



PSMA Bylaws

BY-LAWS OF THE

PENNSYLVANIA SEPTAGE MANAGEMENT ASSOCIATION

ARTICLE I -- OBJECTIVES

PSMA and its members shall:

1. Protect the health and quality of life of Pennsylvania citizens through a commitment to and practice of:
 - a. Sound management of on-site sewage treatment and disposal systems
 - b. Environmental responsible management, collection, treatment, and disposition of biosolids
 - c. A code of ethics
 - d. Performance standards
 - e. Application of ethical business practices
2. Protect the interests of the industry through:
 - a. Encouragement of uniform regulatory enforcement
 - b. Advocacy of these objectives before all assemblies
 - c. Research into matters affecting the industry
 - d. Education of all publics, regarding the industry, its practices, and services

ARTICLE II -- OFFICES

1. The registered office of the corporation shall be at such a place as the State Board of Directors may appoint or the activities of the corporation may require.

ARTICLE III -- SEAL

1. The corporate seal, if any, shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."

ARTICLE IV-- MEMBERS

1. PSMA has the following categories of membership available for interested parties:
 - a. A REGULAR MEMBER shall be a company, corporation, sole proprietorship or municipal authority engaged in or associated with the management, generation,

transportation, treatment or utilization of sewage, sludge, septage or biosolids or onlot wastewater systems including but not limited to pumpers and installers. Regular Members shall pay membership dues as established by the State Board of Directors and shall have all rights and privileges of membership, including the right to vote, as established by the by-laws.

- b. ASSOCIATE MEMBERS. An Associate Member shall be a company, corporation, sole proprietorship or municipal authority not engaged in, but associated with, the legal generation, transportation, treatment or utilization of sewage, sludge, septage or biosolids which shares the goals and purposes of the Pennsylvania Septage Management Association and its programs and which wishes to support the continuing development of the organization. Associate Members shall pay membership dues as established by the State Board of Directors and shall have all rights and privileges of membership except voting.
- c. INDIVIDUAL AFFILIATE MEMBERS. An Individual Affiliate Member shall be a natural person not engaged in, but associated with, the legal generation, transportation, treatment or utilization of sewage, sludge, septage or biosolids, who shares the goals and purposes of the Pennsylvania Septage Management Association and its programs and who wishes to support the continuing development of the organization. Individual Affiliate Members shall pay membership dues as established by the State Board of Directors and shall have all rights and privileges of membership except voting.

d. HONORARY MEMBERS.. Honorary members may be an individual, a company, a sole proprietorship or a municipal authority, designated by the Board of directors, which shall have all rights and privileges of regular membership 2. Every regular and associate member shall designate a natural person as a Delegate.

- i. The Delegate shall be the individual to whom all communications from this Association shall be addressed.
- ii. This person shall be the member's Delegate entitled to cast votes on behalf of the member at association meetings.
- iii. Only persons designated as Delegate shall be eligible to serve as an association Officer or Director at the state level.

3. The State Board of Directors may determine from time to time the amount of initiation fees, if any, and annual dues payable by all membership categories. Termination of membership shall be automatic for any member who shall be in default in the payment of any dues or assessments.

4. The State Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing.

5. Upon written request signed by a former member and filed with the Secretary, the State Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

6. Membership in this corporation is not transferable or assignable.

7. Members shall be permitted to attend any regular meeting of the Board of Directors of this corporation.

ARTICLE V -- MEETINGS OF MEMBERS

1. REGIONAL MEETINGS.

- a. The Association shall establish Regions following the lines used for establishing the Pennsylvania Department of Environmental Protection Regions. The State Board of Directors, by affirmative vote of 2/3 of all the members of the Board, may revise and re-establish these Regions, as the Board of Directors may deem appropriate.
- b. Regional meetings shall be held at such times and place as may be designated by the members of the Region, and at least annually for purpose of electing persons to fill offices of that Region's three State Board Director positions.. The election and installation of these Directors. shall take place at the last Regional meeting prior to the Association Annual Meeting. In the absence of a Regional meeting, election of Directors shall take place at a Regional caucus during the Annual Meeting. The term of office shall be in compliance with Article VI of these Bylaws.

