BY-LAWS OF THE
THE MASSACHUSETTS ASSOCIATION OF ONSITE WASTEWATER PROFESSIONALS, INC.

ARTICLE I. NAME

The name of this association shall be The Massachusetts Association of Onsite Wastewater Professionals, Inc., hereinafter referred to as the corporation.

ARTICLE II. ARTICLES OF ORGANIZATION

These By-laws, the powers of the corporation and of its members and Directors and officers, shall be subject to the Articles of Organization. The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization but may be changed to another location within the Commonwealth of Massachusetts by action of the Board of Directors.

ARTICLE III. 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.

ARTICLE IV. CORPORATE SEAL

The Board of Directors shall adopt the seal of the corporation. The seal shall be circular in form 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".

ARTICLE V. PURPOSES

The corporation is formed and shall be operated exclusively to improve conditions in the onsite and decentralized wastewater management industry as appropriate under Section 501(c)(6) of the Internal Revenue Code, through, but not limited to, the following activities:

(a) Encouraging the quality design, installation and servicing of all types of onsite and decentralized wastewater treatment and disposal systems.

(b) Establishing relationships among all those concerned with the onsite and decentralized wastewater 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) Compiling and disseminating statistics, experiences and other information affecting the onsite and decentralized wastewater industry.

(d) Informing and educating the general public concerning the value of onsite and decentralized wastewater management as a viable option to central sewerage systems and of the need for properly designed and maintained onsite and decentralized wastewater
treatment and disposal systems.

(e) Protecting public health and the environment by assisting the development of sound ecological practices in the manufacture, design, siting, installation, maintenance and management of onsite and decentralized wastewater treatment and disposal systems.

(f) Uniting in common organization those professionally engaged in the onsite and decentralized wastewater industry including through the establishment of affiliations with other local, regional, state and national organizations as the Board of Directors may deem appropriate.

(g) Formulating and maintaining ethical standards for the guidance of its members in their relations with each other and the public.

(h) Carrying on any other business or activity which may be lawfully carried on by an organization described in Section 501(c)(6) of the Internal Revenue Code and by a corporation organized under chapter 180 of the Massachusetts General Laws.

ARTICLE VI. MEMBERSHIP

Section 1. The corporation shall have one class of members, Regular Members. The power to admit a group or individuals to membership in the corporation shall be vested in the Board of Directors.

Section 2. No person shall be admitted as a Voting Member of the corporation unless he shall be and shall remain one or more of the following:

(a) A person who is a representative of a state, regional or local association with an interest in onsite or decentralized wastewater;

(b) A person engaged in the manufacture, installation, repair, maintenance or management of onsite or decentralized wastewater treatment and disposal systems;

(c) A person engaged in the manufacture, wholesale supply, distribution or sale of components used in the manufacture, installation, repair, maintenance or management of onsite or decentralized wastewater treatment and disposal systems;

(d) A person with onsite or decentralized wastewater experience who is an engineer, soil scientist, research professional, consultant or faculty member in a relevant discipline at an accredited academic institution;

(e) A person who is a member of a governmental regulatory agency, legislator, elected official, or regulatory board member having jurisdiction over any aspect of the onsite or decentralized wastewater industry; or,

(f) A person described in Article IV, Section 2(a)-(e) above who is retired.

Section 3. The Board of Directors may admit as members other persons who possess or are seeking a wider knowledge of onsite and decentralized wastewater management.

Section 4. The continuance of membership in the corporation may be conditioned on the payment of annual dues. The amount of dues and processing fees shall be fixed from time to
time by a two-thirds vote of the Directors present at the meeting of the Board of Directors at
which a quorum is present. All applications for membership shall be submitted, in such form as
the Board of Directors shall direct, to the Board of Directors, and shall be accompanied by
proper payment.

Section 5. Any member failing to pay dues shall automatically be removed from
active membership 60 days after written notification that they have not paid their dues. Members
shall be reinstated upon confirmation by the corporation's treasurer to the Board of Directors,
that the arrearages of current year’s dues have been paid.

