

BYLAWS



EFFECTIVE JULY 20, 2001

**BYLAWS
OF
FLORIDA INDUSTRIAL PRETREATMENT ASSOCIATION, INC.**

ARTICLE I. Membership

1. Qualifications and Acceptance. Membership of the FIPA shall consist of regulatory members, industrial members and corporate members. Membership shall be open to any of the groups of persons indicated below desiring to support and promote the goals and programs of the corporation regardless of sex, race, nationality, physical handicap, religious belief or political affiliations.

- a. Regulatory members shall consist of any municipal pretreatment program personnel or wastewater representatives or municipal laboratory personnel. Also included are members of government agencies that are engaged in pretreatment activities.
- b. Industrial members are those who are responsible for operating or administering pretreatment equipment located in private or public industries with no vested interest in promoting sales, and/or services in pretreatment products or services
- c. Corporate members shall consist of individual personnel from engineering firms, consultants, vendors, equipment suppliers, private laboratories and any other person interested in the objectives of the FIPA.

Members shall be accepted into the Association and shall continue to serve until resignation or removal from membership as provided in these Bylaws. Admission to the corporation shall be by application presented to the Secretary in a form approved by the Executive Board. The application shall be accompanied by funds in the amount of the annual dues. Upon receipt of an application, the Secretary may accept the applicant for membership, subject to review and approval by the Executive Board.

2. Voting of Members. Only regulatory members shall be entitled to vote. Industrial and Corporate members shall not be entitled to vote. Members entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of the membership.

3. Membership dues and Fiscal Year. Membership dues shall be set at each annual meeting by the Executive Board. Each member shall pay to the Secretary annual dues to maintain membership in the Association. The fiscal year for the Association shall be from January 1 through December 31. New members admitted during the year shall pay dues on a pro rata basis, based on the number of quarters remaining in the year on the date they are admitted for membership.

4. Removal from Membership - Any member of the Association may be removed from membership upon the recommendation of the Executive Board and by a two

thirds (2/3) vote of the members present and voting at any special or annual meeting of the Association. Failure to pay annual dues shall result in cancellation of membership.

5. Withdrawal of Membership. Any person whose indebtedness to the Association has been paid may withdraw from membership by notifying the Secretary.

6. Reinstatement of Membership. Any person having withdrawn from the Association by notifying the Secretary, or any member having been dropped from the roll for delinquent dues may, at the discretion of the Executive Board, be reinstated.

ARTICLE II: Meetings of Members

1. Regular Meetings. The regular meetings of the FIPA shall be held at least three times per year, with advance notification provided to the membership. If the day fixed for the regular meeting is changed for any reason, a newsletter or announcement containing the newly scheduled date and time will be mailed to all members.

2. Annual General Meeting. The third regular meeting of the members of the Association in each year shall be designated as the annual general meeting for the general purpose of receiving reports of officers and committees, and to elect members of the Executive Board and officers of the Association; and to act on any other matters which may properly come to be fixed by the Executive Board, Notice of such meeting shall be mailed by the Secretary to the members of the Association on at least thirty (30) days before the date of the meeting,

3. Special Meetings. Special meetings of the Association may be held at the call of the Executive Board or any officer at the request of at least ten percent (10%) of the members of the Association. Notice of such special meeting meetings shall be mailed by the Secretary to all members at least ten (10) days before the date of the special meeting. Such notice shall also contain the purpose for which the special meeting is called.

4. Place of Meetings. The Executive Board may designate any place, either within or outside of Florida, as the place for the regular meeting or for any special meetings outside meetings called by the Executive Board.

5. Notice of Meetings. Written or printed notices stating the place, day and hour of the meeting, and in case of special meeting, the purposes for which the meeting is called, shall be delivered not less than five nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the officer or persons calling, the meeting, or each member entitled to vote at such meeting, except that if any amendment to the by-laws is proposed at least thirty days notice shall be If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail, addressed to the

member at the address submitted with the most current membership application form and as amended in writing by the member, with postage prepaid.

6. Quorum - One-tenth of the members of the association entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the association. If a quorum is present, the affirmative vote of a majority of the membership represented at the meeting and entitled to vote on the subject matter shall be the act of the membership, unless the vote of a greater number is required by law or the by-laws of the association.

