

*As Amended by the delegates December 12, 2009
As Amended by the delegates December 9, 2010
As Amended by the delegates December 1, 2011*



**CODE OF REGULATIONS
OF
NATIONAL
GROUND WATER
ASSOCIATION, INC.**

**ARTICLE 1.
NAME**

The name of this Association shall be the 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 Communications

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. MEMBERSHIP

Section 4.1. Nature of the NGWA. The NGWA is a voluntary organization without capital stock. Its membership shall be composed of persons, firms, 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 those 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 Affiliated and Associated organizations.

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

- (a) **Contractors Division.** Any person or firm 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 Division.** Any person or firm engaged in manufacturing equipment, materials or supplies used in the groundwater industry.
- (c) **Suppliers Division.** Any person or firm 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 resale; or

- (ii) is engaged in the business of supplying equipment, rigs, or tools or rendering specialized services to the groundwater industry from an established place of business in its trading area.
- (d) **Scientists and Engineers Division.** Any person or firm engaged in the supervision, regulation, evaluation, development, remediation or investigation of underground waters or groundwater supply installations or related technology or any individual in an university, college or preparatory school, public or private, studying or teaching subject matter embracing the groundwater industry.

Section 4.5. Associate Members. Any person, firm 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 Executive Director or the Executive Director'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 Division 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 70 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 Executive Director'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 NGWA Board of Directors.

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

Section 4.7. Life Members. Persons 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 an Active Member as established by the NGWA Board of Directors, including serving as a Delegate, and holding office.

Life Members are exempt from membership fees.

Life Membership is for individuals only, and not for their businesses, 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 firm 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. The NGWA Board of Directors shall recognize for participation in the Affiliate State Program only one (1) state-level organization per state, U.S. territory, U.S. possession, or for a nation other than the United States of America.

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

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, firm, or organization eligible for Active membership whose application is received by the Executive Director or the Executive Director'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, firm, or organization shall be any person, firm, or organization meeting the qualifications set forth in this Code of Regulations and the written policies of the NGWA.
- (b) Any eligible person, firm, or organization whose application is received by the Executive Director or the Executive Director'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 being so notified. An eligible person, firm, or organization shall be any person, firm, or organization meeting the qualifications set forth in this Code of Regulations and the written policies of the NGWA.

- (c) Any person, firm, or organization 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, firm, or organization shall be any person, firm, or organization meeting the qualifications set forth in this Code of Regulations and the written policies of the NGWA.

Section 4.11. Removal. Any person, firm, 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, firm, or organization does not meet the qualifications for membership set forth in this Article; provided, however, that said person, firm, or organization has been provided at least 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, firm, 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, firm or organization in question, for consideration at the next NGWA Meeting of 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 above 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 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-month (12-month) period from its Members. Notwithstanding any of the above, the NGWA Board of Directors may adjust all dues based upon annual changes in the May consumer price index (CPI) for the United States of America. Any current year dues adjustment resulting from changes in

CPI will not exceed the cumulative change in CPI from the prior three year period. CPI related dues adjustments, if any, will be determined by the NGWA Board of Directors on or before July 15, and, if required, will become effective the following January. The NGWA Board of Directors shall review student membership dues separately from any CPI dues increase.

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 ten (10) Contractor Members of the NGWA and the number of Delegates shall be rounded to the nearest number of Members divisible by ten (10) (e.g., an organization with twenty-four (24) Members would have two (2) Delegates), while an organization with twenty-five (25) would have three (3) Delegates. The elected Delegates will then represent the whole organization.

In the event no affiliated 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 ten (10) Contractor Members of the NGWA and the number of Delegates shall be rounded to the nearest number divisible by ten (10) (e.g., a state or nation with twenty-four (24) Contractor members would have two (2) Delegates), while an organization with twenty-five (25) would have three (3) Delegates. 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 Program or other such program recognized by the NGWA Board of Directors will receive one (1) additional Delegate which may be their Executive Director 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 Division, Suppliers Division, and Scientists and Engineers Division, 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 contractor 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 Executive Director or the Executive Director'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 Executive Director or equivalent office.

At any time during any part of the Delegate credentialing process only the current President, President-elect, or Executive Director or equivalent office, or an officially appointed and recognized proxy of an Affiliate association are eligible to submit or remove name(s) of Delegates to the NGWA Executive Director or the Executive Director'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 Executive Director 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 NGWA Executive Director or the Executive Director's assigned staff.

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

After verification of each Affiliate association's list of Delegates, the NGWA Executive Director, or the Executive Director's directed staff, shall provide Notice to the appropriate Affiliate association 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 association to the NGWA Executive Director or the Executive Director's assigned staff not be eligible, the Affiliate association 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 association be unresponsive to this deadline, then the Delegate seats for the Affiliate association shall be considered open and eligible to be assigned at the Annual Meeting.

When an Affiliate association'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 association's President, President-elect or Executive Director or equivalent office, or the officially appointed Affiliate proxy, who shall submit the name(s) of Delegates to the NGWA Executive Director or the Executive Director's assigned staff up until two (2) hours prior to the published start time of the Annual Meeting. Previously verified

Delegates of an Affiliate association that will not be present for the Annual Meeting may be replaced at this time.

Should, through a period ending no later than two (2) hours prior to the published start time of the Annual Meeting, an Affiliate association be found by the NGWA Executive Director or the Executive Director's assigned staff to be in default on any financial obligation owed to the NGWA then that Affiliate association 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 one-hundred twenty (120) minutes 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 affiliated state association's officers or designated representative as a Delegate at any time during any delegate registration period if the person's appropriate affiliated state 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 Division 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 Executive Director 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 Executive Director or the Executive Director'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 Executive Director.

