

By-Laws
Of the
**PWR RP ALARA
Association Inc.**

As Approved on June 25, 2014
Revision: C

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Introduction

The PWR RP ALARA Association Inc. (hereinafter referred to as “the Association” or “Association” or “the Corporation” or “Corporation”) formerly known as the “PWR RP/ALARA Committee” is an educational and scientific association of entities that operate Pressurized Water Reactor facilities. The Associations primary purpose is continual improvement in radiation protection standards and performance and the free exchange of information and data to its membership. The abbreviated Association name is as follows: “PWR” is Pressurized Water Reactor; “RP” is Radiation Protection; “ALARA” is As Low As Reasonably Achievable.

Article I
Name, Statement of Purposes and Principle Office

Section 1.01 – Name & Address of the Organization

- A. The name of the organization is the PWR RP ALARA Association Inc. (hereinafter “the Association” or “Association”).
- B. The Association maintains no principle address or location and may from time to time use the cooperative address of its agents, accountants or attorneys.

Section 1.02 – Organization Type & Responsibilities

- A. The Association is a Business League comprised of entity members that operate Pressurized Reactors who abide by these By-Laws, and by approved written policies and guidelines of the Association. The purposes of the Association are limited exclusively to charitable, education, and scientific purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue law) and the Association shall carry on only activities permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, as amended.
- B. The principal responsibilities of the Association are to study and evaluate methods and operations that result in the promotion and continual improvement in radiation protection standards and performance at member facilities and the gathering of and dissemination of education materials, methods and procedures to that end.

Section 1.03 – Structure & Purposes

- A. The Association shall be composed of representatives chosen by entities that operate Pressurized Water Reactors (PWR) that elect to participate in the affairs of the Association.
- B. The specific purposes for which the Association is organized and by which its performance shall be measured is as follows:
 - 1. To continually improve the radiation protection standards and performance in member facilities.
 - 2. To reduce the radiation dose to workers (both employees and contractor personnel) within member PWR facilities.
 - 3. To freely exchange pertinent individual and collective information, data, and lessons learned in an atmosphere of constructive dialogue and mutual respect.
 - 4. To provide a high quality “product” in the most cost effective manner.
 - 5. To develop and implement an integrated and consistent exchange of information such that issues are effectively identified, prioritized, analyzed, and communicated in a timely manner.
 - 6. To support effective outage planning such that the exchange and communication of

information supports short term dose reductions.

7. To identify, evaluate, and endorse recommendations in design change (such as cobalt reduction) that reduce long term source exposure recognizing that this is one of the most effective dose management techniques.
8. To continually evaluate industry products and services that impact exposure (such as shutdown chemistry, operating chemistry, chemical decon, zinc injections, micro filtration, and mechanical decon equipment) and share experiences that will effectively assist in the management of individual PWR facility resources.

Article II **Members and Participants**

Section 2.01 - Members

- A. Membership is open to any entity that operates a Pressurized Water Reactor (PWR) facility and elects to participate in the affairs of the Association. Each entity may have multiple participants in Association activities and each PWR facility may have multiple participants in Association activities, but representation (the “Representative”) in the Association is limited to one designated Representative from each PWR facility that shall be entitled to vote on action(s) taken by the Association.
- B. PWR facilities that elect to participate in the affairs of the Association shall designate and identify their voting Representative and provide the pertinent contact information for that Representative to the Association’s Chairperson, or his/her designee.
- C. Representative’s responsibilities include: a commitment to the Association’s purposes; regular attendance at Association meetings; to periodically serve on the Steering Board of Directors; to commit to and deliver periodic technical presentations to the Association; to meet agenda and deadline obligations in a timely manner; and to conduct Association affairs in a manner that is cost effective and productive.
- D. Membership is open to NSSS vendors, closely associated with providing products or services to PWR facilities, to participate in the affairs of the Association. Participants from these vendors shall not be entitled to vote in any action(s) of the Association.
- E. Membership is open to Industry regulatory/advisory organizations to participate in the affairs of the Association. Participants from these vendors shall not be entitled to vote in any action(s) of the Association and these organizations may NOT attend Plant Status Report meetings unless specifically requested and pre-approved by the Steering Board. These organizations should also be required to present a topic for discussion at the meeting as approved by the Steering Committee Board.
- F. Any entity or PWR facility may withdraw its membership at any time, in writing, to the Association Chairperson, or his/her designee. If, after withdrawal, any former entity or PWR facility again elects to participate in the affairs of the Association, they may petition the Steering Board of Directors, as instructed by the Chairperson, to resume membership in the Association.
- G. A copy of the most current By-Laws of the Association shall be given to each Association Representative (See Section 2.03). Upon any amendments to the By-Laws, a new copy shall be distributed to all Representatives of record.

