



## North Carolina Pretreatment Consortium, Inc.

# BY-LAWS OF THE North Carolina Pretreatment Consortium, Inc. December 1, 2022

### **Article 1: Name and Objectives**

#### **Section 1.01: Name of Organization**

This organization shall be known as the “North Carolina Pretreatment Consortium, Inc.”, to be known hereafter as “NC-PC”.

#### **Section 1.02: Objectives of Organization**

The objectives of the NC-PC organization shall be:

1. To be a unifying voice in the advancement and operation of the municipal pretreatment programs in the State of North Carolina.
2. Help maintain the high ethical standards of pretreatment operations.
3. Afford opportunities for members to become better informed about local and state issues.
4. To provide an opportunity for better communication among the individual members and divisions within this organization.
5. To provide assistance and technical support for training and certification programs.
6. To provide a professional organization for pretreatment professionals.

### **Article 2: Activities Limited to Exempt Purposes**

#### **Section 2.01 Restricted Activities**

2.01.01 No part of the funds of the NC-PC shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the NC-PC shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments and distribution in furtherance of the objectives set forth in Article 1 thereof, and to allow for NC-PC funds in reasonable amounts (not to exceed \$120.00) for expressions of sympathy in the instance of a current or past members passing.

2.01.02 Notwithstanding any other provision of these articles, the NC-PC shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

### **Article 3: Membership**

3.01 Individuals responsible for managing and/or operating Pretreatment Programs and/or FOG Programs for a municipality within the boundaries of the State of North Carolina are eligible for membership in the NC-PC.

3.01.01 Any NC-PC member who was a member for a minimum of five (5) years, may, upon retirement, apply for a limited membership for retirees. These members will be eligible to attend all meetings and to be members of various committees; they will not be eligible to hold an office in the NC-PC nor hold voting privileges. These members must meet the preceding criteria and pay the specified annual dues.

3.02 Anyone meeting the criteria listed in 3.01 may submit an application for membership.

3.03 A member is defined as a person who meets the criteria specified in 3.01, has been approved for membership and pays the specified annual dues.

3.04 Any member shall be eligible for holding office in the NC-PC.

3.05 Upon a majority vote of the Executive Committee, anyone may be designated an Honorary member for outstanding contributions to the field of industrial pretreatment and/or to the NC-PC. This Honorary membership in the NC-PC shall be effective until such time as the Executive Committee votes to rescind the membership. These Honorary members shall not pay dues, shall not have voting privileges, nor shall they be allowed to hold office.

3.06 Membership in the NC-PC may be terminated by:

3.06.01 Voluntary resignation

3.06.02 Failure to pay dues

3.06.03 Expulsion from managing and/or operating a municipal Pretreatment Program

3.06.04 Transfer to a municipality Pretreatment Program outside the boundaries of the State of North Carolina

3.06.05 Failure to attend at least two meetings per year. Meetings are defined as the regular quarterly meetings; any business or working meeting of a standing or other recognized committee of the NC-PC; or the Annual Meeting.

3.07 Membership Transferability

3.07.01 Membership may be transferred as long as the original membership is in good standing.

3.07.02 Transfer is accomplished by having the supervisor of the outgoing member submit a letter to the Secretary giving the name of the outgoing member and the name of the member who will be replacing them.

## **Article 4: Dues**

- 4.01 NC-PC annual membership renewal shall be due and payable on or before March 1. Annual membership renewal dues paid after March 1 will have a late fee. Dues for membership or renewal will be credited for the fiscal year in which they are paid. Dues shall be collected by the Treasurer.
- 4.02 New members admitted during the year shall pay the full amount of dues.
- 4.03 The amount of dues will be voted on at the same time as the election of officers.
- 4.04 The fiscal year for the NC-PC shall be from January 1 through December 31.
- 4.05 Dues are to be assessed by individuals rather than by program.
- 4.05 When membership is terminated by adherence to provisions listed in Article 3 herein, no refund for dues will be granted to terminated members.

