

BYLAWS OF THE WATER QUALITY ASSOCIATION

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ARTICLE I. Name, Organization and Location

Section 1 Name

This corporation is named Water Quality Association ("WQA")

Section 2 Organization

WQA is an Illinois not-for-profit corporation

Section 3 Location

WQA shall maintain a registered office and a principal office in or near Chicago, Illinois, unless changed by the Board of Directors. WQA may have offices other than its principal office at such locations as are determined by the Board of Directors.

ARTICLE II. Industry, Objectives, Powers and Limitations

Section 1 Industry

The term "industry" as used in these Bylaws means the water quality improvement industry, as defined from time to time by the WQA Board of Directors.

Section 2 Objectives

In furtherance of the purposes set out in its Articles of Incorporation, the objectives of WQA shall be:

- (a) To promote increased use of industry products and services.
- (b) To analyze and inform the membership of conditions affecting or which may affect the industry.
- (c) To represent the interests of the industry in contacts with government, other organizations, and the public.
- (d) To conduct educational and research activities.
- (e) To gather, analyze, publish, and disseminate to the industry, government, and the public information relevant to the industry.
- (f) To foster programs and services which will enhance the efficient and economic performance of the industry.
- (g) To promote more truthful advertising of industry products and more ethical business practices.
- (h) To engage in any lawful activity which will enhance the welfare of the industry and the members of WQA.
- (i) To do any and all lawful acts to perform and furnish any and all lawful services which may be deemed to be useful or desirable in order to effectuate any of the above objectives or to conduct any of the above activities.

Section 3 Powers

WQA shall have such powers as are now or may hereinafter be granted by the Illinois General Not for Profit Corporation Act of 1986, as amended from time to time, or any successor statute.

Section 4 Limitations

WQA shall carry on activities and/or expend funds to influence legislation or for other political purposes to the extent permitted by law for a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code. No services shall be rendered specifically for an individual member. No part of the net earnings of WQA, if any, nor any distribution of assets on dissolution, shall inure to the benefit of any members, except that the corporation shall be authorized and empowered to pay reasonable

compensation for services rendered and to make payments and distributions in furtherance of the objectives set forth in this Article II.

ARTICLE III. **Membership**

Section 1 Membership

WQA membership is open to all firms or individuals meeting the eligibility and membership application requirements of these Bylaws.

Section 2 Categories

WQA shall have the following categories of membership:

- (a) Manufacturer/Supplier
- (b) Dealer
- (c) International Manufacturer/Supplier
- (d) International Dealer
- (e) Allied
- (f) Consultant
- (g) Manufacturer Representative
- (h) Lifetime
- (i) Honorary

Additional categories of membership may be established by the Board of Directors with prescribed rights upon the affirmative vote of at least two-thirds of all members of the Board of Directors. Each membership category shall have the rights and privileges established by the Board of Directors.

Section 3 Manufacturer/Supplier Members

Any individual, firm, corporation or other entity engaged in the manufacture, supply, assembly or wholesale of water quality industry products or equipment, whose business includes the marketing and selling of such products and equipment in or into the United States or Canada and who is not predominately reselling and servicing such products and equipment as a dealer to consumers, businesses and other end users is eligible for manufacturer/supplier membership. Membership in this category includes but is not limited to any entity that markets and sells such products and equipment as a manufacturer/supplier in or into the residential, commercial, industrial, or retail channels of trade in the United States or Canada.

Section 4 Dealer Members

Any individual, firm, corporation or other entity predominately engaged in the marketing, resale and servicing of water quality industry products or equipment as a dealer to consumers, businesses and other end users in the United States and Canada is eligible for dealer membership. Membership in this category includes but is not limited to any entity that markets, resells, and services such products and equipment as a dealer in or into the residential, commercial, industrial, and retail channels of trade in the United States or Canada.

Section 5 International Manufacturer/Supplier Members

Any individual, firm, corporation, or other entity engaged in the manufacture, supply, assembly or wholesale of water quality industry products or equipment, whose business includes the marketing and selling of such products and equipment entirely outside the United States and Canada and who

is not predominately reselling and servicing such products and equipment as a dealer to consumers, businesses and other end users is eligible for international manufacturer/supplier membership.

