

**BYLAWS
OF
CONNECTICUT ASSOCIATION OF WATER POLLUTION
CONTROL AUTHORITIES, INC.**

**ARTICLE I
GENERAL**

Section 1.1. Name. This organization is incorporated under the laws of the State of Connecticut and shall be known as the Connecticut Association of Water Pollution Control Authorities, Inc., hereinafter referred to as the Association.

Section 1.2. Adherence to Law. The Association shall observe all local, state and federal laws that apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (herein called the "Code" and referred to by Section reference).

Section 1.3. Purpose. The Association is organized to develop, improve and enhance the knowledge and understanding of members and managers of publicly owned or operated water pollution control and wastewater management entities in the State of Connecticut and to improve the quality of the services provided to the public by those entities, within the meaning of Section 501(c)(6) of the Code. Among the activities that the Association may pursue to achieve its goals are: (i) organizing and sponsoring seminars and conferences on topics relevant to public water pollution control and wastewater management entities; (ii) organizing informal networking meetings for members and managers of such entities; (iii) educating, consulting with and lobbying governmental officials concerning public policy issues affecting public water pollution control and wastewater management; and (iv) generally assisting public water pollution control and wastewater management organizations within the State of Connecticut.

**ARTICLE II
MEMBERSHIP**

Section 2.1. Members. The Association shall have three classes of members, called Regular Members, Associate Members and Honorary Members, which shall be constituted as follows:

(a) Regular Members: Any public entity authorized to own or operate a municipal wastewater system shall be eligible to be a Regular Member.

(b) Associate Members: Any other entity or person who is interested in furthering the purposes of the Association shall be eligible to be an Associate Member.

(c) Honorary Members: Any Regular Member who has served as an Officer, upon a majority vote of the Board of Directors, may be admitted as an Honorary Member for a period not to exceed two years from the date of admission as an Honorary Member. The term of an Honorary Member may be extended by a vote of the majority of the Board of Directors.

(d) *Annual Membership.* The Annual Membership shall begin on July 1st and end on June 30th.

Section 2.2. Dues. The Board of Directors shall from time to time establish a schedule of annual dues to be paid by members of the Association. Dues shall be payable annually or semi-annually. Payment of dues shall be a condition of membership.

Section 2.3. Admission to Membership. The initial members of the Association shall be those entities designated as Regular Members or Associate Members at the organizational meeting of the Incorporator (or by written consent in lieu thereof) and which qualify as Regular Members or Associate Members under Sections 2.1 and 2.2 above. Thereafter, entities may join the Association if they meet the requirements of Sections 2.1 and 2.2 above and apply for membership in accordance with rules established from time to time by the Board of Directors.

Section 2.4. Voting. As to any matter in which voting by members is called for, each Regular Member shall be entitled to cast one (1) vote. Associate Members shall not be entitled to vote.

Section 2.5. Authorized Representative. Any entity that is a Regular Member of the Association shall designate in writing an individual who is authorized by the member to act on its behalf and may designate an alternate representative who shall have the right to act on behalf of the member in the absence of the authorized representative. A Regular Member shall have the right to change its authorized and alternate representatives upon written notice to the Secretary.

Section 2.6. Non-Payment. Members shall automatically forfeit the privileges of membership by failure to pay dues within ninety (90) days of the due date.

Section 2.7. Expulsion. Any member may be expelled by a two-thirds (2/3) vote of the Directors, after notice and opportunity of hearing, for just cause.

Section 2.8. Annual Meetings of Members. The annual meeting of the members shall be held in March, April or May of each year at a time and place to be fixed by the President. Notice thereof shall be mailed and/or electronically delivered to each member by the Secretary at least ten (10) days prior thereto. Except as otherwise provided for herein, Directors and Officers shall be elected at the Annual Meeting of the Association and their terms shall begin at the Annual Meeting.

