

BROOKS, MULCAHY & SANBORN
COUNSELLORS AT LAW
THIRD NATIONAL BANK BUILDING
SPRINGFIELD, MASSACHUSETTS 01103
734-2156 AREA 413

CLARENCE R. BROOKS-1901-1970
PHILIP A. BROOKS
EUGENE J. MULCAHY
DAVID W. SANBORN

December 10, 1976

Mr. Edward J. Bayon
c/o Tighe & Bond
50 Payson Avenue
Easthampton, MA. 01027

Dear Mr. Bayon:

Enclosed are the originals of the Articles of Organization and Action by Consent of Incorporator, which, if they appear satisfactory, should be dated and signed by you and returned to me. The copies are for the Executive Committee's records.

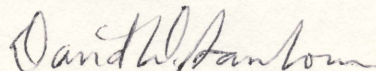
The new corporate entity will need a corporate seal, which will presumably be the same as the old seal except that "Inc." will be added to the name and the year of incorporation will be 1977. I trust your Committee will take care of that, unless you ask me to do it.

The Executive Committee, at its meeting of December 15, 1976, should vote to ratify your action in the following language:

To ratify, confirm and approve of the action taken by the Incorporation Committee pursuant to our vote of October 25, 1976, and more particularly to ratify and confirm the action taken by Edward J. Bayon, as incorporator, to adopt By-Laws, elect officers, directors and members, and to execute and file Articles of Organization, the incorporation under Chapter 180 of the Massachusetts General Laws to become effective on January 1, 1977.

If there are any corrections or revisions to be made to the By-Laws, these may be made at our leisure as these are not filed with the Secretary of State.

Very truly yours,



DAVID W. SANBORN

DWS/bj
Encz.

NEW ENGLAND WATER POLLUTION CONTROL
ASSOCIATION, INC.

ACTION BY CONSENT OF INCORPORATOR

The undersigned, intending to act as incorporator and to form a corporation under Chapter 180 of the Massachusetts General Laws, hereby consents to the following action and adopts the following votes, in lieu of the first meeting of incorporators:

VOTED: That the by-laws attached hereto be and hereby are adopted as the By-Laws of the corporation.

VOTED: That the following named persons be and hereby are elected to the office set forth opposite their respective names, to hold office in accordance with the By-Laws (parentheticals indicate initial term of office; all officers and directors are members of the Executive Committee except the Executive Secretary):

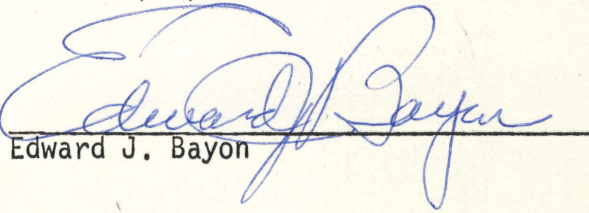
Edward A. Kowsz	President
Adam S. Nisbet	First Vice President
Edward J. Bayon	Second Vice President
Clifton R. Grinnell	Treasurer
Allen F. Goulart	Journal Editor
Thomas L. Lothrop	Director (three years)
Donald W. Chamberlain	Director (three years)
Raymond C. Murphy	Director (two years)
William H. Parker	Director (two years)
M. Mandy Bechir	Director (one year)
Richard M. Ryan	Director (one year)
Aldene E. Gordon	Executive Secretary

VOTED: That all members of the New England Water Pollution Control Association are hereby elected members of the corporation, each to hold the same classification of membership as he, she or it held in the Association and subject to the By-Laws of this corporation.

VOTED: That the Articles of Organization of the corporation attached hereto be and hereby are adopted as the Articles of Organization of this corporation, and that they be submitted to the Secretary of the Commonwealth of Massachusetts together with the \$30.00 filing fee for his approval and filing.

IN WITNESS WHEREOF, this Consent has been executed and filed with the records of the corporation and shall be treated for all purposes as votes taken at a meeting.

Date: Dec. 13, 1976


Edward J. Bayon

The Commonwealth of Massachusetts

JOHN F.X. DAVOREN

Secretary of the Commonwealth

STATE HOUSE

BOSTON, MASS. 02133

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 180)

Incorporators

NAME

RESIDENCE

Include given name in full in case of natural persons; in case of a corporation, give state of incorporation.

