

**BYLAWS OF THE
COLORADO PROFESSIONALS IN ONSITE WASTEWATER, INC.
Adopted May 19, 2015**

ARTICLE I – NAMES AND OFFICES

1.1 Name. The name of the Corporation shall be "**Colorado Professionals in Onsite Wastewater, Inc.**" The Corporation may be referred to hereinafter as "**CPOW.**"

1.2 Corporate Offices. The principal office of **CPOW** shall be located in Colorado. **CPOW** may from time to time establish such other offices as the Board of Directors may designate or as the affairs of **CPOW** may require.

1.3 Purpose. **CPOW** shall be authorized to carry out any lawful activity consistent with its nonprofit tax-exempt status, including but not limited to the promulgation of uniform industry standards for design, installation and maintenance of onsite wastewater facilities; education of practitioners in the wastewater management professions, members, and the public; promulgation of standards and best practices in the wastewater management professions; advocacy of design standards; promulgation of a code of ethics among members, and such other activities as will not be inconsistent with its status as a nonprofit educational organization.

ARTICLE II – MEMBERS

2.1 Members. The Members of **CPOW** shall be persons interested in the field of onsite wastewater. Membership shall be classified into the following five categories: (1) Individual Members (2) Regulator/ Academic/Researcher Members (3) Government Organization, (4) Sustaining Members and (5) Interested Party and Student Members. The Board of Directors shall classify applicants into one of the preceding categories based on information provided by the member applicant and any other relevant information available. Members shall have the right to vote or not depending on their classification.

2.2 Voting Members. Members in Categories 1 through 4 set forth in Section 2.1 above shall be Voting Members entitled to one vote per member at the annual meeting of the membership of **CPOW**. No person shall be admitted as a Voting Member of **CPOW** unless they shall be and remain one of the following:

- (a.) A person or company engaged in the installation or repair of onsite wastewater treatment systems;
- (b.) A person or company with onsite wastewater experience who is an engineer, soil scientist/ research professional, consultant or faculty member in a relevant discipline at an accredited academic institution;
- (c.) A person who is a member or employee of a governmental regulatory agency/ legislator, elected official, or regulatory board member having jurisdiction over any aspect of the onsite wastewater industry, or the agency itself;
- (d.) A person or company engaged in the pumping, cleaning, maintenance or management of onsite wastewater systems;

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(e.) A person or company engaged in the manufacture, wholesale supply, distribution or sale of components used in the manufacture, installation, repair, maintenance or management of onsite wastewater systems; or

(f.) A person or organization engaged in research or academics of onsite wastewater systems.

2.3 Nonvoting Members: Interested Party Members; Student Members. Any person seeking a wider knowledge of onsite wastewater may apply for membership as an Interested Party Member. Student Members shall be full or part time students at an accredited institution of higher education, engaged in a course of study relevant to the mission of this Corporation. Neither Interested Party Membership nor Student Membership shall carry the right to vote, although such members shall receive notice of annual and special meetings. However, if a Student Member has been duly appointed to the Board of Directors, that individual will be granted the right to vote on all Board actions.

2.4 Dues. Payment of annual dues shall be a condition of Membership in **CPOW**. The amount of dues and processing fees shall be fixed by a two-thirds vote of the Directors at the Annual Meeting of the Board of Directors, or at such other meetings as the Directors choose. All applications for membership shall be submitted, in such form as the Board of Directors shall direct, to the Secretary, and shall be accompanied by proper payment. Payments received after October 1 will be applied to the next calendar year and include the remainder of that calendar year, unless approved by the Board.

2.5 Termination, Suspension and Expulsion. No member may be expelled or suspended, and no membership or memberships in **CPOW** may be terminated or suspended except pursuant to a procedure that is fair and reasonable and is carried out in good faith. The Board of Directors shall by resolution establish procedures to terminate, expel, or suspend a member. In the event the Board of Directors does not adopt procedures, the following shall apply.

2.6 Written Notice. An intent to terminate, expel, or suspend a member shall be preceded by twenty days written notice of the date when a hearing will be held to determine whether the member shall be terminated, expelled or suspended. Such notice shall set forth the reasons therefor. Such written notice shall be given by first class or certified mail sent to the last known address of the Member to be terminated, expelled or suspended, as shown in **CPOW**'s records.

