

AMENDED BY-LAWS¹
OF
PRINCE WILLIAM EDUCATION ASSOCIATION
(hereinafter PWEA or Association)

ARTICLE I

Offices

Section 1. Registered Office. PWEA shall have and continuously maintain in the Commonwealth of Virginia a registered office, with a registered agent whose business office is identical with such registered office, as required by the Nonstock Corporation Act of the Commonwealth of Virginia. The registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

Section 2. Principal and Other Offices. PWEA shall have a principal business office, and may also have such other offices, at such place or places within or without the Commonwealth of Virginia as the Board of Directors may, from time to time, designate and as the business of PWEA may require.

ARTICLE II

Purpose

Section 1. Nature of Corporation. PWEA is a nonstock, nonprofit corporation formed under the Nonstock Corporation Act of the Commonwealth of Virginia, which is organized and shall be exclusively operated for educational and charitable purposes in accordance with the provisions of Section 501(c)(5) of the Internal Revenue Code and the Regulations promulgated and applicable rulings issued thereunder.

¹ By-Laws Amended June 8, 2023 and July 16, 2023.

Section 2. Primary Purpose. PWEA is organized and shall be exclusively operated in accordance with its Articles of Incorporation, and amendments thereto permitted by law, filed with the State Corporation Commission of the Commonwealth of Virginia.

ARTICLE III

Members

Section 1. Eligibility. Membership shall be open to all persons actively engaged in the profession of teaching or in other educational work in Prince William County Public Schools who shall agree to subscribe to the goals and objectives of the Association and to abide by its Constitution and Bylaws.

Section 2. VEA and NEA. Any person admitted as a member of PWEA shall also be a member of the Virginia Education Association (VEA) and the National Education Association (NEA).

Section 3. Code of Ethics. Members of PWEA shall adhere to the Code of Ethics of the Education Profession as defined by the NEA.

Section 4. Equal Opportunity. PWEA shall not deny membership to any person by reason of their race, color, religion or creed, age, sex, sexual orientation, gender identity, pregnancy, marital status, citizenship, national origin or ancestry, veteran status, genetic information or disability.

Section 5. Fiscal Year, Term of Service and Dues. The PWEA fiscal year shall be that as of the VEA. Membership shall continue from year to year unless revoked in a writing to PWEA. Written revocation is effective on the first day of the month immediately after PWEA receives such written revocation. Total annual membership dues shall be determined by the Board based upon the

average yearly PWCS teacher's salary as published by PWCS. If a member should stop receiving a paycheck (e.g., a termination or temporary leave of absence), continued membership dues must be maintained personally. If there is an on-going advocacy proceeding, the Member must continue to pay dues until the case is resolved.

Section 6. Representative Assembly.

PWEA created a Representative Assembly, whereby the Members of each work site shall make best efforts to elect one (1) member of the work site, to be known as an 'Association Representative', for every ten (10) members or major fraction thereof, to serve as members of the Representative Assembly for that work site for the coming year. Each work site shall be entitled to at least one representative. Every effort shall be made to ensure that the proportionate membership of ethnic minorities within each work site is reflected in each work site's delegation to the Representative Assembly.

- a. Representatives shall be elected by a majority of the members at the work site or if no one runs for election, the work site's PWEA Board contact will appoint a Representative for the work site. The results of the election or appointment are to be sent immediately to the Secretary of the PWEA at the PWEA Office.
- b. Association Representatives shall make their best efforts to attend all Representative Assembly meetings of the PWEA.
- c. Association Representatives shall report all action of the Representative Assembly to their respective groups within five (5) days of such action, or as soon as possible thereafter, and shall ensure that the results of all information surveys and other requests for information be returned to the proper individuals by the deadline.
- d. Association Representatives shall receive a published agenda prior to any meeting of the Representative Assembly.
- e. Any member of PWEA may bring business matters before the Representative Assembly.
- f. The Representative Assembly may establish standing rules as it may require.

