

BYLAWS
OF
COUNCIL OF WRITING PROGRAM ADMINISTRATORS (“CWPA”)
a Michigan Nonprofit Corporation

ARTICLE I
OFFICES

The registered office of CWPA shall be located at such place in Michigan as may be fixed by the Executive Board from time to time. The principal office or Institutional Home of CWPA may be located at such place as may be fixed by the Executive Board from time to time. CWPA may contract with an academic institution to serve as its Institutional Home.

ARTICLE II
PURPOSES

Section 1. Purpose of Corporation. CWPA is organized exclusively for charitable, educational and scientific purposes, and for the purpose of receiving and administering funds for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") (or the corresponding provision of any future United States Revenue law), in particular to provide resources, support and services on matters attendant to the administration of writing programs to teachers and researchers whose teaching and scholarship focus on intellectual and pedagogical aspects of writing programs and their administration, specially including all writing-across-the-disciplines programs, writing centers and writing courses with multiple sections.

Section 2. Tax Exempt Status. CWPA, including all activities incident to its purposes, shall at all times be conducted so as to be an organization described in Section 501(c)(3) of the Code. Notwithstanding any other provisions of these Bylaws, CWPA shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (ii) by a corporation, contributions to which are deductible under Section 170(3)(2) of the Code or (iii) by a nonprofit corporation organized under the laws of the State of Michigan pursuant to the provisions of Act 162, Public Acts of 1982.

Section 3. Nonprofit Organization. No part of the assets or net earnings of CWPA shall inure to the benefit of or be distributable to its members, trustees, Executive Board Members, directors, Officers or other private persons, except that CWPA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

Section 4. Nonpolitical Organization. No substantial part of the activities of CWPA shall be the carrying on of propaganda or otherwise attempting to influence legislation, and CWPA shall not participate in or intervene in (including the publishing or

distribution of statements) any political campaign on behalf of any candidate for political office.

ARTICLE III MEMBERSHIP

An annual meeting of the members is held to review the business of CWPA. Any substantive organizational matter that will be discussed at the annual meeting will be described in a mailing, electronic mailing or posted to the CWPA website. All votes affecting substantive organizational matters to be considered at a time other than the annual meeting will be voted on a special meeting of the members called by the Executive Board. Alternatively, the Executive Board may take the vote of the members by mail or electronic mail ballot of all members of CWPA.

Section 1. Membership. Any member of a college or university faculty or any individual interested in teaching, service, and scholarship in the field of rhetoric and composition, especially with a focus on program administration, may join CWPA by paying membership dues which are set by the Executive Board.

Section 2. Voting. Every non-institutional member has a full right to vote on any matter brought before the membership. Motions are passed by a majority vote of those present to vote.

Section 3. Petition Process. Any member may petition to have a matter brought before the organization by addressing a letter of request to the Officers and Executive Board. This letter must be received at least one month before the beginning of the annual CWPA Conference. The member will be given time in a general public forum at the annual CWPA Conference to discuss the matter in the letter, unless the Executive Board has already taken the action proposed in the letter of request. All votes on such petitions shall be done by a ballot sent to all members of the organization within two months after the general meeting. At the discretion of the President, before ballots must be issued, the member may be asked to promise payment for all costs of balloting and required to pay a deposit in an amount estimated by the Treasurer to cover those costs. The Executive Board may also, at its discretion, submit proposals to the members for adoption by a vote of the members. Any vote on a petition or proposal shall be determined by a simple majority of all votes cast, unless a larger majority is required by the Bylaws.

Section 4. Resources. Members receive member access to resources at the CWPA official website and all issues of WPA: *Writing Program Administration*, the official journal of the CWPA, published during their active membership.

Section 5. Membership Rejection. The Executive Board reserves the right to reject or terminate membership and return dues to any person or institution whose activities within the CWPA may be contrary to the expressed purposes of the organization.

