WESTERN PYROTECHNIC ASSOCIATION, INC. BY-LAWS
Updated 2026-02-15

ARTICLE I PURPOSE

The purpose of the Western Pyrotechnic Association (WPA) is set forth in the Articles of Incorporation of the Association.

ARTICLE II CORPORATE SEAL

The Corporate seal shall not be required to authorize any documents. Use of the Corporate Seal shall be under the direction of the Board of Directors.

ARTICLE III MEETINGS OF MEMBERS

Section 1 Business Meetings

For the purpose of conducting business of the WPA, an Annual Business Meeting of the Membership shall be held, which shall normally be held the third week of February along with the annual convention. The Board of Directors may call special meetings of the members. Notice of such meetings shall be given no less than 30 days in advance of the meeting. In the event of the cancellation of the annual convention, the Directors may conduct an annual meeting virtually.

Section 2 Quorum

Quorum for a Meeting of the Membership shall be those present at the time of meeting.

ARTICLE IV BOARD OF DIRECTORS

Section 1 Number

The Board of Directors shall consist of five Officers, who shall direct and control WPA powers, business and property of the WPA.

Section 2 Officer Positions

The Officers of the WPA shall be a President, Vice President, Communications Vice-President, Secretary and a Treasurer.

Section 3 Qualification

Each Member of the Board of Directors must be a regular Member in good standing with the WPA.

Section 4 Installation

The five Officers shall be elected by the Membership of the WPA at the Annual Business Meeting. If a position is contested, a vote shall be conducted by paper ballot. The paper ballots shall be counted by an election committee of three members that are appointed by the President. These elected Officers will comprise the WPA's Board of Directors. Directorship roles shall take effect immediately after the close of the Annual Meeting and shall continue for two years, unless sooner terminated, or until their respective successors are elected and qualified, except for the treasurer, whose effective date shall be as specified in Article V, Section 5. In even years, the President, Communications Vice-President, and Treasurer shall be elected. In odd years, the Vice President and Secretary shall be elected. Any person may only hold one position on the board. If a board member is elected to a different position on the board, they must resign their previous board position.

Section 5 Meeting of the Board of Directors

The Board of Directors shall meet immediately after the close of the Annual Business Meeting without notice, for the transaction of any required business.

Section 6 Regular or Special Meetings

The Board of Directors may meet at such time and place, as the President, or in the absence of the president, the Vice President, shall from time to time determine.

Section 7 Quorum

A majority of the Board of Directors shall be necessary to and shall constitute a quorum at such Regular or Special Meeting of the Board of Directors.

Section 8 Replacement of Board Member

1. Whenever a vacancy or vacancies shall occur in the Board of Directors, the Directors shall fill such vacancy by soliciting the Membership to obtain willing nominees. Election of interim directors from the nominee pool by majority vote of the entire remaining Board to fill any vacant position(s).

2. Any newly elected Director(s) shall hold office until the Members at the next Annual Meeting can elect a successor.

3. Any Director who ceases to be a Member of the WPA shall thereupon cease to be a Member of the Board of Directors.

4. Any Director who violates the purpose of the WPA or fails to complete their obligations as specified in the bylaws shall cease to be a Member of the Board of Directors as soon as a majority shall have passed a resolution to that effect.

Section 9 Powers & Duties

The Board of Directors shall have the power and it shall be their duty to:

1) Oversee the conduct, management and control of the affairs and business of the WPA in

conformity with the law and powers granted by the Articles of Incorporation; and to make rules and regulations for the guidance of the Officers in the management of its affairs.

2) Appoint and remove, at pleasure, all Committees, Chairs and members, agents and employees of the WPA, prescribe their duties, fix compensation and require from them, if advisable, security for faithful service in the form of a bond.

3) Have custody and control of the funds of the WPA, and to authorize the Treasurer to sign all orders upon said funds.

4) Authorize the Secretary to keep a complete record of all its acts of the proceedings of its Meetings, and to present a full statement at the Annual Meetings of the Members, showing in detail, the condition of the affairs of the WPA.

5) Appoint all necessary committees, execute necessary contracts or agreements, conduct necessary negotiations and do every other act or thing necessary to effectuate the purposes of the WPA in connection with its business and affairs, and to incur indebtedness with respect thereto.

6) Make a concise report of its activities at each Annual Meeting of the WPA.

7) Determine the accounting fiscal year.

8) Fix the amount of dues or assessments required from each Member for defraying of the proper expenses of the WPA in connection with the administration and conduct of its business and affairs. Said dues shall be equitably apportioned among the Members.

Section 10 Limitations

The Board of Directors shall not have the power to interfere with, in any manner, or to regulate the business and operation of the business of its Members.

