



## NEWEA CONSTITUTION AND BYLAWS

(Adopted xxxxxxxx xx, 20xx)

The NEWEA became a tax-exempt corporation on January 1, 1977. Articles of Organization were issued by the Commonwealth of Massachusetts on that date and are on file with the ASSOCIATION's Executive Director. The constitution and bylaws of the corporation are as follows:

### 1. NAME

- 1.1 The name of this corporation shall be the New England Water Environment Association Inc., hereinafter designated as the ASSOCIATION and abbreviated NEWEA.

### 2. AFFILIATION

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

### 3. OBJECTIVES

- 3.1 The ASSOCIATION shall strive to accomplish the following objectives. All objectives are in harmony with those of WEF.
- 3.2 Advance the fundamental knowledge of the water environment, its basic qualities, and physical laws governing its interaction with other aspects of the environment, and with the aesthetic, economic, and biological needs of the earth's inhabitants.
- 3.3 Advance the knowledge and technology in the design, construction, operation, and management of water quality systems and facilities.
- 3.4 Increase the knowledge and understanding of the earth's water environment and encourage and promote action necessary for its enhancement.
- 3.5 Develop and implement effective delivery mechanisms to rapidly disseminate knowledge concerning the water environment to members and other interested parties.
- 3.6 Promote sound policy in matters relating to the water environment.
- 3.7 Improve the professional status of all personnel engaged in any aspect of protecting and improving the earth's water environment.
- 3.8 Strengthen and build alliances with organizations throughout the world incorporating members of all professions dedicated to the preservation and enhancement of water quality and water resources.
- 3.9 Stimulate public awareness of the relationship of water resources to the public welfare, and the need for pollution prevention, resource recovery, preservation, conservation and reuse of water resources.
- 3.10 Serve the International community of water environment professionals.

### 4. FRANCHISE

- 4.1 The exclusive service area of the ASSOCIATION shall consist of the states of Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island and Vermont.
- 4.2 No revision to divide the exclusive service area shall be made until the following conditions are met.
- a) A petition requesting such division is presented to the Executive Committee through the President. The petition shall be signed by not less than 51 percent of the ASSOCIATION membership.
- b) A mail ballot, on the question of division of the ASSOCIATION is submitted to the entire membership; and

two-thirds of the voting Individual and Group Members approve the division of the ASSOCIATION.

- c) The division is approved by the WEF.

4.3 No revision to expand the exclusive service area by joining with another member association of the WEF shall be made until the following conditions are met.

- a) A petition requesting such joining is presented to the Executive Committee through the President. The petition must be signed by not less than a total of 100 Individual and/or Group Members.
- b) A mail ballot on the question of joining another member association is submitted to the entire membership; and two-thirds of the voting Individual and Group Members approve the joining of the ASSOCIATION with another member association.
- c) The joining is approved by the WEF.

## 5. MEMBERSHIP

5.1 The membership of the ASSOCIATION shall consist of persons and organizations interested in any of the objectives of the ASSOCIATION residing in or maintaining a place of business within the exclusive service area of the ASSOCIATION and having such qualifications as are prescribed in the Constitution and Bylaws for the Individual, Group, or ASSOCIATION-Only membership.

5.2 The term "eligible voting member" as used in this Constitution and Bylaws shall include all persons having the rights and privileges of Individual, Group, or ASSOCIATION-Only Members as prescribed in the Constitution and Bylaws.

## 6. EXECUTIVE COMMITTEE

6.1 The affairs of the ASSOCIATION shall be managed by an Executive Committee under such rules as the Committee may determine, subject to the specific conditions of this Constitution and Bylaws.

