# Water Environment Federation® (WEF®)
# Constitution and Bylaws

(Proposed Revised Document by WEF Board of Trustees Resolution)

## 1. Name

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

## 2. Objectives

2.1 Advance the fundamental knowledge of the water environment, its basic qualities, and physical laws governing its interaction with other aspects of the environment and with the aesthetic, economic, and biological needs of the earth's inhabitants.

2.2 Advance the knowledge and technology in the design, construction, operation and management of water quality systems and facilities.

2.3 Increase the knowledge and understanding of the earth's water environment, and encourage and promote action necessary for its enhancement.

2.4 Develop and implement effective delivery mechanisms to rapidly disseminate knowledge concerning the water environment to members and to other interested parties.

2.5 Promote sound policy in matters relating to the water environment.

2.6 Improve the professional status of all personnel engaged in any aspect of protecting and improving the earth's water environment.

2.7 Strengthen and build alliances with organizations throughout the world incorporating members of all professions dedicated to the preservation and enhancement of water quality and water resources.

2.8 Stimulate public awareness of the relationship of water resources to the public welfare and the need for pollution prevention, resource recovery, preservation, conservation, and reuse of water resources.

2.9 Serve the international community of water environment professionals.

## 3. Board of Trustees

3.1 The Board of Trustees (hereinafter designated as the "Board") is the governing body of the Federation and holds legal authority and fiduciary responsibilities on behalf of the Federation and its membership. The Board is responsible for the supervision, control, and direction of the Federation 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 the officers of the Federation and twelve WEF Members appointed by the President and confirmed by the House of Delegates. Not fewer than six members of the Board shall have served as a Delegate from a Member Association within the past three years.

3.3 Members of the Board will be designated "Trustees".

## 4. Officers

4.1 The officers of the Federation shall be a President, President-Elect, Vice-President, latest living Past President, Treasurer, and a Secretary. The Executive Director shall serve as Secretary without vote.

## 5. House of Delegates

5.1 The House of Delegates (hereinafter designated as the House) is the deliberative and representational body of the Federation. It advises the Board on matters of strategic direction and public policy development and has authority to elect and remove Trustees and Officers only to the extent provided for in this Constitution and Bylaws.

5.2 Members of the House will be designated "Delegates."

5.3 Delegates shall be selected in the manner set forth in this Constitution and Bylaws.

## 6. Membership Classifications, Qualifications, and Privileges

6.1 Federation Memberships

6.1.1 Member Associations

6.1.1.1 Qualifications

6.1.1.1.1 Any association or associations seeking Federation membership which consists of at least 100 persons in the United States and Canada or 20 persons elsewhere shall be granted membership in the Federation with approval by the Board provided:

a) Its objectives are in harmony with the purposes of the Federation;

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 and Canada and the equivalent or 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 association(s) shall have been certified by the Board as being in harmony with those of the Federation;

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.

6.1.1.1.2 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 the Federation 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 the Federation);

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.

6.1.1.1.3 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 the Federation.

6.1.1.2 Member Association Boundaries

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

6.1.1.2.2 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.

6.1.1.3 Reorganization of Existing Member Associations

6.1.1.3.1 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 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 100 Members; and

d) The remaining Member Association shall have not less than 100 Members.

6.1.1.3.2 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 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.

6.1.1.4 Withdrawal

6.1.1.4.1 Any Member Association may withdraw from the Federation 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 the Federation are fully paid up to the time of withdrawal.

6.1.1.5 Exclusion

6.1.1.5.1 Any Member Association may be excluded from the Federation, subject to approval by the Board, for:

a) Failure to fulfill its financial obligations to the Federation;

b) Any change in its Constitution or Bylaws that may bring them into conflict with those of the Federation provided that the Member Association persists in its conflict more than six months after being notified by the Executive Director of the Federation that such conflict exists;

c) Refusing to accept amendments to the Federation Constitution and Bylaws adopted by the full membership;

d) Failure to maintain 100 WEF members in good standing, in the United States or Canada, or 20 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 House 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.

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

6.1.1.5.3 Exclusion does not relieve a Member Association of its financial obligation to the Federation.

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

6.1.1.6 Changes in Member Association Constitution and Bylaws

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

6.1.1.7 Privileges

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

6.1.2 Individual Member

6.1.2.1 Qualifications

6.1.2.1.1 Any individual interested in the advancement of knowledge relating to the objectives of WEF.

6.1.2.2 Privileges

6.1.2.2.1 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.

