

PENNSYLVANIA WATER ENVIRONMENT ASSOCIATION

CONSTITUTION AND BY-LAWS

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PENNSYLVANIA WATER ENVIRONMENT ASSOCIATION

A

Member Association of the
Water Environment Federation

(Revised and Approved , 2004)

CONSTITUTION AND BY-LAWS

1.0 NAME

- 1.1 The name of this association shall be the Pennsylvania Water Environment Association (PWEA), hereafter referred to as the "Association". PWEA is a Pennsylvania nonprofit public benefit corporation, tax-exempt under section 501 c) 3) of the Internal Revenue Code and its Pennsylvania counterpart.

2.0 AFFILIATION

- 2.1 The Association shall be a member of the Water Environment Federation (WEF), hereafter designated as the "Federation", 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 Federation.

3.0 MISSION STATEMENT

- 3.1 The purpose of this Association is to be the leading organization in Pennsylvania to actively advance the education and information for the preservation, protection, and improvement of the water environment. Pennsylvania strives to enhance the education and effectiveness of Pennsylvania's Wastewater Professionals through training, certification, and dissemination of technical information and promotion of sound policies to benefit society through protection and enhancement of the water environment.

4.0 OBJECTIVES

- 4.1 Leadership – Provide members with the leadership and a forum to fulfill the Association Mission.
- 4.2 Education – Encourage and promote the stewardship of our water resources by increasing both our understanding of them and the practical knowledge of the technologies available to protect and preserve them through education.
- 4.3 Communication – Exchange information, provide regular communication and distribution of materials and participate in the activities of the Water Environment Federation and the three sections of the Pennsylvania Association.
- 4.4 Professionalism – Improve the professional status of persons engaged in the water environment field.

5.0 STATEMENT OF NON-DISCRIMINATION

- 5.1 The Association, its agents, and its partner organizations shall not deny membership, membership privileges, or other products or services on the basis of race, ethnicity, color, creed, religion, physical ability, gender, sexual orientation, age, nation origin or language.

6.0 FRANCHISE

- 6.1 The exclusive service area of the Association shall consist of the Commonwealth of Pennsylvania of the United States of America.
- 6.2 Any revision to establish franchise areas or the establishment of any new franchise area must follow the procedure established in the Water Environment Federation Constitution and Bylaws.

7.0 MEMBERSHIP

- 7.1 The membership of the Association shall consist of persons, organizations, boards, commissions, agencies, departments, or corporations interested in any of the objectives of the Association and having such qualifications as are prescribed in this document for the various grades of membership.
- 7.2 The term "eligible voting member" as used in this document shall include all persons having the right and privileges of Active, Professional Wastewater Operations Members, or State Members as prescribed in this document.

8.0 MEMBERSHIP, CLASSIFICATION, QUALIFICATIONS, AND PRIVILEGES

8.1 Membership Classes

- 8.11 Active Members
- 8.12 Professional Wastewater Operations (PWO) Members
- 8.13 Corporate Members
- 8.14 Utility Members
- 8.15 Student Members
- 8.16 State Only Members
- 8.17 Member Association Life Members
- 8.18 Federation Honorary and Life Members

8.2 Active Members

8.21 Qualifications

- 8.211 Any person professionally or technically engaged or interested in the advancement of knowledge relating to the objectives of the Federation and the Association. An Active Member shall be a Member of the Federation.

8.22 Rights and Privileges

- 8.221 Shall be an eligible voting member of the Association.
- 8.222 Shall have all the rights and privileges granted by the Federation and Association including the rights to hold office and serve on committees.

8.223 Shall be entitled to receive publications of the Federation, as authorized by its Board of Directors, and publications of the Association, as authorized by its Board for the Active membership class.

8.3 Professional Wastewater Operations (PWO) Members

8.31 Qualifications

8.311 A person who is actively employed by the responsible operating entity of the facility site on a day-to-day basis in the operation and/or maintenance of wastewater collection facilities, wastewater treatment facilities, or wastewater laboratories provided for such treatment facilities, or is an off-site private laboratory technician who routinely performs wastewater analyses, or retired there from.

8.32 Rights and Privileges

8.321 Shall be an eligible voting member of the Association.

8.322 Shall have all the rights and privileges granted to the PWO class of membership by the Federation and Association including the rights to hold office and serve on committees.