ARTICLE IV EXECUTIVE BOARD

Section 1. Number and/or Qualifications of Executive Board Members.

CWPA is organized upon a membership basis. The property, business and affairs of CWPA shall be managed by or under the direction of its Executive Board. The Executive Board shall include at-large Executive Board Members nominated and elected pursuant to this Section and the Officers. The only Officers that will have a right to vote on matters before the Executive Board are the President and Vice President. An Executive Board Member who serves as an Officer shall have only one vote in matters before the Executive Board. The members of the Executive Board need not be residents of the State of Michigan.

A. **Nomination.** Executive Board members shall be nominated by the membership through the Nominating Committee. Any member in good standing can be brought to the Nominating Committee for consideration to appear on the slate of nominees.

B. **Election.** The nominated members receiving the plurality of votes in their respective races as arranged by the Executive Board shall be an elected Executive Board Member.

C. **Term.** Executive Board Members shall be elected to a three-year term of office to commence on July 1 of the applicable year. It is a continuing condition for each Executive Board Member to remain a CWPA member in good standing. An Executive Board Member may be nominated during or after a term of office for the position of Vice President.

D. **Selection.** Nominees should represent, when possible, the diversity of the members of the organization in such areas as gender, race, ethnicity, geography, type of institution, and size of institution.

E. **Number/Staggered.** The Executive Board shall consist of nine members, three of whom are elected each year.

F. **Vacated Seat.** If an Executive Board Member is unable to complete an elected term, the President shall appoint a replacement from among the members of the CWPA to complete the term.

Section 2. Duties.

A. Executive Board Members shall attend all meetings of the Executive Board during their term of office and serve diligently on the board's committees and institutions. If a board member must miss more than one Executive Board meeting except for extraordinary circumstances, the board member shall be replaced.

B. An Executive Board Member may be expelled by a majority vote of the Executive Board other than the member subject to the expulsion vote should that person fail to fulfill obligations to CWPA.

Section 3. Resignation or Removal of Executive Board Members. Any Executive Board Member may resign by written notice to CWPA. The resignation will be effective on receipt of the notice or at a later time designated in the notice. Any Executive Board Member may be removed as an Executive Board Member by the affirmative vote of a majority of the Executive Board Members then in office.

Section 4. Vacancy. Any vacancy or an unanticipated vacancy on the Board due to the resignation or a removal of an Executive Board Member may be filled with a member selected by the President.

Section 5. Powers of the Executive Board Members. The Executive Board Members will establish policy and shall have the general management and control of the affairs of CWPA. The powers of the Executive Board shall be limited as indicated by statute, the Articles of Incorporation and these Bylaws.

Section 6. Books. The Executive Board Members will keep the books of CWPA at such place or places as they may from time-to-time determine.

Section 7. Compensation. The Executive Board shall serve on a volunteer basis but the Executive Board may approve reasonable compensation paid to specific Executive Board Members if such Executive Board Members serve CWPA in another capacity subject to the Conflict of Interest Policy.

Section 8. Meetings of the Executive Board. The Board shall meet at least twice yearly. Meetings of the Executive Board, regular or special, shall be held upon such notice, or without notice, and at such times and at such places, as may be determined by action of the Executive Board. Special meetings of the Executive Board may be called by the President on three days written notice to each Executive Board Member, either personally, by mail, facsimile or electronic mail provided that if by facsimile or electronic mail that it is sent to the facsimile number or electronic mail address in the records of CWPA. The date of the annual meeting shall be set by the Secretary thirty (30) days in advance. Special meetings shall be called by the President in like manner and on like notice on the written request of two Executive Board Members. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of Executive Board need be specified in the notice or waiver of notice of such meeting.

