

Amended and Restated Indiana Water Environment Association Bylaws

ARTICLE I NAME, OFFICES AND REGISTERED AGENT

Section 1. Name. The name of this Corporation is Indiana Water Environment Association, Inc. or, by such name as the members of the association may from time to time in a duly authorized meeting as provided for in these bylaws may choose to call the association and such Corporation is hereinafter referred to as “the Corporation.”

Section 2. Affiliation. The Corporation shall be a member association of the Water Environment Federation, and shall participate in the activities of that organization. The Constitution and the Bylaws of this Corporation shall be in harmony with the Water Environment Federation Constitution and Bylaws. In the event there is a discrepancy between these Bylaws and the Water Environment Federation Constitution or Bylaws, the Water Environment Federation Constitution or Bylaws, as the case may be, shall govern.

Section 3. Franchise. The exclusive area of the Corporation shall consist of the State of Indiana.

Section 4. Offices. The location of the principal office of the Corporation is 200 South Meridian Street, Indianapolis, IN 46225.

Section 5. Registered Agent. The name of the registered agent of the Corporation is Gary Price located at 200 South Meridian Street, Suite 410, Indianapolis, IN 46225.

ARTICLE II OBJECTIVES

Section 1. Objectives. The objectives of the Corporation are as stated in this Section and are in harmony with the objectives of the Water Environment Federation. The Corporation is dedicated to preserving and protecting Indiana’s waterways through educating its members and the citizens of Indiana about the importance of the water environment.

ARTICLE III SEAL, RECORDS AND ACCOUNTING

Section 1. Records. The following records or copies thereof must be kept at the principal office of the Corporation: the Articles or restated Articles of Incorporation and all amendments thereto currently in effect; the bylaws or restated bylaws and all amendments thereto currently in effect; resolutions adopted by the Corporation's Board of Directors; records of all actions taken by the Members of the Corporation for the past three (3) years, with or without a meeting; all written communications to Corporation's Members generally within the past three (3) years, including financial statements furnished for the past three (3) years under the Act; a list of the names and business addresses of the Corporation's current Directors and officers; and the Corporation's most recent annual report delivered to the Secretary of State.

The above referenced records must at all times during regular business hours be open to the inspection of all persons required by law to be permitted to inspect such records at the Corporation's principal office, provided such person's demand to inspect and copy same is made in writing at least five (5) business days before the date on which the person wishes to inspect and copy such records, except as otherwise provided by law.

The following records must be made available to the Members and Directors of the Corporation for inspection and copying during regular business hours at a reasonable location specified by the Corporation, provided the Members meet the requirements set forth under the Act and give the Corporation reasonable notice of the Members' demand: excerpts from minutes of any meeting of the Corporation's Board of Directors; minutes of any meetings of the Members of the Corporation; records of any action taken by the Members or the Board of Directors without a meeting; accounting records of the Corporation which consist of correct books and records of the business and transactions of the Corporation; and a record, alphabetically arranged, of all persons who are members of the Board of Directors of the Corporation showing such persons' respective addresses.

Section 2. Accounting Year. The accounting year of the corporation begins on July 1, and ends on June 30,

Section 3. Accounting Method. The general accounting method of the Corporation is the cash method of accounting.

ARTICLE IV MEMBERSHIP

Section 1. Membership. The membership of the Corporation shall consist of persons and organizations interested in any of the objectives of the Corporation residing in, maintaining a place of business within, or doing business within the franchise area of the Corporation. Persons or organizations may also be Members if interested in furthering the Corporation's purposes.

Section 2. Membership Classes. Membership classes shall include all classes of membership designated by the Water Environment Federation and other classes of membership established by the Corporation in the Articles of Incorporation, as amended.

2.1. Individual Members. Any individual interested in the advancement of knowledge relating to the objectives of the Water Environment Federation may be a member. Such members shall have all the rights and privileges granted by the Water Environment Federation, including the right to vote and to hold office as provided for in the Water Environment Federation Constitution and Bylaws.

2.2. Group Members. Any group or organization interested in the advancement of knowledge relating to the objectives of the Water Environment Federation may be a member. Such members shall have all the rights and privileges granted by the Water Environment Federation, including the right of its representative to vote, as provided for in the Water Environment Federation Constitution and Bylaws.