Edward J. Bayon

45 North Pleasant Street
Holyoke, Massachusetts 01040

The above-named incorporator^{es} do/hereby ~~associate themselves~~^{act} with the intention of forming a corporation under the provisions of General Laws, Chapter 180 and hereby state(s):

1. The name by which the corporation shall be known is:

NEW ENGLAND WATER POLLUTION CONTROL ASSOCIATION, INC.

2. The purposes for which the corporation is formed are as follows:

To advance and disseminate knowledge of the design, construction, operation and management of waste treatment works and other water pollution control activities, and to do any and all acts in furtherance of this purpose, as permitted to a corporation organized under Chapter 180 of the Massachusetts General Laws, as amended.

NOTE: If provisions for which the space provided under Articles 2, 3 and 4 is not sufficient, additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8½" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows:—

See By-Laws.

- 4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:—

- (a) The corporation shall have perpetual succession in its corporate name.
- (b) The corporation may have a corporate seal which it may alter at pleasure.
- (c) The corporation may purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, in an unlimited amount.
- (d) The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
- (e) The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated.
- (f) The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.
- (g) The corporation may lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

- (h) The corporation may be an incorporator of other corporations of any type or kind.
- (i) The corporation may be a partner in any business enterprise which it would have power to conduct by itself.
- (j) Meetings of the members may be held anywhere in the United States.
- (k) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.
- (l) Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the assets of the corporation shall be disposed of to one or more organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.
- (m) The corporation may have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180, or any other chapter of the General Laws of the Commonwealth or Section 501(c)(3) of the Internal Revenue Code.
- (n) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the articles of organization or the by-laws of the corporation, the following provisions shall apply:

The directors shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The directors shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

- (o) All references herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1954, as now in force or hereafter amended.

7. b (Directors)

An Executive Committee of eleven members has the power of a board of directors:

Edward A. Kowsz
Orchard Street, Glastonbury, Connecticut 06033

Adam S. Nisbet
230 Morris Avenue, Pawtucket, Rhode Island 02860

Edward J. Bayon
45 Pleasant Street, Holyoke, Massachusetts 01040

Clifton R. Grinnell
29 Columbia Road, Danvers, Massachusetts 01923

Allen F. Goulart
12 Northwood Drive, Walpole, Massachusetts 02081

Thomas L. Lothrop
Ward Road, Windham, Maine 04082

Donald W. Chamberlain
R.F.D. #2, Bethel, Vermont 05032

Raymond C. Murphy
5 Teakwood Court, East Greenwich, Rhode Island 02818

William H. Parker III
12 Sturdivant Road, Cumberland Foreside, Maine 04110

M. Hamdy Bechir
35 Sheffield Road, North Haven, Connecticut 06473

Richard M. Ryan
58 Gallops Hill Road, Hull, Massachusetts 02045

5. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers whose names are set out below, have been duly elected.
6. The effective date of organization of the corporation shall be the date of filing with the Secretary of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing.)
January 1, 1977
7. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

a. The post office address of the initial principal office of the corporation in Massachusetts is:

P.O. Box 138, Rowley, Massachusetts 01969

b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Edward A. Kowsz,	Orchard Street, Glastonbury, CT. 06033	Same
Treasurer:	Clifton R. Grinnell,	29 Columbia Road, Danvers, MA. 01923	Same
Executive Secretary			P.O. Box 138
Clerk:	Aldene E. Gordon,	36 Cross Street, Rowley, MA. 01969	Rowley, MA. 01969

Directors: (or officers having the powers of directors)

See attached sheet marked 7 b (Directors)

c. The date initially adopted on which the corporation's fiscal year ends is:

December 31

d. The date initially fixed in the by-laws for the annual meeting of members of the corporation is:

No date specified; varies from year to year.

e. The name and business address of the resident agent, if any, of the corporation is:

None

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this *thirteenth* day of *December* 19 *76*

Edward J. Bayne

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 180

180000 110 100 1000000

I hereby certify that, upon an examination
of the within-written articles of organization,
duly submitted to me, it appears that the
provisions of the General Laws relative to the
organization of corporations have been com-
plied with, and I hereby approve said articles;
and the filing fee in the amount of \$30.00 having
been paid, said articles are deemed to have been
filed with me this day
of 19

Effective date

JOHN F.X. DAVOREN

Secretary of the Commonwealth

100000 110 100 1000000

TO BE FILLED IN BY CORPORATION

CHARTER TO BE SENT TO

.....Brooks, Mulcahy & Sanborn.....

