

CALIFORNIA WATER
ENVIRONMENT ASSOCIATION
ORGANIZATIONAL BYLAWS
("Constitution")

Revised April 19, 2007

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CALIFORNIA WATER ENVIRONMENT ASSOCIATION

A

Member Association of the
Water Environment Federation

(Revised and Approved April 19, 2007)

CONSTITUTION **(Organizational Bylaws)**

1.0 NAME

1.1 The name of this association shall be the California Water Environment Association (CWEA), hereafter referred to as the "Association". The Association may only amend its name by amending its Articles of Incorporation. The Association is a California nonprofit public benefit corporation, tax-exempt under section 501(c)(3) of the Internal Revenue Code and its California 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 education and effectiveness of California's Wastewater Professionals through training, certification, 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 Enhance the education and effectiveness of wastewater professionals through training and certification.
- 4.2 Develop and implement effective delivery mechanisms to disseminate knowledge concerning the water environment.
- 4.3 Advance the knowledge and technology in the planning, design, construction, operation and management of wastewater treatment systems and facilities.
- 4.4 Improve the professional status of all personnel working in the wastewater industry and related fields.
- 4.5 Encourage sound policy in matters relating to the water quality control field.
- 4.6 Advance the knowledge and understanding of the water environment and its interaction with other aspects of the environment.
- 4.7 Stimulate public awareness of the importance of wastewater treatment to public health and the water environment.

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 State of California 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 Association Members as prescribed in this document.

8.0 MEMBERSHIP, CLASSIFICATION, QUALIFICATIONS, AND PRIVILEGES

8.1 Membership Classes

- 8.1.1 Active Members
- 8.1.2 Professional Wastewater Operations (PWO) Members
- 8.1.3 Corporate Members
- 8.1.4 Utility Members
- 8.1.5 Student Members
- 8.1.6 Association Members
- 8.1.7 Retired Members
- 8.1.8 Federation Honorary and Life Members
- 8.1.9 Association Past Presidents
- 8.1.10 Local Section Lifetime Members
- 8.1.11 Local Section Retired Members
- 8.1.12 Local Section Student Members

8.2 Active Members

8.2.1. Qualifications

8.2.1.1. Any person professionally or technically engaged or interested in the advancement of knowledge relating to the objectives of the Federation and the Association.

8.2.2. Rights and Privileges

8.2.2.1. Shall be an eligible voting member of the Association.

8.2.2.2. Shall have all the rights and privileges granted by the Federation and Association including the rights to hold office and serve on committees.

- 8.2.2.3. Shall be entitled to receive publications of the Federation, as authorized by its House of Delegates, and publications of the Association, as authorized by its Board for the Active membership class.

8.3. Professional Wastewater Operations (PWO) Members

8.3.1 Qualifications

- 8.3.1.1. 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 therefrom.

8.3.2 Rights and Privileges

- 8.3.2.1. Shall be an eligible voting member of the Association.
- 8.3.2.2. 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.
- 8.3.2.3. Shall be entitled to receive publications of the Federation, as authorized by its House of Delegates, and publications of the Association, as authorized by its Board, for the PWO membership class.

8.4. Corporate Members

8.4.1. Qualifications

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

8.4.2. Rights and Privileges

- 8.4.2.1. 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 Member

8.5.1. Qualifications

- 8.5.1.1. Any publicly owned Agency.

8.5.2. Rights and Privileges

- 8.5.2.1. 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

8.6.1. Qualifications

- 8.6.1.1. A student who is regularly enrolled in a college or university at least one-half time.
- 8.6.1.2. May not retain this class of membership beyond the first anniversary date following termination of qualifications as a Student Member.

8.6.2 Rights and Privileges

- 8.6.2.1. Shall have all the rights and privileges of an Active Member except holding Association and Federation office.
- 8.6.2.2. Shall be eligible to be a member of a Student Chapter recognized by the Association and Federation.

8.7. Association Members

8.7.1. Qualifications

- 8.7.1.1. A person employed or interested in the advancement of knowledge relating to the objectives of the Association.

8.7.2. Rights and Privileges

- 8.7.2.1. Shall have the rights and privileges of an Active Member except the right to hold office in the Association.

8.8. Retired Member

8.8.1. Qualifications

- 8.8.1.1. Any person retired from and not currently affiliated professionally or technically with the water environment field.

8.8.2. Rights and Privileges

- 8.8.2.1. Shall have all the rights and privileges of an Active Member.
- 8.8.2.2. 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 Association Past President Membership

8.9.1. Qualifications

- 8.9.1.1. All Past Presidents of the Association shall receive membership in the Association.

8.9.2. Rights and Privileges

- 8.9.2.1. Shall have all the rights and privileges of an active member.

8.10. Federation Honorary Members and Federation Life Members

8.10.1. Qualifications

8.10.1.1. Federation Honorary Members and Federation Life Members are eligible to apply to the Association for Association Membership if they reside in California, and if they apply for membership, and as long as they annually request renewal of their membership.

8.10.2. Rights and Privileges

8.10.2.1. A Federation Honorary Member or Federation Life Member accepted as an Association Member shall have all the rights and privileges of such membership class.

8.10.2.2. 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.

8.11. Local Section Lifetime Members

8.11.1. Qualifications

8.11.1.1 An honorary membership bestowed on Local Section members for their years of service and/or outstanding contributions to the Local Section. Local Sections shall assign life membership annually and shall notify CWEA of their assignments within 30 days.

8.11.2. Rights and Privileges

8.11.2.1. Shall have all the rights and privileges of a Local Section Member, including attendance at Local Section events at the member rate.

8.11.2.2. Shall be a voting member of the Local Section if also a CWEA member.

8.11.2.3. Shall pay **no** membership dues at the Local Section.

8.11.2.4. Shall be entitled to receive publications of the Local Section.

8.11.2.5. Other benefits as outlined in the individual Local Section Constitutions.

8.12 Local Section Retired Members

8.12.1 Qualifications

8.12.1.1. Any person retired from and not currently affiliated professionally or technically with the water environment field greater than twenty hours a week.

