

PENNSYLVANIA WATER ENVIRONMENT ASSOCIATION

CONSTITUTION AND BY-LAWS

Board Approved – April 9, 2015
Adopted at 6/2/15 Annual Business Meeting

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PENNSYLVANIA WATER ENVIRONMENT ASSOCIATION

A Member Association of the Water Environment Federation

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". The Association 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 enhance the knowledge and abilities of Pennsylvania's water quality professionals, promote sound sustainable water policies, and promote public awareness of the need to protect water resources.

4.0 OBJECTIVES

- 4.1 Leadership – Provide Members with the leadership and a forum to fulfill the Association Mission to actively advance the education and information for the preservation, protection, and improvement of the water environment.
- 4.2 Education – Encourage and promote the stewardship of our water resources by increasing our understanding and practical knowledge of the technologies available to protect and preserve our water resources through education.
- 4.3 Communication – Exchange information, provide regular communication and distribution of materials and participate in the activities of the Federation and the Local Sections of the Association through training, certification, and dissemination of technical information and promotion of sound policies to benefit society through protection and enhancement of the water environment.
- 4.4 Professionalism – Enhance 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 Federation Constitution and Bylaws.

7.0 MEMBERSHIP

Board Approved on 4-9-2015

- 7.1 The membership of the Association shall consist of persons, organizations, boards, commissions, agencies, departments, or corporations interested in the advancement of knowledge relating to the objectives of the Association.

8.0 MEMBERSHIP, CLASSIFICATION, QUALIFICATIONS, AND PRIVILEGES

- 8.1 Membership Classes – Shall include all classes of membership designated by the Federation and other classes of membership established by the Association.

- 8.2 Individual Member – Any individual interested in the advancement of knowledge relating to the objectives of the Federation and Association. Individual Members shall include, but not be limited to:

- Federation Professional Member
- Federation Professional Wastewater Operations (PWO) Members
- Federation Academic Members
- Federation Young Professional Members
- Federation Student Members
- Federation Executive Members
- State Association (PWEA) Only Members

8.21 Rights and Privileges

8.211 Shall have all the rights and privileges granted by the Federation and Association including the rights to vote, hold office (except Student and State Association Only Members) and serve on committees, as provided for in the Federation's and the Association's Constitution and By-Laws.

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

- 8.3 Group Member – Any group or 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 the advancement of knowledge relating to the objectives of the Federation and Association. Group Members shall include, but not be limited to:

- Federation Corporate Members
- Federation Utility Partnership Program Members

8.31 Rights and Privileges

8.311 Shall have all the rights and privileges granted by the Federation and Association, including the rights of its authorized representative to vote, hold office, and serve on committees, as provided for in the Federation's and the Association's Constitution and By-Laws. The authorized representative may be changed at the discretion of the Group Member upon written notice to the Association's Executive Director.

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

- 8.4 State Association (PWEA) Life Member

8.41 Qualifications

8.411 Any person who has been an Individual Member or State Association (PWEA) Only Member of this Association for 35 or more years, is age 65 or older, and who has applied to and has been certified by the Association's Secretary-Treasurer for such class of membership.

8.42 Rights and Privileges

8.421 Shall have all the rights and privileges of an Individual Member or State Association (PWEA) Only Member and shall pay no Association Dues. State Association (PWEA) Life Members shall be required to pay Federation Dues, if applicable.

- 8.5 Federation Life Members

8.51 Qualifications

- 8.511 Federation Life Members are eligible to apply to the Association for State Association (PWEA) Life Membership.
- 8.52 Rights and Privileges
 - 8.521 A Federation Life Member accepted as a State Association Life Member shall have all the rights and privileges of such membership class.

