



NHWWA

NH WATER WORKS ASSOCIATION

New Hampshire Water Works Association, Inc.

Bylaws

Date adopted: June 8, 2021

(Replacing in their entirety the Bylaws first adopted on November 7, 1985 and subsequently amended in 2007, 2019, and possibly on other dates preceding June 8, 2021.)

Revised by Board of Directors: September 16, 2021

Table of Contents

INTRODUCTION:	3
SECTION ONE: POWERS AND OFFICES	3
1-1 Articles of Agreement.	3
1-2 Membership.	3
1-3 Offices.	3
1-4 Fiscal Year.	3
SECTION TWO: BOARD OF DIRECTORS	3
2-1 Responsibilities.	3
2-2 Organization.	4
SECTION THREE: OFFICERS OF THE CORPORATION	8
3-1 Officers.	8
3-2 Qualifications and Method of Election.	8
3-3 Duties of the Chair.	8
3-4 Duties of the Vice-Chair.	8
3-5 Duties of the Secretary.	8
3-6 Duties of the Treasurer.	8
3-7 President and CEO.	9
3-8 Vacancies.	10
SECTION FOUR: COMMITTEES	10
4-1 Standing and Other Committees or Subcommittees.	10
4-2 General Powers of Committees.	10
4-3 The Executive Committee.	11
4-4 The Governance and Nominating Committee.	12
4-5 The Finance Committee	13
4-6 The Education and Workforce Development Committee.	13
4-7 The Legislative Advocacy Committee.	14
4-8 NHWWA Young Professionals (YP) Committee.	14
SECTION FIVE: FINANCIAL AND RECORDS MANAGEMENT	14
5-1 Contracts.	14
5-2 Checks.	15
5-3 Deposits.	15
5-4 Gifts and Grants.	15
5-5 Documents and Records Retention and Preservation.	15
SECTION SIX: PERSONAL LIABILITY AND INDEMNIFICATION	15
6-1 Personal Liability.	15
6-2 Indemnification.	15
SECTION SEVEN: AMENDMENTS	16
SECTION EIGHT: REVIEW	16

INTRODUCTION:

The following are the bylaws (the "Bylaws") of the New Hampshire Water Works Association, Inc., a New Hampshire non-profit corporation (the "Corporation"). As set forth in its Articles of Agreement, the object/purpose for which this Corporation is established is to improve public water supply service in the State of New Hampshire through measures and activities that will: support, train and strengthen the skills, qualifications and professional capabilities of water supply workers; advocate for supportive policies and programs; communicate the importance and value of public water systems and supplies; help anticipate and prepare for future challenges to public water supplies and systems; and, to do all other things legally permissible for New Hampshire charitable corporations and allowed consistent with Section 501(c)(3) of the Internal Revenue Code as amended from time to time.

SECTION ONE: POWERS AND OFFICES

- 1-1 Articles of Agreement. The name of the Corporation, the purposes for which it is established and the location of its principal place of business shall be as set forth in the Articles of Agreement, as from time to time amended, and these Bylaws. The powers of the Board of Directors (the "Board") and all matters concerning the conduct and regulation of the Corporation shall be subject to all applicable provisions set forth in the Articles of Agreement which are incorporated in full into these Bylaws.
- 1-2 Membership. The membership of the Corporation shall consist of the Board.
- 1-3 Offices. The principal office of the Corporation shall be as established by the Board and filed with the New Hampshire Secretary of State. The Corporation may have such other offices as the Board may determine.
- 1-4 Fiscal Year. The fiscal year shall end on the last day of December in each year, unless otherwise determined by the Board.

SECTION TWO: BOARD OF DIRECTORS

- 2-1 Responsibilities.
- (a) General Powers. The Board shall be responsible for the management of the Corporation and for setting policy, including by the exercise of all powers enumerated in the Articles of Agreement, the laws of the State of New Hampshire as amended from time to time, and all other powers conferred by these Bylaws.
- (b) Hiring. The Board shall be responsible for the hiring, the evaluation, and, if necessary, the dismissal of the President and Chief Executive Officer ("President and CEO"), and for negotiating and establishing the terms of employment of the President and CEO, including reasonable compensation and benefits.

(c) Budget and Resources. The Board shall be responsible for approving an annual budget as prepared by the President and CEO in collaboration with the Finance Committee. The Board shall have exclusive authority to accept grants and to make commitments for or regarding the receipt or expenditure of the Corporation's resources, as provided by an approved annual budget, including as amended, and subject to limited exceptions as specified in Section 3-7 (h).

