

# **BYLAWS**

**FOR THE REGULATION OF AMTA,  
EXCEPT AS OTHERWISE PROVIDED  
BY STATUTE OR THE ARTICLES OF INCORPORATION,  
OF THE**

**AMERICAN MEMBRANE TECHNOLOGY ASSOCIATION, Inc.  
(AMTA)**

A Florida 501(c)(4) Not for profit corporation

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# **BYLAWS**

## **ARTICLE I - NAME**

The name of this Corporation shall be the American Membrane Technology Association, Inc. (also known as the “Corporation” or “AMTA”).

## **ARTICLE II -MISSION**

The mission of AMTA is to advance the understanding and application of membrane technology including treating municipal, industrial, and agricultural waste waters and/or process streams for beneficial use. The AMTA territory is defined as: United States, Canada, and Mexico.

## **ARTICLE III - OFFICES**

### III. Section 1. Principal Office

The principal office of the Corporation shall be in Florida at the postal address listed below. The location may be changed by the Board of Directors. If changed this section shall be amended to state the new location.

American Membrane Technology Association (AMTA) Inc.  
1811 Englewood Rd., #280  
Englewood, FL 34223

### III. Section 2. Other Offices

The Board of Directors may at any time establish branch or additional offices at any place or places where the Corporation may be qualified to do business.

## **ARTICLE IV - OBJECTIVES**

The objectives of AMTA shall be as adopted by the Board of Directors and consistent with the mission of the Corporation.

## **ARTICLE V - MEMBERSHIP**

## V. Section 1. Membership Classes and Qualifications

The Corporation shall have the classes of membership summarized below. The Board of Directors may adopt membership policies including establishing subdivisions within classes or divisions, assigning voting rights, and setting of fees and/or dues.

### **Division 1: Public Agencies, Industrial Users, and Water Suppliers**

Organizations and/or agencies of government, regulators, utilities and/or industries that regulate, provide, or are considering providing treatment of water, wastewater, or process streams that are interested in the mission of AMTA.

### **Division 2: Manufacturers and Consulting Firms**

Companies, organizations or individuals that furnish equipment, material, and/or professional services for treatment of water, wastewater, or process streams that are interested in the mission of AMTA.

### **Division 3: Individuals**

Individuals interested in the mission of AMTA. Subdivisions may be created to assign different rights, benefits and fees/dues

The voting rights, privileges, dues and fees for all Divisions shall be outlined in AMTA Membership Policy (latest revision) with the classes of membership summarized therein. The Board of Directors may adopt membership policies including establishing subdivisions within classes or divisions, assigning voting rights and setting of fees and/or dues.

## V. Section 2. Admissions

Admission to AMTA shall be in accordance with policies set by the Board of Directors. Membership Balance - No one organization, company, or employer shall have members in excess of ten (10) percent of the total voting membership of AMTA. When the maximum percentage is reached or exceeded for any given organization, company, or employer, any additional member names shall be rejected or removed.

## V. Section 3. Dues

Dues and other membership policies shall be set by the Board of Directors. The amount of annual dues shall be equal for all members within each subdivision, but the Board of Directors may set different fees and/or dues amounts for different subdivisions and may establish policies for proration of dues for new members. For membership categories that require payment of dues, dues shall be paid immediately with the commencement of membership or, when invoiced for payment, shall be paid within 30 days of membership initiation. If dues, and/or any other fees if applicable for renewal, are not received by this date or the anniversary of that date, then all membership rights and privileges shall be suspended until the amounts are paid.

#### V. Section 4. Non-Liability of Members

No member of the Corporation shall be personally liable for the debts, liabilities, or obligations of the Corporation.

#### V. Section 5. Termination of Membership

The membership of any member shall terminate upon occurrence of any of the following events: resignation of the member; failure of a member to pay dues and/or fees within the time limits set forth by the Board of Directors; occurrence of any event which renders such member ineligible for membership; determination by at least a two-thirds vote of the Board of Directors that the member has failed to observe the rules of conduct of the Corporation, or has engaged in conduct seriously harmful to the interests of the Corporation. The proceedings by which termination and expulsion shall be administered shall be in accordance with policies adopted by the Board of Directors.

#### V. Section 6. Transfer of Membership

The Board of Directors may at their discretion adopt policies for the transfer of memberships within the Corporation.

#### V. Section 7. Voting Members

When the term "Voting Member" is applied in the Bylaws and Policies, the definition shall be any Member in Divisions which have voting rights, with their Membership in good standing. Good standing is defined as: 1) Members who are not subject to any form of sanction, suspension, or disciplinary censure by AMTA and also 2) Members whose annual fees are current and paid by the published due date, if dues apply to the Member's selected Division. Members in Divisions which do not benefit from voting membership rights are not be considered "Voting Members." Membership divisions, subdivisions, and related voting rights are outlined in AMTA Membership Policy (current revision).

### **ARTICLE VI - MEETINGS OF MEMBERS**

#### VI. Section 1. Place of Meeting

Meetings of the membership shall be held at any place within or outside the State of Florida as designated by the Board of Directors.