6.2 The Executive Committee shall consist of elected officers ~~(as defined in Section 7.1) and the Executive Director, who shall serve without a vote.~~

~~6.3 Any sitting member(s) of the WEF Board of Trustees and/or WEF Delegate(s)-at-large whose primary Member Association is the ASSOCIATION shall be invited to participate in the affairs of the Executive Committee in an advisory, non-voting capacity.~~

6.4 Presiding Officer

6.3.1 The President of the ASSOCIATION shall be the Presiding Officer of the Executive Committee.

6.5 Quorum

6.4.1 A quorum of the Executive Committee shall consist of a majority of its members.

6.6 Duties of the Executive Committee

6.5.1 Shall be the representative of the ASSOCIATION and shall manage its affairs and establish policies subject to the conditions and limitations prescribed in the Constitution and Bylaws.

6.5.2 Shall receive all committee reports and take appropriate action on recommendations made in these reports where required.

6.5.3 Shall direct the investment and care of the funds of the ASSOCIATION.

6.5.4 Shall make funds available for regular operation of the ASSOCIATION and for specific purposes. No financial commitments shall be incurred that are beyond the funds available or otherwise due.

6.5.5 Shall approve the hiring of, the annual compensation for, and direct the activities of an Executive Director.

6.6 Proxy Appointment

6.6.1 Any of the six ASSOCIATION State Directors, six ASSOCIATION Council Directors, ASSOCIATION-elected WEF Delegates, or Treasurer may appoint a proxy to serve in his or her behalf at an Executive Committee meeting, provided he or she notifies the President and Executive Director in advance and in writing.

6.7 Senior Management Team

**Deleted:** , the Executive Director and, if applicable, a WEF Officer and/or WEF Delegate(s)-at-large whose primary Member Association is the ASSOCIATION. The WEF Officer /WEF Delegate(s)-at-large and the Executive Director

- 6.7.1 Shall consist of the President, President-elect, Vice President, Immediate Past President, Treasurer, and Executive Director (in a non-voting advisory role)
- 6.7.2 Shall convene as necessary outside of the Executive Committee in order to make determinations with regard to routine administrative and strategic details of association business requiring immediate decisions and timely action.
- 6.7.3 Shall reasonably and in good faith represent the intentions and expectations of the Executive Committee.
- 6.7.4 Shall report fully and regularly to the Executive Committee with regard to decisions taken and actions consummated on behalf of the Executive Committee.
- 6.7.5 Shall discuss ways to help the Executive Committee make the most efficient possible use of their meeting time to effect and analyze ASSOCIATION business in order to serve the best interests of the membership and the industry.

## 7. OFFICERS

- 7.1 The officers of the Corporation shall be:
  - 7.1.1 a President, a President-Elect, a Vice-President, the latest living ASSOCIATION Past President, six ASSOCIATION State Directors, six ASSOCIATION Council Directors, and a Treasurer; and
  - 7.1.2 ASSOCIATION-elected Delegates who represent the ASSOCIATION as WEF members on the WEF House of Delegates in terms as defined and designated in the WEF Bylaws.
- 7.2 Any sitting member(s) of the WEF Board of Trustees or WEF-appointed At-Large Delegate(s) whose primary Member Association is the ASSOCIATION shall be given honorary non-voting officer status and invited to attend all NEWEA Executive Committee meetings.
- 7.3 All officers shall be persons having all the rights and privileges of Active members.

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## 8. APPOINTMENT OF EXECUTIVE DIRECTOR

- 8.1 The Executive Director shall be appointed by the Executive Committee upon the recommendation of the Management Review Committee.