- g. The Representative Assembly shall meet at least quarterly during the school year.
- h. The Representative Assembly shall approve the PWEA budget, act on reports of committees, vote upon resolutions made by motion, and transact any other business it deems necessary except that which is specifically delegated to the PWEA Board of Directors.
- i. Representative Assembly members may only be removed for non-performance of duties, and upon a motion to recall presented by any member in that work site and approved by a majority vote of the members of the applicable work site. Any such member that has been recalled may appeal such recall vote to the Representative Assembly.
- j. Quorum. The presence of at least one member from Twenty-five percent (25%) of the total number of work sites shall constitute a quorum for the transaction of business at any meeting of the Representative Assembly; but, if less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting to another time without further notice.

Section 7. Convention Delegates. From its membership, the PWEA Representative Assembly shall elect delegates to the VEA and NEA conventions, respectively, in accordance with the rules established by such affiliated organization. Convention delegate elections shall be conducted on dates determined by the Elections Committee of the Board of Directors with the advice and consent of the Board of Directors. The PWEA Board of Directors may establish any necessary additional rules and procedures for the election which are not in conflict with VEA and NEA rules. *Ex-officio* VEA Delegate positions shall be filled by members of the PWEA Board of Directors. In the event that one or more *Ex Officio* members are unable to attend, an alternate delegate appointed by the Board of Directors will fill that position. Non-PWEA Board Member candidates receiving the highest number of votes will fill the PWEA's delegation and the remaining candidates will be placed on a list of alternates in order of votes received. If two or more candidates receive the same number of votes, their position in the PWEA delegation will be determined by position on the ballot which is determined by lot. Delegates to the VEA

and NEA conventions are expected to attend all pre-convention caucuses and all meetings on the convention floor unless pre-approved by the President.

Section 8. Election of Directors and Officers by Members. Starting with the Election of officers and directors in 2024, elections shall be subject to temporary “Implementing Terms and Conditions” described herein, below. Otherwise, PWEA shall apply the one-member-one-vote principle for electing its directors, officers and representatives. All PWEA elections shall be conducted in accordance with all applicable federal labor laws and regulations. The Elections Committee shall have no less than three (3) and no more than five (5) members.

Volunteers assisting with election committee duties shall not be included in this count. Members of the Elections committee shall attempt to be representative of the membership.

The Elections Committee will develop a timeline of the year’s election(s) and positions up for election consistent with this Article III, Section 8, and present that timeline and the list of positions open to the Board of Directors in its September meeting and publish the timeline upon its adoption. The Elections Committee shall develop, publish, and maintain campaign regulations. Amendments to the campaign regulations require a two-thirds majority vote of the Representative Assembly. Results of the election shall be presented to the Board of Directors for certification at its next meeting. The certified results shall be published to the membership by e-mail and/or posted on the PWEA website.

If a dispute concerning alleged irregularities or violations of election rules arises, the Elections Committee shall attempt to remedy the infraction. Upon recommendation of the Elections Committee or by appeal by a candidate, the Elections Committee shall provide a report to the Representative Assembly, who shall be the final arbiter. The Representative Assembly shall have the authority to order new elections or any other appropriate remedy.

If the President shall be unable for any reason to complete their term of office, the Vice President shall complete the unexpired term.

If any member of the Board of Directors (except for members that are also serving as President, President-Elect and Past President) shall be unable to complete the term of office, the PWEA Board of Directors shall fill the vacancy by appointment. Appointment(s) shall be made by the PWEA Board of Directors by the following procedures:

- a. Prior to the appointment, vacancies in any positions on the PWEA Board of Directors will be advertised by the Elections Committee and open for application to the general membership for thirty (30) days.
- b. If no applications are received for the PWEA Board of Director's consideration, the Board will conduct a search for a candidate to fill the position. If no candidate is found from among the appropriate school-based region or grade level, the Board will have the authority to appoint from within the entire membership.
- c. If multiple applications are received, the Board will consider the recommendation of the Elections Committee in appointing a new member.

NEA Directors shall be elected by all of the Members. Candidates who receive a majority of the votes cast shall be declared elected. Should no candidate receive more than 50% of votes cast, a run-off election shall be conducted between the two candidates receiving the greatest number of votes.

Regional directors shall be elected by the membership within their regional assignment; grade-level directors shall be elected at-large by the membership within their grade-level (elementary, middle, and high school); officers and ESP directors shall be elected by all members. Candidates who receive a majority of the votes cast shall be declared elected. Should no candidate receive more than 50% of votes cast, a run-off election shall be conducted between the two candidates receiving the greatest number of votes.

