

Volunteer Responsibilities and Indemnification

Name	WEF Volunteer Responsibilities and Indemnification
Category	Legal
Origination and Review Dates	2012; July, 2018; February, 2020
Requirements	No legal requirements
Review Cycle	3 years
Legal Review Required	Yes

Responsibilities

The Water Environment Federation® (WEF®) accomplishes its goals and objectives through its membership and their volunteer participation. Whenever participating in a committee or other volunteer activity, members must act with the best interests of WEF in mind, including:

- 1) making reasonable decisions considering the circumstances, guarding against loss or injury to WEF, and acting in a way that is consistent with the goals of WEF;
- 2) never making decisions based on personal interests or personal gain, and disclosing any interest that is believed may cause a conflict of interest in accordance with WEF's Conflicts of Interest and Disclosure Policy; and
- 3) abiding by antitrust laws, including:
 - a. not discussing or exchanging information that would be anticompetitive in nature such as, but not limited to, current or future prices, price fixing or price-stabilizing agreements, discounts, cost studies or other competitive business terms.
 - b. Acknowledging and agreeing that prices charged must be calculated and determined by each business separately by their respective owners and managers based on separate determinations of costs and what constitutes a reasonable profit.

Indemnification

In accordance with the limitations described in the Bylaws, WEF will indemnify any person who is or has been a Trustee, Delegate, Officer, Committee Member, or Employee (hereinafter "Indemnified Person") of WEF against legal expenses and liabilities reasonably incurred or imposed on the indemnified person in connection with serving WEF. WEF has the latitude to purchase coverage and currently carries liability insurance for its indemnification obligation.

Indemnification will be provided if WEF determines the person acted reasonably, in good faith, in a manner not opposed to the best interests of WEF and had no reason to believe his/her actions were unlawful. No indemnification will be provided if it is determined by WEF that the person has:

- engaged in fraudulent, criminal, malicious or knowingly wrongful conduct;
- gained personal profit or advantage which is either in breach of the indemnified person's fiduciary duty to WEF or represents a conflict of interest with WEF;
- breached a professional duty by reason of any negligent act, error or omission committed in the performance of professional duties unrelated to WEF;
- not acted in good faith;
- engaged in an act which constitutes false arrest, wrongful detention, wrongful entry, wrongful eviction, a violation of the right to privacy and/or immoral, licentious or sexual behavior intended to lead to or culminate in any sexual act; or
- violated the provisions of the Employee Retirement Income Security Act of 1974 or similar Federal legislation.

A request for indemnification must be made by the indemnified person in writing to the President no later than 15 days after (1) the commencement of any action, suit or proceeding against the person or (2) the person became aware of any fact or situation which may reasonably be anticipated to give rise to a claim for indemnification. The Board investigates, or oversees investigations, and makes determinations on requests for indemnification, as outlined in the Board Operations and Meeting Policy.

In the event of any payment by WEF, directly or through insurance, to an indemnified person, WEF will be subrogated and have rights of recovery for the amount of the payment provided. In connection with a payment, the indemnified person will execute documents to secure the right of recovery and will assist WEF in reaching settlement or defending the suit. If the Board authorizes payment prior to final disposition of any suit or proceeding, the indemnified person will also provide written commitment and surety of repayment should the investigation conclude that the person is not eligible for indemnification.