Section 6. A member may be removed with or without cause by the vote of a majority of
the entire Board of Directors at any meeting of the Board of Directors. No member shall be
removed unless the notice of the meeting at which removal is to be considered states such purpose
and opportunity to be heard at such meeting is given to the member whose removal is sought.
Written notice shall be delivered to all Directors and the interested member at least fourteen (14)
days in advance of the meeting at which removal is sought. Any person removed from membership
for any reason may make application to the Board of Directors 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 7. Any member may resign at any time by giving notice of his resignation in
writing to any officer or Director of the corporation.

Section 8. The annual meeting of the membership of the corporation 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 at least thirty (30) days prior to the date of the
meeting, designating the place at which the meeting shall be held.

Section 9. One-third of the Board of Directors shall be elected each year. Each regular
member shall be entitled to cast one vote for as many personas as there are Directors to be elected.
Ballots will allow for the casting of votes for write-in candidates. Directors are elected by a
plurality of the votes cast, and shall assume office March 1st of the year they are elected.

Section 10. The order of business at the annual meeting of the membership of
the corporation shall be as follows:

(a) Roll call.
(b) Reading of notice of meeting.
(c) Reading of minutes of previous meeting.
(d) Report of President.
(e) Report of Treasurer.
(f) Report of Secretary.
(g) Reports of Committees.
(h) Miscellaneous business.
(i) Adjournment

The procedures to be followed in conducting the meeting will follow Robert's Rules of
Order unless modified in these bylaws.

Section 11. The corporation shall prepare and maintain an alphabetical list of the names
of all members of the corporation who are entitled to notice of a members' meeting which list
shall also contain the address of each member. The member's list shall be available for inspection
by any member for a period of thirty days prior to the annual meetings of the members and the Board of Directors, respectively, at the principal office of the corporation. A member or his agent or attorney is entitled on written demand to inspect the list during regular business hours and at his expense, during the period it is available for inspection. The corporation shall make the member's list available at the membership meeting, and any member or his agent or attorney is entitled to inspect the list at any time prior to the start of the meeting. The members’ list is prima facie evidence of the identity of members entitled to examine the members’ list or to vote at a meeting of members.

Inspection of the members list at other times will be governed by the Privacy Policy adopted by the Board of Directors. See section XII. Records.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The conduct of the affairs of the corporation and the attainment of its purposes shall be managed and guided by the Board of Directors of the corporation.

Section 2. The corporation shall have not less than five (5) nor more than twenty-five (25) Directors, with the exact number of Directors to be fixed from time to time by resolution of the Board of Directors. Directors shall be elected to serve three year terms and shall be eligible to serve up to two consecutive three year terms. After serving two consecutive three year terms, Directors may be re-elected to the Board of Directors after a three year hiatus. Whenever possible, the Board of Directors shall be composed of individuals representing the following onsite and decentralized wastewater sectors:

(a) The Academic Sector, meaning those that are employed in a full time capacity by an educational or research oriented entity. This sector may include one or more of the following: professors, other educators or research scientists.

(b) The Regulatory Sector, meaning those that are employed in a full time capacity writing, interpreting or enforcing standards and/or regulations. The sector may include one or more of the following: employees and board members of regulatory agencies in local, regional, state or federal governments, interstate agencies and commissions, legislators, and those employed by Not-for-Profit product testing or certification firms.

(c) The Private Sector, meaning those who are not included in (a) or (b) above. This sector may include one or more of the following: installers, inspectors, maintainers, operators, pumpers, managers, engineers, designers, site or soil evaluators, suppliers, manufacturers and product developers of onsite or decentralized wastewater facilities.

Section 3. The Board of Directors meetings shall follow the procedures found in Robert's Rules of Order unless modified in these bylaws.

Section 4. No person shall be a Director of the corporation unless he or she shall be a natural person who shall be and shall remain during his continuance in office a member of the corporation. Nominees to the Board of Directors shall be chosen from among members of the corporation.

Section 5. A quorum of the Board of Directors consists of a majority of the whole number of Directors to be fixed from time to time by resolution of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. A Director of the corporation who is present at a meeting of the Board of Directors when
corporate action is taken is deemed to have assented to the action unless he objects, at the beginning of
the meeting or promptly upon his arrival, to holding the meeting or transacting specified affairs at the
meeting or he votes against or abstains from the action taken.

