



BYLAWS

OF

WEATHER MODIFICATION ASSOCIATION

A UTAH NONPROFIT CORPORATION



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BYLAWS

OF

WEATHER MODIFICATION ASSOCIATION

ARTICLE I

OFFICES

Section 1.1. Registered Office. The name and street address of the Corporation's noncommercial registered agent(s) appointed pursuant to the Utah Model Registered Agents Act, Title 16, Chapter 17 of the Utah Code Annotated, as amended, shall be as set forth in the Corporation's articles of incorporation or annual report. The registered agent(s) is subject to change from time to time by the Board of Directors, by the officers of the Corporation, or as otherwise provided by the Utah Model Registered Agents Act.

ARTICLE II

MEMBERS

Section 2.1. Classes of Members. The Corporation shall have the following classes of membership:

(a) An "Individual Member" shall be any person who meets the qualifications set forth in Section 2.2 below. Individual Members shall have the right to vote in the business of the Corporation and to hold any office in the Corporation. Individual Members shall also receive the Journal (Article VI).

(b) A "Student Member" shall be any person who is engaged in a full-time program of study leading to a degree in the atmospheric sciences, engineering, or other subjects related to the science of weather modification. Student Members shall receive the Journal but may not vote in the business of, nor hold office in, the Corporation.

(c) A "Corporation Member" shall be any organization with active programs in weather modification, or with interest directly related to weather modification activities, which also meets the qualifications set forth in Section 2.2 below. Corporation Members shall receive the Journal and may designate one individual to act for the Corporation Member in the affairs of the Corporation. The designated individual shall have the same rights and privileges afforded to Individual Members.



(d) An “Honorary Member” shall be any person who (i) is an Individual Member, or former Individual Member, of the Corporation who has made outstanding contributions to the Corporation; (ii) has been nominated for honorary membership by the unanimous consent of the Board of Directors of the Corporation; or (iii) has been elected by a simple majority vote of the Individual Members present at any regular or special meeting. Honorary membership shall be non-expiring for the life of the Honorary Member. Honorary Members shall enjoy the same privileges as Individual Members and shall receive the Journal. Honorary Members shall be excused from the payment of dues.

(e) A “Retired Member” must be over the age of 65, retired, and must have had 20 or more years of active membership in the WMA. These voting members are to receive the Journal each year, while paying only one-half of the normal membership dues.

(f) An “Associate Member” shall primarily be any organization or person without active programs in weather modification, which may have an interest related to weather modification activities, but not limited to them. As long as this organization or person subscribes to the statement of purposes of the Association, upon payment of the prescribed annual dues, they shall be afforded the privileges of a WMA associate member. WMA associates shall receive the Journal of the Association. An Associate corporate member may designate one individual to act for the organization in the affairs of the Association. The designated individual shall have the same rights and privileges afforded corporate and individual members of the Association.

(g) Certified Member – see Section 2.5

The Board of Directors may, by resolution, establish additional classes of voting or nonvoting members for such purposes, with such designations, manner of election or appointment, qualifications, tenure, and terms of membership as the Board of Directors may determine.

Section 2.2. Qualifications. The following are qualifications for serving as a member in the Corporation:

(a) Members must have a desire to fulfill the purposes of the Corporation as set forth in the Articles of Incorporation and have a desire to promote the research, development, and understanding of weather modification for beneficial uses;

(b) Members must encourage and promote the highest standards of conduct including certification of members qualified to execute field experiments or operations in weather modification;

(c) Members may be expected to assume an active role in the production and dissemination of policy statements concerning all aspects of weather modification;



- (d) Members may be asked to contribute to the production of the Journal;
- (e) With the exception of Honorary Members, members must pay annual membership dues, which shall be set according to Section 2.3 of these Bylaws.
- (f) Members must comply with any other requirements established by the Board of Directors from time to time.

Section 2.3. Membership Dues. All dues for the Corporation shall be paid on a calendar year basis. Annual dues for the various classes of membership shall be set by vote of the members present at the annual meeting, on the recommendation of the Board of Directors.