#### VI. Section 2. Annual Meeting Date, Time, and Location

The date, time, and location of the annual meeting of members shall be as designated by the Board of Directors.

#### VI. Section 3. Special Meetings

- (a) Who May Call. A special meeting of the members may be called by any of the following: the President, any two (2) members of the Executive Committee, any five (5) Directors of the Corporation or by fifteen (15) percent or more of the Voting Members. Any such special meeting of the members shall be announced at least sixty (60) days in advance of the meeting.

- (b) Calling Special Meetings. If a special meeting is called, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail, email, or by telegraphic or other facsimile transmission to the President, any Vice President, and the Secretary of the Corporation. The officers receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of these bylaws that a meeting shall be held, and the date, time, and place for such meeting, which date shall be not less than sixth (60) days nor more than ninety (90) days following the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Board of Directors.

#### VI. Section 4. Notice of Members' Meetings

- (a) General Notice Contents. All notices of meetings of members shall be sent or otherwise given in accordance with Subsection (c) of this Section of Article VI not less than ten (10) nor more than ninety (90) days before the date of this meeting. The notice shall specify the location, date, start time, and maximum duration of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors at the time of giving the notice, intends to present for action by the members.
- (b) Notice of Certain Agenda Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s). These items are: removing a Director with or without cause, filling vacancies on the Board of Directors by the members, amending the Articles of Incorporation, and/or dissolving the Corporation.
- (c) Manner of Giving Notice. Notice of any meeting of members shall be given either personally or by mail, e-mail or other written communication, including notice in event brochure, addressed to each Voting Member at the address of that member as it appears in the Corporation records for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by e-mail or other means of written communication. Notices published in the AMTA Newsletter shall fulfill these requirements, provided the issue is dispatched within the proper time frame.
- (d) Meeting Notice. A notice of any and all meetings of the members shall be executed or cause to be issued by the Secretary or any transfer agent or employee, direct or under contract, of the Corporation and a record of the meeting notice with a description of the announcement method shall be filed and maintained in the records of the Corporation.

## VI. Section 5. Quorum

Any regular or annual meeting of the members may be conducted without passing any binding actions with a minimum of 50 Voting Members in attendance or at least five (5) percent of total number of Voting Members, whichever value is lower. Any type of meeting of members which involves voting requires at least fifteen (15) percent of the total number of Voting Members to be considered a quorum and to pass any binding actions.

## VI. Section 6. Voting

- (a) Eligibility to Vote. Any Voting Member shall be entitled to vote at any meeting or action of members, subject to relevant provisions of law, the Articles of Incorporation, and the Bylaws..
- (b) Manner of Casting Votes. Voting may be by voice or ballot. Each Voting Member shall be entitled to cast one vote on all matters submitted to a vote of the members.
- (c) Cumulative Voting. Cumulative voting shall not be authorized.
- (d) Decisions. All matters shall be decided by majority vote of Voting Members represented at the meeting, unless the vote of a greater number or voting by classes is required by relevant law, the Articles of Incorporation, or the Bylaws.

## VI. Section 7. Conduct of Meetings

- (a) Meetings of members shall be presided over by the President of the Corporation or, in his or her absence, by any Vice President, or in the absence of all, by a Chair chosen by majority of the members present. The Secretary of the Corporation shall act as Secretary of all meetings of members, provided that, in the Secretary's absence, the presiding officer shall appoint another person to act as Secretary of the meeting.
- (b) All meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation of the Corporation, the Bylaws, or with law.

## VI. Section 8. Action by Written Consent Without a Meeting

- (a) General. Any action that may be taken at any regular, annual or special meeting of members may be taken without a meeting with at least thirty (30) days, but not more than ninety (90) days advance notice and in accordance with policies as may be adopted by the Board of Directors.
- (b) Solicitation of Written Ballots. The Corporation shall notify each Voting Member of ballots that shall be made available via email or mail, per VII Section 2, and/or delivered in the manner required by Section 4 of this Article VI for giving notice of special meetings. All solicitations of votes by ballot shall: (1) indicate the number of responses required to meet the



quorum requirement; (2) state the percentage of approvals necessary to pass the measure(s); and (3) specify the time by which the ballot must be received in order to be counted. Each ballot shall: (1) set forth the proposed action; (2) provide the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the Corporation.

- (c) Quorum. For an action by written consent without a meeting, at least fifteen (15) percent of the total number of Voting Members shall constitute a quorum. Approval by ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required.
- (d) Revocation. No ballot may be revoked after delivery to the Corporation either by the dispatch of an electronic vote, or by written ballot deposited in the mail or postmarked within the deadline, whichever method is chosen.
- (e) Filing. All such ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records for at least seven (7) years.
- (f) Effect of Noncompliance. Failure to comply with this section shall not invalidate any corporate action taken, but may be the basis for challenging any ballot, and any member may petition a court of competent jurisdiction in Florida.