ARTICLE V MEETING OF MEMBERS

Section 1. Place of Meetings. Every meeting of the membership must be held at the principle office or at such other place within the State of Indiana that the Board of Directors, Officers, or members may select from time to time.

Section 2. Annual Meetings. Each annual meeting of the membership for the election of directors and officers and for the transaction of such other business as may properly come before the meeting must be held at the time and place determined by the Board of Directors, consistent in Section 1 above.

Section 3. Special Meetings. Special meetings of the membership, unless otherwise provided by law, may be called by the President or by a majority of the Board of Directors and shall be called by the President or the Secretary-Treasurer at the requests (which is in writing and which states the purpose or purposes of the meeting) of not less than twenty-five percent (25%) of the membership which are entitled by the Articles of Incorporation to vote on the business proposed to be transacted at such special meeting.

Section 4. Notice of Meetings. Notice of every meeting of the membership must be in writing and signed by the President, or the President-Elect, or a person designated by the Board of Directors. Such notice must state the purpose for which the meeting is called, and the day and hour and the place where the meeting is to be held, and a copy thereof must be served, either personally, by mail, electronically, telegram, teletype, telephone, or other form of wire or wireless communication, charges prepaid, upon each member of record entitled to vote at such meeting, at least thirty (30) days before the meeting. Notice of any adjourned meeting need not be given except when expressly required by law.

Section 5. Quorum for Meetings. Unless otherwise provided in the Articles of Incorporation or in this Code of Bylaws, the presence of fifty members, in person, entitled by the Articles of Incorporation to vote thereat is necessary to constitute a quorum for the transaction of business at any meeting of membership. In the absence of a quorum at any such meeting or any adjournment or adjournments thereof, any officer entitled to preside at, or to act as secretary of, such meeting, may adjourn such meeting from time to time until a quorum is present thereat. At any meeting, following an adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally called, if there is a quorum present at such subsequent meeting.

Section 6. Organization of Meetings. At each meeting of the membership, the President, or in the absence of the President, the officer in succession provided in Article VII shall act as Chairman of the meeting. The Secretary-Treasurer shall act as secretary at each meeting of the membership, or in the absence of the Secretary-Treasurer, the Chairman may appoint any person present to act as secretary of the meeting.

Section 7. Order of Business at Meetings. The order of business at all meetings of the membership shall be as determined by the chairman of the meeting. At any meeting of the membership, the Robert's Rules of Order may be adopted as the rules of parliamentary procedure.

Section 8. Voting at Meetings. Unless otherwise provided by law, in the Articles of Incorporation or in this Code of Bylaws, each Member of record is entitled at each meeting of the Members to one (1) vote and may vote either in person or by proxy, executed in writing by the Member or a duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of the proxy's execution unless a longer or shorter time is expressly provided therein. Unless otherwise provided by law, in the Articles of Incorporation or in this Code of Bylaws, at all meetings of Members, a quorum being present, all matters shall be decided by the affirmative vote of the majority of Members of record present. Except as otherwise provided by law, in the Articles of Incorporation or in this Code of Bylaws, voting may be via voice and need not be by ballot. Upon the direction of the Chairperson that a vote by ballot be taken on any question, such vote must be taken. On a vote by ballot, each ballot must be signed by the Member voting, or by its proxy, and the ballot must show the Member's name being voted by such Member or proxy.

Section 9. Meetings by Means of Telecommunications. Any or all Members of the Corporation may participate in an annual or special Members' meeting by, or through the use of, any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE VI DIRECTORS

Section 1. Number, Election, and Term of Office. The business of the Corporation must be managed by the Board of Directors as from time to time constituted. All the directors must be Members, or employees or officers of Members, of the Corporation with voting rights. The Board of Directors shall consist of a minimum of five (5) members and up to a maximum of fourteen (14) members. The Directors shall be the executive officers as provided for in Article VII, and member representatives of the wastewater treatment plant operators associations as approved by the Board of Directors. Representation on the Board by such associations is wholly at the discretion of the Board of Directors. The Board will be guided in determining such certification by such factors as the number of members such association represents, the geographic boundaries the association presents itself as representing, and the frequency of its meetings and other indices of activity. The Directors shall act only as a board and the individual directors shall have no power as such.

Section 2. Place of Meetings. The Board of Directors may hold its meetings at such place or places within the State of Indiana as the Board of Directors may from time to time by resolution determine or as may be specified or fixed in the respective notices or waivers of notice thereof.