## 9. OFFICERS

- 9.1 Duties and Functions
  - 9.1.1 President
    - 9.1.1.1 General supervision of the affairs of the ASSOCIATION.
    - 9.1.1.2 Preside at all conferences and meetings of the ASSOCIATION and meetings of the Executive Committee.
    - 9.1.1.3 Be an ex-officio member of all committees, other than the Nominating Committee, and appoint the members of all committees where membership is not otherwise specified by the Constitution and Bylaws.
    - 9.1.1.4 Perform such other duties as may be assigned by the Executive Committee.
  - 9.1.2 President-Elect and Vice President
    - 9.1.2.1 Assist the President in the performance of prescribed duties.
    - 9.1.2.2 Preside at conferences and meetings of the ASSOCIATION and at meetings of the Executive Committee in the absence of the President.
    - 9.1.2.3 Be ex-officio member of all committees other than the Nominating Committee and those chaired by the individual.
    - 9.1.2.4 Perform such other duties as may be assigned by the Executive Committee.
    - 9.1.2.5 In absence of the President, the President-Elect shall act. In case the President-Elect cannot act, the Vice President shall act. In case the Vice President cannot act, the latest living Past President shall do so. The Executive Committee shall elect one of its members to act if the Past President cannot do so.
    - 9.1.2.6 The Vice President shall perform other duties as assigned by the President and Executive Committee.
  - 9.1.3 ASSOCIATION-elected WEF Delegate(s)
    - 9.1.3.1 The ASSOCIATION-elected WEF Delegate(s) shall serve as WEF members on the WEF House of Delegates, in terms as defined and designated in the WEF Bylaws, representing the ASSOCIATION in the conduct of all business by the WEF House of Delegates.
  - 9.1.4 Treasurer
    - 9.1.4.1 See that all moneys due to the ASSOCIATION and the WEF are collected carefully, and, without

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- loss, transferred to and reconciled with the WEF and proper accounts and custody; ensure that all MA dues collected directly by WEF are correctly tracked and properly transferred to and reconciled with the NEWEA account; see that all expenditures are properly entered in the records of the ASSOCIATION, and the bills and vouchers for their payment are proper and in order; and sign or see to the signing of checks or drafts against funds of the ASSOCIATION, all in accordance with procedures established or approved by the Executive Committee.
- 9.1.4.2 Forward to the Officers and each Executive Committee member a quarterly financial summary of accrued income and expenses consistent with the annual financial statement.
- 9.1.4.3 Present at the Annual Meeting of the ASSOCIATION a balance sheet of the books as of the end of the previous fiscal year and as of the end of the quarter preceding the Annual Meeting which books shall be made available for audit, annually or as otherwise specified by the Executive Committee at the expense of the ASSOCIATION, by a public accountant appointed by the Executive Committee.
- 9.1.4.4 Consult with the officers of the ASSOCIATION as to the custody and investment of funds and preparation of an annual budget.
- 9.1.5 ASSOCIATION Council Directors
- 9.1.5.1 ASSOCIATION Council Directors (6 total) represent six councils of ASSOCIATION committees: Public Outreach Council; Collection Systems and Water Resources Council; Treatment, Systems Operation and Management Council; Innovation Council; Communications Council; and Meeting Management Council. Each Council comprises several ASSOCIATION standing committees.
- 9.1.5.2 Each ASSOCIATION Council Director provides leadership and oversight to his/her Council committees and acts as a liaison and voting representative for each committee to the Executive Committee.
- 9.1.6 ASSOCIATION State Directors
- 9.1.6.1 Association State Directors (6 total); each represents his/her respective state and advises the Executive Committee of the needs and initiatives of that state.
- 9.1.6.2 State Directors shall establish and maintain liaison between the ASSOCIATION and the Director's respective constituency (such as the State Operator Association or the Affiliated State Association), and the state and federal legislative delegation from his/her state on environmental issues of concern to New England.
- 9.1.7 Past President
- 9.1.7.1 The Past President shall serve as the Chair of the Management Review Committee and perform other duties as assigned by the President and Executive Committee.
- 9.1.8 Non-voting honorary officer(s) by virtue of appointment to WEF position
- 9.1.8.1 A member of the WEF Board of Trustees and any appointed At-Large member of the WEF House of Delegates whose primary Member Association is the ASSOCIATION (as approved by the ASSOCIATION Executive Committee) shall be invited to attend Executive Committee meetings on a non-voting basis, and to offer advice and guidance as appropriate.
- 9.2 Terms of Office
- 9.2.1 The terms of office of the President, President-Elect, Vice President, Treasurer, and the latest living Past President shall be for approximately one year, which term shall start immediately following the close of the ASSOCIATION annual meeting, at which the election of officers is conducted, and continue until their successors qualify. Officers shall not be eligible to succeed themselves in consecutive terms, excepting the offices of Treasurer and WEF-Appointed honorary Officers. The Treasurer position may not serve more than three (3) consecutive one-year terms. Any WEF-Appointed Honorary Officer may serve consecutive terms so long as he or she serves in his/her WEF-appointed position.
- 9.2.2 The terms of the six ASSOCIATION State Directors and six ASSOCIATION Council Directors shall be for approximately three years, with Directors nominated and elected each year as required. New Director terms shall start immediately following the close of the ASSOCIATION annual meeting at which the election of officers is conducted, and continue until their successors qualify.
- 9.2.3 The term(s) of the ASSOCIATION-elected WEF member Delegate(s) shall be as defined and designated in the WEF Bylaws, spanning approximately three years beginning and ending at the annual meetings of the WEF. The Delegate(s) shall not be eligible to succeed themselves in consecutive terms.
- 9.3 Nominations and Election of Officers
- 9.3.1 Nominations for Vice-President, ASSOCIATION-elected WEF Delegate(s), Treasurer, and ASSOCIATION State and Council Directors for the following year shall be received and considered by the Nominating Committee. Nominations shall also be received for President and President-Elect if advancement to these offices is not automatic as prescribed by this document. The Nominating Committee, through its Chair, shall submit to the Executive Committee for its approval at least sixty days prior to the annual meeting of