#### VI. Section 10. Record Dates

- (a) Record Date To be Determined by Board of Directors. For the purposes of determining which members are entitled to receive notice of any meeting, to vote, to give consent to corporate action without a meeting, or to take any other action, the Board of Directors may set, in advance, a "Record Date," which shall not be more than sixty (60) nor fewer than ten (10) days before the date of any such meeting or action. Only Voting Members on the Record Date are entitled to receive notice, to vote, or take other action, except as otherwise provided in the Articles of Incorporation, by agreement, the Bylaws, or by law..
- (b) Default Dates (for cases when the Board of Directors does not set another date, the following shall apply)
  - (i) Record Date for Notice or Voting. For annual election of Directors, the default Record Date shall be November 1<sup>st</sup>. For regular meetings of members, the default Record Date shall be ten (10) days preceding the day of the meeting.
  - (ii) Record Date for Written Consent to Action Without Meeting. For special meetings and/or actions without meetings, the default Record Date shall be ten (10) days preceding the day of the action.

- (iii) Record Date for Other Actions. For any other action, the default Record Date shall be thirty (30) days preceding the day of the action.
- (iv) As of Close of Business. For purposes of this paragraph (b), each Voting Member as of the close of business on the Record Date shall be deemed a member of record.

## **ARTICLE VII - ELECTION OF DIRECTORS**

A Board of Directors is a legal requirement including specific criteria which are specific for a Florida “not-for-profit corporation”. The term “Board of Directors” means the group of persons vested with the management of the affairs of the corporation irrespective of the name by which such group is designated, including, but not limited to, managers or trustees<sup>1</sup>. The Board of Directors is required to manage the corporation within the constraints of the Law, the corporation’s Bylaws and it’s Articles of Incorporation.

### **VII. Section 1. Election and Term of Office**

Directors shall be elected for terms of two (2) years each with approximately one-half of the total number elected each year. The Board of Directors may also appoint certain types and numbers of Directors, in accordance these Bylaws. Directors shall be elected or appointed and serve in accordance with policies set by the Board of Directors. Directors who miss more than three (3) Board meetings from the beginning of their term until the Board approves the nomination slate shall be ineligible for re-election for the next election only. The annual Board meeting in which the outgoing and incoming Board of Directors conduct successive meetings shall be considered one (1) Board meeting.

### **VII. Section 2. Nominating and Elections Committee**

The President of AMTA shall appoint a Nominating and Elections Committee within 30 days of their appointment as President. This Committee shall consist of at least one member from Divisions 1, 2, and 3 and may include one or more members from other Divisions. If they are willing to continue serving, at least one but not more than two members of the Committee shall have served on the immediately preceding Nominating and Elections Committee. The Chair of the Nominating and Elections Committee shall not be up for re-election during the current election cycle. The Committee shall propose a slate that includes at least one nominee who is qualified for each office known to be vacant. The slate of candidates proposed by the Committee shall be approved by the Board of Directors.

Balloting shall be by any of the following methods: electronic balloting via an independent 3<sup>rd</sup> party eballoting website, or direct email, or by mail ballot. The ballot shall include a write-in option for each position on the ballot. The Committee shall conduct the election,

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<sup>1</sup> 2022 Florida Statutes Title XXXVI - Business Organizations, Chapter 617 - Corporations Not for Profit  
617.01401 - Definitions.

or delegate duties related to the election to administration personnel, staff, employees, and/or other approved contractors under the direction of the Committee.

#### VII. Section 3. Election

Voting Members as of the Record Date shall be eligible to vote for the Annual Election of the Board of Directors. Notification shall be sent to eligible Voting Members between the dates of November 1<sup>st</sup> and November 18<sup>th</sup> (inclusive) each year. As a minimum the notification and the ballot shall include voting instructions, closing date of the election, names of all persons nominated by the nomination committee, and blank spaces for write-in candidates. The closing date of the election shall be selected by the President and shall be within four (4) days of December 14<sup>th</sup>. If a date is not selected for a given election, the date shall be December 14<sup>th</sup>. Within seven (7) days following the closing date for the election, the Nominations and Elections Committee Chair shall certify the process (VII Section 2) and the results (VII Section 3) of the election to the Executive Committee. For election of Directors, a minimum of 50 properly submitted ballots, or ballots representing at least five (5) percent of the total number of Voting Members, shall be required as a quorum. The person receiving the highest number of votes for each vacancy shall be elected to the Board and shall take office at the first meeting in the New Year immediately following the Outgoing Board meeting. In the event of a tie for any vacancy, the Executive Committee shall decide the results by majority vote. If there is still no clear winner for one or more of the vacancies after the Executive Committee vote, the President shall cast the deciding vote. Within six (6) weeks following the closing date for the election, the Executive Committee shall present, or direct the staff, employees, or contractors to present, the certified results of the election in the AMTA newsletter and/or on the website.

#### VII. Section 4. Representation of Classes

Notwithstanding anything in the Bylaws to the contrary, seven (7) Directors shall be elected from Division 1 members; eight (8) Directors shall be elected from Division 2 members; and four (4) Directors shall be elected from Division 3 members.

