



BY-LAWS
American Weather and Climate Industry Association Incorporated
Re-Adopted: October 26, 2004
Revised: January 12, 2009

ARTICLE 1
NAME AND LOCATION

Section 1. NAME:

The name of this organization shall be the American Weather and Climate Industry Association Incorporated, a non-profit Trade Association incorporated in the Commonwealth of Virginia, which may be referred to as the AWCIA (the “Association” or “AWCIA”).

Section 2. LOCATION:

The Office of the Association shall be located in such a locality as may be determined by the Board of Directors from time to time.

ARTICLE 2
OBJECTIVES

The American Weather and Climate Industry Association is organized for the following purposes:

- A. To promote the unique place of the American Weather Industry in the American weather enterprise as the only private sector producer of information, services and systems related to weather.
- B. To afford a means of active and positive cooperation with the government, including all federal departments and agencies that budget for and/or conduct programs in the atmospheric sciences;
- C. To promote through legislative, regulatory and governmental initiatives, recognition and expansion of the role of the American Weather Industry as a source of weather services and products to business, government and the general public;
- D. To assist development of inherently governmental federal weather programs and services, and lend public support to federal agencies seeking approval of true “public service” programs;
- E. To actively oppose unfair competition with the American Weather Industry by federal agencies, federally funded university and non-profit laboratories, and subsidized foreign corporations; and
- F. To provide an objective forum for the discussion and resolution of common problems and general issues that impact the American Weather Industry;



- G. To inform the general public of the existence of and the important role played by the American Weather Industry;
- H. To provide a coordinated voice for the American Weather Industry on national issues;
- I. To inform its members of economic, governmental, judicial, legislative and industrial developments affecting the industry, either directly or indirectly;
- J. To establish, and maintain active cooperation by its members with other persons, groups, corporations and associations that may have a common interest in the attainment of these purposes as stated;
- K. To engage in any and all lawful activities incidental to the forgoing purposes.

ARTICLE 3 MEMBERSHIP

Section 1. QUALIFICATION:

A. Regular Member - Regular membership in this Association shall be composed of “for-profit” businesses (proprietorships, partnerships, corporations, limited liability companies, and other similarly legally recognized entities as well as major divisions of such) primarily engaged in the American Weather Industry and incorporated or headquartered in the United States of America. A business is “Engaged” in the American Weather Industry if it produces or provides information, services or systems related to weather.

B. Related Member – Where a business organization within the American Weather Industry has majority ownership (e.g. as a parent-subsidiary relationship) with another company or companies within the American Weather Industry, each such company, or any one, may become a Regular Member or the business organization may chose to have one company be a Regular Member and the other related company(s) may become a Related Member(s). No business organization may have one or more related memberships, unless it maintains at least one Regular Membership.

C. Associate Member – Associate membership shall be composed of any person, firm, or association engaged in activities (profit or non-profit) related to or in some way supportive of the American Weather Industry.

D. The Board of Directors may adopt “Declarations of Policy” respecting membership qualification and implementation of this Section and shall be the final authority on issues of membership.

E. In addition, the Board of Directors may establish such other categories of membership as it deems necessary and shall adopt criteria defining the requirement for membership in those categories.

Section 2. VOTING:

A. Each Regular Member, qualified under Article 3, Section 1.A., shall appoint and certify to the Secretary of the Association a human person to be its representative in the Association and who shall represent,



vote and act for the Regular Member in the affairs of the Association, including the holding of office therein. Each member may designate an alternative representative to act in place of the named representative. Each person or persons so designated shall be delegated the authority by the Regular Member to bind the Regular Member in Association affairs. It is generally suggested, except in large companies where such may be impractical, that such person designated be a principal, owner, partner, or executive at the vice president level or above or other similarly appropriate person.

B. Only Regular Members shall have the right to vote with each Regular Member having only one vote.

Section 3. APPLICATION FOR MEMBERSHIP:

A. All applicants for membership shall complete and sign the form of application provided by the Association and submit the application to the principal office of the Association. The names of applicants shall be published to all members.

B. The Board of Directors shall review all applications for membership and, when appropriate, approve the application. The Board of Directors shall have the right to grant an exemption from the criteria established.

Section 4. REMOVAL:

Any member may be removed from membership by the Board of Directors for cause, other than non-payment of dues, by two-thirds (2/3) vote of all of its members. For any cause other than non-payment of dues, removal shall occur only after a member has been advised of the complaint lodged against him, her or it and has been given reasonable opportunity for defense. Such member, if removed, may appeal the decision of the Board of Directors to the next following Annual Meeting of the Association, provided that the notice of intent to appeal is delivered to the President prior to the first day of the annual meeting.

