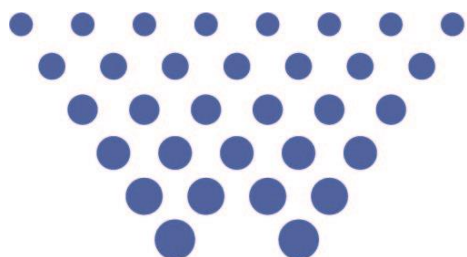


BYLAWS

of the

WATER ENVIRONMENT ASSOCIATION of TEXAS



Water Environment
Association of Texas

Proposed by the Bylaws Committee, January 11, 2021
Approved by the WEAT Board of Directors, January 12, 2021

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BYLAWS

OF THE

WATER ENVIRONMENT ASSOCIATION OF TEXAS

ARTICLE 1. ASSOCIATION NAME

- 1.1 The name of this organization shall be the Water Environment Association of Texas (WEAT), hereinafter referred to as "WEAT".

ARTICLE 2. AFFILIATION

- 2.1 WEAT shall be a Member Association of the Water Environment Federation, hereinafter referred to as "WEF" and shall participate in WEF activities. It is WEAT's intent that the WEAT Bylaws shall be in harmony with the Constitution and Bylaws of WEF.

ARTICLE 3. WEAT OBJECTIVES

- 3.1 WEAT has established several objectives which set the foundation for its activities. The objectives of WEAT are as follows and are in harmony with the objectives of WEF:
- 3.2 Advance the fundamental knowledge of the water environment, its basic qualities, and the 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 control systems, resource recovery facilities, and reuse systems.
- 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 legislative and governmental 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 general 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.

ARTICLE 4. GEOGRAPHICAL BOUNDARIES

- 4.1 The exclusive geographical boundaries of WEAT shall consist of the State of Texas.
- 4.2 Any revision to established geographical boundaries or the establishment of any new geographical boundaries must follow the procedure established in the Constitution and Bylaws of WEF.

ARTICLE 5. PRINCIPAL PLACE OF BUSINESS AND OPERATION

- 5.1 The principal place of business of WEAT shall be established and maintained at the office of the Executive Director of WEAT, within the State of Texas, as designated by the Executive Board.

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- 5.2 All functions relating to the operation of WEAT shall be in accordance with the Articles of Incorporation and Bylaws, and subject to WEAT's GUIDANCE DOCUMENTS which are a part of WEAT's Leadership Manual as established by the Executive Board.

ARTICLE 6. MANAGEMENT

6.1 Purpose and Duties of the Executive Board

- 6.1.1 The business of WEAT will be managed by an Executive Board (hereinafter the "BOARD") under the GUIDANCE DOCUMENTS as the BOARD may determine, and be the legal representatives in keeping with the intent, conditions and limitations of the Constitution and Bylaws.
- 6.1.2 The BOARD may, as needed, hire WEAT staff, including an Executive Director, who shall be totally responsible to the BOARD for the conduct of the business of WEAT and, who shall be responsible for leading WEAT in monitoring and promoting sound legislative and regulatory agency environmental policy in the State of Texas.
- 6.1.3 The BOARD shall:
- (A) Fill all appointive offices based upon recommendations by the President.
 - (B) Fill all newly created elective offices and any vacant elective offices (except that of President) until the next regular meeting of WEAT.
 - (C) Receive all committee reports and take appropriate action on recommendations made in these reports where required.
 - (D) Direct the investment and care of funds of WEAT.
 - (E) Make funds available for regular operation of WEAT and for specific purposes. No financial commitments shall be incurred that are beyond the funds available and those anticipated during the fiscal year.

6.2 Members of the BOARD

- 6.2.1 The BOARD consists of the following:
- (A) The President of WEAT
 - (B) The President-Elect of WEAT
 - (C) The Vice President of WEAT
 - (D) The current Past-President of WEAT
 - (E) The Secretary of WEAT
 - (F) The Treasurer of WEAT
 - (G) The WEF Delegates from WEAT (Junior Delegate and Senior Delegate)
 - (H) The current Past-Delegate to WEF from WEAT
 - (I) The Historian of WEAT
 - (J) The Section Representatives of each WEAT Section of the State of Texas
 - (K) The Professional Wastewater Operator (PWO) Representative
 - (L) A Member-at-Large appointed by the President
 - (M) The Parliamentarian is a non-voting member of the BOARD.

