



Code of Regulations of National Ground Water Association, Inc.

ARTICLE 1. NAME

The name of this Association shall be NATIONAL GROUND WATER ASSOCIATION, INC. (NGWA), an Ohio non-profit corporation, hereinafter referred to as NGWA.

ARTICLE 2. MISSION

The mission of the NGWA shall be defined by the NGWA Board of Directors within the scope of these general principles: to enhance the skills and credibility of all groundwater professionals, develop and exchange industry knowledge, and promote the groundwater industry and understanding of groundwater resources.

ARTICLE 3. NOTICES

Unless otherwise specifically provided, any notice provided for in these Regulations or in Chapter 1702 of the Ohio Revised Code ("Notice") can be given by Authorized Communication Equipment as defined in Section 1702.01Q of the Ohio Revised Code or by written communication delivered personally, by United States mail, courier service or telegram.

ARTICLE 4. MEMEBERSHIP

Section 4.1. Nature of the NGWA. The NGWA is a voluntary organization without capital stock. Its membership shall be composed of persons, employers, or organizations engaged in the groundwater industry professions who may from time to time be admitted to membership as prescribed by this Code of Regulations. Subject to the laws of the United States of America, membership in this organization will not be restricted in any way for reasons of race, creed, color, religion, sex, ancestry, age, or because of physical or mental handicap or because of the person's veteran status.

Section 4.2. Industry definitions. The term "groundwater industry" as used in this Code of Regulations embraces all industries and persons engaged in constructing or servicing groundwater-related well systems; studying, teaching or perfecting related technology; evaluating water resources; developing, modeling of, or remediating water resources; or manufacturing or supplying equipment to accomplish these tasks. Groundwater-related well means any excavation, regardless of design or method of construction, created for any of the following purposes: removing groundwater from or recharging water into an aquifer; determining the quantity, quality, level, or movement of groundwater in or the stratigraphy of an aquifer; and removing or exchanging heat from groundwater.

Section 4.3. Membership. The membership of the NGWA shall consist of Active, Associate, Retired/Emeritus, Life and Honorary Members, as well as Affiliate and Associated organizations.

Section 4.4. Active Members. The Active Members of the NGWA shall be divided into four sections, as follows:

a. Contractors Section. Any person or employer primarily engaged in the business of groundwater-related construction or service and/or pump installation or service or any individual enrolled in a high school, university, college, preparatory school or vocational education curriculum, public or private, studying subject matter embracing the groundwater industry.

b. Manufacturers Section. Any person or employer engaged in manufacturing equipment, materials or supplies used in the groundwater industry.

c. Suppliers Section. Any person or employer who does no contracting for the construction of groundwater-related wells and/or installation and servicing of water pumps, and which:

- i. is an established wholesaler maintaining a warehouse and stock of pumps, pump parts, and other water handling equipment which are sold regularly to dealers and/or contractors for resales; or
- ii. is engaged in the business of supplying equipment, rigs, tools or rendering specialized services to the groundwater industry from an established place of business in its trading area.

d. Scientists and Engineers Section. Any person or employer engaged in the supervision, regulation, evaluation, development, remediation or investigation of underground water or groundwater supply installations or related technology or any individual in a university, college or preparatory school, public or private, studying or teaching subject matter embracing the groundwater industry.

Section 4.5. Associate Members. Any person, employer or organization interested in the work of the NGWA who is not eligible to become an Active Member may become an Associate Member.

Any person whose application is received by the Chief Executive Officer or the Chief Executive Officer's assigned staff, properly completed, payment of whose annual dues is received and processed, and who meets the definition above is an Associate member of the NGWA upon being so notified.

Associate Members may not be organized into a Section of the NGWA. Associate Members are eligible to be Delegates.

Section 4.6. Retired/Emeritus Members. Persons who have been Active Members of the NGWA for a minimum of 20 years, are at least 65 years of age, and who, as a result of retirement, disability or other good cause, are no longer active in the groundwater industry may be granted Retired/Emeritus membership upon the recommendation of:

1. the Chief Executive Officer's review of appropriate application;
2. the Membership Committee; or
3. the Board of Directors of the Division of NGWA in which the Member had held membership, and with the consent of the board of Directors.