Section 2.4. Admission of Members. The Board of Directors shall have the authority to admit prospective members to the Corporation and may establish procedures to facilitate such admission and assignment. The Executive Secretary shall maintain a list of the members of the Corporation. Any issues relating to membership status shall be determined by the Board of Directors.

Section 2.5. Certification of Members. There shall be two classes of certification in the Corporation:

- (a) A "Certified Weather Modification Manager" shall be a person who is qualified to design, supervise, evaluate, and assume overall responsibility for field experiments or operations in weather modification.
- (b) A "Certified Weather Modification Operator" shall be a person who is qualified to conduct the normal day-to-day, on-site activities associated with field experiments or operations in weather modification.

Certified Weather Modification Managers and Certified Weather Modification Operators shall collectively be known as "Certified Members."

Certification shall be based upon experience, knowledge, and character. Certification shall be granted by the unanimous vote of a "Certification Board," which shall include three Certified Weather Modification Managers who shall be appointed by the President. The members of the Certification Board shall serve six years on staggered terms. Changes in procedure for certification of members shall be made only after an affirmative majority vote of the Certified Members present at any regular meeting.

Section 2.6. Rights of Members. The right of a member to vote and all his or her rights, titles, and interests in or to the Corporation shall cease on the termination of such membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.



Section 2.7. Removal. Any member or members of the Corporation may be removed from office with cause as determined by the Board of Directors. With the exception of an Honorary Member, any member shall be automatically removed as a member of the Corporation upon the failure of such member to pay annual dues that are in arrears 90 days, as determined by the Board of Directors. Upon the effective date of the member's removal, the member shall cease to be a member of the Corporation.

Section 2.8. Annual and Regular Meetings. Meetings shall be held at least once a calendar year. The first meeting of each calendar year shall be the annual meeting unless otherwise designated by the Board of Directors. The location and date of all meetings shall be determined by a majority vote of the Board of Directors.

Section 2.9. Special Meetings. Special meetings of the members may be called by a majority vote of the Board of Directors and shall be held at such time and place, within or outside the State of Utah, as may be determined by the Board of Directors.

Section 2.10. Notice of Meetings.

(a) *Notice Required.* The Corporation will give written notice stating the place, day, and hour of all meetings no fewer than thirty (30) days before the meeting date to each member entitled to vote at the meeting. The Executive Secretary/Treasurer may, but is not required to, provide the same notice to members not entitled to vote at the meeting. Notice may be provided by the mailing of written notice by regular, first class, certified, or registered mail, by personal delivery of written notice, or by telephonic, electronic, or facsimile notice (and the method of notice need not be the same as to each member). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If transmitted electronically or by facsimile, such notice shall be deemed to be given when the transmission is completed.

(b) *Contents of Notice.*

(i) The notice of every meeting of members must state the place, day, and time of the meeting.

(ii) Notice of an annual meeting need not include a description of the purpose or purposes for which the meeting is called, except for those matters specified by law or these Bylaws for which specific notice must be given.

(iii) Notice of a special meeting must include a description of the purpose or purposes for which the meeting is called.



Section 2.11. Conduct of Meetings. The President shall conduct meetings of the members. If the President is unavailable or otherwise unable to conduct any meeting of members, the President Elect or in his or her absence the Secretary of the corporation shall conduct such meeting or meetings of members.

Section 2.12. Voting. At any meeting of the members, each member present at such meeting shall have one (1) vote on any matter. Any tie in a vote among the members shall be broken by a vote of the President. Voting by proxy shall not be permitted.

Section 2.13. Meetings by Conference Telephone. Members may participate in a meeting by conference telephone or similar communications equipment, so long as all persons participating in such meeting can hear one another. Participation in a meeting through telephonic means shall constitute presence in person at such meeting.

Section 2.14. Quorum. The presiding officer and ten percent of the members entitled to vote shall constitute a quorum.

Section 2.15. Manner of Acting. The act of a majority of the members present at a meeting at which a quorum is present is the act of the members.