9.0 DUES AND FEES

- 9.1 Dues
 - 9.11 The annual Association Dues for each class and category of Association membership shall be established by the Association's Board. The annual Federation Dues for each class and category of Federation membership shall be determined by the Federation Board of Trustees and shall include the current Association Dues. The Association's Board shall notify the Members of any change in the dues at least 30 days prior to the action.
 - 9.12 Annual Association 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 Annual Association Dues for each calendar year for State Association Only Members shall be billed by the Association. Dues invoices for the next calendar year will be mailed out and/or sent electronically in October of the current year and the dues shall be payable by January 1st of each year.
 - 9.14 The Secretary-Treasurer shall submit promptly to the Federation the name, title, and complete mailing address of each Individual Member and each Group 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 Federation and shall receive all other benefits accorded by the Federation to individuals or groups 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 Federation and Association Members whose dues have not been paid within the specified time of their anniversary date or other specified due 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 membership roll of the Association and/or Federation.
 - 9.22 Members who have been dropped from the membership roll may be reinstated without payment of Association back dues as determined by the Association 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 the Association's Constitution and By-Laws.
- 10.2 Voting Board Members
 - 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 Delegate
 - 10.28 Second Federation Delegate
 - 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 Young Professionals (YP) Representative or Alternate
- 10.35 Delegate-at-Large to the Federation's House of Delegates
 - 10.351 The Delegate-at-Large to the Federation will also serve as a Board Member during his/her term as Delegate-at-Large 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 and shall be a Member of the Federation.
- 10.3 Advisory Board Member
 - 10.31 Deputy Secretary Water Management, Pennsylvania Department of Environmental Protection or their designated representative shall be invited to attend all Board meetings for their input and regulatory updates, and to serve as a liaison between the Association and the Department of Environmental Protection.
- 10.4 Presiding Officer
 - 10.41 The President shall be the Presiding Officer of the Board.
- 10.5 Quorum
 - 10.51 A quorum of the Board of Directors shall consist of a minimum of eight (8) voting Board Members.
- 10.6 Duties of the Board
 - 10.61 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.
 - 10.62 Shall receive all Committee reports and take appropriate action on recommendations made in these reports where required.
 - 10.63 Shall direct investments and care for the funds of the Association.
 - 10.64 Shall make funds available for regular operation of the Association and for specific purposes. The Board, individually and collectively, shall not incur any unauthorized liability on behalf of the Association.
 - 10.65 The actions approved by a majority of the Board of Directors present at a meeting at which a quorum is present shall constitute the actions of the Board.
 - 10.66 If a majority 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.
 - 10.67 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 Local Section By-Laws.
 - 10.68 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 during each year of his/her term of office. 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.
 - 10.69 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 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.
 - 10.70 Board of Director Meetings

- 10.701 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.
- 10.702 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.
- 10.703 A meeting may be held either by a face-to-face gathering of the Board Members or by conference call, as directed by the President.