Section 2.9. Special Meetings of Members. Special meetings of the members may be called from time to time by the President. A special meeting shall be called by the President upon the written request of one-fourth (1/4) of the number of Directors comprising the Full Board, as defined below, or ten percent (10%) of the Regular Members. Any such request shall specify the purposes for which the meeting is to be called. The number of Regular Members present at a special meeting shall be deemed to constitute a quorum.

Section 2.10. Guests. Persons who are neither Regular Members, nor Honorary, nor Associate Members may be invited to attend meetings of the Association.

Section 2.11. Notice to Members. Not less than ten (10) nor more than sixty (60) days before each meeting of the members, the Secretary shall give to the members written notice stating the date, time and place of the meeting and, in the case of a special meeting or as otherwise may be required by statute, the purpose for which the meeting is called. Written notice includes notice by facsimile and by electronic mail ("e-mail"). If mailed by U.S. mail, the notice to the members shall be effective five (5) days after deposited in the United States mail addressed to each member at each member's post office address as it appears on the records of the Association, with first class postage prepaid. If given by e-mail or facsimile, the notice to the members shall be effective when electronically transmitted to the member in the manner authorized by the member. If notice is given by personal delivery, it will be deemed to be given when actually delivered to the member, and a record of the time and circumstances of delivery shall be kept with the records of the Association.

Section 2.12. Scope of Notice. No business shall be transacted at a special meeting of the members except that specifically designated in the notice. Any business of the Association may be transacted at the annual members' meeting without being specifically designated in the notice, except business that is required by the Certificate of Incorporation, the Bylaws or the Connecticut Revised Nonstock Corporation Act, Chapter 602 of the Connecticut General Statutes (the "Act") to be stated in the notice, and except that no changes of the Bylaws may be made unless notice of the change and the text thereof has been included with the notice of the meeting.

ARTICLE III BOARD OF DIRECTORS

Section 3.1. Board of Directors Composition and Authority. All corporate powers not reserved for the members under the Act, shall be exercised by or under the authority of, and the activities, property and affairs of the Association shall be managed by or under the direction of, its Board of Directors (sometimes referred to herein as the "Board"). The Association shall have a number of Director positions that is not fewer than eight (8) and not more than sixteen (16), including the position of Deputy Treasurer. The actual number of Director positions at any time shall be prescribed from time to time by resolution of the Board of Directors. For purposes of these Bylaws, "Full Board" shall mean such number of Director positions as has most recently been prescribed by resolution of the Board of Directors within the minimum and maximum set forth in this Section 3.1.

Section 3.2. Terms of Office, Classes. With the exception of the Deputy Treasurer, all Directors shall be divided into three classes, each class consisting of approximately one-third (1/3) of the number of Director positions prescribed under Section 3.1 above. The Directors holding such Director positions shall be so elected for three (3) year terms (or less in the case of Directors filling vacancies and newly prescribed Director positions), and the term of office of one (1) class of elected directorships shall expire in each year; and each such elected Director shall serve until his or her successor is elected and qualified. The Deputy Treasurer's term shall be renewed annually at the time of the Annual Board of Directors Meeting.

Section 3.3. Removal of Directors. A Director may be removed at any time, with or without cause, by the affirmative vote of three quarters (3/4) of the Full Board present at a meeting

of the Board of Directors, provided that the meeting has been called for the purpose of removing the Director and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the Director.

Section 3.4. Vacancies. Vacancies on the Board of Directors may be filled on an interim basis by vote of the members at any duly called meeting of the members or by vote of the Board of Directors at any duly called meeting of the Board of Directors. The term of a Director elected to fill a vacancy expires at the next annual meeting of the members.

Section 3.5. Meetings. Regular and/or special meetings of the Board of Directors shall be called by the President at such times and places as he shall designate or at the request of one-quarter (1/4) of the number of Directors comprising the Full Board.