2.7 Hearing. An opportunity shall be provided for the member to be heard, orally and in writing. The member shall be entitled to have counsel present at and to participate in the hearing at the member's expense.

2.8 Liability. A member who has been terminated, expelled or suspended may be liable to **CPOW** for dues, assessments or fees as a result of obligations incurred or commitments made prior to termination, expulsion or suspension.

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2.9 Challenges. Any proceeding to challenge a termination, expulsion or suspension, including a proceeding at which defective notice is alleged, must be commenced within one year of the effective date of the termination, expulsion or suspension.

2.10 Causes. Without limiting the foregoing, the following shall constitute causes for suspension or termination:

2.10.1 Failure to pay dues. Any member failing to pay dues, or any installment thereof, shall automatically be suspended from membership 30 days after the date the dues became delinquent. Members who have been suspended for nonpayment of dues may be reinstated when past and present dues and applicable processing fees have been paid.

2.10.2 Misconduct. Any member who engages in conduct detrimental to the objectives and purposes of **CPOW** shall be subject to expulsion or termination, subject to the procedural requirements set forth above.

2.11 Readmission. Any person expelled from membership for any reason may make application 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.

2.12 Annual Meeting of Members. The annual meeting of members to elect Directors and to transact such other business as may properly come before the members shall be held each year at the Annual Educational Conference at such date, time, and place as may be fixed by the Board of Directors. The record date for fixing the list of members entitled to vote at the annual meeting shall be the last day of the preceding the month in which the meeting is to be held.

2.13 Special Meetings. Special meetings of the members may be called by the President or by forty percent of the Directors or upon the written request of members having not less than fifteen percent of the votes entitled to be cast at the meeting. The record date for establishing members entitled to vote shall be the last day of the month preceding the month in which the meeting is to be held.

2.14 Notice and Waiver. Written notice of each meeting of members, including the annual meeting, stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be mailed, emailed or faxed at least thirty (30) but not more than sixty (60) days prior to such meeting to each member of **CPOW** at their address as the name appears on the lists of members of **CPOW**. Notice may be given by e-mail if the intended recipient has previously given consent to receive notice in such manner, and provided that such e-mail notice is given not later than thirty or more than sixty days prior to such meeting. A written waiver of notice signed by the member or members entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice

2.15 Voting; Proxy. Each Member entitled to vote shall be entitled to one vote in person at the annual meeting of the membership of **CPOW**, or by written or email ballot, properly signed and submitted to the Secretary of **CPOW** before or at the beginning of the meeting, on all

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matters properly submitted to the membership. Except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, all action shall be decided by a majority vote of the members present in person, by ballot or email.

2.16 Conduct of Annual Meeting. The order of business at the annual meeting of the membership of **CPOW** shall be as follows:

- (a) Roll call of Officers
- (b) Reading of notice of meeting.
- (c) Reading and approval of minutes of previous meeting.
- (d) Report of President.
- (e) Report of Treasurer.
- (f) Secretary or Executive Directors Report.
- (g) Reports of Committees
- (h) Report of the results of the Election
- (i) Miscellaneous business
- (j) Adjournment

The procedures to be followed in conducting the meeting will follow Roberts Rules of Order, Webster New World Roberts Rules of Order, 2nd Edition, Wiley 2001, unless modified in these Bylaws.

ARTICLE III – BOARD OF DIRECTORS

3.1 General Powers. The business and affairs of **CPOW** shall be conducted under the direction of, and the control and disposal of **CPOW's** properties and funds shall be vested in, its Board of Directors, except as otherwise provided in the nonprofit corporation laws of the State of Colorado, **CPOW's** Articles of Incorporation or these Bylaws.

3.2 Board of Directors. The Board of Directors shall consist of the following five Officers who shall also be Directors: President, Vice President (who shall also be President Elect), Secretary, Treasurer and Past President.

3.2.1 The Board of Directors shall also consist of a representative from each of the following industry sectors: Regulatory, Academic, Contractor/Installer, Designer/Engineer, Manufacturer and Maintenance. The Board of Directors shall also consist of a Membership Chair and a representative from each of the following regions: Northeast, Northwest, Southeast and Southwest.

3.2.2 At each annual meeting of the Members, the successors of the Directors listed in 3.2.1 whose term then expires shall be elected to serve a term of three (3) years and until their successors are elected and qualified or until their earlier death, resignation or removal.