Section 3. Regular Meetings. Meetings of the Board of Directors must be held at the principal office or at such other place within the State of Indiana, and at such times as the Board of Directors by resolution may determine. If any day fixed for a regular meeting is a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day must be held at the same hour on the next succeeding business day at such place. Except as otherwise provided by law or in the Articles of Incorporation or in this Code of Bylaws, notice of regular meetings need not be given.

Section 4. Quorum for Meetings. Unless otherwise provided by law or in the Articles of Incorporation, the presence of at least a majority of the actual number of Directors elected and qualified, from time to time, is necessary to constitute a quorum. At any such meeting, a majority of the Directors present thereat may adjourn such meeting from time to time until a quorum is present thereat. Notice of any adjourned meeting need not be given. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been trans-acted at the meeting as originally called.

Section 5. Organization of Meeting. At each meeting of the Board of Directors, the President of the Corporation, if present, or in his or her absence, the President-Elect, or in the absence of both the President and President-Elect, a director chosen by a majority of the directors present, shall act as chairperson. The Secretary-Treasurer, or in his or her absence the Assistant Secretary-Treasurer, or in his or her absence any person appointed by the Chairperson, shall act as secretary of the meeting. Any meeting of the Board of Directors may be adjourned by the vote of a majority of the directors present at such meeting.

Section 6. Order of Business at Meetings. The order of business at all meetings of the Board of Directors may be determined by the chairman of the meeting, but the order of business to be followed at any meeting at which a quorum is present may be changed by a majority of the directors present and entitled to vote thereat. At any meeting of the directors, the *Robert's Rules of Order* shall be adopted as the rules of parliamentary procedure, unless waived by majority vote of the members present.

Section 7. Voting at Meetings. Unless otherwise provided by law or in the Articles of Incorporation, at all meetings of directors, a quorum being present, all matters shall be decided by the affirmative votes of at least a majority of the directors present at such meeting.

Section 8. Vacancies on Board of Directors. Any vacancy on the Board of Directors, except the immediate living Past-President or representative of a wastewater treatment plant operators association, whether arising from death, resignation, an increase in the number of directors, or any other cause, may be filled by the majority vote of the remaining directors.

Section 9. Action by Consent. Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 10. Meetings by Means of Telecommunications. The Board of Directors or a committee designated by the Board may permit any or all directors or committee members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors or committee members participating may simultaneously hear each other during the meeting. A director or committee member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 11. Removal of Directors. Any director may be removed, either with or without cause, at any time by the affirmative vote of at least two-thirds (2/3) of the members of the

Board of Directors, at a special meeting of the Board of Directors called for the purpose of removing a director and designated as such in the notice.

Section 12. Compensation.

Directors as such shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed sum and expense of attendance, if any, may be allowed to directors for attendance at any meeting, provided; however, that nothing herein contained shall be construed so as to preclude any director from serving the Corporation in any other capacity as an officer, agent, or otherwise and receiving compensation therefor.

**ARTICLE VII
OFFICERS**

Section 1. Number. The executive officers of the Corporation are: a President, President-Elect, Vice-President, Delegates to the House of Delegates of the Water Environment Federation, a Secretary-Treasurer, Assistant Secretary-Treasurer, and Immediate Past-President, all of whom shall be a member of the Board of Directors.

Section 2. Election, Term of Office, and Qualifications. The executive officers, excluding President and Immediate Past-President, of the Corporation shall be elected by the membership at each annual meeting and, as hereinafter provided, each such executive officer to hold office until his successor is duly chosen and qualified, or until his death, or until he resigns, or until he has been removed in the manner hereinafter provided.

Section 3. Removal. Any officer of the Corporation may be removed, with cause, at any time, by resolution adopted by the Board of Directors at a special meeting thereof called for that purpose. The officer so removed shall have the right of appeal to the Corporation at its next annual meeting of the members.

Section 4. President. The President is the chief executive officer of the Corporation and has general and active supervision and direction over the business and affairs of the Corporation and over the Corporation's several officers, subject, however, to the direction and control of the Board of Directors. The President shall, if present, preside at each meeting of the membership and of the Board of Directors. In general the President shall perform all duties incident to the office of the President and such other duties as may from time to time be assigned to him by this Code of Bylaws or by the Board of Directors.