Section 9. Effect of Attendance. Attendance of an Executive Board Member at any meeting shall constitute a waiver of notice of such meeting, except where an Executive Board Member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10. Attendance by Electronic Communication Device. An Executive Board Member or a member of a committee designated by the Executive

Board may participate in a meeting by means of conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 11. Quorum. A majority of the Executive Board Members then in office shall constitute a quorum for the transaction of business unless a greater number is required by law or by the Articles of Incorporation. The act of a majority of the Executive Board Members present at any meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of Executive Board Members, the Executive Board Members present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 12. Procedure. The order of business and all other matters of procedure at every meeting of Executive Board Members may be determined by the presiding Officer.

Section 13. Action by Consent. Any action required or permitted to be taken at an annual or special meeting of Executive Board Members may be taken without a meeting, without prior notice and without a vote, if all of the Executive Board Members entitled to vote thereon, consent thereto in writing. Further, any action required or permitted to be taken at a meeting of the Executive Board of CWPA may be taken without a meeting, without prior notice, and without a vote, if a consent in writing or by electronic transmission, setting forth the action so taken, is signed by Executive Board Members having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all the Executive Board Members entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting shall be given to all Executive Board Members who have not consented in writing. The written consents shall be filed in the appropriate minute book of CWPA. The consents have the same effect as a vote of the board or committee for all purposes.

ARTICLE V COMMITTEES

Section 1. Committees. A standing committee, by its Chair or any Executive Board Member authorized by the committee, may make motions at any meetings of the Executive Board without need of a second. The CWPA shall have the following standing committees at all times:

- Membership and Affiliate Committee
- Nominating Committee
- Publications Committee
- Research Grants Committee
- Best Book/Best Article Committee

- Consultant/Evaluator Committee
- Liaison Committee
- Conference Siting Committee
- Digital WPA Committee

Section 2. Other Committees. *Ad hoc* committees may be added or deleted by the President or by a majority vote of the Executive Board.

ARTICLE VI NOTICES, WAIVER OF NOTICES

Section 1. Notices. All notices of meetings required to be given to the directors or any committee of directors may be sent by mail, electronic mail or facsimile to any of such director, or committee member to the last address as it appears on the books of CWPA. Such notice shall be deemed to be given when the notice was mailed or otherwise dispatched.

Section 2. Waiver of Notice. Notice of the time, place and purpose of any meeting of the directors or committee of directors may be waived by mail, telegram, facsimile or other writings, either before or after the meeting, or in such other manner as may be permitted by the Michigan Nonprofit Corporation Act. Attendance of a person at any meeting of directors or committee of directors constitutes a waiver of notice of the meeting.

ARTICLE VII ELECTION OF OFFICERS

Section 1. Election. Except as described below, the Executive Board shall, annually, commencing with its first meeting, elect a President, Vice President, Secretary and Treasurer, and may, if desired, elect one or more Vice Presidents and one or more Assistant Secretaries and Assistant Treasurers, and such other officers and agents as the Executive Board may deem necessary (the “Officers” and individually an “Officer”). Notwithstanding the foregoing, unless the Vice President has been removed by a majority of the Executive Board, upon completion of his or her two year term as Vice President, he or she shall then be appointed as President of CWPA.

Section 2. Term of Office. The term of each Officer of CWPA shall begin on July 1st of each year and shall end when their successors shall have been elected and qualified. The President and Vice President shall serve a two-year term. Any Officer elected or appointed by the Executive Board may be removed at any time with or without cause, by the affirmative vote of a majority of the Executive Board. Any vacancy occurring in any office of CWPA may be filled by the Executive Board.

Section 3. President. The President shall be the chief executive officer and chief operating officer of CWPA, and shall have general and active management of CWPA under policies established by the Executive Board. The President may execute bonds, mortgages and other contracts, except where the signing and executions thereof

shall be expressly delegated by the Executive Board to some other Officer or agent of CWPA. The President serves as a voting member of the Executive Board.

A. The President serves a two-year term. The Vice President automatically becomes President for a two-year term after having served successfully as Vice President.