Section 6 International Dealer Members

Any individual, firm, corporation, or other entity predominately engaged in the marketing, resale and servicing of water quality industry products or equipment as a dealer to consumers, businesses, and other end users entirely outside the United States and Canada is eligible for international dealer membership. Membership in this category includes but is not limited to any entity that markets, resells, and services such products and equipment as a dealer in or into the residential, commercial, industrial, and retail channels of trade entirely outside the United States and Canada.

Section 7 Allied Members

Any individual, firm, or professional organization/association engaged in a field of endeavor directly related to the water quality improvement industry, who supports the objectives of WQA and who is not otherwise eligible for membership is eligible for allied membership.

Section 8 Consultant Members

Any third-party professional or other service provider engaged in providing consulting services to entities within the water quality improvement industry and who is not otherwise eligible for membership is eligible for consultant membership.

Section 9 Manufacturer Representative Members

Any independent sales agent or representative serving two or more manufacturer/supplier of water quality industry products or equipment and who maintains place of business and organization separate and apart from, and independent of, the manufacturer/supplier for which it serves as agent or representative is eligible for manufacturer representative membership.

Section 10 Lifetime Members

The Board of Directors may at its discretion confer Lifetime Membership upon individuals who are or have been active within the industry and have rendered exemplary service to WQA, and whose knowledge and accomplishments in the industry or fields related to it entitle them to special recognition. A Lifetime Member shall be exempt from paying dues.

Section 11 Honorary Members

The Board of Directors may at its discretion confer Honorary Membership upon individuals whose occupation is outside the industry, but whose contributions to mankind, through research or education, or exemplary services in or related to the industry are meritorious. An Honorary Member shall be permitted to attend any public convention of WQA. An Honorary Member shall be exempt from paying dues/registration fees.

Section 12 Application for Membership

Application for membership in WQA shall be made in writing or online as instructed and set forth by WQA and shall state the name, place and nature of business of the applicant, its qualifications for membership; that it agrees to adhere to the latest versions of the WQA Bylaw provisions applicable to it, the Code of Ethics, the Code of Conduct and the Antitrust Compliance Statement; and that it agrees to pay any dues and assessments. Upon receipt by WQA of a properly completed application form accompanied by the applicable dues and assessments, and upon determination that the applicant is eligible for membership, the applicant shall become a member.

Section 13

Termination of Membership

- (a) *Voluntary Termination of Membership:* Any member may resign at any time by giving written notice of its resignation to WQA. Any resignation shall take effect at the time specified therein, or, if the time when it shall become effective is not specified, immediately upon its receipt by WQA. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- (b) *Involuntary Termination of Membership:* The membership of any member may be terminated for good cause which may include, among other reasons, any one (1) or more of the following reasons:
 - 1. Arrearage in dues, fees, assessments, or other financial obligations to WQA for a period of at least three (3) consecutive months after notice thereof has been sent to the member in arrears. Membership is subject to suspension or termination at the discretion of WQA under this provision.
 - 2. A final decision by the Board of Governors that a member has violated the WQA Code of Ethics, the Code of Conduct or the Antitrust Compliance Statement.
 - 3. A final decision by a federal or state court or regulatory agency that a product performance or product benefit claim by a member for one (1) or more of its water quality improvement industry products has violated federal or state law.
 - 4. Violation of any provision of these Bylaws applicable to it.
- (c) *Request for Involuntary Termination:* Any member except one who is employed by WQA in a staff capacity or who provides services to WQA on a continual basis may file a request for involuntary termination of the membership of another member for any of the reasons set out in subsection (b) above.
 - 1. Request for involuntary termination of membership must be filed with WQA in writing no later than one (1) year from the date the event or action forming the basis of the request occurred.
 - 2. Upon receipt of a valid and complete request for involuntary termination of membership, the Chief Executive Officer will so advise the President, the Board of Governors and the WQA member who is the object of the request (subject member).
 - 3. All valid and complete requests for termination of membership shall be referred to and be determined by a Special Membership Committee ("SMC") consisting of five (5) persons selected by the Board of Governors by random lot from a pre-qualified list of WQA members. The President shall appoint one SMC member as Chair and one as Vice Chair of each SMC. Each SMC will function in accordance with procedures approved by WQA's Board of Governors which, among other things, shall provide that the SMC hearing and its deliberations will be confidential, and both the requesting member and the subject member shall have the opportunity to fully and fairly present their respective positions to the SMC.
 - 4. All decisions by SMC will be final unless appealed to the WQA Board of Governors. SMC decisions shall be promptly communicated in writing to the requesting member, the subject member, WQA's Board of Governors and WQA's Chief Executive Officer, and shall contain a notice of any right to appeal and how to do so.