A Retired/Emeritus member is eligible to be a Delegate. Retired/Emeritus Members are not eligible to hold office.

Section 4.7. Life Members. Person of acknowledged eminence in the groundwater industry, or who have contributed some special service in the furtherance of the groundwater industry or to NGWA, and who are Active members of the Association at the time of their nomination for Life Member status may be elected to Life membership upon recommendation of the Membership Committee and an affirmative vote of the NGWA Board of Directors.

Life Members shall retain all the privileges of Active Members as established by the NGWA Board of Directors, including serving as Delegates, and holding office.

Life Members are exempt from membership fees.

Life Membership is for individuals only, and not for their employers, or their employees. Should an individual honored with Life Membership also be the primary membership link for a firm's Association membership, then the employer must appoint a new primary in the place of the Life Member.

Section 4.8. Honorary Members. Persons of acknowledged eminence from outside the groundwater industry who have contributed some special service to the industry or to NGWA may be elected to Honorary membership upon the recommendation of the Membership Committee and an affirmative vote of the NGWA Board of Directors. Honorary Members are exempt from membership fees for life or until such time that an Honorary Member elects to become an Active Member and shall be entitled to all privileges and benefits as established by the NGWA Board of Directors, except for being a Delegate and holding office. Should an Honorary Member become an Active Member, then the Honorary status has been forfeited and may be restored only by action of the NGWA Board of Directors.

Section 4.9. Organizations. For the purposes of this Code of Regulations, organizations shall be any established and NGWA recognized organization representing the groundwater industry.

a. The NGWA Board of Directors shall recognize for assignment of delegates to the NGWA annual membership meeting only one (1) organization per state of the United States of America (U.S.A.),

- i. U.S.A. territory,
- ii. U.S.A. possession,
- iii. nation other than the U.S.A., or
- iv. political subdivision of a nation other than the U.S.A.

b. For organizations domiciled outside a U.S.A. state, territory or possession, they may be recognized as an Affiliate, so long as it is an organization representing the groundwater industry in the named political entity.

c. If the organization is not a nation-wide organization, but represents only a recognized political subdivision of a nation, that organization may be an Affiliate if no national organization exists that is already recognized as a national Affiliate.

d. The number of NGWA members domiciled in that political subdivision shall not be counted in the determination of that nation's remaining NGWA members used to determine delegate assignment for the NGWA membership annual meeting.

e. Only the organization granted Affiliate status is the NGWA member, along with any NGWA members also a member of the Affiliate. Members of the affiliated organization who have not paid NGWA dues are not automatically granted NGWA member status, as well.

f. Should a national organization seek Affiliation after a political subdivision organization has already been granted Affiliate status, the national association shall be recognized as an Affiliate in the next calendar year and the political subdivision organization shall no longer be eligible for Affiliate status.

g. The NGWA Board of Directors recognizes participation in the Associated Society program for those organizations that are groundwater organizations with non-profit status. The Associated Society designation does not affect the delegate process, which is administered solely through the Affiliate program. Benefits for Associated Society organizations are for purposes of increasing communication and sharing expertise within the groundwater industry.

h. Organization members are entitled to all privileges and benefits as established by the NGWA Board of Directors, except being a delegate and holding office.

Section 4.10. Application and eligibility

a. Any person, employer, or organization eligible for Active membership whose application is received by the Chief Executive Officer or the Chief Executive Officer's assigned staff, properly completed and whose annual dues are fully paid, shall be deemed an Active Member of the NGWA upon being so notified. An eligible person, employer, or organization shall be any person, employer, or organization meeting the qualifications set forth in the Code of Regulations and the written policies of the NGWA.

b. Any eligible person, employer, or organization whose application is received by the Chief Executive Officer or the Chief Executive Officer's assigned staff, properly completed, payment of whose annual dues are fully paid, and who is declared eligible for Associate membership in the NGWA by the Membership Committee, shall be deemed an Associate Member of the NGWA upon so being notified. An eligible person, employer, or organization shall be any person, employer, or organization meeting the qualifications set forth in this Code of Regulations and the written policies of the NGWA.

c. Any person who meets the requirements set forth by this Code of Regulations as either a Life, Retired/Emeritus, or Honorary member shall be deemed a Life, Retired, or Honorary member of the NGWA upon being so notified. An eligible person shall be any person meeting the qualifications set forth in this Code of Regulations and the written policies of the NGWA.