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- (N) The Deputy-Treasurer is a non-voting member of the BOARD.
- (O) The Executive Director of WEAT is a non-voting member of the BOARD.
- (P) The Young Professional's (YP) Committee Chair.

6.2.2 The Officers of WEAT shall be as follows:

- (A) President
 - 1. The Presiding Officer of WEAT
- (B) President-Elect
- (C) Vice President
- (D) Secretary
- (E) Treasurer
- (F) The WEF Delegates from WEAT (Junior Delegate and Senior Delegate)

6.2.3 The President, President-Elect, Vice President, Secretary, Treasurer, WEF Delegates from WEAT (Junior Delegate and Senior Delegate) (the voting Officers) plus the current Past-President, Member-at-Large (Active Member who is appointed by the President), Historian, YP Committee Chair, PWO Representative, Executive Director (non-voting), Deputy Treasurer (non-voting), and Parliamentarian (non-voting) shall serve as the Management Review Committee (MRC).

6.2.4 Management of the affairs of WEAT between BOARD meetings shall be conducted, when called by the President, by the MRC, as described under Standing Committees in the GUIDANCE DOCUMENTS.

6.3 Eligibility to serve on the BOARD

- 6.3.1 All officers and members of the BOARD shall be Members in good standing at the time of their election or appointment and during their term of office.
- 6.3.2 The PWO Representative shall be a licensed wastewater operator active in the operation of a water resource recovery facility and a member in good standing.
- 6.3.3 Any member of the BOARD may be removed from office and from the BOARD for just cause by a three-fourths majority vote of a quorum of the BOARD acting in closed session. This vacancy may be filled by a majority vote of the BOARD.

6.4 Nomination and Election of Officers and other BOARD Members

- 6.4.1 WEAT shall conduct an appropriate nomination and election process in accordance with GUIDANCE DOCUMENTS for the following OFFICERS of WEAT: President, President-Elect, Vice President, Secretary, Treasurer and WEF Delegates from WEAT (Junior Delegate and Senior Delegate), and the following non-voting Board Member of WEAT: Deputy Treasurer.
- 6.4.2 A Nominating Committee shall be appointed by the President. The Nominating Committee shall consist of the immediate past three active and living Presidents and two additional members which currently serve on the BOARD. The Nomination Committee Chair will be the immediate Past-President.
- 6.4.3 The President-Elect will advance to President, the Vice President will advance to President-Elect, and the Deputy-Treasurer will advance to Treasurer with approval of the BOARD.

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- 6.4.4 Nominations for Vice President, Secretary, Deputy-Treasurer and Junior WEF Delegate from WEAT for their respective terms shall be received and considered by the Nominating Committee. The Nominating Committee members may also make recommendations for consideration of these open positions. The officers for these positions will be approved by the BOARD and will be elected by the affirmative vote of the current Section Representatives of WEAT. Section Representatives have the responsibility of representing the membership of their respective sections for the purposes of officer elections. For active Sections, the Sections will provide recommendations for Section Representatives to the Board for approval.
- 6.4.5 The Nominating Committee, through its Chair, shall report its selections for each office to the President and the Secretary at the annual business meeting of WEAT for the election of its officers. All nominees shall be eligible voting members and shall signify willingness to serve.
- 6.4.6 The President shall have the report of the Nominating Committee read and it shall be his/her duty to ascertain from the floor if any other names are desired to be placed in nomination after which a vote shall be made by the current Section Representatives attending the business meeting.
- 6.4.7 Voting may be addressed through a “yes/no” vote by acclamation of the Section Representatives. In the event that a balloted vote is desired, that vote may be paper ballot or digital ballot with each current Section Representative receiving one vote per position. Section Representatives not in attendance shall provide their proxy to another BOARD member.
- 6.4.8 Officer elections shall be held in the annual meeting of the BOARD (traditionally held during the annual Texas Water Conference). Election of new officers shall be based on majority acclamation or ballot per the process described above.
- 6.4.9 Remaining BOARD positions including the Historian, Member-at-Large, YP Chair, Parliamentarian, Current Past WEF Delegate, and PWO Representative shall be appointed by the President and approved by the BOARD.
- 6.5 Terms of Office for BOARD Members
 - 6.5.1 The terms of office of the President, President-Elect, Vice President and Treasurer shall be for approximately one year, which terms shall start at the end of the annual meeting of their election or appointment, and continue until their successors are elected and/or appointed and approved by the Board.
 - 6.5.2 The term of the WEF Active Delegates from WEAT shall be three years as determined by the annual meetings of WEF. The Delegates shall not be eligible to succeed themselves in consecutive terms.
 - 6.5.3 The term of the Secretary is approximately two years, which start at the end of the annual meeting of their election and continue until their successors are elected and/or appointed and approved by the Board. Reelection to consecutive terms is permissible for up to three terms.
 - 6.5.4 The terms of the Member-at-Large, Historian, PWO Representative, YP Chair, Parliamentarian, Deputy-Treasurer, and Current Past WEF Delegate shall be for one year, which starts at the end of the BOARD meeting following their appointment and continues until their successors are appointed and approved by the Board. Reappointment to consecutive terms is permissible.
 - 6.5.5 The terms of office of the Section Representative shall be for approximately three years or as designated by the represented Section. Terms shall start upon appointment by the Section and continue until their successors are appointed by their representative Sections and approved by the Board. Reelection to consecutive terms is permissible for up to two terms.