5. An SMC decision to terminate a membership may be appealed to the WQA Board of Governors only by the subject member. Any request for an appeal to the WQA Board of Governors must be received by WQA's Chief Executive Officer within thirty (30) days after the date of the SMC decision and be in a manner approved by WQA. The President will determine when and in what form (special meeting, regular meeting, telephone, or video conference call or electronic or letter ballot) the Board of Governors will consider the appeal. The SMC, the subject member and the member who filed the original termination request shall have the opportunity to fully and fairly present their respective positions on appeal. In considering and deciding an appeal, the Board of Governors may adopt such procedures as are appropriate and consistent with these Bylaws. A decision by the Governors shall be final and shall be promptly communicated in writing to the SMC, the subject member, the member who filed the original termination request and WQA's Chief Executive Officer.
 6. The effective date of a membership termination shall be thirty (30) days after the date of a SMC decision or on the date of a Board of Governors decision.
- (d) Except as otherwise may be provided in these Bylaws, any member whose membership is terminated, either voluntarily or involuntarily, shall remain fully liable for any unpaid dues or assessments previously levied against such member.
- (e) A member involuntarily terminated pursuant to these Bylaws may apply for membership in WQA only after the expiration of a period from one (1) to five (5) years as determined by the SMC or Board of Governors, as the case may be.

Section 14

Readmission

Any member whose membership was terminated, either voluntarily or involuntarily, shall be eligible to for readmission for membership in WQA by submitting a properly executed application, provided; however, that the basis for the original termination, if involuntary, no longer exists. If such member reapplies for membership, fees and dues should be based on an appropriate dues level for a readmitted member in accordance with the current membership fee structure and the circumstances of the termination.

Section 15

Transfer of Membership

Membership in WQA is not transferable or assignable.

ARTICLE IV. Meetings of the Members

Section 1

Annual Meetings

At a time and place designated by resolution of the Board of Directors there shall be an annual meeting of members of WQA for the purpose of receiving reports, including a report on the state of the industry and WQA.

Section 2

Other Meetings

There may be such other meetings of the members of WQA at such places and times as the Board of Directors may, from time to time, determine. Notice for such meetings shall be given to all members as set forth in Section 5 below.

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Section 3 Quorum

There are no quorum requirements for meetings of members. All members present in person shall constitute a quorum at any meeting of WQA.

Section 4 Notice of Meetings

Written notice stating the place, day, and hour of the annual meeting and any other meetings of the members shall be transmitted electronically or mailed not less than ten (10) nor more than sixty (60) days before the date of the meeting by or at the direction of the President, or the Secretary on behalf of the Board of Directors, to each WQA member of record. Any meeting of the members may be held without notice if a waiver of notice is directed by the Board of Directors.

Section 5 Information

No voting is to be held at meetings of members. Any meetings of members, annual or special, shall be informational only.

ARTICLE V. Board of Directors

Section 1 Governance, Management and Control

The governance, management, and control of WQA and its affairs shall be vested in and under the direction of a Board of Directors consisting of twenty-four (24) directors, at least twelve (12) of whom shall be elected by the Board from representatives of manufacturer/supplier members and six (6) of whom shall be elected by the Board from representatives of the dealer members. The remaining six (6) directors shall be elected by the Board from representatives of any WQA member category.

The Board of Governors from time to time may reassess the size, representation, and makeup of the Board of Directors in light of the business of WQA, its sections and its membership and may make recommendations of amendments to this Section 1 for consideration by the Board of Directors. The consideration and adoption of such recommendations by the Board of Directors shall be undertaken in accordance with the procedures of Article XVII of these Bylaws.

Section 2 Annual Election by the Board of Directors

The existing Board of Directors will meet for the purpose of electing new directors at the first regular meeting of the Board of Directors at or about the time of the 2023 regular annual meeting of WQA and thereafter will meet at or about the time of each regular annual meeting of WQA for such purpose. The existing Board will elect directors by majority vote for three (3) year terms then and there to replace directors whose terms are expiring and such newly elected directors each year shall consist of four (4) representatives of manufacturer/supplier members, two (2) representatives of dealer members and two (2) representatives from among any WQA members. In the election of directors representing dealer members, consideration shall be given to geographical representation. In the election of directors representing manufacturer/supplier members, consideration shall be given to representation from the diversity of manufacturer/supplier members serving the residential, commercial, industrial, and retail channels of trade as well as geographic representation.

