

**BYLAWS OF
THE WATER WORKS OPERATORS' ASSOCIATION OF PENNSYLVANIA**

Article I: Association

Section 1.01 - Name

The name of this Association shall be The Water Works Operators' Association of Pennsylvania. The Association shall consist of three sections, each covering the counties listed below:

Western Section: Allegheny, Armstrong, Beaver, Butler, Cambria, Clarion, Crawford, Elk, Erie, Fayette, Forest, Green, Indiana, Jefferson, Lawrence, McKean, Mercer, Somerset, Venango, Warren, Washington, Westmoreland

Central Section: Adams, Bedford, Blair, Cameron, Centre, Clearfield, Clinton, Cumberland, Dauphin, Fulton, Franklin, Huntingdon, Juniata, Lycoming, Mifflin, Montour, Northumberland, Perry, Potter, Snyder, Tioga, Union, York

Eastern Section: Berks, Bradford, Bucks, Carbon, Chester, Columbia, Delaware, Lackawanna, Lancaster, Lebanon, Lehigh, Luzerne, Monroe, Montgomery, Northampton, Philadelphia, Pike, Schuylkill, Sullivan, Susquehanna, Wayne, Wyoming

Section 1.02 - Offices

The principal office of the Association shall be at the office of the Secretary-Treasurer, unless some other location is designated by the Board.

Section 1.03 - References

All references herein to the Association or to the corporation shall mean the Water Works Operators' Association of Pennsylvania. All references to the Board shall mean the Board of Directors; and all personal pronouns in the Bylaws referring to either the masculine or the feminine gender shall be considered interchangeable when applicable and as the context requires or permits.

Article II: Objectives

Section 2.01

The objective of this Association shall be:

1. The advancement and dissemination of the knowledge of water works;
2. The encouragement, through meetings of the members and otherwise, of the exchange of information and experience relative to the design, construction, operation and management of water works (systems);
3. To promote public health, safety and welfare through the improvement of the quality and quantity of water delivered to the public.

Article III: Administration

Section 3.01 - Annual Business Meeting

The annual business meeting of the membership of the Association shall be held during the annual meeting of the Association at a location, date and time as set by the Board of Directors. The membership shall be informed of this meeting at least 30 days prior to the date of the meeting.

Section 3.02 - Fiscal Year

The fiscal year of the Association shall begin July 1 of each year and close on the last day of June of the following year.

Section 3.03 - Seal

The Association shall have a seal of such design as the Board of Directors shall adopt. It shall be kept by and be the sole responsibility of the Secretary-Treasurer, and shall be used only for official business purposes.

Section 3.04 - Reimbursement

A Director or any other member of the Association shall not be reimbursed for travel expenses, and any other out-of-pocket disbursements and expenses actually paid or incurred, in connection with attendance at any meeting of the members of the Association, the Board, Committee or otherwise in connection with activities and affairs of the Association, unless such out-of-pocket disbursements and expenses are specifically approved beforehand in writing by direction of the Board of Directors. Officers and Committee members, however, may be reimbursed for such out-of-pocket expenses as may be incurred for telephone calls, postage, and approved secretarial work in connection with an authorized activity of the Association upon submittal of breakdown of such expenses and supporting invoices to the Secretary-Treasurer.

Section 3.05 - Contracts

The Board upon approval by the Board of Directors may authorize by written directive an officer or agent of the Association to enter into a contract or execute or deliver an instrument in the name and in behalf of the Association, except for loans which also must be approved by the membership under Section 3.06 of these Bylaws. Unless so authorized in writing by the Board, no officer, member, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it peculiarly liable for any purpose or to any amount. The authorization shall be confined to specific transactions.

Section 3.06 - Loans

No loans shall be contracted on behalf of the Association nor shall negotiable paper be issued in its name unless authorized by the Board and approved by the membership at the annual business meeting of the Association.

Section 3.07 - Checks, Drafts, etc.

Only such officer(s) as designated by the Board shall be authorized to sign checks, drafts, and other statements for payment of outstanding obligations.