7. Proxy. At all meetings of the membership, a member may vote by proxy executed in writing by the member or his duly authorized representative. Such proxy shall be authorized filed with the secretary of the association before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided for in the proxy.

8. Presiding Officer. The President of the Association or, in his/her absence, the Vice President shall preside at all meetings.

ARTICLE III: Executive Board

1. Association Affairs. The affairs of the Florida Industrial Pretreatment Association, Inc., (FIPA) shall be managed by an Executive Board under such rules as it may determine, subject to the specific conditions of the Articles of Incorporation and these Bylaws.

2. Members. All members of the Executive Board shall be members of the Association in good standing.

3. Membership of the Executive Board

3.1 President

3.2 Immediate Past President

3.3 Vice President

3.4 Secretary

3.5 Treasurer

3.6 Northern Region Coordinator (from the Northern Region of Florida. From the Georgia border south to State Road 40 but including Ocala and Ormond Beach)

3.7 Central Region Coordinator (from the Northern Region of Florida from State Road 40 south to State Road 70 but including Ft. Pierce)

3.8 Southern Region Coordinator (from the Southern Region of Florida. South of State Road 70)

4. Presiding Officer - The President of the Association shall be the Presiding officer of the Executive Board.

5. Quorum - A quorum of the Executive Board shall consist of a majority of its members.

6. Duties of the Executive Board

6.1 Shall represent FIPA and shall manage its affairs and establish policies subject to the conditions and limitations prescribed in the Articles of Incorporation and these Bylaws.

6.2 Shall receive all committee reports and take appropriate action of recommendations made in these reports where required.

6.3 Shall direct the investment and care of the funds of the FIPA.

6.4 Shall make funds available for regular operation of the FIPA and for specific purposes. No financial commitments shall be incurred that are beyond the funds available or otherwise due.

6.5 Shall fill vacancies in unexpired terms of its own membership. Such appointed members shall hold office until the next annual meeting of the members of the Association at which time a successor shall be elected by the membership.

6.6 Shall perform all other duties and have such powers as may be necessary to carry out the purpose of the Association.

ARTICLE IV:

Meetings of the Executive Board

1. Regular Meetings. Regular meetings of the Executive Board shall be held semi-annually at such places and times as the Executive Board shall designate.

2. Special Meetings. Special meetings may be held at the call of the President or of one third (1/3) of the members of the Executive Board, provided at least ten (10) days notice of the time, place, and purpose of the meeting is a given to each member of the given Board.

3. Quorum - A majority of members of the Executive Board then in office entitled to vote shall constitute a quorum for the transactions of any business at any meeting of the Executive Board.

4. Notice At least thirty (30) days notice of all regular meetings and at least ten (10) days notice of all special meetings shall be given to each Board member in writing by the Secretary. All notices of special meetings shall state the purpose thereof.

5. Open Meetings All meetings of the Executive Board shall be open to all members of the Association. Members shall have the right to address the Board on any subject properly placed before the Board, but shall not have voting privileges.

ARTICLE V: Officers

1. Officers The officers of the Association shall be

1.1 President

1.2 Vice President

1.3 Secretary

1.4 Treasurer

1.5 Northern Region Coordinator (from the Northern Region of Florida from the Georgia border south to State Road 40 but including Ocala and Ormond Beach)

1.6 Central Region Coordinator (from the Central Region of Florida from State Road 40 south to State Road 70 but including Ft. Pierce)

1.7 Southern Region Coordinator (from the Southern Region of Florida, south Region of State Road 70)

All elected officers of the Association shall be members of the Association in good standing. All elected officers shall also serve on the Executive Board of the Association.

2. Terms of Office Each officer shall hold office until the first of the following occurs: until the successor shall have been duly elected ; until the officers death; until the officer resigns; or until the officer has been removed in the manner provided in Article V.5. The Vice President shall normally succeed to the presidency of the Association.

3. Election of Officers Ballots shall be forwarded to all active members at least thirty (30) days prior to the annual meeting, in a special mailing. All officers shall be elected at the annual meeting, by a majority vote of members present together with ballots received from absent members provided that a quorum is obtained from total members present and total absent members who have submitted acceptable ballots. No member may register more than one vote for each officer.