Section 3 Quorum

A quorum of the Board of Directors shall consist of thirteen directors.

Section 4 Voting

Each director shall be entitled to one vote on each matter submitted to a vote of the Board of Directors.

No director may act by proxy on any matter.

A director who is present at a meeting of the Board of Directors at which action on any matter is taken is conclusively presumed to have assented to the action unless his or her dissent or abstention is entered into the minutes of the meeting or unless he or she files a written dissent or abstention before the adjournment of the meeting or immediately thereafter.

Section 5 Meetings

There shall be two regular meetings of the Board of Directors every year, one of which meetings normally shall be held in connection with the annual meeting of the members of the WQA. The exact time, date and place of regular meetings shall be determined by the Board of Directors. Additional meetings of the Board of Directors may be held at the direction of the President, or at the written request of at least eight of its members and on such notice as shall be prescribed in these Bylaws.

Section 6 Notice

Written notice of meetings of the Board of Directors shall be delivered to each director, addressed to the last known electronic email or street address of each member of the Board of Directors. Notice of such meetings shall be electronically transmitted or delivered overnight at least seven (7) days prior to the meeting.

Section 7 Terms of Office

At the first regular meeting of the Board of Directors held in 2023 and annually at its first regular meeting thereafter, the Board of Directors shall elect eight (8) directors to three year terms, four (4) of whom shall be directors from manufacturer/supplier members, two (2) of whom shall be directors from dealer members, and two (2) of whom shall be directors from any category of WQA membership, including manufacturer/supplier members and dealer members.

Section 8 Vacancies

If a directorship of the Association becomes vacant because of death, physical or mental incapacitation or otherwise, the remaining directors shall elect a replacement for the unexpired portion of that Director's term from the same category of members as the former director whose vacancy is being filled. The Board of Governors shall determine when a vacancy exists, immediately notify the directors thereof and nominate a replacement director.

Section 9 Resignation of Directors

Any director may resign at any time by giving a written notice of resignation to the Chief Executive Officer of WQA. Any such resignation shall take effect at the time specified therein, or if such time is not so specified, immediately upon its receipt by the Chief Executive Officer.

Section 10 Removal of Directors

A director may be removed from the Board of Directors if he or she fails to attend three (3) consecutive regular meetings of the Board of Directors, or for cause, upon the affirmative vote of two-thirds of all members of the Board of Directors. Such removal shall be effective at such time as the Board of Directors may determine. The notice of any Board of Directors' meeting at which such action is contemplated shall contain a notice of the proposed removal, and the director whose status is being challenged shall be notified thereof in writing, by the Chief Executive Officer at least thirty (30) days prior to the date of such meeting. Removal shall occur only after the director has been given notice as stated above and reasonable opportunity for defense has been afforded. A person shall

also cease to be a director at such time as the member to whom that director is associated may cease to be a member of WQA.

Section 11 Normal Action by Directors

Any action required to be taken at a meeting or any action which may be taken at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors.

Section 12 Telephone or Video Conference Meetings

Directors may participate in action at any meeting through the use of conference telephone, video call or other communications equipment by means of which all persons participating in the meeting are able to communicate with each other. Participation in such a meeting shall constitute attendance and presence in person.

Section 13 Conflict of Interest

A conflict of interest may exist where a director is directly or indirectly a party to a transaction, if the other party to the transaction is an entity in which the director has a material financial interest or of which the director is an officer, director, or general partner.

Where a possible conflict of interest exists relative to any matter presented to the Board of Directors for consideration, the director thereby affected shall ensure that the material facts of transaction are known or disclosed to the directors, committee members or members who authorize, approve, or ratify the transaction.

Section 14 Compensation

Directors and officers of the corporation shall serve without compensation other than reimbursement for actual expenses.

ARTICLE VI. Officers

Section 1 Officers

The Board of Directors shall annually elect from among its members a President, a Vice President, a Secretary, and a Treasurer of WQA.

Section 2 President

The President shall preside at all annual meetings of WQA and all meetings of the Board of Directors and shall be an ex officio member of all committees. The President shall generally supervise the affairs of WQA, performing such additional duties as these Bylaws may prescribe or as may be assigned by the Board of Directors.

Section 3 Vice President

The Vice President shall assist the President in the performance of his or her duties and shall perform such other acts and duties as these Bylaws may prescribe or as may be assigned by the Board of Directors.