2. STATE MEETINGS.

- a. The Annual meeting of the members shall be held once in each year to transact such business as may properly be brought before the meeting.
- b. The President, or his/her designee, shall give an annual report to the members present at the annual meeting.
- c. Special meetings of the members may be called at any time by the Board of Directors, or upon written request of members entitled to cast at least ten percent (10%) of the votes which all members are entitled to cast at the particular meeting. At any time, upon appropriate request for a special meeting, it shall be the duty of the Secretary, or their designee, to fix the time of the meeting which shall be held not more than thirty days after the receipt of the request. If the Secretary shall neglect or refuse to fix the time of the meeting, the person or persons requesting the meeting may do so. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto. The notification process regarding special meetings is addressed in the policy manual.
- d. Any action which may be taken at a meeting of the members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by a majority of the members who would be entitled to vote at a meeting for such purpose and filed with the Secretary of the corporation.

3. VOTING

- a. Voting may be by ballot, mail or any reasonable means determined by the State Board of Directors.
- b. Every Member holding the right to vote is entitled to one vote on any action coming before the body.
- c. The person designated Delegate by the voting Member shall be the sole person authorized to cast votes on behalf of that Member.
- d. Voting by proxy shall be allowed.

ARTICLE VI -- DIRECTORS

1. The business and affairs of this corporation shall be managed by its Board of Directors, who shall be natural persons of full age, designated as Delegates by members, who shall conduct the business and be in general charge of the affairs of this Association.
2. Up to three persons shall be elected from each Region to represent the Region on the Board of Directors. The election and installation of the Directors shall take place at the last Regional meeting prior to the Association Annual Meeting. In the absence of a Regional meeting, election of the Directors shall take place at a Regional caucus during the Annual Meeting. At the initial meeting of the Region, 3 Directors shall be elected. One for 1 year, one for 2 years, and one for 3 years. Thereafter, one Director shall be elected each year for a 3 year term.
3. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these By-Laws directed or required to be exercised or done by the members.
4. Written or personal notice of every meeting of the Board of Directors shall be given to each Director at least ten days prior to the day named for the meeting. Should a Director not be able to attend such meeting, it shall be his or her responsibility to appoint a Surrogate Director for him or herself for the upcoming meeting. Such Surrogate Director shall be a natural person of full age and be designated as a Delegate of a Regular Member. When a Surrogate Director has been named to stand in for a Director, the Director must notify the Secretary of the Board of Directors at least three days prior to a scheduled meeting. A Surrogate Director may only act on behalf of a Director for one consecutive meeting. When a Surrogate Director has been name to stand in for a Director at a Board of Directors meeting, the actions of the Surrogate Director shall be the actions of the Director he or she is standing in for.
5. A majority of the Board shall constitute a quorum for the transaction of business and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Voting by the Board of Directors shall be in compliance with Robert's Rules. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by a quorum of all of the Directors in office and filed with the Secretary of the corporation, or their designee.
6. The Board of Directors may declare vacant the office of a Director if:
 - a. He or she is declared of unsound mind by an order of court,
 - b. He or she is convicted of a felony,
 - c. He or she does not attend a Board of Directors meeting within three consecutive meetings (either in person or by Surrogate), or
 - d. He or she does not fulfill such other requirements of qualification as the By-Laws may specify.

ARTICLE VII -- OFFICERS

1. The executive officers of the corporation shall be chosen by the Board of Directors at the last Board of Directors meeting prior to the Association Annual Meeting and shall be a President, Vice-President, Secretary, Treasurer, and Immediate Past President. The executive officers shall be installed at the close of the Association Annual Meeting.