Section 3.08 - Deposits

All funds of the association not otherwise employed shall be deposited to the credit of the Association in such bank(s) and other depositories as the Board shall designate.

Section 3.09 - Corporate Records

There shall be kept at the principal office of the Association an original or duplicate record of the proceedings of the members of the Board of Directors, and the original or a copy of the Bylaws, including all amendments or alterations thereto, certified by the Secretary-Treasurer of the Association. A register shall be kept at the principal office of the Association listing the names and addresses of the members. Every member shall have the right to examine, in person or by his agent, the books or accounts and records of the proceedings of the members and Board of Directors and to make extracts therefrom.

Section 3.10 - Rules of Order

All meetings of the Association, Board and Committees shall be conducted under the latest Roberts Rules of Order.

Article IV: Membership

Section 4.01

All members of the Association shall be in good standing. A member is considered to be in good standing when his/her dues are paid prior to date of the annual meeting of the Association.

Section 4.02

Members of this Association may be Utility Members, Non-Utility Members, Life Members, Retired Members, Honorary Members, or Student Members.

Section 4.03

A Utility Member shall be a manager, superintendent, operator, or other employee of a municipal or private water works; an employee of a regulatory or governmental agency; or an employee of an institution of higher learning.

Section 4.04

A Non-Utility Member shall be a person or representative of a firm or corporation engaged in manufacturing, furnishing, selling or promoting the sale of materials or services used in the design, construction, operation or maintenance of water works.

Section 4.05

A Life Member shall be any person who has been an Active Member of the Association, in good standing, for 30 years. Life Members shall not be required to pay dues.

Section 4.06

A Retired Member shall be any person who was a Utility or Non-Utility Member of the Association in good standing and who has retired and no longer works in the water supply industry. Retired Members shall be required to pay dues equal to Utility Member dues.

Section 4.07

An Honorary Membership may be awarded to any person who has, in the opinion of the Board, contributed significantly and unselfishly to the advancement and improvement of the Water Works Industry. Honorary Members shall not be required to pay dues.

Section 4.08

Membership as a Student Member shall be open to any student who possesses an interest in pursuing a career in the drinking water industry. To qualify, the prospective member must be enrolled as a student in a postsecondary institution of higher learning on a full-time or part-time basis.

Section 4.09

All members of the Association shall be subject to all changes that may be made from time to time to the Association's Articles of Incorporation and Bylaws.

Section 4.10 - Admission to Membership

1. Any person eligible to membership and desiring to become a member of the Association shall make a written request for admission on form furnished by the Association for such purpose.
2. The qualifications of each applicant shall be reviewed by the office of the Secretary-Treasurer, and upon approval by the Secretary-Treasurer and payment of all required dues, the applicant shall become a member in good standing of the Association with the effective date being the date of approval.

Article V: Fees and Dues

Section 5.01

The Board of Directors shall be vested with the authority to determine the annual dues for membership, and any other fees or dues that the Board may have to levy upon the membership or the Association.

Section 5.02

Annual membership dues of the Association shall be due January 1 of each year for the ensuing calendar year.

Section 5.03

The membership shall be informed through the Association newsletter and other appropriate means of any action that may be taken by the Board respecting changes in annual dues and other fees.

Section 5.04

Membership in the Association will be automatically revoked if member fails to pay annual renewal fee as fixed by the Board prior to that year's annual meeting.

Article VI: Board of Directors

Section 6.01 - Powers

The Board shall have the power to conduct, manage, and direct the business affairs of the Association, and all powers of the Association as provided in the Articles of Incorporation and the Not for Profit Corporate law of the Commonwealth of Pennsylvania, including the power to borrow money and purchase, sell, lease, or otherwise dispose of real estate, except those specifically reserved to the members by statute. It shall also specifically have the power to expend the funds of the Association or to invest the same, but it shall not incur any indebtedness beyond the funds in its treasury.

Section 6.02 - Number

The Board of Directors shall consist of nine (9) members: the President, President-Elect, Vice President, Past President, Secretary-Treasurer and a Section Director from each of the sections (Eastern, Central and Western) of the Association, and the Editor of the Association.