Section 3.6. Method of Notice; When Notice is Effective; Contents of Notice. Written notice of each annual board meeting shall be given to each Director, not less than ten (10) nor more than sixty (60) days before the meeting. Written notice of each regular and special meeting of the Board shall be given to each Director not less than five (5) nor more than thirty (30) days before the meeting. Written notice includes notice by facsimile and by electronic mail (e-mail). Facsimile notice shall be effective when electronically transmitted to the facsimile number authorized by the Director for purposes of giving such notice. E-mail notice shall be effective when electronically transmitted to the Director's e-mail address authorized by the Director for purposes of giving such notice. Notice to a Director by mail shall be deemed to be effective five (5) days after its deposit in the United States mail, first class postage prepaid, addressed to the Director at the address provided by the Director to the Association for such purpose. Personal delivery of notice shall be deemed to be effective when written notice is given in person to the Director, provided that the Officer of the Association giving the notice shall make a written record of the circumstances and place it in the corporate record. Notice of the annual board meeting and any other regular meeting of the Board shall state the date, time and place of the meeting and need not specify the business to be transacted at the meeting unless required by the Act, the Certificate of Incorporation or a provision of the Bylaws, and notice of any special meeting of the Board shall state the date, time and place of the meeting and the business to be transacted at the meeting, provided, however, that no bylaw may be brought up for adoption, amendment or repeal at any meeting, whether annual, regular or special, unless stated in a written notice of the meeting.

Section 3.7. Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent (or consents) to such action is signed by each member of the Board of Directors or of such committee, as the case may be, and such written consent (or consents) is filed with the minutes of proceedings of the Board or committee.

Section 3.8. Teleconference. A Director may participate in a meeting of the Board of Directors by means of conference telephone or similar communication equipment enabling all Directors participating in the meeting to hear one another, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 3.9. Quorum. Except as may be set forth in the Certificate of Incorporation or required by law, a quorum of the Board of Directors shall consist of one-third (1/3) of the number of Director positions comprising the Full Board.

Section 3.10. Committees. The Board of Directors may from time to time create committees, such as a Nominating Committee. A committee may advise, recommend, investigate and report to the Board of Directors and/or to the Officers of the Association on such matters as may be assigned to it, but shall not exercise the power or authority of the Board of Directors. Members of committees need not be representatives of Regular or Associate Members of the Association.

ARTICLE IV NOMINATIONS

Section 4.1. Nominating Committee. Not later than 60 days prior to the Annual meeting, the President, with the approval of the Board of Directors, shall appoint a Nominating Committee.

Section 4.2. Duties of Nominating Committee. The Nominating Committee shall submit to the President and to the Secretary its nominations for Directors and Officers to be elected at the annual meeting of the members. The Secretary shall include in the notice of the annual meeting the names proposed by the Nominating Committee.

ARTICLE V OFFICERS

Section 5.1. Administration and Officers. The Officers shall be a President, a Vice President, a Corporate Secretary, a Treasurer, and Deputy Treasurer, and may include such other Officers as the Board of Directors may from time to time provide. The President, Vice President, Treasurer and Deputy Treasurer must be a member of the Board of Directors. However, an Officer who during the term of his or her office ceases to be an authorized representative may serve until the next annual meeting of the Association. Two or more offices may be filled by the same person.

Except for Officers elected at the first meeting of the Board of Directors and except as provided in Section 5.6, Officers shall be elected by the Regular Members at the annual meeting of the Association and shall serve for terms of one (1) year beginning at the annual meeting and until their successors are duly elected and qualified. Officers may not serve more than three (3) consecutive one (1) year terms. At the end of three (3) consecutive terms, an Officer must step down from that particular office for at least one (1) year. Partial terms shall not be counted for purposes of this restriction.

Section 5.2. President. The President shall preside at all meetings of the Board of Directors and of the members, shall oversee the Association's operations, organization and staff, and shall have such other duties and responsibilities as shall be prescribed from time to time by the Board of Directors. The President shall be a voting member of the Board of Directors. The President and Treasurer shall approve all payments prior to distribution by the Deputy Treasurer

The President shall not be paid for serving in such office, but may be reimbursed by the Association for expenses reasonably incurred on behalf of the Association.

Section 5.3. Vice President. The Vice President shall assist the President and shall have such additional duties and responsibilities as shall be prescribed from time to time by the Board of Directors. The Vice President shall preside at all meetings of the Board of Directors and its members at which the President is unavailable. The Vice President shall be a voting member of the Board of Directors.