ARTICLE V OFFICERS

Section 1 Election & Term of Office

Officers shall be elected by the Members of the WPA at the Annual Business Meeting of the Members and shall hold office until turned over to their successor as indicated in the description of their respective position, unless sooner removed or resigned, or until their respective successors are elected and qualified.

Section 2 President

The duties of the President shall take effect immediately after the close of the Annual Meeting of the Membership. The President shall preside (as the Chairman of the Board) at all Meetings of the Members of the WPA and at all Meetings of the Board of Directors. He/she shall, whenever deemed necessary, call Special Meetings of the Membership and/or of the Board of Directors. The President shall sign documents requiring the signature of the Chief Executive Officer. He/she shall appoint all committees, except as otherwise provided by these By-laws, and may, in his/her discretion, act as Chairman thereof. He/she shall perform and discharge such other duties and shall have such other powers as the Board of Directors may from time to time prescribe.

Section 3 Vice President

The duties of the Vice-President shall take effect immediately after the close of the Annual Meeting of the Membership. The Vice-President shall perform the duties of the office of the President in the absence of the President or in the case of physical or mental inability to act. The Vice-President shall have such other powers and shall perform such other duties as the Board of Directors shall, from time to time, prescribe.

Section 4 Treasurer

The outgoing Treasurer's duties and paperwork should be transferred effective June 1st of each year. This allows time for the previous treasurer to train the new treasurer, to close the books and file the Annual Tax returns resulting from Winter Blast business ending March 31st and two months to clean up and transfer the entire corporate accounting and tax returns to the new Treasurer. The duties of the Treasurer shall take effect after transfer of all records to the newly elected Treasurer unless the incoming Treasurer agrees to undertake the outgoing Treasurer's responsibilities. In no event should the transfer require more than 3 months after election of a new Treasurer. The Treasurer shall:

1. Account for all of the monies of the WPA received from any source from whom they shall be due, giving receipt thereof.

2. Have custody and control of all funds subject to the direction and control of the Board of Directors.

3. Shall keep a correct and accurate account of all monies received and disbursed, and of the financial condition of the WPA.

4. Prepare or supervise preparation and submission of any required tax filings such (i.e. W9s and 1099s).

5. Forward any completed tax filing to the Secretary for inclusion in the WPA Records.

6. Prepare and submit a statement of financial condition of the WPA whenever required by the Board of Directors

7. Retain an independent auditor each even year, ensure the performance of an audit or review and report all recommendations to the board.

8. Filing of annual Corporate officer's statements.

9. Perform other duties as the President may from time to time prescribe. The books and records shall at all times be open and accessible to inspection and audit by the Board of Directors, their designees, or to any Member.

Section 5 Secretary

The outgoing Secretary's duties are transferred upon conveyance of up to date corporate records to the new Secretary. This should occur no later than March 1st of each year so that the outgoing secretary has time to complete the minutes of the Winter Blast business meeting and to clean up the entire corporate record book for transfer to the new Secretary. The Secretary shall:

1. Maintain a correct roll of the Members of the WPA with their current addresses for use in the course of WPA business.

2. Collect all monies for dues, assessments or contributions and shall deliver the same to the Treasurer, taking receipt thereof, and shall keep a correct account of all monies received, reporting all such receipts at the Annual Meeting of the WPA.

3. Taking and maintaining correct and accurate minutes of the proceedings of all Meetings of the WPA, the Board of Directors.

4. Forwarding adopted minutes to the Area Vice Presidents.

5. Filing of annual Corporate officer's statements.

6. Filing of any and all required Nonprofit applications to obtain Tax Exempt ruling(s).

7. Qualify the WPA to do Business in any state where business was or will be transacted.

8. Maintain organized corporate records.

9. Other duties as the President may from time to time prescribe. The Secretary's books and records shall at all times be open and accessible to inspection and audit by the Board of Directors, their designees, or to any Member.

Section 6 Vice President of Communications

The Vice President of Communications is responsible for:

1. Compiling/editing letters and articles for publication of as many newsletters as the Board sees fit to authorize.

2. Publishing other printed material such as programs, badges, certificates and mailers as directed.

3. Affix or cause to be affixed mailing labels for directed mailings.

4. Other duties as the President may from time to time prescribe.

Section 7 Other Positions

In addition to the above Officers named, the Board of Directors may appoint Area Vice-Presidents and may appoint or enter into contract to obtain the services of an Executive Secretary, Assistant Secretary,

Assistant Treasurer, such other agents and employees, including counsel, as the Board of Directors may from time to time in its discretion determine, at such compensation as the Board may prescribe. Such Officers and other support staff shall have such powers as the Board of Directors may lawfully delegate.