Should only one candidate file for an open seat on the PWEA Board of Directors, the

Board may waive an election and declare that person elected.

Special Implementing Terms and Conditions. PWEA acknowledges that the Region Directors were elected under the pre-2023 Bylaws. To align with the 2023 Amended Bylaws, PWEA shall stagger Board and Officer elections, and to simplify the election calendar. As such Regional Director terms are extended by one year, and their positions will be scheduled for re-election in 2025. In 2024 the President, Vice President, Treasurer, Secretary, VEA Director and ESP Director positions will be elected to three (3) year terms. In 2025 the Western, Central and Eastern Regions, and the Elementary, Middle, High levels will be elected to three (3) year terms. No elections will be held in 2026 and the cycle will continue beginning in 2027.

ARTICLE IV

Board of Directors

Section 1. General Powers and Duties. The Board of Directors shall have the exclusive power to manage and control the affairs and property of PWEA, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board. The duties of the members of the Board of Directors shall include, but not be limited to:

- a. Develop policy statements and direct the Officers to transact routine business in furtherance of the PWEA.
- b. Make recommendations to the Representative Assembly.
- c. Establish PWEA Regions.
- d. Maintain compliance of the PWEA and VEA Constitution and Bylaws .
- e. Become familiar with the needs of members and ensure their needs are recognized at meetings and appropriately addressed, as necessary.
- f. Facilitate communications from the Board to PWEA Leaders and members.

- g. Identify members for potential leadership roles in PWEA.
- h. Actively participate in recruitment and retention of members.
- i. Conduct PWEA business by supporting PWEA's goals, mission and vision.
- j. Attend and actively participate in meetings and other functions.
- k. Provide input into the PWEA budget.
- l. Serve as *ex-officio* delegates to any VEA Convention based upon VEA rules.
- m. Review meeting norms and relevant documents before each meeting.

Section 2. Standard of Conduct. Each Director, in his or her capacity as such and including any duties as a member of any committee of PWEA as provided herein, shall discharge his or her duties in accordance with his or her good faith judgment of the best interest of PWEA. Generally, a Director shall be entitled to rely on information, opinions, reports or statements, including but not limited to financial statements and other financial data, prepared or presented by any officer, employee, committee or outside advisor which the Director, in good faith, believes to be reliable and competent in the matters being addressed, unless he or she has knowledge or information concerning the matter in question that makes such reliance unwarranted.

Section 3. Number, Qualifications and Tenure of Directors. The number of Directors constituting the Board of Directors of PWEA shall be up to fourteen (14), made up of members occupying the following offices or representing the following groups:

- The PWEA President, Vice-President, Secretary, and Treasurer
- One or more VEA Director(s)
- One Director each representing the Eastern, Central, and Western regions,
- Three (3) at-large grade-level directors (elementary school, middle school,

- and high school);
- One (1) retired director
- One (1) At-Large ESP director
- The PWEA President-Elect (pending confirmation of election results)

Directors need not be residents of the Commonwealth of Virginia.

Directors shall be elected prior to August 1st of the year in which they shall begin their term, such term beginning on August 1st. Each Director shall hold office from the date of his or her election for three (3) years in the case of elected Directors, or until the unexpired term ends for a Director completing a term for a Director who vacated office, or until his or her successor is elected and qualified. At each annual meeting of the Board of Directors, one third of the Directors shall be elected to the Board of Directors for a three (3) year term of office, and until their respective successors are elected and qualified on the timetable described herein above. Election to the Board of Directors shall be by majority vote of the members of PWEA. Elected Members of the Board of Directors shall be eligible for a maximum of three (3), three (3) year terms.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors that shall occur prior to the expiration of a term shall be filled by such persons as shall be elected thereto by majority vote of the Board of Directors, based upon the recommendation of the Elections Committee. A Director so elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office.

Section 5. Removal. A Director may be removed, with or without cause, upon the written petition filed with the PWEA Board of Directors by: (i) twenty percent of the membership, or (ii) twenty percent of the PWEA Board of Directors, or (iii) twenty percent of the members of the Representative Assembly, and a majority vote of the PWEA Board of

Directors on a motion to recall, plus two-thirds (66.7%) vote of the Representative Assembly on a motion to recall.