Section 2.16. Right of Inspection. Every member shall have the right at any reasonable time to inspect all the Corporation's books, records, and documents of every kind with the exception of those documents deemed confidential by the Board of Directors.

Section 2.17. No Transfer or Assignment. No member of the Corporation may transfer or assign its membership interest in the Corporation or any right arising therefrom to any other party nor shall any member attempt to transfer his membership interest or any right arising therefrom to any personal representative, successor, heir, or devisee.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, except as otherwise provided in the Articles of Incorporation, or these Bylaws.

Section 3.2. Number, Election, Tenure and Qualifications.

(a) The Board of Directors shall consist of the following. Three director positions to represent each of the following groups: (i) the private sector; (ii) the university sector; and (iii) the government sector (collectively known as the "Trustee Board Positions"). In



addition, other board members will include the elected officers: President, President Elect, Secretary, Executive Secretary/Treasurer and Editor (see section 4.6). The Past President is also a member of the board for the year following his or her term as President.

(b) Directors shall be elected for terms of one (1) year to succeed those whose terms expire. However, any director elected to Trustee Board Positions will be elected to serve staggered three-year terms. The Executive Secretary/Treasurer and Editor also serve three year terms. Despite the expiration of a director's term, the director shall continue to serve until the election and qualification of a successor or until there is a decrease in the number of directors, or until such director's earlier death, resignation, or removal from office.

(c) Directors may serve for consecutive terms.

(d) Any director may be removed at any time with by a unanimous vote of the other directors then in office or by the majority vote of the members.

Section 3.3 Resignation. Any director may resign at any time by giving written notice to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.4. Vacancies. Any vacancy occurring in the Board of Directors may be filled by an appointment approved by the affirmative vote of the general membership. In the event the members fail to exercise their power to appoint a new director within 60 days of a director position becoming open, the Board of Directors shall exercise the rights of the members to appoint new directors. A director appointed to fill a vacancy shall serve for the unexpired term of such director's predecessor in office and must meet the qualifications applicable to the position on the Board of Directors to be filled. Any directorship to be filled by reason of an increase in the number of directors shall be filled by an appointment approved by the affirmative vote of a majority of the members; a director so chosen shall hold office until the end of the term designated for the position so created and thereafter until the director's successor shall have been elected and qualified, or until the director's earlier death, resignation, or removal.

Section 3.5. Standards of Conduct. A director (or an officer) shall discharge his or her duties as director (or officer):

(a) In good faith;

(b) With the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and



(c) In a manner the director (or officer) reasonably believes to be in the best interest of the Corporation and its stated goals.

Section 3.6. Regular Board Meetings. Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Board of Directors, for the purpose of transaction of such business as may come before the meeting. The Board of Directors may provide by resolution the time and place, either within or outside the State of Utah, for the holding of regular meetings. No additional notice of meetings held pursuant to a resolution of the Board of Directors, other than the resolution itself, is required.

Section 3.7. Special Board Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, a majority of the Board of Directors, or requested by members. The individual or individuals authorized to call special meetings of the Board of Directors may fix any place as the place, either within or outside Utah, for holding any special meeting of the Board of Directors called by them.

Section 3.8. Annual Meetings. One of the regular meetings of the Board of Directors described above in Section 3.6 shall be at the annual meeting of the Corporation.

Section 3.9 Notice. Notice of each meeting of the Board of Directors (other than regular meetings held pursuant to a resolution of the Board of Directors under Section 3.6 above) stating the place, day, and hour of the meeting shall be given to each director at the director's business address at least five days prior thereto by the mailing of written notice by first class, certified, or registered mail, by personal delivery of written notice or by telephonic, electronic, or facsimile notice (and the method of notice need not be the same as to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If transmitted electronically or by facsimile, such notice shall be deemed to be given when the transmission is completed. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, unless the director, at the beginning of the meeting or promptly upon later arrival, objects to holding the meeting because of lack of notice or defective notice, and after objecting, the director does not vote for or assent to action taken at the meeting with respect to the purpose. If special notice was required for a particular purpose, the director must object to the purpose for which the special notice was required, and after objecting, refrain from voting for or assenting to the action taken at the meeting with respect to the purpose, or the director's attendance will constitute a waiver of notice.

