

Water Environment Federation® (WEF®) Constitution and Bylaws

Approved by WEF Membership July 2015

1. Name

- 1.1. The name of this corporation shall be the Water Environment Federation, hereinafter designated as WEF.

2. WEF Mission, Vision, and Strategic Direction and Plan

- 2.1. WEF Mission: Since 1928, WEF and its members have protected public health and the environment. As a global water sector leader, our mission is to connect water professionals, enrich the expertise of water professionals, increase the awareness of the impact and value of water, and provide a platform for water sector innovation.
- 2.2. WEF Vision: A community of empowered professionals creating a healthy global water environment.
- 2.3. WEF Strategic Direction and Plan
 - 2.3.1. The WEF Strategic Direction consists of the mission, vision, guiding principles, and critical objectives.
 - 2.3.2. The WEF Strategic Plan consists of the Strategic Direction and measurable strategic goals to meet the critical objectives. The Strategic Plan shall be updated and approved by the Board of Trustees at least once every three years.

3. Board of Trustees

- 3.1. The Board of Trustees (hereinafter designated as the “Board”) is the governing body of WEF and holds legal authority and fiduciary responsibilities on behalf of WEF and its membership. The Board is responsible for the governance, oversight control, and strategic direction of WEF under such rules as the Board may determine, subject to the specific conditions of this Constitution and Bylaws.
- 3.2. The Board shall consist of a minimum of 12 members including the President, Past President, President-Elect, Vice President, Treasurer, Secretary, and a minimum of six additional members. Up to three additional members may be selected, as needed to meet the needs of WEF, in accordance with Board policy. The Board nominees shall be recommended by the WEF Nominating Subcommittee, approved by the Board, and confirmed by the House of Delegates as so described in this Constitution and Bylaws.
- 3.3. Members of the Board are designated “Trustees”.
- 3.4. The Executive Director shall serve as the Secretary of the Board and shall be a non-voting Trustee. The Executive Director shall be WEF’s executive officer with authority to conduct, manage, and direct the business and affairs of WEF within the policies established by the Board.
- 3.5. Duties of the Board
 - 3.5.1. Set and advance WEF’s Strategic Direction.
 - 3.5.2. Develop, adopt and report to the full membership on an annual budget to implement the strategic plan, and oversee the budget during the fiscal year.
 - 3.5.3. Set the dues and service fee schedules of WEF.

- 3.5.4. Authorize annually the expenditure of funds for the operation of WEF and for other specific purposes. The budget adopted by the Board shall not contain financial obligations which are in excess of WEF's financial resources; provided, however, the Board may authorize borrowings to finance capital programs, or to hedge floating rate obligations of WEF, and the Board authorizes the application for and use of a line of credit not to exceed 5% of WEF's annual operating budget and not to extend for periods in excess of a year in any single instance of a temporary loan, and that such loans be exclusively for the purpose of addressing cash flow fluctuation resulting from normal operating activities, and that the WEF Executive Director notify the Board in advance of such use of the line of credit.
 - 3.5.5. Provide general direction to volunteer WEF Standing Committees, Communities of Practice (COPs), and Councils, with the exception of House of Delegates committees.
 - 3.5.6. Create and dissolve WEF committees, COPs, and Councils (with the exception of House of Delegates committees) and approve the appointment of the Committee Leadership Council Chair and Vice-Chair.
 - 3.5.7. Propose changes to the Constitution and Bylaws through the Board Governance Committee.
 - 3.5.8. Represent WEF at Member Association annual conferences, Specialty Conferences, International Conferences, and with other partner organizations, as needed.
 - 3.5.9. Select, hire, evaluate, and provide general oversight of the Executive Director.
 - 3.5.9.1. Shall select for appointment an Executive Director of WEF. Upon approval by two-thirds of the Trustees responding, the appointment of the Executive Director shall be ratified, provided that a quorum of the Board responds to the request for ratification. For this purpose, the Trustees may ratify the nominated Executive Director with or without a meeting of the Board and may use electronic or other recognized means of written communication to indicate their ratification or non-ratification.
 - 3.5.9.2. May, by two-thirds vote of a quorum of the Trustees, terminate the employment of the Executive Director.
 - 3.5.9.3. Shall determine the compensation of the Executive Director, upon such terms and conditions as the Board in its judgment, determines is fair and reasonable.
 - 3.5.10. The President shall have leadership oversight of the affairs of WEF.
 - 3.5.11. The President-Elect and Vice President shall assist the President in the performance of prescribed duties as delegated by the President.
 - 3.5.12. In the absence of the President, the President-Elect shall act. In case the President-Elect cannot act, the Vice President shall do so. In case the Vice President cannot act, the latest living Past President shall do so. The Board shall appoint one of its members to act if the latest living Past President cannot do so.
 - 3.5.13. The Treasurer shall serve as the Board advisor with respect to the funds of WEF.
- 3.6. Nomination and Election of Trustees
- 3.6.1. Nominations for Trustees including the Vice President shall be received each year and including the Treasurer at least every three years. Nominations shall be for the following year and shall be received and considered by WEF's Nominating Subcommittee. Nominations also shall be received for President and President-Elect if advancement to these offices is not automatic as prescribed by this document. The WEF Nominating