Section 6. Annual Meetings. An annual meeting of the Board of Directors shall be held each year at such time and place, either within or without the Commonwealth of Virginia, as shall be designated by the President of PWEA or by resolution of the Board of Directors.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President of PWEA or any two (2) of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the Commonwealth of Virginia, as the place for holding any special meeting of the Board called by them.

Section 8. Notice. Notice of any meeting of the Board of Directors shall be given at least seven (7) business days previous thereto, either verbally in person or by telephone, or by written notice delivered personally, sent by mail, e-mail or by facsimile transmission to each Director at his or her address as shown in the records of PWEA. If verbal notice, such notice shall be deemed effective when communicated if the communication is in a reasonable and comprehensible manner. If written notice, such notice shall be deemed effective either when delivered or transmitted by e-mail or facsimile to the recipient or when deposited in the United States mail in a sealed envelope so addressed. Any Director may waive notice of any meeting. The attendance of or participation by a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director at the beginning of the meeting or promptly upon his or her arrival expresses his or her objection to holding the meeting or transacting business at the

meeting and he or she does not thereafter vote for or assent to any action taken at the meeting.

The business to be transacted at, and the purpose of, any meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 9. Quorum. A majority of the total number of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but, if less than a quorum of Directors is present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 10. Manner of Acting. Each member of the Board of Directors shall be entitled to one vote. The Board of Directors shall act only by a majority vote at a meeting at which a quorum is present, unless the act of a greater number is required by law or by these By-laws; and, the Directors present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. Members of the Board of Directors may participate in a meeting of such Board by means of a webinar or conference telephone, or similar communications equipment whereby all persons participating by such means shall be able to hear all other participants and such participation by such means shall constitute presence in person at such a meeting. A written record shall be made of the action taken at each meeting.

Section 11. Compensation. Directors shall receive a stipend for their services, as stated in the PWEA Budget, approved by the Representative Assembly but by resolution of the Board of Directors an honorarium and expenses may be allowed for attendance at each annual or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving PWEA in any other capacity and receiving compensation therefor.

Section 12. Informal Action by Directors. Any action required, which may be taken at a meeting of Directors, 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 13. Resignation of Directors. A Director may resign from the Board of Directors at any time by giving written notice of his or her resignation addressed to the President or Secretary of PWEA, or by presenting his or her written resignation at an annual or special meeting of the Board of Directors.

Section 14. Specific Directors and their Duties. The following Directors, representing specific constituencies, shall perform the duties listed next to their designation:

- a. Regional Directors shall hold at least one all-member meeting in their regions per year. The Regional Directors may consider coordinating with appropriate VEA or NEA staff, ESP, Level or other Region Directions to ensure that building representatives are properly trained if/when necessary. Candidates who receive a majority of the votes cast shall be declared elected. Should no candidate receive more than 50% of votes cast, a run-off election shall be conducted between the two candidates receiving the greatest number of votes.
- b. Level Directors shall hold at least one all-member meeting in their levels per year and coordinate with UniServ Directors, ESP Region and other Level Directors to ensure that building representatives are properly trained.
- c. The ESP Director shall chair the ESP Council and coordinate with UniServ Directors, Region and Level Directors to ensure that building representatives are properly trained.

- d. Retired Director shall coordinate with retired members to function as auxiliary assistance in the furtherance of PWEA functions.
- e. The Past President shall act in an advisory role to the President and serve on the Executive Committee.
- f. VEA Director(s) shall have an alternate to serve as their proxy to the VEA's Board. The President shall serve as the first alternate, followed by the Vice- President, and should neither of those persons be able to serve, the order of succession shall be based upon seniority of the sitting members of the Board of Directors. Currently serving VEA Directors may not serve as alternates. VEA Director duties and responsibilities shall include but are not limited to presenting a report to the Board of Directors on activities of the VEA Board relevant to the PWEA, function as a liaison to the VEA Board from the PWEA and serve as an *ex-officio* delegate to the NEA.
- g. The President-Elect shall be a non-voting member of the Board until assuming the office of President. The President-Elect's duties and responsibilities include, but are not limited to meeting regularly with the outgoing President, UniServ Director(s), and office staff to facilitate a smooth transition between administrations, appointing the incoming committee chairs once the President-Elect takes office on August 1, and appointing the incoming Retired Director once the President-Elect takes office on August 1.
- h. NEA Director. Should a PWEA member be elected or appointed to the NEA Board of Directors, that member shall be a non-voting member of the PWEA Board of Directors.

