

**BYLAWS OF ATLANTIC STATES
RURAL WATER AND WASTEWATER ASSOCIATION**

ARTICLE 1
GENERAL PURPOSES

1.01 The purpose for which the Corporation is formed, and the powers which it may exercise, are set forth in the Articles of Incorporation of the Corporation

ARTICLE 2
NAME AND LOCATION

2.01 The name of this Corporation is the Atlantic States Rural Water and Wastewater Association.

2.02 The principal office of this Corporation shall be determined by the Board of Directors.

ARTICLE 3
SEAL

3.01 The Seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization and the words “Non-stock Corporation”.

ARTICLE 4
FISCAL YEAR

4.01 The fiscal year of the Corporation shall end the last day of June of each year.

ARTICLE 5
MEMBERSHIP

5.01 Eligibility for Membership. Membership in the Association shall be limited to the following classes of members.

(a) Class A Members. Dues paying water districts, non-profit corporations, public trusts, cooperative associations, private companies, municipal authorities, local governmental authorities and other similar organizations engaged in the distribution or collection of water or treatment or collection of sewage for residents of communities in the State of Connecticut.

(b) Class B Members. Any person, firm, corporation or organization adhering to the purposes of the Association and desiring to assist in the work of the Association may become an associate nonvoting member.

5.02 Application for Membership: Each applicant for Class A membership shall furnish the association with its name, mailing address, occupation and information as to whom they are representing and voting delegate with a written request to the Board of Directors for membership in the Association. The first year's dues shall accompany the written request.

5.03 Delegates: Each Class A member shall select a delegate and an alternate delegate to represent the membership at the meetings of the Association. Each member of the Association shall have one delegate and one vote at the meetings of the Association. Delegates must be active users and participants of the services offered by the Association.

5.04 Membership Fees and Dues: Membership fees and annual dues shall be set at the Board's discretion.

5.05 Termination of Membership: Any member may withdraw from the Association by giving written notice to the Association. In the event of the withdrawal of a member, previously paid dues shall not be refunded. The failure to pay all dues and charges due within 90 days after they were due will constitute and automatic termination of the membership of the member, provided the Association notifies the member of the amount of the delinquency and the date of the pending termination. Such notice shall be mailed at least 30 days prior to the expiration of the 90 day period. Upon approval of the Board of Directors and payment of all back charges the member may be reinstated.

5.06 Liability of Members: The property of the members of the Association shall be exempt from execution for debts and liabilities of the Association.

ARTICLE 6 MEETING OF MEMBERS

6.01 Annual Meeting: There shall be an annual meeting of the Association at least once each calendar year at a location to be determined by the Board of Directors. The option to hold the annual meeting at a physical location and have attendees join via online / conference call meeting platform will be allowed. The option to conduct the annual meeting fully via online / conference call meeting platform will also be allowed. The platform being used to conduct the meeting will be clearly indicated in the notice of meeting.

6.02 Order of Business:

(a) Call to order – Report by Secretary of Delegates present and determination of quorum.

- (b) Reading of Notice of Meeting.
- (c) Reading and approval of minutes of last meeting.
- (d) Presentation of financial report of the Association.
- (e) Reports of Directors and committees.
- (f) Election of Directors.
- (g) Unfinished and new business.

6.03 Special Meetings: Special meetings of the members may be called at any time by the action of a majority of the Board of Directors and such meeting must be called whenever a petition requesting such meeting is signed by at least a majority of the members and presented to the Secretary of the Board of Directors. The purpose of a special meeting will be stated in the notice and no other business except that shown in the notice will be transacted at the special meeting. The option to hold the special meeting at a physical location and have attendees join via online / conference call meeting platform will be allowed. The option to conduct the special meeting fully via online / conference call meeting platform will also be allowed. The platform being used to conduct the special meeting will be clearly indicated in the notice of meeting.

6.04 Notice of Meeting: A written notice will be mailed to each member at its address as shown on the books of the Association at least ten days and not more than fifty days prior to the date of any annual or special meeting of the members. Written notice to a member's delegate at the delegate's address maintained in the records of the Association shall constitute notice to the member.

6.05 Quorum: A quorum shall be represented by no fewer than ten members.

6.06 Voting: Class A members may vote only through their delegates. All matters presented to the annual or special meeting of the members shall be decided by a majority vote of the members and delegates present and eligible to vote.