8.12.2. Rights and Privileges

8.12.2.1. Shall have all the rights and privileges of a Local Section Member, including attendance at Local Section events at the member rate.

- 8.12.2.2. Shall be an eligible voting member of the Local Section if also a member of CWEA.
- 8.12.2.3. Shall be entitled to receive publications from the Local Section
- 8.12.2.4. Shall pay a reduced membership rate of 50% of the local section dues.
- 8.12.2.5. May not retain this class of membership beyond the first anniversary date following re-employment and/or professional affiliation within the water environment field.

8.13. Local Section Student Members

8.13.1. Qualifications

- 8.13.1.1. A student who is regularly enrolled in a college or university at least one-half time.

8.13.2. Rights and Privileges

- 8.13.2.1. Shall have all the rights and privileges of a Local Section Member, including attendance at Local Section events at the member rate.
- 8.13.2.2. Shall be an eligible voting member of the Local Section if also a CWEA member.
- 8.13.2.3. Shall be entitled to receive publications from the Local Section
- 8.13.2.4. Shall pay a reduced membership rate of 50% of the local section dues.
- 8.13.2.5. May not retain this class of membership beyond first anniversary date following termination of qualifications as a Student Member.

8.14 Certification of Membership

- 8.14.1 Each Board Meeting, the Executive Director shall certify to the President of the Association, the number of new Active, PWO, Corporate, Association, Student and Retired Members of the Association, accompanied by documentation of the appropriate amount of dues received for each class of member.

9.0 DUES

9.1. Payment of Dues

- 9.1.1. For each Active, PWO, Corporate, Student, or Retired Member, the annual dues shall be determined by the Board and shall include the current dues of each class of membership as established by the House of Delegates of the Federation.
 - 9.1.1.1. Annual dues will be billed directly to Association members by the Federation Executive Director. Dues shall be payable within one (1) month after a member's anniversary date.
 - 9.1.1.2. Of the New Active, PWO, Corporate, Student and Retired Membership and dues paid to the Executive Director, there shall be paid to the Federation such amounts per member as prescribed by the Board of the Federation.

- 9.1.2. For Active or PWO Members who qualify for Federation Life Membership or Federation Honorary Membership and Association Past President Membership, all Association dues shall be waived.
- 9.1.3. For Association Members, the annual dues shall be determined by the Board.
 - 9.1.3.1. Annual dues shall be payable one (1) month after a member's anniversary date.
- 9.1.4. For Retired Members, the annual dues shall be one-half (1/2) the Association Member dues.
- 9.2. Subscription Included In Dues
 - 9.2.1. All members certified to the Federation by the Association for membership shall be entitled to such publications of the Federation as may be approved by its House of Delegates for the appropriate membership class. All members shall be entitled to the publications of the Association as may be approved by its Board for the appropriate membership class.
- 9.3. Arrears
 - 9.3.1. Association Active, PWO, Corporate, Student, and Retired Members whose dues shall not have been paid within one (1) month after the anniversary date will be given notice of such default by the Federation Executive Director. If the dues remain unpaid 15 days after such notice, the members in default may be removed from the roll of the Federation by the Executive Director and from the roll of the Association.
 - 9.3.2. Members in other classes of membership shall be given notice of default by the Executive Director.
 - 9.3.3. Members who have been dropped from the roll may be reinstated without payment of Association back dues as determined by the Board.

10.0 ADMISSION AND DISCIPLINE

- 10.1. Admission
 - 10.1.1. Applications for membership will be reviewed by the Executive Director according to the policies established by the Board.
 - 10.1.2. There shall be no admission fee.
- 10.2. Discipline
 - 10.2.1. A member may be publicly reprimanded, fined, suspended or terminated for cause by the Board or its designee. Cause shall include a failure, in serious degree, to observe the Association's rules of conduct as prescribed by the Board in these Bylaws or otherwise. The discipline shall occur only after the member has been given a fifteen-day prior written notice of the proposed discipline and the reasons therefore. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by the Board or its designee. The Board or its designee shall determine whether cause exists and the appropriate discipline, if any.

10.2.2. The Board is not required to follow the above procedure when imposing lesser discipline, such as private reprimand.

11.0 BOARD OF DIRECTORS

11.1 The Association shall have powers to the full extent allowed by law. The Association powers and activities shall be managed and exercised by a Board of Directors (hereinafter designated as the "Board") directly or, if delegated, under the ultimate direction of the Board under such rules as the Board may determine, subject to the specific conditions of this Constitution.

11.2 Membership. The Board shall include 17 Directors who shall be eligible voting members of the Association and Federation, representing the Association in the conduct of all Association Business.

11.2.1. Ex-Officio Directors (Officers). The Board shall include as voting members the following five officers, serving by virtue of holding their respective officer positions (the "Ex-Officio Directors"):

- 11.2.1.1. Association President (1)
- 11.2.1.2. Association President-Elect (1)
- 11.2.1.3. Association Vice President (1)
- 11.2.1.4. Association Secretary/Treasurer (1)
- 11.2.1.5. Association Immediate Past President (1)

11.2.2. Directors. The Board shall include as voting members the following twelve directors, serving by virtue of their respective director positions:

- 11.2.2.1. Association At-Large Directors (5)
- 11.2.2.2. Association Regional Directors (3)
- 11.2.3. Water Environment Federation Delegate Directors (3)
- 11.2.4. Technical Certification Program Director (1)

11.2.3. The Executive Director. The Executive Director of the Association shall not be a member of the Board, but shall have the right to receive notices for and attend all Board meetings, except for portions of meetings in which the Board discusses the Executive Director.

11.3. Election and Terms of Office.

11.3.1. Ex-Officio Directors (Officers). The election and terms of officers are described in Section 12 "Officers" of this Constitution.