3.3 Attendance at Board Meetings. If a Director is absent without excuse from three (3) consecutive Board meetings, their office shall become vacant for the remainder of the term, or

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until the vacancy is filled in accordance with Section 2.5 of these Bylaws. The minutes of each meeting of the Board of Directors shall note all excused and unexcused absences.

3.4 Nomination of Directors. Recommendations for Director nominees may be submitted by any Director, by any Officer, or by any Member of **CPOW** to the Nominating Committee. The Nominating Committee shall, after giving due consideration to such recommendations and such other persons as it may wish to consider for appointment to the Board, present its slate of Director nominees to the full Membership of **CPOW** at the annual Membership meeting.

3.5 Vacancies. Any Director may resign at any time by giving written notice to the President, or the Secretary of **CPOW**. Such resignation shall take effect at the time specified therein, and, if not specified therein, it shall take effect upon receipt. The acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors for any reason may be filled by the affirmative vote of a majority of the remaining Directors then in office, even if less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor and shall hold such office until they, or their successor, is elected and qualified according to Section 2.2 herein, or until their earlier death, resignation, or removal.

3.6 Regular Meetings. A regular annual meeting of the Board of Directors shall be held promptly, at the time and place determined by the Board, for the purpose of electing officers and for the transaction of such other business as may properly come before the Board convened at such meeting. There shall be no fewer than four (4) regular meetings, including the regular annual meeting of the Board of Directors, in each calendar year, and the Board of Directors shall provide by resolution the time and place for the holding of such additional regular meetings.

3.7 Special Meetings. The President may call a special meeting of the Board of Directors whenever the President deems it necessary, and shall call a special meeting whenever requested to do so in writing by three or more Directors. The President shall fix the place and time for holding any special meeting of the Board of Directors. Notice of each special meeting stating the purpose, place, day, and hour of the meeting shall be given to each Director at their last known business or home address at least seven (7) days prior thereto by the mailing of written notice, or at least two (2) days prior thereto by personal delivery of written notice or by electronic means of notice, including e-mail if the Director has consented to receive notice in such fashion (and the method of notice need not be the same for each director). If mailed, such notice shall be deemed to be given when deposited in United States Mail, with postage thereon prepaid. If sent by electronic means, such notice shall be deemed to have been given when the electronic means prints or acknowledges that the transmission was successfully executed.

3.8 Waiver of Notice. Any Director may waive receipt of notice of any meeting before, at, or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of the requirement of notice of such meeting, except where a director attends a meeting for the express purpose of convening the meeting or objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

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3.9 Presumption of Assent. A Director of **CPOW** who is present at a meeting of the Board of Directors at which action on corporate matters is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting, or unless they shall file their written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of **CPOW** immediately after adjournment of the meeting or if dissent is not noted when the minutes are circulating or proved, the dissenting director or Directors may direct its inclusion. Such right to dissent shall not apply to a director who voted in favor of such action.

3.10 Quorum and Voting. Two thirds of the Directors shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. Vacant positions are not counted in determining the existence of a quorum. Each Director shall be entitled to one (1) vote and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is specifically required by these Bylaws, by **CPOW**'s Articles of Incorporation, or by State law. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting, and may reconvene from time to time without further notice other than announcement at the meeting, until a quorum shall be present. Except for such vote to adjourn and reconvene, a Director may not vote or act by proxy at any meeting of Directors until a quorum has been assembled.

3.11 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors for attendance at Board meetings may be paid or reimbursed by **CPOW**. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of **CPOW** in any other capacity.

3.12 Meetings by Telephone, Teleconference, or E-mail. Members of the Board of Directors or of any Committee may participate in a meeting of the Board or the Committee by means of conference telephone, conference e-mail or similar communications equipment by which all persons participating in the meeting can hear each other simultaneously, or view on a computer screen the e-mail comments of every participant simultaneously. Such participation shall constitute presence in person at the meeting.

3.13 Action without a Meeting. Any action required or permitted to be taken at a meeting of the Directors or any Committee thereof may be taken without a meeting if the consent in writing, setting forth the action so taken or to be taken, is signed by all of the Directors or Committee members entitled to vote upon such action at a meeting. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Directors or Committee members.

