminate statistics, experiences and other information affecting the onsite wastewater recycling industry.
- (d) To inform and educate the general public concerning the value of recycling wastewater as a viable option to central sewerage systems and of the need for properly designed and maintained onsite wastewater treatment and disposal systems.
- (e) To protect the environment of the Nation by assisting in the development of sound ecological practices in the manufacture, design, siting, installation, maintenance and management of onsite wastewater treatment recycling and disposal systems.
- (f) To unite in a common organization those professionally engaged in the onsite wastewater recycling industry.
- (g) To formulate and maintain ethical standards for the guidance of its members in their relations with each other and the public.

Section 2. Benefits. No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, nor to the benefit of any private individual.

Section 3. Prohibited Actions. The corporation shall have no power to engage in any act or activity prohibited to corporation's that are exempt from federal income taxation under Section 501 (c)(6) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code.

Section 4. Termination. In the event of the dissolution of the corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively.

### **ARTICLE III MEMBERSHIP**

Section 1. Classes and Qualifications. The Board of Directors shall determine and set forth in separate documents the qualifications, dues, terms, and other conditions of each class of member. There shall be the following classes of members:

A. Individual. Individual members shall consist of those persons who belong to any of the following groups;

1. engaged in the manufacture, installation, repair, maintenance or management of wastewater treatment and disposal systems;
2. engaged in the manufacture, wholesale supply, distribution or sale of components used in the manufacture, installation, repair, maintenance or management of onsite wastewater treatment and disposal systems;
3. an engineer, soil scientist, research professional, consultant or faculty member in a relevant discipline at an accredited academic institution with onsite wastewater experience;
4. a member or employee of a governmental regulatory agency~ legislator, elected or appointed public official, or regulatory board having jurisdiction over any aspect of the onsite wastewater recycling industry;

AND; who meet any additional requirements for individual membership as may be imposed by the Board of Directors from time to time. The Board may modify or expand the groups of membership in the policy and procedures of the organization.

B. Affiliate. Affiliate membership shall consist of any corporation or entity that is a state or regional onsite or decentralized wastewater recycling association and that applies for and meets any additional requirements for corporate membership as may be imposed by the Board of Directors from time to time.

C. Honorary or Student. The Board of Directors may designate individuals who do not qualify under the foregoing categories as honorary members or student members, using such criteria as the Board may develop.

Section 2. Voting Rights. Only Individual members in good standing shall have the right to vote at the annual meeting of the members on those items specified in Article III Section 5 and the election of directors as described in these By Laws, as well as to vote on such other issues as the Board may choose to bring before the members. Other classes of members may attend meetings, but may

not vote. Good Standing is defined as being an Individual whose membership has not been terminated as set out in Article III Section 3.

Section 3 Dues:. The annual dues and method of payment shall be determined by the Board of Directors. A member shall have until March 1 to submit the dues payable for each year. A member who fails to pay dues by March 1 may be terminated as a member of the Corporation 90 days after notice is sent by the Corporation. Any member who has been terminated for non-payment of dues may be reinstated at the discretion of the Board of Directors upon payments of (i) amounts owing to the Corporation other than dues; (ii) dues that would be payable if membership had not been forfeited, not to exceed the amount of the members's dues for one year; and (iii) a reinstatement fee as determined from time to time by the Board of Directors.

Section 4. Revocation of Membership. The Board of Directors may revoke the membership of any member if the Board determines that the revocation is in the best interest of the Corporation. (Replacement Language for the deleted language)

Any member charged with conduct detrimental to the ethics, objectives and purposes of the corporation shall receive written notice of such charges, within a minimum of thirty (30) days together with notice of a hearing to respond to such charges before the Board of Directors. After such notice and hearing, the member in question may be exonerated, suspended, or expelled from membership by a majority vote of the Board of Directors. Any person expelled from membership for any reason may make application for readmission to membership upon the same terms and conditions as any other applicant; provided however, that such former member shall have paid any arrearage of dues and/or assessments upon application.

Section 5. Membership Meetings.