If a Director ceases to be a member of the class from which said Director was elected to the Board, such as through a change of employment or retirement, said Director may be permitted, at the discretion of the Board, to continue in office until the end of her/his term. The Nominations and Elections Committee may, due to a lack of candidates within a specific membership Division, nominate a candidate(s) from a different membership Division, so long as the candidate agrees to exclusively represent the interests of the membership Division they would be elected to represent on the Board. Such candidacy must be approved by the Nominations and Elections Committee and then approved the Board of Directors as part of the slate of candidates."

If any Director, after election or appointment, becomes a member or employee of a company or an organization that would exceed the number of Directors permitted from one entity, said Director may be allowed, at the discretion of the Board, to continue in office until the end of her/his term.

#### VII. Section 5. Representation of Affiliates

Notwithstanding anything in the Bylaws to the contrary, the Board of Directors may approve one representative nominated by each Regional Affiliate organization to

serve as a Director of the Corporation for a term of up to two (2) years; provided, however, that the total number of Directors so appointed under this section shall not exceed one-third (1/3) of the total number of Directors authorized under these Bylaws.

Regional Affiliate representative nominees need not be members of AMTA but upon acceptance the Board of Directors shall provide an Honorary Membership for the term they serve on the Board. The Regional Affiliate representatives shall have all the rights of elected AMTA Directors to vote as members of the Board however their number does not count in the total number of AMTA Directors listed under Article VIII. Regional Affiliate representatives may not participate in the AMTA Board Travel Reimbursement Policy.

## **ARTICLE VIII - DIRECTORS**

### VIII. Section 1. Number and Qualifications of Directors

- (a) The authorized number of Directors shall be such number as may from time to time be authorized by resolution of the Board of Directors or the members until changed by amendment of the Articles or by a Bylaw duly adopted by the members, provided that such number shall not be fewer than thirteen (13) or greater than twenty-one (21), excluding appointed Regional Affiliate Directors. Directors need not be residents of the State of Florida; however, all of the elected Directors shall have been members of the Corporation at the time of their election for a Qualifying Period, and must remain a member throughout the term of their service to AMTA on the Board of Directors. The Qualifying Period shall be twelve (12) months unless otherwise approved by the Executive Committee upon the written request of the Nominations Committee.
- (b) Not more than two (2) Directors shall be allowed from the same organization, company, or employer.
- (c) In addition to the Directors positions outlined above, the Board of Directors may appoint a maximum of two (2) At-Large Directors who will be subject to the same conditions, powers, and voting rights as outlined in the Bylaws for member-elected Directors. At-Large Directors shall be appointed for a term of one (1) or two (2) years at the discretion of the Board. At-Large Directors shall not serve as Officers of AMTA.
- (d) In addition to the Directors positions outlined above, the Board of Directors may appoint up to five (5) Director Emeritus Board members who shall serve at the pleasure of the Board for a term of two (2) years. Each Director Emeritus shall be a past Director of AMTA and shall be a non-voting advisor to the Board. It is intended that each Director Emeritus attend at least one Board meeting every calendar year. If a Director Emeritus fails to attend at least one Board meeting every year, the Board of Directors may consider the circumstances and render a decision on whether the Director Emeritus should continue his or her appointment to the Board. Each Director Emeritus shall receive a no cost registration to AMTA events that include a

scheduled Board meeting and shall be eligible to participate in the Board Travel Reimbursement Policy.

- (e) Subject to the rights, if any, of a Director under any contract of employment, any Director may be removed, with or without cause, by a two-thirds or higher vote of the Board of Directors.

#### VIII. Section 2. Powers

- (a) General Corporate Powers. Subject to the provisions of Florida Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by, or under the direction of, the Board of Directors, including that the Board may at their discretion set Policies and/or Guidelines. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed; provided, however, that the activities and affairs of the Corporation shall be exercised under the ultimate direction of the Board.
- (b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Board of Directors shall have the power to:
  - (i) Select and remove all officers, agents, committee members and employees of the Corporation; and prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws.
  - (ii) Cause the Corporation to be qualified to do business in any other state, territory, dependency, or country where such qualification is necessary or required to accomplish the objectives and purposes of the Corporation and conduct business within or outside the State of Florida.
  - (iii) Adopt, make, use and alter the form of a corporate seal.
  - (iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
  - (v) Fix the compensation, if any, of officers, agents and employees (direct and/or under contract) of the Corporation.

#### VIII. Section 3. Vacancies

- (a) Events Causing Vacancies. Vacancies in the Board of Directors shall exist due to any of the following: (1) the resignation, death or removal of any Director; (2) whenever the number of Directors authorized is increased; and/or (3) upon the declaration by resolution of the Board of Directors of a

vacancy in the office of a Director who has been declared of unsound mind by an order of a court or is convicted of a felony during term of service to AMTA, found to have breached a duty to the Corporation or is absent from three (3) or more consecutive meetings of the Board of Directors without formal Board excusal.