ARTICLE V

Officers

Section 1. Officers. The officers of PWEA shall be a President, Vice President, a Secretary and a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including a Chairperson, one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. Officers of PWEA shall be elected by majority vote of the Representative Assembly in the years in which the respective Officer's term expires. Each officer shall hold office for a term of three (3) years and until his or her successor shall have been duly elected and qualified.

Section 3. Removal. Any officer may be removed by the Membership upon the same procedure as for removal of Directors as described here above at Article IV Section 5.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by such person as shall be elected thereto by majority vote of the Board of Directors, upon the recommendation of the Election Committee. An officer so elected to fill a vacancy shall hold office for the unexpired portion of the term of his or her predecessor in office.

Section 5. President. The President shall be the chief executive officer of PWEA and shall, in general, supervise and conduct the daily affairs of PWEA. The President may

sign, with the Secretary or any other proper officer of PWEA authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by statute to some other officer or agent of PWEA; and, in general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time including but not limited to: Serving as PWEA spokesperson, appointing committee members, establish and execute the agenda for each Board meeting, working with the UniServ Directors to execute the VEA's mission and vision, assist in the development and implementation of member training, ensuring fiduciary duties of PWEA are being carried out, maintaining the VEA's business compliance, appointing a parliamentarian, serving as *ex-officio* delegate to the NEA Representative Assembly and serving on the PWEA Executive Committee. If the President shall be unable for any reason to complete their term of office, the Vice-President shall complete the unexpired term.

Section 6. Vice President. The Vice President shall have such responsibility and authority, and shall perform such duties, as shall be determined by the Board of Directors or may be assigned by the President. The Vice President, in the absence or unavailability of the President, shall function as President. The Vice President shall function as President pro tempore, , serve as an *ex-officio* delegate to the NEA Representative Assembly and serve on the PWEA Executive Committee.

Section 7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of PWEA; receive and give receipts for monies due and payable to PWEA from any source whatsoever, and deposit all such monies in the name of

PWEA in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-laws; and, in general, perform all the duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer shall, if required by the Board of Directors, give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors may determine. The Treasurer shall ensure PWEA financial responsibilities are met. ensure all invoices are paid in a timely manner, ensure financial reports are timely prepared for all Board meetings, ensure financial records are maintained in accordance with best practices, serve as an *ex-officio* delegate to the NEA Representative Assembly and serve on the PWEA Executive Committee.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and the Representative Assembly as appropriate and necessary for that purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Secretary shall take minutes at all meetings and submit those minutes to the Board of Directors in a timely manner, serve as an *ex-officio* delegate to the NEA Representative Assembly and serve on the PWEA Executive Committee.

Section 9. Assistant Secretaries and Assistant Treasurers. The Assistant Treasurers and Assistant Secretaries, if appointed, shall perform such duties as shall be assigned to them by the President, the Treasurer, the Secretary or by the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful

discharge of their duties in such sums and with such sureties as the Board of Directors may determine.

ARTICLE VI

Committees

The Standing Committees of PWEA are:

- a. Collective Bargaining Committee
- b. CAT Team (contract action team)
- c. Communications
- d. Community Engagement
- e. Elections
- f. ESP Council
- g. Executive
- h. Government Relations
- i. Instructional and Professional Development (IPD)
- j. Membership
- k. Mobilizing
- l. PWEA Retired
- m. Scholarship
- n. Social Justice

Section 1. Executive Committee. The Board of Directors, by resolution adopted by a majority of the Directors in office, has designated and appointed an Executive Committee, which shall consist of the President, Vice President, Treasurer, Secretary and the Past President shall have and exercise the authority of the Board of Directors in the management of PWEA during the intervals between meetings; provided, however, that such committee shall not have the authority of the Board of Directors or Representative Assembly as the case may be to amend, alter or repeal the By-laws; elect, appoint or remove any Director of PWEA; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of PWEA; authorize the voluntary dissolution of PWEA or revoke

proceedings therefor; or amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or Representative Assembly, or any individual Director, of any responsibility imposed upon it or him or her by law.