Section 4 Secretary

The Secretary shall supervise the corporate matters of WQA and perform such additional duties as these Bylaws may prescribe or as may be assigned by the Board of Directors.

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Section 5 Treasurer

The Treasurer shall supervise the financial matters of WQA, account for all receipts and disbursements, and submit an annual certified audit to the Board of Directors. The Treasurer may submit a report of the financial condition of WQA to members if and as requested by the Board. The Treasurer shall also perform such additional duties as these Bylaws may prescribe or as may be assigned by the Board of Directors.

Section 6 Fidelity Bond

The Treasurer, the Chief Executive Officer, and any person entrusted with the handling of funds or property of WQA shall, at the discretion of the Board of Directors, furnish, at the expense of WQA, a fidelity bond approved by the Board, in such a sum as the Board shall prescribe.

Section 7 Terms of Office

The terms of the President, Vice President, Secretary and Treasurer shall be for one year and until their respective successors have been elected and qualified.

Section 8 Vacancies

If an office of the Association becomes vacant because of death, physical or mental incapacitation or otherwise, the remaining directors shall elect a replacement for the unexpired portion of that officer's term from the same category of members as the former officer whose vacancy is being filled. The Board of Governors shall determine when a vacancy exists, immediately notify the directors thereof and nominate a replacement officer.

Section 9 Resignation of Officers

Any officer may resign at any time by giving written notice of resignation to the Chief Executive Officer. Any such resignation shall take effect at the time specified therein, or if such time is not so specified, immediately upon its receipt by the Chief Executive Officer.

Section 10 Removal of Officers

An officer may be removed from office if that officer fails to attend three (3) consecutive regular meetings of the Board of Directors, or for cause, upon the unanimous vote therefore of all (other than the officer whose removal has been proposed) the members of the Board of Directors. Such removal shall be effective at such time as the Board may determine. The notice of any Board meeting at which such action is contemplated shall contain a notice of the proposed termination, and the officer whose status is being challenged shall be notified thereof in writing, by the Chief Executive Officer at least thirty (30) days prior to the date of such meeting. In addition, a person shall cease to be an officer at such time as the member with whom that officer is associated may cease to be a member of WQA and any appeal with respect to such cessation of membership has been completed.

ARTICLE VII. Administrative Staff

The Chief Executive Officer shall be the chief administrator of WQA and shall be appointed by the Board of Directors and shall serve at the pleasure of the Board. The Chief Executive Officer shall carry out the policies of WQA; direct all staff activities; prepare the agenda for, attend or delegate another to attend all meetings of, and record all proceedings of WQA; consult with the chairs of all committees; prepare and publish the programs of, and be present at, the conventions and meetings of WQA; present for approval by the Board of Governors an annual budget; collect all monies due WQA and promptly deposit same to its credit; prohibit WQA from incurring any unauthorized indebtedness; pay all proper charges against WQA; and submit to the Treasurer financial reports in such frequency and detail as requested with a summary thereof to each member of the Board of Directors; have charge of the books and records of WQA and

make them available for a certified audit annually or as otherwise specified, as directed by the Treasurer, and perform such other duties as may be specified elsewhere in these Bylaws or as may be assigned by the Board of Directors or the Board of Governors.

ARTICLE VIII. Board of Governors

There shall be a seven (7) member Board of Governors consisting of the President, the Vice President, the Secretary, and the Treasurer of WQA and three (3) at large Governors. Officers and at large members of the Board of Governors shall be elected from among the directors at the first meeting of the Board of Directors following the annual election of directors each year and shall hold office until the annual meeting of the Board of Directors for the election of directors in the following year and until their respective successors have been elected and qualified.

The Board of Governors shall have and exercise, as permitted by law, the authority of the Board of Directors in the management of WQA between meetings of the Board of Directors, except that the Board of Governors shall not have any authority of the Board of Directors with respect to (1) amending, altering or repealing the Bylaws; (2) electing, appointing or removing any member of the Board of Governors or any director or officer of the corporation; (3) amending the Articles of Incorporation; (4) adopting a plan of merger or adopting a plan of consolidation with another corporation; (5) authorizing the sale, lease, exchange or mortgage of any significant portion of the property and assets of the corporation; (6) authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; (7) adopting a plan for the distribution of the assets of the corporation; or (8) amending, altering, repealing or taking any action inconsistent with any resolution or action of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed.