.....1387 Main Street.....

.....Springfield, MA. 01103.....

FILING FEE \$30.00

CHARTER MAILED
~~XXXXXXXXXX~~

NEW ENGLAND WATER POLLUTION CONTROL
ASSOCIATION, INC.

BY-LAWS

ARTICLE I. Name

The name of this corporation shall be the New England Water Pollution Control Association, Inc., covering the states of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island and Connecticut.

ARTICLE II. Objectives

The objectives of this corporation shall be the advancement of the knowledge of design, construction, operation and management of wastes treatment works and other water pollution control activities, and the encouragement of a friendly exchange of information and experience.

ARTICLE III. Membership

Section 1. Membership may be of six kinds to be known as active members, corporate members, dual members, student members, affiliate members or life members.

Section 2. Any Superintendent, Manager, or other officer of a municipal or private wastes treatment works, a civil, hydraulic, chemical, mechanical or sanitary engineer, chemist or biologist or any Board, Commission, or Department, or any person engaging in the design, construction, financing, operation or supervision of pollution control facilities, or in the sale or manufacture of wastes treatment equipment, may be a member of this corporation.

Section 3. An active member shall be any individual as listed in Section 2 professionally engaged or interested in the advancement of knowledge relating to the disposal or treatment of wastes or improved sanitation of waterways.

Section 4. In accordance with the requirements of the Water Pollution Control Federation Constitution, a corporate member shall be a Sewerage Board, Department or Commission; Sanitary District; Department of Public Works engaged in the handling and/or treatment of waste waters; National, State, District or Municipal Board or Department of Health; or other body, corporation or organization engaged or interested in at least one of the stated objectives of this corporation, and shall be entitled to one representative whose name shall appear on the roll of members and who shall have all the rights and privileges of an active member. This representative may be changed at the convenience and pleasure of the corporate member on written notice to the Executive Secretary.

Section 5. Members in good standing for 20 consecutive years and who have attained the age of 65 or more years, or members who qualify for life membership in the Federation, and Honorary members of the Federation, shall be exempt from further dues and shall thenceforth be classified as life members. Members over 65 years of age who have retired from active work in the field of water pollution control and who have paid dues for less than 20 years may be elected life members by unanimous vote of the Executive Committee. Life members shall be entitled to all privileges in the Federation. Life members may continue to receive the privileges of Federation affiliation by paying the required annual Federation fee to this corporation.

Section 6. Dual members shall be those whose principal active affiliation is with another Water Pollution Control Association allied to the Federation. A dual member shall pay only the annual dues of this corporation as stated in Article III of these By-Laws, as the cost of subscription to the Journal of the Federation will have been paid to the corporation in which he maintains his principal membership. Dual members shall be entitled to all privileges of the corporation.

Section 7. Student members shall be regularly enrolled college or university

students who spend at least one-half of their time on academic course work or equivalent. Student members shall have all the rights and privileges of Active members except for voting or holding office. Student members may not retain this class of membership beyond the end of the calendar year in which they are enrolled as students. Student members shall be exempt from all fees and dues except dues established by the Federation for Student Members.

Section 8. An affiliate member shall be a member in good standing of some recognized state or local area organization not allied to the Federation which is engaged or interested in the advancement of knowledge relating to disposal or treatment of wastes or improved sanitation of waterways. Such a member may take part in all professional and business meetings of this corporation without the right to vote or hold an elective office.

Section 9. Any person, Board, Commission, Department, municipal or private corporation desiring to become a member of this corporation shall make a written request for admission accompanied by the endorsement of two members of this corporation to the Executive Secretary. The Executive Committee may delegate authority to admit to the Executive Secretary. In case of any doubt, the Executive Secretary shall advise the Executive Committee of the extenuating circumstances in which case a majority vote of the Executive Committee shall be necessary for election to this corporation.

ARTICLE IV. Dues

Section 1. The annual dues for active and dual members shall be determined by the Executive Committee. In addition, active members shall pay the cost of active membership in the Water Pollution Control Federation. These fees shall be payable in advance of the fiscal year which shall begin January 1st and end December 31st. No Federation dues are payable in the case of members holding any of the following Federation Memberships: Honorary, Life, Consultant or Associate.

Section 2. The annual dues for corporate members shall be determined by the Executive Committee. In addition, corporate members shall pay the cost of corporate membership in the Water Pollution Control Federation. These fees shall be payable in advance of the fiscal year which shall begin January 1st and end December 31st.