Section 5. President-Elect. The President-Elect shall perform the duties of the President in the event the President is unable for any reason to carry on his duties and has such powers and may perform such duties as the President or the Board of Directors may from time to time prescribe and shall perform such other duties as may be prescribed by the Code of Bylaws. The President-Elect shall be the Chairman of the Annual Conference Committee. Unless otherwise provided by the Articles of Incorporation or these Bylaws, the President-Elect shall succeed to the office of the President at the next annual meeting following his election to the office of President-Elect.

Section 6. Vice-President. The Vice-President has such powers and may perform such duties as the President or the Board of Directors may from time to time prescribe and shall perform such other duties as may be prescribed by this Code of Bylaws. The Vice-President shall perform the duties of the President-Elect in the event the President-Elect is unable for any reason to carry on his duties.

Section 7. Delegates to the House of Delegates. The Water Environment Federation Delegate(s) shall represent the Corporation in the conduct of all business by the House of Delegates of the Water Environment Federation and be a member of the Water Environment Federation. The number of Federation Delegates shall be determined in accordance with the Water Environment Federation Constitution and Bylaws.

Section 8. Secretary-Treasurer. The Secretary-Treasurer has care and oversight responsibilities for all the funds and securities of the Corporation and shall see that full and accurate accounts of receipt and disbursements are kept in books belonging to the Corporation and shall oversee the deposit of all monies and other valuable effects in the name of and to the credit of the Corporation are kept in such banks and other depositories as may be designated by the Board of Directors. All financial receipts or expenditures in the name or using the name of the Corporation as a sponsor shall be by the Secretary-Treasurer or by the President when authorized to do so by the Board of Directors. No separate accounts shall be maintained by any committee, group, or individual representing that the action is on behalf of, or sponsored by, the Corporation. The Secretary-Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President or the Board of Directors whenever the President or the Board may require him so to do, a statement of all his transactions and an account of the financial condition of the Corporation. In general, the Secretary-Treasurer shall perform all the duties as may from time to time be assigned by him by the President or the Board of Directors. The Secretary-Treasurer has the power to act as secretary and keep the minutes of all meetings of the Board of Directors and of the membership. The Secretary-Treasurer shall: cause to be given such notice of all meetings of the membership and of the Board of Directors as required; be custodian of the seal of the Corporation and shall affix the seal or cause to be affixed to all documents requiring the impression of the seal; have charge of the membership book and of the other books, records, and papers of the Corporation relating to its organization as a corporation; see that the reports, statements, and other documents required by law are properly kept and filed; and perform all other duties incident to the office of the Secretary-Treasurer. The Secretary-Treasurer has such powers and may perform such duties as are assigned to him by this Code of Bylaws, and he shall have such other powers and perform such other duties, not inconsistent with this Code of Bylaws, as the President or the Board of Directors may from time to time prescribe.

Section 9. Assistant Secretary-Treasurer. At the request of the Secretary-Treasurer, or in the case of his absence or inability to act, the Assistant Secretary-Treasurer shall perform the duties of the Secretary-Treasurer, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary-Treasurer. The Assistant Secretary-Treasurer shall perform such other duties as from time to time may be assigned to him by the President, the Secretary-Treasurer, or the Board of Directors.

Section 10. Immediate Past-President. The Immediate Past-President shall serve as the Chair of the Nominating Committee, and shall perform any other duties at the request of the President.

Section 11. Term Limits. No officer, except the Secretary-Treasurer and the Assistant Secretary-Treasurer, shall be eligible to succeed themselves in consecutive terms.

Section 12. Compensation. The board of directors is empowered and authorized to fix and determine the compensation of its officers. Until such times as the board of directors shall choose to act in this matter, officers shall receive no compensation for acting in such capacity.

Section 13. Vacancies. Unless otherwise provided by law or in the Articles of Incorporation, in the case of the President, President-Elect, Vice-President, Secretary-Treasurer, Assistant Secretary-Treasurer, or other officer of agent becomes vacant, the Directors then in office may elect or appoint a successor who shall hold office for the unexpired term.

ARTICLE VIII MISCELLANEOUS

Section 1. Election of Delegates. In addition to the Directors and Officers of the Corporation, the membership entitled to vote and be present at the annual meeting shall elect delegates to serve in the House of Delegates of the Water Environment Federation. The term of the Delegate(s) shall be three years or as determined at the annual meeting of the Water Environment Federation. The Water Environment Federation Delegates are permitted to serve consecutive terms.