Section 2.02 - Membership Dues

- A. Each year, the Steering Board of Directors shall establish annual membership dues for each PWR facility, NSSS vendors and other agencies that desire membership in the Association; said dues to include participation of the affairs of the Association for the Representative from that PWR facility, NSSS vendor and other agencies as well as e-mail access to global@pwralara.org. The amounts, dates payable and covered periods of all dues and fees shall be published annually by the Steering Board of Directors. Dues and fees are non-refundable.

Section 2.03 – Record of Representatives Entitled to Vote

- A. The Association Chairperson, or his/her designee, shall maintain a current and up-to-date list of voting Representatives of the Association.

Section 2.04 – Meetings of the Representatives

- A. Conferences (meetings) of the voting Representatives of the Association shall be held at least twice a year at a time and place to be determined by the Steering Board of Directors and have historically been held during the Association's semi-annual conferences.
- B. Special meetings of the Association may be called by a majority of the Steering Board of Directors or by a two-thirds majority vote of the Representatives present at any meeting of the Representatives. Only those matters specifically stated in the Notice of a Special Meeting as the purpose for the meeting may be considered at a special meeting.
- C. The Chairperson of the Association, or his/her designee, shall keep minutes of all conferences of the Representatives. Such minutes shall reflect all business conducted at the conferences; including findings, conclusions, recommendations, and reports. Copies of the minutes shall be a part of the permanent Association record and shall be maintained for reference and archival purposes; minutes shall be distributed to each PWR facility Representative.

Section 2.05 – Notice of Meetings of the Representatives

- A. Notice of the regular semi-annual conferences (meetings) of the Representatives of the Association shall be sent, in writing, no less than 45 days prior to the date of the conference, to each Representative of record in Section 2.03 above.
- B. Notice of any special meeting of the Representatives shall be given, in writing, to all Representatives of record in Section 2.03 above, and shall be sent no less than 10 days prior to the date of the special meeting and shall state the date, time, place or method of meeting, and the purpose of the special meeting.
- C. The use of electronic or telephonic meetings of the Representatives is permissible, provided that the minutes of that meeting include a separate record of the individual vote of each Representative on any action(s) taken during that meeting, such record clearly showing the affirmative approval of said action(s); or a separate record of the individual vote of each Representative on the motion to approve the minutes of said meeting, such record clearly showing the affirmative approval of that motion.

Section 2.06 – Quorum of the Representatives

A. At any conference (meeting) of the Representatives of the Association, a quorum shall consist of either the presence of 50% of the Representatives as recorded per Section 2.03 above, plus one, or by the presence of 2/3 of the of the Steering Board of Directors. The Chairperson of the Association, or his/her designee, will determine that a quorum is present at any conference of the Representatives, prior to conducting any Association business.

Section 2.07 – Agenda of Meetings of the Representatives

- A. The Steering Board of Directors shall determine the order of business at any conference (meeting) of the Representatives of the Association, but the meeting agenda must always include the following:
1. Determine the presence of a Quorum
 2. Approval of prior Meeting Minutes
 3. Association Financial Reports

Section 2.08 – Proxies and Absentee Ballots

- A. Section Deleted
- B. Any proxy votes or electronic voting shall be counted, documented and witnessed by at least two members of the Steering Board of Directors.

Section 2.09 – Voting at Meetings of the Representatives

- A. On any matter that is presented for a vote at any conference (meeting) of the Representatives, each PWR facility Representative shall be entitled to one vote and each Steering Board member shall have one vote.
- B. Only Representatives and Board members shall participate in deliberations of any action(s) at conferences of the Association. Others in attendance may be recognized by the Chairperson and permitted to participate with the consensus of the Representatives.
- C. A simple majority of those eligible to vote (provided a quorum is present) shall determine the outcome of any issue presented for a vote with the following exceptions:
1. Motion to remove an officer or Director requires a seventy-five percent (3/4) majority.
 2. Motion to remove a Representative requires a seventy-five percent (3/4) majority.
 3. Motion to amend the by-laws requires a sixty-six percent (2/3) majority.