Subcommittee, through its Chair, shall report to the Board on or before July 15 its recommendation of a candidate for each office required to be filled. All nominees shall be persons having the rights and privileges of Individual Members and shall have signified willingness to serve.

- 3.6.2. The Board shall approve the Trustee nominees following review of the recommended nominee slate and consultation with the WEF Nominating Subcommittee.
- 3.6.3. Upon completion of their term, or upon adoption of a resolution by the Board, declaring that a vacancy exists in either the President or President-Elect position, there shall be automatic advancement from President-Elect to President and from Vice President to President-Elect.
- 3.6.4. The President shall be ineligible for reelection. This prohibition shall not apply to a person acting as President in the absence of the President. However, should any or all of the officers serving as President, President-Elect or Vice President have been advanced or 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 full term of office.
- 3.6.5. The Executive Director shall promptly transmit the Board-approved report of the WEF Nominating Subcommittee to the House of Delegates. The House of Delegates shall confirm the Trustees by simple majority vote at its final meeting of the year.
- 3.6.6. In the case of a vacancy of the Vice President, Treasurer, or other Trustees, the WEF Nominating Subcommittee shall promptly recommend a nominee for such office and the nominee shall be confirmed by the Board. Once confirmed, said Trustee shall take office immediately and shall continue in office until their successor qualifies.
- 3.6.7. The Executive Director shall be appointed in accordance with Section 3.5.9 of this document.
- 3.7. Terms
 - 3.7.1. The terms of the President, President-Elect, Vice President, and the Past President shall be for one year, which terms shall begin at the conclusion of the WEF annual conference following their confirmation by the House of Delegates and continue until their successors qualify.
 - 3.7.2. The term of the Treasurer shall be for three years. If the nominee has previously served at least one year on the Board within the previous three years prior to taking office, then the term would be reduced to two years. The term shall begin at the conclusion of the WEF annual conference following their confirmation by the House of Delegates and continue until their successors qualify. The Treasurer shall be limited to one term.
 - 3.7.3. The Executive Director shall serve a term of office as designated by the Board.
 - 3.7.4. The standard term of the Trustees, other than the terms of the Trustees referenced in Sections 3.7.1 through 3.7.3, shall be for staggered terms of three years subject to amendment by the Board Policy, with a minimum of two new Trustees appointed and confirmed each year. The terms shall begin at the conclusion of the WEF annual conference at which they are recommended by the WEF Nominating Subcommittee and confirmed by the House of Delegates, and continue until their successors qualify.
 - 3.7.5. Trustees are subject to the removal authority of the Board, followed by House of Delegates confirmation in accordance with Section 6.
- 3.8. Board Committees
 - 3.8.1. Board Committee Membership