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- 6.5.6 In the case of a vacancy in the office of President, or in the absence of the President, the President-Elect shall act in his/her place for the unexpired term or in his/her absence. In case the President-Elect cannot act, the Vice President shall do so. If he/she cannot act, the latest living Past President shall do so. If he/she cannot act, the BOARD shall elect one of its members to do so.
- 6.5.7 In the case of a vacancy in the office of the Treasurer, or in the temporary absence of the Treasurer, the Deputy-Treasurer shall act in his/her place for the unexpired term (in the case of a vacancy) or in his/her absence (in the case of temporary absence). If he/she cannot act, the BOARD shall elect one of its existing members to do so.
- 6.5.8 In the case of a vacancy in any BOARD position other than President, the BOARD shall elect a replacement by a majority vote of the BOARD. The replacement shall serve the remainder of the term of office for which the original officer was elected or appointed.
- 6.5.9 The President-Elect, Vice President and WEF Delegates (Junior Delegate and Senior Delegate) shall not be eligible for reelection to the same office until at least one full term shall have elapsed after the end of his/her term. This prohibition shall not apply to a person acting as President under provisions of Paragraph 6.5.6.
- 6.6 Duties of the BOARD Members
 - 6.6.1 Officers and Members of the BOARD shall attend the annual conferences and BOARD meetings.
 - 6.6.2 WEF Delegates (Junior Delegate and Senior Delegate) shall represent WEAT in the conduct of all business by the WEF House of Delegates, for a term of service designated by the WEF Constitution and Bylaws and shall be a member of WEF.
 - 6.6.3 Other duties as prescribed by the GUIDANCE DOCUMENTS.

ARTICLE 7. MEMBERSHIP

- 7.1 The membership of WEAT shall consist of individuals and organizations interested in any of WEAT's objectives, who reside in or conduct business within the geographical boundaries of WEAT.
- 7.2 Members shall reside in or conduct business in the State of Texas with the exception of a dual membership from another WEF Member Association.

ARTICLE 8. MEMBERSHIP CATEGORIES, QUALIFICATIONS, AND PRIVILEGES

- 8.1 Membership Categories of WEAT shall include all categories of membership designated by WEF and other categories of membership established by WEAT.
- 8.2 Members of WEAT must also be members of WEF in the appropriate category, or WEAT only members. WEAT-Only members, shall not have privileges and rights in WEF but shall have such privileges as defined by WEAT.
- 8.3 All members who pay dues to both WEAT and WEF may display membership certificates in both.
- 8.4 The Membership Categories are defined herein:
 - 8.4.1 Individual Member - any individual interested in the advancement of knowledge relating to the objectives of WEF and WEAT. Individual memberships include WEAT only individual membership and all current WEF individual member categories as defined by WEF. WEF membership categories shall be maintained and updated by WEF.
 - (A) Privileges – Shall have all the rights and privileges granted by WEF and WEAT, including the right to vote and hold offices as provided for in the WEF and WEAT Constitution and Bylaws.

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8.4.2 Group Member - any group or organization interested in the advancement of knowledge relating to the objectives of WEF and WEAT. Group memberships include all current WEF and WEAT group member categories. WEF membership categories shall be maintained and updated by WEF. WEAT group member categories shall be maintained and updated by WEAT.