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the ASSOCIATION its selection of one or more candidates for each office required to be filled. All nominees shall have signified their willingness to serve

- 9.3.2 Upon completion of each term of office, or upon adoption of a resolution by the Executive Committee that a vacancy exists in the office of President or President-Elect, there shall be automatic advancement from President-Elect to President and from Vice President to President-Elect. Denial of such automatic advancement shall be by a two-thirds majority vote of the Executive Committee.
- 9.3.3 The Executive Director shall transmit the report of the Nominating Committee to the ASSOCIATION membership. The eligible voting Members of the ASSOCIATION shall elect officers at the annual meeting by majority vote. Nominations may be made from the floor by eligible voting Members present. If more than one name is placed in nomination for office, voting shall be by ballot and the nominee receiving a majority of the votes cast shall be declared elected.
- 9.3.4 Should any nominee for office not receive a majority of the votes cast for that office, the names of the two nominees receiving the greatest number of votes shall be re-submitted immediately to the eligible voters for consideration.
- 9.3.5 In the case of a vacancy in an elected office, the Nominating Committee shall promptly select a nominee for the office. Such nominees may be voted on at a regular meeting of the Executive Committee or by a mail ballot of the Executive Committee. The nominee receiving a majority vote of the Executive Committee members voting shall be declared elected. The officer so selected shall take office immediately and shall continue in office until a successor is elected.
- 9.3.6 The President shall be ineligible for re-election. This prohibition shall not apply to a person acting as President in the absence of the President. However, should any of the officers serving as President, President-Elect, or Vice President have been elected to fill a vacancy, and will have served in that elected office less than six months, such officer shall be eligible for re-election to the same office for one full term of office.

#### 10. EXECUTIVE DIRECTOR

- 10.1 Duties and Functions
  - 10.1.1 Serve as the Clerk of the Corporation.
  - 10.1.2 Serve as the executive officer of the ASSOCIATION, and operate under the general direction of the President and the Executive Committee.
  - 10.1.3 Attend all Executive Committee Meetings, prepare and distribute an agenda, and record, finalize and distribute the minutes of the Executive Committee Meetings.
  - 10.1.4 Maintain records of the ASSOCIATION including a database list of members of the ASSOCIATION.
  - 10.1.5 Present a report for each calendar year at the Annual Meeting of the ASSOCIATION.
  - 10.1.6 Perform such other duties as may be assigned by the Executive Committee.