Section 8 Compensation of Directors/Officers

Expenses incurred as a direct result of serving on the Board of Directors shall be eligible for reimbursement. In addition, the WPA will pay $595 yearly for each position held and satisfactorily performed either by an elected or appointed member as specified below. Such funds are designed as incentives to obtain and retain qualified members to execute the necessary business of the WPA. In addition, they are also designed as tokens of appreciation for the many evening and weekend hours provided in service to the WPA. Any and all payments are conditioned upon availability of funds and the President's confirmation that designated duties were fulfilled. Eligible positions include: President, Vice President, Treasurer, Secretary, Publications Vice President, Convention Chairman and Convention CoChairman. The Website manager(s) shall receive compensation of $450/year for maintaining the WPA's website, email list and providing the Board with email address links.

Section 9 Removal of Officers

Any complaint against any of the Officers alleging neglect or unfaithful performance of their duties, shall be made in writing, signed by three (3) Members in good standing, and addressed to the President (excepting as to any complaint against the President, in which event any such written complaint should be addressed to the Vice-President). The recipient of the complaint shall present the complaint to the Board of Directors at its next Regular Meeting or at any Special Meeting called for that purpose. If the complaint is against the President, the Vice President may call a special meeting for the purpose of resolving the complaint. The Board of Directors shall determine by a majority vote whether the complaint shall be dismissed or the officer in question shall be removed.

ARTICLE VI COMMITTEES

Section 1 Standing Committees

A standing committee is a committee that is anticipated to last more than one year and/or will continue until terminated by the Board of Directors. The Board of Directors may appoint standing committees, consisting of such Directors or Members and for such terms and with such powers and duties as it shall in its discretion determine. Standing Committees shall consider such specific matters and perform such specific functions as the Board of Directors may in its discretion prescribe.

Section 2 Special Committees

A special committee is a committee that is anticipated to last less than one year and/or will automatically terminate upon completion of duties. The Board of Directors or the President may from time to time appoint Special Committees for the performance of such duties and with such powers as may be prescribed and lawfully delegated to them.

ARTICLE VII GENERAL PROVISION CONCERNING MEMBERS

Section 1 Members Eligibility

Any person may be admitted to the WPA provided, that he shall have:

1. Reached the age of 18 years

2. Paid all required fees as required by the By-laws or resolution

3. Agreed to present valid identification (such as a valid driver's license) upon request. Failure to comply shall result in denial or revocation of WPA membership.

4. Met any and all rules and/or regulations adopted by the Board of Directors concerning qualifications of Members.

Section 2 Membership Certificates

The Secretary of the WPA shall cause to be issued to each Member in good standing, a certificate of Membership in such form as may be approved by the Board of Directors but neither said Membership, nor the certificate thereof, shall be assigned or assignable by said Member.

Section 3 Voting Power, Property Rights & Interests

1. The voting rights of the Members shall be equal and each Member shall be entitled to one vote.

2. Members may vote by proxy.

Section 4 Withdrawal/Resignation

Any Member may withdraw or resign from this WPA, in which event his/her resignation shall be effective as soon as received by a member of the Board or by the Secretary.

ARTICLE VIII EXPULSION, SUSPENSIONS and NON-RENEWAL OF MEMBERSHiP

Section 1 Enforcement

1) In the event that any Member violates these By-laws, rules, regulations, or the Code of Conduct of the WPA, or has been found guilty of conduct adversely reflecting upon the WPA, said Member may be subject to suspension, expulsion, or non-renewal of Membership.
2) Any Member suspended, expelled, or denied membership renewal, shall be given reason for such action and may request a due-process hearing. Due process includes the right to hear the charges or violations being made, confront one's accuser or accuser's allegations, produce witnesses and/or statements, and to be represented by counsel.
3) After a hearing (if required),or upon its own motion, the Board of Directors, by a ⅔ majority vote, of the whole Board, will have the final say in the outcome of the proposed suspension, expulsion, or non-renewal of Membership.

ARTICLE IX FUNDS

Section 1 Funds

All moneys belonging to the WPA shall be deposited in such bank or banks to be designated by the Board of Directors.

Section 2 Liability of Members

The Members shall not be liable for the debts of this WPA except to the extent of any unpaid portion of their respective Membership Assessment fees.

ARTICLE X AMENDMENTS

These By-laws may be altered or amended by a 3/4th majority vote of the members attending the

Annual Business Meeting. Modifications to these bylaws require previous notice, of no less than 30 days prior to the Annual Meeting to the membership through publication of proposed changes in the newsletters or by other means which reach the majority of the membership.