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ARTICLE IV – OFFICERS AND AGENTS

4.1 Number and Qualifications. The Officers of **CPOW** shall consist of a President, a Vice President (who shall be President-elect) a Secretary, a Treasurer, and a Past President. In addition, the Board of Directors may appoint a salaried Executive Director, one or more Vice Presidents, and such other officers, assistant officers and agents, assistant secretaries and assistant treasurers, as it may deem necessary or desirable. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of President and Secretary. Except for the Executive Director, Officers of **CPOW** shall be Directors.

4.2 Election and Term of Office. At each annual meeting of the Members, the successors of those Officers (President, Secretary, Treasurer) whose term then expires shall be elected by the Members of **CPOW** to serve a term of three (3) years and until their successors are elected and qualified or until their earlier death, resignation or removal. The President's term consists of one-year as President-elect followed by one-year as President followed by one-year as Past President.

4.3 Compensation. The Officers of **CPOW** who are Directors shall serve without compensation, although reasonable expenses incurred in performance of their duties may be paid or reimbursed by **CPOW**. The Board of Directors may appoint paid officers, and set such compensation, as they deem appropriate, at any regular or special meeting of the Board in accordance with normal voting procedures.

4.4 Removal. Any Officer or agent may be removed by the Board of Directors or by a Committee appointed by the Board for such purpose, with or without cause, whenever in its judgment the best interests of **CPOW** will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer or agent shall not in itself create any contractual right to the continuation of such relationship with **CPOW**. Removal by the Board of an Officer, who is also a Director, shall not, by itself, result in the removal of that individual from the Board of Directors.

4.5 Vacancies. Any Officer may resign at any time, subject to any rights or obligations under any existing contract between the Officer and **CPOW**, by giving written notice to the President or the Secretary. An Officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled for the unexpired portion of the term by action of the Board of Directors if the vacant position is one held by a Director or by the President; or by the President, if the vacant office is a staff position.

4.6 Authority and Duties of Officers. The Officers of **CPOW** shall have the authority and shall exercise the powers and perform the duties specified by the President, the Board of Directors, or these Bylaws except that in any event each Officer shall exercise such powers and perform such duties as may be required by law.

4.6.1 President. The President who, as chief executive officer under its supervision and direction, shall carry on the general affairs of **CPOW**. The President shall be a voting member

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of all committees except the Nominating, Compensation, and Financial Review committees. It shall be the duty of the President to approve the expenditure of the monies appropriated by the Board of Directors in accordance with the budget approved by the Board of Directors. The President shall make an annual report and periodic reports to the Board of Directors concerning the programs of **CPOW**. The President shall comply with all orders from the Board of Directors. All Officers (except the Vice Chairs), agents and employees shall report to and be responsible to the President. The Officers shall perform such other duties as may be determined from time to time by the Board of Directors. In addition, the President automatically assumes the role of Past President at the end of their one-year term as President. The Past President shall serve a one-year term.

4.6.2 Vice President/ President-Elect. The Members of CPOW shall elect a Vice President/ President-Elect who shall attend meetings of the Members and of the Directors and, to the extent feasible, of all Committees of the Board. The Vice President/President-Elect automatically assumes the powers and duties of the President in the event of a vacancy in that office or during the temporary absence or disability of the President. In addition, the Vice President / President-Elect automatically assumes the role of President at the end of their one-year term as Vice President/President-Elect.

4.6.3 Secretary. The Members of CPOW shall elect a Secretary who shall attend meetings of the Members and of the Directors and, to the extent feasible, of all Committees of the Board, and shall record the proceedings of **CPOW** and of the Board of Directors and all Committees of the Board, at their respective meetings. They shall provide for notification of the Members and Directors of **CPOW** of their respective meetings in accordance with these Bylaws, shall be the custodian of the corporate records and seal, shall furnish certifications of the Board actions, Bylaws, and organizational documents, and shall perform such other duties as may be required by these Bylaws or as may be assigned by the Board of Directors or the President. In the absence of the Secretary, the Chair shall appoint a person to act as Secretary of a particular meeting.