- a. A state Officer shall be a person named a Delegate by a Member.
 - b. State Officers shall hold their offices for a term of two years and shall have such authority and shall perform such duties as are provided by these By-Laws.
 - c. Each Officer shall also serve on the Board of Directors.
2. The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and directors; he shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however to the right of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. He shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation. He shall be an Ex-officio member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.
3. The Vice-President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he/she may be required to do from time to time.
4. The Secretary, or its designee, shall attend all sessions of the Board and all meeting of the members and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in the book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors. He shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.
5. The Treasurer, or their designee, shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the moneys of the corporation in a separate account to the credit of the corporation. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial conditions of the corporation.
6. The Immediate Past President and the Chairman of the Education Committee shall be ex-officio members of the Board of Directors with the same privilege and authority as Board Members.
7. The day-to-day business of the corporation shall be conducted by an Executive Committee. The Executive Committee shall be comprised of the President, Vice-President, Secretary, Treasurer, Immediate Past President, and Chairperson of the Education Committee. The day-to-day business of the corporation shall be defined and limited to the annual budgets that were approved and established by the full Board of Directors. A quorum shall be required to conduct any and all business before the Executive Committee and shall be at least three members. The Executive Committee shall meet at the call of the President. Written or personal notice of each meeting shall be given to every Executive Committee member at least 5 days prior to a meeting. A meeting may be conducted face-to-face or by electronic means. Minutes will be recorded and distributed to the entire Board of Directors within 25 days of such a meeting.

ARTICLE VIII -- VACANCIES

1. If the office of any executive officer, one or more, becomes vacant for any reason, the Board of Directors of the State shall choose a successor or successors, who shall hold office for the unexpired term of the office in which the vacancy occurred.
2. Vacancies in the Board of Directors shall be filled by an election in the region where the vacancy exists. The elected Director shall hold the directorship for the unexpired term.
3. If the State Director elected by a Region, , becomes vacant for any reason, the Regional membership shall choose a successor or successors, who shall hold office for the unexpired term.

ARTICLE IX -- BOOKS AND RECORDS

1. The corporation shall keep an original or duplicate record of the proceedings of the members and the Directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the corporation, and an original or a duplicate membership register, giving the names of the members, and showing their respective addresses and the class and other details of the membership of each. The corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the corporation in this Commonwealth, or at its principal place of business wherever situated.
2. Every member shall have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

ARTICLE XI -- TRANSACTION OF BUSINESS

1. The corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a two-thirds vote of the Board of Directors, except that whenever there are twenty-one or more Directors, the vote of a majority of the members in office shall be sufficient. Unless otherwise restricted in these By-Laws, no vote or consent of the members shall be required to make effective trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.
2. Whenever the lawful activities of the corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, directors, or officers of the corporation.

3. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.
4. The Board of Directors, may, at its discretion, hire personnel or contract for services as the Board deems necessary to conduct the business and further the goals of the Association.
5. The organization will operate under Robert's Rules
6. Insurance disclaimer

ARTICLE XIII -- NOTICES

1. Whenever written notice is required to be given to any person it may be given to such person by any means available by way of technology the Board approves. , A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-Laws. 2. Whenever any written notice is required to be given under the provisions of the statute or the Articles of Incorporation or By-Laws of this corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XIV -- MISCELLANEOUS PROVISIONS

1. The fiscal year of the corporation shall begin on the first day of June.

ARTICLE XV -- AMENDMENTS

1. The by-laws may be adopted, amended or repealed by a majority affirmative vote of the Members in attendance at the Annual Meeting, or by a two-thirds (2/3) affirmative vote of the Board of Directors.
2. Notice of the intent to adopt, amend or repeal these by-laws and instructions on how to obtain a copy of the proposed changes must be given to all Regular Members twenty days prior to the meeting.
3. Copies may be made available using any media or technology that the Board approves.
4. These By-Laws were amended this 9th day of April 2001.
5. These By-Laws were amended this 3rd day of December, 2001.
6. These By-Laws were amended this 12th day of April, 2011.

OFFICIAL COPY OF THE BY-LAWS.