- a. Annual Meeting. The annual corporation membership meeting shall be held each year as agreed on by the Board of Directors. Notice of the annual meeting shall be mailed to each member of the corporation by the Secretary of the Corporation at least thirty (30) days prior to the date of the meeting. The notice will designate the place and time in which the meeting shall be held and planned agenda. Notice of the annual meeting shall also be placed on the corporation website and within the issue of the Onsite Journal. A notice included in the Onsite Journal that is mailed to a member shall fulfill the requirement for a mailed notice as provided above.
- b. Order of Business. The order of business at the annual meeting of the membership of the corporation shall be as follows:
  1. Call to Order and the availability of the corporation membership list.
  2. Reading of Annual Meeting Notice
  3. Reading of the previous annual meeting minutes,
  4. Presidents Report
  5. Secretary-Treasurer Report
  6. Executive Directors Report.
  7. Committee Reports
  8. Other business
  9. Adjournment

Procedures used in conducting all meetings will follow Roberts Rules of Order (Bantam edition, 1986, Bantam Books, NY) unless modified in these Bylaws.

c. Special Meetings. Special meetings of the members may be called by the President of the Board or upon the request of Twenty five percent (25%) of the voting members. Members shall receive not less than 30 days prior written notice of special meetings. Notice shall be given in the manner specified in Section 4(a) of Article III of these bylaws, and the notice shall state the purposes of the special meeting.

d. Membership Verification The Corporation shall prepare an alphabetically compiled list of all member names who are entitled to notice of a members meeting, that includes the address of each member. The membership list shall be available for inspection by any member for a period of thirty days prior to the meeting at the principal office of the corporation. By a written request, a member or agent or attorney is entitled to inspect the list during regular business hours and at their own expense, during the period it is available for inspection. The corporation shall make the membership list available at the annual meeting, and any member or their agent or attorney is entitled to inspect the list at any time prior to the start of the meeting. The membership list is prima facie evidence of the identity of members entitled to examine the member list or to vote at a meeting of members.

Section 6. Quorum and Voting. Each voting member in good standing shall have one vote at any meeting of the members. A quorum shall consist of the voting members present either in person or by proxy. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

## **ARTICLE IV BOARD OF DIRECTORS**

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2. Number and Qualifications. The corporation's Board of Directors is comprised of sixteen members determined as follows:

- a. The four (4) Executive Committee members (President, Vice President/President Elect, Secretary-Treasurer, and the Past President)
- b. At least two (2) representatives from each from the various member sectors identified below.
  - (a) Site Evaluator/Soil Scientist, Designer/Engineer
  - (b) Supplier/Vendor
  - (c) Installer/Contractor
  - (d) Operator/Manager/Maintenance-Service Provider
  - (e) Compliance Monitor/Regulator
  - (f) Academic/Researcher
- c. The exact number of directors may be changed by resolution of the Board of Directors. Each Director serves a three-year term or until their resignation, removal from office, or death. Each director elected serves a three-year term (December 1 through November 30) unless they are elected to be an officer, in which case the President shall appoint a new member from the same member sectors to complete the unexpired member term. Formal transition of the current board to the future board will occur at the annual Board Planning Meeting in December.

Section 3. Election and Term of Office. One-third of the Board of Directors shall be elected by official ballot by November 1 each year. Directors are elected by a plurality of the votes cast, and shall assume office on December 1 in the year they are elected. A director cannot be re-elected to the board for one year after having completed a full three-year term, unless appointed to fill the vacancy of an unexpired term.

Section 4. Notice and Process of Election. The Board of Directors shall develop policies and procedures for nominating Board Candidates. A listing of Board of Director candidates and their qualifications, background, and position statements shall be provided to all current members by September 1. The Official Ballot shall list the name of each candidate by class of representation. The Official Ballot shall be formatted so that candidate names are listed alphabetically within each class Official Ballot shall be distributed through the onsite journal, U.S. mail, web site, or other electronic means available to all members. The casting of votes for write-in candidates shall be allowed and the official ballot shall be provide for the same.

Receipt of official ballots with a vote must be postmarked or faxed to the NOWRA headquarters office by October 31 of each calendar year. Each voting member is entitled to cast one vote by official ballot for as many persons as there are directors to be elected upon the annual ballot.

Section 5. Resignation. Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

Section 6. Director Removal. Any Director may be removed from their position by a two-thirds vote of the remaining members of the Board, with or without cause at a regular or special meeting of the Board whenever, in the judgment of the Board of Directors, the best interests of the corporation will be served. No Director shall be so removed unless and until they have had due notice of the intent of the Board to consider a motion for removal, together with an opportunity to be heard by the Board of Directors. Notice of removal will be provided via certified mail by the Executive Director, acting on behalf of the Board of Directors, to the Director in question. The notice will state the time and place that such motion shall be considered together with a request for a response to the Board of Directors within a 30-day period, commencing with the date of receipt of the notice. Upon receipt of the response from the Director the NOWRA Board of Directors has 15 days to convene a special "Executive Session" of the Board to consider the motion for removal. Participants in the meeting will only include the NOWRA Board of Directors, the Director in question and their legal representative(s), if they so desire. Following the meeting, and within 15 days, the NOWRA Board of Directors will issue in writing its final statement regarding the matter; and provide this statement via certified U.S. mail to the Director in question.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 8. Notice. Written notice (provided through electronic mail or facsimile) of the special meeting shall be given by the Secretary of the Corporation to each director at least three (3) days prior to the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.