#### 11. MEMBERSHIP CLASSIFICATION, QUALIFICATIONS, AND PRIVILEGES

- 11.1 Individual Member
  - 11.1.1 Qualifications
    - 11.1.1.1 Any Individual interested in the advancement of knowledge relating to the objectives of the WEF and the ASSOCIATION.
  - 11.1.2 Rights and Privileges
    - 11.1.2.1 Shall be an eligible voting member of the ASSOCIATION
    - 11.1.2.2 Shall have all the rights and privileges granted by the WEF and ASSOCIATION including the rights to hold office and serve on committees.
    - 11.1.2.3 Shall be entitled to receive publications of the WEF, as authorized by its Board of Trustees, and publications of the ASSOCIATION, as authorized by its Executive Committee, for the specific Individual member package.
- 11.2 Group Member
  - 11.2.1 Qualifications
    - 11.2.1.1 Any group or organization interested in the advancement of knowledge relating to the objectives of WEF and the ASSOCIATION.
  - 11.2.2 Rights and Privileges
    - 11.2.2.1 Shall have all the rights and privileges granted by the WEF and the ASSOCIATION including the

right of its ASSOCIATION-recognized authorized representative(s) to vote as provided for in this Constitution and Bylaws

11.3 Certification of Membership

- 11.3.1 The Executive Director shall coordinate each month with the Executive Director of the WEF, the new and renewed Individual and Group Members of the ASSOCIATION, and shall reconcile payments of the appropriate amount of dues for each class member.

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11.4 ASSOCIATION-Only Memberships

11.4.1 Qualifications

- 11.4.1.1 Any Individual or group interested in the advancement of knowledge relating to the objectives of the ASSOCIATION

11.4.2 Rights and Privileges

- 11.4.2.1 Shall be an eligible voting member of the ASSOCIATION, but shall not be a certified Member of WEF.
- 11.4.2.2 Shall have all the rights and privileges granted by the ASSOCIATION including the rights to hold ASSOCIATION office and serve on ASSOCIATION committees.
- 11.4.2.3 Shall be entitled to receive publications of the ASSOCIATION, as authorized by its Executive Committee, for the specific ASSOCIATION-Only memberpackage.
- 11.4.2.4 Shall be ineligible to receive WEF member benefits or publications or to hold WEF-related offices unless, and until such time as, the ASSOCIATION-Only membership is upgraded to an Individual or Group Membership as defined in sections 11.1 and 11.2 above

11.5 Student Chapters

11.5.1 Qualifications

- 11.5.1.1 Any Student Chapter, located within the ASSOCIATION franchise and consisting of at least five persons, may be granted charter membership in the WEF by majority vote of the ASSOCIATION provided:
- a) Its objectives are in harmony with the purposes of the WEF and ASSOCIATION;
- b) The Constitution and Bylaws of the applicant chapter have been certified by the ASSOCIATION as being in harmony with those of the ASSOCIATION and of the WEF; and
- c) The Student Chapter has been recommended for membership by the ASSOCIATION.

11.5.2 Organization and Privileges

- 11.5.2.1 The Student Chapter will be issued a WEF charter following recommendation by the ASSOCIATION and approval by the WEF.
- 11.5.2.2 The Student Chapter shall govern the number and character of its meetings. At least one meeting shall be held each school year.
- 11.5.2.3 A Counselor for the Student Chapter shall be appointed or elected by the ASSOCIATION. The Counselor shall be an Individual or Group member of the ASSOCIATION and of the WEF and shall be an advisor to the Student Chapter.
- 11.5.2.4 All officers and members of the Student Chapter shall be Individual Members of the ASSOCIATION and of the WEF.
- 11.5.2.5 The Student Chapter shall submit an annual report to the Student Activities Committee by May 1 of each year.

11.5.3 Authority

- 11.5.3.1 A Student Chapter shall have authority to act only on its own behalf and shall have authority to incur obligations for the Student Chapter only.

11.5.4 Withdrawal and Termination

- 11.5.4.1 A Student Chapter may withdraw from the WEF at the end of any school year after giving appropriate written notice of its intentions to both the ASSOCIATION and the WEF.
- 11.5.4.2 The ASSOCIATION may revoke the charter of any Student Chapter, if, after the Chapter has been afforded an opportunity to be heard, the ASSOCIATION judges it to be in the best interest of the ASSOCIATION and the WEF to do so.