- (b) Mandatory Vacancies. The Board of Directors must declare vacant the office of a Director when (1) he or she is declared of unsound mind by an order of court or is convicted of a felony during term of service to AMTA; (2) he or she has been found by final order or judgment of a court to have breached any standards of conduct as set forth in Fla. Stat. § 617.030; and/or (3) if within thirty (30) days after his or her notice of appointment, he or she does not accept the office in writing or by attending a meeting of the Board of Directors.
- (c) Filling Vacancies. Vacancies on the Board may be filled by appointment if a majority of the Directors attending a Board meeting approve or by an email vote in which more than half of the current elected Directors approve of the appointment. At the next annual meeting, members may fill any vacancy or vacancies not filled by the Board of Directors.
- (d) Unexpired Term. A person appointed Director to fill a vacancy shall hold office for the unexpired term of his or her predecessor or until his or her removal or resignation as provided in these Bylaws.
- (e) Reduction in Authorized Directors. A reduction of the authorized number of Directors does not remove any Director prior to the expiration of his or her term of office.

#### VIII. Section 4. Restriction on Interested Directors

Not more than twenty (20%) percent of the persons serving on the Board of Directors at any time may be interested persons. An interested person is either (1) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise or (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any such person. Reimbursement of expenses of a Director incurred on behalf of the Corporation and authorized by the Board of Directors in advance, shall not be considered compensation as the term is used in this Section. Any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered by the Corporation.

For the avoidance of doubt should the Board retain the services of an Executive Director as an Additional Officer then said person is an ex-officio, non-voting member of the Board.

#### VIII. Section 5. Place of Meetings

Regular meetings of the Board of Directors may be held at any place that has been designated by the Board. Special meetings of the Board of Directors shall be held at any place that has been designated in the notice of the meeting.

#### VIII. Section 6. Annual Meeting of the Board of Directors

Within five (5) days after each annual meeting of the members, the Board shall hold an annual meeting of the Board for the purpose of organization, election of officers and the transaction of other business. Notice of the date, time and location of the annual meeting of the Board of Directors shall be provided to members of the Board of Directors via two or more of the following methods: Postal Service mail to the address on record with AMTA, email to the email address on record with AMTA, AMTA's newsletter, and/or the AMTA website, at least thirty (30) calendar days, but not more than ninety (90) calendar days, before the day of the meeting.

#### VIII. Section 7. Other Regular Meetings of the Board

Other regular meetings of the Board of Directors shall be held at such time and place set by the Board of Directors. There shall be at least one (1) such meeting, but no more than four (4), each calendar year. Notice of the date, time and location of these meetings shall be provided to the Board of Director members at their mailing address or email address on record with AMTA at least thirty (30) calendar days but not more than ninety (90) days calendar days before the day of the meeting.

#### VIII. Section 8. Special Meetings

Special meetings of the Board of Directors for any purpose may be called at any time by the President, or any two members of the Executive Committee, or a majority of the elected Directors. Notice of such meetings shall be given in accordance with policies adopted by the Board of Directors.

#### VIII. Section 9. Board Quorum

One-third (1/3) of the authorized number of Directors shall constitute a quorum for the transaction of business. In determining the presence of a quorum, all Directors present in person or by telephone shall be counted. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, including those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) appointment of Committees, and (iii) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

#### VIII. Section 10. Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if at least two-thirds (2/3) of the voting members of the Board consent in writing and/or by email to that action. Such action by consent shall have the same force and effect as a vote of the Board of Directors. Such written consent shall be filed with the Minutes of the next Board meeting.

## VIII. Section 11. Fees and Compensation of Directors

Directors and members of Committees may receive such reimbursement of expenses as determined by the Board of Directors to be just and reasonable. Directors shall not receive any compensation for their work as Directors of the Board.

## VIII. Section 12. Member Observance of Board Meetings

Any member of AMTA in “good standing” (as defined in these Bylaws) may observe any meetings of the Board of Directors. AMTA members who are not on the Board of Directors shall not have the rights reserved for Board members, including but not limited to, voting at the Board meeting.

## VIII. Section 13. Executive Session

An “executive session” is held primarily at the discretion of the President or can be called by an approved motion from the floor. The executive session will be attended only by elected Board Members along with the Directors who moved and seconded the successful motion calling for the meeting. The Executive Director may or may not be invited to attend and third parties deemed necessary (e.g. Auditors) may be invited to attend. A written record of all executive session proceedings shall be recorded. Detailed minutes are not to be kept. The record should include the date, time, and place of the meeting; names of those persons present; any actions taken and any final decisions from voting, if voting took place. If a vote was conducted during Executive Session, then only the final decision must be reflected in the official board minutes.

## **ARTICLE IX - OFFICERS**

### IX. Section 1. Regular Officers.

The Regular Officers of the Corporation shall be a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President of AMTA.

### IX. Section 2. Additional Officers

The Corporation may have additional officers as may be appointed by the Board, each for a term of up to one (1) year or until the next Annual Meeting of the Board at the Board’s discretion. The Board shall be free to contract with an individual or corporation to provide the services of an Executive Director to be selected and retained at the discretion of the Board. The Executive Director shall be an Officer of the Corporation per this Section.