Section 3.10. Quorum and Voting. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the directors present in person at a meeting (see section 3.14) at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the



directors present may table issues requiring a vote or adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 3.11. Proxies. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be considered to be present at a meeting and to vote if the director has granted a signed written proxy:

- (a) to another director who is present at the meeting and authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy; or
- (b) to a person who is not a director if the proxy authorizes such person to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy.

Section 3.12. Presumption of Assent. A director who is present at a meeting of the Board of Directors when corporate action is taken is considered to have assented to all action taken at the meeting.

Section 3.13. Compensation. Directors may receive reasonable compensation for their services as such. Reasonable stipends and expenses for directors for attendance at Board of Director meetings may be paid or reimbursed by the Corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

Section 3.14. Meetings by Telecommunication. Members of the Board of Directors may participate in a meeting of the Board of Directors by any audio or video means of communications so long as all individuals participating in the meeting can hear one another. Such participation shall constitute presence in person at the meeting.

Section 3.15. Chairman of the Board. The chairman of the Board of Directors shall be the President of the Corporation who is selected by the general membership at the annual meeting. The Chairman shall (i) preside at all meetings of the Board of Directors; (ii) see that all orders and resolutions of the Board of Directors are carried into effect; and (iii) perform all other duties incident to the office of chairman of the Board of Directors and as from time to time may be assigned to the chairman by the Board of Directors.



ARTICLE IV

OFFICERS AND AGENTS

Section 4.1. Number. The elected officers of the Corporation shall be a President, a President Elect, Secretary, Executive Secretary/Treasurer, three Trustees, Editor and Past President. One individual may hold more than one office at a time.

Section 4.2. Resignation. An officer may resign at any time by giving written notice of resignation to the Corporation. An officer's resignation shall take effect at the time specified in the notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.3. Election and Term of Office. The elected officers of the Corporation shall be elected by the membership at each annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until the officer's successor shall have been duly elected. Exceptions in term of office may be due to an officer's death, resignation, or removal.

Section 4.4. Removal. An officer, assistant, agent or employee may be removed, with cause, at any time only by unanimous resolution of the Board of Directors.

Section 4.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.6. Authority and Duties of Officers. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the President or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) **President.** The President shall be responsible for the administration of the Corporation. He/She shall appoint such committees as he/she deems necessary for the successful accomplishment of the Corporation's aims. The President shall preside at all meetings and shall be a member ex-officio of all committees. The President shall be chair of the Board of Directors (see section 3.15).

(b) **President-Elect.** The President Elect shall succeed the President in office. The President Elect shall preside over the administrative functions of the Corporation in the absence, or by direction, of the President. In the absence of the President, or in the event of the President's death, inability or refusal to act, the President Elect shall perform the duties



of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President Elect shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

(c) *Secretary.* The Secretary shall: (i) take draft minutes of the proceedings of the Board of Directors and any annual or special meetings of the members (ii) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

(d) *Executive Secretary/Treasurer.* The Executive Secretary/Treasurer shall: (i) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (ii) maintain the official minutes of the Corporation and assist the President in fulfilling his or her duties; (iii) be the principal financial officer of the Corporation and have the care and custody of all its funds, securities, evidences of indebtedness, and other personal property and deposit the same in accordance with the instructions of the Board of Directors; (iv) receive and give receipts for moneys paid in on account of the Corporation, and pay out of the funds on hand all bills, payrolls, and other just debts of the Corporation of whatever nature upon maturity; (v) be custodian of the corporate records and of the seal of the Corporation; and (vi) be the principal accounting officer of the Corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state, and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the Board of Directors statements of account showing the financial position of the Corporation and the results of its operations; (vii) upon request of the Board of Directors, make such reports to it as may be required at any time; and (viii) perform all other duties incident to the office of executive secretary/treasurer and such other duties as from time to time may be assigned by the Board of Directors.