ARTICLE 7 BOARD OF DIRECTORS

7.01 Number and General Powers: The affairs of the Association shall be managed by a Board of Directors composed of five (5) Directors which shall exercise all powers of the Association except such as is expressly conferred upon or reserved to the members by the Bylaws.

7.02 Composition of the Board: The incorporators shall serve as the initial Board of Directors until the first meeting of the members at which time the Class A delegates will elect,

by majority vote, a permanent Board of Directors. Connecticut Class A members shall elect five (5) Directors: those eligible for election will represent Connecticut based Class A members.

7.03 Meetings:

(a) Regular Meetings: The Board of Directors will meet within 30 days of the annual meeting of the members for the purpose of reorganizing the Board and such other business as is required. There shall be one other regular meeting of the Board of Directors upon call and ten day written notice by the President.

(b) Special Meetings: The Board of Directors will meet upon call by the President or a majority of the members of the Board. Notice of all special meetings shall be by mailing a notice to the last known address of the Board member at seven (7) days prior to the date of the meeting.

(c) Telephonic Meetings: The Board of Directors may hold a meeting by telephone or similar communications equipment.

(d) Quorum: A majority of the Board of Director -shall constitute a quorum for the transaction of business at any meeting.

7.04 Compensation: No Director or officer of the association shall be entitled to any compensation for, or in consideration of, the execution of their duties as such Director or officer; provided, however, that the actual reasonable expenses of officers or Directors incurred in the business of the Association may, with the approval of the Board of Directors, be paid to them.

7.05 Removals and Vacancies: Directors or officers may be removed from office in the following manner: Any member may file charges against a Director or officer by filing them in writing with the Secretary of the Association. The charges must be accompanied by a petition signed by at least a majority of the members of the Association. Such charges shall be voted on at a special meeting called for that purpose. The Director or officer shall be informed in writing of the charges and shall have the opportunity to be heard in person and to present witnesses, and the person presenting such charges against him shall have the same opportunity. A vote of a majority of those present at such special meeting is required for removal of a Director or officer. A vacancy in the Board created by the removal of a director shall immediately be filled by the majority of the members present and voting at such meeting. An open officer's position resulting from the removal of an officer shall be filled by an officer elected by the Board of Directors at its next regular or special meeting. If the office of the Director or officer becomes vacant by reason of death, resignation, or otherwise, except by removal from the office, the remaining members of the Board shall appoint a successor who shall hold office until the next regular meeting of the members of the Association, at which time the members will elect a director for the unexpired term, or a new term, provided that notice of such election will be given in the regular call of the meeting.

7.06 Duties of the Board of Directors: The duties of the Board of Directors are as follows:

(a) To conduct and supervise affairs of the Association including the designation of committees.

(b) To take charge of and be responsible for the property of the Association and supervise the keeping of systematic records of the Association's finances and the proceedings of the Association.

(c) To initiate, supervise and approve plans and programs designed to achieve the objectives and purposes of the Association.

(d) To implement policies, programs or plans adopted at the annual meeting of the member.

(e) To determine policies of the Association consistent with the objectives and purposes of the Association as set out in the articles of incorporation.

(f) To provide for annual and special meetings of the Association.

(g) To arrange for the annual audit of the Association by a certified public accountant.

(h) To provide for the dissemination of information to the members and to the public generally as may be needed to provide suitable publicity for the work and status of the Association.

ARTICLE 8 OFFICERS

8.01 Number and Election: At each annual meeting of the Board of Directors they will elect a President, Vice-President, and Secretary, and Treasurer to serve until the next annual meeting of the Board of Directors.

8.02 President: The President shall preside over all meetings of the Association, the Board of Directors, and perform all acts and duties usually performed by an executive and presiding officer, and sign all membership certificates and all other documents as he may be authorized by the Board of Directors.

8.03 Vice-President: In the absence of the president or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the president; and, when so acting, shall have the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to him by the Board of Directors.

8.04 Secretary: The Secretary shall:

(a) Keep the minutes of the meetings of the members, Board of Directors, and the Executive Committee in one or more books provided for that purpose. See that all notices or meetings are given as required by these bylaws.

(b) Be custodian of the Association records and of the seal of the Association and determine the seal is affixed to all certificates of membership and to all other documents the execution of which has been duly authorized in accordance with the provisions of the bylaws.