11.3.2. At-Large Directors. Two At-Large Directors shall be elected annually by the members at the Annual Business Meeting (or as otherwise provided in these Bylaws), one from the Northern California Region, and one from the Southern California Region for three year terms. The At-Large Directors' terms shall commence with the installation of directors and officers at the Association Annual Conference following their election. In the third year of office, one At-Large Director shall be named Secretary/Treasurer by the Board (rotating annually between the at-large Director serving from the North and South). At-Large Directors shall not be eligible to serve consecutive terms.

11.3.3. Regional Directors. One Regional Director shall be appointed annually to the Board, pursuant to the procedures of the Regional Committees. The terms of the Regional Directors shall be for three years, including their two-year terms of office as Regional Committee Chair and one additional year as former Chair. The Regional Committee Chairs shall hold office on a staggered basis, so that at any one time there are two Chairs (one from the Northern Region and one from the Southern Region) and one

former Chair (rotating annually between the North and South) serving as Regional Directors. The term of each Regional Director shall commence with the installation of directors and officers at the Association Annual Conference following their assumption of office as Committee Chair. Regional Directors shall not be eligible to serve consecutive terms.

11.3.4. Water Environment Federation (WEF) Delegate Directors. One WEF Delegate Director shall be elected annually by the members at the Annual Business Meeting (or as otherwise provided in these Bylaws) to represent the Association on the Water Environment Federation House of Delegates. The WEF Delegate Directors shall serve three-year staggered terms, and shall be elected alternating between the Northern and Southern Regions. The term of each Federation Director shall commence after their election at the time they are installed on the WEF House of Delegates; until a WEF Delegate Director is installed on the WEF House of Delegates, his or her predecessor shall remain as director on the Association Board. WEF Delegate Directors shall not be eligible to serve consecutive terms.

11.3.5. Technical Certification Program (TCP) Director. One Technical Certification Program Committee Chair shall be appointed to the Board annually pursuant to the procedures of the TCP Committee, a standing committee of the Association. The term of the TCP Director shall commence with the installation of directors and officers at the Association Annual Conference following their assumption of office as Committee Chair. TCP Directors shall be eligible to serve a maximum of five years consecutively within the limitations prescribed by the TCP Committee Standing Rules.

11.3.6. No elected Director shall be permitted to hold the same office more than once except as defined herein (Succession of President, or in temporarily filling a vacancy), but any Director shall be eligible for any other office.

11.4. Vacancies in Office

11.4.1. Resignations.

Resignations from the Board shall be effective upon receipt in writing by the President or the Secretary/Treasurer of the Association, unless a later effective date is specified in the resignation. If a Director serving as Officer resigns from the Board, he or she will automatically also be deemed to have resigned from his or her Officer position, and if the officer resigns from his or her Officer position, he or she will automatically also be deemed to have resigned from the Board. Regional and Technical Certification Program Directors who resign from their standing committee positions, will be deemed to have resigned from his or her Board position; and a resignation from his or her Director position will be deemed a resignation from his or her position as a committee chair.

11.4.2. Removal from Office.

The members may remove any Director at any time, with or without cause. The Board may remove any Director for cause within the meaning of Section 5221 of the California Corporations Code, including, but in no way limited to, failing to attend at least 75% of the Board meetings each year of office, or missing two consecutive meetings of the Board without providing an excuse to an attending Officer before the meeting. For the Ex-Officio, Regional and TCP Directors, removal from their officer or standing committee positions, pursuant to the requirements applicable to such removal process, shall automatically also result in removal from the Board.

11.4.3. Filling Vacancies.

11.4.3.1. A vacancy shall be deemed to exist on the Board in the event that the actual number of Directors is less than the authorized number for any reason. Vacancies in an Ex-Officio, Regional, or TCP position shall be filled by filling the applicable officer or standing committee position. Vacancies in other Director positions may be filled by interested members upon appointment by the Board for the time between the vacancy and the next election, upon which members shall elect a replacement to serve the remainder of the term.

11.4.3.2. A Director other than an Ex-Officio Director, completing the term of a vacated office will not be eligible for reelection to the position (for a second term in that position or succession) if they have served more than one year in that position and/or were elected to fill the vacancy by the membership with more than one year remaining in the term. Vacancies in Ex-Officio Director (officer) positions are described in Section 12. "Officers" of this Constitution.

11.5. Meetings

11.5.1. The President shall be the Presiding Officer of the Board, and in his or her absence, these duties shall be carried out by the President-Elect.

11.5.2. The Board shall meet at least quarterly, with one meeting at the time of the Association Annual Conference, and as called by the President or majority of the Board as necessary and in accordance with notice requirements prescribed in this Constitution.

11.5.3. Notice.

Notice of the quarterly, and any special meetings of the Board shall be given to each Director and Officer in writing at least fifteen business days before any such meeting, and shall state the date, place, and time of the meeting.

11.5.4. Waiver of Notice.

If proper notification is not given, the transactions of such meeting shall be valid if a quorum is present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

11.5.5. Quorum.

A quorum of the Board shall consist of a minimum of nine eligible voting Directors. Unless otherwise required by law or this Constitution, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

11.5.6. Action without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board (other than any Director interested in a transaction as described in section 23 of this Constitution) shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such Directors.

11.5.7. Meetings via Phone or Electronic Means.

The Board may hold a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission so long as each member participating in the meeting can communicate with all of the other members concurrently, and each member is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken.

11.6. Duties of the Board

- 11.6.1. Shall be the representative of the Association and shall manage its affairs and establish policies subject to the conditions and limitations prescribed in the Constitution.
- 11.6.2. Shall receive all Committee reports and take appropriate action on recommendations made in these reports where required.
- 11.6.3. Shall direct investments and care of the funds of the Association.
- 11.6.4. 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.

12.0 OFFICERS

12.1. The Officers of the Association shall be President, President-Elect, Vice President, Immediate Past President, and Secretary/Treasurer.

12.2. Duties and Functions

The Officers of the Association shall have the authority and shall exercise the powers and perform the duties specified by the Board in policies of the Board, except that in any event, each Officer shall exercise such powers and perform such duties as may be required by law.