ARTICLE XI DISSOLUTION

Upon the dissolution of the WPA, its assets shall be transferred to such charitable organizations as the Board shall designate, which qualify as tax exempt under Section 501-A9 (6) of the Internal Revenue Code, or corresponding provisions then in effect.

ARTICLE XII OTHER PROVISIONS

The American flag will be displayed at WPA events.

Revision History

Item 1: 3/1/1995, Article II Corporate Seal of the By-Laws was changed, by action of the Board of Directors, from:

The Corporate powers, business and property of the Association shall be exercised, conducted, and controlled by a Board of Directors of five Members

To:

The Corporate seal shall not be required to authorize any documents. Use of the Corporate Seal shall be under the direction of the Board of Directors.

Item 2: 3/1/1995, Article IV, Section 1 - Number was changed, by action of the Board of Directors, from:

The Corporation powers, business and property of the Association shall be exercised, conducted and controlled by a Board of Directors of five Members, who shall serve as the elected Officers of the Association.

To:

The Board of Directors shall consist of up to five Members who shall direct and control Association powers, business and property of the Association.

Item 3: 3/1/1995, Article IV Section 3 - Installation was changed, by action of the Board of Directors, from:

Five Officers shall be elected Annually from the Membership of the Association at the Annual Meeting and these five Officers will compromise the Board of Directors of the Association. The Directors shall take office immediately after election, and shall serve one year, unless sooner removed, or until their respective successors are elected and qualified.

To:

Up to five Members may be elected by the Membership of the Association at the Annual Business Meeting. These elected Members will comprise the Association's Board of Directors and shall also serve as Officers of the Association. Directorship roles shall take effect immediately after the cose of the Annual Meeting and shall continue for two years, unless sooner terminated, or until their respective successors are elected and qualified. At each Annual Business Meeting, directors who have served one year will be asked if they are willing and able to continue in their elected position for one additional year of service. If they are willing and able to continue in their elected position until the next Annual Business Meeting without election. Should they inform the membership and the board that they are not able to continue in their position, an election for those directorship positions will be held prior to the close of the Annual Business Meeting.

Item 4: 3/1/1995,, Article IV Section 5 Regular Meetings was changed, by action of the Board of Directors from:

The Board of Director shall meet thereafter at such time and place as the Membership thereof shall from

time to time determine.

To:

Section 5 - Regular or Special Meetings

The Board of Directors may meet at such time and place, as the Chairman of the Board shall from time to time determine.

Item 5: 3/1/1995 Article IV Section 7 - Quorum was changed, by action of the Board of Directors, from:

Section 7 - Quorum

(a) Whenever s vacancy in the Board of Directors shall occur, the Directors shall fill such vacancy by election, by majority vote of the entire Board, of some other Member to fill such vacancy, and such new Director shall hold office until the election of a successor by the Members, at the next Annual Meeting.
(b) Any Director who ceases to be a Member of the Association shall thereupon cease to be a Member of the Board of Directors.
(c) Any Director who violates any purpose of this association in any particular shall cease to be a Member of the Board of Directors as soon as a majority shall have passed a resolution to that effect.

To:

Section 7 - Replacement of Board Members

(a) Whenever a vacancy or vacancies shall occur in the Board of Directors, the Directors shall fill such vacancy by:
  (i) Soliciting the Membership to obtain willing nominees;
  (ii) Election of interim directors from the nominee pool by majority vote of the entire remaining Board to fill any vacant position(s).
(b) Any newly elected Director(s) shall hold office until the Members at the next Annual Meeting can elect a successor.
(c) Any Director who ceases to be a Member of the Association shall thereupon cease to be a Member of the Board of Directors.
(d) Any Director who violates any purpose of this association in any particular shall cease to be a Member of the Board of Directors as soon as a majority shall have passed a resolution to that effect.

Item 6: 3/1/1995 Article V - Powers & Duties of Directors was moved and changed, by action of the Board of Directors from:

Article 7 - Powers & Duties of Directors

Section 1 - Powers & Duties

The Directors shall have the power and it shall be their duty:

(1) To conduct, manage and control the affairs and business of the Association in conformity with the law and powers granted by the Articles of Incorporation; and to make rules and regulation for the guidance of the Officers in the management of its affairs.
(2) To appoint and remove, at pleasure, all Officers, Committees, agents and employees of the

Association, prescribe their duties, fix compensation and require from them, if advisable, security for the faithful service in the form of a bond.

(3) To have the custody and control of the funds of the Association, and to designate the Treasurer, to sign all orders upon said funds.

(4) To keep complete record of all its acts of the proceedings of its Meetings, and to present a full statement at the Annual meetings of the Members, showing in detail, the condition of the affairs of the Association.