8.323 Shall be entitled to receive publications of the Federation, as authorized by its Board of Directors, and publications of the Association, as authorized by its Board, for the PWO membership class.

8.4 Corporate Members

8.41 Qualifications

8.411 An organization engaged in the design, construction, operation, or management of water environment systems, a government agency, an industrial organization, or any other corporate body or organization engaged in or interested in at least one of the stated objectives of the Association.

8.42 Rights and Privileges

8.421 Shall be entitled to one representative who shall have all the rights and privileges of an Active Member and recorded as such. The representative may be changed at the discretion of the Corporate Member on written notice to the Executive Director without any action of the Board.

8.5 Utility Members

8.51 Qualifications

8.511 Any publicly owned Agency.

8.52 Rights and Privileges

8.521 Shall be entitled to one representative who shall have all the rights and privileges of an Active Member and recorded as such. The representative may be changed at the discretion of the Utility Member on written notice to the Executive Director without any action of the Board.

- 8.6 Student Member
 - 8.61 Qualifications
 - 8.611 A student who is regularly enrolled in a college or university at least one-half time.
 - 8.612 May not retain this class of membership beyond the first anniversary date following termination of qualifications as a Student Member.
 - 8.62 Rights and Privileges
 - 8.621 Shall have all the rights and privileges of an Active Member except holding Association and Federation office.
- 8.7 State Only Member
 - 8.71 Qualifications
 - 8.711 Any person professionally or technically engaged or interested in the advancement of knowledge relating to the objectives of the Association.
 - 8.72 Rights and Privileges
 - 8.721 Shall have the rights and privileges of an Active Member except the right to hold office in the Association.
 - 8.722 A State Only Member is not required to have an affiliation with the Water Environment Federation.
- 8.8 State Only Life Member
 - 8.81 Qualifications
 - 8.811 Any person who has been an Active or State Only Member of this Association for 35 or more years, and who has applied to and has been certified by the Association Secretary Treasurer for such class of membership.
 - 8.82 Rights and Privileges
 - 8.821 Shall have all the rights and privileges of an Active or State Only Member, and shall pay no Association Dues, but shall be required to pay Federation Dues, if applicable.
 - 8.822 May not retain this class of membership beyond the first anniversary date following re-employment and/or professional affiliation within the water environment field.
- 8.9 Federation Honorary Members and Federation Life Members
 - 8.91 Qualifications
 - 8.911 Federation Honorary Members and Federation Life Members are eligible to apply to the Association for Active Membership if they reside in Pennsylvania, and if they apply for membership, and as long as they annually request renewal of their membership.

8.92 Rights and Privileges

8.921 A Federation Honorary Member or Federation Life Member accepted as a State Member shall have all the rights and privileges of such membership class.

8.922 Individuals eligible for this class of membership are not precluded from being an Active Member and having all the rights and privileges of an Active Member.

9.0 DUES AND FEES

9.1 Dues

9.11 The annual dues shall be established by the Board. The annual dues of the Active, Corporate, Student and Member Association Life Members shall include the current dues of the Federation as established by the Board of Control of the Water Environment Federation except for members who are Federation Life Members. The Board shall notify the members of any change in the dues at least 30 days prior to the action. Members in other classes of membership established by the Association as provided by these By-Laws shall pay dues as established by the Board.

9.12 Annual dues shall be billed directly to Association Members by the Federation and shall be payable within one (1) month after a Member's anniversary date.

9.13 For State Only Members, the annual dues shall be determined by the Board.

9.131 Annual dues shall be billed by PWEA and payable one (1) month after a member's anniversary date.

9.14 The Secretary-Treasurer shall submit promptly to the Water Environment Federation for each Active Member, each Corporate Member, each Student Member, and each Association Life Member the name, title, and complete mailing address of each such Member. All such Members of the Association in good standing shall receive all current issues of their respective selected Federation publications and copies of other current publications distributed without charge to such Members as published by the Water Environment Federation and shall receive all other benefits accorded by the Federation to individuals affiliated with its Member Associations.

9.15 All Members of the Association shall receive publications of the Association.

9.16 The Secretary-Treasurer of the Association shall receive and promptly deposit all dues and fees collected into proper accounts of the Association.

9.2 Arrears

9.21 Association Active, PWO, Corporate, Student, and State Only Life Members whose dues have not been paid within the specified time of the anniversary date will be given notice of such default. If the dues remain unpaid after such notice, the members in default may be removed from the roll of the Association and/or Federation.

