

STATE OF ALABAMA)
 :
TUSCALOOSA COUNTY)

ARTICLES OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION

The undersigned, desiring to amend the Certificate of Incorporation of the Alabama Association for Water Pollution Control, originally filed on August 17, 1979 in the Office of the Judge of Probate of Tuscaloosa County, Alabama and pursuant to the provisions of § 10-3-1, et seq., Code of Alabama (1975), commonly referred to as the “Alabama Non-Profit Corporation Act,” do hereby certify as follows:

1. NAME AND DURATION

- 1.1 The name of this non-profit corporation shall hereafter be the Alabama’s Water Environment Association hereinafter designated as the Association. The exclusive service area of the Association shall consist of the State of Alabama of the United States of America.
- 1.2 The period of duration of the corporation is perpetual.

2. AFFILIATION

- 2.1 The Association shall be a member of the Water Environment Federation, hereinafter designated as the Federation, and shall participate in the activities of that organization. It is the intent that these Articles of Incorporation and Bylaws of this Association shall be in harmony with the Constitution and Bylaws of the Federation.

3. OBJECTIVES

- 3.1 The advancement of fundamental knowledge of the water environment, its basic qualities, and the physical laws governing its interaction with other aspects of the environment and with the aesthetic, economic, and biological needs of the earth’s inhabitants.
- 3.2 The advancement of practical knowledge in the technology, design, construction, operation, and management of water quality control systems and facilities.
- 3.3 The increased understanding of the nature and function of the earth’s natural waterways, surface, subsurface, and atmosphere, and encouragement and promotion of action necessary to preserve and enhance them.
- 3.4 The implementation of the objectives previously stated through an exchange of information and experience among its members, and other interested persons, by an annual meeting of its members.
- 3.5 The publication and distribution of information relating to the water quality control field.
- 3.6 The promotion of public understanding and the encouragement of sound regional policy in matters relating to the water quality control field.
- 3.7 The improvement of the professional status of all personnel engaged in any aspect of the water quality control field including, but not limited to, the design, management, and operation of water quality control systems.
- 3.8 The stimulation of public awareness of the relationship of water resources to the general public welfare, and the need for preservation and reuse of water resources.
- 3.9 This Association is organized exclusively for one or more of the purposes specified in Section 501 (c) (3) of the Internal Revenue Code.

4. MEMBERSHIP

- 4.1 The membership of the Association shall consist of persons and organizations interested in any of the objectives of the Association, and having such qualifications as are prescribed in the Bylaws for the various grades of membership.

4.2 The term “eligible voting member” as used in these Articles of Incorporation shall include all persons having the rights and privileges of Active, Dual, Corporate, or Professional Wastewater Operations (PWO) Members as prescribed in the Bylaws.

5. BOARD OF DIRECTORS

5.1 The affairs of the Association shall be managed by a Board of Directors (hereinafter designated as the Board) under such rules as the Board may determine, subject to the specific conditions of these Articles of Incorporation and Bylaws.

5.2 The Board shall consist of elected officers, directors, and the most recent past president

6. OFFICERS

6.1 The officers of the Association shall be President, a Vice-President, a Director (or Directors) to serve on the House of Delegates of the Federation, a PWO Representative, a Secretary and a Treasurer.

6.2 All officers shall be eligible voting members. The PWO Representative shall be a PWO Member.

7. REGISTERED AGENT AND OFFICE

7.1 The address of the current registered office of the Corporation is 1025 Montgomery Highway, P. O. Box 20348, Birmingham, Alabama 30216.

7.2 The name of the current registered agent of the Corporation at such address is Robert F. Holbrook.

8. AMENDMENTS

8.1 INITIATION

8.11 Amendments to these Articles of Incorporation may be proposed by a majority of the Board or through it, on petition of ten (10) percent of the eligible voting Members. All proposed amendments shall be submitted in writing to the Board.

8.12 The Secretary shall mail notices and the complete text of a proposed amendment, on the instruction of the Board, to each eligible voting Member at least 30 days before voting is to occur.

8.2 ADOPTION

8.21 Amendments to these Articles of Incorporation may be made by a two-thirds affirmative vote of the eligible voting Members present and voting at an annual meeting, notice of the proposed amendment having been mailed by the Secretary to each eligible voting member no later than 30 days in advance of the meeting at which said amendment is to be voted upon.

8.22 A proposed amendment may be mailed by the Secretary to each eligible voting Member for the purpose of voting upon by letter ballot. A letter ballot must be received no later than 30 days following the mailing of the proposed amendment to be considered an eligible vote. A two-thirds affirmative vote of the letter ballots cast is required for adoption.

8.23 An amendment approved by the Association membership shall take effect immediately.

9. DISPOSITION OF ASSETS UPON DISSOLUTION

9.1 In the event of dissolution of the corporation (Association), the property and assets thereof, after providing for all obligations and liabilities of the corporation (Association), shall then be disposed of exclusively for the purposes of the corporation (Association) in such manner, or to such organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as shall be determined by the Board of Directors. Dissolution of the Association shall be controlled by the provisions of the Alabama Non-Profit Corporation Act.

10. ADOPTION

10.1 Witness our hands and seals on this 29th day of June 1992 that these Articles of Amendment to the Certificate of Incorporation were adopted at a meeting of the membership on the 27th day of April 1992. A quorum was present at such meeting and such Articles of Amendment received at least two-third (2/3) of the votes entitled to be cast by members present or represented by proxy.

Scott Cummings, President

Jim Junkin, Secretary

Jonathan Childs, Vice-President