

**THESE CONSTITUTION/BY-LAWS HAVE BEEN FULLY REVIEWED,
PROPOSED CHANGES GIVEN TO ALL MEMBERS PRIOR TO THE
ANNUAL MEETING, DISCUSSION HELD AND VOTE TAKEN AT THE
ANNUAL MEETING ON APRIL 13, 2005.**

New Hampshire Association of Septage Haulers

Constitution/By-Laws

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New Hampshire Association of Septage Haulers

Constitution/By-Laws

THE TITLE OF THIS DOCUMENT WAS AMENDED BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS FROM 'BY-LAWS' TO 'CONSTITUTION/BY-LAWS' ON JULY 1, 2005 AT THE SUGGESTION OF INTERNAL REVENUE SERVICE. SUCH CHANGE HAS BEEN MADE THROUGHOUT THE DOCUMENT.

SECTION 1. Name, purpose.

1.1 Name The name of the Association shall be "New Hampshire Association of Septage Haulers".

1.2 Purpose The purpose of the Association shall be as follows:

- a. To improve the quality of septic service to the customers, community and state of New Hampshire. To achieve this end, we will strive to improve the professionalism of the businesses within our industry through education and incentives, promote increased communication and cooperation within the industry, educate the customers of the needs and benefits of septic maintenance, the importance of our profession and the needs of our industry.
- b. We will strive to identify problems/issues with disposal systems, adequate disposal sources, regulatory rules, legislative laws, and, where possible, suggest solutions that affect these problems/issues.
- c. Provide a forum for the discussion of our mutual problems/issues and to act as a united front representing the membership when addressing these concerns to the various industrial, community and governmental agencies that may be concerned.

CHANGES TO THIS SECTION WERE APPROVED AT THE ANNUAL MEETING OF NHASH ON APRIL 13, 2005 WITH THE PROPER NOTIFICATION AND ALL ATTENDING MEMBERS IN FAVOR.

1.3 Fiscal Year The fiscal year of the Association shall end on December 31st.

SECTION 2. Members.

- 2.1 Voting Members Any individual, firm, partnership or corporation who is involved in the pumping, handling, or disposal of septage under ENV 1600s and who has paid his or her annual dues shall be a voting member of the Association. Each individual, firm, partnership or corporation, or representative thereof, shall have one vote.

CHANGES TO THIS SECTION WERE ADOPTED AT THE ANNUAL MEETING OF NHASH ON APRIL 13, 2005 WITH PROPER NOTIFICATION AND ALL ATTENDING MEMBERS IN FAVOR.

- 2.1a Notwithstanding the above, should a voting member become ineligible as a voting member due to the sale of his business, retirement, etc., and not fit the exact description of a voting member, said individual may be granted an exception to remain a voting member provided a vote is taken at a regularly scheduled Board of Directors meeting, with due notice and notification of said vote, and passed by a two-thirds majority of Board members in attendance at the meeting. This exception is to be voted on annually, prior to the annual meeting.

THIS ADDITIONAL SUB-SECTION WAS ADOPTED AT THE ANNUAL MEETING OF NHASH IN JANUARY OF 1990 WITH PROPER NOTIFICATION AND ALL ATTENDING MEMBERS IN FAVOR WITH DAVID KIBBEY ABSTAINING FROM VOTING, AS NOTED IN THE MINUTES OF THE ANNUAL MEETING.

- 2.2 Associate Member Any person, firm, partnership or corporation who is associated with the pumping, manufacture, installation, construction, or design of subsurface disposal systems or who is engaged in an occupation or profession related to the inspection or regulation of such systems may become an associate member of the Association upon the approval of the Board of Directors and after payment of his or her annual dues. Associate members shall have the right to attend and to speak at the members' annual meeting, to receive Association publications, and such other rights and powers as the Directors may designate. No associate member may be eligible for membership on the Board of Directors.