- 9.22 Members in other classes of membership shall be given notice of default by the Association.
- 9.23 Members who have been dropped from the roll may be reinstated without payment of Association back dues as determined by the Board.

10.0 BOARD OF DIRECTORS

10.1 The affairs of the Association shall be managed by a Board of Directors (hereinafter designated as the Board) under such rules as the Board may determine, subject to the specific conditions of this Constitution.

10.2 Membership

- 10.21 President
- 10.22 First Vice President
- 10.23 Second Vice President
- 10.24 Immediate Past President
- 10.25 Second Immediate Past President
- 10.26 Secretary-Treasurer
- 10.27 First Federation Director
- 10.28 Second Federation Director
- 10.29 Editor
- 10.30 Eastern Section Representative or Alternate
- 10.31 Central Section Representative or Alternate
- 10.32 Western Section Representative or Alternate
- 10.33 Professional Wastewater Operations (PWO) Representative or Alternate
- 10.34 Director at Large to the Water Environment Federation

10.341 The Director at Large to the Water Environment Federation will be a Board Member during his/her term as Director if that individual is a Member in good standing of the Association and has been and continues to be active in the affairs of the Association.

10.35 Deputy Secretary, Water Management, Pennsylvania Department of Environmental Protection or representative

10.3 Presiding Officer

11.31 The President shall be the Presiding Officer of the Board.

10.4 Quorum

11.41 A quorum of the Board shall consist of a minimum of eight (8) members.

10.5 Duties of the Board

10.51 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.

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

10.53 Shall direct investments and care of the funds of the Association.

- 10.54 Shall make funds available for regular operation of the Association and for specific purpose. The Board, individually and collectively, shall not incur any unauthorized liability on behalf of the Association.
- 10.55 The acts of a majority of the Board of Directors present at a meeting at which a quorum is present shall constitute the acts of the Board.
- 10.56 If all of the Board of Directors consents in writing to any action to be taken by the Association, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board.
- 10.57 Vacancies on the Board, other than Section Representatives, shall be filled for the un-expired term by the affirmative vote of a majority of the remaining Members of the Board at any regular meeting or at any special meeting called for the purpose or by written ballot of the Board. Section Representative vacancies shall be filled in accordance with the provisions of the Section By-Laws.
- 10.58 By the affirmative vote of a majority of the Board Members, the Board may declare the office of a Board Member vacant for proper cause or if he/she is not present himself/herself at any three (3) meetings of the Board succeeding his/her election. A Board Member who is to be removed from the Board shall be given ten (10) days written notice informing him/her of the date and time of the meeting, the charges to be prepared against him/her at such meeting, and that he/she shall have the right and opportunity to be heard in person or by counsel and by witnesses in regard thereto.
- 10.59 The Board shall have the power, in furtherance of the objectives, and purposes of this Association, as set forth in the Constitution: to borrow, loan, or advance money; purchase, sell, mortgage, lease ways or otherwise dispose of any real estate; and to secure any of its obligations by mortgage, pledge, or deed of trust or other instruments in writing upon affirmative vote of a majority of all Members of the Board at a regular or special meeting duly convened upon proper notice.
- 10.60 Board of Director Meetings
 - 10.601 At least six (6) meetings of the Board shall be held each year on such day and at such place as the President may direct. Special meetings may be called at any time by the President or, in his/her absence, by the First Vice President, or upon written request of at least eight (8) Board Members.
 - 10.602 Notice of all regular and special meetings of the Board shall be given by the Secretary Treasurer to each Board Member at least fifteen (15) days in advance.

11.0 OFFICERS

- 11.1 The Officers of the Association shall be President, First Vice President, Second Vice President, First Federation Director, Second Federation Director, Secretary/Treasurer and Editor.
- 11.2 Duties and Functions
 - 11.21 The Officers shall have general supervision of the affairs of the Association.
 - 11.22 The Officers shall have the authority and shall exercise the powers and perform the duties specified by the Board of Directors, except that in any event, each

Officer shall exercise such powers and perform such duties as may be required by law.