Section 2.10 – Powers reserved for the Representatives

- A. The Representatives reserve that action on the following items must be brought before the Representatives for deliberation and approval:
1. Election of Directors.
 2. Approval of amendments to the By-laws.

Article III **Management of the Association**

Section 3.01 - Steering Board of Directors

- A. The legal authority and managing body of the Association is hereby designated as the Steering Board of Directors (hereinafter “the Board”). It shall be the duty of the Board and it shall have the authority to manage the property, affairs, and business concerns of the Association in a manner consistent with the applicable statutes and regulations and in a manner consistent with these By-Laws. Such duties shall include, but are not limited to, responsibility for the Association’s organization, compliance with federal, state and local laws, protecting the Association’s assets and insuring the financial viability of the Association, and allocation of Association resources in a manner consistent with the Association’s purposes. In furtherance of its duties, the Board shall also have the authority to appoint and discharge agents and employees, including attorneys and accountants.
- B. The Board shall not take any action requiring the consent or approval of the Representatives until the Representatives have exercised their reserved powers as outlined in Section 2.10.

Section 3.02 - Number of Directors

- A. The Steering Board of Directors shall be composed of eight (8) elected members. The Board will consist of four (4) officers, a Chairperson, a Chairperson-elect, a Secretary, and a Treasurer and four (4) “at-large” Directors.
- B. At any time due to resignation or the lack of a quorum, the Steering Board of Directors may temporarily appoint a qualified candidate(s) to fill any vacancy until such time as the full body of Representative’s next conference (meeting) at which time the position shall be nominated and voted on by the Representatives.

Section 3.03 - Qualifications of Directors

- A. All Directors shall be nominated and elected by and from the body of voting Representatives of the Association, with consideration given to the Steering Board’s composition in an effort to balance the Board with Representatives from corporate and plant personnel and to include representation from plants with different NSS vendors.
- B. Each Director shall have demonstrated the basic qualities of honesty, integrity, justice, good judgment, and have knowledge of the Association’s activities.
- C. Each Director should be committed to uphold the purposes and general policies of the Association and have the willingness and ability to devote the necessary time to Board and Association activities.
- D. Each Director should be able to apply experience and expertise to Board decisions objectively and realistically.

Section 3.04 - Election and Terms of Directors

- A. The Directors of the Association shall be elected at any conference of the Representatives of the Association.
- B. Each Director's term will begin at the conclusion of the conference and will be for two years.
- C. It is preferred that four (4) Directors shall be elected to terms that begin in years that end in an even number; four (4) Directors shall be elected to terms that begin in years that end in an odd number.
- D. Directors may be re-elected to one successive term(s) as a Director. A Director that has served two terms, may after an absence of at least two years from the Steering Board of Directors be nominated again for a position on the Board.

Section 3.05 - Resignation of a Director

- A. Any Director may resign at any time by giving his or her resignation to the Chairperson. The resignation will take effect at the time specified therein, and unless specified therein, the acceptance of a resignation shall not be necessary to make it effective.

Section 3.06 - Removal of a Director

- A. The Representatives may remove any Director at any time, with or without cause, provided that Section 2.09 C-1 of these By-Laws has been followed.

Section 3.07 - Vacancies of Directors or Officers

- A. Should any Director resign or be removed during their term, the Representatives of the Association, shall elect, as soon as possible and practicable, a qualified candidate to fill the vacancy for the remainder of the existing term. A Director that has been elected to fill the remainder of an existing term, provided that remainder of that term is one year or less, shall still be eligible serve for two full terms.
- B. Should any officer resign or be removed during their term, the Steering Board of Directors shall designate a qualified Steering Board member to fill the vacancy for the remainder of the term.
- C. Should the Chairperson-Elect resign or be removed during their term, the Board will have the option of allowing the current Chairperson to remain in office for one subsequent term, or designate a qualified candidate from the Board to serve as Chairperson elect.
- D. Should the Chairperson resign or be removed during their term, the Chairperson-Elect will assume the duties of the Chairperson and the Board shall designate a qualified Board member to fill the Chairperson-Elect vacancy for the remainder of the term.