12.3. Election and Terms of Office

- 12.3.1. The Vice-President shall be elected by the members for a one-year term that commences with the installation of officers and directors at the Association Annual Conference. The Vice-President automatically becomes the President-Elect the following year, the President-Elect automatically becomes the President, and the President automatically becomes the Immediate Past President at the following Association Annual Conference.
- 12.3.2. The Board shall annually select one of its third-year At-Large Directors to serve as Secretary/Treasurer at the pleasure of the Board. The term of office shall be one year and commence with the installation of Officers at the Annual Conference.

12.3.3. No elected Officer shall be permitted to hold the same office more than once except as defined herein (succession of President), but any Officer shall be eligible for any other office. This prohibition shall not apply to a person acting as President in the absence of the President. However, should any of the officers serving as President, President-Elect, or Vice President have been appointed by the Board to fill a vacancy, and will have served in their present office less than six months, such Officer shall be eligible for election to the same office for one (1) full term of office.

12.3.4. Resignation.

Any officer may resign at any time by giving written notice to the Association. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Association under any contract to which the officer is a party.

12.3.5. Removal

Any officer except for the Secretary/Treasurer may be removed, with or without cause, by the members. The Secretary/Treasurer may be removed, with or without cause, by the Board of Directors, but shall continue to serve as a Director-at-Large. The resignation or removal of an officer other than the Secretary/Treasurer serving on the Board shall automatically result in that person's removal from the Board.

12.3.6. Filling Vacancies.

Vacancies in the officer positions may be filled by the Board upon nomination by the Executive Committee (unless the vacancy was created by removal of an officer by the members) or by the members, for the unexpired portion of the term. Vacancies in the position of Secretary/Treasurer may be filled by the Board of Directors. Vacancies in the President position shall be filled by the President-Elect for the remainder of the one-year term. Vacancies in the President-Elect and Vice President positions shall be filled by the Vice President or President-Elect until the annual election of directors (to which a replacement name will be added to the slate of directors for election) by the membership.

13.0 NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

13.1. Nominations to Slate via the Executive Committee.

The Executive Committee shall gather nominations for Vice President and directors up for election and select qualified candidates for election by the members. The close for nominations shall be not more than 120 nor less than sixty (60) days before the election. The committee shall make its report to the Board at least sixty days before the date of the election, and the Secretary shall forward the slate of candidates so nominated to each member, with the notice of the meeting in accordance with Section 15 of these Bylaws.

13.2. Nominations by Member Petition.

In addition, members representing one-twentieth of one percent (.05%) of the voting power (but not fewer than 100 members) may nominate candidates for Vice President or director not otherwise on the slate of candidates by a petition signed by the members within eleven months before the election and delivered to the President or the Secretary of the Association at least 60 days before the Annual Business Meeting or other meeting at which directors or officers will be

elected. On timely receipt of such a petition, the Secretary shall list any candidates so nominated on the notice of the meeting, and the candidate shall be included in the ballot, if any, used at the Annual Business Meeting.

13.3. Nominations from the Floor.

In addition, nominations may be made from the floor by eligible voting members present at any member meeting at which directors or officers are to be elected.

13.4. Additional Requirements and Rights for Candidates.

13.4.1. All nominees shall be members of the Association in good standing and must agree to accept the nomination.

13.4.2. In order to ensure equal opportunity for candidates, all nominees will have ample opportunity to solicit votes, following their inclusion on the slate of candidates for the election or upon acceptance of their nomination through member petition. Statements from candidates on the approved slate (or otherwise considered through member petition) shall be published in the *E-Bulletin* and members will have access to such statements on the website and/or with notification of the election as described in Section 15.4.

13.4.3. Should a nominee request their statement and/or other election material be mailed to members (in addition to that which is already sent as described in Section 13.4.2.), the candidate shall be responsible for all reasonable mailing costs. Such mailings will be sent within 10 (ten) business days following receipt of mailing costs from the candidate.

13.4.4. All election material distributed shall provide the opportunity for equal space and prominence for all candidates.

13.5. Election.

13.5.1. The Executive Committee shall present its report (including the slate of candidates and candidates who have been accepted through member petition) to the Association membership at the Annual Business Meeting.

13.5.2. The eligible voting members of the Association shall elect the Vice President and Directors at the Annual Business Meeting (or at a special meeting called pursuant to these Bylaws). Voting shall be done in a manner consistent with section 15.7 and the nominee receiving a majority of the votes cast for each position shall be declared elected.

13.5.3. Should any nominee for office not receive a majority of the votes cast for that office, the names of the two nominees receiving the greatest number of votes shall be re-submitted for consideration during the meeting.

13.6. Vacancies.

13.6.1 In the case of a vacancy in a director or officer position, the Executive Committee shall promptly select a nominee for the office. Such nominee may be voted on at a duly constituted meeting of the Board, or by unanimous written consent of the Board. The officer or director so selected shall take office immediately and shall continue in office until a successor is elected.

13.7. Term Limits.

- 13.7.1 The President shall be ineligible for re-election. This prohibition shall not apply to a person acting as President in the absence of the President. However, should any of the officers serving as President, President-Elect, or Vice-President have been elected to fill a vacancy, and will have served in their present office less than six months, such Officer shall be eligible for reelection to the same office for one (1) full term of office.

14.0. ASSOCIATION MANAGEMENT

- 14.1. The Board of Directors shall select an Executive Director, who 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. The Executive Director is not an Officer of the Association.

15.0 MEMBER MEETINGS

- 15.1. Every eligible voting member in good standing shall be entitled to one vote.

15.2. Annual Business Meeting

- 15.2.1 An Annual Conference and Annual Business Meeting of the Association shall be held at the time and place selected by the Board. The Annual Business Meeting shall be chaired by the President (or President-Elect in his or her absence) of the Association.

- 15.2.2. Each person attending the Annual Conference shall pay a registration fee of such amount as may be determined by the Board.

- 15.2.3. An Annual Business Meeting of the Association shall be held during the Annual Conference to receive reports of officers and committees, to elect officers, and carry on other business of the Association.

- 15.2.4. 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.