Section 6.03 - Election

Each member of the Board of Directors shall be elected at the annual business meeting of the Association as provided therefore in these Bylaws.

Section 6.04 - Term of Office

The term of all members of the Board of Directors shall begin at the close of the annual meeting and end at the close of the following annual meeting, except as qualified in Section 8.03(1).

Section 6.05 - Qualifications and Duties

1. All members of the Board of Directors must be members of the Association for a period of at least three years, and in good standing.
2. Each member of the Board of Directors is expected to attend the annual meeting of the Association and all meetings of the Board, and perform the duties assigned to the Director by the Board.
3. The Director of the three geographical sections ie: (Eastern-Central-Western) shall be considered as an ex-officio member of their respective meeting committee. They shall monitor all activities within the section and provide guidance to the Chairman as he discharges his duties of the Program Chairman if for any reason he is unable to fulfill his responsibilities. The Director shall further review all financial transactions of the section and report to the President and the Board at those meetings called by the President.

Additional reports may be tendered as required or requested. The Directors shall be seated on the Board and represent the interest of their section and those of the Association.

The Section Director shall certify to the Elton D. Walker Award Committee the actual meeting attendance, so they may verify compliance with the award criteria.

Section 6.06 - Vacancies

All vacancies on the Board of Directors occurring between annual meetings shall be filled for the unexpired term by the affirmative vote of a majority of the remaining members of the Board.

Section 6.07 - Board Meetings

1. The Board shall hold at least two regular meetings each year, on such days and at such places and time as the President, or in his/her absence, the President-Elect, or in his/her absence, the Vice President, may direct and the Secretary-Treasurer shall act as the Recording Secretary.
2. Special meetings may be called at any time by the President, and in his/her absence by the same procedure as set forth above under item (1) or upon written request of at least four Directors on the Board. The Secretary-Treasurer shall act as the Recording Secretary.
3. Notice of all meetings of the Board, except as otherwise expressly required by law or hereinafter provided shall be mailed to each Director addressed to the last known post office address, not less than 30 days before the date of meeting.
4. Between Board meetings, action on any matters may be taken by the Board by mail ballot provided that all members of the Board are polled, and a majority shall indicate in writing acceptance or rejection of the issue.
5. Waiver of Notice. Whenever any written notice is required by statute or by the Articles of Incorporation or Bylaws of the Association, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting except where a person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 6.08 - Quorum and Voting Procedure at Board Meetings

1. At all meetings of the Board, the presence of at least a majority of the total number of Directors on the Board shall constitute a quorum for the transaction of business.
2. At all meetings of the Board and its Executive Committee (See Section 9.04), all matters, including ballots by mail, except those upon which the manner is otherwise expressly regulated by law, or by the Certificate of Incorporation, or by these Bylaws, shall be decided by a majority vote of the Directors present at the meeting.

Section 6.09 - Resignation of Board Members

Any member of the Board may resign at any time by giving written notice to the President and the Secretary-Treasurer. Such resignation shall take effect at the date of such notice, or at any later date specified therein, and unless otherwise specified, acceptance of such resignation shall not be necessary to make it effective.

Section 6.10 - Removal of Members by the Board

By the affirmative vote of a majority of its members, the Board of Directors may declare the office of a member of the Board vacant for proper cause, or if he does not accept such office in writing or does not present himself at any two of the meetings of the Board of Directors succeeding election. A Director who is to be removed from the Board shall be given thirty (30) days written notice informing date and time of the meeting, the charges to be preferred at such meeting, and that he shall have the opportunity to be heard in person or by counsel and by witnesses in regard thereto.

Article VII: Annual Meeting of the Association

Section 7.01

The annual meeting of the Association shall be held at a time and a place determined by the Board. If the Board does not fix a time for the annual meeting for any given calendar year, said annual meeting shall be held beginning Monday of the first full week of August. At least thirty (30) days written notice of the annual meeting shall be given to the members by the Secretary-Treasurer of the Association.