Section 4.11. Removal. Any person, employer, or organization shall be removed from membership in the NGWA if, by a two-thirds (2/3rds) vote, the NGWA Board of Directors determines that such person, employer or organization does not meet the qualifications for membership set forth in this Article; provided, however, that said person, employer, or organization has been provided at least thirty (30) days written notice detailing the alleged lack of qualifications for membership and has been afforded the right to a hearing before the Membership Committee and representation therein by counsel; and provided further, that said person, employer or organization may appeal a NGWA Board of Directors' decision adverse to it within 30 days after that decision has been communicated in writing to the person, employer, or organization in question, for consideration at the next NGWA Meeting of the Delegates and that such a decision is affirmed by the Delegates by not less than a two-thirds (2/3rds) vote thereof.

A written complaint, signed by two (2) or more Delegates or Directors of NGWA, shall initiate the process for hearing before the Membership Committee, opportunity for appeal, and vote by the Board of Directors if the matter has been referred to them for decision by the Membership Committee. Delegates signing a complaint shall have been Delegates recognized at the most recently held Meeting of the Delegates. The complaint must

identify any alleged lack of qualification(s) for membership and contain specific reference(s) to the qualification requirement(s) contained in this Article that are alleged to be deficient. The complaint shall include specific reference contained in any other documents that supports the complaint, and copies of such documents shall be attached to the complaint unless the referenced documents are readily available to all the general public.

Nonpayment of dues shall be cause for automatic removal; provided that appropriate invoices have been sent to the member, and that at least thirty (30) days have been allowed for response.

ARTICLE 5. DUES

Section 5.1. Dues. Annual dues shall be prescribed by the NGWA Board of Directors. Benefits shall be established by the NGWA Board of Directors.

Section 5.2. Payment. NGWA shall collect dues covering a twelve (12)-month period from its Members. Notwithstanding any of the above, the NGWA Board of Directors may adjust all dues.

ARTICLE 6. MEETINGS

Section 6.1. Representation

a. Each organization recognized by this Code of Regulations shall be entitled to elect or appoint one (1) Delegate for each twenty (20) Members of the NGWA. The calculated number of Delegates eligible to be seated shall be determined by rounding to the nearest whole number of Members (e.g., an organization with forty-nine Members would have two (2) Delegates (49 divided by 20=2.45), while an organization with fifty (50) would have three (3) Delegates (50 divided by 20=2.5)). The elected Delegates will then represent the whole organization.

In the event no affiliate organization relationship exists on behalf of an NGWA member, then the NGWA members from the non-affiliated state, territory, or possession of the United States of America or a non-affiliated foreign nation may be entitled to elect or appoint one (1) Delegate for each twenty (20) Members of the NGWA. The calculated number of Delegates shall be determined by rounding to the nearest whole number of Members (e.g. a state or nation with forty-nine Members would have two (2) Delegates (49 divided by 20=2.45), while an organization with fifty (50) Members would have three (3) Delegates (50 divided by 20=2.5)). A geographic area's allocation of delegates may be assigned by the first eligible members to request delegate status.

Each organization that is a paid Member under the Affiliate Organization Program or other such program recognized by the NGWA Board of Directors will receive one (1) additional Delegate which may be their Chief Executive Officer or equivalent title who is an Active or Associate member eligible for Delegate status, or any other Active member of NGWA who is a resident of that area or state.

b. The Manufacturers, Suppliers, and Scientists and Engineers Sections may each elect or appoint ten (10) Delegates. These Delegates shall have full powers and duties accorded other Delegates.

c. The Officers of the NGWA and all Past Presidents shall be deemed Delegates.

Section 6.2. Qualification of Delegates. No person shall be qualified to be a Delegate unless the person meets at least one of the definitions of eligibility found within this Code of Regulations. All Delegates must be at least 18 years of age on the date of the meeting.