15.3. Special Meetings

- 15.3.1. Special meetings of the members may be called (i) by the Board of Directors or the President, or (ii) on the written request of ten percent of the eligible voting membership.

- 15.3.2. If a special meeting is called by members, the requesting members shall deliver a written notice specifying the general nature of the business proposed to be transacted personally, by registered mail, or facsimile transmission, to the President or the Executive Director of the Association. The requested meeting will be held not less than thirty-five, nor more than ninety, days following the receipt of the request. If appropriate notice of such a meeting is not given within twenty days after delivery of the request, the requesting members may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time of any meeting of members called by the Board of Directors or the President.

15.4. Notices

- 15.4.1. The Executive Director shall give written notice of each member annual or special meeting to each member who, as of the record date for notice of the meeting, would be entitled to vote at such meeting. The notice shall be delivered to the last address provided by the member to the Association for purposes of notice, either personally or by telegram, by electronic transmission, including facsimile, or first-class, registered, or

certified mail not less than ten nor more than ninety days before the date of such meeting, or by other mail not less than twenty nor more than ninety days before the date of such meeting, provided that notices of the Annual Business Meeting shall be distributed at least thirty days before the meeting. Notice shall not be given by electronic transmission after either (i) the Association is unable to deliver two consecutive notices to the member by that means, or (ii) the inability to deliver the notices to the member becomes known to the Association.

15.4.2. The notice shall state the place, date and time of the meeting and the general nature of the business to be transacted, and no other business may be transacted; and, in the case of a meeting at which directors or officers will be elected, the names of all those who are nominees for officer or director as of the date of the notice.

15.5. Record Dates.

15.5.1. For any notice, vote, or exercise of rights, the Board of Directors may, in advance, by resolution, fix a record date, and only members of record on the date so fixed shall be entitled to notice, vote, or exercise rights, as the case may be. For this purpose, a person holding a membership as of the close of business on the record date shall be deemed a member of record. If the Board does not fix a record date, the provisions of the California Corporations Code shall govern.

15.6. Quorum

15.6.1. 150 of the eligible voting members present in person or by proxy shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum, so long as any action taken thereafter is approved by at least a majority of the required quorum. Every decision or act made or done by a majority of voting members present and voting at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of the Association, or these Bylaws require a greater number.

15.7. Manner of Voting.

15.7.1. Voting at Meetings. Voting at meetings may be by voice, hand count, or secret ballot, except that when there is more than one nominee for an office, the vote shall be by hand count or secret ballot. A secret ballot shall be used for any vote designated by the chair of the meeting, in his/her discretion, or requested by ten (10) percent of the voting power present at the meeting.

15.7.2. Proxy Voting.

15.7.2.1. Any member, if not present at a member meeting, may vote by a written proxy executed by such person and filed with the Secretary of the Association. The proxy form shall be circulated within a reasonable time as determined by the Board and shall be returned to the Association office by such time determined by the Board to permit time for validation of signatures and other matters of form. The corporation may send the proxy and any related material by electronic transmission, and the member may return the proxy by electronic transmission. No proxy shall be deemed valid after a period of eleven months has lapsed from the date of execution of the proxy unless otherwise provided in the proxy. In any case, however, the maximum term of a proxy shall be for three years from the date of the execution, regardless of the provision of any such executed proxy. No proxy shall be irrevocable and may be revoked following procedures given in Section

5613(b) of the California Corporations Code.

15.7.2.2. All proxies shall be on an appropriate proxy form to be obtained from the Association office, and shall state the general nature of the matter to be voted on. Proxies shall afford an opportunity for the member to specify a choice between approval and disapproval of any matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited, and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith. In any election of directors or officers, any form of proxy in which the directors or officers to be voted upon are marked as candidates and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of the directors or officers is withheld shall not be voted either for or against the election of a director or officer.

15.7.3. Action by Written Ballot without a Meeting.

15.7.3.1. Generally, any action required or permitted to be taken by members at a meeting may be submitted for a vote by written ballot pursuant to this Section without a meeting.

15.7.3.2. Content of Written Ballots. Any written ballot distributed to the members to vote on a matter shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal. Where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith.

15.7.3.3. Time for Return of Ballots. All written ballots shall provide a reasonable time within which to return them to the Association and each ballot shall state on its face or in an accompanying notice the date by which it must be returned in order to be counted.

15.7.3.4. Requirements for Valid Action. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the required quorum set forth in these Bylaws, and the number of approvals equals or exceeds the number of votes that would be required to approve the action if the vote were taken at a meeting of the members.

15.7.3.5. Solicitation Rules. Written ballots shall be solicited in a manner consistent with the requirements for notice of members' meetings. All solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement for valid action and shall state the percentage of affirmative votes necessary to approve the measure submitted for membership approval.

15.7.3.6. Revocation of Written Ballots. If a member who has cast a written ballot desires to change his or her vote, the member may do so provided he or she so notifies the Executive Director of the Association in writing prior to close of the balloting period and casts a new ballot within the balloting period.

15.7.4. Election Ballots.

15.7.4.1. Any ballot used in the election of directors or officers shall set forth the names of all candidates who have been properly nominated at the time

the ballot is issued. The ballot shall also provide a space for members to designate a vote for a candidate not on the ballot.

15.7.4.2. Ballots returned from voting members shall have their votes counted either for or against the election of each director or officer as marked. Any portion of the ballot marked as "withhold" or otherwise marked in a manner indicating that the member's vote is withheld for one or more positions shall not be counted either for or against the election of the corresponding director or officer.

15.7.5. Cumulative Voting Prohibited. Cumulative voting shall not be permitted.

15.8. Minutes.

15.8.1. Minutes shall be taken by the Executive Director or his/her designee, at the direction of the Secretary of the Board. Minutes shall be in digest form. Votes shall not be reflected numerically, as only the results shall be recorded, with any member voting an abstention or in opposition recorded by name if requested by the member. Minutes shall be signed by the President following approval at the next meeting of the Board, and shall be filed at the Association office.