11.0 OFFICERS

- 11.1 The Officers of the Association shall be the President, First Vice President, Second Vice President, First Federation Delegate, Second Federation Delegate, Secretary-Treasurer and Editor. All Officers shall be Members of the Federation during their term of office.
- 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 Past President shall act in place of the President. The Board shall elect one (1) of its Members to act if both of the Past Presidents are unable to act in place of the President.
 - 11.26 The Second Vice President shall serve as Co-Chair of the Association Conference Committee.
 - 11.27 The Federation Delegate(s) shall represent the Association in the conduct of all business by the House of Delegates of the Federation for a term of service designated by the Federation Constitution and Bylaws, and be a Member of the Federation during their term of office.
 - 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 Delegate(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 terms of office of Delegates shall be for approximately three years, which terms shall start at the organizational meeting of the Federation House of Delegates following their election or appointment and continue until their successors qualify. An incoming Delegate shall qualify for office upon notification of appointment or election by the Secretary-Treasurer of the Association to the WEF Executive Director.
 - 11.32 No Officer, except the Federation Delegate(s), Secretary-Treasurer and the Editor, shall hold the same office for more than two (2) consecutive years. A Federation Delegate may be allowed to succeed themselves to subsequent three-year terms, if so elected or appointed by the Association.
- 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 Delegate shall be nominated one (1) year prior to the year in which the term of office is to begin. Through its Chair, the Nominating 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 expressed 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 qualifications of 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 a re-vote.
- 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 Mission, 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 right to 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 quorum of the Executive Board shall constitute 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 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 functions, names and election procedures shall parallel that of the Federation.
- 14.2 Committees shall be designated as Management or Technical by the Board.
- 14.3 The President shall appoint the Chair of each Committee within thirty (30) days after the Annual Business Meeting. The Chair of each Committee shall be an Individual Member, the authorized representative of a Group Member, or State Association Life Member of the Association in good standing. No Chair will serve more than five consecutive years, unless specifically approved otherwise by the President. The Chair and/or Vice 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. The Chair of each Committee shall submit a proposed budget for the upcoming fiscal year, at least three months prior to the end of each fiscal year, to the Secretary-Treasurer for consideration by the Finance Committee and the approval of the Board for the Annual Budget.
- 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 No Committee shall promote or engage in an agenda contrary to the Association's Mission or without prior approval of the Board.
- 14.7 "Management" Committees, their duties and membership composition shall be:
 - 14.71 Nominating Committee – Shall be chaired by a Past President and shall consist of four (4) Past Presidents available and willing to serve, with at least one (1) Past President from within the geographical boundaries of each Local Section, and at least one (1) Past President shall be a current Member of the Board of Directors.
 - 14.72 Awards Committee – Shall consist of a Chair, a Vice Chair and five (5) or more Members. The Committee shall include at least one (1) Past President, one (1) past award recipient from each of the Local Sections, and at least one (1) Member shall also be a current 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.
 - 14.73 Policy and Planning Committee – Shall be Chaired by the Immediate Past President and have at least five (5) or more Members, at least two (2) of whom shall be current Board Members, who shall be appointed by the President.
 - 14.731 Shall consider on a continuing basis the short and long term objectives and accomplishments of the Association.
 - 14.732 Shall examine the relationship between the Local Sections, the Members, and the Federation and make recommendations to the Board as appropriate.
 - 14.733 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.
 - 14.74 Finance Committee – Shall be Chaired by a Past President and shall consist of the Immediate Past President, the Secretary-Treasurer, the Editor 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.
- 14.75 Executive Committee – Shall consist of the President, First Vice President, Second Vice President, Immediate Past President, Secretary-Treasurer, and Editor.
- 14.751 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.
- 14.752 Shall meet at the call of the President or upon written or oral petition of four (4) of its Members.
- 14.753 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.
- 14.754 A quorum will consist of a simple majority of the Executive Committee.
- 14.76 Editorial Committee – Shall consist of the Editor as Chair, an Assistant Editor as Vice Chair, and five (5) or more Members and shall oversee the publication of the Association's magazine.
- 14.77 Constitution and By-Laws Committee - Shall consist of a Chair, a Vice Chair, and three (3) or more Members. The Committee shall include at least one (1) Member from each Local Section. The Committee 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. The Committee shall also review and certify any proposed modification or amendment to the Constitution and/or Bylaws of the Local Sections for consistency and harmony with the Association's Constitution and Bylaws.
- 14.78 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 and groups into Association membership.
- 14.79 Conference Committee – Shall consist of the First Vice President as Chair, the Second Vice President as Vice Chair, and two (2) Members who shall serve as Chairs of the two (2) 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 two (2) Subcommittees are as follows:
- 14.791 Program Subcommittee – Shall consist of a Chair, a Vice Chair, and the Chairs of the Association's Technical Committees. 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.
- 14.792 Exhibits and Sponsors Subcommittee – Shall consist of a Chair, Vice Chair, and four (4) or more 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.
- 14.80 Professional Wastewater Operations (PWO) Committee – Shall consist of a Chair, a Vice Chair, and five (5) or more Members. The Committee shall include at least one (1) Member from each Local Section. Shall be responsible for developing and conducting operator training sessions, plant tours and the

operator olympics for the annual conference, operator training workshops, and the Operations Challenge. Shall also be responsible for submitting nominees for the Professional Wastewater Operations (PWO) Representative and an Alternate Representative to serve on the Association Board, to the Nominating Committee for review and subsequent recommendation to the Board for final approval and appointment. The PWO Representative and Alternate shall be PWO Members of the Federation. The term of office for the PWO Representative and Alternate shall begin at the close of the Annual Meeting and shall continue for one (1) year. The PWO Representative and Alternate Representative may be allowed to succeed themselves to subsequent one-year terms, if nominated and appointed by the Board.

- 14.81 Student and Young Professionals (YP) Committee – Shall consist of a Chair, Vice Chair, and three (3) or more Members. The Committee should include at least one (1) Member from each Local Section. Shall be responsible for developing and managing a scholarship program for students pursuing environmental careers, and planning networking social events and training events to attract young professionals to become Association and Federation Members. Shall also be responsible for submitting nominees for the Young Professionals (YP) Representative and an Alternate Representative to serve on the Association Board, to the Nominating Committee for review and subsequent recommendation to the Board for final approval and appointment. The YP Representative and Alternate Representative shall be YP Members of the Federation. The term of office for the YP Representative and Alternate Representative shall begin at the close of the Annual Meeting and shall continue for one (1) year. The YP Representative and Alternate Representative may be allowed to succeed themselves to subsequent one-year terms, if nominated and appointed by the Board.
- 14.8 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. The composition, specific duties and responsibilities of these Technical Committees are outlined in the Association's *Policies, Procedures, and Processes Handbook*.
- 14.9 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.
- 14.10 Tenure and General Requirements of Committee Members
 - 14.101 By design, tenure on Specified Committees will automatically rotate from year-to-year.
 - 14.102 All Members of Association Committees shall be Members in good standing of the Association unless otherwise waived by approval of the Board.
 - 14.103 When a Committee membership requires an appointed Member to be a Local Section Representative, the Member shall be a member in in good standing of the Local Section.