The number of delegates that an Affiliate organization may be entitled to shall be determined from a count of the state's membership with NGWA sixty (60) days prior to the date of the annual delegates meeting. Each Affiliate organization is required to submit its list of the full names of intended Delegates to the NGWA Chief Executive Officer or the Chief Executive Officer's assigned staff for verification of eligibility no later than sixty (60) days prior to the published date of the Annual Meeting. This list must be submitted on official letterhead of the Affiliate organization and must be signed by the Affiliate organization's current President, President-elect, or Chief Executive Officer or equivalent office.

At any time during any part of the Delegate credentialing process only the current President, President-elect, or Chief Executive Officer or equivalent office, or an officially appointed and recognized proxy of an Affiliate organization are eligible to submit or remove name(s) of Delegates to the NGWA Chief Executive Officer or the Chief Executive Officer's assigned staff. A proxy is a document or some person that has been authorized by another person to act on the behalf of the first person who cannot be present to act on their own behalf.

For the purposes of serving as an Affiliate organization's delegation appointment authority, an Affiliate organization may designate a proxy to serve in place of either its Affiliate President, President-elect, and/or Chief Executive Officer or equivalent office, should none of them be available, so long as no less than thirty (30) days' notice of this appointment by one of the above named offices is provided in writing to the NGWA Chief Executive Officer or the Chief Executive Officer's assigned staff.

Should a dispute arise among an Affiliate organization's President, President-elect, or Chief Executive Officer or equivalent office regarding a submitted Delegate, the NGWA Chief Executive Officer shall first defer to the Affiliate organization's President. Should the Affiliate organization's President be unavailable, the Affiliate organization's President-elect shall resolve the matter. Should the Affiliate organization's President-elect be unavailable, then the Affiliate organization's Chief Executive Officer or equivalent office shall resolve the matter. If none of these individuals are available, then the NGWA Chief Executive Officer or the Chief Executive Officer's assigned staff is empowered to resolve the dispute.

After verification of each Affiliate organization's list of Delegates, the NGWA Chief Executive Officer, or the Chief Executive Officer's directed staff, shall provide Notice to the appropriate Affiliate organization confirming the status of each previously submitted Delegate name(s) at least thirty (30) days prior to the published date of the Annual Meeting.

Should a name submitted by an Affiliate organization to the NGWA Chief Executive Officer or the Chief Executive Officer's assigned staff not be eligible, the Affiliate organization shall be entitled to resolve the ineligibility issue(s) or to submit new name(s) up until a date no later than one (1) week prior to the published date of the Annual Meeting. Should an Affiliate organization be unresponsive to this deadline, then the Delegate seats for the Affiliate organization shall be considered open and eligible to be assigned at the Annual Meeting.

When an Affiliate organization's delegation has not been assigned or verified in advance per the requirements of these Regulations, the delegation shall first be assigned at the Annual Meeting by the Affiliate organization's President, President-elect or Chief Executive Officer or equivalent office, or the officially appointed Affiliate proxy, who shall submit the name(s) of Delegates to the NGWA Chief Executive Officer or the Chief Executive Officer's assigned staff up until twenty-four (24) hours prior to the published start time of the Annual Meeting. Previously verified Delegates of an Affiliate organization that will not be present for the Annual Meeting may be replaced at this time.

Should, through a period ending no later than twenty-four (24) hours prior to the published start time of the Annual Meeting, an Affiliate organization be found by the NGWA Chief Executive Officer or the Chief Executive Officer's assigned staff to be in default on any financial obligation owed to the NGWA, then that Affiliate organization shall not be eligible to submit names of Delegates for seating at the Annual Meeting and the entire delegation shall then be considered open, despite any previous verification of Delegate eligibility or Delegate credentials issued.

Starting at twenty-four (24) hours prior to the published start time of the meeting and ending fifteen (15) minutes prior to the published start time of the Annual Meeting, any remaining seat(s) of a delegation shall be assigned on a first-come, first-served basis by eligible NGWA members from the representative state or region. To be a Delegate on a first-come, first-served basis the individual's NGWA mailing address must be in that particular state.