Section 3.08 - Compensation of Directors

- A. The Directors shall not receive any compensation for their services as Directors, but they may be reimbursed for any approved reasonable expenses incurred on behalf of the Association.

Section 3.09 - Conflicts of Interest with Directors

- A. There shall be full disclosure by any Director having a business or personal interest or relationship that may be in conflict with the interests of the Association. After such disclosure, the Director shall abide by the determination of the Board as to whether a conflict exists. If the Steering Board of Directors determines that a conflict of interest exists with a Director, then that Director will not be permitted to participate in such discussion and cast a vote in such matter.

Section 3.10 - Meetings of the Steering Board of Directors

- A. The Board of Directors shall conduct regular meetings at a time and place as may be determined by the Steering Board of Directors, but shall meet at least twice a year during Association Conferences.
- B. Special meetings of the Steering Board of Directors may be held at such time and place as the Board of Directors may determine. Special meetings shall be called by the Chairperson of the Board or by at least two (2) Directors, with notice of the time and place given to each member of the Board of Directors.
- C. Only members of the Steering Board of Directors shall participate in deliberations at meetings of the Board. Others in attendance may be recognized by the Chairperson and permitted to participate with the consensus of the Board members.
- D. The use of electronic or telephonic meetings of the Steering Board of Directors is permissible, provided that the minutes of that meeting include a separate record of the individual vote of each member of the Board on any action(s) taken during that meeting, such record clearly showing the affirmative approval of said action(s); or a separate record of the individual vote of each member of the Board on the motion to approve the minutes of said meeting, such record clearly showing the affirmative approval of that motion.

Section 3.11 - Notice of Meetings of the Steering Board

- A. The Chairperson of the Board or his/her designee shall give notice of the time and place of each meeting of the Board of Directors to each member of the Board not less than three (3) days before the meeting.

Section 3.12 - Quorum and Voting of the Steering Board

- A. At all meetings of the Steering Board of Directors, a quorum must be present to take action and a quorum shall consist of not less than a majority of membership (non-vacant) of the Steering Board of Directors. Each member is entitled to one vote and the vote of 2/3 of the members present shall decide any question that may come before the Board.

Section 3.13 - Procedure for Meetings of the Steering Board

- A. The Chairperson of the Steering Board of Directors shall determine the order of business and all other matters of procedure at meetings of the Steering Board of Directors. The agenda of each meeting of the Steering Board of Directors must include the following items:
1. Determination of presence of a Quorum
 2. Agenda Changes
 3. Approval of prior Meeting Minutes
 4. Association Financial Reports

Section 3.14 - Summary and Annual Reports

- A. The Chairperson or his/her designee shall make a report at the meetings of the Representatives that summarizes the previous meeting(s) of the Steering Board of Directors.
- B. The Steering Board of Directors Treasurer shall keep an accurate record of all of the financial transactions of the Association. A summarized annual report of that data shall be presented, in writing, at the first meeting of the Representatives following the close of the calendar year, executed by the Association Treasurer and the report preparer.

Section 3.15 – Association Records

- A. The Secretary of the Association, or his/her designee, shall prepare minutes of all meetings of the Board. Such minutes shall reflect all business conducted at the meetings of the Board; including findings, conclusions, and recommendations. Copies of the minutes, when approved by the Board, shall be a part of the permanent Association record and shall be maintained by the Association, for reference and archival purposes.
- B. Copies of all contracts and reports, statements, and instruments as may be required by the laws of the United States, including but not limited to, all tax returns and tax law compliance documents, shall be a part of the permanent Association record and shall be maintained by the Association, for reference and archival purposes.

Article IV **Officers of the Association**

Section 4.01 - Number of Officers

- A. There shall be four (4) Officers of the Association: the Chairperson and the Chairperson-Elect, the Secretary and the Treasurer. No person may hold more than one office simultaneously, with the exception of temporary absences. No position may be held by more than one person.