(A) Privileges – Shall have all the rights and privileges granted by WEF and WEAT, including the right of its authorized representative to vote, as provided for in the WEF and WEAT Constitution and Bylaws.

ARTICLE 9. WEAT SECTIONS AND STUDENT CHAPTERS

9.1 WEAT Sections

9.1.1 When a sufficient number of members of WEAT in an area desire to form a Section of WEAT for the further advancement of the objectives of WEAT, they may submit an application to the BOARD through WEAT's Secretary. The Section can be created upon the affirmative vote by two-thirds of the BOARD. Likewise, a Section may be dissolved upon an affirmative vote by two-thirds of the BOARD.

9.1.2 A Section shall have its own Bylaws in harmony with WEAT's Bylaws and reviewed by the WEAT Bylaws Committee. The Section must submit amendments to the Section's Bylaws to the WEAT Bylaws Committee for review prior to adoption. The Section's Bylaws may be revoked by the affirmative vote by two-thirds of the BOARD, upon such recommendation by the WEAT Bylaws Committee.

9.1.3 The members of each Section shall be members in good standing of WEAT. The Section shall elect their own officers, all of whom shall also be members in good standing of WEAT and/or WEF at the time of their election or appointment and during their term of office. Any officer or member of the Section's Board may be removed from office and from the Section's Board for just cause by a three-fourths majority vote of a quorum of the Section's Board acting in closed session. A vacancy thus created may be filled by a majority vote of the Section's Board.

9.1.4 The President of WEAT shall be an ex-officio member of the Section's Board.

9.1.5 The Chair of each WEAT Committee shall be an ex-officio member of the corresponding committee of the Section.

9.1.6 The Section's Board shall submit to the BOARD an annual report on finances and activities in a format prescribed by the BOARD.

9.2 Student Chapters

9.2.1 Upon a majority vote, the BOARD may recommend the creation of Student Chapters which meet WEAT requirements. A Section serving the geographical area of a proposed Student Chapter, may also recommend creation and approval of the Student Chapter.

9.2.2 The Student Chapter has at least five members.

9.2.3 The Student Chapter objectives are in harmony with the objectives of WEF and WEAT.

9.2.4 Organization and Privileges include:

(A) The Student Chapter will be issued a charter following recommendation of the BOARD, approval of the BOARD.

(B) The Student Chapter shall govern the number and character of its meetings. At least one meeting shall be held each school year.

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- (C) The BOARD shall appoint a liaison for the Student Chapter. The counselor shall be a current Individual or Affiliate member and shall be an advisor to the Student Chapter. The liaison shall be a member of the Student Sections Committee of WEAT.
- (D) All officers and members of the Student Chapter shall be Student members of the Local Section, WEAT and/or WEF.
- (E) The Student Chapter shall submit an annual report of its activities and financial report to the Local Section and WEAT Secretary by April 1 of each year.

9.2.5 Authority includes:

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

9.2.6 Withdrawal and Termination:

- (A) A Student Chapter may withdraw from WEAT and/or WEF at the end of any school year after giving three months written notice of its intentions to WEAT.
- (B) The BOARD may revoke the charter of any Student Chapter if after the Chapter has been afforded an opportunity to be heard, WEAT judges it to be in the best interest of WEAT to do so.

ARTICLE 10. WEAT FINANCES

10.1 Amount and Payment of Dues:

10.1.1 For each WEF Professional, Corporate, Academic or Global member, the annual dues shall be determined by the WEF Board of Trustees and shall include the current dues for each class of membership as established by the Board of Control of WEF.

(A) WEF will bill annual dues directly to WEF Members. Dues shall be payable to WEF in accordance with current WEF policy and procedures. These dues shall include the relevant dues for WEAT.

(B) Dues are payable for a 12-month period in accordance with current WEF policy and procedures.

10.1.2 Members in other classes of membership established by WEAT as provided in the Bylaws shall pay dues as established by the BOARD. These dues shall be billed and received by WEAT.

(A) For each Affiliate Member (WEAT Only Member), or Utility Member the annual dues shall be determined by the BOARD.

(B) WEAT's staff will bill annual dues directly to the member.

(C) Dues are payable for a 12-month period beginning with the first date of membership that is defined as the anniversary date or annually according to current WEAT procedures.

10.2 Subscriptions Included in Dues:

10.2.1 All members certified to WEF by WEAT shall be entitled to such publications of WEF as may be approved by its Board of Control for the appropriate membership class. All members shall be entitled to the publications of WEAT as may be approved by the BOARD for the appropriate membership class.