No Delegate may be represented by written or voice proxy. Delegate qualification shall continue until fifteen (15) minutes prior to the start of the Annual Delegates Meeting. An alternate Delegate may be registered, without the approval of the appropriate affiliate organization's officers or designated representative, as a Delegate at any time during any delegate registration period if the person's appropriate affiliate organization roster of eligible delegates is not complete.

Section 6.3. Powers and Duties. The Meeting of Delegates is authorized to represent the membership of the NGWA and is directed to express the will of the membership to the NGWA Board of Directors. The Meeting of Delegates shall:

- a. Elect the Contractors Section Members to the NGWA Board of Directors;
- b. Amend this Code of Regulations from time to time;
- c. Review the actions of the Officers and of the NGWA Board of Directors; and
- d. Make decisions on all other lawful matters which may be brought before it.

Section 6.4. Annual Meeting. The Annual Meeting of the Delegates shall be held each year on such date and at such place as the President, with the advice of the NGWA Board of Directors, shall designate.

Section 6.5. Special Meetings. Notice of Special Meetings of the Delegates may be given by the President at the President's discretion and shall be given by the Chief Executive Officer upon receipt, in writing, of requests for a Special Meeting from twenty-five (25) percent of the Delegates recognized as such by the Chair of the most recently concluded Annual Meeting of Delegates.

Section 6.6. Notice. The Chief Executive Officer or the Chief Executive Officer's assigned staff shall give Notice to Members not less than twenty (20) nor more than forty (40) days prior to the date of each annual meeting and not less than ten (10) nor more than twenty (20) days prior to the date of any special meeting.

Section 6.7. Voting. Each Delegate shall be entitled to one (1) vote for each voting matter before the Meeting of Delegates.

Section 6.8. Quorum. The quorum of any meeting of the Delegates shall be (a majority) of the final number of eligible voting members as determined by the Chief Executive Officer.

ARTICLE 7. MANAGEMENT

Section 7.1. NGWA Board of Directors. The government, management, and control of the NGWA and its affairs shall be vested in a Board of Directors consisting of nine (9) Members of the Contractors Section, the immediate Past President of the NGWA, and nine (9) additional persons, of whom three (3) shall be elected by each of the following Sections: Manufacturers, Scientists and Engineers, and Suppliers.

(a) The Scientists and Engineers, Contractors, Manufacturers, and Suppliers Sections may create their own internal administrative organizations which may function autonomously; provided, however, that the said Section must adhere to the policies of the NGWA on the following matters of policy:

- (i) Qualifications for membership;
- (ii) Dissemination of public information;
- (iii) Financial obligations to the NGWA; and
- (iv) Any other matter which the membership, at a meeting of the Delegates, may from time-to-time declare requires adherence.

(b) Each Section may develop subgroups under this membership designation with the approval of the NGWA Board of Directors.

Section 7.2. Eligibility. No person shall be eligible to be an Officer or Director unless the person is a Member in good standing of the NGWA and actively engaged in the groundwater industry. If any Officer or Director shall, during their term of office, cease to be a Member in good standing of the NGWA or cease to be actively engaged in the groundwater industry, the person shall thereupon cease to be an Officer or Director.

Section 7.3. Powers and Duties. The NGWA Board of Directors shall have power to establish policy for carrying on the work and government of the NGWA not inconsistent with this Code of Regulations; to elect the officers of the NGWA; to fill vacancies which may occur during the term of any Board member; to engage and discharge the Chief Executive Officer, and to fix the Chief Executive Officer's compensation; to have charge of all property and assets of the NGWA; and to do all other lawful acts necessary and proper to carry on the business of the NGWA.

Section 7.4. Responsibilities. The NGWA Board of Directors shall be responsible to the Meeting of Delegates for its conduct of the business and affairs of the NGWA and shall report to the Meeting of Delegates, at each Annual or Special Meeting thereof, the activities it has undertaken or directed the officers or the Chief Executive Officer to undertake.

Section 7.5. Quorum. A majority of the NGWA Board of Directors shall constitute a quorum and no meeting may be held without a quorum. An Interested Director (as defined in Section 7.14) may be counted in obtaining a quorum.