Section 4.02 - Chairperson of the Association

- A. The Chairperson of the Association shall preside over all conferences of the Representatives and all meetings of the Steering Board of Directors.
- B. The Chairperson shall have the duties and responsibilities of supervision of the Association which usually pertain to the office, including but not limited to:
1. Being knowledgeable of Association issues and purposes.
 2. Conducting well-organized, timely and effective meetings.
 3. Insuring agendas and presentations are carefully tailored to facilitate responsible communication and decision-making.
 4. Fostering a proactive role for Directors and Representatives in fulfilling their duties and responsibilities.
 5. Assuring that issues relating to the Association are dealt with in a timely fashion.

Section 4.03 – Chairperson-Elect of the Association

- A. The Chairperson-Elect shall, in the absence of the Chairperson, or during the incapacity of the Chairperson as determined by the Board, perform all duties of and assume all responsibilities of the Chairperson until such authority is revoked by the Board. The Chairperson-Elect shall perform such other duties as usually pertain to the office, or as are properly required of the Chairperson-Elect by the Board of Directors.

Section 4.04 – Secretary of the Association

- A. The Secretary shall perform all duties and responsibilities of a Secretary and shall perform such other duties as usually pertain to the office, or as are properly required by the Board of Directors.

Section 4.05 – Treasurer of the Association

- A. The Treasurer shall perform all duties and responsibilities of a Treasurer including maintenance of an accurate record of all of the financial transactions of the Association. The Treasurer will act as a liaison between the Association and any retained accounting concern, and shall perform such other duties as usually pertain to the office, or as are properly required by the Board of Directors.

Section 4.06 - Terms and Election of Officers

- A. A new Chairperson-Elect shall be elected by the Steering Board of Directors membership when the current Chairperson-Elect moves into the Chairpersons office.
- B. The Chairperson-Elect's term will begin at the conclusion of the scheduled conference and will be for two (2) years, at which time the Chairperson-Elect will become the Chairperson.
- C. The Chairperson's term will be for two (2) years.
- D. The Secretary and Treasurer shall be appointed by a majority vote of the Steering Board of Directors and shall serve for a term of two (2) years.

Section 4.07 - Duties of Officers may be Temporarily Delegated

- A. In the case of the absence of any officer of the Association, or for any other reason that the Board of Directors may deem sufficient, the Steering Board of Directors may delegate, temporarily, the duties of any officer to any other officer or to any other Director.
- B. In the absence of the Chairperson, the Chairperson-Elect shall automatically assume the duties of the Chairperson.

Article V **Conferences**

Section 5.01 – Association Conferences

- A. The Association shall conduct periodic conferences (historically known as the Winter Conference and the Summer Conference) to further its purposes as outlined in Section 1.03 of these By-Laws. The date, time, and location of each conference shall be determined by the Steering Board of Directors.
- B. The Association may designate a Conference “host” (usually a utility) for each Conference, whose responsibilities include recommending a suitable Conference location and contributing minor administrative duties. The Conference “host” is encouraged to have a representative attend the preceding Steering Board meeting(s) as an observer (if not already a member of the Board).
- C. Prior to first conference of any year, each PWR facility Representative should electronically submit a copy of their Plant Status Report to the Chairperson, or his/her designee. The Plant Status Reports will be distributed at the conference and posted on the Association’s WEB site.
- D. Industry regulatory/advisory organizations may be invited to a conference by the Steering Board of Directors to address the Association regarding current issues and topics of interest. The allocation of Conference time and level of participation shall be pre-determined by the Steering Board of Directors. These organizations may NOT attend Plant Status Report meetings unless specifically requested and pre-approved by the Steering Board.
- E. Conference agendas will be prepared and published for each Association conference. The agenda shall be adhered to as best as possible; when an agenda topic threatens the completion of other agenda items, that topic will be tabled for further follow-up; when a non-agenda topic threatens the published agenda, a “high interest topic” form will be circulated so that participants can indicate their interest in further follow-up on that topic (such as sharing or requesting more information).

Section 5.02 – Vendor Participation at Association Conferences

- A. NSSF Vendors are encouraged to be active participants at Association Conferences, with a particular preference that NSSF vendor participants be ALARA representatives. NSSF Vendors that are current Association members, while non-voting members, are recognized as members of the Association and are encouraged to participate in all Conference sessions, meetings, and activities.
- B. Non-NSSF Vendors participation in Conferences is limited. The Steering Board of Directors, may, at its discretion, request a Non-NSSF vendor to make a Conference presentation on a specific topic of interest to the Association. In addition, Non-NSSF vendors may submit requests to the Steering Board for permission to give a topical Conference presentation. In all cases, the Steering Board reserves the right to approve all presentation topics and materials to be presented by Non-NSSF vendors.