10.3 Arrears:

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10.3.1 WEF Members whose dues shall not have been paid within one month after the anniversary date or annual renewal date will be given notice of such default by WEF. If the dues remain unpaid 15 days after such notice, the members in default may be removed from the roll of WEF by WEF's Executive Director and from the roll of WEAT.

10.3.2 Affiliate Members (WEAT Only Members) whose dues have not been paid within one month after the anniversary date or annual renewal date will be given notice of such default by WEAT's staff. If the dues remain unpaid 15 days after such notice, the members in default may be removed from the roll of WEAT by the staff.

10.3.3 Members who have been dropped from the roll may be reinstated without payment of WEAT back dues.

10.4 Fees:

10.4.1 WEAT reserves the right to collect fees for WEAT activities and events, as appropriate (for example, registrations fees for annual meetings, specialty conferences, and other educational programs). Such fees will be established in accordance with these Bylaws and GUIDANCE DOCUMENTS and Bylaws of WEF.

10.5 Donations and Contributions: In accordance with the GUIDANCE DOCUMENTS.

10.6 Financial Controls: In accordance with the GUIDANCE DOCUMENTS.

ARTICLE 11. MEETINGS

11.1 BOARD Meetings:

11.1.1 The BOARD shall meet at the time of the Annual Conference at which time the BOARD will receive detailed committee reports and recommendations, fill appointive offices and conduct other WEAT business, as necessary. The President shall present his/her committee appointments to the BOARD for approval. Meetings are desired to be held in-person, however, if an in-person meeting is not feasible, the BOARD may meet digitally through an appropriate meeting platform as long as that platform is made accessible to all BOARD members and proper notice is given in accordance with section 11.1.3.

11.1.2 Other BOARD Meetings shall be held at the call of the President or on petition addressed to the Secretary and signed by 40 percent of the BOARD.

11.1.3 Notice of the BOARD meetings shall be issued by the Executive Director or Secretary to all BOARD members at least fifteen days in advance of such meetings.

11.1.4 At any meeting of the BOARD, 51 percent of the BOARD members in good standing present or represented by proxy shall constitute a quorum.

11.2 Meetings of the Membership:

11.2.1 An Annual Meeting of WEAT shall be held at a time and place selected by the BOARD. WEAT members shall receive notification of all such meetings not less than 30 days prior to the meeting.

ARTICLE 12. ADMISSION AND EXPULSION

12.1 Admission:

12.1.1 There shall be no admission fee or criteria for admission other than that described in ARTICLE 10 and 15 of these Bylaws.

12.2 Expulsion:

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

ARTICLE 13. STANDING AND AD-HOC COMMITTEES

- 13.1 The BOARD may establish or dissolve Standing and Ad-Hoc Committees to conduct WEAT programs.
- 13.2 Standing and Ad-Hoc Committees are created following the procedures outlined in the Bylaws and the GUIDANCE DOCUMENTS of WEAT.
- 13.3 Committee business shall be conducted under Robert's Rules of Order.
- 13.4 Committees shall have a sufficient number of members to carry out assigned duties.
- 13.5 The Chair of the Committee or each Co-Chair, to the extent possible will have served a minimum of one year on the Committee prior to being appointed to the office of Chair or Co-Chair.
- 13.7 Unless specifically noted in the GUIDANCE DOCUMENTS, or authorized by the BOARD, the Chair, Co-Chair and Vice Chair may repeat his/her office only once.
- 13.8 Each Committee Chair or Co-Chairs shall make recommendations to the President for its new Chair (or Co-Chairs), Vice Chair and members in advance of the Annual Meeting.
- 13.9 At the Annual Meeting of the BOARD, the President shall appoint the new committee members, Chair (or Co-Chairs) and Vice Chair. The BOARD at the Annual Meeting will review these appointments for approval.
- 13.10 The Committee Leadership Council (CLC) shall provide a stewardship role for all WEAT Committees and shall develop and maintain the Committee Guidance Documents. Each Committee Chair shall be a member of the CLC. The Chair of the CLC shall be the current Vice President of WEAT.
- 13.11 Each Committee will be represented at the Annual Meeting of the BOARD and shall present a report summarizing its accomplishments for the previous year; expenditures; the goals and objectives for the forthcoming year; an update of the detailed committee description; a roster showing names, addresses and phone numbers of (proposed) members and a proposed annual budget for the committee.
- 13.12 If the Chair is unable to complete his/her duties as specified in the GUIDANCE DOCUMENTS, the President may promote the Co-Chair, or if no Co-Chair, the Vice-Chair to Chair.
- 13.13 A Committee member will be limited to up to a five-year term unless specifically authorized by the BOARD. The Chair (and Co-Chairs) and Vice Chairs will stagger the length and terms of appointment to assure continuity.