B. The President is responsible for coordinating all activities of CWPA. The President is responsible for conducting the semi-annual meetings of the Executive Board, for coordinating with the Vice President the duties of Executive Board Members, and for representing CWPA in all professional settings. The President may designate others to take on these responsibilities as needed.

C. The President can call an extraordinary meeting of the Executive Board should it be necessary to conduct the business of the organization. Officers and Executive Board Members may attend in person or by electronic communication. The President or Secretary must provide sufficient notice of such a meeting so that other Officers and the Executive Board Members can make arrangements to attend or participate.

D. The President can be expelled from office by a majority vote of the Executive Board other than President. Absent new elections of Officers, the new President shall then serve until two years after the next regular election of Executive Board Members. Upon expulsion of a President, the Executive Board may also conduct new elections of a President and/or Vice President.

E. The President remains a voting Executive Board Member for two years following service as President unless expelled by the Executive Board.

Section 4. Vice President.

A. The Vice President is elected for a two-year term by the membership of CWPA. The Vice President is President-elect during this two-year term. Candidates for Vice President must have served previously on the Executive Board. The Vice President serves as a voting member of the Executive Board.

B. The Vice President is responsible for cooperating with the President on the activities of the organization and for coordinating the duties of the Executive Board and guiding other activities of CWPA.

C. If the President cannot perform required duties, the Vice President shall serve in the place of the President.

D. An elected Vice President becomes President at the expiration of the previous President's term. An appointed Vice President becomes President at the expiration of the previous President's term unless replaced by a newly elected President.

E. The Vice President can be expelled from office by a majority vote of the other Officers and Executive Board Members upon a vote of no confidence in the Vice President's leadership.

F. If the office of the Vice President becomes vacant, the Executive Board shall act promptly to appoint a new Vice President. The Executive Board may also conduct new elections to ensure that the Presidency and Vice Presidency remain elected positions.

Section 5. Secretary and Treasurer.

A. The Secretary and Treasurer, who may be the same person, shall be appointed by a vote of the Executive Board. If the CWPA has an Institutional Home, the Secretary and Treasurer shall be selected from willing candidates made available by the Institutional Home.

B. The Secretary and Treasurer shall disseminate information to the Officers and Executive Board, keep and disseminate minutes of each Executive Board meeting, keep a computerized current and replicable listing of members, provide updated lists of Officers and Executive Board Members, maintain bank accounts and records of monies of the organization, and report at each board meeting on the financial status and the condition of the organization.

C. The Secretary and Treasurer shall perform such other duties as may be assigned by the Institutional Home in fulfillment of the responsibilities of the Institutional Home.

D. By a majority vote of the Executive Board, the Secretary and/or Treasurer may be replaced by other willing candidates made available by the Institutional Home. During any period when the Institutional Home does not supply competent, willing candidates, the Executive Board may select any of its members to serve as interim Secretary and/or Treasurer.

E. The Secretary and Treasurer are entitled to participate in all activities of the Executive Board but are not voting members of the Executive Board unless otherwise elected or appointed to voting positions on the Executive Board.

Section 6. Transfer of Powers and Duties. During the absence or illness of any Officer of CWPA or for any other reason that the Executive Board may deem sufficient, the Executive Board may delegate and assign the powers and duties of any officer to any other Officer or to any Executive Board Member.

ARTICLE VIII PUBLICATIONS

Section 1. Journal.

A. CWPA shall devote to the publication of the journal an amount of money equal to the lesser of its previous year's allocation or one third of its annual membership dues receipts for the previous year. CWPA may devote additional amounts to the publication of the journal, and it may allocate additional amounts for specific expenses that shall not be included in the annual allocation for purposes of determining the allocation for the next year.

B. Additional revenue may come from the institution of the Editor and from advertisements in the journal.

C. The Editor and any staff appointed by the Editor may raise funding through advertisements appropriate to such a journal. The Editor shall decide uses of the funding from advertising for support of the journal.