Section 7.6. Election. At each Annual Meeting of the Delegates, Directors shall be elected for a term of not less than two (2) and not more than three (3) years or until their successors are duly elected and qualified.

Any Director shall be eligible for re-election.

Vacancies occurring on the NGWA Board of Directors may be filled by majority vote of the remaining Directors, and shall be chosen from the membership of the Section by which the former Director was elected. Any Director elected to fill a vacancy shall serve the balance of the unexpired term of the former Director. Any

person who is serving a term as Director and is then concurrently elected President-elect of the NGWA Board of Directors shall remain a member of the NGWA Board of Directors without further election as a Director until the person has resigned, been removed from office, or completed the term of the position of immediate Past President of the NGWA Board of Directors, whichever shall come first.

Should more than one director vacancy occur at the same time, then the Board must act to reduce the total director vacancies to no more than one within ninety (90) days of the occurrence of the second vacancy.

Section 7.7. Resignations. Any Director may resign by giving written Notice to the NGWA Board of Directors, President, Secretary, or Treasurer. Such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

Section 7.8. Removal of Director(s). Any Director(s) may be removed for fraud, felony, or abuse and/or sexual harassment of employed NGWA staff, at any time, by the affirmative vote of three-fourths (3/4ths) of the NGWA Board of Directors. Vacancies on the NGWA Board of Directors as a result of removal action shall be filled in accordance with the provisions of Section 7.6. Notices or waivers of Notices of such meeting shall have specified that such removal action was to be considered.

Section 7.9. Chairman of the NGWA Board of Directors. The President of the NGWA shall be Chairman of the NGWA Board of Directors and shall preside at all meetings of the NGWA Board of Directors.

Section 7.10. Meetings. The Annual Meeting of the NGWA Board of Directors shall be held within five (5) days before and/or five (5) days after the Annual Meeting of the Meeting of Delegates.

Special Meetings of the NGWA Board of Directors may be called by the Chairman, or by any two (2) Members of the NGWA Board of Directors, and shall be called within thirty (30) days by the Chairman upon the Chairman's or any two (2) directors' receipt of a written request interpreted by the Chairman to be related to the same topic from any three (3) Affiliate organizations recognized by NGWA in accordance with this Code of Regulations.

Section 7.11. Notice of Meetings. Notice of each Annual Meeting of the NGWA Board of Directors shall be given by the Chief Executive Officer or the Chief Executive Officer's assigned staff not less than ten (10) days before the date of the meeting. Notice of Special Meetings shall be given by the Chief Executive Officer, or the Chief Executive Officer's directed staff, at least five (5) days before the meeting. Each such Notice shall specify the purpose for which such Meeting, Annual or Special, is being held. Meeting of the NGWA Board of Directors may also be held upon waiver of Notice by all Directors.

Section 7.12. Place of Meetings. The Annual Meeting of the NGWA Board of Directors shall be held at such place, if any, as the Chairman shall designate. Special Meetings of elected members of the Board of Directors shall be held at such time and place, if any, as the Chairman may designate, but if in a place shall be limited to within the continental United States of America and Alaska.

Section 7.13. Executive Committee. The President, President-Elect, Secretary, Treasurer, and the respective Vice Presidents of the Contractors Section, the Manufacturers Section, the Scientists and Engineers Section, and the Suppliers Section of the NGWA shall constitute an Executive Committee which shall have full power and authority, to the extent permitted by law, in the government, management, and control of the NGWA and its affairs during the intervals between meetings of the NGWA Board of Directors. The immediate Past President of the NGWA shall be an ex officio member without vote of the Executive Committee. In no event, however, shall the Executive Committee have authority to amend the Articles of Incorporation, amend or

repeal the Code of Regulations, elect or remove officers of the NGWA (unless an officer vacancy not caused by action of full Board occurs during the course of an officer's term), adopt a plan of merger or a plan of consolidation, or to sell, lease, exchange, mortgage, pledge or otherwise dispose of all or substantially all of the property or assets of the NGWA.