Section 6. A majority of the Directors present, whether or not a quorum exists, may adjourn
any meeting of the Board of Directors to another time and place, and notice of any such adjourned
meeting 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 are announced at the time of the
adjournment.

Section 7. The Board of Directors may permit any or all Directors to participate in any
annual, regular or special meeting by, or conduct the meeting through the use of any means of
communication by which all Directors participating may simultaneously hear each other during the
meeting. A Director participating in a meeting by this means is deemed to be present in person at the
meeting.

Section 8. Any action required or permitted to be taken at any board meeting may be
taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed
by all of the Directors with respect to such subject matter. Such consent, which may be signed in
counterparts, shall have the same force and effect as a vote of the Board of Directors.

Section 9. The annual meeting of the Board of Directors shall be held immediately following
the annual meeting of the membership of the corporation in each year, and regular meetings shall be held
at such times as may be fixed by resolution of the Board of Directors. Special meetings of the Board of
Directors may be held upon call of the President or a majority of the Directors. Written notice of each
special meeting shall be given by the secretary 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 10. A Director may resign at any time by delivering written notice to the Board of
Directors or its president or to the corporation. A resignation is effective when notice is delivered unless
the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of
Directors may fill the pending vacancy before the effective date providing the successor does not
assume office until the effective date.

Section 11. Any vacancy on the Board of Directors shall be filled by the President subject to
the approval of the Board of Directors of the corporation. A Director appointed to fill a vacancy shall be
appointed for the unexpired term of his/her predecessor in office. A vacancy that will occur 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 shall not assume office until the vacancy occurs.

Section 12. Any Director may be removed, with or without assignment of cause, by a vote
of two-thirds of the entire Board of Directors at any meeting of the Board of Directors. No member
of the board shall be removed from office unless the notice of the meeting at which removal is to be
considered states such purpose and opportunity to be heard at such meeting is give to the Director
whose removal is sought. Written notice shall be delivered to all Directors at least fourteen (14) days
in advance of a meeting at which removal is sought.
ARTICLE VIII. COMMITTEES

Section 1. The Executive Committee is composed of all the officers of the corporation and the immediate Past-President of the corporation. The Executive Committee shall be subject to any limitations imposed by law, shall have and exercise the authority of the Board of Directors in the management of the affairs of the corporation between meetings of the Board of Directors.

Section 2. The Board of Directors may establish other committees from among its membership and, subject to any limitations imposed by law, shall vest in such committees such powers and duties as the Board of Directors shall think proper.

Section 3. The Board of Directors may establish other committees from among the membership of the corporation. These may include, but not necessarily be limited to:

(a) Executive Committees: these committees include the steering committee, the executive committee and the nominating committee. These committees are chaired by the President.

(b) Professional Committees: these committees will give professionals in each of the onsite wastewater sectors the opportunity to meet, interact and handle their individual concerns. These committees will include the Academic, Private Sector and Regulator Committees. The activities of these committees will be coordinated by the Past-President or another Director as designated by the Board of Directors.

(c) Working Committees: these committees include the Conference, Education, Government Relations, Membership, Public Relations, Affiliate Association President's and Technical Practice Committees. The activities of these committees will be coordinated by the Vice-President/President-elect.

At least one member of each committee shall be a member of the Board of Directors.

ARTICLE IX. OFFICERS

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

Section 2. The officers of the corporation shall be elected annually by the Board of Directors at the annual meeting. Each officer shall hold office until a successor shall have been elected and qualified.

Section 3. Each officer has the authority and shall perform the duties set forth in these bylaws or, to the extent consistent with these bylaws, the duties prescribed by the Board of Directors.

Section 4. An officer may resign at any time by delivering written notice to the Board of Directors or its president or to the corporation. A resignation is effective when notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date providing the successor does not assume office until the effective date.

Section 5. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business affairs of the corporation. He shall, when present, preside at all meetings of the members of the Board of
Directors and of the Executive Committee. He shall be a member ex-officio of all committees. He may sign deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has specifically authorized to be executed except in 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 the president and such other duties as may be prescribed by the Board of Directors from time to time. Once a president has completed his term, he shall become the immediate past-president and continue as a member of the Executive Committee and the Board of Directors.