### IX. Section 3. Election of Officers

The Regular Officers of the Corporation shall be chosen by the Board of Directors at the Annual Meeting of the Board and the term of office for each shall expire at the next Annual Meeting of the Board.



#### IX. Section 4. Removal of Officers

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by a two-thirds or higher vote of the Board of Directors.

#### IX. Section 5. Resignation of Officers

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

#### IX. Section 6. Vacancies in Offices

A vacancy in any office shall be filled in accordance with the Bylaws at the next Board meeting or by a written action of the Board, without a meeting, such as voting by email.

#### IX. Section 7. Responsibilities of Regular Officers

- (a) President. The President shall supervise, direct, and control the activities of AMTA. The President shall preside at all meetings of the Board of Directors, the Executive Committee, and the membership. The President shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws. The President may delegate duties and assignments.
- (b) Vice President. In the absence of the President, the Vice Presidents, in order of rank (e.g., First then Second VP) shall perform all the duties of the President and shall have all the powers of and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as may be assigned to them by the President or the Board.
- (c) Secretary. The Secretary shall write Minutes for all meetings of the Board of Directors, Executive Committee, and the Membership and shall submit these to the Board and to the Executive Committee in a timely manner. It will be the responsibility first of the President, then of the Secretary (if the President is unable) to designate a substitute to record and submit the Minutes in the event that the Secretary is unable to attend a meeting for which Minutes are required. The Secretary shall give, or cause to be given, notice of all meetings required by the Bylaws and shall have such other powers and perform such other duties as may be prescribed by the President, the Board, or the Bylaws.
- (d) The Treasurer shall provide the following:
  - (i) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The

books of account shall be open to inspection by any Director at all reasonable times.

(ii) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit or cause to be deposited all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of all transactions undertaken in the capacity as Treasurer and of the financial condition of the Corporation.

(iii) Financial Statements for Annual Report. The Treasurer shall prepare or cause to be prepared the annual financial statements to be included in the annual report. These financial statements shall be audited by an independent certified public accountant appointed by the Board of Directors or by the President if the Board does not make a selection. The auditor shall render an opinion in conformance with generally accepted accounting standards and shall provide the Board of Directors with a management letter addressing the fiscal operations of the Corporation.

(iv) Quarterly Financial Statements. The Treasurer shall prepare or cause to be prepared quarterly unaudited financial statements addressing the fiscal operations of the Corporation. The Treasurer shall submit such financial statements to the Board of Directors for consideration, together with such written explanation of the financial state of the Corporation as the Board may require.

(v) Other Duties. The Treasurer shall in general perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

#### IX. Section 8. Responsibilities of Additional Officers

Executive Director: Should the Board retain the services of an Executive Director the duties, responsibilities and obligations assigned to the Executive Director shall be described in a contractual agreement between the parties.

#### IX. Section 9. Staff and/or Contractors

The Board, or the Executive Committee if action must be taken between Board meetings, may employ and the Officers may delegate such tasks and/or duties as they deem appropriate to paid personnel, management company, and/or contractors.

### **ARTICLE X - COMMITTEES**

#### X. Section 1. Formation of Committees

The Board of Directors may designate and/or appoint one or more Committees, each consisting of at least one Director of the Corporation. Any committee, to the extent

provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may do any of the following:

- (a) take any final action on matters which, under the Florida Not for Profit Corporation Act, also requires approval of a majority of the Board of Directors;
- (b) fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution, Policy, or Guideline of the Board of Directors;
- (e) appoint any other Committees of the Board of Directors or the members of these Committees; provided, however, that any committee may appoint such subcommittees or establish such advisory groups as are deemed necessary to accomplish the purposes and objectives of the committee;
- (f) approve any financial transaction except transactions that are in accordance with previous Board approval or an associated budget transaction previously approved by the Board.

Special Committees can be established for a time period necessary to complete the committee's mission, or until the committee is dissolved by the Board, without limitation on the number of renewals of the time period. The President shall inform the Executive Committee and the Board about the formation of any Special Committee in a timely manner.

#### X. Section 2. Meetings and Action of Committees

Meetings, actions, and membership of Committees shall be in accordance with these Bylaws and with policies set by the Board of Directors. The Committee Chair shall provide a reasonable notice of meetings of Committees to any and all committee members, and all committee members shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee. All Committee Chairs shall provide minutes for each meeting to the Secretary and the President within fourteen (14) calendar days following each meeting.

#### X. Section 3. Committees

The Standing Committees shall be Executive, Finance, Nominating and Elections, Membership, Technology Transfer, Director Emeritus, and Audit and any additional standing committees as determined by the Board. Each Standing Committee shall be chaired by a Director of the Corporation appointed by the President. Each Standing Committee shall draw its membership from among active members regardless of class of membership and shall have the following duties, responsibilities and obligations which describe their Mission:

- (a) Executive Committee. An Executive Committee consisting of the President, First and Second Vice Presidents, the Secretary, the Treasurer, and the

Immediate Past President of AMTA shall conduct the business of the Corporation between meetings of the Board. The President shall serve as Chair of the Executive Committee.