(5) To appoint all necessary committees, execute necessary contracts or agreements, conduct necessary negotiations and do every other act or thing necessary to effectuate the purposes of this Association in connection with its business and affairs, and to incur indebtedness with respect thereto.

(6) To make a concise report of its activities at each Annual Meeting of the Association and to present said report to the Association for its vote of approval.

(7) To fix the amount of dues or assessments required from each Member for defraying of the proper expenses of the Association in connection with the administration and conduct of its business and affairs, said dues to be equitably apportioned among the Members.

To:

Article IV Board of Directors

Section 8 - Powers & Duties

The Directors shall have the power and it shall be their duty:

1) *Oversee the conduct, management and control of the affairs and business of the Association in conformity with the law and powers granted by the Articles of Incorporation; and to make rules and regulations for the guidance of the Officers in the management of its affairs.*
2) *To appoint and remove, at pleasure, all Officers, COmmittees, agents and employees of the Association, prescribe their duties, fix compensation and require from them, if advisable, security for faithful service in the form of a bond.*
3) *To have custody and control of the funds of the Association, and to authorize the Treasurer, to sign all orders upon said funds.*
4) *To authorize the Secretary to keep complete record of all its acts of the proceedings of its Meetings, and to present a full statement at the Annual Meeting of the members, showing in detail, the condition of the affairs of the Association.*
5) *To appoint all necessary committees, execute necessary contracts or agreements, conduct necessary negotiations and do every other act or thing necessary to effectuate the purposes of this Association in connection with its business and affairs, and to incur indebtedness with respect thereto.*
6) *To make a concise report of its activities at each Annual Meeting of the Association and to present said report to the Association for its vote of approval.*
7) *To determine the accounting fiscal year. The current calendar fiscal year is to be changed to run from April 1st to March 31st of each year to better reflect the end of our primary economic activity.*
8) *To fix the amount of dues or assessments required from ach Member for defraying of the proper expenses of the Association in connection with the administration and conduct of its business and affairs. Said dues shall be equitably apportioned among the Members.*

Item 7: 3/1/1995 by action of the Board of Directors, Article IV Section 2 - Limitations, was moved to

Article IV Board of Directors, Section 9.

Item 8: 3/1/1995 Article VI - Officers was changed by action of the Board of Directors from:

Article VI - Officers

Section 1 - Qualifications

The Officers of the Association shall be a President, Vice President, Publications Vice President, Publications Vice President, Secretary, and a Treasurer.

Section 2 - Election & Term of Office

Said Officers shall be elected by the Members of the Association at the Annual Meeting of the Members and shall hold office for one year, unless sooner removed, or until their respective successors are elected and qualified. Whenever any vacancy among said Officers shall occur, the Board of Directors shall fill such vacancy by election of an Officer qualifying for such office at a Special Meeting called for such purposes, who shall hold office for the remainder of the unexpired term of said office, unless sooner removed, or until his successor is elected and qualified.

Section 3 - Area Vice-Presidents and Other Officers

In addition to the Officers names, the Board of Directors may appoint Area Vice-Presidents and may appoint or enter into contract of employees with an Executive Secretary, such Assistant Secretaries and Assistant Treasurers and such other agents and employees, including counsel, as it from time to time in its discretion determine, at such compensation as the Board of Directors may prescribe. Such Officers shall have such powers as the Board of Directors may lawfully delegate.

Section 4 - President

The President shall preside at all Meetings of the Members of the Association and at all Meetings of the Board of Directors. He shall, whenever he shall deem it necessary, call Special Meetings of the Members of the Board of Directors. He shall sign, as President, all certificates of Membership and all other documents requiring the signature of the Chief Executive Officer; and shall appoint all committees, except as otherwise provided by these By-Laws, and may, in his discretion, act as Chairman thereof; and he shall perform and discharge such other duties and shall have such other powers as the Board of Directors may from time to time prescribe.

Section 5 - Vice President

The Vice President shall perform the duties of the office of the President in the absence of the President or in the case of physical or mental inability to act, and shall have such other powers and shall perform such other duties as the Board of Directors shall, from time to time prescribe.

Section 6 - Treasurer

The Treasurer shall receive all of the moneys of the Association from the Secretary or from other persons from whom they shall be due, giving his receipt thereof, and shall have the custody and control of all funds of the subject to the direction and control of the Board of Directors, and he shall keep a correct and accurate account of all moneys received and disbursed, and of the financial condition of the Association, and he shall whenever required by the Board of Directors, prepare and submit a statement of the financial condition of the Association, his shall all at all times be open and accessible to inspection and audit by the Board of Directors, or any Corporate (full) Members or associate Members.