4.6.4 Treasurer. The Members of CPOW shall elect a Treasurer who shall be the chief financial Officer of **CPOW**. The Treasurer or their designated representative shall receive and deposit, in any bank or banks to be approved by the Board of Directors, all the monies of **CPOW** and keep an accurate account thereof. They shall make disbursements subject to such regulations as may be determined from time to time by the Board of Directors, and shall make reports of the finances of **CPOW** annually and whenever requested by the Board of Directors or the President. They shall perform such other duties as may be required by these Bylaws or as may be assigned by the Board of Directors or the President. At the end of their term of office, the Treasurer shall deliver to their successor all books, monies, and other property of **CPOW** and in their possession. The Board of Directors may require the Treasurer to give such security as it may direct for the faithful performance of their duties.

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ARTICLE V – COMMITTEES OF THE BOARD

5.1 Designation of Committees. The Board of Directors may designate one or more standing or special Committees to direct the business of **CPOW**. Each such Committee may exercise the authority granted to it by the Board's enabling resolution.

5.2 Limitation of Committee Powers. No Committee shall have the authority of the Board of Directors to amend, alter, or repeal these Bylaws; to elect, appoint, or remove any member of any such Committee or any Officer or Director of **CPOW** (except as specifically provided below in this section 5.2); to amend the Articles of Incorporation of **CPOW**; to restate **CPOW**'s Articles of Incorporation; to adopt a plan of merger or adopt a plan of consolidation with another corporation; to authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of **CPOW**; to authorize the voluntary dissolution of **CPOW** or to revoke proceedings therefore; to adopt a plan for the distribution of the assets of **CPOW**; to amend, alter, or repeal any resolution of the Board of Directors; or as otherwise may be prohibited by law. Rules governing procedures for meetings in any committee of the Board shall be as established by the Board of Directors or, in the absence thereof, by the committee itself. If no rules are established, then the rules that govern the Directors shall govern each Committee. All Committees are to report promptly to the Board and only take such actions as are specifically designated in these Bylaws or in the resolution establishing the Committee or any resolution setting forth its duties and responsibilities. Each Committee shall consist of one or more Directors and such other persons as the Board may designate, who need not be members of the Board of Directors. The Board may designate one or more persons as alternate members of any Committee, and such alternates may replace any absent or disqualified member of the Committee at any meeting of the Committee. In the absence or disqualification of a member of the Committee, and the alternate or alternates, if any, designated for such committee member, the member or members of the Committee present at any meeting and entitled to vote, whether or not they constitute a quorum, may unanimously appoint another person to act at the meeting in the place of any such absent or disqualified member of the Committee or alternate. The members of the Committee shall serve until the next annual meeting of **CPOW** or until their successors are appointed.

5.3 Committee Chair. The President, with the approval of the Board of Directors, shall appoint all Committee chairs for the ensuing year at or within reasonable time after the annual meeting of the Board of Directors. All Committee chairs shall be members of **CPOW**'s Board of Directors. If the Board of Directors establishes a new Committee by resolution at a meeting other than the annual meeting of the Board of Directors, the President, with the approval of the Board of Directors, shall similarly appoint its chair at the time the Committee is established or within reasonable time after the establishment of the Committee.

5.4 Committee Meetings. Meetings of committees of the Board of Directors may be called by the respective chairs thereof or by any two members of the committee. At all meetings of any committee, majority of the members of the committee shall constitute a quorum for the transaction of business, and the act of the majority of the members of the committee present at any meeting thereof at which there is a quorum shall be the act of the committee, except as may be otherwise specifically provided for by these Bylaws.

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5.5 Executive Committee. The Executive Committee shall consist of the President, Vice President/President-Elect, Secretary, and Treasurer. The Executive Committee shall have the authority to act for the Board between meetings of the Board. However, the Executive Committee shall not have the power to: a) amend the Bylaws, b) adopt a general budget, c) fix dues payable by any class of membership, d) nominate an officer, or e) fill a vacancy except on an interim basis, unless such power has been specifically delegated by the Board. The Board may establish further limitations on the authority of the Executive Committee.

5.6 Nominating Committee. The Board of Directors shall designate, within a reasonable time before the annual meeting of **CPOW**, a Nominating Committee, composed of independent Directors that shall be responsible for proposing persons for election as Directors at the next annual meeting of **CPOW**. In the event of Director vacancies between annual meetings of **CPOW**, the Nominating Committee may propose replacement Directors for election by the Board of Directors, and shall also recommend persons for consideration as Officers to be elected at the next annual meeting of **CPOW**.