Section 2. Nominating and Additional Committees. The President shall appoint, as soon as practicable, after election, the members of the Nominating Committee which shall be comprised of the President, Immediate Past President and the Water Environment Federation Delegate who has been serving in that active capacity for the longest period of time than any other Delegate then holding that office. The President is empowered to appoint additional committees and to prescribe their duties, to the extent allowed by law, the Articles of Incorporation and these Bylaws, to advance the interest and purpose of this Corporation.

Section 3. Nomination of Delegates, Officers and Directors. The Nominating Committee shall report at the annual meeting and shall recommend at least one name for each elective office about to become vacant. Following the report of the Nominating Committee to the membership, the President shall call for any additional nominations from the floor at the time of the annual meeting prior to the election of Delegates, Officers and Directors.

Section 4. Financial Report. A Certified Public Accountant licensed as such in the State of Indiana and appointed by the President shall make a complete report of the financial records of the Secretary-Treasurer as soon as possible after the close of the accounting year. The report of the financial records shall be submitted to the Board of Directors and to the membership at the annual meeting.

ARTICLE IX EXECUTIVE DIRECTOR

Section 1. Executive Director. The Executive Director shall be appointed by the Board of Directors. The Executive Director has general and active supervision over the business and affairs of the Corporation, subject, however, to the direction and control of the Board of Directors. In general, the Executive Director shall perform all duties as may from time to time be assigned to him or her by this Code of Bylaws or by the Board of Directors. The Board of Directors shall approve or disapprove all compensation, hiring, firing, or other disciplinary actions proposed by the Executive Director with regard to all other employees of the Corporation. The Board of Directors may require the Executive Director to give security for the faithful performance of his or her duties.

ARTICLE X INDEMNIFICATION

Section 1. Actions Not by the Corporation. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director or officer of the corporation or is or was serving at the request of the Corporation as a Delegate, Director, officer, or partner of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, he or she had reasonable cause to believe that his or her conduct was unlawful. Nothing in this Section shall obligate the Corporation to indemnify hereunder, or prevent the Corporation in its discretion from so indemnifying, any person by reason of the fact that he or she is or was serving at the request of the Corporation as an employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

Section 2. Determination of Indemnification. Any indemnification under this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the indemnified person is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Article. Such determination shall be made:

- (a) by a majority vote of a quorum consisting of Directors of the Corporation who were not and are not parties to or threatened with any such action, suit, or proceeding; or
- (b) if such a quorum is not obtainable or if a majority vote of a quorum of disinterested Directors so directs, in a written opinion by independent legal counsel; or
- (c) by the voting Members; or

(d) by the court in which such action, suit, or proceeding was brought.

Section 3. Advances of Expenses. Expenses, including attorneys' fees, incurred in defending any action, suit, or proceeding referred to in this Article may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article. No voting Member shall have the right to question expenses paid pursuant to this Section so long as the Board of Directors has authorized such payment and the aforementioned undertaking has been received by the Corporation; provided that the restriction contained in this sentence shall not be construed to restrict a voting Member's right to question the reasonableness of the ultimate determination of indemnification as provided in this Article.

Section 4. Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Corporation's Articles of Incorporation, or any agreement, vote of voting Members or disinterested directors, statute (as now existing or as hereafter enacted or amended), or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to serve as a director, officer, partner, or in any other indemnified capacity and shall inure to the benefit of, the successors, heirs, executors, and administrators of such a person.

Section 5. Insurance. The Corporation will purchase and maintain insurance on behalf of any person who is or was a delegate, director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a delegate, director, officer, partner, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation has the obligation or power to indemnify him or her against such liability under this Article.

Section 6. Definitions. As used in this Article, references to "Corporation" include all constituent corporations in a consolidation or merger and the new or surviving corporation, so that any person who is or was a director or officer of such a constituent corporation, or is or was serving at the request of such constituent corporation as a delegate, director, officer, partner, trustee, or in any other indemnified capacity of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, shall stand in the same position under this section with respect to the new or surviving corporation as he or she would if he or she had served in the new or surviving corporation in the same capacity.

ARTICLE XI RESIGNATIONS

Section 1. Resignations Any Director or Officer may resign office at any time by giving written notice of his resignation to the President or the Secretary-Treasurer of the Corporation. Such resignation shall take effect at the time specified therein or, if no time be specified therein,

then at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make such resignation effective.