Section 7.14. Interested Director. An "Interested Director" is a Director who has a direct or indirect pecuniary interest, other than as an officer or director of NGWA, in a matter in which NGWA is a party. A "Matter of Interest" is when a Director has a direct or indirect pecuniary interest, other than as an officer or director of NGWA, in a matter in which NGWA is a party. An Interested Director, if present at a Board meeting where a Matter of Interest is discussed, may be required by the Chairman of the Board to recuse himself from such discussion or vote thereon.

ARTICLE 8. OFFICERS

Section 8.1. Designation, Election, and Terms. The officers of the NGWA shall be a President, President-Elect, four Vice Presidents, a Secretary and a Treasurer, and it is provided that the same person may hold simultaneously the offices of Secretary and Treasurer. Each of the four (4) membership sections represented on the Board shall each have only one of its NGWA Board directors elected to one (1) of the four (4) Vice President positions. The officers shall be elected by the NGWA Board of Directors at the first meeting of the NGWA Board of Directors following the conclusion of the scheduled annual Delegates Meeting and shall serve until the next meeting of the NGWA Board of Directors following the next scheduled annual Delegates Meeting, or until a successor or successors is or are duly elected and qualified.

Section 8.2. Duties of the President. The President shall be the executive officer of the NGWA and shall preside at all meetings of the NGWA Board of Directors. The President or the President's designate shall preside at all meetings of the Delegates. The President shall have voting rights in meetings of the NGWA Board of Directors per the guidelines set forth in the most current edition of the Modern Rules of Order. The President shall be Member ex officio with the right to vote on all NGWA standing committees and an ex officio without the right to vote of the Board of Directors of each Section. The President shall have such other duties and authority as usually pertain to that office and as may be conferred upon him by the NGWA Board of Directors from time to time.

Section 8.3. Duties of the President-Elect. The President-Elect shall, in the absence of the President, perform the duties of the President. The President-Elect shall familiarize himself with the duties of the President and shall assume that office at the completion of the incumbent President's term of office. The President-Elect shall perform such other duties as the President or the NGWA Board of Directors may from time to time direct.

Section 8.4. Duties of the Vice Presidents. The Vice President elected from the Contractors Section membership of the NGWA Board shall, in the absence of the President and the President-Elect, perform the duties of the President. The Vice President elected from the Contractors Section shall preside over the annual meeting for Contractors Section members held during the NGWA's Annual Convention. Each Sectional Vice President shall perform such duties as the person may from time to time be directed by the President or the NGWA Board of Directors.

Section 8.5. Duties of the Secretary. The Secretary shall perform such duties as the President or NGWA Board of Directors may direct, and shall perform such other duties as usually pertain to that office. The President may, at the discretion of the office, assign the Secretary to preside over the Meeting of Delegates.

Section 8.6. Duties of the Treasurer. The Treasurer shall perform such duties as usually pertain to that office, and such other duties as the President or the NGWA Board of Directors may from time to time direct.

Section 8.7. Resignations. Any officer may resign by giving written Notice to the NGWA Board of Directors, President or the Secretary/Treasurer. Such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

Section 8.8. Removal of Officer(s). Any officer(s) may be removed at any Board of Directors meeting for fraud, felony, or abuse and/or sexual harassment of employed (NGWA) staff by the affirmative vote of three-fourths (3/4ths) of the total NGWA Board of Directors. Notices or waivers of Notices of such meeting shall have specified that such removal action was to be considered.

Section 8.9. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled in the manner prescribed for regular election to such office.

ARTICLE 9. COMMITTEES

Section 9.1. Standing Committees. The Standing Committees of the NGWA shall be as follows:

- (a) Executive Committee,
- (b) Finance & Budget Committee,
- (c) Government Affairs Committee,
- (d) Membership Committee,
- (e) Past Presidents Committee, and
- (f) Policy & Code of Regulations Committee.

Section 9.2. Other Committees. Other Committees may be appointed or removed as are determined necessary by the President or the NGWA Board of Directors.

Section 9.3. Duties. Committees shall perform such duties as the President or the NGWA Board of Directors may from time to time direct.

Section 9.4. Committee Membership. The President shall appoint the Members of all Committees of the NGWA, with the exception of the Executive Committee, whose membership is specified in Section 7.13 of this Code of Regulations. Committees serving only sectional interests may be appointed by the Vice President of each respective Section.