6.1.3 Group Member

6.1.3.1 Qualifications

6.1.3.1.1 Any group or organization interested in the advancement of knowledge relating to the objectives of the Water Environment Federation.

6.1.3.2 Privileges

6.1.3.2.1 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.

6.2 Member Voting Generally

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

6.2.2 Delegates shall have additional voting rights as set forth in this Constitution and Bylaws.

6.2.3 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. Dues

7.1 Payment of Dues

7.1.1 No dues shall be required for Member Associations.

7.1.2 Each WEF Member shall pay annual dues to the Federation as determined by the Board.

7.2 Arrears

7.2.1 Any Member of WEF who shall be 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. Officers of the Federation

8.1 Duties

8.1.1 The President shall have general supervision of the affairs of the Federation.

8.1.2 The President-Elect and Vice President shall assist the President in the performance of prescribed duties.

8.1.3 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 elect one of its members to act if the latest living Past President cannot do so.

8.1.4 The Treasurer shall serve as advisor with respect to the funds of the Federation.

8.1.5 The Executive Director shall be the executive officer of the Federation.

8.2 Terms of Office

8.2.1. The terms of office of the President, President-Elect, Vice President, and Treasurer shall be for approximately one year, which terms shall start at the organizational meeting of the House following their election and continue until their successors qualify.

8.2.2. The Executive Director shall serve a term of office of three years unless earlier removed for cause by the Board.

8.2.3 The Treasurer shall be limited to three consecutive one-year terms.

8.3 Nomination and Election of Officers

8.3.1 Nominations for Vice President and Treasurer for the following year shall be received and considered by the Nominating Committee. Nominations shall also be received for President and President-Elect if advancement to these offices is not automatic as prescribed by this document. The Committee, through its Chair, shall report to the President and the Executive Director on or before June 1 its selection of one or more candidates 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.

8.3.2 Upon completion of their term of office, or upon adoption of a resolution by the Board, declaring that a vacancy exists in the office of President or President-Elect, there shall be automatic advancement from President-Elect to President and from Vice President to President-Elect. Denial of such automatic advancement shall be by a two-thirds majority vote of the whole House.

8.3.3 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.

8.3.4 The Executive Director shall promptly transmit the report of the Nominating Committee to the House. The House shall elect the Officers at its final meeting of the year. Nominations may be made from the floor by the Delegates present. If more than one name is placed in nomination for an office, voting shall be by ballot and the nominee receiving a majority of the votes cast shall be declared elected.

8.3.5 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 resubmitted immediately to the eligible voters for consideration.

8.3.6 In the case of a vacancy in the office of Vice President, the Nominating Committee shall promptly select nominees for such office. Such nominee may be voted on at any regular meeting of the House or by a mail ballot of Delegates to be completed in thirty days. The nominee receiving a majority vote of such Delegates shall be declared elected and the Executive Director shall certify such election by mail to the House, Nominating Committee, and the officer elected. The officer so elected and certified shall take office immediately and shall continue in office until their successor qualifies.

8.3.7 In the case of a vacancy in the office of Treasurer, the Board shall elect a Member with the privilege of holding office to fill such office for the unexpired term.

8.3.8 The Executive Director shall be appointed in accordance with section 9.8 of this document.

## 9. Duties of the Board of Trustees

9.1 Provide for and implement the policies of the Federation.

9.2 Develop, adopt and report to the full membership on an annual budget to implement the strategic plan and initiatives developed in consultation by the House, and oversee the budget during the fiscal year.

9.3 Set the dues and service fee schedules of the Federation.

9.4 Shall annually authorize the expenditure of funds for the operation of the Federation and for other specific purposes. The budget adopted by the Board shall not contain financial obligations which are in excess of the Federation's financial resources; provided, however, the Board may authorize borrowings to finance capital programs, or to hedge floating rate obligations of the Federation, and the Board authorizes the application for and use of a line of credit not to exceed 5% of the Federation'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.

9.5 Provide direction to the executive staff and the volunteer committees.

9.6 Create and dissolve WEF committees and councils and approve the appointment of committee and council chairs and vice chairs.

9.7 Propose changes to the Constitution and Bylaws.

9.8 Selection, supervision, and termination of Executive Director

9.8.1 Shall select for appointment an Executive Director of the Federation. Upon approval by two thirds (2/3) of the members of the Board 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 members of the Board 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.

9.8.2 May, by 2/3 vote of the members of the Board, terminate the employment of the Executive Director.

9.8.3 Shall from time to time determine the compensation of the Executive Director, upon such terms and conditions as the Board in its judgment, determines is fair and reasonable.