15.9. Board Meetings

15.9.1. The Board shall hold at least one meeting at the time of each Annual Conference.

15.9.2. Other Board Meetings shall be held at the call of the President.

15.9.3. Notice of all Board meetings shall be issued by the Executive Director at least 15 days in advance of such meetings to all Board Members.

16.0 LOCAL SECTIONS

16.1. Local Section Association Members – North

- 16.1.1. Central San Joaquin
- 16.1.2. Monterey Bay
- 16.1.3. North Coast
- 16.1.4. North Sacramento Valley
- 16.1.5. Northern San Joaquin
- 16.1.6. Redwood Empire
- 16.1.7. Sacramento Area
- 16.1.8. San Francisco Bay
- 16.1.9. Santa Clara Valley
- 16.1.10. Sierra

16.2. Local Section Association Members - South

- 16.2.1. Colorado River Basin
- 16.2.2. Desert and Mountain
- 16.2.3. Golden Empire
- 16.2.4. Los Angeles Basin
- 16.2.5. Santa Ana River Basin
- 16.2.6. San Diego
- 16.2.7. Tri-Counties

16.3. Local Section Application For Membership

- 16.3.1. Any regional group consisting of at least twenty Active, PWO, Corporate, Student, Retired or Association members may, subject to the approval of the Board, form a local section for the purpose of furthering aims and objectives of the Association, subject to an affiliation agreement with CWEA.
- 16.3.2. Application for the formation of a section with the proposed name and area, accompanied by its proposed Constitution and Bylaws, shall be filed with the Executive Director, who shall transmit copies of this application to the Board and the Association Constitution and Bylaws Committee. The Association Constitution and Bylaws Committee shall certify the proposed sections as being in harmony with the Constitution and Bylaws of the Association. Action of the Board upon the application shall be taken at its next official meeting, or action may be taken by letter ballot of the Board.
- 16.3.3. Membership of local sections shall consist only of Honorary, Life, Active, PWO, Corporate, Student, Retired, or Association Members of the Association, Local Sections can also have Local Section Lifetime, Local Section Retired and Local Section Student Members, these members must also be members of the State Association in order to vote at the Local Section. Any local interested persons may, however, attend local section meetings. The local section shall, as a policy, encourage membership in the Association.
- 16.3.4. Local sections may establish subscription fees to provide the funds necessary to defray administrative and operating costs. The payments of subscription fees by a non-member shall entitle that person to attend meetings and to receive publications of the local section, but shall not entitle that person to any of the other rights and benefits of Association membership, nor shall membership cards be issued to Association nonmembers indicating that dues were paid to the Association.
- 16.3.5. Local sections shall have at least three officers: a Chair, Vice Chair, and Secretary-Treasurer, or officers similar in titles, and may have such officers as may be necessary. All Section Officers must be members in good standing of the Association. By August 1 each year, the local section shall submit to the Executive Director a complete financial statement for the preceding fiscal year ending June 30.
- 16.3.6. Local sections shall conduct their meetings and regulate their business in a manner consistent with the objectives and policies of the Association.
- 16.3.7. Local sections shall be disbanded whenever the number of Active, PWO, corporate, student, and Association Members falls below a number necessary to fill the elective offices of that Section or by petition to the Board.
- 16.3.8. Proposed Amendments to the Constitution and Bylaws of Local Sections shall be referred to the Membership and External Relations Committee of the Association, certified by the Committee as being in harmony with the Constitution and Bylaws of the Association, and approved by the Board.

17.0 REGIONAL AREAS AND REGIONAL COMMITTEES

- 17.1. There shall be two regional areas, one in the northern and one in the southern area of California. Each new section shall be allocated by the Board to the most appropriate regional area. The local sections are assigned to regional areas as stated herein.

- 17.2. There shall be a Regional Committee for both the North and South regional areas designated respectively the Northern Regional Committee and the Southern Regional Committee.

The purpose of the committees is to: 1) maintain liaison between local sections and the Board, 2) coordinate region-wide activities including training conferences and 3) conduct other activities as directed by the Board. The membership of the Northern and Southern Regional Committees shall be comprised of two designated representatives of each Section and the Officers of the Regional Committee. One of the two representatives from each Section should be the Chair of the Section. Each member of the Committee present at a Committee meeting shall have one vote, except that the Chair shall only vote in case of ties.

- 17.3. In alternate years, commencing with the South in 1983, Regional Committees shall elect a Regional Committee Chair to serve a two year term. The Regional Committee Chair must be an Active, PWO, Life, Honorary, or Corporate member of the Association and be a member of a Section within the same corresponding regional area as the Committee. The Regional Committee Chair shall be responsible to the President and the Board and shall call and preside over Regional Committee Meetings.

- 17.4. Each Regional Committee Chair shall be ex-officio, a Director on the Board and will serve a three-year term commencing with the installation of officers at the Association Annual Conference following election to Chair of the Committee. After completing a two-year term as Chair, the former Regional Committee Chair will remain a Director on the Board for the third year of the term as director. However, if the chair of the Regional Committee does not complete the two-year term of service as Chair, the Regional Committee will elect a new Chair to complete the unexpired term as both Committee Chair and Association Director.

18.0 COMMITTEES

18.1. General

All Committees of the Association, except the Regional Committee shall be designated in one of the following four categories: Standing, Special, Ad Hoc, or Joint.

18.2. Standing Committees

18.2.1. Standing Committees may be established or dissolved by the Board.

18.2.2. The President shall appoint the Chair and Vice Chair (if required) of each standing committee within thirty (30) days after the annual business meeting. The Chair of each Standing Committee shall be an Active, PWO, Corporate, Retired, Life, Honorary, or Association member of the Association in good standing. No Chair will serve more than five 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.

18.2.3. The Chair of each Standing 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.

18.2.4. All reports and recommendations of Standing Committee's shall be submitted to the Board through the Operations Committee for further consideration and further action where required.