- 3.8.1.1. The Chair, Vice Chair, and members of Board Committees shall be nominated annually by the President and confirmed by the Board except as provided otherwise in this document. Appointments shall be made with consideration given to the expertise and experience of the individuals and in accordance with the charge of the committee.
- 3.8.2. Audit Committee
 - 3.8.2.1. The Audit Committee shall recommend to the Board a firm to provide an annual audit of WEF's financial records; shall review financial and annual audit reports; and shall recommend acceptance to the Board on WEF's audit.
 - 3.8.2.2. The Audit Committee shall include the Treasurer and two members of the House of Delegates. The two members from the House of Delegates shall be recommended by the House of Delegates Nominating Committee and approved by the House of Delegates. The Treasurer shall serve as Chair.
- 3.8.3. Finance Committee
 - 3.8.3.1. The Finance Committee shall develop high level, strategic financial policy recommendations to the Board to ensure WEF is financially sustainable; review the annual WEF business plan and budget and recommend adoption by the Board; and report to the Board, the House of Delegates, the Committee Leadership Council, and the Membership annually on WEF's financial status.
 - 3.8.3.2. The Finance Committee shall include the Treasurer, WEF's Chief Financial Officer, and at least two Trustees. The Treasurer shall serve as the Chair.
- 3.8.4. Governance Committee
 - 3.8.4.1. The Governance Committee shall develop high level, strategic policy recommendations, for adoption by the Board, to ensure effective, efficient, and sustainable WEF governance, including Board succession planning, as necessary to achieve WEF's Mission, Vision, and Critical Objectives. The Governance Committee provides general coordination of the Nominating and Constitution and Bylaws Subcommittees, while recommendations from the two subcommittees go directly to the Board for approval.
 - 3.8.4.2. The Governance Committee shall include a minimum of three Trustees, including at least two Trustees other than the President, Past President, President-Elect, Vice President, Treasurer, or Secretary and may include the Chairs of the Nominating and Constitution and Bylaws Subcommittees.
 - 3.8.4.3. Nominating Subcommittee
 - 3.8.4.3.1. The Nominating Subcommittee shall recommend candidates for Board approval in accordance with Section 3.6 and Board policy.
 - 3.8.4.3.2. Shall receive and consider nominations for honorary membership that may be proposed by Member Associations or members of the Committee, and shall make recommendations for Board approval.
 - 3.8.4.3.3. The Nominating Subcommittee shall include the most recent living Past President, the current President, one additional Trustee other than the President-Elect, Vice President, Treasurer, or Secretary (appointed by the President for a 2-year term), and two members

from the House of Delegates (recommended by the House of Delegates Nominating Committee and approved by the House of Delegates for 2-year staggered terms). The most recent living Past President shall be Chair of the Subcommittee.

3.8.4.4. Constitution and Bylaws Subcommittee

3.8.4.4.1. The Constitution and Bylaws Subcommittee shall prepare proposed amendments to WEF Constitution and Bylaws for consideration by the Board following recommendation by the Governance Committee and approval by the Board of conceptual modifications.

3.8.4.4.2. Shall examine Constitutions and Bylaws and revisions thereof of Member Associations to see that they are consistent with WEF objectives and are not in conflict with the Constitution and Bylaws of WEF in accordance with Sections 7.1.1.1.1.f. and 7.1.1.6.1.

3.8.4.4.3. The Constitution and Bylaws Subcommittee shall include at least two current or past Trustees and two current or past House of Delegate members. The Chair of the Constitution and Bylaws Subcommittee shall be appointed to a two year term by the President in consultation with the Speaker of the House of Delegates.

3.8.5. WEFTEC Advisory Committee

3.8.5.1. The WEFTEC Advisory Committee shall provide a forum for stakeholders of the WEF annual conference to review the annual conference and provide recommendations for enhancements to the annual conference.

3.8.5.2. The WEFTEC Advisory Committee shall include at least one representative from the Board; at least one WEF staff member; the Chair and Vice Chair of the Manufacturers and Representatives Committee (MARC); the Chair and Vice Chair of the Program Committee; one representative from each of the Central States, Illinois, and Louisiana Member Associations; and a minimum of three members of the House of Delegates. A Trustee shall serve as the Chair for a two year term and the WEF staff person shall serve as the Vice Chair. The members from the House of Delegates shall be recommended by the House of Delegates Nominating Committee and approved by the House of Delegates for a three year staggered term.

3.8.6. Additional Board Committees

3.8.6.1. Additional Board Committees or Task Forces may be established, as needed to carry out the duties of the Board. Each additional Board Committee or Task Force shall have a charge and schedule for completion, and shall be sunset upon task completion.

3.8.6.2. The Board Committees and Task Forces shall be established by the President following approval by the Board. The Chair, Vice Chair, and members shall be appointed by the President.

4. House of Delegates

4.1. The House of Delegates (hereinafter designated as the “House”) is the deliberative and representational body of WEF. It advises the Board on matters of strategic direction and public policy development and has authority to confirm and remove Trustees to the extent provided for in this Constitution and Bylaws.