Section 3. The annual dues for Affiliate members shall be determined by the Executive Committee.

Section 4. Any active or corporate member, newly elected before June 30, shall pay full dues and shall be entitled to all of the publications of the Federation that are distributed to its members during the year. Active or Corporate members, elected after June 30, shall pay one-half the regular dues for that year, and shall be entitled to all of the publications distributed during the half-year beginning July 1.

Section 5. Membership of persons whose dues have not been paid on or before December 31 shall be terminated. Former members may be reinstated with the approval of the Executive Committee upon payment of the corporation's portion of annual dues for the year in which such termination occurred, together with dues for the current year.

ARTICLE V. Meetings

Section 1. There shall be held an Annual Convention at which time technical papers will be presented in accordance with the objectives of the corporation as expressed in Article II. This convention shall be held in the fall of the year at a time and place to be selected by the Executive Committee. Other conventions may be scheduled at other times of the year at the discretion of the Executive Committee. A Convention Management Manual shall govern the conduct of conventions.

Section 2. The Annual Business Meeting (hereafter termed Annual Meeting) shall

be held at such time and place as the Annual Convention of the corporation. Special business meetings may be held at such times and places as arranged by the Executive Committee. Thirty Days notice of such meetings shall be given by mail to all members.

ARTICLE VI. Organization

Section 1. The affairs of the corporation shall be conducted by the members assembled at an Annual Meeting. Between Annual Meetings the work of the corporation shall be carried on by an Executive Committee.

Section 2. The officers of the corporation shall be a President, a First Vice-President, a Second Vice-President, a Treasurer, six Directors, and an Editor of the NEWPCA Journal, all of whom shall be Active Members of this corporation.

Section 3. The Executive Committee shall consist of:

- a. The President
- b. The First Vice-President
- c. The Second Vice-President
- d. The Treasurer
- e. Six Directors
- f. The Editor of the NEWPCA Journal

Section 4. The terms of office of the President, First Vice-President, Second Vice-President, Treasurer, and the Editor of the NEWPCA Journal shall be one year. Directors shall serve for three years, with two elected initially for 3 years, two elected initially for 2 years, and two elected initially for 1 year; thereafter, two shall be elected each year for three-year terms. In case of a vacancy in the office of the President, the First Vice-President shall act in his place for the unexpired term. Officers shall be elected at the Annual Meeting to take office the following January 1.

Section 5. The President, First Vice-President, and Second Vice-President shall

not serve more than two years consecutively in the same office.

Section 6. The president of the corporation shall be the Presiding Officer of the Executive Committee. The retiring President shall serve as an advisory member of the Executive Committee for a period of one year following his term of office.

Section 7. A quorum of the Executive Committee shall consist of a majority of its members. Except for the President and Treasurer, any member of the Executive Committee may designate a proxy to act for him if he is unable to attend a meeting in person. All such proxies shall be counted in determining a quorum. In no case shall any individual cast more than one vote.

Section 8. The Executive Committee shall appoint, determine the annual compensation for, and direct the activities of an Executive Secretary, who shall be the executive administrator of the corporation.

ARTICLE VII. Committees

Section 1. In addition to the Executive Committee, there shall be created several committees to carry on the technical and service affairs of the corporation. The following committees with designated chairmen shall be appointed by the President who has the power to appoint any other committees he deems necessary.

- a. Program Committee
- b. Membership Committee
- c. Personnel Advancement Committee
- d. Public Relations Committee
- e. Convention Management Committee
- f. Certification Committee
- g. Special Awards Committee
- h. Research Committee

- i. Registration Committee
- j. Safety Committee
- k. Constitution Committee

Section 2. The Program Committee shall consist of at least three members selected to serve for three years. Membership shall be staggered so that not more than one-third of the committee changes each year. Term of service may be lengthened at the discretion of the Executive Committee.

Section 3. The Membership Committee shall consist of at least one member and preferably one from each region of New England. It shall be assigned the task of stimulating qualified persons to join the corporation.

Section 4. The Personnel Advancement Committee shall have the responsibility of devising manuals, encouraging the presentation of short courses and disseminating special information to plant operator members of this corporation. It shall consist of five or more members having indefinite terms of appointment. These shall be men qualified by education and experience to assist operators in learning more of the elements of water pollution control.