(e) *Trustees.* Three Trustees; to serve staggered three-year terms shall be elected by the membership to represent private groups, university groups, and government groups, respectively. It shall be the duty of the Trustees to represent the interests of their respective groups as members of the Board of Directors and to assist the President and other elected officers, as may be required, in the administration of the Corporation.

(f) *Editor:* The Editor of the Journal of Weather Modification shall be a member of the Board of Directors. Even if he/she is also an officer or trustee, he/she will have only one vote.

(g) *Past President:* The Past President precedes the President in office and shall be a member of the Board of Directors.



Section 4.7. Multiple Offices. An individual may hold more than one office of the Corporation; provided, however, no individual may serve both as the President and as the Executive Secretary/Treasurer of the Corporation. If multiple offices are held by one individual, this individual shall only cast one vote in Board of Directors matters.

ARTICLE V

OFFICER ELECTIONS

Elections shall be held at the annual meeting. Officers to be elected will include a President, President Elect, Secretary, and one Trustee. The Editor and Executive Secretary/Treasurer will serve three year terms so they may not be elected at any given annual meeting. Nominations for elective offices shall be made by a nominating committee appointed by the President. Nominations will also be accepted from the floor, as called for, prior to balloting.

ARTICLE VI

JOURNAL OF WEATHER MODIFICATION

Section 6.1. Editor. The official Journal of Weather Modification (the "Journal") shall be issued by an "Editor," who shall be elected to a three-year renewable term by the membership at an annual meeting. The Editor shall have been an active Individual Member for at least three years, and may retain, or be elected to, other offices in the Corporation during his/her tenure.

Section 6.2. Editorial Board. The Editor shall appoint, with the concurrence of the Board of Directors, an "Editorial Board," which shall consist of five members, serving five-year staggered terms. At least one member of the Editorial Board shall be a Certified Member. The Editorial Board shall elect its own chair, and shall establish the editorial policy of the Journal. The Editorial Board may assist the Editor in evaluation of material submitted for publication in the Journal acting as referees for certain articles.

ARTICLE VII

COMMITTEES

Section 7.1 Standing Committees. The Corporation has six standing committees which are as follows: Awards, Legislative Affairs, Membership, Nominating, Public Information, and Standards and Ethics.

Section 7.2 Ad Hoc Committees. The President may appoint ad hoc committees from time to time. These committees will typically be focused on one issue. These ad hoc committees will be terminated when an incoming President assumes office unless the incoming President chooses to continue these committees.



ARTICLE VIII

ADOPTION OF STANDARDS OF CONDUCT, POSITION STATEMENTS AND POLICY STATEMENTS AT ANNUAL OR SPECIAL MEETINGS

Proposed WMA Standards of Conduct or WMA Position or Policy Statements or amendments to existing Standards or Statements must be approved by the membership. Drafts of the proposed documents, which have been reviewed and approved by the Board of Directors, will be sent to the membership at least 45 days prior to an annual or special meeting (see section 2.9). Members may submit comments on these documents to the Board of Directors before the annual or special meeting. The Board of Directors may make changes in the proposed document(s). Either the original or the modified version of the document(s) will be presented at the business meeting for discussion and possible approval. A vote in the affirmative of at least 67% of those eligible to vote at the annual or special meeting will be required to adopt or modify a Statement or Policy. Standards of Conduct and Position or Policy Statements will be valid for a five year period unless withdrawn or modified at an earlier date. The Standards and Statements are to undergo formal review at intervals not greater than five years. These Standards or Statements may be amended or extended for an additional five-year period. In either case (withdrawal/ modification at an earlier date or amendment/extension after the five year period) the voting procedures described in the above will be followed.

ARTICLE IX

VOTING ON ISSUES BETWEEN ANNUAL OR SPECIAL MEETINGS

Section 9.1. General. There are times that decisions may need to be made by the general membership of the WMA that occur between annual or special meeting dates. This Article establishes procedures whereby electronic or standard mail may be used to allow the WMA to make such decisions in a timely fashion. Some decisions may entail the adoption of new Standards of Conduct, Position Statements or Policy Statements. Other decisions may be related to amendments of existing Standards or Statements. There may be other specific issues that the Board of Directors determines should be voted upon by the general membership of the WMA.