Section 7.02

Special meetings of the members of the Association may be held at such time and place as may be arranged by the Board of Directors. The members shall be given at least thirty (30) days written notice of all such meetings by the Secretary-Treasurer of the Association, and the members shall be informed of date, location, and agenda to be acted upon at all such meetings.

Section 7.03

At all meetings of the members of the Association, a quorum shall consist of fifteen (15) members present, and all members shall be decided by majority vote of the members present.

Article VIII: Officers of the Association

Section 8.01 - Designation of Officers

The officers of the Association shall be President, President-Elect, Vice President, Past President, Secretary-Treasurer, and Editor of the Association.

Section 8.02 - Election

The officers shall be elected at the annual business meeting of the Association and shall be members of the Association for a period of at least three (3) years and be in good standing.

Section 8.03 - Term

1. The term of office for each elected officer shall begin at the close of the annual meeting at which elected, and shall continue for one year to the close of the following year's annual meeting, or until their successors are elected.
2. No officer, except the Secretary-Treasurer, Assistant Secretary-Treasurer, and the Editor shall hold office for more than two consecutive years.

Section 8.04 - Duties of Officers

1. President - The President shall preside at all meetings of the Board and shall be ex-officio, a member of each committee. The President shall have general supervision over the activities and operations of the Association subject to the control of the Board. The President shall sign, execute and acknowledge, in the name of the Association, contracts or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws, to some other officer or agent of the Association. The President shall assign members of the Association to direct, chair or serve on standing and/or ad hoc committees, and in general shall perform all duties incident to the office of President and such other duties as from time to time may be assigned by the Board.
2. President-Elect - The President-Elect shall assist the President in the performance of his duties, and shall, in the absence of the President, preside at all meetings of the Board, and shall act in his stead when required.
3. Vice President - The Vice President shall assist the President and President-Elect in carrying out the duties of their respective offices and shall act where necessary in their stead.
4. Past President - The Past President shall assist the President, President-Elect and the Vice President, in the performance of their duties and shall act in any of the officer positions when required.
5. Secretary-Treasurer - The Secretary-Treasurer shall have custody of all funds and securities of the Association, and responsibility for payment of all bills authorized by the Board. He shall serve as the Secretary of the Association and shall operate under the general direction of the President and the Board. The Secretary-Treasurer shall be bonded at the expense of the Association for the faithful discharge of the duties of this office in such sum and with such security or securities as the Board may specify or approve. In addition, the Secretary-Treasurer shall perform the following duties:
 - (a) Keep minutes of the meetings of the Board and the Association.
 - (b) See that all notices are distributed, including minutes of all Board and member meetings.
 - (c) Be custodian of all contracts, deeds and documents of the Association and of all documents of title to property owned by the Association, and of its other corporate records (except accounting records), the seal of the Association, and see that such seal is affixed to all certificates issued by the Association under its seal as duly authorized in accordance with the provisions of these Bylaws, and shall attest such seal by signature in all cases where such attestation is required.
6. Editor - The Editor shall be responsible for the publication and distribution of all materials to the general membership, subject to the control of a majority of the other officers.

7. Removal - Any officer, committee member, employee or other agent of the Association may be removed, either for or without cause, by the Board or other authority which elected or appointed such officer, committee member, employee or other agent, whenever in the judgment of such authority the best interest of the Association will be served thereby.
8. Resignations - Any officer or agent may resign at any time by giving written notice to the President and to the Board of Directors. Any such resignation shall take effect as of the date of such notice, or at any later date specified therein, and unless otherwise specified, acceptance of such resignation shall not be necessary to make it effective.
9. Vacancies - If the President fails to complete a term, the succession in office shall be the President-Elect and the Vice President, each in such succession acting in his/her stead following failure of the successor to accept the office of President. If the President-Elect fails to complete a term, the Vice President shall succeed to the office of the President-Elect. If the Vice President fails to complete a term, a nominee for the vacancy shall be submitted by the Nominating Committee to the Board, and upon being elected by a majority vote of the Board present, shall assume the office of Vice President. If the Past President fails to complete a term, the latest living available and willing to serve Past President shall assume the office of Past President. All other vacancies in office between annual meetings shall be filled by the Board for the unexpired term.