18.3. Special Committees

- 18.3.1. Special committees may be established or dissolved by the board as deemed necessary to carry out the work of the Association. In general, Special Committees which remain in existence for five years shall automatically become Standing Committees.
- 18.3.2. The appointment of Chair and members of Special Committees shall be the same as for Standing Committees.
- 18.3.3 All reports and recommendations of Special Committees shall be submitted to the Board through the Planning and Program Development Committee for consideration and further action where required.

18.4. Ad Hoc Committees

- 18.4.1. Ad Hoc Committees may be established at any time by the President to perform a specific assignment or task which usually can be completed within one (1) year. The President may appoint the Ad Hoc Committee members without the approval of the Board. All Ad Hoc Committees automatically dissolve at the end of the term of the President who appointed them. Succeeding Presidents may reappoint such committees if necessary to complete a task or to perform other related tasks. However, Ad Hoc Committees should not be established or extended when the task is within the scope or responsibilities of existing Standing or Special Committees.
- 18.4.2. All reports and recommendations of Ad Hoc Committees shall be directed to the Board through the Planning and Program Development Committee for consideration or further action where required.

18.5. Joint Committees

- 18.5.1. With the approval of the Board, committees may be formed jointly with other organizations. All representatives and Joint Committee Members shall be Active, PWO, Corporate, Life, Honorary, or Association members appointed by the President with the approval of the Board.
- 18.5.2. All reports and recommendations of Joint Committees shall be submitted to the Board through the Membership and External Relations Committee for consideration and further action where required.

18.6. Student Chapters

18.6.1. Qualifications.

- 18.6.1.1. Student Members of the Association, consisting of at least five (5) persons, may be granted a Student Chapter in the Federation and Association by a majority vote of each respective Board provided:
 - 18.6.1.1.1. Its objectives are in harmony with the purposes of the Federation and Association.
 - 18.6.1.1.2. The Constitution & Bylaws of the applicant chapter have been certified by both Boards as being in harmony with those of the Association and the Federation.
 - 18.6.1.1.3. The Student Chapter has been recommended for membership by the Association.

- 18.6.1.1.4. The sponsoring Association Local Section has recommended approval of the Student Chapter.
- 18.6.1.1.5. Student Members of the Chapter must be members of the sponsoring Local Section.
- 18.6.1.1.6. All Officers of the Student Chapter shall be student members of the Local Section, the Association, and the Federation.

18.6.2. Rights and Privileges

- 18.6.2.1. The Student Chapter will be issued a charter following recommendation of the Board and approval by the Federation.
- 18.6.2.2. The Student Chapter shall function as a committee of a local section and be so described in the local section Constitution and Bylaws.
- 18.6.2.3. The Student Chapter shall govern the number and character of its meetings. At least one meeting shall be held each school year.
- 18.6.2.4. A liaison for the Student chapter shall be appointed by the Association President. The liaison shall be an Active or PWO member of the Association and the Federation and shall be an advisor to the Student Chapter. The liaison shall be a member of the Student Activities Committee.
- 18.6.2.5. The Student Chapter shall submit an annual report to the Local Section, the Association, and the Student Activities Committee of the Federation.

18.6.3. Authority

- 18.6.3.1. A Student Chapter shall be required to enter into an affiliation agreement with CWEA, and shall act through its sponsoring local section, but shall have authority to incur obligations for the Student Chapter only.

18.6.4. Dissolution and Termination

- 18.6.4.1. A Student Chapter may withdraw from the Federation and the Association at the end of any school year after giving appropriate written notice of its intentions to the Local Section, the Association, and the Federation.
- 18.6.4.2. Upon the recommendation of the local section, the Board may revoke the charter of any Student Chapter if after the Student Chapter has been afforded an opportunity to be heard, the Association judges it to be in the best interests of the Association and Federation to do so.
- 18.6.4.3. In the event of dissolution of the Student Chapter, the property and assets, after providing for all obligations and liabilities, shall revert to the Local Section.

19.0 PUBLICATIONS AND TRANSMISSIONS

- 19.1. All publications of the Association shall be issued under the direction of the Board.
- 19.2. The terms "written" and "in writing" as used in these Bylaws includes mail, publication in an Association periodical, facsimile communications, and electronic transmissions such as email.
- 19.3. Electronic Transmissions.

- 19.3.1. The Association shall not provide outside parties with the email addresses or facsimile numbers of members for commercial uses. Such contact information shall be shared within the Association and Federation for communication from the Association (including local sections and standing committees) or Federation.
- 19.3.2. Member Consent to Receive Electronic Transmissions Regarding Official Association Business.

The Association may use electronic transmission for official Association Business (including but not limited to membership and voting rights, financial and other required reports and meeting notices as prescribed as items required to be sent to members by this Constitution and governing law) as a supplement to transmissions by mail and hardcopy publications at the discretion of the Board of Directors, provided members may opt-out of any such messages. Before official Association Business (as described above) is transmitted solely through electronic transmission by the Association to a member, that member shall have affirmatively consented (and not withdrawn consent) to the receipt of electronic transmissions for official Association Business, after being provided with the following information:

- 19.3.2.1. a clear and conspicuous statement informing him or her of the right or option to have transmissions provided in nonelectronic form;
- 19.3.2.2. whether the consent applies only to the particular transaction, to identified categories of transmissions, or general association use,
- 19.3.2.3. the right to withdraw consent to the use of electronic transmissions and any conditions or consequences of such withdrawal;
- 19.3.2.4. the procedure for withdrawing consent and for updating information needed to contact the member;
- 19.3.2.5. the procedure for obtaining a paper copy of an electronic transmission upon request and whether any fee will be charged for such copy; and
- 19.3.2.6. a statement of the hardware and software requirements for access to and retention of the electronic transmissions, and the member must consent electronically in a manner that reasonably demonstrates that he or she can access information in the electronic form that will be used. If a change in the hardware or software requirements creates a material risk that the recipient will not be able to access or retain the electronic transmissions, the Association must provide a statement of the revised hardware and software requirements necessary, as well as the member's right to withdraw consent without the imposition of any fees for such withdrawal.