Section 9. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 10. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by written proxy shall be permitted.

Section 11. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all of the directors.

Section 12. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 13. Conflicts of Interest. No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

Section 14. Parliamentary Procedures. Board of Director's meetings shall follow the procedures found in Roberts Rules of Order (Bantam edition, 1986, Bantam Books, NY) unless modified in these bylaws.

Section 15. Meeting Location. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned or changed meeting location need not be given to the Directors who were not present at the time of the adjournment, nor to the other Directors if the time and place of the adjourned meeting is announced at the time of the adjournment.

Section 16. Board Procedures. Action required or permitted to be taken at a Board of Directors meeting or committee meeting may occur without a formal meeting being convened, if the action to do so is approved in advance by a majority of the members of the board or by the committee, and does not relate to a policy position or change of procedure. The resulting action(s) and approval must be recorded and documented, describing the action taken, and participants involved in the meeting.

Section 17. Annual Board Planning Meeting. The annual Board of Directors planning meeting will be scheduled and held each year in early December. Regular meetings of the NOWRA Board of Directors shall be held at such times as determined by the Executive Committee.

Section 18. Board Appointments. Any vacancy occurring on the Board of Directors shall be filled by the President of the corporation with the concurrence of the Executive Committee. The appointed person shall complete the unexpired term of his/her predecessor in office. A vacancy that occurs at

a specified later date by reason of a resignation effective at a later date may be filled before the vacancy occurs, but the new Director cannot assume office until the vacancy becomes effective. Any appointments made under this Section shall comply with the provisions of Article IV Section 2(c).

Section 19. Responsibilities. The board of directors may authorize any officer, 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. Such authority may be general or confined to specific instances.

Section 20. Limitations. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 21. Financial Oversight. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be co-signed by two signatures of any officer, or agent of the corporation including that of the Executive Director. The direction of these expenditures shall be determined by resolution of the Board of Directors, and so noted within the official records and documents of the corporation.

Section 22. Financial Management. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as selected by the Executive Director and Secretary-Treasurer, and approved by the Board of Directors

## **ARTICLE V OFFICERS**

Section 1. Officers. The officers of the corporation shall be the officers of the Board of Directors and shall consist of a president, a vice president/president-elect and a secretary-treasurer.

Section 2. President. The President shall be the principal executive officer of the corporation, and is subject to the control of the Board of Directors. The President's duties include supervision and control all of the business and affairs of the corporation; and when present, will preside at all meetings of the members of the Board of Directors and of the Executive Committee. The president and vice president/president elect is an ex-officio member of all committees.

On behalf of the corporation, the President may sign deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed. The exception occurring of this responsibility is in those cases where the signing and execution thereof shall be expressly delegated by the board of directors or these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Upon completion of a two year term in office, the President will then become the immediate past-president and continues to serve as a member of the Executive Committee and Board of Directors. The Term of past president is two years. A past-president cannot be re-elected to the Board of Directors for one-year period after completing the term of office as past-president.

Section 3. Vice President/President-Elect. In the absence of the President or in the event of death, inability or refusal to act, the Vice President/President-elect shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The Vice President/President-elect shall be a member of the Executive Committee, and

ex-officio member of all committees and will perform other duties as from time to time may be assigned by the President or by the Board of Directors. Upon completion of the term as vice president / president-elect, this officer immediately assumes the office of the president.

Section 4. Secretary-Treasurer. The primary responsibilities of the Secretary – Treasurer are:

- (a) keep an official record of the events and documented actions that occur at all meetings of the executive committee and Board of Directors. The original and final approved and signed copy of these meeting records are maintained in a specific book at the NOWRA headquarters office, with a copy also maintained by the Secretary-Treasurer and on electronic files.
- (b) serve as official custodian of the corporate records and seal and to ascertain that the seal of the corporation is affixed to all documents in which the execution is duly authorized on behalf of the corporation under its seal and otherwise authenticate the records of the corporation;
- (c) ensure that the mailing address of each member is maintained at the NOWRA headquarters office and also furnished to the secretary by each member Affiliate constituent group;
- (d) have general charge and oversight of all membership records within the electronic database of the corporation;
- (e) have charge and custody of and be responsible for all funds and securities of the corporation;
- (f) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Executive Committee and approved by the Board of Directors;
- (g) be a member of the Executive Committee; and in general, perform all the duties as from time to time may be assigned to him/her by the board of directors. The detailed bookkeeping of the corporation shall be performed by the Executive Director with monthly reports provided to the Secretary-Treasurer and Executive Committee.