D. The Officers and Executive Board shall appoint an Editor, consisting of one or more persons, after announcing the position to the membership, receiving nominations, and reviewing candidates. The Editor shall serve as an ex-officio member on the Executive Board without voting rights.

E. The Editor or Editor's designee reports to the board at each board meeting concerning circulation, rate of manuscript submission, availability of Editorial Board positions, names of current members of the Editorial Board, and any pertinent policies and practices concerning the journal.

F. The Editor appoints members of the Editorial Board from nominees solicited from the membership. The Editor submits nominees to the Executive Board for approval before their appointment to three-year, renewable terms.

Section 2. Approval. All publications bearing the name of CWPA must be approved by the Executive Board.

ARTICLE IX MISCELLANEOUS PROVISIONS

Section 1. Checks, Demands for Money and Notes. All checks, demands for money or notes of CWPA shall be signed by the Treasurer or by such other Officer or Officers as the Executive Board may from time-to-time designate. All checks, demands for money or notes of CWPA exceeding \$50,000 shall be signed by the Treasurer and one other person that is an Officer or an Executive Board Member.

Section 2. Fiscal Year. The fiscal year of CWPA shall end on the last day of June of each year.

Section 3. Corporate Books. Any books, records of account and minutes of the proceedings of the Executive Board Members and committees of CWPA may be in written form or in any other form capable of being converted into written form within a reasonable time. CWPA shall convert into written form without charge any such records not in such form upon written request of a person entitled, by law, to inspect them.

Section 4. Revenue and Expenses. Revenue of CWPA shall come primarily from membership dues and private contributions and donations. Budget deficits and overages must be absorbed in the next year's budget. The Treasurer is authorized to pay any bills for items in the approved budget. Items not budgeted for and not covered by related revenue shall be approved by the Executive Board.

Section 5. Disposition of Assets upon Termination. Upon the termination, dissolution or winding up of CWPA, the Executive Board shall, after paying or making provisions for the payment of all liabilities of CWPA, distribute its assets in accordance with the Articles of Incorporation of CWPA.

Section 6. Conflict of Interest. These Bylaws shall be subject to and interpreted as incorporating the Conflict of Interest policies adopted by the Executive Board from time to time.

ARTICLE X AMENDMENTS OF BYLAWS

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted, consistent with the provisions of Act 162, Public Acts of 1982 and Section 501(c)(3) of the Code, by the affirmative vote of a majority of the Executive Board Members then in office, given at the annual meeting or at any special meeting, provided that notice of the proposed amendment is included in the notice of such meeting. The Executive Board shall be entitled to adopt procedures further governing the CWPA by a vote of a two-thirds majority of the Executive Board. The procedures may not overrule the provisions of these Bylaws.

ARTICLE XI EXECUTIVE BOARD MEMBERS' ANNUAL STATEMENT

The Executive Board Members of CWPA shall at least once in each year cause a true statement of the operations and properties of CWPA for the preceding fiscal year to be made and to be communicated or distributed to each thereof within four months after the end of the fiscal year.

ARTICLE XII INDEMNIFICATION

Section 1. Third-Party Suits. To the extent permitted by Michigan law from time to time in effect and subject to the provisions of this Article XII, CWPA shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal,

administrative or investigative (other than an action by or in the right of CWPA) by reason of the fact that he/she is or was an Executive Board Member, director, Officer, employee, nondirector volunteer, or agent of CWPA, or is or was serving at the request of CWPA as an Executive Board Member, director, Officer, employee, nondirector volunteer or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of CWPA or its Executive Board Members, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of CWPA or its Executive Board Members and, with respect to any criminal action or proceeding, had reasonable cause to believe his/her conduct was unlawful.