ARTICLE IX. Nominating Committee

Section 1 Nominating Committee

There shall be a Nominating Committee consisting of the four (4) officers, the two (2) most recent Past Presidents of WQA who are still members, or represent members, of WQA, and two (2) at large members. The at large members of the Nominating Committee shall be appointed by the President with the advice and consent of the Board of Governors and such appointments shall be made to help ensure a broad representation of members serving on the Nominating Committee. A quorum shall consist of five (5) members. The members of the Nominating Committee may participate in any meeting of the Committee by conference telephone, video call or similar meeting technologies and such participation shall constitute presence in person at such meeting.

Section 2 Duties of Nominating Committee

The Nominating Committee shall meet at least thirty (30) days prior to the first regular meeting of the Board of Directors each year and shall nominate one or more nominees for each directorship to be filled. The Committee shall consider nominees with due consideration for the diversity of manufacturer/supplier members serving the residential, commercial, industrial, and retail channels of trade, the geographic diversity of both manufacturer/supplier members and dealer members as well the diversity of other members of WQA. The Committee's nominations shall be reported to the President and the Chief Executive Officer.

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Section 3 Preparation of the Slate of Nominees

Each year the Chief Executive Officer shall transmit to the Board of Directors the slate of nominees for directorships to be filled as presented by the Nominating Committee, together with pertinent biographical information for each nominee, at least ten (10) days prior to the first regular meeting of Board for the election of directors.

Section 4 Substitute Nominees

In the event a nominee becomes unable to serve, the Nominating Committee, at the call of its chair, shall select an alternate candidate and transmit to the Board of Directors its amended report as soon as feasible but in no case later than a time immediately prior to the meeting of the Board.

Section 5 Additional Nominations

Any member of the Board of Directors may nominate a candidate for a directorship to be filled by preparing and disseminating to the President, the Chief Executive Officer, and each member of the Board of Directors a written nomination together with pertinent biographical information and a signed letter from each nominee confirming his or her willingness to serve. Such material must be received by the President, the Chief Executive Officer, and each member of the Board of Directors at least fifteen (15) days prior to the first regular meeting of Board annually for the election of directors.

ARTICLE X. Committees

A majority of the Board of Directors may appoint or authorize the Board of Governors or the President to appoint such standing or special committees or member sections as deemed necessary to further the objectives of WQA.

ARTICLE XI. Initiation Fees, Dues and Assessments

Section 1 Initiation Fees

The Board of Directors may establish initiation fees for applicants for membership in WQA.

Section 2 Dues

The annual dues for each category of membership shall be determined from time to time by the Board of Directors.

Section 3 Assessments

The Board of Directors, by an affirmative vote of at least 80% of its total membership may levy special assessments on any category of members not exempt from paying dues.

ARTICLE XII. Fiscal Year

The fiscal year of WQA shall be from January 1 through December 31.

ARTICLE XIII. Budget

An annual budget for each fiscal year shall be prepared by the Treasurer and Chief Executive Officer and shall be presented to the Board of Governors for its adoption. The Chief Executive Officer shall not authorize expenditures for periods of time exceeding those for which such budgets have been adopted unless first approved by the Board of Governors.

ARTICLE XIV. Contracts, Checks, Bank Accounts

Section 1 Execution of Contracts

The Board of Directors may authorize any officer(s) or agent(s) of WQA, in addition to the officer or officers so authorized by the Bylaws, to execute and deliver any contract or other instruments in the name of and on behalf of WQA. Such authority may be general or confined to specific instances as the Board may determine. Unless authorized by the Board or expressly permitted by these Bylaws, no officer or agent or employee shall have any power or authority to bind WQA by any contract or engagement or to pledge its credit or to render it peculiarly liable for any purpose or for any amount.

Section 2 Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of WQA shall be signed by such officer(s) or agent(s) of WQA and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of WQA.

Section 3 Deposits

All funds of WQA not otherwise employed shall be deposited from time to time to the credit of WQA in such financial institutions as the Board of Directors may designate or as may be designated by any officer or officers of WQA to whom such power of designation may be delegated by the Board.