- 4.2. Members of the House are designated as “Delegates.”
- 4.3. Membership
 - 4.3.1. Delegates are required to be members in good standing of WEF and include one or more Delegates to be appointed or elected by each Member Association. Delegates-at-Large are to be recommended by the House Nominating Committee and confirmed by the House.
- 4.4. Delegates
 - 4.4.1. One Delegate shall be appointed or elected to the House by each Member Association in accordance with its Constitution and Bylaws. One additional Delegate shall be appointed or elected by each Member Association which has a total of 500 or more WEF members in good standing, and an additional Delegate shall be appointed or elected by each Member Association which has a total of 2000 or more WEF members in good standing. Member Associations whose WEF memberships in good standing on September 15 are below the required membership minimums to maintain its Delegate(s) count, will immediately lose the voting rights for its most Junior Delegate through the ensuing year, but shall retain the right to attend House meetings with full privilege of discussion.
 - 4.4.2. Member Associations having one delegate seat, whose WEF members in good standing remain below the required membership minimums for a period of two consecutive years, beginning and ending on September 15, will lose the designated seat on the House. Member Associations with additional delegate seats, whose WEF members in good standing remains below the required membership minimum for additional Delegates for a period of two consecutive years, beginning and ending on September 15, will lose the additional designated seat(s) on the House. In both circumstances, the Member Association may request a non-renewable written agreement with WEF allowing a three year time extension to achieve membership minimums.
 - 4.4.3. Four “Delegates-at-Large” shall be recommended by the House Nominating Committee and confirmed by the House each year. Delegates-at-Large will be recommended and confirmed with staggered terms, to ensure that twelve Delegates-at-Large are included in the House. A delegate at large may be allowed to succeed themselves to a subsequent three year term if so recommended and confirmed.
- 4.5. Terms of Office
 - 4.5.1. The terms of office of Delegates shall be for three years, which terms shall start at the organizational meeting of the House following their election or appointment and continue until their successors qualify. A Delegate representing a Member Association may be allowed to succeed themselves to subsequent three year terms, if so elected or appointed by the Member Association. An incoming Delegate shall qualify for office upon notification of appointment or election by the Secretary of the Member Association to the WEF Executive Director.
 - 4.5.2. The Speaker of the House shall be presented by the President as so recommended by the House Nominating Committee. The House at its final meeting of the year shall confirm the Speaker of the House by a simple majority vote. The Speaker of the House is a member of the House, and shall be a non-voting guest at Board meetings.
- 4.6. Duties of the House
 - 4.6.1. Delegates from Member Associations shall represent the interest of their respective Member Associations. Delegates-at-Large shall represent the constituency of their choosing at the time they submit their application for the House.

- 4.6.2. Shall provide input to the Board, including as requested by the Board, on strategic planning issues and on policies and initiatives of WEF.
- 4.6.3. Shall review the budget report from the Board and provide comments to the Board on its consistency with WEF's Strategic Plan and other initiatives.
- 4.6.4. Shall confirm WEF Trustee appointments (except the Executive Director).
- 4.6.5. May remove Trustees in the manner provided by this Constitution and Bylaws, as discussed in Section 6.
- 4.6.6. Shall keep their represented constituency informed of key WEF priorities and initiatives.
- 4.6.7. Shall plan and hold meetings each year to provide an opportunity for Member Association Leadership to meet and exchange ideas and information.

5. WEF Standing Committees

- 5.1. The WEF Committee Leadership Council (hereinafter designated as the "CLC") facilitates communication for the WEF Standing Committees, Councils, and COPs with the Board and the House.
- 5.2. The CLC is comprised of all of the Chairs and Vice Chairs of WEF's Standing Committees, Councils, and COPs, and the members of the CLC Steering Committee.
- 5.3. The CLC is led by a CLC Steering Committee that consists of the CLC Chair, CLC Vice-Chair, COP Directors, the Speaker of the House, and one Trustee. The CLC Steering Committee provides oversight of the CLC and is the liaison to the Board and the House.
- 5.4. The number of COP Directors will vary depending upon responsibilities that are assigned to them by the CLC Chair and Vice Chair. The COP Directors are responsible for assisting the Standing Committees within the COP, including but not limited to coordination with other committees, WEF staff, and the Board; mentoring committee leaders, and serving as a resource for committees. The primary responsibility of the COP Director is to facilitate effective committee engagement within their area of responsibility.
- 5.5. The CLC Chair shall be a non-voting guest at Board meetings.
- 5.6. Terms of Office
 - 5.6.1. The terms of office of the CLC Chair and CLC Vice-Chair shall be for two years, which terms shall begin at the conclusion of the WEF annual conference following their confirmation by the Board. The terms of office of the COP Directors and the Chairs and Vice Chairs of WEF's Standing Committees shall be for two years, which terms shall begin at the conclusion of the WEF annual conference following their confirmation by the CLC Steering Committee.
- 5.7. Other WEF Standing and Special Committees
 - 5.7.1. The Board may establish standing committees, special committees, or councils, as deemed necessary for the successful performance of WEF. These committees will be appointed by the President to carry out the work of WEF. The Board may develop such guidelines for these committees as the Boards deems appropriate.
- 5.8. Declaration of Policy
 - 5.8.1. Responsibility and authority for any declaration of WEF policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion

of the Board. Committees of WEF are not authorized directly or indirectly to commit WEF in any way or manner, financially or otherwise, without prior approval by the Board, except as specified in the approved budget or in specific resolutions of the Board. The Board, except as herein otherwise provided, shall have control of the affairs of WEF, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of WEF.

6. Removal from the Board

6.1. At a properly called regular or special meeting of the House at which a quorum is present, upon a more than three-quarters affirmative vote of the Delegates then voting, with or without cause, any Trustee, except for the Executive Director, may be removed from their position.

6.1.1. The House shall be given not less than thirty days prior written notice of any motion to remove a Trustee from his or her position.

6.1.2. A special meeting of the House may be called for the purposes of this Article upon, (i) a majority vote of all the Trustees; or (ii) upon written request to the Executive Director by not less than a majority of the House and said members shall be representatives of not fewer than two-thirds of the WEF Member Associations.

7. Membership Classifications, Qualifications, and Privileges

7.1. WEF Memberships

7.1.1. Member Associations

7.1.1.1. Qualifications

7.1.1.1.1. Any association or associations seeking WEF membership which consists of at least 50 persons in the United States or Canada, or 10 persons elsewhere shall be granted membership in WEF with approval by the Board provided:

- a) Its objectives are in harmony with the mission of WEF;
- b) Each association shall have a defined geographical boundary which generally shall be entirely comprised of one or more states or provinces in the United States or Canada and the equivalent of national boundaries elsewhere;
- c) No more than one association shall be created to serve a given geographical area;
- d) Reorganized existing Member Associations shall meet the petition and voting requirements of this document;
- e) Where, at the time of enactment of this document, existing Member Associations overlap and provide services within the same geographical boundary, the Board shall grant each association overlapping membership privileges. The overlapping membership shall be subject to conditions established by the Board, in consultation with the House;
- f) The Constitution and Bylaws of the applicant Member Association(s) shall be certified by the Board Constitution and Bylaws Subcommittee as being in harmony with those of

WEF;

- g) It certifies acceptance of this Constitution and Bylaws; and
- h) The Member Association or its Executive Committee shall hold at least one meeting per year.

7.1.1.1.2. Any group that is part of an organization which has an interest in major fields other than the water environment may be granted membership in WEF as a Member Association provided:

- a) The group has its own Constitution and Bylaws (this provision is waived if the Constitution and Bylaws of the parent organization are in harmony with those of WEF);
- b) The group meets the qualifications set forth for Member Associations;
- c) The group or the group's Executive Committee shall hold at least one meeting per year.

7.1.1.1.3. A Member Association may affiliate with or establish other associated groups or local sections as an adjunct to its overall coverage of the water environment field provided its classification of membership for such associated groups or local sections shall be determined by the Member Association and provided such classifications do not include those reserved for WEF.

7.1.1.2. Member Association Boundaries

7.1.1.2.1. The Board, in consultation with the House and each affected Member Association, shall establish geographic boundaries for all Member Associations.

7.1.1.2.2. New Member Associations which, at the time of establishment of geographical boundaries, do not overlap with another Member Association, shall be granted the exclusive authority to conduct normal business including but not limited to: conferences, seminars, training and member recruitment within the boundaries established.

7.1.1.3. Reorganization of Existing Member Associations in the United States and Canada

7.1.1.3.1. Division of an existing Member Association requires approval by the Board provided:

- a) A petition requesting membership for a new Member Association and a vote on the formation of the new association is filed with the Board. The petition shall be signed by not less than 100 members of the existing association;
- b) A mail or electronic ballot on the question of formation of the proposed association is submitted to the entire Member Association membership. Two-thirds of the responding voting members of the existing Member Association approve the formation of the new Member Association;
- c) Each newly formed Member Association shall have not less than

50 Members; and

- d) The remaining Member Association shall have not less than 50 Members.