- C. Any vendor sponsored event is to be scheduled at times that do not interfere with Conference meetings, sessions, or related activities; vendors are strongly discouraged from sponsoring activities designed to entice Conference participants away from Conference-scheduled meetings.

Article VI **Miscellaneous Provisions**

Section 6.01 - Indemnification

- A. The Directors and Officers of the Association shall be indemnified to the fullest extent possible now and hereafter permitted by law in connection with any actual or threatened action or proceeding (including civil, criminal, administrative or investigative proceedings) arising out of their service to the Association and while under the direction of the Steering Board of Directors.
- B. The Board of Directors is hereby authorized to purchase and maintain insurance on behalf of any Director, officer, or employee of the Association, insuring them, to the extent permitted by law against any personal liability asserted against or incurred by them at any such service to or on behalf of the Association.

Section 6.02 - Association Records

- A. Any member entity may have reasonable access to the records and documents (including financial) of the Association. The requester must pay any expenses involved except as the Association may otherwise determine.

Section 6.03 - Fiscal Year and Budget

- A. The fiscal year shall begin the first day of January in each year. The Steering Board of Directors shall approve a budget for the fiscal year prior to the commencement thereof.

Section 6.04 - Jurisdiction

- A. The jurisdiction of the PWR RP ALARA Association is complete and continuing from year to year. It is autonomous in all matters and is not subject to or subservient to any individual member entity or any other agency or organization.

Section 6.05 - Effective Date

- A. These By-laws shall become effective on the date on which the Association approves them.

Section 6.06 – Amendments to the By-Laws

- A. These By-Laws may be amended from time to time by a two-thirds (2/3) majority of the Representatives present and eligible to vote at a conference (meeting) of the Representatives.
- B. A motion to amend the By-Laws shall be made and seconded at a meeting of the Association provided that a copy of the proposed amendment(s), clearly stating the Article(s) and Section(s) to be amended, was provided to all Representatives prior to the motion.
- C. All amendments to these By-Laws shall be incorporated into a revised edition of the By-Laws. The Cover page of each edition of the By-Laws shall include the statement: "As

Approved on (insert date)” with the words “Revision (insert revision letter, such as A, B, etc.) directly below the statement. The last Section in the last Article of the By-Laws shall list all of the revisions by Revision letter, date approved, and the Section(s) that were added, deleted, revised, or renumbered.

Section 6.99 – Revisions to the By-Laws

- A. Rev 0 By-Laws were originally approved on January 13, 2006
- B. Rev A By-Laws were approved on January 20, 2012
 - a. Updated/Revised sections included:
 - i. 2.01 Members “D” & “E”
 - ii. 2.02 Membership Dues “A”
 - iii. 3.02 Number of Directors “A”
 - iv. 3.07 Vacancies of Directors or Officers “B”, “C”, and “D”
 - v. 3.14 Summary and Annual Reports “B”
 - vi. 3.15 Association Records “A”
 - vii. 4.01 Number of Officers “A”
 - viii. 4.05 Treasurer of the Association “A”
 - ix. 4.06 Terms and Election of Officers “A”, “B”, “C”, and “D”
- C. Rev B By-Laws were approved January 29, 2014
 - a. Updated/Revised sections included:
 - i. Section 2.06 – Quorum of the Representatives
 - ii. Section 2.08 – Proxies and Absentee Ballots (Deleted)
- D. Rev C By-laws were approved June 25, 2014
 - a. Updated/Revised sections included:
 - i. Section 1.01 Name & Address of the Organization “A”
 - ii. Section 1.02 Organization Type & Responsibilities “A”
 - iii. Section 2.02 Membership Dues “A”
 - iv. Section 2.08 Proxies and Absentee Ballots “B”
 - v. Section 3.02 Number of Directors “A”
 - vi. Section 3.04 Election and Terms of Directors “A”, “B” & “C”
 - vii. Section 5.01 Association Conferences “C”