12. DUES

12.1 Payment of Dues

12.1.1 For each Individual and Group Member, the annual dues shall be determined by the Executive Committee and shall include the current dues as established by the Board of Trustees of the WEF. For ASSOCIATION-Only Members, the annual dues shall be determined by the ASSOCIATION Executive Committee.

12.1.1.1 Annual dues for Individual and Group Members will be billed directly to ASSOCIATION Members either by the WEF or by the ASSOCIATION, and reconciled in accord with bylaws section 11.3.1 above. Dues shall be considered delinquent if not received by the Member's anniversary date.

12.1.1.2 Annual dues for ASSOCIATION-Only Members will be billed to those members by the ASSOCIATION. Dues shall be considered delinquent if not received by the Member's anniversary date.

12.1.1.3 Dues are payable for a twelve-month period beginning with the first date of membership which is defined as the anniversary date.

12.2 Subscription(s) included in Dues

12.2.1 All members certified to the WEF by the ASSOCIATION shall be entitled to such publications of the WEF as may be approved by its Board of Trustees for the appropriate membership package. All members shall be entitled to the publications of the ASSOCIATION as may be approved by its Executive Committee.

12.3 Arrears

12.3.1 Any Member of the ASSOCIATION who shall be delinquent in dues for a period of 30 days from the designated renewal date shall be notified of such delinquency and suspended from further services. If payment is not made within the next succeeding 30 days, the delinquent Member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

13. **ADMISSION AND EXPULSION**

13.1 Admission

13.1.1 Applications for membership will be reviewed by the Executive Director in accordance with the policies established by the Executive Committee.

13.1.2 There shall be no admission fee.

13.2 Expulsion

13.2.1 Any member may be expelled from the ASSOCIATION for good and sufficient reason by a two-thirds vote of the Executive Committee.

13.2.2 Any officer may be removed from office for good and sufficient reason by a two-thirds vote taken at a duly constituted meeting of the Executive Committee.

14. **COMMITTEES**

14.1 General

14.1.1 In addition to the Nominating Committee provided for in Section 14.2 of the Constitution and Bylaws, the President is empowered to appoint such additional committees as may be required to advance the best interest of the ASSOCIATION and to enable it to fulfill its objectives.

14.2 Nominating Committee

14.2.1 Shall consist of the three immediate past presidents who are active in the ASSOCIATION and are eligible voting members of the ASSOCIATION, and two sitting ASSOCIATION officers, as appointed by the Nominating Committee Chair and approved by the Executive Committee.

14.2.2 The senior past president shall serve as Chair of the Committee.

14.2.3 Shall nominate candidates for the elective offices of the ASSOCIATION.

14.2.4 No members of the Nominating Committee shall be eligible for nomination to a new term of elective office.

14.2.4.1 A Past President sitting on the Nominating Committee may be nominated for an ASSOCIATION-Elected WEF Delegate position.

14.2.4.2 A Treasurer who is sitting on the Nominating Committee may be nominated to serve in the

~~second or third consecutive term of his/her currently held position.~~

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**15. PUBLICATIONS**

- 15.1 All publications of the ASSOCIATION shall be issued under direction of the Executive Committee.

**16. MEETINGS**

**16.1 Annual Conference and Annual Business Meeting**

- 16.1.1 An Annual Conference and Annual Business Meeting of the ASSOCIATION shall be held at the time and place selected by the Executive Committee.
- 16.1.2 Each person attending the Annual Conference shall pay a registration fee of such amount as may be determined by the Executive Committee.
- 16.1.3 An Annual Business Meeting of the ASSOCIATION shall be held during the Annual Conference to receive reports of officers and committees, to elect officers, and carry on other business of the ASSOCIATION.

**16.2 Special Meetings**

- 16.2.1 Special meetings of the ASSOCIATION may be held at such other times and places as requested by the Executive Committee or upon the petition of one hundred eligible voting members.