Article IX: Committees

There shall be standing committees and such other committees that the Board may consider necessary. Except in cases where the chairman and members of the committee are specifically designated, the President shall appoint the chairperson and members of each committee. They shall serve at the pleasure of the President. To the extent practical, all members of a committee should be from the same geographical area. Each committee shall include a member of the Board of Directors appointed by the President, where applicable, and not provided therefore by the Bylaws, who may but should not be required to be the committee chairperson.

The standing committees and their functions in part shall be as follows:

The committee chairperson shall report at each of the Board meetings to the Board on its activities, findings, and recommendations or as otherwise directed by the President. The term of office of all committees shall be one year, unless hereinafter provided otherwise. Members of all committees must be members of the Association in good standing. The duties of each committee shall be as described in the Association's publication on committee charges.

Section 9.01 - Awards Committee

The committee shall consist of a chairperson and three members appointed by the President who are active as part or full time instructors in one or more educational institutions in the Commonwealth of Pennsylvania. The committee shall review all qualified applicants for educational grants. Number of grants and their value to be determined by the Board, and to be made annually when funds are available in accordance with the committee charge described in the Association's publication or committee charges.

1. Ivan M. Glace Award Committee

The committee shall consist of the five most recent available and willing to serve awardees, with the individual possessing the highest committee tenure serving as chairperson, and in his/her absence, the individual possessing the next highest committee tenure shall serve as chairperson. The award shall be made annually by the chairperson at the annual banquet of the Association. The committee charges shall be as described in the Association publication on committee charges.

2. The Harry J. Krum Award Committee

The committee shall consist of the five most recent available and willing to serve awardees, with the individual possessing the highest committee tenure serving as chairperson, and in his/her absence, the individual possessing the next highest committee tenure shall serve as chairperson. The award shall be made annually by the chairperson at the annual banquet of the Association. The committee charges shall be as described in the Association publication on committee charges.

3. David A. Long, Ph.D. Memorial Scholarship Award Committee

The committee shall consist of a chairperson and three members appointed by the President who are active as part or full time instructors in one or more educational institutions in the Commonwealth of Pennsylvania. The committee shall review all qualified applicants for two (2) educational grants in the amount of \$750 each or as otherwise determined by the Board, to be made annually when funds are available in accordance with the committee charge described in the Association's publication or committee charges.

4. The Elton D. Walker Award Committee

The committee shall consist of a chairperson, the Directors on the Board representing each of the Sections of the Association. The award shall be made to each Section Program Chairman that has had a total attendance during term of office of at least 30% of the total membership of the Section at any one of the two or more local meetings held in the Section singly or jointly with others during term of office. The total attendance need not be only members of the Association. The charges for this committee shall be as described in the Association's publication on committee charges.

5. The Operators' Distinguished Performance Awards Committee

The Committee shall consist of the Association's Vice-President acting as Committee Chairperson, a Past-President of the Association selected by the Committee Chairperson and the Directors on the Board representing each Section of the Association. The Award shall be made to an eligible individual Operator from each of the Association's Sections pending the receipt and review of a Nominee's qualifications. Nominations must be submitted on the Form provided on the Association's website. The Awards shall be made annually by the Committee Chairperson at the annual banquet of the Association. The Committee charges shall be as described in the Association's publication on committee charges.

Section 9.02 - Bylaws Committee

This committee shall consist of the Past President as the chairperson, a previous Past President, and three members at large. This committee shall report to the Board on any revisions that may be needed for updating the Bylaws. The charges for this committee shall be as described in the Association's publication on committee charges.

Section 9.03 - Education - Training Committee

This committee shall consist of a chairperson and in addition at least four additional members. This committee shall promote, organize or implement operator training programs, and other such activities in furtherance of the Association's objectives, and other charges as described in the Association's publication on committee charges.