Section 5. Term of Office. The officers of the Corporation shall be installed and will serve a two-year term commencing December 1 during even-numbered years. Individuals may not serve consecutive terms in the same office except for the position of Secretary – Treasurer. An individual holding the position of Secretary – Treasurer may serve three consecutive terms (Six years).

Section 6. Resignation. Any officer may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 7. Vacancies. In the event that a vacancy should occur in one of the officer positions (President, Vice President, or Secretary-Treasurer), the Board of Directors shall elect a replacement officer nominated by the Executive Committee. The officer nominated for this special election to fill the vacant position shall be a current or former Board member. In the event a current Board Member is elected as an officer under this provision the vacated Board position shall be filled under the provisions of Article IV Section 2(c).

Section 8. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board of Directors.

Section 9. Officer Elections. Every even-numbered year, the Board of Directors shall elect from among its current and/or past eligible members a President, Vice President/President-elect and a

Secretary-Treasurer. The election of the officers shall take place at a board meeting held during the month of June. In those years, the Nominating Committee shall notify the Board of Directors of the officer nominees at least thirty days before the officer elections occur at a designated Board of Directors Meeting. The new Officers term will take effect December 1 of that same year and consist of a two-year term.

The Nominating Committee, comprised of the Vice President/President Elect, President and two Past Presidents, shall take into consideration rotating the office of the President and Vice President/President Elect based on the representative membership proportions of the following sectors: site evaluator/soil scientist, designer/engineer; supplier/vendor; installer/contractor; operator/manager/maintenance-service provider; compliance monitor/regulator; and academic/researcher.

Section 10. Officer Removal. Any officer may be removed from their position by a two-thirds vote of the remaining members of the Board, with or without cause at a regular or special meeting of the Board whenever, in the judgment of the Board of Directors, the best interests of the corporation will be served. No officer shall be so removed unless and until they have had due notice of the charges and reasons for removal, together with an opportunity to be heard by the Board of Directors. Notice of removal will be provided via certified mail by the Executive Director, acting on behalf of the Board of Directors, to the Officer in question. The notice will state the causes and/or charges for dismissal together with a request for a response to the Board of Directors within a 30-day period, commencing with the date of receipt of the notice. Upon receipt of the response from the Officer, the NOWRA Board of Directors has 15 days to issue its findings and to convene a special "Executive Session" of the Board to address the matter. Participants in the meeting will only include the NOWRA Board of Directors, the Officer in question and their legal representative(s), if they so desire. Following the meeting, and within 15 days, the NOWRA Board of Directors will issue in writing its final statement regarding the matter; and provide this statement via certified U.S. mail to the Officer in question.

## **ARTICLE VI COMMITTEES**

Section 1. Executive Committee. The Executive Committee is composed of all current officers of the corporation, including the immediate Past-President, and Executive Director (non-voting position). The Executive Committee, subject to any limitations imposed by law, shall have and will exercise the authority of the full Board of Directors in the management of the affairs of the corporation that occur between scheduled meetings of the Board.

Section 2. Other Committees and Task Forces. The Board of Directors may establish other committees from its membership and, subject to any limitations imposed by law, and vest in such committees the powers and duties that are needed in order to fulfill their role and responsibilities. The Board of Directors, at their discretion, will establish committee categories in order to accomplish the work of the corporation.

(a) Standing Committees include:, the executive committee and the nominating committee. The executive committee is chaired by the President; and the nominating committee is chaired by the Vice President/President Elect.

(b) Professional Committees afford individuals in each of the onsite wastewater sectors the opportunity to meet, interact and handle their individual concerns. These committees include the site evaluator/soil scientist, designer/engineer; supplier/vendor; installer/contractor; operator/manager/maintenance-service provider; compliance monitor/regulator; and

academic/researcher committees. Activities of these committees are under the direction of the Executive Committee, and are managed by the Executive Director.

(c) Working Committees are formed at the President's discretion and may include the Performance Requirements, Education, Government Relations, Membership, Marketing/Communications, Conference, State Association Presidents, License/Ethics and Technical Practice Committees. Activities of these committees are under the direction of the Vice-President/President-elect, and are managed by the Executive Director.

(d) Special Committees and Task Forces formed for a single purpose are established by the President and/or the Board of Directors. The duration of these committees is for a limited period, with a defined task, work plan and schedule established at their inception.