## **Article 5: Officers and Elections**

### **Section 5.01 Appointment of Office Positions**

- 5.01.01 The officers of the NC-PC shall include a Chairman, the Immediate Past Chairman, a Vice Chairman, a Secretary, a Treasurer, and such other officers as may be found necessary.
- 5.01.02 The Chairman, Vice Chairman, and Secretary shall be elected at the Annual Meeting. Term of office shall be for one year and shall commence in January.
- 5.01.03 The Chairman, upon completion of the term as Chairman, automatically becomes Immediate Past Chairman for one term.
- 5.01.04 The Treasurer shall be elected at the Annual Meeting. Term of office shall be for two years and shall commence in January.
- 5.01.05 Executive Committee Advisor: The Executive Committee may, when deemed necessary, employ an Executive Committee Advisor who shall be the chief administrative official of the Consortium. The Executive Committee Advisor would be responsible for the administration of the Consortium affairs placed in the Executive Committee Advisor's charge under these by-laws or by resolution adopted by the Executive Committee. The amount of compensation will be decided on at the same time as the election of officers.

### **Section 5.02 Duties and Responsibilities of Officers**

- 5.02.01 The Chairman shall be responsible for developing and continuing the NC-PC activities during the term of office. The Chairman shall preside at all meetings; serve as Chairman of the Executive Committee and as ex-officio member of all committees; oversees the business affairs and activities; presents the report of the NC-PC activities at the Annual Meeting and perform all other duties commonly incident to such office. The Chairman shall be authorized to sign checks drawn upon the NC-PCs checking account in accordance with Section 2.01.01 and to purchase necessary supplies and equipment. The Chairman may also be referred to and serve as President.

- 5.02.02 In the absence of the Chairman, the Vice Chairman shall preside at meetings and act for and assist the Chairman in conducting affairs, as may be requested by the Chairman. In the event that the elected Chairman is unwilling or unable to fulfill the responsibilities of the term, the Vice-Chairman shall assume the position and responsibilities of Chairman.
- 5.02.03 The Immediate Past Chairman shall provide support and, upon request of the Executive Committee and/or Chairman, offer direction in the management of the organization.
- 5.02.04 The Secretary, as directed by the Executive Committee, shall conduct all elections and referendums; shall keep the minutes of all meetings and shall distribute those minutes to the membership and to the Webmaster; conduct correspondence; announce the Annual State Meeting; and perform such other duties as may be assigned by the Executive Committee or Chairman. The Secretary shall report to the Chairman, the adoption of an amendment to these bylaws and/or the Articles of Incorporation.
- 5.02.05 The Treasurer, as directed by the Executive Committee, shall act as custodian of the NC-PC accounting records and accounts; receive and deposit all money and disburse all money authorized by the Chairman or Executive Committee on behalf of the NC-PC; and perform such other duties as may be assigned by the Executive Committee or the Chairman. The Treasurer shall prepare and present at the annual meeting a report of the NC-PC financial status. The Treasurer shall be authorized to sign checks drawn upon the NC-PCs checking account in accordance with Section 2.01.01 and to purchase necessary supplies and equipment. The Treasurer shall provide a copy of the annual financial statement and all other information specifically requested by the United States Internal Revenue Service regulations.

### **Section 5.03 Elections**

- 5.03.01 Election of Officers shall be at the Annual Meeting.
- 5.03.02 The Chairman shall solicit nominations from the membership for the Chairman, the Vice Chairman, the Secretary, and for the Treasurer (when applicable). The nomination submittals must be transmitted to the Executive Committee by no later than 30 days prior to the Annual Meeting. All nominees are evaluated to determine if they are members in good standing and eligible to hold office.
- 5.03.03 The outcome of all elections shall be determined by a simple majority of the votes cast.
- 5.03.04 All members of the NC-PC shall be informed of the election results as soon as possible.