Section 9.04 - Executive Committee

The Executive Committee shall consist of the President, President-Elect, Vice President, Secretary-Treasurer, Editor and the Past President. The President shall act as Chairman, and when absent, the President-Elect shall serve as Chairman. Between meetings of the Board, the Executive Committee shall exercise the powers of the Board in matters which, in judgment of the Executive Committee, must be acted upon before the next regular meeting of the Board. All actions taken by the Executive Committee shall be in accordance with the general policies of the Board, and shall be presented to the Board at its next meeting for ratification. A quorum shall consist of three (3) members present.

Section 9.05 - Finance Committee

This Committee shall consist of the Secretary-Treasurer as chairperson, the President-Elect, one member-at-large, and an outside certified public accountant engaged by the Board at the recommendation of the Secretary-Treasurer. This committee shall:

1. Prepare necessary financial documents for the outside certified public accountant to properly file annual taxes including:
 - a. Annually prepare and publish a balance sheet for the current and past two years.
 - b. Annually prepare and publish a balance sheet for the current and past two years.
2. Annually prepare and present a report to the Board on the financial status of the Association.

The charges of this committee shall be as described in the Association's publication on committee charges.

Section 9.06 - Legislative and Regulatory Affairs Committee

This committee shall consist of a Chairperson. Additional members may be added as requested by the Chair. The committee charges, functions and responsibilities shall be as described in the Association's publication on committee charges.

Section 9.07 - Meetings Committee

1. Annual Meeting - The date, location, headquarters, and all committee and other arrangements for the annual meeting of the Association shall be determined and set by the Board of Directors.
2. Sectional Meetings - The date, location, and all arrangements for local Section meetings of the Association shall be the full responsibility of the Chairperson representing each of the respective Sections. Where possible, the committee shall consist of at least a Chairperson and in addition at least four additional members-at-large who reside or are employed in the Section, each representing a water supplier, manufacturer or supplier, a consulting engineer, and a regulatory agent. All expenses of the meetings shall be self-supporting as far as possible by charging each attendee to the meetings a reasonable fee to cover costs of printing, mailing notices, meals, and all other similar related expenditures. The charges of this committee shall be as described in the Association's publication on committee charges.

Section 9.08 - Membership Committee

This committee shall consist of the Vice President as Chairperson and shall consist of the three Section Directors, and may include additional members to include operators, manufacturers' reps, and regulatory bodies, as appointed by the Chairperson.

Section 9.09 - Nominating Committee

This committee shall consist of the current President as chairperson, the President-Elect, the Vice President, the current Past President, and the most recent available previous Past President from the Section the candidate for Vice President is to be nominated. This committee shall nominate at least one person, preferably the current President-Elect, for President, at least one person, preferably the current Vice-President, for President-Elect, and at least one nominee for the office of Vice President, a Secretary-Treasurer, an Assistant Secretary-Treasurer, an Editor, and three Section Directors. The candidate for the office of the Vice President shall be rotated each year in order of geographical sections, depending on Vice President then in office, so that the Association will be as much as possible equally represented on the Board. The candidate Directors from each of the Sections shall be secured by the Nominating Committee from the membership of each Section. The Past President shall be the latest living Past President who is willing to serve. In addition to the nominees selected by the Nominating Committee, nominations will be taken from the floor during the annual business meeting. The committee shall include on this ballot for election any candidate so nominated. The charges of this committee shall be as described in the Association's publication on committee charges.

Section 9.10 - Program Committee

This committee shall consist of the President-Elect as chairperson, the Education Committee Chairperson, at least one member of a regulatory agency, the Secretary-Treasurer, and additional members, as the Chairperson requests, from each section representing water purveyors, consulting engineering firms, and manufacturer or suppliers. This committee shall be responsible for implementing a technical program for the annual conference of the Association and other specifics described in the Association's publication on committee charges.

Section 9.11 - Publication Committee

This committee shall consist of the Editor as the general chairperson, a co-chairperson, the Directors from each Section and the chairperson of each committee of the Association. The general chairperson (Editor) shall be responsible for the preparation, publishing, and distribution of the Association's Newsletter and the content of the Association's Website. This committee shall also be responsible for keeping the general membership and the public informed regarding the activities and accomplishments of the Association through press releases and other communications means in news publications and other communications media. This committee would be responsible for pre-conference, and Conference publicity and public relations revolving around the Annual Conference. This committee would also assist the Association's Sections in public relations activities within the Sections. The charges of this committee shall be as described in the Association's publication on committee charges.