Section 5. RESIGNATION:

Any member may resign by filling a written resignation with the President, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued and unpaid for the year in which the resignation occurs.

Section 6. TRANSFER OF MEMBERSHIP:

Membership in the Association is not transferable or assignable.



ARTICLE 4 DUES AND FISCAL YEAR

Section 1. ESTABLISHMENT OF DUES:

The Board of Directors shall determine the annual dues to be paid by members. Dues may be fixed on a graduated basis or on such other classification which the Board of Directors may determine.

Section 2. PAYMENT OF DUES:

Dues shall be payable in advance. The dues of a new member may be a fixed amount for the first year of membership.

Section 3. DELINQUENCY:

Any member of the Association who shall be delinquent in dues for a period of thirty (30) days from the time dues become due, shall be notified of such delinquency by the Treasurer. If payment of dues is not made within the next succeeding thirty (30) days, the delinquent member shall be reported to the Board of Directors and may be dropped from the rolls thereupon forfeiting all rights and privileges of membership.

Section 4. REFUNDS:

No dues shall be refunded to any member whose membership terminates for any reason.

Section 5. FISCAL YEAR:

The fiscal year shall commence on January 1 of each year and end as of the last day of December each year.

ARTICLE 5 MEETINGS OF MEMBERS

Section 1. ANNUAL MEETING:

The Annual Meeting of the members of the Association shall be held at such place and on such dates as may be determined by the Board of Directors.

Section 2. SPECIAL MEETINGS:

Special Meetings of the members of the Association may be called by the Board of Directors. Upon written request of not less than thirty-three percent (33%) of the Regular Members of the Association, the President shall call a Special Meeting of members to consider the specific subject or subjects specified in the request and no other business shall be considered at such Special Meeting

Section 3. NOTICE OF MEETING:



A. Written notice of the Annual Meeting of the members of the Association shall be mailed, faxed or emailed to each member not less than thirty (30) days before the date of the meeting.

B. Written notice of a Special Meeting of the members of the Association shall be mailed, faxed or emailed to each member not less than ten (10) days before the date of the meeting. Such notice shall include an agenda for said meeting.

Section 4. QUORUM:

At an Annual or Special Meeting of members, a quorum shall consist of such Regular Members of the Association who attend the meeting.

Section 5. VOTING:

A. At all meetings of members each Regular Member shall have one (1) vote on any matter submitted for vote by the members.

B. A Regular Member may vote in person through its named representative or alternate or by proxy executed in writing by the Regular Member and delivered to the President. No proxy shall be valid for any meeting other than that specified in the proxy.

Section 6. RULES OF ORDER:

The meetings and proceedings of the Association shall be regulated and controlled according to Robert's Rules of Order (last revised) for parliamentary procedure, except as may be otherwise provided by these By-Laws.

**ARTICLE 6
BOARD OF DIRECTORS**

Section 1. AUTHORITY AND RESPONSIBILITY:

The governing body of the Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees and publications shall actively prosecute its objectives and shall supervise the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of Association business as shall be deemed appropriate.

Section 2. COMPOSITION:

The Board of Directors shall consist of no fewer than five (5) and not more than twenty-four (24) Regular Members, the number to be fixed annually. The Board of Directors shall include the elected Officers of the Association.

Section 3. ELECTION AND TERM:



A. Directors shall be elected at the Association's Annual Meeting by vote of the majority of Regular Members present and voting. Each shall serve a term not less than one (1) or more than three (3) years, to be fixed at time of election.

B. Any Director shall be eligible for reelection.

C. No Regular Member may have more than one (1) Director position.

Section 4. NOMINATIONS:

A. The Immediate Past President and two Regular Members appointed by the President, shall constitute a Nominating Committee, whose duty it shall be to nominate candidates for director to be elected at the next Annual Meeting. The Nominating Committee shall nominate that number of candidates equal to the number of seats on the Board which will expire at the next Annual Meeting.

B. The Nominating Committee shall notify the President, in writing, at least thirty (30) days before the date of the Annual Meeting, the names of such candidates, and the President shall announce such nominations at the Annual Meeting.

C. Nominations for candidates for the Board of Directors may also be made on the floor at the Annual Meeting.

D. The immediate Past President shall be Chairman of the Nominating Committee and shall communicate with the members of the Committee or arrange a meeting thereof, for the purpose of selecting a slate of candidates. The Nominating Committee shall adopt and document procedures, which, until modified, shall be followed by subsequent Nominating Committees.