Among the duties as assigned by the Board of Directors, the Executive Committee shall meet, when necessary, in the interim between meetings of the Board to consider immediate problems within the purview of the Board; make recommendations to the Board; have the right by a majority vote to direct the President to call a meeting of the PWEA Board of Directors; and serve as the Budget Committee of the Board of Directors.

Section 2. Advisory and Other Committees. The Board of Directors may appoint other committees, including an Advisory Committee, as the Board may determine which shall have such powers and duties as shall from time to time be prescribed by the Board. The President shall be a member *ex-officio* of each Committee appointed by the Board of Directors.

Section 3. Term of Office. At each annual meeting of the Board of Directors, the Board of Directors shall elect the members of each advisory and other committee created hereunder to serve for a one (1) year term of office, and until their respective successors are elected and qualified.

Section 4. Chairman of Committees. The President of PWEA shall be the *ex officio* Chairman of each committee. Elected committee members may serve multiple terms of office.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government consistent with these By-laws or with rules adopted by the Board of Directors.

ARTICLE VII

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of PWEA, in addition to the officers so authorized by these By-laws, to enter into a contract or execute and deliver any instrument in the name of and on behalf of PWEA, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, and notes or other evidences of indebtedness issued in the name of PWEA shall be signed by such officer or officers or agent or agents of PWEA and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of PWEA shall be deposited from time to time to the credit of PWEA in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts and Contributions. The Board of Directors, or any officer or officers or agent or agents of PWEA so authorized by the Board, may accept on behalf of PWEA any contribution, gift, bequest or devise for the general purpose or for any special purpose of PWEA. Such contributions, gifts, bequests or devises shall be in conformity with the laws of the United States, the Commonwealth of Virginia, or any other relevant jurisdiction.

ARTICLE VIII

Books and Records

PWEA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE IX

Fiscal Year

The fiscal year of PWEA shall begin on the first day of September and end on the last day of August.

ARTICLE X

Authority

"Robert's Rules of Order, Newly Revised" shall be the parliamentary authority for PWEA on all questions not covered by the Articles of Incorporation, Bylaws, resolutions or any such standing rules as the Representative Assembly may adopt.

ARTICLE XI

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Nonstock

Corporation Act of the Commonwealth of Virginia or under the provisions of the Articles of Incorporation or the By-laws of PWEA, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

Indemnification

PWEA shall indemnify and hold harmless each of its officers and directors, who act or have acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of PWEA, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement, reasonably incurred by him or her in connection with any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, when an officer or director was or is a party, or is threatened to be a made a party, by reason of having been an officer or director of PWEA. In criminal actions, PWEA may indemnify an officer or director if he or she acted in accordance with the above standard and such person had no reasonable cause to believe his or her conduct was unlawful. PWEA shall indemnify any officer or director against expenses if he or she has been successful in the defense of any action, suit, or proceeding. Any termination of an action by a judgment shall not, of itself, create a presumption of no-good faith by the officer or director. Indemnity is prohibited if the officer or director is found to be liable to PWEA or adjudged to have received personal benefit from the transaction. The indemnity provided in this Article XII shall be limited only to the extent required by Virginia law; and, any officer or director, who shall request indemnity, shall be entitled to have such request considered by the Board of Directors of PWEA. This Article XII shall in no way limit the power of PWEA to purchase insurance for its officers and

directors; and, shall not limit the extent of any insurance coverage which PWEA may purchase to protect its officers and directors from liability.

ARTICLE XIII

Dissolution

PWEA may dissolve and wind up its affairs in accordance with the procedures set forth in the Nonstock Corporation Act of the Commonwealth of Virginia. Upon dissolution of PWEA and the winding up of its affairs, the assets of PWEA shall be distributed exclusively as provided in the Articles of Incorporation of PWEA.

ARTICLE XIV

Amendments to By-laws

Amendments to these Bylaws shall be presented in writing to the Representative Assembly by the PWEA Board of Directors or by an initiative petition of ten percent (10%) of the general membership or may be initiated by a vote of the Representative Assembly. Any such proposed change must be read in the Representative Assembly meeting preceding the meeting in which the vote is to be taken. Proposed amendment(s) shall be ratified by a two-thirds majority of the Representative Assembly. All ratified amendments shall be declared a valid part(s) of the Bylaws.