20.0 ANNUAL FINANCIAL REPORTS

201.1. Financial Report. Within 120 days after the end of the Association's fiscal year, the Board shall cause a written report to be sent to all of the directors and members of the Association containing the following information about the prior fiscal year:

- 20.1.1. the assets and liabilities, including the trust funds of the Association, as of the end of the fiscal year;
- 20.1.2. the principal changes in assets and liabilities, including trust funds;
- 20.1.3. the revenue or receipts of the Association, both unrestricted and restricted for particular purposes, for the fiscal year;
- 20.1.4. the expenses or disbursements of the Association, for both general and restricted purposes; and

- 20.1.5. any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of the Association that such statements were prepared prior to an audit from the books and records of the Association, and when such a report will be made available.
- 20.2. Report of Certain Transactions. The Board shall cause a written report to be sent to all of the members and directors of the Association containing the following:
 - 20.2.1. a description of any transaction during the previous fiscal year involving (cumulatively) \$50,000 or more between the Association and any of its directors or officers, including the names of the interested persons, their relationship to the Association, the nature of their interest in the transaction and, where practicable, the value of such interest; and
 - 20.2.2. the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 that were paid during the fiscal year to any director or officer of the Association, and that were not approved by the members of the Association.
 - 20.2.3. If no transaction required to be reported has occurred during the fiscal year, no report is required for that fiscal year.

21.0 FISCAL YEAR

- 21.1. The fiscal year of the Association shall cover the period beginning July 1 of one year through June 30 of the next year.

22.0 NON-LIABILITY OF OFFICERS AND STAFF

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

23.0 TRANSACTIONS WITH DIRECTORS AND OFFICERS

- 23.1. The Association shall not enter into transactions to which the Association (or affiliates) is a party and in which one or more of its Directors has a material financial interest unless approved by the Board after meeting the following conditions:
 - 23.1.1. The material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, common officer status, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction;
 - 23.1.2. 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 directors;
 - 23.1.3. Before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation, that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
 - 23.1.4. The Association for its own benefit, enters into the transaction, which is determined by the Board to be fair and reasonable to the Association at the time the transaction is entered into.

- 23.2. Any Director, officer or senior staff member with a material financial interest in a proposed contract or transaction shall be required to disclose the material facts regarding the financial interest in the same manner as provided in paragraph 23.1.1. above, and the Board shall consider and act upon the transaction in the same manner as provided in paragraphs 23.1.3.4. above.
- 23.3. Where it is not reasonably practical to obtain approval of the Board before entering into a transaction in which a Director, Officer, or senior staff member has a material financial interest, the Executive Committee may approve such transactions or contract in a manner consistent with the foregoing requirements; provided that the majority of the Executive Committee are not financially interested and at its next meeting, the Board determined in good faith that the Executive Committee's approval of the transaction was consistent with such requirements, including that it was not reasonably practical to obtain advance approval of the Board, and ratifies the transaction by a majority of the Directors (without counting votes of interested Directors).
- 23.4. The Association shall not make any loan of money or property to guarantee the obligation of any director or officer. However, the Association may reimburse expenses reasonably incurred in the performance of the duties of such director or officer in accordance with policies of the Board.
- 23.5. A copy of this conflict of interest policy and this section of the Constitution shall be furnished to each Director and senior staff member who is presently serving the Association. This section shall be reviewed annually for the information and guidance of directors, officers, and staff members. Any new Directors, Officers or staff members shall be advised of this section upon undertaking the duties of such office.

24.0 INDEMNIFICATION BY ASSOCIATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

- 24.1. 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 Directors, Officers and employees.

25.0 INSURANCE FOR ASSOCIATION AGENTS

- 25.1. The Association shall have the right to purchase and maintain insurance to the full extent permitted by law of 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.

26.0 AMENDMENTS

26.1. Initiation

- 26.1.1. Amendments to these Constitution and Bylaws may be proposed by a majority of the Board or through it, on petition of 20% of eligible voting members. All proposed amendments shall be submitted in writing to the Membership and External Relations Committee for certification as to being in harmony with the Constitution and Bylaws of the Association and the Federation.
- 26.1.2. The Executive Director shall mail or email notices and complete text of a proposed amendment, on instruction of the Board, to each eligible voting member at least seven (7) days before it is to be voted upon. Publication of the proposed amendments in the E-Bulletin shall be considered proper notification. Notice hereunder may be waived by

unanimous consent of the members in attendance at the session of the Annual Business Meeting.

26.2. Adoption

26.2.1. Amendments to these Constitution and Bylaws may be made by a two-thirds majority affirmative vote of the eligible voting membership present and voting at the Annual Business Meeting of the Association.

26.2.2. A proposed amendment may be mailed by the Executive Director to each eligible voting member for the purpose of voting upon by letter ballot. The ballot shall be returned no later than 30 days following the mailing of the proposed amendment. A Two-thirds affirmative vote of the letter ballots cast is required for adoption.

26.3. Administrative Corrections and Changes

26.3.1. Administrative corrections, changes and/or additions may be made upon a two-thirds affirmative vote of the Board and not be required to be submitted to the membership for approval.

26.3.2. The corrections and/or changes are to be reviewed by the Executive Director and the Membership and External Relations Committee to determine that they are in harmony with the Association Constitution and Bylaws.

26.3.3. 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 membership as specified herein.

27.0 DESIGNATED CONTRIBUTIONS

27.1. The Board of Directors has established the Kirt Brooks Scholarship Fund as a restricted fund, for the purpose of endowing Scholarships. Donor designated contributions accepted for this fund shall be used consistent with the restrictions placed on this fund by the Board in establishing the fund and by the corporation's tax exempt purposes.

27.2. The corporation may accept on its behalf, in accordance with policies and procedures set by the Board of directors, any designated contribution, grant, bequest or devise consistent with its tax-exempt purposes, as set forth in the articles of incorporation.

28.0 DISPOSITION OF ASSETS UPON DISSOLUTION

28.1. 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.

SIGNED: _____
CWEA President

DATE: _____

ATTEST: _____
CWEA Executive Director

DATE: _____