- 11.23 The President shall preside at all meetings of the Association and perform other duties that ordinarily apply to this office.
- 11.24 The First Vice President shall assist the President in the performance of the prescribed duties and, in the absence of the President; the First Vice President shall act in place of the President. The First Vice President shall serve as the Chair of the Association Conference Committee.
- 11.25 In case the First Vice President cannot act, the Second Vice President shall act in place of the President. In case the Second Vice President cannot act, the latest or Second latest living Past President shall act in place of the President. The Board shall elect one (1) of its Members to act if either of the Past Presidents is unable to act in place of the President.
- 11.26 The Second Vice President shall serve as Vice Chair of the Association Conference Committee and as Chair of the Annual Conference Committee Local Arrangements Subcommittee.
- 11.27 The Federation Director(s) shall represent the Association on the Board of Control of the Water Environment Federation.
- 11.28 The Editor shall be responsible for obtaining, editing, and preparing material for publication in the Association magazine.

11.3 Terms of Office

- 11.31 The terms of office for all Officers, except the Federation Director(s), shall begin at the close of the Annual Meeting at which they were elected and shall continue for one (1) year or until their successors are qualified and elected. The term of office of each of the Federation Director(s) shall be three (3) years as determined by the annual meeting of the Water Environment Federation following his/her election and shall continue until his/her successor is qualified and elected.
- 11.32 No Officer, except the Federation Director(s), Secretary-Treasurer and the Editor, shall hold the same office for more than two (2) consecutive years. The Federation Director(s) shall be ineligible to succeed themselves in consecutive terms.

11.4 Nomination and Election of Officers

- 11.41 Nominations for each elective office for the following year shall be received and considered by the Nominating Committee, except that the candidates for Second Federation Director shall be nominated one (1) year prior to the year in which the term of office is to begin. Through its Chair, the Committee shall report to the President and Board at least 30 days prior to the Annual Meeting of the Association. The Nominating Committee shall prepare a list of nominees which shall be submitted to the membership at the Annual Meeting.
- 11.42 All nominees shall be Members in good standing of such a membership category as would allow them to hold an Association Office and shall have signified a willingness to serve prior to presentation of his/her name to the membership for election.

- 11.43 Nominations may be made from the floor by any Members present at the Annual Meeting. If more than one (1) name is placed in nomination for office, voting shall be by written ballot at the Annual Meeting. The nominee(s) shall be verified prior to presentation of his/her name(s) for election.
- 11.44 The officers shall be elected by affirmative vote of a majority of the members of the Association in good standing and present in person at the Annual Meeting of the Association. Should any nominee for office not receive a majority of the votes cast for the office, the names of the two (2) nominees receiving the greatest number of votes shall be resubmitted immediately to the eligible voters present for consideration.
- 11.45 In the case of a vacancy of an elected office, the Nominating Committee shall promptly select a nominee(s) for the office. Such nominee(s) may be voted on at a regular meeting of the Board or by written ballot of the Board. The nominee receiving a majority vote of the Board shall be declared elected. The officer so selected shall take office immediately and shall serve for the remaining term of the vacated office and until a successor is elected at a regular election.
- 11.46 The term of office served by an officer filling a vacancy shall not be counted as a term of office in consideration of the rules of succession for elected officers and Board Members.

12.0 ASSOCIATION MANAGEMENT

- 12.1 The Board of Directors shall select Association management services, which shall be charged with carrying out the policies and goals of the Association as stated in an annual contract, to be negotiated with the Executive Committee, under the overall supervision of the Board.

13.0 MEETINGS

- 13.1 Annual Conference and Annual Business Meeting
 - 13.11 An Annual Conference and Annual Business Meeting of the Association shall be held at a time and place selected by the Board.
 - 13.12 Each person attending the Annual Conference shall pay a registration fee of such amount as may be determined by the Board.
 - 13.13 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.
 - 13.14 Every Member in good standing with the Association shall be entitled to one vote. Registration at the Conference shall not be required for those solely wishing to attend the Annual Business Meeting of the Association for the purpose of exercising their vote.
- 13.2 Special Meetings
 - 13.21 Special Meetings of the Association may be held at such times and places as may be arranged by the Board.
- 13.3 At any meetings of the Association, a majority of Members present constitutes a quorum.

- 13.4 A joint meeting with allied and/or interested organizations may be held at the direction of the Board.
- 13.5 Notices
 - 13.51 Notices of all conferences and meetings of the Association shall be sent out to all members by the Board at least thirty (30) days in advance of any conference or meeting.