9.9 Terms of Office

9.9.1 The terms of office of Trustees, other than the terms of the officers referenced is section 8.2, shall be for approximately three years. The terms shall start at the organizational meeting of the House following their nomination and confirmation, and continue until their successors qualify. Should a Board of Trustees resolution declare a vacancy on the Board, the President shall appoint a Member to fill the vacated term. Trustees are subject to the removal authority of the House in accordance with section 11 of this document.

## 10. House of Delegates

10.1 Membership

10.1.1 Delegates are required to be members in good standing of the Water Environment Federation and include one or more Delegates to be appointed or elected by each Member Association and Delegates-at-large to be nominated and confirmed in accordance with section 12.2.2 of this document.

10.2 Delegates

10.2.1 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.

10.2.2 Member Associations having one delegate seat, whose WEF members in good standing remains 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 the Federation allowing a three

(3) year time extension to achieve membership minimums.

10.2.3 Three "Delegates-at-large" shall be nominated and confirmed each year in accordance with section 12.2.2 of this document. Delegates-at-large will be nominated and confirmed with staggered terms, to ensure that a minimum of and not more than nine (9) Delegates-at-Large are included in the House.

10.3 Terms of Office

10.3.1 The terms of office of Delegates shall be for approximately 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 Executive Director of the Federation.

10.3.2 The Chair of the House shall be nominated by the President and confirmed by a by a majority vote of the House.

10.4 Duties of the House of Delegates

10.4.1 Delegates shall represent the interest of their respective Member Associations or member constituencies.

10.4.2 Shall advise the Board on strategic direction and on policies and initiatives of the Federation.

10.4.3 Shall review the budget report from the Board and provide comments to the Board on its consistency with the Strategic Plan and other initiatives.

10.4.4 Shall confirm nominations from the President of Members to serve as Trustees on the Board.

10.4.5 Shall elect the officers of the Federation, except the Executive Director.

10.4.6 May remove Trustees and/or officers in the manner provided by this Constitution and Bylaws is section 11.

## 11. Removal From Office of Board of Trustees Member or WEF Officer

11.1 At a properly called regular or special meeting of the House at which a quorum is Present, upon a more than three quarters (3/4) affirmative vote of the Delegates then voting, with or without cause, the following may be removed from their positions as either a member of the Board or as an Officer of the Federation: any member of the Board; or any Officer of the Federation except for the Executive Director.

11.1.1 The House shall be given not less than thirty (30) days prior written notice of any motion to remove either a member of the Board from his or her position, or to remove an Officer of the Federation from his or her position.

11.1.2 A special meeting of the House may be called for the purposes of this Article upon, (i) a majority vote of all the members of the Board; (ii) upon written request of all the Officers of the Federation; or (iii) 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 2/3rds of the Member Associations of the Federation.

## 12. WEF Committees and Councils

12.1. Management Committees

12.1.1 Members of Management 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.

12.2. Management Committees to the Board of Trustees

12.2.1 Audit Committee

12.2.1.1 Shall include the Treasurer, and two Delegates that are not currently serving as members of the Board. The Treasurer shall serve as Chair.

12.2.1.2 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 report to the Board and the House annually, on WEF's financial status.

12.2.2 Nominating Committee

12.2.2.1 Shall include the four most recent living Past Presidents and three Delegates. The three Delegates shall be appointed by the President and approved by the Board.

12.2.2.2 The senior Past President shall be Chair of the committee. The next senior Past President shall be Vice Chair.

12.2.2.3 Shall nominate candidates for offices of Vice President, Treasurer, and for Delegate-at-Large, and for President or President-Elect as prescribed in this document.

12.2.2.4 In the event of vacancies in the Delegate-at-Large shall promptly select nominees for such positions on the House. Such nominees may be voted on at any regular meeting of the House.

12.2.2.5 Shall receive and consider nominations for honorary membership that may be proposed by Member Associations, and members of the Committee, and shall make recommendations to the House regarding such nominations.

12.2.3 Constitution and Bylaws Committee

12.2.3.1 Shall include a minimum of four Delegates who are appointed by the President and approved by the Board. Shall prepare all proposed amendments to the Federation Constitution and Bylaws for consideration by the Board.

12.2.3.2 Shall examine Constitutions and Bylaws and revisions thereof of Member Associations to see that they are consistent with Federation objectives and are not in conflict with the Constitution and Bylaws of the Federation.