**16.3 Notices**

- 16.3.1 Notices of all conferences and meetings of the ASSOCIATION shall be sent out to all Members by the Executive Director or under his/her supervision, at least thirty days in advance of any conference or meeting.

**16.4 Executive Committee Meetings**

- 16.4.1 The Executive Committee shall hold at least one meeting at the time of each Annual Conference.
- 16.4.2 Other Executive Committee meetings shall be held at the call of the President, or on petition addressed to the Executive Director and signed by five or more Executive Committee members.
- 16.4.3 Notice of all Executive Committee meetings shall be issued by the Executive Director at least fourteen days in advance of such meetings to all Executive Committee members.

**17. INDEMNIFICATION**

**17.1 Entitlement**

- 17.1.1 As provided in this Article, the ASSOCIATION shall indemnify any person who is or has been an Officer, Committee Member, or Employee (hereinafter "Officer") of the ASSOCIATION against legal expenses and liabilities reasonably incurred or imposed on the Officer in connection with serving the ASSOCIATION.

**17.2 Limitations**

- 17.2.1 No indemnification shall be provided any Officer if it is determined by the ASSOCIATION that the Officer has:
- a) engaged in fraudulent, criminal, malicious or knowingly wrongful conduct;
  - b) gained personal profit or advantage which is either in breach of the Officer's fiduciary duty to the ASSOCIATION or represents a conflict of interest with the ASSOCIATION;
  - c) breached a professional duty by reason of any negligent act, error or omission committed in the performance of professional duties unrelated to the ASSOCIATION;
  - d) not acted in good faith;
  - e) engaged in an act which constitutes false arrest, wrongful detention, wrongful entry, wrongful eviction violation of the right to privacy and/or immoral, licentious or sexual behavior intended to lead to or culminate in any sexual act.
- 17.2.2 Indemnification shall be provided only if the ASSOCIATION determines the Officer acted reasonably, in good faith, in a manner not opposed to the best interests of the ASSOCIATION and had no reason to believe his actions were unlawful. The termination of any civil suit or civil proceeding by settlement shall not create a presumption that the Officer did not act in good faith or in a manner opposed to the best interests of the ASSOCIATION. The termination of any criminal suit or criminal proceeding by a conviction, plea of nolo contendere or its equivalent shall create a presumption that the Officer acted in bad faith or in a manner not in the best interests of the ASSOCIATION.
- 17.2.3 Indemnification pursuant to this Article with regard to any one set of facts or situation which may give rise to a request for indemnification by an Officer or Officers shall be limited to an aggregate of \$50,000.



17.3 Procedure

- 17.3.1 Indemnification under the terms of this Article shall be made by the ASSOCIATION only as authorized in each specific case that the indemnification of the Officer is proper and in accordance with the standards set forth herein.
- 17.3.2 A request for indemnification shall be made by the Officer in writing to the President as soon as practicable, but in no event later than the earlier of 15 days after (1) the commencement of any action, suit or proceeding against the Officer or (2) the Officer shall become aware of any fact or situation which may reasonably be anticipated to give rise to a claim for indemnification.
- 17.3.3 The Executive Committee shall investigate all requests for indemnification and shall render its recommendation no later than 60 days after the President receives the request for indemnification.
- 17.3.4 The determination as to whether indemnification shall be made by the ASSOCIATION pursuant to this Article shall be made (1) by the Executive Committee by majority vote of a quorum consisting of Officers who were not parties to such action, suit or proceeding, or; (2) in the event such a quorum is not obtainable, or, even if obtainable and if a quorum of disinterested Officers so directs, by independent legal counsel in a written opinion. In the event (1) or (2) are not either obtainable or directed, then the determination with regard to indemnification shall be made by majority vote of the ASSOCIATION's membership.
- 17.3.5 The body or person making the determination on the request for indemnification as provided in 17.3.4 shall report its decision or findings to the Officer requesting indemnification no later than 90 days after the Executive Committee or membership vote, as the case may be, makes its recommendation.
- 17.3.6 Any action taken by the body or person making the determination on the request for indemnification as provided in 17.3.4 shall be final.
- 17.3.7 In making the determination on the request for indemnification as provided in 17.3.4, the body making the determination may vote at a meeting specifically called for that purpose, with not less than 10 days advance written notice, or by mail ballot; a decision to indemnify must receive the affirmative vote of not less than 50% of the eligible voters.
- 17.3.8 For all purposes the vote of an interested party to the action, suit or proceeding shall be disregarded. A quorum shall be 50% of the eligible votes at a meeting or mail ballot.