Section 9.2. Standards of Conduct, Position Statements, and Policy Statements. Proposed WMA Standards of Conduct or WMA Position or Policy Statements or amendments to existing Standards or Statements must be approved by the membership. Drafts of the proposed documents, which have been reviewed and approved by the Board of Directors, will be sent to the membership for comments via e-mail (or regular mail to those members that do not have an e-mail address). These comments will be due within 45 days of the mailing date. Those developing these Standards or Statements will consider comments received on the draft in preparing a revised draft. This draft will be provided to the voting membership by e-mail (or regular mail) for a vote. Responses will be due within 30 days of the mailing date. A vote in the affirmative of at least 67% of



those responding to the ballot will be needed for approval. The ballot will provide the opportunity for those voting no to state reasons for their negative vote. Should the ballot fail, those preparing the Standards or Statements may use these stated reasons to revise the document(s) and then submit the revision to the membership for another vote using the same balloting procedures.

Standards of Conduct and Position or Policy Statements will be valid for a five year period unless withdrawn or modified at an earlier date. These Standards or Statements may be amended or extended for an additional five-year period. In either case (withdrawal/ modification at an earlier date or amendment/extension after the five year period) the voting procedures described in the above will be followed.

Section 9.3. Specific Issues. Issues that arise which the WMA Board of Directors determine require a vote by the WMA membership may be handled in a similar fashion to the above. A proposed course of action will be developed and approved by the Board of Directors. This proposed course of action will be sent to the membership via e-mail (or regular mail to those members that do not have an e-mail address) for a vote. This vote will be due within 30 days of the mailing date. A vote in the affirmative of at least 50% of those responding to the ballot will be needed for approval. The ballot will provide the opportunity for those voting no to state reasons for their negative vote. Should the ballot fail, the Board of Directors may use these stated reasons to revise the document(s) and then submit the revision to the membership for another vote using the same balloting procedures.

Section 9.4. Record of Actions. Actions taken utilizing these Article IX procedures will be incorporated into the minutes of the next annual or special meeting.

ARTICLE X

EXECUTION OF INSTRUMENTS

Section 10.1. Checks, Drafts, etc. All checks, drafts, and orders for payment of money, and notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by a designated officer or officers, or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 10.2. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositaries as the Board of Directors may select.

Section 10.3. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.



ARTICLE XI

INDEMNIFICATION

Section 11.1. Indemnification.

(a) To the fullest extent allowed by relevant law, the Corporation shall indemnify any director or officer of the Corporation, successful on the merits in any proceeding or matter in any proceeding to which the director or officer was a party by reason of having served as a director or officer, against reasonable expenses incurred in the proceeding or matter therein, including reasonable attorney fees.

(b) The Corporation may indemnify, and has an affirmative duty to defend, including, when necessary, provision of separate legal counsel, an individual made a party to a proceeding because the individual is or was a director, officer, employee, fiduciary, or agent of the Corporation or by reason of any action alleged to have been taken, omitted or neglected as such director, officer, employee, fiduciary, or agent against reasonable expenses incurred in connection with the proceeding, if:

- (i) the individual's conduct was in good faith;
- (ii) the individual reasonably believed that the individual's conduct was in the Corporation's best interests; and
- (iii) in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful.

(c) The Corporation shall not indemnify a director, or officer, employee, fiduciary, or agent in connection with a proceeding in which such individual was adjudged liable to the Corporation, or in connection with any other proceeding charging that the individual derived an improper personal benefit, whether or not involving action in the individual's official capacity, in which proceeding the individual was adjudged liable on the basis that the individual derived an improper personal benefit. Any such adjudication shall be based upon the common law as adopted by the United States of America.

Section 11.2. Advances of Costs and Expenses. The Corporation may pay for reasonable expenses incurred by a director, officer, employee, or agent (in defending a civil or criminal action, suit or proceeding) who is a party to a proceeding in advance of final disposition of the proceeding if:

- (a) the individual furnishes the Corporation a written affirmation of the individual's good faith belief that the individual has met the applicable standard of conduct described above in Section 7.1.