Section 2. Suits by or in Right of CWPA. To the extent permitted by Michigan law from time to time in effect and subject to the provision of this Article XII, CWPA shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of CWPA to procure a judgment in its favor by reason of the fact that he/she is or was an Executive Board Member, director, Officer, employee, nondirector volunteer or agent of CWPA, or is or was serving at the request of CWPA as an Executive Board Member, director, Officer, employee, nondirector volunteer or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of CWPA or its Executive Board Members, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to CWPA unless and only to the extent that the court in which that action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for those expenses which that court shall deem proper.

Section 3. Indemnification Against Expenses. To the extent that a person who is or was an Executive Board Member, director, Officer, employee or agent of CWPA, or a director, Officer, employee, nondirector volunteer or agent of any other corporation, partnership, joint venture, trust or other enterprise with which he/she is or was serving at the request of CWPA has been successful on the merits or otherwise in defense of any action, suit or proceeding preferred to in Sections 1 and 2 of this Article XII or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

Section 4. Determination that Indemnification is Proper. Any indemnification under Sections 1 or 2 of this Article XII (unless ordered by a court) shall be made by CWPA only upon a determination that indemnification of the person is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article XII. That determination shall be made (i) by the Executive Board by a majority vote of a quorum consisting of Executive Board Members who were not parties to that action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, and a quorum of disinterested Executive Board Members so directs, by independent legal counsel in a written opinion.

Section 5. Reimbursement of Expenses. Expenses incurred by any person who may have a right of indemnification under this Article XII in defending a civil or criminal action, suit or proceeding may be paid by CWPA in advance of the final disposition of that action, suit or proceeding as authorized in the manner provided by Section 4 of this Article XII upon receipt of an undertaking by or on behalf of that person to repay that amount unless it shall ultimately be determined that he/she is entitled to be indemnified by CWPA pursuant to this Article XII.

Section 6. Bylaws Not Exclusive. The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which any person may be entitled under any bylaw, agreement, vote of disinterested Executive Board Members or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding his/her office, except to the extent that any indemnification may be contrary to law. The indemnification provided by this Article XII shall continue as to a person who has ceased to be an Executive Board Member, director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. CWPA may purchase and maintain insurance (and pay the entire premium therefor) on behalf of any person who is or was an Executive Board Member, director, Officer, employee, nondirector volunteer or agent of CWPA, or is or was serving at the request of CWPA as a director, Officer, employee, nondirector volunteer or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any of those capacities or arising out of his/her status as such, whether or not CWPA would have the power to indemnify him/her against liability under the provisions of the Michigan Nonprofit Corporation Act.

Section 8. Merged and Reorganized Constituent Corporations. For the purposes of this Article XII, references to CWPA include all constituent corporations absorbed by CWPA in a consolidation or merger, so that a person who is or was acting as a director, Officer, employee, nondirector volunteer or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provision of this Article XII with respect to CWPA as he/she would if he/she had served CWPA in the same capacity.

Section 9. Employee Benefit Plans Definitions. For the purposes of this Article XII, "other enterprises" shall include employee benefit plans; "fines" shall include

any excise taxes assessed on a person with respect to an employee benefit plan; and "serving at the request of CWPA" shall include any service as an Executive Board Member, director, Officer, employee, nondirector volunteer or agent of CWPA which imposes duties on, or involves services by, the Executive Board Member, director, Officer, employee, nondirector volunteer or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he/she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be considered to have acted in a manner "not opposed to the best interests of CWPA or its Executive Board Members" as referred to in this Article XII.

Section 10. Severability. The invalidity or unenforceability of any provision of this Article XII shall not affect the validity or enforceability of the remaining provisions of this Article XII.

Section 11. Former Executive Board Members and Officers. The indemnification provided in this Article continues for a person who has ceased to be an Executive Board Member or Officer and shall inure to the benefit of the heirs, executors, and administrators of the person.

Section 12. Amendment or Repeal of Article X. No amendment or repeal of this Article XII shall apply to or have any effect on any Executive Board Member or Officer of CWPA for or with respect to any acts or omissions of the Executive Board Member or Officer occurring prior to such amendment or repeal.

Effective: March 16, 2011

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