ARTICLE 10. CHIEF EXECUTIVE OFFICER

Section 10.1. Designation. The Chief Executive Officer shall manage the NGWA's administrative and financial affairs at the direction of the NGWA Board of Directors.

Section 10.2. Duties. The Chief Executive Officer shall perform such duties as assigned by the Board of Directors.

ARTICLE 11. INDEMNIFICATION

Section 11.1. Indemnification. The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, employee, or agent of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines,

excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, employee, or agent under this Article shall apply to such officer, director, employee, or agent with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 12. AMENDMENTS

Section 12.1. Power. This Code of Regulations may be amended by a two-thirds (2/3rds) vote of the eligible Delegates attending any properly convened meeting.

Section 12.2. Presentation.

(a) Amendment via Board of Directors. Amendments to this Code of Regulations may be proposed by the NGWA Board of Directors; provided, however, no amendment may be considered by the Meeting of Delegates unless written Notice of it is given to the Chief Executive Officer not less than forty-five (45) days before the date of the meeting at which consideration of the proposed amendment is sought.

(b) Amendment via Petition. Amendments to this Code of Regulations may be proposed by written petition bearing the proposed change and bearing signatures of at least one hundred (100) active members of NGWA, who are active members at the time of their signing, and at the time of the filing, of the petition; or, by written petition bearing the proposed change and bearing the Presidents' signatures of at least five (5) Affiliate organizations certifying that a majority vote taken of their organizations supports the petition. Such petition shall be filed in writing via Certified U.S. mail with the Chief Executive Officer not less than forty-five (45) days before the date of the meeting at which consideration of the proposed amendment is sought.

Section 12.3. Notice. Notice of any proposed amendment to this Code of Regulations shall be given by the Chief Executive Officer, or the Chief Executive Officer's assigned staff, to Members not less than twenty (20) days before the date of the meeting at which consideration of the proposed amendment is sought. This Notice shall contain a brief summary of the purpose of the Amendment and website link information and NGWA phone, fax, postal address, email address, and contact person from whom a verbatim copy may be requested.

The text of the Amendment shall be delivered to the Member by Authorized Communications Equipment, in writing and delivered by United States Mail or courier service, or by posting on the NGWA website or published in the Member newsletter during the notice period.

Section 12.4. Modifications. Any proposed amendment, meeting the requirements of this Article, may be modified by the Delegates during their consideration of the proposed amendment; provided, however, that modifications shall be minor in nature and not materially change the general character of the proposed amendment from what the Members were notified of in advance for their consideration.

Section 12.5. Compliance with Law. No amendment to these Regulations shall be adopted which is inconsistent with or contrary to the provisions of the State of Incorporation of the Association, and any effort or attempt to do so will be void and ineffective.

ARTICLE 13. PARLIAMMENTARY PROCEDURE

Section 13.1. Rules of Order. The meetings of bodies of the NGWA shall be conducted in a fair and impartial manner by the President or other presiding official pursuant to this Code of Regulations. Matters determined by the President or other presiding official not to be provided for in this Code of Regulations will be resolved by reference to the most current edition of the Modern Rules of Order. In the event of a conflict between this Code of Regulations and the Modern Rules of Order, this Code of Regulations will govern. When questions arise in a Meeting of Delegates, resolution will be found in the then most current edition of Modern Rules of Order.

Section 13.2. Rulings on Order. Meetings of the Meeting of Delegates shall be presided over by the then current Secretary of the NGWA Board of Directors and shall hold the final authority on procedural matters.

ARTICLE 14. AUTHORIZED COMMUNICATIONS EQUIPMENT

Section 14.1. Adoption of Use of Authorized Communications Equipment. NGWA is permitted to use Authorized Communications Equipment, as defined in Section 1702.01(Q) of the Ohio Revised Code, to allow attendance and participation in NGWA Director or Delegate meetings; give a copy of any document or transmit any writing required or permitted under Chapter 1702 or these Code of Regulations; to vote; or any other use set forth in Chapter 1702 or this Code of Regulations.