Section 5. The Public Relations Committee shall consist of one or more members appointed for indefinite terms and responsible for securing the public relations desirable in the conduct of this corporation, the achievements of its members, and the conduct of their meetings.

Section 6. The Convention Management Committee shall consist of at least five members, three of whom shall be the First Vice-President, the Second Vice-President and the Chairman of the Program Committee, and the remainder shall be appointed by the President. The terms of office shall be at the discretion of the Executive Committee. It shall be the duty of the Chairman to carry out the mandates of the Convention Management Manual and to keep the Manual revised in accordance with the needs of the corporation and experience obtained in the management of conventions.

Section 7. The Certification Committee shall consist of twelve members appointed to serve for three-year terms in accordance with the Certification Program.

Section 8. Special Awards Committee or Committees shall be appointed to serve for the selection of members to receive awards which may be made available by the corporation or the Federation, and may consist of the three immediate Past Presidents who are active in the corporation.

Section 9. The Research Committee shall consist of at least five members, one each representing Consulting Engineers, State and Municipal Authorities, Equipment Manufacturers, Water Pollution Control Plant Operators, and Educators. It shall have the duty of stimulating research activities at the local level in Water Pollution Control Plants and elsewhere, and coordination with the Water Pollution Control Federation Research Committee.

Section 10. The Registration Committee shall consist of at least five members, four of whom shall be selected by the Chairman. It shall have the duty of manning the Registration Desk at all meetings of this corporation, in accordance with the Registration Program.

Section 11. The Safety Committee shall consist of at least five members. It shall review technical practices and emphasize detail procedure that are indicated by research and experience to be most effective in operation and management of water pollution control facilities in a safe manner. The Committee shall cooperate with the Federation Safety Committee.

Section 12. The Constitution Committee shall consist of at least one member, and shall have the duty of preparing all proposed amendments to the Articles of Organization and By-Laws for consideration by the Executive Committee, and submission of the same to the Federation Constitution and By-Laws Committee for approval prior to submission to the membership for adoption.

ARTICLE VIII. Nomination and Election of Officers

Section 1. The Nominating Committee shall consist of the three immediate Past Presidents who are active in the corporation.

Section 2. The Nominating Committee shall nominate one or more candidates for election to each of the offices prescribed in Article VI, Section 2, and obtain the consent of the nominees to serve if elected.

Section 3. The Nominating Committee shall report the names of the candidates at the Annual Meeting. Other nominations may also be made from the floor.

Section 4. Voting for the candidates shall be conducted by a means agreeable to a majority of the membership in attendance at the Annual Meeting. In instances of more than one candidate for an office, the candidate receiving the highest number of votes cast shall be declared elected.

ARTICLE IX. Federation

The officers are hereby authorized to join this corporation with other associations constituted for like purposes in forming a Water Pollution Control Federation for the advancement of fundamental and practical knowledge concerning the problems of wastes treatment, improved sanitation of waterways, for the publication of a journal, and to participate in other relevant activities. The Executive Committee shall, prior to the Annual Meeting of the Federation, designate members of the corporation in good standing as representatives on said Federation Board of Control, as provided for in the Constitution of the Federation. The corporation representatives shall serve as advisory members of the Executive Committee of this corporation. The officers are authorized to pay to said Federation the annual fee required as collected from each active, corporate, and student member of this corporation. When said requirements are carried out, each active, corporate and student member of this corporation in good standing shall receive copies of the Journal issued by the Federation.

ARTICLE X. Publications

Section 1. There shall be published a Journal which shall serve to disseminate items of interest to members of the corporation.

Section 2. The Journal shall be published twice a year.

Section 3. Other publications, such as manuals or information to operators, may be authorized at the discretion of the Executive Committee.

ARTICLE XI. Liabilities

The officers of this corporation shall not incur any liabilities on behalf of the corporation in excess of the amount actually in the treasury.

ARTICLE XII. Amendments

Section 1. Upon petition of ten or more members, or upon the motion of the Executive Committee, amendments to the Articles of Organization may be made by an affirmative vote at the Annual Meeting of two-thirds of the entire membership entitled to vote on the matter, at least thirty days notice having been given of the proposed amendments in the call for the meeting.

Section 2. Upon petition of ten or more members to, or upon the motion of, the Executive Committee, amendments to the By-Laws may be made by an affirmative vote of a majority of the members present at the Annual Meeting or special meetings, at least thirty days notice having been given of the proposed amendments in the call for the meeting.