Section 3. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

Section 4. Committee Membership & Appointments. Committee membership occurs by writing a letter of application to the NOWRA Board of Directors and directed to the Executive Director; special appointment by the President; or by appointment of the Committee Chairperson, with affirmation of the President. The work plan and schedule of special task forces and committees should be reviewed by the Board of Directors. Committee chairpersons serve an appointed two-year term, with a provision for a vice chair to assume the chairmanship after that time. Committee members may serve a term of no more than five (5) years, with a one-year off before consideration of continuing to work on the committee can be made. At least one member of each committee shall be a member of the Board of Directors. Committee Chairpersons are appointed by the president, with affirmation of the Board of Directors.

Section 5. Vacancies. Vacancies in a Committee Chairman position shall be filled by an individual appointed by the President.

## **ARTICLE VII MISCELLANEOUS PROVISIONS**

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on January 1 of each year and shall end on December 31 of each year.

Section 2. Executive Management. The Executive Committee, at the direction of the Board, may contract with or hire an Executive Director as its management entity to carry out the daily administration and financial operations of the corporation. The Executive Director is responsible to the Executive Committee for the performance of the duties and responsibilities assigned to the position.

The Executive Director is the administrative manager, who is responsible for all staff activities to conduct the needed work of the corporation, subject to the approval and assignment of the Board of Directors. In such capacity the Executive Director is responsible for the daily financial operation of the corporation, in conjunction and with the Secretary-Treasurer. At the direction of the Board of Directors, and in accordance with the corporations policies and procedures, the Executive Director represents the corporation at conferences and meetings before governmental agencies, either with board members or as the sole representative; and is present at regular or specially called board meetings serving as a "non-voting" member of the Executive Committee, and provides monthly reports to the Board on all of the occurring activities and work tasks

Section 3. Authority. The Executive Director (and Associate Director if appointed), as approved by the Board of Directors shall have the authority to expend funds of the corporation for its day-to-day operation with checks co-signed by an officer within a specified limited amount. All major expenses of the corporation as defined within the policies and procedures manual, shall be approved by the Secretary-Treasurer. In doing so, the corporation shall have its budget approved by the Board of Directors, in order to authorize the expenditure of funds by the Executive Director within the currently approved budget of the corporation.

Section 4. Meetings. The corporation shall keep as its official records a written and electronic report of all meetings of its members, the Executive Committee, Board of Directors, as well as documenting all actions taken by the members of Board of Directors without a meeting, a record of all actions taken by a committee, task force or council, on behalf or in place of the Board of Directors.

Section 5. Financial Accounting. The corporation shall maintain accurate accounting reports and records, and conduct these operations as defined within the policies and procedures manual.

Section 6. Membership. The corporations or its agent shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members in alphabetical order.

Section 7. Availability. The corporation shall maintain its records in written form or in another form capable of conversion into a written form within a reasonable time.

Section 8. Security. The corporation shall maintain in a secure location, copies of all official documents or records. These documents should be in the possession of either the Executive Director or Secretary-Treasurer, with available access upon request by the Officers or Board of Directors. These documents include, but are not limited to:

- (a) Articles or restated articles of incorporation and all amendments currently in effect.
- (b) The Bylaws or restated bylaws and all amendments currently in effect.
- (c) Reports and/or records of all membership, Executive Committee, and Board of Directors meetings and all actions taken by members for a period of three years.
- (d) Written communications to all members generally within the past three years, including the financial statements furnished for the past three years pursuant to Section 617.1605, Florida Statutes.
- (e) A list of current Officer and Directors names, home and business addresses, and other contact information.
- (f) A copy of the most recent annual report delivered to the Secretary of State of the State of Florida.

Section 9. Openness. Each member, in person or by agent or by attorney, has the right to examine the financial records, meeting reports, and ongoing work products, that are required to be kept by the corporation, and to make available copies of these documents at cost to the requestor, in accordance with the most current policies and procedures manual, in the manner and to the extent such right shall be given by law.

Section 10. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in

the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received.

Section 11. Corporate Seal. The board of directors shall provide a corporate seal which shall be circular in font and shall be inscribed thereon the name of the corporation, the state of incorporation, the year of incorporation, the words, Corporate Seal, and the words, Corporation Not for Profit.

Section 12. BYLAWS Actions. These bylaws may be altered, amended or repealed, and new bylaws may be adopted, by a two-thirds vote of the directors present at a regular board of directors meeting of the corporation at which a quorum is present. Following the actions in which these changes or amendments are completed, the changed documents should be sent to all constituent Affiliate groups, for inclusion and notification within their respective documents.

## **ARTICLE VIII INDEMNIFICATION**

Section 1. Indemnification. Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

Section 2. Insurance. The Board of Directors shall also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.