ARTICLE XII CONTRACTS

Section 1. Authorization of and Execution of Contracts. Unless otherwise provided by law or in the Articles of Incorporation, in this Code of Bylaws or by the Board of Directors, no officer, agent or employee has any power or authority to bind the Corporation by any contract or engagement or to pledge the Corporation's credit or to render it pecuniarily liable for any purpose or to any amount, provided, however, any contract, document or other instrument may be executed and delivered in the name and on behalf of the Corporation by the President. However, the Board of Directors may authorize any other officer or officers, agent or agents, in the name of and on behalf of the Corporation, to enter into any contract or to execute and deliver any instrument, and such authority may be general or confined to specific instances.

Section 2. Indebtedness. No loans may be contracted on behalf of the Corporation and no negotiable paper may be issued in the Corporation's name unless authorized by resolution of the Board of Directors. When authorized by the Board of Directors, any officer or agent of the Corporation may affect loans and advances at any time for the Corporation from any bank, trust company, or other institution, or from any firm, corporation, or individual, and for such loans and advances may make, execute, and deliver promissory notes, bonds, or other certificates or evidence of indebtedness of the Corporation, and may pledge, hypothecate, or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority from the Board of Directors may be general or confined to specific instances.

Section 3. Checks, Drafts, Similar Payment Orders and Notes. All checks, drafts, and other orders for the payment of moneys out of the funds of the Corporation must be signed on behalf of the Corporation as stated herein or in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select or as may be selected by an officer or officers, agent or agents, of the Corporation to whom such power may from time to time be delegated by the Board of Directors. For the purpose of such deposit, any officer or agent or employee of the Corporation to whom such power may be delegated by the Board of Directors may endorse, assign and deliver checks, drafts, and other orders for the payment of moneys which are payable to the order of the Corporation.

ARTICLE XIII ADMISSION

Section 1. Any person or organization desiring to become a member of the Corporation shall make application on a form provided by the Corporation. Such application shall, at the request of the applicant, be forwarded to the Water Environment Federation and accompanied by check or money order from the applicant in the amount of current dues. There shall be no admission fee.

Section 2. Where there is no question of the eligibility for the applicant for membership in the classification sought, the Secretary-Treasurer may accept the application and so notify the applicant. Where there is question of eligibility, the application shall be submitted to the Board of Directors for determination.

Section 3. Any member may be expelled from the Corporation for good and sufficient reason by a two-thirds (2/3) vote of the Board of Directors. Said expelled member shall have the right of appeal to the Corporation at its next annual meeting.

Section 4. Candidates for honorary membership may be nominated by the Awards Committee but can be elected only by unanimous favorable secret ballot of the Board of Directors. No election of honorary members shall be made which would cause the total number of living honorary member to exceed a ratio of one honorary member to every fifty (50) active members. Not more than one (1) honorary member shall be elected in one (1) calendar year. Honorary members shall be elected for life, pay no Corporation or Federation Dues, and shall receive all the appropriate publications of the Corporation and Federation without cost. Dues will be paid by the Association for life or until such time as the honorary member becomes an honorary or life member of the Federation.

ARTICLE XIV FEES AND DUES

Section 1. Payment of Dues.

1.1 Annual dues shall be determined by the Board and shall include the current dues for each class of membership as may be established by the Board of Directors and the Water Environment Federation.

1.2 Dues are payable for a twelve (12) month period beginning with the first date of membership that is defined as the anniversary date.

1.3 Subscriptions are included in dues. All members certified to the Water Environment Federation by the Corporation shall be entitled to such publications of the Federation as may be approved by its Board of Trustees for the appropriate membership class. All members shall be entitled to the publications of the Corporation as may be approved by its Board of Directors.

1.4 Arrears.

1.4.1 Members of both the Water Environment Association and the Corporation who are deemed, through nonpayment of dues, to be delinquent by the Water Environment Federation, shall be given notice of such delinquent status. If after a reasonable time following such notice the dues are still owing, the Water Environment Federation may consider such member to be in default and remove them from the roll of members of the Federation and the Corporation. Members in other classes of membership shall be given notice of default by the Corporation Secretary-Treasurer. Those members who are still in

default thirty (30) days after receipt of such notice may be removed from membership rolls by the Secretary-Treasurer.

1.4.2 Members who have been dropped from the roll may be reinstated without payment of Corporation back dues with the approval of the Board.