7.1.1.3.2. Joining of existing Member Associations requires approval by the Board provided:

- a) Petitions requesting membership for the new Member Association and a vote on the joining of the existing association are filed with the Board. The petitions shall be signed by not less than 100 members, or 50% of those members if that number is lower, from each of the associations proposed to be joined; and
- b) A mail or electronic ballot on the question of joining the Member Associations is submitted to the entire membership of each affected Member Association. Two-thirds of the responding voting active members in each of the affected associations approve the joining of the associations.

7.1.1.4. Withdrawal

7.1.1.4.1. Any Member Association may withdraw from WEF at the end of any fiscal year by giving three months' notice of such intention, provided that all financial obligations of such Member Association to WEF are fully paid up to the time of withdrawal.

7.1.1.5. Exclusion

7.1.1.5.1. Any Member Association may be excluded from WEF, subject to approval by the Board, for:

- a) Failure to fulfill its financial obligations to WEF;
- b) Any change in its Constitution or Bylaws that may bring them into conflict with those of WEF provided that the Member Association persists in its conflict more than six months after being notified by the Board Constitution and Bylaws Subcommittee that such conflict exists;
- c) Refusing to accept amendments to WEF Constitution and Bylaws adopted by the full membership;
- d) Failure to maintain 50 WEF members in good standing, in the United States or Canada, or 10 WEF members in good standing, elsewhere, for a period of two consecutive years, beginning and ending on September 15. Member Associations failing to meet the required WEF membership minimums for the period stated above will automatically be presented to the Board for consideration of the Member Association's failure to meet the qualifying criteria for membership as a Member Association.
- e) Failing to be represented at a House meeting by its Delegate or duly appointed proxy at least once within a two-year period.

7.1.1.5.2. By its exclusion, a Member Association loses all its rights and privileges in WEF, including its right to be represented in the House.

7.1.1.5.3. Exclusion does not relieve a Member Association of its financial obligation to WEF.

7.1.1.5.4. A former Member Association that has been excluded by the Board may petition for reinstatement after taking the necessary actions to correct the reason(s) for its exclusion.

7.1.1.6. Changes in Member Association Constitution and Bylaws

7.1.1.6.1. Any proposed change in the existing Constitution or Bylaws of a Member Association shall be referred to the Board Constitution and Bylaws Subcommittee for review. If no conflict exists, the proposed changes shall be certified by the Constitution and Bylaw Subcommittee to the Member Association as being in harmony with the WEF Constitution and Bylaws.

7.1.1.7. Privileges

7.1.1.7.1. Member Associations shall be represented in the House in accordance with provisions in this Constitution and Bylaws.

7.1.2. Individual Member

7.1.2.1. Qualifications

7.1.2.1.1. Any individual interested in the advancement of knowledge relating to the mission and critical objectives of WEF.

7.1.2.2. Privileges

7.1.2.2.1. Shall have all the rights and privileges granted by the WEF including the right to vote and to hold office as provided for in this Constitution and Bylaws.

7.1.2.3. Member Association Membership

7.1.2.3.1. Individual members may join one or multiple Member Associations.

7.1.3. Group Member

7.1.3.1. Qualifications

7.1.3.1.1. Any group or organization interested in the advancement of knowledge relating to the mission and critical objectives of WEF.

7.1.3.2. Privileges

7.1.3.2.1. Shall have all the rights and privileges granted by the WEF, including the right of its authorized representative to vote as provided for in this Constitution and Bylaws.

7.2. Member Voting Generally

7.2.1. All members shall be granted the limited right to vote by this Constitution and Bylaws to approve amendments to this Constitution and Bylaws.

- 7.2.2. Delegates shall have additional voting rights as set forth in this Constitution and Bylaws.
- 7.2.3. Except as expressly allowed for by this Constitution and Bylaws or required by applicable law, members shall not have any right to vote on any other matters.
- 7.3. WEF Membership Dues
 - 7.3.1. Payment of Dues
 - 7.3.1.1. No dues shall be required for Member Associations.
 - 7.3.1.2. Each Individual and Group Member shall pay annual dues to WEF as determined by the Board.
 - 7.3.2. Arrears
 - 7.3.2.1. Any member of WEF who is delinquent in dues for a period of 30 days from the time dues become due shall be notified of such delinquency and suspended from further services. If payment is not made within the next succeeding 30 days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