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 Division, the immediate Past President of the NGWA, and nine (9) additional persons, of whom three (3) shall be elected by each of the following Divisions: Manufacturers Division, Scientists and Engineers Division, and Suppliers Division.

- (a) The Scientists and Engineers, Contractors, Manufacturers, and Suppliers Divisions may create their own internal administrative organizations which may function autonomously, provided, however, that the said Division 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 Division 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 Executive Director, and to fix

the Executive Director'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 Executive Director 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 7.16) may be counted in obtaining a quorum.

Section 7.6. Election. At each Annual Meeting of the Delegates, Directors from the Contractors Division shall be elected for a term of three (3) years or until their successors are duly elected and qualified. The Scientists and Engineers, Manufacturers and Suppliers Divisions each shall elect Directors to serve 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 Division 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 7.9. Resignations. Any Director 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 7.10. 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 0. Notices or waivers of Notices of such meeting shall have specified that such removal action was to be considered.

Section 7.11. 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 7.12. 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) Affiliated State organizations recognized by NGWA in accordance with this Code of Regulations.

Section 7.13. Notice of Meetings. Notice of each Annual Meeting of the NGWA Board of Directors shall be given by the Executive Director or the Executive Director's assigned staff not less than ten (10) days before the date of the meeting. Notice of Special Meetings shall be given by the Executive Director, or the Executive Director'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 7.14. 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.

Section 7.15. Executive Committee. The President, President-Elect, Secretary/Treasurer, and the respective Vice Presidents of the Contractors Division, the Manufacturers Division, the Scientists and Engineers Division, and the Suppliers Division 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, 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 7.16. 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 manner 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 manner 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 divisions 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 Division. 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 Division 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 Division shall preside over the annual meeting for Contractors Division members held during the NGWA's Annual Convention. Each Divisional 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. No Board officer position should remain vacant for a period of more than ninety (90) days.

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 7.15 of this Code of Regulations, and the membership of the Nominating Committee shall be the five (5) most recent Past Presidents. Committees serving only divisional interests may be appointed by the Vice President of each respective Division.

ARTICLE 10. EXECUTIVE DIRECTOR

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

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

ARTICLE 11. INDEMNIFICATION

Section 11.1. Indemnification. The NGWA may indemnify or agree to indemnify any member, Director or person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the NGWA, by reason of the fact that he is or was a Director, officer, employee, or agent of or volunteer of the NGWA, or is or was serving at the request of the NGWA as a Director, trustee officer, employee, agent or volunteer of another corporation (including a subsidiary of the NGWA), domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the NGWA, and with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the NGWA, and with respect to any criminal action or proceeding, he had reasonable cause to believe that the person's conduct was unlawful.

Section 11.2. Exception. The NGWA may indemnify or agree to indemnify any member, Director or person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the NGWA to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee, or agent of or a volunteer of the NGWA, or is or was serving at the request of the NGWA as a Director, trustee, officer, employee, or agent of another corporation (including a subsidiary of the NGWA), domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the NGWA, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the NGWA unless, and only to the extent that the court of common pleas, or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court shall deem proper, and except that no indemnification shall be made with respect to any action or suit in which liability is asserted against a Director and that liability is asserted only pursuant to Section 1702.55 of the Ohio Revised Code or future statute of like tenor.

Section 11.3. Expenses Incurred. To the extent that a Director, trustee, officer, employee, agent or volunteer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 11.1 and Section 11.2 of this article, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith.

Section 11.4. Determination. Any indemnification under Section 11.1 and Section 11.2 of this article, unless ordered by a court, shall be made by the NGWA only as authorized in the specific case upon a determination that indemnification of the Director, trustee, officer, employee, agent or volunteer is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 11.1 and Section 11.2 of this article. Such determination shall be made:

- (a) by a majority vote of a quorum consisting of Directors of the NGWA who were not and are not parties to or threatened with any such action, suit, or proceeding, or
- (b) if such a quorum is not obtainable or if a majority vote of a quorum of disinterested Directors so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the NGWA or any person to be indemnified within the past five years, or
- (c) by the court of common pleas or the court in which such action, suit, or proceeding was brought.

Any determination made by the disinterested Directors under Section 11.4(a) or by independent legal counsel under Section 11.4(b) of this article shall be promptly communicated to the person who threatened or brought the action or suit by or in the right of the NGWA under Section 11.2 of this article, and within ten (10) days after receipt of such notification, such person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

Section 11.5. Payment of Expenses. Expenses, including attorneys' fees, incurred in defending any action, suit, or proceeding referred to in Section 11.1 and Section 11.2 of this article, may be paid by the NGWA in advance of the final disposition of such action, suit, or proceeding as authorized by the Directors in the specific case upon receipt of a written undertaking by or on behalf of the Director, trustee, officer, employee, agent or volunteer to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the NGWA as authorized in this article.

Section 11.6. Non-Exclusive. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles or the regulations or any agreement, vote of members or disinterested Directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be a Director, trustee, officer, employee, agent or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 11.7. Insurance. The NGWA may, but is not required to, purchase and maintain insurance on behalf of any person who is or was a trustee, Director, officer, employee, agent or volunteer of the NGWA, or is or was serving at the request of the NGWA as a Director, trustee, officer, employee, agent or volunteer of another corporation, including a subsidiary of the NGWA, whether a domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of the person's status as such.

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 Executive Director 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 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) Affiliated State 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 Executive Director 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 Executive Director, or the Executive Director'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. PARLIAMENTARY 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.