5.7 Financial Review Committee. The Board of Directors shall designate a Financial Review Committee consisting of three members. The Financial Review Committee shall review **CPOW** finances annually for the preceding year. A written report of the Financial Review Committee is to be submitted to the Board of Directors within 30 days of the Annual Meeting.

5.8 Other Standing Committees. The President may establish standing committees at the direction of the Board or as necessary to further the purposes of **CPOW**. The President shall appoint a Manager of each committee when it is established, at the start of the President's term of office, or if there is a vacancy. Committee Managers, including liaisons and correspondents, serve at the pleasure of the President. The Board shall be notified of committees established by the President at the next Board meeting. The Board shall have the power to discharge committees. The terms of all Committee Managers shall expire at the close of the annual meeting.

ARTICLE VI – DIRECTORS EMERITUS

Upon recommendation by the Nominating Committee, the Board may elect one or more directors emeritus with the right to attend all regular and special meetings thereof, but with no power to make motions or to vote and shall not be counted in determining a quorum and with no right to receive notices of meetings.

ARTICLE VII – ADVISORY COUNCIL

7.1 Composition and Purpose. The President may appoint, with the approval of the Board, an Advisory Council to promote the objectives of **CPOW**, further its purposes, and advise the Board of Directors concerning the general policies applicable to, and the progress of the work of, **CPOW**.

7.2 Advisory Council Chair. The President shall appoint the Chair of the Advisory Council, with the approval of the Board.

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ARTICLE VIII – INDEMNIFICATION

Except to the extent expressly prohibited by the Colorado Revised Nonprofit Corporation Act, C.R.S. 7-121-101 *et seq.* (“the Act”), **CPOW** shall indemnify any person made or threatened to be made a party to or called as a witness in or asked to provide information in connection with any pending or threatened action, proceeding, hearing, or investigation, or any appeal therein (other than an action or proceeding by or in the right of **CPOW** to procure a judgment in its favor), whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, which any director or officer of **CPOW** served in any capacity at the request of **CPOW**, by reason of the fact that they is or was, or they is the executor, administrator, heir, or successor of a person who is or was a director or officer of **CPOW**, or served such other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys’ fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director or officer acted in good faith, for a purpose that they reasonably believed to be in, or in the case of service for any corporation or a partnership, joint venture, trust, employee benefit plan, or other enterprise, not opposed to, the best interests of **CPOW** and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that their conduct was unlawful.

Except to the extent expressly prohibited by the Act, **CPOW** shall indemnify any person made, or threatened to be made, a party to an action by or in the right of **CPOW** to procure a judgment in its favor by reason of the fact that they is or was, or they is the executor, administrator, heir or successor of a person who is or was a director or officer of **CPOW**, or is or was serving at the request of **CPOW** as a director or officer of any corporation of any type or kind, domestic or foreign, and any partnership, joint venture, trust, employee benefit plan, or other enterprise, against amounts paid in settlement and reasonable expenses, including attorneys fees, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein if such director or officer acted, in good faith, for a purpose which he reasonably believed to be in, or, in the case of service for any corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise, not opposed to, the best interests of **CPOW**, except that no indemnification under this paragraph shall be made in respect to (1) a threatened action, or a pending action that is settled or otherwise disposed of, or (2) any claim, issue, or matter as to which such person shall have been judged to be liable to **CPOW**, unless and only to the extent that the court in which the action was brought, or if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

The termination of any civil or all action or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not in itself create a presumption that any such director or officer did not act in good faith or for a purpose that they reasonably believed to be in, or, in the case of service for any other corporation or partnership, joint venture, trust,

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employee benefit plan, or other enterprise, not opposed to, the best interests of **CPOW**, or that they had reasonable cause to believe that their conduct was unlawful.

No indemnification shall be made under this Bylaw if a judgment or other final adjudication adverse to such person establishes that their acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that they personally gained in fact a financial profit or other advantage to which they was not legally entitled, and provided further that no such indemnification shall be required with respect to any settlement or other non-adjudicated position of any threatened or pending action or proceeding unless **CPOW** has given its consent to such settlement or other disposition.

CPOW shall advance or promptly reimburse, upon request of any person entitled to indemnification hereunder, all expenses, including attorneys' fees actually and reasonably incurred in defending any action or proceeding in advance of the final disposition thereof, upon receipt of a written undertaking by or on behalf of such person to repay such amount if such person is ultimately found not to be entitled to indemnification, or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled.