(b) the individual furnishes the Corporation a written undertaking, executed personally or on the individual's behalf, to repay the advance, if it is ultimately determined that the individual did not meet the standard of conduct; and

(c) a determination is made that the facts then known to those making the determination would not preclude indemnification.

Section 11.3. Insurance. By action of the Board of Directors, notwithstanding any interest of the directors in such action, the Corporation may, subject to Section 10.5, purchase and maintain insurance, in such amounts as the Board of Directors may deem appropriate, on behalf of any individual indemnified hereunder against any liability asserted against such individual and incurred by such individual in such individual's capacity of or arising out of such individual's status as an agent of the Corporation, whether or not the Corporation would have the power to indemnify such individual against such liability under applicable provisions of law. The Corporation may also purchase and maintain insurance, in such amounts as the Board of Directors may deem appropriate, to insure the Corporation against any liability, including without limitation, any liability for the indemnifications provided in this Article.

Section 11.4. Right to Impose Conditions to Indemnification. The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Board of Directors may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the individual to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the individual to be indemnified and to the Corporation; (b) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated, or threatened against the individual to be indemnified; and (c) that the Corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified individual's right of recovery, and that the individual to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the Corporation.

Section 11.5. Limitation on Indemnification. Notwithstanding any other provision of these bylaws, the Corporation shall neither indemnify any individual nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Corporation as an organization described in Section 501(c)(6) of the Internal Revenue Code ("IRC").



ARTICLE XII

LIMITATION ON LIABILITY

No director or officer of this Corporation shall be personally liable to the Corporation for civil claims arising from acts or omissions made in the performance of such individual's duties as a director or officer, unless the acts or omissions are the result of such individual's intentional misconduct.

ARTICLE XIII

LIMITATIONS

Section 13.1. Prohibition Against Sharing in Corporate Earnings. No director, officer, or employee of or individual connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such individual of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such individual or individuals shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All directors of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, consistent with Article VIII of the Corporation's Articles of Incorporation.

Section 13.2. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a nonprofit corporation is or may hereafter be permitted by law to make, or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under IRC §§ 502 or 503 or any other Section of the IRC.

Section 13.3. Exempt Activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under IRC § 501(c)(6).



ARTICLE XIV

MISCELLANEOUS

Section 14.1. Account Books, Minutes, etc. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and general members meetings. All books and records of the Corporation may be inspected by any director, or such director's authorized agent or attorney, for any proper purpose at any reasonable time.

Section 14.2. Fiscal Year. The fiscal year of the Corporation shall be as established by the Board of Directors.

Section 14.3. Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed, or encumbered by such officers of the Corporation as may be authorized to do so by the Board of Directors, and such authorized individuals shall have power to execute and deliver any and all instruments of assignment, conveyance, and encumbrance; however, the sale, exchange, lease, or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

Section 14.4. Designated Contributions. The Corporation may accept any designated contribution, grant, bequest, or devise consistent with its general tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes, or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title, and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose, or use. Further, the Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

Section 14.5. Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to any of its directors or officers.

Section 14.6. References to Internal Revenue Code. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

Section 14.7. Amendment. The power to alter, amend, restate, or repeal these Bylaws and adopt new bylaws or to alter, amend, or restate the Corporation's Articles of Incorporation shall be vested in the members or the Board of Directors. Any amendment must be approved by a two-thirds majority affirmative vote of the members at any annual or special meeting of the members or by the directors at any regular or special meeting of the Board of Directors.



Section 14.8. Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.



WEATHER MODIFICATION ASSOCIATION

BYLAWS CERTIFICATE

The undersigned certifies that she is the Executive Secretary/Treasurer of WEATHER MODIFICATION ASSOCIATION, a Utah nonprofit Corporation, and that, as such, she is authorized to execute this certificate on behalf of said Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said Corporation.

Dated effective as of the 5th day of March, 2012.


Hilda Duckering, Executive Secretary/Treasurer