17.4 Subrogation

- 17.4.1 In the event of any payment by the ASSOCIATION to an Officer, or on behalf of an Officer, as provided in this Article, the ASSOCIATION shall be subrogated to the extent of such payment to all rights of recovery thereof. The Officer shall execute such documents as shall reasonably be required to secure such right for the ASSOCIATION, including but not limited to those necessary for the ASSOCIATION to bring suit in the name of and on behalf of the Officer.
- 17.4.2 The Officer shall assist the ASSOCIATION in effecting settlement and the conduct of any defense or suit arising out of any payment by the ASSOCIATION under this Article.

17.5 Surety

- 17.5.1 The Executive Committee may authorize payment to or on behalf of an Officer prior to final disposition of any suit or proceeding. If such payment is authorized, the Executive Committee shall receive a written commitment by the Officer and such surety as it shall reasonably require repaying such payments if it is determined that indemnification by the ASSOCIATION was not authorized by this document.

17.6 Applicable Law

- 17.6.1 The foregoing right of indemnification shall be in addition to and not necessarily exclusive of all other rights accorded by applicable law.

17.7 Insurance

- 17.7.1. The ASSOCIATION shall have the power to purchase and maintain insurance on behalf of Officers whether or not the ASSOCIATION would have the power to indemnify them against liability under the provisions of this Article.

17.8 Other

- 17.8.1 The provisions of this Article shall apply to the legal representatives of deceased persons who were

Officers. An Officer's rights hereunder shall not be assignable without the prior written consent of the ASSOCIATION.

**18. AMENDMENTS**

**18.1 Initiation**

18.1.1 Amendments to this Constitution and Bylaws may be proposed by a majority of the Executive Committee, or through it on petition of 100 eligible voting members. All proposed amendments shall be submitted in writing to the Executive Committee.

18.1.2 The Executive Director shall mail notice of proposed changes to the Constitution and Bylaws and notify the membership of the availability of the complete text of the proposed amendments, upon instruction of the Executive Committee, to each eligible voting member at least 30 days before it is to be voted upon. Complete text of the proposed changes to the Constitution and Bylaws may be mailed or emailed upon request to the membership and will be available on the ASSOCIATION Web site.

18.1.3 Any proposed change to the existing Constitution and Bylaws shall be referred to the WEF Board of Trustees for review.

**18.2 Adoption**

18.2.1 Amendments to this Constitution and Bylaws may be made by a majority affirmative vote of the eligible voting Membership present and voting at the Annual Meeting of the ASSOCIATION, announcement of the proposed amendments having been mailed by the Executive Director to each eligible voting member not later than 30 days in advance of the meeting at which said amendment is to be voted upon.

18.2.2 A proposed amendment may be mailed by the Executive Director to each eligible voting Member for the purpose of voting by letter ballot. The letter ballot shall be returned not later than 30 days following the mailing of the proposed amendment. A majority vote of the letter ballots cast is required for adoption.

18.2.3 An amendment approved by the ASSOCIATION membership shall take effect immediately.

**19. DISPOSITION OF ASSETS UPON DISSOLUTION**

~~19.1 Dissolution of the ASSOCIATION may take place with the consent of a minimum of two-thirds of the registered members of the ASSOCIATION.~~

19.2 In the event of dissolution of the ~~ASSOCIATION as a corporation~~, the property and assets thereof, after providing for all obligations and liabilities of the Corporation, shall then be disposed of exclusively for the purposes of the Corporation 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 Executive Committee.

Deleted: Corporation