ARTICLE 14. PUBLICATIONS

- 14.1 All publications of WEAT shall be issued under the direction of the BOARD and shall be copyrighted as far as practicable.

ARTICLE 15. CONFERENCES, WORKSHOPS AND SEMINARS

- 15.1 **Annual Conference:**
 - 15.1.1 The Annual Conference of WEAT shall be held at a time and place arranged by the Executive Director of WEAT.
 - 15.1.2 Each member attending the Annual Conference and each spouse and guest shall pay registration fees as may be determined by the BOARD and the membership category.
- 15.2 **Other Conferences and Educational Programs:**

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- 15.2.1 Other conferences and educational workshops and seminars may be called by the BOARD, provided the Secretary or Executive Director gives at least thirty days' advance notice to WEAT membership.

ARTICLE 16. PROCEDURES AND RULES OF ORDER

- 16.1 All Conferences and BOARD meetings shall be conducted according to the latest edition of "Robert's Rules of Order Newly Revised." Except as otherwise provided in the Bylaws and any special rules of order WEAT may adopt, all questions shall be decided by a majority vote of the BOARD. No BOARD Member shall have more than one vote (except when holding one or more duly authorized and executed proxies), regardless if holding more than one position on the BOARD (for example; an officer and Section Representative)
- 16.2 If unable to attend, each member of the BOARD shall designate a proxy prior to all BOARD meetings. The BOARD member shall designate such proxies in writing. All such proxies shall be counted in determining a quorum.
- 16.3 A quorum of the BOARD shall consist of a majority of its members.
- 16.4 The Chair of the Bylaws Committee shall serve as Parliamentarian of the BOARD, a non-voting position.

ARTICLE 17. FISCAL YEAR

- 17.1 The fiscal year of WEAT shall begin on the first day of January and end on the last day of December.

ARTICLE 18. INDEMNIFICATION

- 18.1 Indemnification is required, permitted, and prohibited as follows:
- 18.1.1 WEAT shall indemnify any person who is or has been a delegate, officer, committee member, section representative, or employee of WEAT, hereinafter referred to as "officials," who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in WEAT. However, WEAT shall indemnify an official only if he or she acted in good faith and reasonably believed that the conduct was in WEAT's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. WEAT shall not indemnify an official who is found liable to WEAT or is found liable to another on the basis of improperly receiving a personal benefit. An official is conclusively considered to have been found liable in relation to any claim, issue, or matter if a court of competent jurisdiction has adjudged the official liable and all appeals have been exhausted.
- 18.1.2 The termination of a proceeding by judgement, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent does not necessarily preclude indemnification by WEAT.
- 18.1.3 WEAT shall pay or reimburse expenses incurred by an official of WEAT in connection with the official's appearance as a witness or other participation in a proceeding involving or affecting WEAT when the official is not named defendant or respondent in the proceeding. WEAT shall not pay for the time incurred, only expenses.
- 18.1.4 In addition to the situations otherwise described in this paragraph, WEAT may indemnify officials of WEAT to the extent permitted by law. However, WEAT shall not indemnify any official in any situation in which indemnification's prohibited by the terms of paragraph 18.1.1.
- 18.1.5 Before the final disposition of a proceeding, WEAT may pay indemnification expenses permitted by the Bylaws of WEAT and authorized by WEAT. However, WEAT shall not pay indemnification expenses to an official before the final disposition of a proceeding if: the official is named defendant or respondent in a proceeding brought by WEAT or the official is

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alleged to have improperly received personal benefit or committed other willful or intentional misconduct.

18.1.6 If WEAT may indemnify an official under the Bylaws of WEAT, the official may be indemnified against judgements, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of WEAT, the indemnification is limited to reasonable expenses actually incurred by the official in connection with the proceeding.

