

**ARTICLES OF INCORPORATION
WISCONSIN WASTEWATER OPERATORS ASSOCIATION, INC.**

Executed by the undersigned for the purpose of forming a non-profit Wisconsin corporation under Chapter 181 of the Wisconsin Statutes:

ARTICLE 1: The name of the Corporation shall be: WISCONSIN WASTEWATER OPERATORS ASSOCIATION, INC.

ARTICLE 2: The period of existence shall be perpetual.

ARTICLE 3: The purposes shall be as follows:

- A. The advancement of fundamental and practical knowledge concerning the treatment of wastewater and the management of wastewater facilities.
- B. The promotion of good public relations in the water pollution control field.
- C. Assistance and training of personnel interested in water pollution control, management or operation.
- D. The encouragement of exchanging information and experiences in the operation of wastewater treatment facilities.
- E. The publication and distribution of a newsletter relating to the water pollution control field.

ARTICLE 4: The mailing address of the principal office of the corporation shall be ~~P.O. Box 451, Baraboo, Wisconsin 53913-0451~~ 7044 S. 13th Street, Oak Creek, WI 53154-1429, and the name of its ~~initial~~ registered agent at such address is ~~Karen Harter Elizabeth Kutz, WWOA Executive Secretary, CFO of AEG (Association Executives Group)~~.

ARTICLE 5: The number of directors may be fixed by the ByLaws, but shall not be less than four (4). The manner of election or appointment of directors shall be as provided by the By-Laws.

ARTICLE 6: The number of directors constituting the initial Board of Directors shall be eight (8).

ARTICLE 7: The names and addresses of the initial directors are:

Grant Haugstad 2107 South 17th Street La Crosse, WI 54601	John Allen RR 6, Box 92 Chippewa Falls, WI 54729
Thomas O'Keefe 1127 N. Street Hudson, WI 54016	John Wallendahl 223 S Watertown Street Waupun, WI 53963
Robert Deering 708 Linden Drive Green Bay, WI 54301	John Wagner W250 S3856 Reacquired Drive Waukesha, WI 53186
Ward E. Holtz 705 George Street Rothschild, WI 54474	Albert Winter 1013 Hennas Street Kaukauna, WI 54130

ARTICLE 8: The membership of the Corporation shall consist of the following classifications:

- A. An Active Member shall be any interested person employed in administration, engineering, operation or teaching in the field of wastewater and industrial waste treatment, both public and private; or any person representing a manufacturer of products with particular application to the wastewater and industrial waste treatment field or a student interested in the wastewater treatment field.
- B. An Honorary Member shall be one who has the qualification of an Active Member and whose practical or scientific knowledge in matters pertaining to the operation of wastewater treatment plants entitle him/her to special recognition by the Corporation or a person who through his/her efforts has benefitted the Wisconsin Wastewater Operators Association, Inc. Said Honorary Member shall be elected by a

majority of the officers of said Corporation, subject to the approval of a majority of the members present at the first subsequent regular meeting of the membership of the Corporation. Honorary Members shall have the same voting privileges as Active Members, but shall not be required to pay dues.

- C. A Life Member shall be one who has been an Active Member for 25 years or more in this Corporation or 25 years in the Wisconsin Wastewater Work Operators Conference and Wisconsin Wastewater Work Operators Conference Incorporated, the predecessor organizations of this Corporation, or a total of 25 years in both. Life Members shall have the same voting privileges as Active Members and Honorary Members. Life Members shall receive a 20% discount on current active membership dues. A Life Member wishing to hold an office in the Organization may do so only if they are paying full active membership dues. ~~(Revised, see Amendments I, II, III)~~
- D. A Student Member: Eligibility; Any student enrolled in a 2-year or greater college program with studies relating to the field of wastewater treatment. Student must be enrolled as an active in-class member of a college, be recommended by their student advisor, and present their Student ID (or provide a copy with their application). All regular membership benefits apply except WWOA awards and tuition assistance. Terms of membership shall be two years with renewal one time if enrolled in a 4-year program. Membership rate shall be one-half of the normal WWOA membership dues at that time.