15.0 PUBLICATIONS

- 15.1 All publications of the Association shall be reviewed and approved by the Editor for content and consistency with the Association's Mission Statement prior to being 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 Association Officers, Board Members, Committee Chairs, Committee Members, employees and other agents of the Association shall not be personally liable for the debts, liabilities, or other obligations of the Association.

17.2 The Association shall secure and maintain general/professional liability insurance in an amount as directed by the Secretary-Treasurer and approved by the Board.

18.0 CONFLICTS OF INTEREST

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:

18.11 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, and that Officer/Board Member shall be excused from any discussion of such contract or transaction by the Board and shall recuse themselves from voting on any such issue;

18.12 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;

18.13 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

18.14 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, Committee Chair, Committee 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, Committee Chairs, Committee 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 Entitlement

19.11 As provided in this Article, the Association shall indemnify any person who is or has been an Officer, Board Member, Committee Member, employee, or other agent of the Association (hereinafter "Indemnified Person") against legal expenses and liabilities reasonably incurred or imposed on the Indemnified Person in connection with their service to the Association.

19.2 Limitations

19.21 No indemnification shall be provided any Indemnified Person if it is determined by the Association that the person has:

19.211 Engaged in fraudulent, criminal, malicious or knowingly wrongful conduct;

19.212 Gained personal profit or advantage, which is either in breach of the indemnified person's fiduciary duty to the Association or represents a conflict of interest with the Association;

- 19.213 Breached a professional duty by reason of any negligent act, error or omission committed in the performance of professional duties unrelated to the Association;
 - 19.214 Not acted in good faith;
 - 19.215 Engaged in an act which constitutes false arrest, wrongful detention, wrongful entry, wrongful eviction, a violation of the right to privacy and/or immoral, licentious or sexual behavior intended to lead to or culminate in any sexual act; or
 - 19.216 Violated the provisions of the Employee Retirement Income Security Act of 1974 or similar Federal legislation.
- 19.22 Indemnification shall be provided only if the Association determines the Indemnified Person 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 Indemnified Person did not act in good faith or in 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 Indemnified Person acted in bad faith or in a manner not in the best interest of the Association.
- 19.23 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 any Indemnified Person shall be limited to the aggregate amount specified in the liability insurance policy approved by the Board.
- 19.3 Procedure
- 19.31 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 Indemnified Person is proper and in accordance with the standards set forth herein.
- 19.32 A request for indemnification shall be made by the Indemnified Person 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 Indemnified Person or (2) the Indemnified Person shall become aware of any fact or situation which may reasonably be anticipated to give rise to a claim for indemnification.
- 19.33 The Board shall investigate all requests for indemnification and shall render its decision by majority vote of a quorum consisting of Board Members who are not a party to the request for indemnification. If a quorum is not attainable, the recommendation on the request shall be made by a five-person special committee of the Board, the members of which shall be selected by the President. The Board or special committee, as the case may be, shall render its recommendation no later than 60 days after the President receives the request for indemnification.
- 19.34 The determination as whether indemnification shall be made by the Association pursuant to this Article shall be made (1) by the Board by majority vote of a quorum consisting of Board Members 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 Board Members so directs, by independent legal counsel in a written opinion.
- 19.35 The body or person making the determination on the request for indemnifications provided in 19.34 shall report its decision or findings to the Indemnified Person requesting indemnification no later than 90 days after the Board or special committee, as the case may be, makes its decision.
- 19.36 Any action taken by the body or person making the determination on the request for indemnification as provided in 19.34 shall be final.