18.1.7 Procedures relating to indemnification payments:

- (A) Before WEAT may pay any indemnification expenses (including attorney's fees), WEAT shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in paragraph 18.1.7.(F) below. WEAT may make these determinations and decisions by any one of the following procedures:
- (B) Majority vote of a quorum consisting of BOARD Members who, at the time of the vote, are not named defendants or respondents in the proceeding.
- (C) If such a quorum cannot be obtained, by a majority vote of the Management Review Committee, who are so designated to act in the matter by a majority vote of all BOARD members, consisting only of Management Review Committee members who at the time of the vote are not named defendants or respondents in the proceeding.
- (D) Determination by special legal counsel selected by the BOARD by vote as provided in paragraph 18.1.7.(B) or 18.1.7.(C), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of the BOARD.
- (E) Majority vote of members, excluding BOARD members who are named defendants or respondents in the proceeding.
- (F) WEAT shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel makes the determination that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 18.1.6., above, governing the selection of special legal counsel. A provision contained in the articles of incorporation, the bylaws, or a resolution of members of the BOARD that requires the indemnification permitted by paragraph 18.1.1., above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- (F) WEAT shall pay indemnification expenses before disposition of a proceeding only after WEAT determines that the facts then known would not preclude indemnification and WEAT receives a written affirmation and undertaking from the official to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 18.1.1 above. The official's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws of WEAT. The written undertaking shall provide for repayment of the amount paid or reimbursed by WEAT if it is ultimately determined that the official has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the official, but it need not be secured and it may be accepted without reference of financial ability to make repayment.

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- (G) Any indemnification or advance of expenses shall be reported in writing to the BOARD of WEAT. The report shall be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report shall be sent within the 12-month period immediately following the date of indemnification or advance.

ARTICLE 19. AMENDMENTS

19.1 Initiation:

- 19.1.1 Amendments to these Bylaws may be proposed by any member of the BOARD, or upon petition to the Board by a minimum of 50 active members of WEAT in any manner not inconsistent with the Bylaws by request to the Secretary, either at a BOARD meeting or by letter. All proposed amendments shall be submitted in writing with the complete text of a proposed amendment to the BOARD. The request shall state the proposal and the reasons therefore.
- 19.1.2 Upon receipt of proposed amendments the Secretary shall notify the members of the Bylaws Committee of the proposal, sending each a copy of the proposal. The Secretary shall arrange for a meeting of the Bylaws Committee either in person or by letter exchange.
- 19.1.3 Within twenty days following notification of the Bylaws Committee by the Secretary, the Bylaws Committee members shall forward their comments and recommendations on the proposal to the Secretary.
- 19.1.4 The Secretary, upon receipt of the recommendations of the Bylaws Committee, shall notify the BOARD of these recommendations and at the same time conduct a letter ballot of the BOARD members on the recommendations. Such ballots shall be marked and returned to the Secretary within twenty days of receipt. If convenient, and as an alternative, voting by ballot or acclamation may be conducted at any meeting of the BOARD.

19.2 Adoption

- 19.2.1 Amendments to these Bylaws may be adopted by affirmative vote of two-thirds of the membership of the BOARD present or represented by proxy at a BOARD meeting, or by a two-thirds affirmative vote of the total membership of the BOARD in the case of a letter ballot.
- 19.2.2 Upon adoption by the BOARD, the amendments shall be submitted by the Secretary to the Constitution and Bylaws Committee of WEF for concurrence. The amendments shall take effect immediately upon adoption by the BOARD and shall be published to WEAT membership as soon as practicable.
- 19.2.3 When WEF has provided notification of concurrence with the amendments to the Bylaws and the Secretary has been so notified, the Secretary shall notify the members of the BOARD and WEAT Bylaws Committee.

ARTICLE 20. DISPOSITION OF ASSETS UPON DISSOLUTION

- 20.1 In the event of dissolution of WEAT, the property and assets thereof, after providing for all obligations and liabilities of WEAT, shall then be disposed of exclusively for the purposes of WEAT 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 BOARD.
- 20.2 Dissolution may be recommended by the consent vote of three-fourths majority vote of a quorum of the BOARD acting in closed session. Upon recommendation by the BOARD, final approval of dissolution shall be voted on by the membership of WEAT. Voting for dissolution must be held in an open meeting of WEAT specifically called for this purpose. A minimum of three-fourths majority of

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the membership present at the open meeting shall be required to approve dissolution. Three months notification shall be sent to WEF concerning dissolution at the end of the fiscal year.

-----End of Bylaws-----