ARTICLE 9: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that of the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE 10: The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE 11: ~~In the event of dissolution, any remaining assets shall be given to the Department of Natural Resources of the State of Wisconsin. Upon dissolution of the Association, the assets of the Association remaining after payment of, or provision for, all liabilities or obligations to the Association shall be distributed to such organizations having purposes or objectives similar to those of the Association as the Board of Directors may designate for scientific and educational purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (or the corresponding provisions of any successor law).~~

ARTICLE 12: All income of the Corporation for each taxable year (for Federal income tax purposes) shall be distributed at such time and in such manner so as not to subject the Corporation to Federal Tax under Section 4942 of the Internal Revenue Code of 1954.

ARTICLE 13: The Corporation created hereby shall not engage in any act of self-dealing (as defined in Section 4941 of the Internal Revenue Code of 1954, as amended) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code of 1954, as amended, or make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code 1954, as amended, or retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, as amended.

AMENDMENTS

~~AMENDMENT I—RESOLVED: That ARTICLE 8.C. shall be amended to read as follows:~~

~~'A Life Member shall be one who has been an Active Member for 25 years or more in this Corporation or consecutive 25 years in the Wisconsin Wastewater Operators Conference, Inc., or the Wisconsin Wastewater Works Operators Conference, the unincorporated predecessor organization of this Corporation; or a total of 25 consecutive years in all three organizations.
Defined in Section 4943 (c) of the Internal Revenue Code of 1954, as amended.~~

~~AMENDMENT II—Proposed Articles of Incorporation Reading: Article 8: C~~

~~A Life Member shall be one who has been an Active Member for 25 years or more in this Corporation or 25 years in the Wisconsin Wastewater Works Operators Conference and Wisconsin Wastewater Works Operators Conference Incorporated, the predecessor organizations of this Corporation, or a total of 25 years in both. Life Members shall have the same voting privileges as Active Members and Honorary Members and shall be required to pay dues if currently employed full time by a Wastewater Affiliated Organization. A Life Member~~

wishing to hold an office in the Organization may do so only if they are paying dues. This proposed changed shall be published in the Clarifier at least twice before the annual conference and will be voted on at the Annual Business Meeting October 24, 2013.

Accepted Articles of Incorporation Reading: Article 8: C

A Life Member shall be one who has been an Active Member for 25 years or more in this Corporation or 25 years in the Wisconsin Wastewater Works Operators Conference and Wisconsin Wastewater Works Operators Conference Incorporated, the predecessor organizations of this Corporation, or a total of 25 years in both. Life Members shall have the same voting privileges as Active Members and Honorary Members. Life members prior to 2014 shall not have to pay dues, from 2014 forward; all Life Members shall pay dues.

AMENDMENT III—Proposed Articles of Incorporation Reading: Article 8: C

A Life Member shall be one who has been an Active Member for 25 years or more in this Corporation or 25 years in the Wisconsin Wastewater Works Operators Conference and Wisconsin Wastewater Works Operators Conference Incorporated, the predecessor organizations of this Corporation, or a total of 25 years in both. Life Members shall have the same voting privileges as Active Members and Honorary Members. Life Members shall receive a 20% discount on current active membership dues. A Life Member wishing to hold an office in the Organization may do so only if they are paying full active membership dues. This proposed changed shall be published in the Clarifier at least twice before the annual conference and will be voted on at the Annual Business Meeting October 9, 2014.

Accepted Articles of Incorporation Reading: Article 8: C

A Life Member shall be one who has been an Active Member for 25 years or more in this Corporation or 25 years in the Wisconsin Wastewater Works Operators Conference and Wisconsin Wastewater Works Operators Conference Incorporated, the predecessor organizations of this Corporation, or a total of 25 years in both. Life Members shall have the same voting privileges as Active Members and Honorary Members. Life Members shall receive a 20% discount on current active membership dues. A Life Member wishing to hold an office in the Organization may do so only if they are paying full active membership dues.