4. Vacancies If any office becomes vacant for any reason, the Executive Board shall fill such vacancy. Any officer so appointed or elected by the Executive Board shall serve only until such time as the unexpired term of his/her predecessor shall have expired or until such time as a successor is elected, unless he/she is reelected.

5. Removal. Any officer or agent may be removed by the Executive Board whenever in its judgment the best interests of the association will be served, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of any officer or agent shall not in itself create contract rights.

6. Additional Officers The Executive Board shall elect or appoint from time to time such additional officers as in its opinion are desirable for the conduct of the business of the Association.

7. Compensation All officers and members of the Executive Board shall serve without salary, except that the Executive Board may reimburse such officers or committee members for part or all reasonable expenses incurred by them in the performance of the business of the Association.

ARTICLE VI: Duties and Functions of Officers

President

1.1 Shall have general supervision of the affairs of the Association

1.2 Shall preside at all meetings and conferences of the Association and chair the Executive Board.

1.3 Shall appoint the members of all committees and shall be an ex-officio member of all such committees.

1.4 Shall sign such papers as may be required by his/her office or as may be directed by the Executive Board.

1.5 Shall make such reports and recommendations to the Executive Board and to the membership at any special or regular meetings concerning the work and affairs of the Association as in his/her judgment may be necessary for their information and judgment guidance.

1.6 Shall require such reports from other officers or committee chairpersons as in his/her judgment are necessary

1.7 Shall perform such other duties as may be incidental to the office.

1.8 Shall serve a term of one year, taking office at the close of the annual meeting.

2. Vice President

2.1 Shall assume the powers and duties of the President in the absence or disability of the President.

2.2 Shall perform such other duties as may be incidental to the office.

2.3 Shall serve a term of one year, taking office at the close of the annual meeting

2.4 Shall assume the office of President at the conclusion of the annual meeting held the year following his/her election to the office of Vice President.

3. Secretary

3.1 Shall attend all Executive Board meetings and record all votes and minutes of all proceedings in a book to be kept for that purpose.

3.2 Shall issue in writing all notices of meetings to members and officers of the Association

3.3 Shall keep complete records of the meetings of members and the Executive Board, including an accurate record of attendance of members.

3.4 Shall keep complete records and lists of members and officers and shall be custodian of all records of the Association

3.5 Shall perform such other duties as may be incidental to the office of secretary and such other duties as may be assigned by the President or the Executive Board.

4. Treasurer

4.1 Shall receive all monies of the Association and have custody thereof.

4.2 Shall deposit the funds of the association in one or more banks selected by the Executive Board to be disbursed in accordance with the directions of, and upon the signatures of persons designated by the Executive Board.

4.3 Shall be the principal accounting officer responsible for keeping a full account of all monies received and paid out and making such reports thereof to the President and Executive Board as they may require.

4.4 Shall present at each annual meeting of the members of the Association a comprehensive financial statement

4.5 Shall sign such papers as may be required of this office or as may be directed by the Executive Board

4.6 Shall perform such other duties as may be incidental to the office.

4.7 Shall serve a term of one year, taking office at the close of the annual meeting.

5. Regional Coordinators

5.1 Shall represent the memberships views and opinions at Executive Board meetings for their particular area

5.2 Shall actively recruit membership in their appointed area and promote the objectives of the Association.

5.3 Shall attend all Executive Board meetings and vote on the affairs of the Association.

5.4 Shall sign such papers as may be required of this office or as may be directed by the Executive Board

5.5 Shall perform such other duties as may be incidental to the office.

5.6 Shall serve a term of one year, taking office at the close of the annual meeting.

ARTICLE VII: Committees

The Executive Board may appoint such committees as may be required to advance the best interests of the FIPA

ARTICLE VIII: Amendment of Bylaws

It shall be the responsibility of the Executive Board to interpret the Bylaws. Amendments of these Bylaws may be proposed by the Executive Board or upon written petition of no less than ten (10) of the voting members of the FIPA. Proposed amendments shall be submitted to a ballot of voting members. Amendment of these Bylaws shall require a 2/3 (two thirds) vote of the voting members.