- (b) Finance Committee. The Finance Committee shall prepare financial reports and suggest for adoption by the Board plans for financing the activities of the Corporation and an annual budget to govern the operations of the Corporation. The Treasurer shall serve as Chair of the Finance Committee.
- (c) Audit Committee. The Audit Committee shall consist of the Treasurer and include a Chair and additional members as selected by the President, subject to confirmation by the Executive Committee. The Chair of the Audit Committee shall be a Voting Member but shall not be on the Board of Directors. The Audit Committee shall have access to all books and records of the Corporation and shall check balances in the accounts of the Corporation with statements, reports, and budgets. The Committee shall review the audit and review of a certified public accountant. The audit and review shall be reported at the next Board meeting and at the next Executive Committee meeting if that is held first. If the Chair is not present at the meeting, the Treasurer shall present the report. The Chair shall recommend any changes deemed appropriate by the Audit Committee.
- (d) Nominating and Elections Committee. Prior to the annual organizational meeting of the Board, the Nominating and Elections Committee shall meet and propose a slate of Directors for the next year. This committee shall solicit suggestions for candidates from the membership and propose a slate that includes at least one name of an active member who is qualified for each office known to be vacant and will conduct or supervise the electronic balloting procedure and allow a write-in mechanism to assure the broadest participation in the selection of the Board. The Nominating and Elections committee shall conduct the election and close the polls, tally the votes, and publish the certified results in the AMTA newsletter. The Committee will also be responsible for presenting the Board with candidates to replace resigning Directors.
- (e) Membership Committee. The Membership Committee shall make membership policy recommendations to the Board of Directors. The committee may assist staff, management company, and/or contractors with the objective of serving and growing the membership.
- (f) Technology Transfer Committee. The Technology Transfer Committee shall be responsible for planning and conducting Technology Transfer programs to assist AMTA in meeting its mission and/or financial goals.
- (g) Director Emeritus Committee. The Director Emeritus Committee shall assist the Board by providing comments, suggestions, and observations on various Board actions or policies based on their knowledge and experience as well as assisting with miscellaneous tasks assigned by the Board and/or the President.

#### X. Section 4. Special Committees.

The Board may establish additional Committees with specific Mission approved by the Board. Examples of Optional Committees include the following:

- (a) Legislative and Regulatory Committee. This committee may disseminate information concerning legislation/regulations or proposed legislation/regulations related to the interests of the Corporation.
- (d) Liaison Committee. The Liaison Committee may advise the Board on AMTA's relationship and/or activities with all currently affiliated organization/associations and/or other applicable collaborative industry and public outreach organizations.

The Liaison Committee's mission is to assist the Board and the Executive Committee in negotiating affiliation agreements with applicable organizations and/or encouraging and assisting these organizations.

Members of the Committee will be designated to represent AMTA in meetings of any affiliated organizations that provide AMTA with a seat on their Board of Directors. Annually AMTA's Board of Directors shall confirm which members of the Liaison Committee represent AMTA with each of the affiliated organizations. This Committee will maintain a calendar of events that may complement or compete with AMTA's activities. This calendar will generally include events of both affiliated and unaffiliated organizations.

- (e) Program Committee. A Program Committee may arrange AMTA conference programs, meetings and similar events with a technical program and facilitate the preparation of the programs for general and/or specific events. Each occurrence of a major conference, such as the Membrane Technology Conference, will have its own dedicated committee which may be a joint committee with a co-sponsoring organization; in which case it is not solely a committee of AMTA's Board of Directors. For workshops and smaller events which have a technical program a program committee shall be formed subordinate to and managed by the Technology Transfer (standing) Committee.

In the case of a joint committee AMTA may agree to rotate the full Chair of the Committee. In such cases in those year's when AMTA's role is to vice-chair the joint committee then that vice-chair will be considered AMTA's representative and will report to the Board as if he/she were the Chair of an AMTA committee.

- (g) Publications & Communications Committee. The Publications & Communications Committee may produce written and digital publications, documents and other related literature that support AMTA's mission and promotional goals. This Committee is also responsible for the content and maintenance of the AMTA website.
- (h) Regional Affiliations Committee. The Regional Affiliations Committee may assist the Board and the Executive Committee in negotiating affiliation

agreements with applicable organizations and/or encouraging and assisting these organizations.

- (i) Chapter Committees: When required, Chapter Committees may be created in conformance with any Agreement(s) that led to the creation of the Chapter. Chapter Committees may be designated as Standing Committees.

## **ARTICLE XI - REGIONAL AFFILIATES**

AMTA may establish and/or maintain working relationships with regional and/or affiliate organizations upon approval by the Board of Directors and in accordance with policies set by the Board of Directors. Unless declared otherwise by the Board of Directors and approved by a majority, regional and/or affiliate organizations and its members shall not have the rights of "members" of the Corporation solely because of its standing as a regional and/or affiliate organization.