Section 5. QUORUM:

A majority of the Board of Directors shall constitute a quorum for the transaction of the business of the Association, or, if the absence of a quorum is not suggested, those present shall constitute a quorum, and any such business thus transacted shall be valid, providing it is affirmatively passed upon by a majority of those present.

Section 6. MEETINGS:

A. The Annual Meeting of the Board of Directors shall be held at the time of the Annual Meeting of the Association.

B. Regular Meetings may be held upon the call of the President or a signed request of a majority of the Directors.



C. The President may call a Special Meeting of the Board to consider one or more specific matters (and none others) and shall call such Special Meeting upon the written petition of not less than twenty-five (25%) of the Directors in office at the time of the petition.

D. Meetings may be held in person or by conference call.

Section 7. NOTICE:

A. Notice of all Regular Meetings of the Board shall be given to the Directors not less than fifteen (15) days before the meeting is held.

B. Notice of Special Meetings of the Board shall be given to the Directors not less than thirty (7) days before the meeting is held. Notice of Special meetings may be given by written notice, fax or email. Said notices shall include the agenda of the meeting.

Section 8. VOTING:

The voting rights of the Director shall be delegated to the representative of the Director's organization, but may not otherwise be exercised by proxy.

Section 9. MAIL VOTE:

Whenever, in the judgment of the President, any question shall arise which he or she considers should be put to a vote of the Board of Directors, and when he or she deems it inexpedient to call a Special Meeting for such purpose, the President may, unless otherwise required by these By-laws, submit such a matter to the Board of Directors in writing by mail, fax, email or conference call for vote and decision, and the question thus presented shall be determined according to a majority of votes received by mail, fax, email or conference call within (15) days after such submission to the Directors, provided that in each such case votes of at least a majority of the Board of Directors shall be received. Any and all action taken by such a majority in each such case shall be binding upon the Association in the same manner as would action taken at a duly called meeting.

Section 10. VACANCIES:

Any vacancy occurring on the Board of Directors by reason of death, resignation, disqualification, incapacity to act, expansion of the number of Directors under Article 6, Section 2 or for any other reason or cause determined by the Board of Directors, shall be filled for the balance of the then current year. The President shall appoint a replacement, with the approval of the Board of Directors. If the term of such vacant directorship extends beyond the then current year, the Nominating Committee shall nominate a candidate for the remainder of the term beyond the current year.

Section 11. REMOVAL FOR CAUSE:

A. The Board of Directors may, in its discretion, by the affirmative vote of two-thirds (2/3) of its members, remove any director or its representation for cause.



B. Any director of the Association or its representation may be removed from office for conduct on his or her part likely, in the opinion of the Board of Directors, to endanger the welfare, interest or character of the Association, by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors, provided, however, that notice in writing, together with a copy of the charges and specifications, shall have been sent to such director at least twenty days before the meeting of the Board of Directors, where such action shall be considered. A director so accused may appear before the Board of Directors and may have legal representation at said meeting and shall have the right of appeal from the decision of the Board of Directors to the next regular meeting of the Association. The majority decision of the members of the Board of Directors present at such meeting shall be final.

Section 12. COMPENSATION:

Directors shall not receive any compensation for their services, but may be reimbursed for expenses if the Board of Directors so decides.

ARTICLE 7 OFFICERS

Section 1. ELECTED OFFICERS:

The elected officers of the Association shall be a President and a Secretary/Treasurer. The positions of Secretary/Treasurer may be separated at the discretion of the Board of Directors. All officers shall be elected annually by the Board of Directors at its Annual Meeting for a one to three year term specified at the time of election.

Section 2. QUALIFICATION FOR OFFICE:

Any representative of a Regular Member shall be eligible to nomination and election to any elective office of the Association.

Section 3. TERM OF OFFICE:

Each elective officer shall take office immediately following the adjournment of the Annual Meeting of the members of the Association at which he or she is elected, and shall serve for a term of one (1) to three (3) years for which he or she was elected or until his or her successor is duly elected and qualified.

Section 4. VACANCIES:

A. Vacancies in any office may be filled for the balance of the term thereof by the Board of Directors at any Regular or Special Meeting or by mail, fax, email or conference call vote, if appropriate.

B. The Board of Directors, at its discretion, may remove any elected officer from office for cause by a two-thirds (2/3) vote of all members of the Board of Directors.



Section 5. REMOVAL FOR CAUSE:

A. If an officer is removed from office for cause, the elective office of that officer shall be considered vacant and the tenure of that officer terminated.