- 2.3 Suspension and Removal Any member may be suspended or removed for cause. Sufficient cause shall include:
- A. Non-payment of dues or other assessments as may be voted by the membership.
 - B. Violation of any provisions of the Constitution/By-Laws or of any agreement, rule, or practice properly adopted by the Association or any other conduct prejudicial to the interests of the Association. Such suspension shall be by vote of the members upon recommendations of the Board of Directors after due notice and opportunity to be heard before the Directors.
- 2.4 Resignation A member may resign by delivering his or her written resignation to any officer of the Association or to a meeting of the members or Directors. Such resignation shall be effective upon receipt unless otherwise specified.
- 2.5 Annual Meeting The Annual Meeting of the members shall be held at a time, date, and location mutually agreed upon by the members at a regular meeting of the Association.
- 2.6 Special Meetings Special Meetings of the members may be held at any time or place as called by the president or the Directors.
- 2.7 Call and Notice Written notice of the time and place of annual and special meetings shall be provided each voting members at least a week prior to the meeting.
- 2.8 Quorum At least ten (10) voting members shall constitute a quorum for all meetings.
- 2.8a That the president of NHASH can appoint a member in good standing, not on the Board of Directors, as a temporary director for that meeting to meet a quorum.
- 2.8b That 'a quorum of 10 voting members' be amended to '4 Voting Members shall constitute a quorum'.

THESE ADDITIONAL SUB-SECTIONS WERE ADOPTED AT THE ANNUAL MEETING OF NHASH IN MARCH 1995 WITH THE PROPER NOTIFICATION AND ALL ATTENDING MEMBERS IN FAVOR.

- 2.9 Action by Vote Each voting member shall have one vote. An associate member may not vote on any matter. When a quorum is present at any meeting, a majority of votes properly cast by members shall decide any question.
- 2.10 Action by Writing Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.
- 2.11 Dues The membership dues for voting and associate members shall be set annually by the Board of Directors. Notice of these dues will be sent to all state-registered pumpers in the fall of each year. Dues shall be due and payable on or before December 31 each year. Any previously enrolled member whose dues are not paid by April 1 of the following year will be removed from the membership roster. Any new member joining within 90 days prior to December 31 will not be billed for the following year.

CHANGES TO THIS SECTION WERE APPROVED AT THE ANNUAL MEETING OF NHASH ON APRIL 13, 2005 WITH THE PROPER NOTIFICATION AND ALL ATTENDING MEMBERS IN FAVOR.

SECTION 3. Honorary Associate Members.

The Directors may designate certain persons or groups of persons as contributors, advisors, or friends of the Association or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

SECTION 4. Directors.

- 4.1 Number and Election The Directors shall be elected by and from the voting members at their annual meeting. The Board of Directors shall not exceed ten (10) in number. If possible, there should be at least one from each county

represented. In any event, no less than three (3) Directors shall serve at any one time.

- 4.1a A nominating committee of three (3) voting members shall be established by the president two months prior to the annual meeting. Said committee is to present a slate of proposed directors to the full membership one month prior to the annual meeting.

THIS SUB-SECTION WAS APPROVED AT THE ANNUAL MEETING OF NHASH ON APRIL 13, 2005 WITH THE PROPER NOTIFICATION AND ALL ATTENDING MEMBERS IN FAVOR.

- 4.2 Tenure A Director shall be elected for a term of one year.
- 4.3 Powers The affairs of the Association shall be managed by the Directors who shall report to the members at their annual meeting on all action taken since the preceding annual meeting of the members.
- 4.4 Committees The Directors may elect or appoint one or more committees and may delegate to any such committee any or all of their powers.
- 4.5 Removal A Director may be removed either with cause by vote of a majority of the voting members, or with cause by vote of a majority of the Directors then in office. A Director shall be removed only after reasonable notice and opportunity to be heard. Failure to attend three (3) consecutive meetings of the board shall constitute cause.
- 4.6 Resignation A Director may resign by delivering his or her written resignation to any officer of the Association or to a meeting of the members or directors. Such resignation shall be effective upon receipt unless otherwise specified.
- 4.7 Vacancies Any vacancy on the Board of Directors shall be filled by the directors by appointment. Each successor shall hold office for the unexpired term. The directors shall have, and may exercise, all their powers notwithstanding the existence of one or more vacancies in their number.

CHANGES TO THIS SECTION WERE APPROVED AT THE ANNUAL MEETING OF NHASH ON APRIL 13, 2005 WITH

THE PROPER NOTIFICATION AND ALL ATTENDING MEMBERS IN FAVOR.