Section 9.12 - Social Committee

This committee shall consist of the Secretary-Treasurer as the general chairperson, and three additional members appointed by the President. The general chairperson shall be responsible for all arrangements for the annual banquet and outings, and the other members through the general chairperson for the implementation and execution of the charges noted herein and in the Association's publication on committee charges.

Section 9.13 - Water Quality Committee

This committee shall consist of a chairperson, and, when possible, in addition, at least a member from each of the Sections representing a water purveyor, a consulting engineering firm, and a member-at-large representing a regulatory agency. The charges for this committee shall be as described in the Association's publication on committee charges.

Section 9.14 - Hall of Fame Committee

This committee shall consist of the immediate Past President as chairperson, the Secretary-Treasurer, and two other former presidents of the Association, each representing one of the other two sections, thus the committee shall be made up of only four members. Additional members may be added to ensure proper functioning of the committee. The committee charges, functions and responsibilities shall be as described in the Association's publication on committee charges.

Section 9.15 - Manufacturers & Engineers Host Committee

This committee shall consist of a Chairperson elected by this committee for a two year term, a Co-Chairperson elected for a two-year term, the Secretary-Treasurer of the Association and additional members from the Manufacturers and Engineering professions, as appointed by the President of the Association. It is anticipated that the Co-Chairperson shall succeed the Chairperson at the completion of the Chairperson's two-year term. The charges of this committee shall be as described in the Association's publication on committee charges.

Article X: Indemnification and Insurance

Section 10.1 - Indemnification

The association shall indemnify any and all of its Directors or Officers and former Directors and Officers or any person who may have served at its request or by its election as a Director or Officer of another corporation against expenses actually and necessarily incurred by them in connection with the defense of settlement of any action, suit or proceeding in which they, or any of them are made parties, or a party, by reason of being or having been Director or Officer of the corporation, except in relation to matters as to which any such Director or Office or former Director or Officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

Section 10.2 - Insurance

1. The Association may purchase and maintain insurance on behalf of any and all of its Directors or Officers or former Directors or Officers or any person who has at its request or by its election as a Director or Officer of another corporation against any liability, or settlement based on assessed liability; incurred by them by reason of their being or having been a Director or Officer of the corporation, or of such other corporation, whether or not the corporation would have the power to indemnify them against such liability or settlement under the provisions of Section 1 of this Article X.
2. Under this provision, the Association is also granted the power to purchase any other insurance deemed advisable by the Board for the protection of the Association and its Officers, Directors, and others who may have or are lawfully serving the Association at its request by its election.

Article XI: Dissolution of the Association

If upon dissolution of the Association, there shall remain any property after satisfaction of all indebtedness, such property shall not be distributed among the members of the Association but shall be given or transferred to one or more similar non-profit 501(c)3 corporations, associations, or institutions having objectives generally similar, such as shall be selected by affirmative vote of the majority of the members of the Association present at its last annual meeting or at a special meeting called for the purpose. If for any reason such disposition cannot be effected by the membership then by a majority vote of the Board of Directors, or by judgment or decree of a court having jurisdiction over the assets and property of the Association. Such dissolution of the Association shall be in accordance with the laws of the State of Incorporation.

Article XII: Amendments

Amendments to these Bylaws may be made by the affirmative vote of two-thirds of members present at any Annual Meeting, written notice of the proposed amendment having been given to the members of the Association thirty (30) days in advance of the said meeting.

Approved August 4, 1964, Amended August 1972, Amended August 1975, Amended August 1980, Amended August 1981, Amended August 1982, Amended August 1983, Amended August 1985, Amended August 1986, Amended August 1988, Amended August 1989, Amended August 1990, Amended August 1995, Amended July 1996, Amended August 1997, Amended August 1998, Amended August 1999, Amended August 2000, Amended August 2002, Amended August 2008, Amended October 2021, Amended October 2022.