14.0 COMMITTEES

- 14.1 General
 - 14.11 Unless otherwise necessary, all committee designated function, names and election procedures shall parallel that of the Water Environment Federation.
- 14.2 Committees shall be designated as Management or Technical by the Board.
- 14.3 The President shall appoint the Chair and Vice Chair (if required) of each Committee within thirty (30) days after the Annual Business Meeting. The Chair of each Committee shall be an Active, PWO, Corporate, State Only Life Member, or State Only Member of the Association in good standing. No Chair will serve more than five consecutive years. The Chair shall have the right to attend meetings of the Board with full privilege of discussion on matters involving the work of their Committee.
- 14.4 The Chair of each Committee shall designate the active members of the Committee with the concurrence and approval of the President. The Chair shall have the right to establish informal subcommittees essential to the accomplishment of the Committee's purpose.
- 14.5 All reports and recommendations of a Committee shall be submitted to the Board for further consideration and further action when required.
- 14.6 "Management" Committees, their duties and membership composition shall be:
 - 14.61 Nominating Committee – Comprised of the four (4) most recent past Presidents available and willing to serve, with at least one (1) Member from within the geographical boundaries of each Local Section, and at least one (1) Member shall be a Member of the Board of Directors.
 - 14.62 Awards Committee – Consists of one (1) Past President and one (1) past award recipient from each of the Local Sections. At least one (1) Member shall also be a Member of the Board of Directors. It shall be the duty of the Committee to select nominees for awards which shall include all Association and Federation awards, Life Memberships, Honorary Memberships and Quarter Century Club nominees.
 - 14.63 Policy and Planning Committee – Shall be Chaired by the most recent Past President willing to serve and have at least five (5) or more Members, at least two (2) of whom shall be Board Members, who shall be appointed by the President.
 - 14.631 Shall consider on a continuing basis the short and long term objectives and accomplishments of the Association.

- 14.632 Shall examine the relationship between the Local Sections, the Members, and the Federation and make recommendations to the Board as appropriate.
- 14.633 Shall consider matters referred to it by the Board, the Executive Committee or the President having to do with general or governing policies of the Association. Recommendations shall be referred to the Board for consideration and appropriate action.
- 14.64 Finance Committee – Shall be Chaired by the Immediate Past President and shall consist of the Secretary-Treasurer and three (3) or more Members. The duties of the Committee shall be the preparation of the proposed budgets and monitoring of all fiscal affairs of the Association.
- 14.65 Executive Committee – Shall consist of the President, First Vice President, Second Vice President, Immediate Past President, Secretary-Treasurer, and Editor.
- 14.651 The President shall be the Chair and the Secretary-Treasurer shall be the Secretary. In the absence of the President, the First Vice President, the Second Vice President, the Immediate Past President shall act as the Chair in that order.
- 14.652 Shall meet at the call of the President or upon written or oral petition of four (4) of its members.
- 14.653 Between the meetings of the Board of Directors, the Executive Committee may discharge all management and fiscal duties of the Board; provided, however, it shall report to the Board at the next scheduled meeting all actions taken with regard to the affairs of the Association.
- 14.654 A quorum will consist of a simple majority of the Committee.
- 14.66 Editorial Committee – Shall consist of the Editor as Chair and five (5) or more members and shall oversee the publication of the Association's magazine.
- 14.66 Advertising Committee – Shall consist of the Chair, the Editor, and five (5) or more members, at least one of which shall be a member of the Exhibits and Sponsors Subcommittee. It is responsible for soliciting and obtaining advertising for the Association.
- 14.67 Constitution and By-Laws Committee - Shall consist of a Chair and five (5) or more members and shall be responsible for receiving all suggestions for revisions and preparing all amendments to the Constitution and By-Laws for presentation to the Board. It shall review the Constitution and By-Laws annually for any possible revision suggestions.
- 14.68 Membership Committee – Shall consist of a Chair, three (3) Vice Chairs (one (1) each from each Local Section), and five (5) or more members. Shall be responsible for the development and implementation of an overall program for the solicitation and enrollment of individuals into Association membership.
- 14.69 Conference Committee – Shall consist of the First Vice President as Chair, the Second Vice President as Vice Chair and three (3) members who shall serve as Chairs of the three (3) Subcommittees of the Conference Committee. Shall be responsible for the overall Conference program, including decisions regarding

speakers, entertainment, menus, programs, location/arrangements and acquiring and assembling materials for the Awards Banquet Program. The three (3) Subcommittees are as follows:

14.691 Program Subcommittee – Shall consist of a Chair and members. Shall be responsible for the technical program at the Annual Conference and shall decide the general format of the programs, the specific topics to be presented, and the types of presentations. Shall also be responsible to assist in the development of the Conference brochures.