ARTICLE XV WAIVER OF NOTICE

Section 1. Waiver of Notice. Unless otherwise provided by law or in the Articles of Incorporation or in this Code of Bylaws, any entity entitled to any corporate notice may waive such notice in writing whether before or after the meeting or other matter or event in respect of which such notice is to be given. The waiver must be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Attendance at a meeting or by duly authorized proxy will act as a waiver unless at the beginning of such meeting an objection is made to holding the meeting or transacting business at the meeting.

ARTICLE XVI CONFLICT OF INTEREST POLICY

Section 1. Policy. The Corporation shall follow the Conflict of Interest Policy attached as Exhibit A (as amended from time-to-time by the vote of the Board of Directors).

ARTICLE XVII AMENDMENTS

Section 1. Initiation.

1.1 Proposal. Amendments to the Articles of Incorporation or these Bylaws may be proposed by a majority of the Board, or through it on a petition of two-thirds (2/3) of the eligible voting members. All proposed amendments shall be submitted in writing to the Water Environment Federation who must approve them prior to adoption.

1.2 Notice. The Secretary-Treasurer shall mail notices of a proposed amendment, on the instruction of the Board, to each eligible voting member at least thirty (30) days before it is to be voted upon. Any such notice shall include the location and times at which the complete text of the proposed amendment may be reviewed prior to voting.

Section 2. Adoption.

2.1 Amendments to these Articles of Incorporation and Bylaws may be made by the affirmative vote of two-thirds (2/3) of the eligible voting members present and voting at the Annual Meeting or any special meeting, notice of the proposed amendments having been mailed by the Secretary-Treasurer to each eligible voting member no later than thirty (30) days in advance of the meeting at which said amendment is to be voted upon.

2.2 A proposed amendment may be mailed by the Secretary-Treasurer to each eligible voting member for the purpose of voting upon by letter ballot. The letter ballot shall be returned

no later than thirty (30) days following the mailing of the proposed amendment. A two-thirds (2/3) affirmative vote of the letter ballots, timely returned, is required for adoption.

2.3 An amendment approved by the Corporation membership shall be effective immediately.

**ARTICLE XVIII
DISPOSITION OF ASSETS UPON DISSOLUTION**

Section 1. Disposition of Assets. Dissolution of the Corporation may take place only with the consent of not less than two-thirds (2/3) of the members of the Corporation. In the event of dissolution of the Corporation, the property and assets thereof, following the satisfaction of all obligations and liabilities, shall be disposed of exclusively for the purposes of the Corporation as determined by the members at a meeting convened for the purpose of dissolution. Notice of dissolution shall be given to the Water Environment Federation within sixty (60) days.

The foregoing Amended and Restated Bylaws of the Corporation were duly adopted by the members of the Corporation on the _____ day of _____, 2010.

Secretary-Treasurer of the Corporation

EXHIBIT A
Indiana Water Environment Association
Conflict of Interest Policy

The purpose of this Conflict of Interest Policy is to protect the interest of Indiana Water Environment Association (the "Corporation"), when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, key employee or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and tax-exempt organizations.

1. Definitions.

- a. Interested Person. Any director, key employee, or officer who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
 - A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
 - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
- b. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- c. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

2. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement.

3. **Determination of a Conflict of Interest.** After disclosure of the financial interest and all material facts, and after any presentation by the interested person or any discussion with the interested person, he or she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

4. **Procedures for Addressing the Conflict of Interest.**

- a. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. **Violations of the Conflict of Interest Policy.**

- a. If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and/or corrective action.

5. **Records of Proceedings.** The minutes of the Board of Directors shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

6. **Compensation.**

- a. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board of Directors whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

7. **Annual Statements.** Each director and principal officer shall annually sign a statement, in the form attached hereto as Exhibit I (as amended from time-to-time by the Board of Directors) which affirms that such person:

- a. Has received a copy of the conflict of interest policy,
- b. Has read and understands the conflict of interest policy,
- c. Has agreed to comply with the conflict of interest policy, and
- d. Understands that the Corporation is exempt from federal income taxation and that, in order to maintain such status, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

8. **Periodic Reviews.** To ensure the Corporation operates in a manner consistent with its tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic review shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further tax-exempt purposes and do not result in private inurement.

9. **Use of Outside Experts.** When conducting the periodic reviews as provided for in Section 9, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.