### **Section 5.04 Recall**

- 5.04.01 Any officer may be removed from office for reasons of misconduct, incompetence or neglect of duty provided such removal is approved by 2/3 (two-thirds) vote of all members voting in a letter ballot. Such a ballot may be initiated by the Executive Committee on petition setting forth the points of contention and signed by at least two percent, but, in no case, less than ten of the voting members of the NC-PC. Ballots shall be mailed and received by the Executive Committee as chosen by the committee.

## **Article 6: Standing or Special Committees**

### **Section 6.01 Executive Committee**

- 6.01.01 The Executive Committee, which may also be referred to and serve as the Board of Directors, shall consist of the Chairman, the Immediate Past Chairman, the Vice-Chairman, the Secretary, the Treasurer, the Certification Board Chairman, and the Conference Planning Committee Chairman.
- 6.01.02 Business of the Executive Committee shall not be conducted without a quorum of 50% of the said committee in attendance.

### **Section 6.02 Other Standing Committees**

6.02.01 In order to promote professionalism and ongoing education in the field of pretreatment, the following Standing Committees are recognized: the Conference Planning Committee and the Pretreatment Certification Board.

6.02.01.01 The Conference Planning Committee shall be responsible for the planning, promotion and execution of the Pretreatment Annual Conference including but not limited to, the conception of the agenda, the procurement of speakers, the publication and distribution of conference announcements and printed materials, as well as the purchase of supplies and equipment necessary for the execution of the conference. Membership in the Conference Planning Committee is voluntary. The Chairman of the committee is selected by consensus among the committee members. The Chairman of the Conference Planning Committee is a member of the Executive Committee and shall be responsible for reporting to the Executive Committee all business undertaken by the committee in the name of the NC-PC. All expenditures by the committee shall be approved by the NC-PC Treasurer.

6.02.01.02 The Certification Board shall be responsible for the planning, promotion and execution of the Pretreatment Certification Program, including but not limited to, the conception of the course schedule, the procurement of instructors, the publication and distribution of course announcements and printed materials, as well as the purchase of supplies and equipment necessary for the execution of the program. Membership on the Certification Board is in accordance with the NC-PC Certification Board By-laws. The Chairman of the Board is determined in accordance with the NC-PC Certification Board By-laws. The Chairman of the Certification Board is a member of the Executive Committee and shall be responsible for reporting to the Executive Committee all business undertaken by the Board in the name of the NC-PC. All expenditures by the committee shall be approved by the NC-PC Treasurer. The Chairman of the Certification Board shall be authorized to sign checks drawn upon the NC-PCs checking account in accordance with Section 2.01.01 and to purchase necessary supplies and equipment.

6.02.02 In order to create a mechanism for honoring outstanding contributions to the field of pretreatment and/or the NC-PC, the Awards Committee is recognized. Membership on this committee is by appointment and invitation as per Article 9.

### **Section 6.03 Subject Committees**

From time to time, the Executive Committee or the Membership of the NC-PC may choose to create temporary subject specific committees whose responsibility is to research and comment on the specific subject for which it was created. These committees shall be authorized to publish findings and opinions in the name of the NC-PC provided that the Chairman of the NC-PC has the opportunity to review and sign said document. Membership on these committees shall be voluntary.

## **Article 7: Meetings**

## **7.01 Regular Meetings**

7.01.01 Meetings shall be held quarterly.

7.01.02 Of the four meetings to be held each year, a maximum of two shall be scheduled in the Central part of the State, with a minimum of one each to be held in the Eastern and Western parts of the State.

## **7.02 Annual Meeting**

7.02.01 The Annual Meeting shall be scheduled to take place at the Annual North Carolina Pretreatment Conference.

7.02.02 The Annual Meeting shall replace one of the regular quarterly meetings.

## **7.03 Attendance**

7.03.01 Meetings are open to members, their guests and other persons (upon invitation) interested in the exchange of ideas on subjects of relevance to the organization. These individuals do not make up the voting membership and will not be eligible to receive member benefits.

7.03.02 Attendance is defined as:

7.03.02.01 Physical or virtual presence at a regular quarterly meeting, a business or working meeting of a standing or other recognized committee of the NC-PC or the Annual Meeting or

7.03.02.02 Attendance as specified in 7.03.02.01 by proxy. Attendance by proxy requires a written letter given to a member of the NC-PC of your choice who will be permitted to vote and speak in your name. The letter must be given to the chairman of the meeting before the meeting begins.