14.692 Local Arrangements Subcommittee – Shall consist of a Chair and members. Shall be responsible for making local arrangements for all Conference social activities.

14.693 Exhibits and Sponsors Subcommittee – Shall consist of a Chair, one (1) member designated to serve on the Advertising Committee, and members. Shall be responsible to solicit and obtain exhibitors and sponsors for the Annual Conference, shall assist in securing, when requested by the Program Committee, appropriate speakers for technical sessions, and to serve as a liaison between the exhibitors and sponsors and the Board.

14.7 In addition to the Management Committees, the Board may establish Technical Committees appointed as necessary for the successful performance of their duties. These Technical Committees will be appointed by the President to carry out the work of the association.

14.8 The President shall select all Chairs, including subcommittees, except where defined by the Constitution and By-Laws, and the Chair of each Committee and Subcommittee, except where defined by the Constitution and By-Laws, shall, with the concurrence of the President, choose committee members and vice chair positions. Association members desiring to serve on the various committees shall request committee service. Committee members shall be selected from those serving the previous year, from the request(s) to serve on file and from the Association Membership at large.

14.9 Tenure and General Requirements of Committee Members

14.91 By design, tenure on Specified Committees will automatically rotate from year-to-year.

14.92 All members of Association Committees shall be members in good standing of the Association unless otherwise waived by approval of the Board.

14.93 When a Committee membership requires an appointed member to be a Section Representative, the member shall be in good standing of the Section.

15.0 PUBLICATIONS

15.1 All publications of the Association shall be issued under the direction of the Board.

16.0 FISCAL YEAR

16.1 The fiscal year of the Association shall begin the first day of January of each year.

17.0 NON-LIABILITY OF OFFICERS AND STAFF

- 17.1 The Board and its Officers and staff shall not be personally liable for the debts, liabilities, or other obligations of the Association.

18.0 CONTRACTS WITH BOARD MEMBERS AND OFFICERS

- 18.1 No Officer or Board Member of this Association nor any other corporation, firm, association or other entity in which one or more of this corporation's directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless:
- a) The material facts regarding that Officer's/Board Member's financial interest in such contract or transaction are fully disclosed in good faith and noted in the minutes prior to the Board's consideration of such contract or transaction;
 - b) Such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of interested Officers/Board Members:
 - c) Before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation, that the Association could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
 - d) The Association for its own benefit enters into the transaction, which is fair and reasonable to the Association at the time the transaction is entered into.
- 18.2 Any Officer, Board Member or staff member with a material financial interest in a proposed contract or transaction shall also be required to disclose the material facts regarding the financial interest in the same manner as provided in paragraph 18.1 above, and the Board shall consider and act upon the transaction in the same manner as provided in paragraphs 18.1 above.
- 18.3 All new Officers, Board Members, and staff members shall be advised of this section upon undertaking the duties of such office.

19.0 INDEMNIFICATION BY ASSOCIATION OF OFFICERS, BOARD MEMBERS, EMPLOYEES AND OTHER AGENTS

- 19.1 To the fullest extent permitted by the law, the Association shall indemnify and hold harmless all agents against claims arising out of any alleged or actual action or inaction in the good faith performance of their duties. "Agents" for this purpose shall include Officers, Board Members and employees.

20.0 INSURANCE FOR ASSOCIATION AGENTS

- 20.1 The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of the its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