Section 7 - Secretary

The Secretary shall keep a correct roll of the Members of the Association with their post office addresses he shall collect all moneys for dues, assessments or contributions and shall deliver same to the Treasurer, taking receipt thereof, and shall keep a correct account of all moneys received, reporting all such receipts at the Annual Meeting of the Association and he shall take and keep correct minutes of the proceedings of all Meetings of the Association, the Board of Directors, ad shall have such other duties as the Board of Directors shall from time to time prescribe. His books and records shall at all times be accessible to inspection by the Board of Directors and all Corporate Members.

Section 8 - Removal of Officers

Any complaint against any of the Officers alleging neglect or unfaithful performance of their duties shall be made in writing, signed by three (3) Members in good standing, and addressed to the President (excepting as to any complaint against the President, in which event any such written complaint should be addressed to the Vice-President). The complaint shall be presented by the President of the Board of Directors at its next Regular Meeting or at any Special Meeting called for that purpose. The Board of Directors shall determine by majority vote whether the complaint shall be dismissed or whether the same shall be presented at a Special Meeting of the Association.

To:

Article V - Officers

Section 1 - Qualifications

The Officers of the Association shall be a President, Vice President, Publications Vice-President, Secretary, and a Treasurer.

Section 2 - Election & Term of Office

Said Officers shall be elected by the Members of the Association at the Annual Meeting of the Members and shall hold office until turned over to their successor as indicated in the description of their respective position, unless sooner removed, or until their respective successors are elected and qualified. Whenever any vacancy among said Officers shall occur, the Board of Directors shall fill such vacancy. The Board shall fill the vacancy by electing moe or more Officers qualifying for such office at a Special Meeting called for such purpose, who shall hold office for the remainder of the unexpired term of said office(s), unless sooner removed, or until a successor is elected and qualified.

Section 3 - President

The duties of the President shall take effect immediately after the close of the Annual Meeting of the Membership. The President shall preside (as the Chairman of the Board) at all Meetings of the Members of the Association and at all Meetings of the Board of Directors. The President shall sign documents requiring the signature of the Chief Executive Officer. He/she shall appoint all committees, except as otherwise provided by these By-laws, and may, in his/her discretion, act as Chairman thereof. He/she shall perform and discharge such other duties and shall have such other powers as the Board of Directors may from time to time prescribe.

Section 4 - Vice President

The duties of the Vice-President shall take effect immediately after the close of the Annual Meeting of the Membership. The Vice-President shall perform the duties of the office of the President in the absence of the President, or in the case of a physical or mental inability to act. The Vice-President shall have such other powers and shall perform such other duties as the Board of Directors shall, from time to time, prescribe.

Section 5 - Treasurer

The outgoing Treasurer's duties and paperwork should be transferred effective June 1st of each year. This allows time for the previous Treasurer t train the new treasurer, to close the books and file the Annual Tax returns resulting from Winter Blast business ending March 31st, and two months to clean up and transfer the entire corporate accounting and tax returns to the new Treasurer. The duties of the Treasurer shall take effect after transfer of all records to the newly elected Treasure unless the incoming Treasurer agrees to undertake the the outgoing Treasurer's responsibilities. In no event should the transfer require more than 3 months after election of a new Treasurer. The Treasurer shall:

- *Account for all of the moneys of the Association received from any persons from whom they shall be due, giving receipt thereof;*
- *Have custody and control of all funds subject to the direction and control of the Board of Directors;*
- *Shall keep a correct and accurate account of all moneys received and disbursed, and of the financial condition of the Association;*
- *Prepare or supervise the preparation and submission of any required tax filings such (i.e. W9s and 1099s);*
- *Forward any completed tax filing to the Secretary for inclusion in the Association records;*
- *Prepare and submit a statement of financial condition of the Association, whenever required by the Board of Directors;*
- *Retain an independent auditor each even year, ensure the performance of an audit and report all recommendations to the board;*
- *Perform other duties as the President may from time to time prescribe.*

The books and records shall at all times be open and accessible to inspection and audit by the Board of Directors, their designee, or to any Member.