8. WEF Meetings

- 8.1. Annual Conference and Meetings
 - 8.1.1. The Annual Conference of WEF shall be held at a time and place selected by the Board, preferably in September or October; such Annual Conference may include a time allotted for the Annual Business Meeting of the Membership.
 - 8.1.2. The Annual Business Meeting of the membership may include general financial and other reporting to the membership; there shall be no actions for discussion or voting at such Annual Business Meeting, except to the extent that amendments to this Constitution and Bylaws are to be considered.
- 8.2. Board Meetings
 - 8.2.1. The Board shall meet at least three times annually, one meeting to take place in conjunction with the Annual Conference and the others to take place at the call of the President in accordance with notice requirements of this document.
 - 8.2.2. Written notice of all Board meetings shall be issued by the Executive Director not less than seven days in advance of such meetings to all Trustees.
- 8.3. House Meetings
 - 8.3.1. The House shall meet at least once annually, typically at the Annual Conference.
- 8.4. CLC Meetings
 - 8.4.1. The CLC shall meet at least once annually, typically at the Annual Conference.
- 8.5. Quorum and Voting
 - 8.5.1. A quorum of the Board shall consist of a majority of its respective members.
 - 8.5.2. A quorum of the House shall consist of ten percent (10%) of Delegates.

- 8.5.3. A quorum of the voting membership shall consist of five percent (5%) of total voting members.
- 8.5.4. Except for the purpose of confirming Trustees and as otherwise provided in this Constitution and Bylaws, any action allowed or required to be taken by the House or the voting membership shall take place at a duly noticed meeting at which a quorum is present; for purposes of this Constitution and Bylaws. Delegates and members may participate in and act at any meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other and participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.
- 8.5.5. For the purpose of taking actions allowed or required by this Constitution and Bylaws, the House or membership may act without a meeting and without a vote, if a consent in writing, setting for the action so taken, shall be signed either: (i) by all of the members (or Delegates) entitled to vote with respect to the subject matter thereof, or (ii) by the members (or Delegates) having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members (or Delegates) entitled to vote thereon were present and voting. If such consent is signed by less than all of the members (or Delegates) entitled to vote, then such consent shall become effective only: (1) if, at least five days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the members (or Delegates) entitled to vote with respect to the subject matter thereof, and (2) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those members (or Delegates) entitled to vote who have not consented in writing.
- 8.5.6. Any action required to be "written," to be "in writing," or to have "written consent," by this Constitution and Bylaws and/or applicable state law shall include any communication transmitted or received by electronic means.
- 8.6. Rules
 - 8.6.1. Board, House, WEF Standing Committee, COP, and Council meetings shall be conducted according to the latest edition of "Robert's Rules of Order Revised," subject first to the provisions of this Constitution and Bylaws. Except as otherwise provided in this Constitution and Bylaws, or Robert's Rules, all questions before the Board, House, COP, Standing Committees, and Council meetings, shall be decided by a majority vote of a quorum of the respective body. No member shall have more than one vote, except as provided in this Constitution and Bylaws.

9. Indemnification

9.1. Entitlement

- 9.1.1. As provided in this Article, WEF shall indemnify any person who is or has been a Trustee, Delegate, Officer, Committee Member, or Employee (hereinafter "Indemnified Person") of WEF against legal expenses and liabilities reasonably incurred or imposed on the indemnified person in connection with serving WEF.

9.2. Limitations

- 9.2.1. No indemnification shall be provided to any Indemnified person if it is determined by WEF that the person has:
 - a) engaged in fraudulent, criminal, malicious or knowingly wrongful conduct;

- b) gained personal profit or advantage which is either in breach of the indemnified person's fiduciary duty to WEF or represents a conflict of interest with WEF;
- c) breached a professional duty by reason of any negligent act, error or omission committed in the performance of professional duties unrelated to WEF;
- d) not acted in good faith;
- e) engaged in an act which constitutes false arrest, wrongful detention, wrongful entry, wrongful eviction, a violation of the right to privacy and/or immoral, licentious or sexual behavior intended to lead to or culminate in any sexual act; or
- f) violated the provisions of the Employee Retirement Income Security Act of 1974 or similar Federal legislation.

9.2.2. Indemnification shall be provided only if WEF determines the indemnified person acted reasonably, in good faith, in a manner not opposed to the best interests of WEF and had no reason to believe his actions were unlawful. The termination of any civil suit or civil proceeding by settlement shall not create a presumption that the indemnified person did not act in good faith or in a manner opposed to the best interests of WEF. The termination of any criminal suit or criminal proceeding by a conviction, plea of nolo contendere or its equivalent shall create a presumption that the Indemnified Person acted in bad faith or in a manner not in the best interests of WEF.