Section 5.4. Corporate Secretary. The Corporate Secretary shall keep a record of all meetings of the members and the Board of Directors. The Corporate Secretary shall be the custodian of the seal and shall attest to all official papers. The Corporate Secretary shall be subject to the administrative supervision of the President. In the absence of the Corporate Secretary, a Secretary pro tem shall be elected at the meeting.

Section 5.5. Treasurer. The Treasurer shall be responsible for the receipts and disbursements of the funds of the Association. The Treasurer shall be a voting member of the Board of Directors. The Treasurer shall be an authorized signatory of the CAWPCA in addition to the Deputy Treasurer. The Treasurer and President shall approve all payments prior to disbursement by the Deputy Treasurer. The Treasurer shall report to the Board of Directors periodically on the financial condition of the Association in such detail as the Board may request, and shall discharge all other duties required of such office by law or assigned to him or her from time to time by the Board of Directors.

Section 5.6 Deputy Treasurer (DT) will be responsible for managing all accounting, tax preparation, and administrative duties in compliance with State of CT and Federal Law. The DT is a non-voting member of the Board of Directors. The DT shall be an authorized signatory for CAWPCA along with the Treasurer. These duties shall also include maintaining member databases, sponsor databases, organizing and email notifications. The DT shall help coordinate and communicate with water/wastewater organizations in the region. The DT also works personally with leaders in the business and government sector, cultivating long-term strategic partnerships to increase the organization's effectiveness serving unmet needs. The DT may be a fee-based position and may utilize vendors or staff to complete tasks directed by and at the discretion of the Treasurer and President.

Section 5.7. Vacancies. Between annual meetings, vacancies among the Officers may be filled on an interim basis by a vote of the Board of Directors at any duly called meeting. The term of any Officer elected to fill a vacancy shall expire at the next annual meeting of the members.

ARTICLE VI FINANCES

Section 6.1. Funds. All money paid to the Association shall be placed in a general operating fund.

Section 6.2. Disbursements. Upon approval of the budget by the Board of Directors, the President is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursement shall be by check, and shall be subject to such signing requirements as the Board of Directors may impose from time to time. Annually, at the first regular Board of Directors meeting immediately following the annual meeting, the Board of Directors shall adopt a resolution appointing those persons authorized to sign checks or payments within the authority of the budget process.

Section 6.3. Fiscal Year. The fiscal year of the Association shall close on June 30.

ARTICLE VII DISSOLUTION

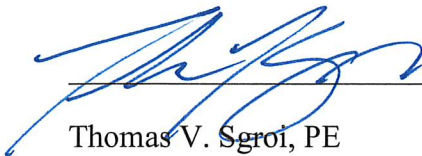
Section 7.1. Procedure. The Association shall use its funds only to accomplish the objectives and purposes specified in the Certificate of Incorporation and these Bylaws. In the event of the liquidation or dissolution of the Association, the balance of all money and other property which the Association receives from any source, after the payment of all debts and obligations of the Association, shall be applied or distributed as provided in Section 33-1176 of the Act.

ARTICLE VIII COMPUTATION OF TIME

Section 8.1. Computation of Time. When computing the period of time of any notice required or permitted to be given by these Bylaws, the day on which the notice is given shall be excluded and the day on which the matter noticed is to occur shall be included. All references to "days" shall mean calendar days unless otherwise indicated.

ARTICLE IX AMENDMENT

Section 9.1. Revisions. These Bylaws may be amended or altered by a majority vote of the Regular Members present and voting at any regular or special meeting of the members at which there is a quorum, provided that the notice for any such meeting includes the text of the proposed article to be amended or altered. No amendment shall be effective if it shall cause the Association to cease to qualify under Section 501(c)(6) of the Code.



Thomas V. Sgroi, PE
CAWPCA President

Adopted March 12, 2020
Adopted May 18, 2017
Adopted May 9, 2014
Adopted July 10, 2003