(c) Keep a register of the names and addresses of all members of the Association and of the delegates and alternate delegates of the members.

(d) In general, perform all the duties incident to the office of the Secretary and such other duties as may be assigned him by the Board of Directors.

8.05 Treasurer: The Treasurer shall:

(a) Have charge and custody of and be responsible for all funds and securities of the Association and cause to be maintained a proper record of the receipts and disbursements of the corporation in accordance with good accounting practices.

(b) Cause all funds to be deposited to the credit of the Association and cause the funds of the corporation to be disbursed, when such disbursements shall have been duly authorized.

(c) In general, perform all the duties incident to the office of the Treasurer and such other duties as may be assigned by the Board of Directors

8.06 Executive Director: The Board of Directors may appoint and hire an Executive Director, who may be, but who shall not be required to be, a member of the Association. The Executive Director will perform such duties as the Board of Directors may require and have such authority as the Board of Directors may vest in him/her.

8.07 Bonding: The Board of Directors shall be bonded in such sum and with such surety as the Board of Directors shall determine.

8.08 Reports: The officers or Executive Director of the Association shall submit at each annual meeting of the members, reports covering the business of the Association for the previous fiscal year and showing the condition of the Association at the close of such fiscal year.

ARTICLE 9

POWER TO ACCEPT GRANTS AND DONATIONS

9:01 The Board of Directors shall have the power and authority to accept grants and donations made to the Association for the furtherance of its purpose; provided, however, that the Board of Directors may reject any donation made upon a condition or restriction if in the discretion of the Board of Directors, the donation, as so contained or restricted, will not be in the best interest of the Association.

ARTICLE 10
AMENDMENTS

to the annual meeting at which the amendment(s) will be voted on. 10.01 These bylaws may be amended by a majority vote of the delegates at any annual meeting of the Association, provided that proper written notice of any proposed revisions is mailed to the member at least ten (10) days prior

ARTICLE 11
POWER TO ENTER INTO CONTRACT

11.01 The Board of Directors shall have the power and authority to enter into contracts and/or agreements with state and federal agencies and other private and public organizations to implement programs which will benefit the members of the Association and will further the objectives of the Association. The Board of Directors may designate one or more officer(s) of the Association or its Executive Director to execute and deliver any such contract and/or agreement on behalf of the Association.

ARTICLE 12
POWER TO BORROW FUNDS

12.01 The Board of Directors shall have the power and authority to borrow funds when it will be in the best interest of the Association to do so and the Board of Directors may designate one or more officer(s) of the Association or its Executive Director to execute and deliver any loan agreements, commitment letters, promissory notes and related loan documents and instruments on behalf of the Association.

ARTICLE 13
INDEMNIFICATION

13.01 The Association shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals (other than an action, suit or proceeding by or in the right of the Association) by reason of the fact that he/she is or was a director, officer, or employee of the Association, against expenses (including attorney's fees), judgments, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she acted in good

faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful. To the extent that a director, trustee, officer or employee of the Association has been successful, on the merits or otherwise, in defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection therewith.

13.02 The indemnification referred to in this Article shall be in effect and continue while the person is holding an office or is acting in the official capacity set forth above and shall continue for any such person who has ceased to be a director, trustee, officer or employee and shall inure to the benefit of the heirs, executors and personal representative of such person. Additionally, such indemnification shall extend to all affiliated limited liability companies and related non profit organizations.

13.03 The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer or employee of the Association against liability asserted against him/her and incurred by him/her in such capacity or arising out of his/her status as such whether or not the Association would have power to indemnify him/her against such liability under the provisions of this Article or appropriate state statute or controlling law.

13.04 Persons protect by the indemnification provided by this Article shall include any director, officer, employee or committee member of the Association whether or not he/she or they are salaried.

Adoption

These Bylaws of the Atlantic States Rural Water and Waste Association are ratified as of this date due to the loss of records and data from the Association's server. The undersigned Board members ratify these Bylaws of the Atlantic State Rural Water and Waste Association, subject to fully ratification at the next annual meeting of the Association.

Dated May 4th, 2016

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Edward Bailey, Acting President

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John Faile, Secretary

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Robert Bozikowski, Board Member

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Robert Sherwood, Board Member