9.3. Procedure

- 9.3.1. Indemnification under the terms of this Article shall be made by WEF only as authorized in each specific case that the indemnification of the indemnified person is proper and in accordance with the standards set forth herein.
- 9.3.2. A request for indemnification shall be made by the indemnified person in writing to the President as soon as practicable, but in no event later than the earlier of 15 days after (1) the commencement of any action, suit or proceeding against the indemnified person or (2) the indemnified person shall become aware of any fact or situation which may reasonably be anticipated to give rise to a claim for indemnification.
- 9.3.3. The Board shall investigate all requests for indemnification and shall render its decision by majority vote of a quorum consisting of Trustees who are not a party to the request for indemnification. If a quorum is not attainable, the recommendation on the request shall be made by a five-person special committee of the Board, the members of which shall be selected by the President. The Board or special committee, as the case may be, shall render its recommendation no later than 60 days after the President receives the request for indemnification.
- 9.3.4. The determination as to whether indemnification shall be made by WEF pursuant to this Article shall be made (1) by the Board by majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or; (2) in the event such a quorum is not obtainable, or, even if obtainable and if a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.
- 9.3.5. The body or person making the determination on the request for indemnification as provided in Section 9.3.4 shall report its decision or findings to the Indemnified Person requesting indemnification no later than 90 days after the Board or special committee, as the case may be, makes its decision.
- 9.3.6. Any action taken by the body or person making the determination on the request for

indemnification as provided in Section 9.3.4 shall be final.

9.3.7. In making the determination on the request for indemnification as provided in Section 9.3.4, the Board may vote at a meeting specifically called for that purpose, with not less than 10 days advance written notice, or by mail ballot. If the determination is made by mail ballot, a decision to indemnify must receive the affirmative vote of not less than 50% of the eligible voters.

9.3.8. For all purposes the vote of an interested party to the action, suit or proceeding shall be disregarded. A quorum shall be 50% of the eligible votes at a meeting or a mail ballot.

9.4. Subrogation

9.4.1. In the event of any payment by WEF to an indemnified person or on behalf of an indemnified person, as provided in this Article, WEF shall be subrogated to the extent of such payment to all rights of recovery therefore. The indemnified person shall execute such documents as shall reasonably be required to secure such right for WEF, including but not limited to those necessary for WEF to bring suit in the name of and on behalf of the indemnified person.

9.4.2. The indemnified person shall assist WEF in effecting settlement and the conduct of any defense or suit arising out of any payment by WEF under this Article.

9.5. Surety

9.5.1. The Board may authorize payment to or on behalf of an indemnified person prior to final disposition of any suit or proceeding. If such payment is authorized, the Board shall receive a written commitment by the indemnified person and such surety as it shall reasonably require, to repay such payments if it is determined that indemnification by WEF was not authorized by this document.

9.6. Applicable Law

9.6.1. The foregoing right of indemnification shall be in addition to and not necessarily exclusive of all other rights accorded by applicable law.

9.7. Insurance

9.7.1. WEF shall have the power to purchase and maintain insurance on behalf of Indemnified Persons whether or not WEF would have the power to indemnify them against liability under the provisions of this Article.

9.8. Other

9.8.1. The provisions of this Article shall apply to the legal representatives of deceased persons who were Indemnified Persons. An Indemnified Person's rights hereunder shall not be assignable without the prior written consent of WEF.

10. Amendments

10.1. Initiation

10.1.1. The WEF membership may amend this Constitution and Bylaws in any manner not inconsistent with this document at any meeting of the WEF membership and/or via electronic vote of the membership.

10.1.2. Amendments shall be proposed by the Board. Such proposed amendments shall be considered, provided that copies of such proposed amendments have been mailed or

provided electronically by the Executive Director to each WEF Member and to the Secretary of each Member Association at least 45 days prior to such meetings and/or electronic vote of the membership.

10.2. Adoption

- 10.2.1. Amendments to this Constitution and Bylaws may be approved by the voting membership at a meeting at which a quorum is present, or in any other manner expressly authorized by this Constitution and Bylaws.
- 10.2.2. The Executive Director shall promptly advise the membership of approved amendments.
- 10.2.3. When amendments to the Constitution and Bylaws have been approved by the membership they shall take effect immediately, and the revised Constitution and Bylaws shall be published on the WEF website.