Section 6 - Secretary

The outgoing Secretary's duties are transferred upon conveyance if up to date corporate records to the new Secretary. This should occur no later than March 1at of each year that the outgoing Secretary has time to complete the minutes of the Winter Blast Business meeting and to clean up the entire corporate record book for transfer to the new Secretary. The Secretary shall:

- *Maintain a correct roll of the Members of the Association with their current addresses for use in the course of the Association business;*
- *Affix his/her signature to all certificates of Membership;*
- *Collect all moneys for dues, assessments or contributions and shall deliver same to the Treasurer, taking receipt thereof, and shall keep a correct account of all moneys received, reporting all such receipts at the Annual Meeting of the Association;*
- *Taking and maintaining correct and accurate minutes of the proceedings of all Meetings of the Association, the Board of Directors;*
- *Forwarding of adopted minutes to Area Vice Presidents;*
- *Filing of annual Corporate officer's statements;*
- *Filing of ant and all required Non-Profit applications to obtain Tax Exempt ruling(s);*
- *Qualifying the Association to do Business in any state where business was or will be transacted;*
- *Maintain organized corporate records;*
- *Other duties as the President may from time to time prescribe.*

The Secretary's books and records shall at all times be open and accessible to inspection and audit by

the Board of Directors, their designees, or to any Member.

Section 7 - Vice President of Publications

The Vice President of Publications is responsible for:

- *Compiling/editing letters and articles for publication of at least 4 newsletters each fiscal year;*
- *Publishing other printer material such as programs, badges, certificates and mailers as directed;*
- *Affix or cause to be affixed mailing labels for directed mailings;*
- *Other duties as the President may from time to time prescribe.*

Section 8 - Other Positions

In addition to the above Officers names, the Board of Directors may appoint Area Vice-Presidents and may appoint or enter into contract to obtain the services of an Executive Secretary, Assistant Secretary, Assistant Treasurer, such other agents and employees, including counsel, as the Board of Directors may prescribe. Such Officers and other support staff shall have such powers as the Board of Directors may lawfully delegate.

Section 9 - Compensation of Directors/Officers

Expenses incurred as a direct result of serving on the Board od Directors shall be eligible for reimbursement. In addition, the association will pay $595 yearly for each position held and satisfactorily performed either by an elected or appointed member. Such funds are designed as incentives to obtain and retain qualified members to execute the necessary business of 'the Association'. IN addition, they are also designed as tokens of appreciation for the many evening and weekend hours provided in service to the Association. The Publications Manager shall be expected to produce 2 newsletter under this stipend. Any additional newsletters will receive an additional stipend of $290 each, Any and all payments are conditioned upon availability of funds and the President's confirmation that designated duties were fulfilled. Eligible positions include: President, Vice President, Treasurer, Secretary, Publications Vice President, Web Site Administrator, Convention Chairman, and Convention Co-Chairman.

Section 10 - Removal of Officers

Any complaint against any of the Officers alleging neglect or unfaithful performance of their duties, shall be made in writing, signed by three (3) Members in good standing, and addressed to the President (excepting as to any complaint against the President, in which event any such written complaint should be addressed to the Vice-President). The complaint shall be presented by the President to the Board of Directors at its next Regular Meeting or at any Special Meeting called for that purpose. The Board of Directors shall determine by a majority vote whether the complaint shall be dismissed or whether the same shall be presented at a Special Meeting of the Association.

Item 9: 3/1/1995 With the moving of Article V - Powers & Duties of Officers to Article IV - Board of Directors, the following Articles have been renumbered, by action of the Board of Directors:

Article VII - Committees becomes Article VI - Committees

Article VIII - General Provisions Concerning Members becomes Article VII - General Provisions Concerning Members

Article IX - Expulsion & Suspension becomes Article VIII - Expulsion & Suspension

Article X- Funds becomes Article IX - Funds

Article XI - Amendments becomes Article X - Amendments

Article XII - Dissolution becomes Article XI - Dissolution

Item 10: 3/1/1995 Article VIII Section 1 Members Eligibility has been changed, by action of the Board, from:

Section 1 - Members Eligibility

Any person may be admitted to the Association provided, that he shall have paid Membership or admission fees, as required by the Articles of Incorporation, the By-Laws and any and all rules and regulations adopted by the Board of Directors concerning qualifications of Members, and has reached the age of 18 years.

To:

Section 1 - Members Eligibility

Any person may be admitted to the Association provided that he shall have:

- Reached the age of 18 years;
- Paid all fees as required by the By-laws or resolution;
- Agreed to present valid identification (such as a valid driver's license) upon request. Failure to comply shall result in denial or revocation of WPA membership;
- Met any and all rules and/or regulations adopted by the Board of Directors concerning qualifications of Members.

Item 11: 3/1/1995 Article VIII Section 2 Membership Certificates has been changed, by action of the Board of Directors, from:

Section 2 - Membership Certificates

The Association shall cause to be issued to each Member in good standing, a certificate of Membership in such form as may be approved by the Board of Directors but neither said Membership, nor the certificate thereof, shal be assigned or assignable by said Member.