B. An elected officer of the Association may be removed from office for conduct on his part likely, in the opinion of the Board of Directors, to endanger the welfare, interest or character of the Association, by the affirmative vote of two-thirds of the members of the Board of Directors, provided, however, that the notice in writing, together with a copy of the charges and specifications, shall have been sent to such officer at least twenty days before the meeting of the Board of Directors, where such action shall be considered. An officer so accused may appear before the Board of Directors and shall have the right of appeal from the decision of the Board of Directors to the next Regular Meeting of the Association. The majority decision of the Members of the Association present at such meeting shall be final.

The Board of Directors shall be the sole judge of whether an officer is physically or mentally incapable of performing the duties of his office.

Section 6. COMPENSATION

Elected officers shall not receive any compensation for their services, but may be reimbursed for expenses if the Board of Directors so decides.

ARTICLE 8 DUTIES OF OFFICERS

Section 1. PRESIDENT

A. The President shall preside at all meetings of the members of the Association; and shall be a member ex-officio, with the right to vote, of all committees. The President shall, at the Annual Meeting of the Association and at such other times as he or she may deem proper, communicate to the Association and to the Board of Directors, such matters and make such suggestions and proposals which may, in his or her opinion, promote the welfare and increase the usefulness of the Association, and shall perform such other duties necessarily incident to the office of President, or which may be prescribed by the Board of Directors.

B. The President shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Association and fix their compensation within the approved budget. The President shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall, in his or her judgment be in the best interests of the Association.

Section 2. SECRETARY/TREASURER:

A. The Secretary/Treasurer shall perform the usual and customary services of a corporate Secretary, and such other duties and functions as may be prescribed or directed by the Board of Directors or the President. The Secretary/Treasurer shall make a financial report of the Association at the Annual Meeting of the Board of



Directors and the Annual Meeting of the members of the Association. He or she shall perform such other duties which may be assigned to from time to time by the President.

B. The Secretary/Treasurer shall keep and maintain records of memberships, dues and minutes of all meetings of the Association, and the Board of Directors. His books and records shall at times be open for the inspection and examination of the President and the Board of Directors, or such other person or persons designated by any of them. He or she shall be an ex-officio member of all Committees.

ARTICLE 9 STANDING AND SPECIAL COMMITTEES

Section 1. STANDING COMMITTEES:

The Board of Directors may create such standing committees and prescribe their duties as it may from time to time determine. The Board of Director may add to, diminish or modify the powers, authority and responsibilities of any standing committee.

Section 2. SPECIAL COMMITTEES:

Special committee(s) to perform designated duties and functions may be created by the Board of Directors or the President, and their duties and functions outlined by the appointive body or officer.

Section 3. APPOINTMENT:

The President shall appoint the chairman and may appoint the members of all committees, except those committees which the Board of Directors, by resolution, may reserve unto itself for such appointment.

Section 4. TERMS OF OFFICE AND RULES:

A. Committee members shall be appointed to serve until the next following Annual Meeting.

B. Each committee may adopt rules for its own governance which are not inconsistent with these By-Laws or with any resolution or motions adopted by the Board of Directors.

ARTICLE 10 SEAL

The Association shall have a seal of such design as the Board of Directors may adopt. Such seal shall be imprinted on the stationery of the Association and on such literature, promotional, and other documents which may be determined by the Board of Directors.

All rights to and interests in the Association's seal including the power to restrict its use shall at all times be in the Association.



ARTICLE 11 DISSOLUTION

Upon dissolution of the organization, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors. No funds of the organization shall inure, or be distributed to members of the association.

ARTICLE 12 BY-LAWS AMENDMENT

These By-Laws may be amended, repealed or altered in whole or in part by a two-thirds (2/3) vote of the Regular Members present at any Annual, Regular or Special Meeting of the membership. In lieu of a meeting, the vote may be conducted by mail, fax or email ballot and shall need approval of two-thirds (2/3) vote of the Regular Members.

A proposed amendment shall be filed with the President not less than thirty (30) days prior to the meeting at which it will be considered, so that due notice thereof a copy of the proposed amendment may be mailed to all members of the Board of Directors.

ARTICLE 13 INDEMNIFICATION

Each person who is a director or officer of the Association shall be indemnified by the Association against liabilities incurred as a result of, and expenses (including attorney's fees) reasonably sustained in the defense, or in the compromise or settlement, of any civil, criminal or other action, suit or proceeding, by or on behalf of whomsoever brought to which such person may be a party or in which he may be otherwise involved by reason of his being or having been a Director or officer of the Association.

The foregoing rights of indemnification shall, in the case of the death of a Director, officer or employee, inure to the benefit of his heirs and his estate.