12.2.4 Long Range Planning Committee

12.2.4.1 Shall include a minimum of four Delegates who are appointed by the President and approved by the Board.

12.2.4.2 Shall consider on a continuing basis and in a broad sense the short and long term objectives and accomplishments of the Federation.

12.3 Other Standing and Special Committees

12.3.1 In addition to the management committees, the Board may establish standing, or special, committees or councils appointed as deemed necessary for the successful performance of their duties. These committees will be appointed by the President to carry out the work of the Federation. The Board may develop such guidelines for these committees as the Boards deems appropriate.

12.4 Declaration of Policy

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

## 13. Meetings

13.1 Annual Conferences

13.1.1 The Annual Conference of the Federation shall be held at a time and place selected by the Board, preferably in the month of October; such Annual Conference shall include a time allotted for the Annual Business Meeting of the Membership.

13.1.2 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.

13.2 House of Delegates Meetings

13.2.1 The House shall meet at least once annually.

13.3 Board of Trustee Meetings

13.3.1 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.

13.3.2 Written notice of all Board meetings shall be issued by the Executive Director not less than twenty (20) days in advance of such meetings to all Board members.

13.4 Quorum and Voting

13.4.1 A quorum of the Board shall consist of a majority of its respective members.

13.4.2 A quorum of the House shall consist of ten percent (10%) of Delegates.

13.4.3 A quorum of the voting membership shall consist of five percent (5%) of total voting members.

13.4.4 Except for the purpose of electing officers 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.

13.4.5 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 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.

13.4.6 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.

13.5 Rules

13.5.1 Board, House and committee 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, and committee meeting, 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.

## 14. Indemnification

14.1 Entitlement

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

14.2 Limitations

14.2.1 No indemnification shall be provided any Indemnified Person if it is determined by the Federation 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 the Federation or represents a conflict of interest with the Federation;

c) breached a professional duty by reason of any negligent act, error or omission committed in the performance of professional duties unrelated to the Federation;

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.

14.2.2 Indemnification shall be provided only if the Federation determines the Indemnified Person acted reasonably, in good faith, in a manner not opposed to the best interests of the Federation 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 the Federation. The termination of any criminal suit or criminal proceeding by a conviction, plea of nolo contendre 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 the Federation.

14.2.3 Indemnification pursuant to this Article with regard to any one set of facts or situation which may give rise to a request for indemnification by any Indemnified Person shall be limited to an aggregate of $100,000.

14.3 Procedure

14.3.1 Indemnification under the terms of this Article shall be made by the Federation 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.

14.3.2 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.

14.3.3 The Board shall investigate all requests for indemnification and shall render its decision by majority vote of a quorum consisting of Board of Trustee members who are not a party to the request for indemnification. If a quorum is not attainable, the recommendation on the request shall be made by a five (5)-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.

14.3.4 The determination as to whether indemnification shall be made by the Federation 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.

14.3.5 The body or person making the determination on the request for indemnification as provided in 14.3.4 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.

14.3.6 Any action taken by the body or person making the determination on the request for indemnification as provided in 14.3.4 shall be final.

14.3.7 In making the determination on the request for indemnification as provided in 14.3.4, 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.

14.3.8 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.

14.4 Subrogation

14.4.1 In the event of any payment by the Federation to an indemnified person or on behalf of an indemnified person, as provided in this Article, the Federation 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 the Federation, including but not limited to those necessary for the Federation to bring suit in the name of and on behalf of the indemnified person.

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

14.5 Surety

14.5.1 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 the Federation was not authorized by this document.

14.6 Applicable Law

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

14.7 Insurance

14.7.1 The Federation shall have the power to purchase and maintain insurance on behalf of indemnified persons whether or not the Federation would have the power to indemnify them against liability under the provisions of this Article.

14.8 Other

14.8.1 The provisions of this Article shall apply to the legal representatives of deceased persons who were indemnified persons. An indemnified persons rights hereunder shall not be assignable without the prior written consent of the Federation.

## 15. Amendments

15.1 Initiation

15.1.1 The WEF membership may amend this Constitution and Bylaws in any manner not inconsistent with this document at any meeting of the WEF membership.

15.1.2 Amendments shall be proposed by the Board. Such proposed amendments shall be considered, provided that copies of such proposed amendments have been mailed by the Executive Director to each WEF Member and to the Secretary of each Member Association at least 45 days prior to such meetings.

15.2 Adoption

15.2.1 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.

15.2.2 The Executive Director shall promptly advise the members of the Board, the Secretaries of the Member Associations of the membership's action in regard to proposed amendments voted upon.

15.2.3 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.