To:

Section 2 - Membership Certificates

The Secretary of the Association shall cause to be issued to each Member in good standing, a certificate of Membership in such form as may be approved by the Board of Directors but noether said membership, nor certificate, shall be assigned or assignable by said Member.

Item 12: 3/1/1995 Article VIII Section 3(b) has been changed, by action of the Board of Directors from:

(b) Members may vote by proxy or by mail is permitted except at the Annual Meeting.

To:

(b) Members may vote by proxy or mail.

Item 13: 3/1/1995 Article VIII /section 4 Withdrawal/Resignation has been changed by action of the Board of Directors from:

Section 4 - Withdrawal/Resignation

Any Member may withdraw or resign from this Association, in which even his resignation shall be effective as soon as received by the Board or Secretary or Treasurer.

To:

Section 4 - Withdrawal/Resignation

Any Member may withdraw or resign from this Association, in which event his/her resignation shall be effective as soon as received by a member of the Board or by the Secretary.

Item 14: 3/1/1995 Article XI Section 1 - Amendments was changed by action of the Board of Directors from:

Section 1 - Amendments

These Bylaws may be altered or amended at any Meeting by the majority vote of the association members. The written assent of the majority vote of the association members shall be effectual to repeal or amend the bylaws or to adopt additional Bylaws without any meetings.

To:

These Bylaws may be altered or amended by a majority vote of the Board of Directors. The written assent of the majority vote of the association members shall be effectual to repeal or amend the bylaws or adopt additional Bylaws without any Meetings.

Item 15: 2/16/214 The Board of Directors presented a complete rewrite of the Association's Bylaws at the General Business Meeting. The new version of the Association Bylaws was adopted by the Association Membership by acclimation.

Item 16: 05/01/2015: Change "Publications Vice President" to "Communications Vice President" per approved By- Law changed from WWB 26 General Business Meeting.

Item 17: 2/19/2023 At the General Business Meeting the members approved the following changes:

From:

ARTICLE III MEETINGS OF MEMBERS
For the purpose of conducting business of the WPA, Meetings of the Membership shall be held annually, with time and date to be decided by the President.

To:

ARTICLE III MEETINGS OF MEMBERS

Section 1. Business Meetings

For the purpose of conducting business of the WPA, an Annual Business Meeting of the

Membership shall be held, which shall normally be held the third week of February along with the annual convention. The Board of Directors may call special meetings of the members. Notice of such meetings shall be given no less than 30 days in advance of the meeting. In the event of the cancellation of the annual convention, the Directors may conduct an annual meeting virtually.

Section 2. Quorum

Quorum for a Meeting of the Membership shall be those present at the time of meeting.

From:

ARTICLE X AMENDMENTS
These By-laws may be altered or amended by a 3/4th majority vote of the members attending the Annual Business Meeting. Modifications to these bylaws require previous notice to the membership through publication of proposed changes in the newsletters or by other means which reach the majority of the membership.

To

ARTICLE X AMENDMENTS

These By-laws may be altered or amended by a 3/4th majority vote of the members attending the Annual Business Meeting. Modifications to these bylaws require previous notice, of no less than 30 days prior to the Annual Meeting to the membership through publication of proposed changes in the newsletters or by other means which reach the majority of the membership.

Item 18: At the 2026-02-15 General Business Meeting the member approved the following change:

From:

ARTICLE VIII EXPULSION & SUSPENSION

Section 1 Enforcement

In the event that any Member knowingly violates these By-laws, or any of the provisions thereof, he shall be subject to suspension or expulsion as a Member of the WPA.

Section 2 Suspension

Upon its own motion or upon a complaint in writing, signed by ten Members of the WPA in good standing, charging any Member with violation of these By-laws or conduct adversely reflecting upon the WPA, The Board of Directors may, by vote of a majority of the whole Board, order the expulsion of such Member and terminate his/her certificate of Membership.

To:

ARTICLE VIII EXPULSION, SUSPENSIONS and NON-RENEWAL OF MEMBERSHiP

Section 1 Enforcement

1) In the event that any Member violates these By-laws, rules, regulations, or the Code of Conduct of the WPA, or has been found guilty of conduct adversely reflecting upon the WPA, said Member may be subject to suspension, expulsion, or non-renewal of Membership.

2) Any Member suspended, expelled, or denied membership renewal, shall be given reason for such action and may request a due-process hearing. Due process includes the right to hear the charges or violations being made, confront one's accuser or accuser's allegations, produce witnesses and/or statements, and to be represented by counsel.
3) After a hearing (if required),or upon its own motion, the Board of Directors, by a ⅔ majority vote, of the whole Board, will have the final say in the outcome of the proposed suspension, expulsion, or non-renewal of Membership.

Obsolete ByLaws