Section 6. In the absence of the President or in the event of his 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. The Vice President/President-elect shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. At the end of his term as Vice President/President-elect, he shall immediately assume the office of the President.

Section 7. The Secretary shall: (a) keep the minutes of the proceedings at members' meetings and at meetings of the Board of Directors in one or more books provided for that purpose; (b) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which is duly authorized on behalf of the corporation under its seal and otherwise authenticate the records of the corporation; (c) keep a register of the mailing address of each member which shall be furnished to the Secretary by each member; (d) have general charge of the membership book of the corporation; (e) be a member of the Executive Committee; and, (f) in general, perform all the duties as from time to time may be assigned to him by the Board of Directors.

Section 8. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) 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 in accordance with the provisions of Article XI., of these bylaws; (c) maintain the detailed bookkeeping records of the corporation and from time to time, give reports on the financial activities and status of the corporation to the President, Executive Committee; and, (e) assist the Board of Directors in preparation of the corporation's annual budget and, in general, perform all the duties as from time to time may be assigned to him by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with surety or sureties as the Board of Directors shall determine.

Section 9. The corporation's accounts and bookkeeping records shall be audited annually by an outside firm as soon as possible after the end of the fiscal year in December, said audit of financial activities to be completed and delivered to the Treasurer no later than March 15th of each year.

ARTICLE X. EXECUTIVE DIRECTOR, EMPLOYEES

Section 1. The Executive Committee of the Board of Directors may contract with an Executive Director. The Executive Director shall be responsible to the Board of Directors and the Executive Committee for the performance of the duties connected with his office and shall be the administrative head responsible for all staff, subject to the approval of the Board of Directors. In such capacity the Executive Director shall be responsible for the efficient operation of the corporation, shall represent the corporation at conferences and conventions and before governmental agencies, either with board members or as the sole representative; shall be present at regular or specially called Board
meetings without vote, and shall give regular reports to the Board.

Section 2. The Executive Director shall have authority to expend funds of the corporation for its day-to-day operation with checks co-signed by an officer. In the absence of an Executive Director, the President shall perform the duties of the Executive Director.

Section 3. The Executive Committee after consultation with the full Board of Directors, the treasurer of the corporation, may hire employees as it deems necessary to carry out the day-to-day operations of the Association.

ARTICLE XI. EXECUTION OF PAPERS

Section 1. Except as the Board of Directors may generally or in particular cases authorize otherwise, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president, the vice president or the treasurer. Any such Resolution of the Board of Directors shall be spread upon the minutes of the meeting of the Board of Directors.

Section 2. 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 the Board of Directors may select.

ARTICLE XII. RECORDS

Section 1. The corporation shall keep as records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members of Board of Directors without a meeting, and a record of all actions taken by the Executive committee of the Board of Directors in place of the Board of Directors on behalf of the corporation.

Section 2. The corporation shall maintain appropriate accounting records.

Section 3. The corporation 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 4. 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 5. The corporation shall keep within the Commonwealth of Massachusetts a copy of the following records:

(a) Its articles of organization and all amendments to them currently in effect.

(b) Its bylaws and all amendments to them currently in effect.

(c) The minutes of all members' meetings and records of all actions taken by members without a meeting for the past three years.

(d) Written communications to all members of the corporation generally within the past three years.

(e) A list of names and business street addresses of its current Directors and officers.
(f) Its most recent annual report filed with the Secretary of State for the Commonwealth of Massachusetts.

Section 6. Each member shall have the right to examine the books, records and minutes required to be kept by the corporation subject to the Articles of Incorporation and any applicable laws. Any inspections, copying or release of data except as required incident to inspection of membership lists at the prior to and during annual meetings, section VI-11, shall be processed in accordance with a Privacy Policy which will be adopted by the Board of Directors.

ARTICLE XIII. CONFLICT OF INTEREST

Whenever a Director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XIV. AMENDMENT OF BYLAWS

These bylaws may be amended or repealed by a majority vote of the entire Board of Directors. Notice of proposed amendments to the bylaws will be given to Directors in writing in advance of the meeting at which the proposed amendments will be considered.

ATTEST:

David Clark
Secretary

Date: May 23, 2013