- 19.37 In making the determination on the request for indemnification as provided in 19.34, the Board may vote at a meeting specifically called for that purpose, with not less than 10 days advance written notice, or by mail or electronic ballot. If the determination is made by mail or electronic ballot, a decision to indemnify must receive the affirmative vote of not less than 50% of the eligible voters.
- 19.38 For all purposes of this Article, 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 a mail or electronic ballot.
- 19.4 Subrogation
- 19.41 In the event of any payment by the Association to an Indemnified Person or on behalf of an Indemnified Person, as provided in the Article, the Association shall be subrogated to the extent of such payment to all rights of recovery thereof. The Indemnified Person 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 Indemnified Person.
- 19.42 The Indemnified Person 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.
- 19.5 Surety
- 19.51 The Board may authorize payment to or on behalf of an Indemnified Person prior to final disposition of any suit or proceeding. If such payment is authorized, the Board shall receive a written commitment by the Indemnified Person and such surety as it shall reasonably require, to repay such payments if it is determined that indemnification by the Association was not authorized by this document.
- 19.6 Applicable Law
- 19.61 The foregoing right of indemnification shall be in addition to and not necessarily exclusive of all other rights accorded by applicable law.
- 19.7 Insurance
- 19.71 The Association shall have the power to purchase and maintain insurance on behalf of Indemnified Persons, whether or not the Association would have the power to indemnify them against liability under the provisions of this Article.
- 19.8 Other
- 19.81 The provisions of this Article shall apply to the legal representatives of deceased persons who were Indemnified Persons. An Indemnified Person's rights hereunder shall not be assignable without the prior written consent of the Association.

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 record copy of said Constitution and/or By-Laws shall be submitted to the Association by the Local Section. Any proposed modification or amendment to the Constitution and/or Bylaws of the Local Section shall be submitted to the Association's Constitution and Bylaws Committee for review and approval. All proposed changes must be certified by the Association's Constitution and Bylaws Committee as being in harmony with the Association's Constitution and Bylaws prior to approval by the Local Section Membership. Upon approval by the Local Section Membership, a final record copy of the amended Constitution and Bylaws of the Local section 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, in order to maintain the voting rights of their Local Section Representative and Alternate Representative on the Association's Executive Board.
- 21.5 The Secretary of each Local Section shall file with the Secretary-Treasurer of the Association within 10 days after their election or appointment a list of the Officers Local Section. The Secretary of each Local Section shall also file with the Secretary-Treasurer of the Association a list of the Members of the Local Section on an annual basis.
- 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 Directors 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 Section Representative at meetings of the Board when the Section Representative is unable to attend. The Section Representative and Alternate Representative shall be Members in good standing of the Association. The term of office of the Section 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. Proposed amendments shall be submitted to the Association's Constitution and Bylaws Committee for review and formal drafting of the proposed amendment language for review and approval by the Board.
- 22.12 Upon approval of the proposed amendment(s) by the Board, the proposed amendment(s) shall then be submitted to the Federation's Constitution and Bylaws Committee for review and approval. The proposed amendment(s) must be certified by the Federation's Constitution and Bylaws Committee as being in harmony with the Federation's Constitution and Bylaws prior to approval by the Association Membership.

- 22.13 Upon approval and certification of the proposed amendment(s) by the Federation's Constitution and Bylaws Committee, the Board shall authorize the Secretary-Treasurer to provide notice and access to the complete text of a proposed amendment(s) to each Association Member at least thirty (30) days before it is to be voted upon. Notice shall be provided by mail, electronic notice, and/or publication in the Association magazine and/or annual conference brochure. Amendments may be voted upon at the Annual Meeting, a special meeting, or by letter/electronic ballot. Passage of Amendments at meetings shall be as provided in Paragraph 22.12 below.
- 22.14 A two-thirds majority of affirmative votes of the total votes cast by letter/electronic ballot, with a minimum of fifty (50) votes being required to be cast, shall be required for passage by letter/electronic ballot. An affirmative two-thirds vote of Members present at any Annual Meeting or special meeting at which a quorum is present shall be required for passage.
- 22.15 When amendments have been approved by the Association Membership, they shall take effect immediately and the revised Constitution and By-Laws shall be published on the Association's website.
- 22.16 The Board cannot make changes to the Constitution and By-Laws 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 by letter or electronic notice.
- 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 therefrom.
- 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 satisfaction of all obligations and liabilities of the Association, shall then be disposed of exclusively for the purpose of the Association as determined by the Members at a meeting convened for the purpose of dissolution, in any such manner, or to such organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.
- 24.2 Notice of dissolution shall be given to the Federation within 60 days.