ARTICLE XV. Order of Business

Unless otherwise determined by the Board of Directors, the order of business at each meeting of WQA shall be as follows:

1. Roll Call
2. Reading of the Minutes of the preceding meeting
3. Treasurer's Report
4. Reports of the various committees
5. Old Business
6. New Business

ARTICLE XVI. Limitation of Liability

Nothing herein shall constitute members of WQA as partners for any purpose. No officer, director, governor, member, regent, agent, or employee of WQA or of any member shall be liable for the act or the failure to act on the part of any other officer, director, governor, member, regent, agent, or employee of WQA.

ARTICLE XVII. Amendments

These Bylaws may be amended or altered, in whole or in part, at any duly constituted meeting of the Board of Directors upon the affirmative vote in favor of any proposed amendment of at least two-thirds of all members of the Board. Notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director entitled to vote at such meeting within the time provided in these Bylaws for the giving of notice of the meeting. A duly noticed proposed change need not be accepted or rejected in its entirety but may be adopted with such modifications as the Board of Directors may deem appropriate, by two-thirds vote of all members of the Board of Directors.

ARTICLE XVIII. Indemnification

Section 1

Persons Indemnified

Each person who at any time has served or serves as governor, director, officer, staff member, or other duly authorized representative of WQA or his or her heirs, executors, administrators, successors, assigns, or other legal representative, shall be indemnified by WQA for:

- (a) Reasonable expenses, including, but not limited to counsel fees and disbursements and amounts of judgments, fines or penalties; actually and necessarily incurred in connection with any civil, criminal, administrative or other investigation, proceeding, claim, action, or suit in which such person becomes involved or is threatened with becoming involved, by reason of any act or omission on his or her part in his or her capacity as governor, director, officer, staff member or other authorized representative of WQA ("action" being hereinafter used to mean any investigation, proceeding, claim, action or suit); and
- (b) Reasonable payments made by such persons as a prejudgment settlement or in satisfaction of any post judgment order of fine or penalty imposed in connection with any action in which such person becomes involved by reason of any act or omission on his or her part in his or her capacity as governor, director, officer, staff member or other authorized representative of WQA.

Provided, however, that no governor, director, officer, staff person or other duly authorized representative of WQA shall be indemnified for the above outlined expenses if (1) the pertinent actions shall be settled by agreement predicated on the existence of such person's willful misconduct; (2) such person shall be adjudged in such actions to have engaged in willful misconduct or criminal acts or omissions, in the performance of his or her duties to WQA, unless any such misconduct did not relate to matters of sufficient consequence to warrant the withholding of the indemnity herein provided; or (3) any such judgment or settlements are payable to WQA itself.

It is the intent of the Board of Directors that the persons identified in this Section 1 shall be indemnified for liabilities arising out of their action on behalf of the corporation to the fullest extent permitted by the General Not for Profit Corporation Act of Illinois of 1986, as amended from time to time, or any successor statute and other applicable law. Insurance may be purchased by the corporation to protect those persons from such liabilities.

Section 2

Determination

The Board of Governors or Board of Directors acting, if feasible, by a quorum consisting of persons not parties to or involved in such action, shall make the final and conclusive determination of all matters under the provisions of this Article XVIII and, when making such determination, may rely on the written opinion of WQA's legal counsel.

Section 3

Expenses

If so decided by the Board of Governors or Board of Directors acting in accord with Section 2 above, expenses incurred which are subject to indemnification hereunder may be advanced by WQA prior to final disposition of the action, provided that WQA shall first receive assurances from the recipient of such advances that such advances will be repaid if it shall ultimately be determined by the Board that the recipient is not entitled to indemnification.

BYLAWS OF THE WATER QUALITY ASSOCIATION

Section 4 Rights

The rights of indemnification herein provided shall be in addition to any other rights to which those to be indemnified may otherwise be entitled by agreement, vote of governors or directors, operation of law or otherwise, and shall be available whether or not the claim asserted against such person is based upon matters which antedate the adoption of this Article XVIII.

Section 5 Force and Effect

If any word, clause or provision of this Article XVIII or any indemnification made hereunder shall for any reason be determined to be invalid, the provisions hereof shall not otherwise be affected thereby, but shall remain in full force and effect.

ARTICLE XIX. Dissolution

Upon the dissolution of WQA, after payment of all indebtedness of WQA, any remaining funds, investments and other assets of WQA shall be distributed to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c)(3), or Section 501(c)(6) (but only if the purposes and objectives of such organization(s) are similar to the purposes and objectives of WQA) of the Internal Revenue Code of 1986 or of corresponding provisions of then existing federal revenue laws, as may be determined by affirmative vote of two thirds of all members of the Board of Directors.