7.03.03 To the extent allowed and provided for by state law, the NC-PC shall recognize and utilize first class mail, Facsimile transmission, electronic mail or other forms of wire and wireless communication.

7.03.04 Ten percent (10%) of the voting members shall be represented at a meeting of members to constitute a quorum.

7.03.05 Notice of meeting date, time, location and meeting topic or business shall be transmitted by electronic mail, facsimile transmission, or sent by first-class, registered or certified mail, as provided by state law. Notice of the meeting shall be distributed to members no less than 10 days prior to the meeting date.

7.03.06 Unless one-third of the membership is represented in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice.

## **Article 8: Amendment of Articles of Incorporation and By-Laws**

It shall be the responsibility of the Executive Committee to interpret the by-laws. Amendments of these by-laws may be proposed by the Executive Committee or upon written petition of no less than ten of the voting members of the NC-PC. Proposed amendments shall be submitted to a ballot of members no less than 30 days prior to the deadline set

for votes to be received. Amendment shall be approved by the members entitled to vote thereon by two-thirds of the votes entitled to be cast, whichever is less.

## **Article 9: Martie Groome Pretreatment Professional Award/Peer Award**

### **Section 9.01 Purpose of Peer Award**

9.01.01 The purpose of the NC-PC Martie Groome Pretreatment Professional Award shall be to recognize outstanding effort, achievement, workload, and contribution to the field of industrial pretreatment and/or the NC-PC.

9.01.02 The Martie Groome Pretreatment Professional Award shall be presented at the Annual Pretreatment Conference.

9.01.03 The NC-PC Martie Groome Pretreatment Professional Award may be presented to individuals or to entire Pretreatment Programs with a minimum of one award and a maximum of two awards to be presented.

9.01.04 Current recipient is again eligible for the award after a period of three years.

### **Section 9.02 The Award Committee/Award Judges**

9.02.01 The Peer Award Committee shall consist of 4 persons. The Chairman shall appoint all Award Judges based on geographic diversity. These persons are referred to as Award Judges.

9.02.02 Award Judges are not eligible to receive the award.-The Chairman shall be one of the Award Judges.

### **Section 9.03 Nominations & Scoring**

9.03.01 Any NC-PC member may nominate an individual or pretreatment program by completing the “NC-PC Martie Groome Pretreatment Professional Award Nomination Form”, or equivalent, and submitting the form to the Peer Award Committee. All nominations must be submitted to the Peer Award Committee on or before the nomination deadline established by the Committee.

9.03.02 Following receipt of nominations, the Peer Award Committee shall complete the “NC-PC Peer Award Scoring Tally Sheet”, or equivalent, for each nominee. The Peer Award shall be awarded at the discretion of the Award Committee, based on the individual(s) or program(s) achieving the highest score(s).

## **Article 10: Indemnification of Directors and Officers**

10.01 It shall be the policy of the corporation to indemnify to the maximum extent permitted by Chapter 55A of the General Statutes of North Carolina any one or more of the directors, officers, executive committee members, employees, or agents and former directors, officers, executive committee members, employees, or agents of the corporation, and persons who serve or have served at the request of the corporation as trustees, officers, partners, directors, employees or agents of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened, or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a proceeding) and against reasonable costs and expenses (including attorneys fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

10.02 The corporation may advance expenses in connection with any proceeding to any such person in accordance with applicable law. The use of funds of the corporation for indemnification or for purchase and maintenance of insurance for the benefit of the persons designated in Section 10.01 shall be deemed a proper expense of the corporation.

These By-Laws supersede those dated October 17, 2014 and were adopted in accordance with the By-Laws.

*Eric R. Bluford*

Eric Bluford  
NC-PC 2022 Chairman

*Laura Pruitt*

Laura Pruitt  
NC-PC 2022 Secretary