## **ARTICLE XII- MEMBERSHIP CHAPTERS**

AMTA may establish Chapters for various purposes such as geographic or other special interests. AMTA members can identify with one or more Chapter within policies set by the Board of Directors to manage such policies. Chapters do not operate with their own financial budgets but the Board of Directors may establish specific line items in the annual AMTA budget which support the costs and resources necessary for certain Chapter events and activities to take place.

Chapters may form from organizations which previously had a Regional Affiliate relationship and in such circumstances the Board of Directors shall seek to preserve as many rights as may have been established by the prior relationship. Any Chapter rights must be memorialized in an Agreement approved by the Board of Directors.

Chapters may be used to promote training and growth within the membership (e.g. Student and Young Professionals) but will only do so in compliance with non-discrimination policies, practices and Law.

## **ARTICLE XIII - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

### XIII. Section 1. Definitions

For the purpose of this Article,

- (a) "agent" means any person who is or was a Director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation;

- (b) "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- (c) "expenses" include, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

### XIII. Section 2. Successful Defense by Agent

To the extent that an agent of the Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or if a judgment is rendered against the agent, then the provisions of Sections 3 through 5 shall determine whether the agent is entitled to indemnification.

### XIII. Section 3. Actions Brought by Persons Other than the Corporation

Subject to the required findings to be made pursuant to Section 5, below, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action brought by or on behalf of the Corporation) to secure a judgment in its favor, by reason of the fact that such person is or was an agent of the Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

### XIII. Section 4. Action Brought by or on Behalf of the Corporation

- (a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.
- (b) Threatened, Pending or Completed Actions Against Agent. 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 brought by or on behalf of the Corporation for a breach of duty relating to assets in charitable trust, by reason of the fact that the person is or was an agent of the Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
  - (i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that Section; and where the agent has actually been deemed in a court of law to be liable to the Corporation, the court in which the action was brought must, upon application, determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity

for the expenses incurred. If the agent is found to be so entitled, the court shall determine the amount of expenses to be reimbursed.

#### XII.I Section 5. Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

- (a) Required Standard of Conduct. The agent seeking indemnification must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere (plea of no contest) or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of the Corporation or that he had reasonable cause to believe that his conduct was unlawful. Additionally, in the case of a criminal proceeding, the agent must have had no reasonable cause to believe that his conduct was unlawful.
- (b) Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with subparagraph (a) above shall be made by:
  - (ii) the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
  - (ii) the court in which the proceeding is or was pending. Such determination may be made on application brought by the Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by the Corporation.

#### XIII. Section 6. Limitations

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b)(ii), in any circumstance when it appears:

- (a) That the indemnification or advance would be inconsistent with a provision of the Articles, Bylaws, a resolution of the Board of Directors, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred, or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

#### XIII. Section 7. Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking by



or on behalf of the agent to repay the amount of the advance unless is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

### XIII. Section 8. Contractual Rights of Non-Directors and Non-Officers

Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and officers of the Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

### XIII. Section 9. Insurance

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent under Florida law.

### XIII. Section 10. Fiduciaries or Corporate Employee Benefit Plan

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

## **ARTICLE XIV - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Director, agent or employee of the Corporation to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Director, agent or employee shall have any power or authority to bind the Corporation by any contract or any engagement or to pledge its credit or to render it liable pecuniary for any purpose or in any amount. Officers are authorized to enter into any contract or execute any instrument in the name of and on behalf of the Corporation.

Except as otherwise specifically determined by resolution of the Board of Directors as provided above or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Corporation shall be signed or cause to be signed by the Treasurer and countersigned by any one of the following: the President, the Chair, or a Vice President of the Corporation.

All funds of the Corporation shall be deposited to the credit of the Corporation at such banks, trust companies, or other depositories as the Board of Directors may select.

The Board of Directors may accept on behalf of AMTA, any contribution, gift, and/or bequest for the general mission or any special purpose of the Corporation.

## **ARTICLE XV - CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Florida Not for Profit Corporation Act shall govern the construction of the AMTA Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person.

## **ARTICLE XVI - FISCAL YEAR**

The fiscal year of the Corporation shall begin on January 1 and end on the 31st day of December in each calendar year.

## **ARTICLE XVII - BYLAWS**

### XVII. Section 1. Adoption

These Bylaws shall become effective immediately upon their approval by the Board of Directors or the members.

### XVII. Section 2. Amendments

Subject to the Bylaws, these Bylaws or any of them may be altered, amended, or repealed and new Bylaws adopted by approval of the members or the Board of Directors, except that a bylaw specifying or changing the number of Directors or changing from a variable Board to a fixed Board (or vice versa) may only be adopted by approval of the members.

## **ARTICLE XVIII -PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No Director, officer, employee or other person associated with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profits of the Corporation, provided that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or be fixed by resolutions of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.

The Board of Directors of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed as required by the Articles of Incorporation of the Corporation and the Bylaws and not otherwise.

**END**