Nothing in these Bylaws shall limit or affect any other right of any person to indemnification or expenses, including attorney fees, under any statute, rule, regulation, certificate of incorporation, Bylaw, insurance policy, contract, or otherwise.

No elimination of this bylaw, and no amendment of this Bylaw adversely affecting the right of any person to indemnification or advancement of expenses hereunder, shall be effective until the sixtieth (60th) day following notice to such person of such action, and no elimination of or amendment to this bylaw shall deprive any person of his rights hereunder arising out of alleged or actual occurrences, acts, or failures to act prior to such sixtieth (60th) day. The provisions of this paragraph shall supersede anything to the contrary in these Bylaws.

CPOW shall not, except by elimination or amendment of this Bylaw in a manner consistent with the preceding paragraph, take any corporate action or enter into any agreement which prohibits or otherwise limits the rights of any person to indemnification in accordance with the provisions of this Bylaw. The indemnification of any person provided by this Bylaw shall continue after such person has ceased to be a Director or Officer of **CPOW** and shall inure to the benefit of such person's heirs, executors, administrators, and legal representatives.

CPOW is authorized to enter into agreements with any of its Directors, Officers, or employees extending rights to indemnification and advancement of expenses to such person to the fullest extent permitted by applicable law, or to provide such indemnification and advancement of expenses pursuant to a resolution of the Board of Directors, but the failure to enter into any such agreement or to adopt any such resolution shall not affect or limit the rights of such person pursuant to this Bylaw. It is hereby expressly recognized that all Directors and Officers of **CPOW**, by serving as such after the adoption hereof, are acting in reliance on this Bylaw and that **CPOW** is estopped to contend otherwise. Additionally it is hereby expressly recognized

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that all persons who are Directors or Officers of **CPOW** and who also served as directors, officers, or employees of **CPOW**s that are subsidiaries or affiliates of **CPOW** (or otherwise entities controlled by **CPOW**) are conclusively presumed to serve or to have served as such at the request of **CPOW**, and unless prohibited by law, are entitled to indemnification under this Bylaw.

A person who has been successful, on the merits or otherwise, in the defense of a civil or criminal action or proceeding shall be entitled to indemnification as authorized in this article. Except as provided in the preceding sentence and unless ordered by a court, any indemnification under this bylaw, under any contract or otherwise, shall be made by **CPOW** if, and only if, authorized in the specific case:

(1) By the Board of Directors acting by quorum consisting of Directors who are not parties to such action or proceeding upon a finding that the Director or Officer has met the standard of conduct set forth in the first paragraph of this article;

(2) If such a quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs, by the Board of Directors upon the opinion in writing of independent legal counsel that indemnification is proper under the circumstances because the standard of conduct set forth in the first or second paragraph of this article has been met by such director or officers.

ARTICLE IX – CONFLICT OF INTEREST

9.1 Conflict Defined. A conflict of interest may exist when the interests or activities of any Director, Officer, or staff member may be seen as competing with the interests or activities of **CPOW**, or the Director, Officer, or staff member derives a financial or other material gain as a result of a direct or indirect relationship. A conflict of interest shall exist when there is a contract, transaction, or other financial relationship between **CPOW** and a Director or Officer, or between **CPOW** and a party related to the Director or Officer, or between **CPOW** and an entity in which a Director or Officer is a director or officer, or has a financial interest. The existence in fact of a conflict of interest shall not bar a Director or Officer from providing services to **CPOW** in their professional capacity, and receiving reasonable compensation for the provision of such services, provided that the requirements of this Article are satisfied.

9.1.1 For purposes of this section, a “party related to a Director or Officer” shall mean a spouse, a descendant, an ancestor, a sibling, the spouse or descendant of a sibling, an estate or trust in which the Director or a party related to the Director has a beneficial interest, or an entity in which a party related to a Director is a director, officer, or has a financial interest.

9.2 Disclosure Required. Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned, if that person is a Director or an Officer of **CPOW** or to the President, or to such person or persons as they may designate, if the person is not a Director or Officer of **CPOW**.

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9.3 Abstinance from Vote. When any conflict of interest relates to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate Committee and such person shall not vote on the matter; provided however, that any Director disclosing a conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors or any committee thereof.