21.0 LOCAL SECTIONS

- 21.1 Local Sections may be organized by groups in Eastern, Central, and Western Pennsylvania and admitted as a Local Section of this Association. The presently established Eastern, Central, and Western Sections are hereby confirmed as Sections of this Association.
- 21.2 The boundary line between the aforesaid established Eastern and Central sections shall be the western boundaries of Susquehanna, Wyoming, Luzerne, Schuylkill, Lebanon, and Lancaster Counties. The boundary line between the aforesaid established Central and Western Sections shall be the eastern boundaries of Warren, Forest, Jefferson, Indiana, Westmoreland, and Fayette Counties. Membership in any Local Section shall not be restricted to residents of the areas included in any Local Section.
- 21.3 The Constitution and/or By-Laws of each Local Section shall not conflict in any respect with the Constitution and/or By-Laws of the Association. A copy of said Constitution and/or By-Laws shall be submitted to the Association.
- 21.4 At least 25 percent of the Local Section Membership and all of the Officers of each Local Section shall be members in good standing of the Association.
- 21.5 The Secretary of each Local Section shall file with the Secretary Association within 10 days after their election or appointment a list of the Officers and members of the Local Section shall file annually, at least 30 days before the Annual Meeting, any amendments to the Constitution and/or By-Laws adopted by the Local Section during the preceding year.
- 21.6 Each Local Section admitted by the Association and qualifying each year shall be entitled to elect its representative to serve on the Board of the Association as the representative of such Local Section. Each Local Section shall also be entitled to elect an alternative representative whose duty shall be to serve as its representative with full powers of the representative at meetings of the Board when the regular representative is unable to attend. Such representative and alternate representative shall be members in good standing of the Association. The term of office of the representative and alternate representative shall coincide with the term of office of the elected Officers of the Association, or until a successor is duly elected or designated. A representative duly elected or designated by a Local Section may assume interim Membership on the Board to fill a vacancy between Annual Meetings of the Association and upon reasonable notification to the Board by the Secretary of the Local Section.
- 21.7 Representation by a Local Section on the Board shall be terminated by the affirmative vote of a majority of the Board in the event the requirements with respect to Membership, Officers, or amendments adopted by the Local Section are not in compliance with the requirements under this Constitution and By-Laws during any year, and the Certificate of Membership may be suspended after noncompliance for two (2) years by the affirmative vote of a majority of the Board and ratification by the affirmative vote of a majority of the Members present at an Annual Meeting of the Association.
- 21.8 Joint meetings of the Local Sections may be held, provided they shall not be held within two (2) months prior to or following the regular Annual Meeting of the Association.

22.0 AMENDMENTS

- 22.1 Amendments to these Constitution and By-Laws may be made subject to the following:

- 22.11 Amendments may originate in the Board of Directors, or through it, or on petition of fifteen (15) qualified members of the Association. The Secretary-Treasurer shall mail notice and complete text of an amendment on the instruction of the Board to each Association Member at least thirty (30) days before it is to be voted upon. Amendments may be voted upon at the Annual Meeting, a special meeting, or by letter ballot. Passage of Amendments at meetings shall be as provided in Paragraph 22.12 below.
- 22.12 A two-thirds majority of affirmative votes of the total votes cast by letter ballot, with a minimum of fifty (50) votes being required to be cast, shall be required for passage by letter ballot. An affirmative two-thirds vote at any Annual Meeting or special meeting shall be required for passage.
- 22.13 When amendments have been acted upon favorably by the Association Membership, they shall take effect immediately.
- 22.14 The Board cannot make changes to the Constitution and Bylaws that change the Board composition and election, name, objectives, membership rights and privileges without the approval of the Association Membership as specified herein.

23.0 MISCELLANEOUS

- 23.1 Checks, Notes, Etc. – All checks or demands for money and notes of the Association shall be signed by such Officer or Officers as the Board may require.
- 23.2 Notice – Whenever written notice of a meeting is required to any person, it may be given to such person either personally or by sending a copy.
- 23.3 Corporate Records – There shall be kept at the registered office of the Association an original or duplicate record of proceedings of the Members and the Board of Directors, the original and copy of the Articles of Incorporation, and the original copy of the Constitution and By-Laws, including amendments and alterations, thereto, certified by the Secretary-Treasurer of the Association. A register shall be kept at the registered office of the Association listing the names and addresses of the Members. Every Member shall have the right to examine in person or by his agent or attorney the books and records of the proceedings of the Members and Board of Directors and to make extracts there from.
- 23.4 Seal of the Association – The Association shall have a seal of such design as the Board may adopt.
- 23.5 Rules of Order – The meetings of the Association shall be governed by Parliamentary Law, as laid down in the latest edition of Robert's Rules of Order.

24.0 DISPOSITION OF ASSETS UPON DISSOLUTION

- 24.1 In the event of dissolution of the Association, the property and assets thereof, after providing for all obligations and liabilities of the Association, shall then be disposed of exclusively for the purpose of the Association, in any such manner, or to such organizations exempt from taxation under Section 501(c) (3) of the Internal Revenue Code as shall be determined by the Board.