- 4.8 Regular Meetings Regular meetings of the directors may be held at such places and at such times as the directors may determine.
- 4.9 Special Meetings Special meetings of the directors may be held at any time and at any place when called by the President of the Association or by two or more directors.
- 4.10 Call and Notice
- a. Regular Meetings. No call or notice shall be required for regular meetings of directors.
 - b. Special Meetings. Reasonable notice of the time and place of special meetings of the directors shall be given to each director. Reasonable notice shall be at least forty-eight hours before the meeting.
- 4.11 Quorum At any meeting of the directors a majority of the directors then in office shall constitute a quorum.
- 4.12 Compensation Directors may be entitled to receive for their services such amount, if any, as the directors may from time to time determine which may include expenses of attendance at meetings. Directors shall not be precluded from serving the Association in any other capacity and receiving compensation for any such services.

SECTION 5. Officers and Agents.

- 5.1 Number and Qualification The officers of the Association shall be president, vice-president, secretary, and treasurer. An officer must be a voting member of the Association. A person may hold more than one office at the same time.

CHANGES TO THIS SECTION WERE MADE AT THE ANNUAL MEETING OF NHASH ON APRIL 13, 2005 WITH THE PROPER NOTIFICATION AND ALL ATTENDING MEMBERS IN FAVOR.

- 5.1a When a person outside the industry serves as secretary for NHASH, either volunteer or paid, he or she is not classified as an officer of the Association.

THIS SUB-SECTION WAS APPROVED AT THE ANNUAL MEETING OF NHASH MARCH 13, 1996 WITH THE PROPER NOTIFICATION AND ALL ATTENDING MEMBERS IN FAVOR.

- 5.2 Election The officers shall be elected annually by the directors at their first meeting following the annual meeting of the members.
- 5.3 Tenure Each officer shall hold office until the first meeting of the directors following the next annual meeting of the members and until a successor is chosen.
- 5.4 President and Vice-President The President shall be the chief executive officer of the Association, and subject to the control of the directors, shall have general charge and supervision of the affairs of the Association. The President shall preside at all meetings of the members and at all meetings of the directors. The President shall be a member of all committees except the nominating committee. The Vice-President shall have such duties and powers as the directors shall determine. The Vice-President shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of his or her inability to act.
- 5.5 Secretary The Secretary shall record and maintain records of all proceedings of the members and directors in a book kept for that purpose. Such book shall contain records of the meeting of incorporators, the original of the Constitution/By-Laws, and names and addresses of all members and directors. The Secretary shall have other duties and powers as designated by the directors.
- 5.5a Treasurer The Treasurer shall be the chief financial and accounting officer of the Association. He or she shall be in charge of its financial affairs, funds, and valuable papers and shall keep full and accurate records thereof. The Treasurer shall have other duties and powers as designated by the directors.

SECTIONS 5.5 AND 5.5a ARE CHANGES APPROVED AT THE ANNUAL MEETING OF NHASH ON APRIL 13, 2005 WITH THE PROPER NOTIFICATION AND ALL ATTENDING MEMBERS IN FAVOR.

- 5.6 Suspension and Removal An officer may be suspended or removed with cause by vote of a majority of directors then in office at any meeting after reasonable notice and opportunity to be heard.
- 5.7 Resignation An officer may resign by delivering a written resignation to any officer of the Association or to a meeting of the members or directors. Such resignation shall be effective upon receipt unless otherwise specified.
- 5.8 Vacancies If the office of any officer becomes vacant the directors may elect a successor. Each such successor shall hold office for the unexpired term and until a successor is elected or until he or she sooner dies, resigns, or becomes disqualified.

SECTION 6. Execution of Papers.

Except as the directors may authorize the execution thereof in some other manner, all checks, drafts, and other obligations made, accepted or endorsed by the Association shall be signed by the President, Secretary, or Treasurer.

CHANGES MADE TO THIS SECTION WERE APPROVED AT THE ANNUAL MEETING OF NHASH ON APRIL 13, 2005 WITH THE PROPER NOTIFICATION AND ALL ATTENDING MEMBERS IN FAVOR.

SECTION 7. Personal Liability.

The members, directors and officers of the Association shall not be personally liable for any debt, liability or obligation of the Association.

SECTION 8. Amendments.

These Constitution/By-Laws may be amended or repealed by vote of a majority of the voting members present at an annual meeting or at a special meeting called for the purpose. Amendments or repeal of the Constitution/By-Laws may be proposed by the directors or by five voting members. A copy of the proposed action shall be received by each voting member at least ten (10) days in advance of said meeting.