9.4 Absence from Discussion. Unless requested to remain present during the meeting, the person having a conflict shall retire from Room in which the Board or its Committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or Committee with any and all relevant information.

9.5 Minutes. The minutes of the meeting of the Board or Committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its Committee, excluding the person concerning whom the question has arisen.

9.6 Annual Review. A copy of this conflict of interest Bylaw shall be furnished to each Director, Officer, and senior staff member who is presently serving **CPOW**, or who may hereafter become associated with **CPOW**. This policy shall be reviewed annually for the information and guidance of Directors, Officers, and staff members. Any new Director, Officer, and staff member shall be advised of this policy upon undertaking the duties of such office.

ARTICLE X – MISCELLANEOUS

10.1 Books and Minutes. **CPOW** shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its Board of Directors and committees. All books and records of **CPOW** may be inspected by any Director or their credit agency or attorney, for any proper purpose at any reasonable time, and by such members who may have voting rights.

10.2 Fiscal Year-end Review. The fiscal year of **CPOW** shall begin January 1 and run through December 31, inclusive. After the close of each fiscal year of **CPOW**, financial transactions of **CPOW** for the preceding fiscal year shall be reviewed by a certified public accountant if the total income exceeds the IRS minimum for filing Form 990, and the report of the review shall be made to the Board of Directors within 180 days after the close the fiscal year.

10.3 Conveyances and Encumbrances. Property of **CPOW** may be assigned, conveyed or encumbered by such officers of **CPOW** as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease, or other disposition of all or substantially all of the property and assets of **CPOW** shall be authorized only in the manner prescribed the Act and these Bylaws.

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10.4 Designated Contributions. The Officers of **CPOW** may accept on its behalf, in accordance with policies and procedures set by the Board of Directors, any designated contribution, grant, bequest, or devise consistent with its general tax-exempt purposes, as set forth in **CPOW**'s Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes, or uses. Further, **CPOW** shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used in a manner consistent with the restrictions contained in the grant, **CPOW**'s exempt purposes, and the applicable tax laws.

10.5 Loans to Directors and Officers Prohibited. No loans or advances, other than customary travel advances, shall be made by **CPOW** to any of its Directors or Officers.

10.6 No Private Inurement. **CPOW** is not organized for profit and is to be operated exclusively for one or more of the purposes specified in Section 501(c)(6) of the Internal Revenue Code. The net earnings of **CPOW** must be reinvested into the organization and may not benefit any individual member or shareholder. No Director or person from whom **CPOW** may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of **CPOW** be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the Board of Directors; provided, however that (a) reasonable compensation may be paid to any Director while acting as an agent, consultant, contractor, or employee of **CPOW** for services rendered in effecting one or more of the purposes of the organization; and (b) any Director may, from time to time, be reimbursed for their actual and reasonable expenses incurred in connection with the administration of the affairs of the organization.

10.7 References to Internal Revenue Code. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the applicable Internal Revenue Code.

10.8 Amendments. These Bylaws may be amended, repealed, or modified, and new Bylaws adopted, by the affirmative vote of two thirds of the Members or Board of Directors. Any notice of the meeting at which these Bylaws are to be amended, repealed, or modified shall include notice of such proposed action.

10.9 Private Inurement. Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, **CPOW** shall not engage in any activities that are not permitted under Section 501(c)(6) of the Internal Revenue Code.

10.10 Dissolution. On dissolution of **CPOW**, all of its net assets shall be paid over or transferred to one or more exempt organizations of the kind described in Internal Revenue Code Section 501(c). The organization to receive such property shall be designated by the Board of Directors. Any assets not so disposed of shall be disposed of by the District Court in and for the County of Denver exclusively for one or more exempt purposes within the meaning of Internal Revenue Code Section 501(c), or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

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10.11 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event, these Bylaws shall be construed in all respects as if such invalid provisions or omitted.

BYLAWS CERTIFICATE

The undersigned certifies that s/he is the Secretary of Colorado Professionals in Onsite Wastewater, a Colorado nonprofit corporation, and that, as such the Secretary is authorized to execute this certificate on behalf of said Corporation, and further certifies that the foregoing Bylaws, consisting of [16] pages, including this page, constitute the Bylaws of **CPOW** as of this date, duly adopted by the Directors of such Corporation at their May 19, 2015 regular meeting, as amended from time to time prior to the date hereof.

Roy Laws, Secretary