(d) Policies. The Board shall be responsible for approving such policies as are necessary or desirable for the equitable, efficient, ethical and lawful administration of the Corporation's functions, including but not limited to policies addressing conflicts of interest or pecuniary benefit transactions.

(e) Audit of the Books. The Board shall make provision for a periodic audit or appropriate accountant review of the accounts of the Treasurer, either by a committee of Directors or by an accountant retained by the Board for the purpose of such audit or appropriate accountant review.

(f) Support Categories. The Board shall be responsible for approving a schedule of categories for individuals and organizations wishing to provide financial or other support to the Corporation.

(g) Engagement. The Board shall ensure that each of its members serves on at least one committee of the Board and that substantial efforts are made by the Board to engage interested and talented supporters of the Corporation in the work of its committees and subcommittees.

(h) Strategic Planning. The Board shall be responsible for: staying abreast of forces and trends that may affect the future of the public water supply field by using scenario-based or other strategic analysis approaches; identifying and developing new strategies that may be appropriate for deployment at a later time; annually reviewing and refreshing the Corporation's strategic plan to ensure that the Corporation's mission, vision, purposes, programs, activities and positions will continue to support water supply services for the benefit of the public for the long-term; and, ensuring that these planning functions are coordinated with and benefit from the work of the Corporation's committees and subcommittees, including coordination with the Finance Committee in the development of the annual budget.

(i) Bylaws. The Board has the authority and responsibility to review and revise as necessary the Corporation's governing documents, including policies, Articles of Agreement, and Bylaws not less frequently than every three years.

2-2 Organization.

(a) Number. The elected Board shall consist of not fewer than nine (9) and not greater than twelve (12) voting members and shall not include any persons employed by the

Corporation. The Board shall seek and invite three (3) ex officio, non-voting members from the public drinking water regulatory community, including the following: the director of the division or office of the State of New Hampshire Public Utilities Commission or its successor agency having jurisdiction over public water suppliers, or said director's designee; the director of the Water Division of the New Hampshire Department of Environmental Services, or said director's designee; and, the administrator of the bureau within the New Hampshire Department of Environmental Services having jurisdiction over public water suppliers, or said administrator's designee. The Board may take action to temporarily exceed the twelve (12) elected member limit in order to allow for the induction of replacement elected members.

(b) Qualifications. Elected Directors shall be nominated that represent the diverse and inclusive nature of the public drinking water sector, are experienced and knowledgeable in their field, recognized and respected by their peers, and prepared to serve and to fulfill the Board's requisite fiduciary and leadership duties.

(c) Tenure. Each Director shall serve one (1) term of three years. A Director may be nominated for one (1) additional term by the Nominating Committee. No Director shall serve more than two consecutive three-year terms (for a total not-to-exceed six (6) years of service) and thereafter shall not stand for re-election until he or she has been off the Board for one year or more. Provided, however, that a Director nominated and elected to fill a position as an Officer in the year following their sixth year of continuous service may continue to serve as a Director for up to three (3) additional one-year terms as a Director and Officer, but not to exceed a total of nine (9) years of service as a Director, and then shall not be eligible for re-election until he or she has been off the Board for one year or more.

(d) Election. Election and/or re-election of members to the Board shall take place at any meeting of the board excluding emergency meetings. All board members shall be elected or re-elected by a majority of the Directors present and voting. A new member's first term will expire three years from the date of their election unless a shorter length term, including to fill an unexpired term, is established at the time of the election.

(e) Resignation. Any Director may resign by delivering his or her written resignation to the Chair of the Corporation at its principal office or at such other location or such means of delivery as ensures its receipt by the Chair. Such resignation shall be effective upon receipt unless it is specified to be effective either at some other time or upon the happening of some other event, but only as mutually agreed by the resigning Director and the Chair.

(f) Vacancies. The unexpired term of a member who has left the Board shall be filled by election. The name of such nominee to fill the unexpired term shall be presented to the Board by the Governance and Nominating Committee and approved by a majority vote of the Board. The Tenure provisions set forth in Section 2-2 (c) shall apply to any time served by a Director who fills an unexpired term.

(g) Director Emeritus. At any time subsequent to the expiration of the term of a Director, the Board, by simple majority vote, may elect such Director to be a Director Emeritus for life with full power to attend all meetings of the Board but without vote. Directors Emeriti shall not be included in either the minimum or maximum number of Directors as provided herein.

(h) Quorum. A quorum shall be more than half of the elected members of the Board and shall have the same authority as the full Board.

(i) Notices.

- i. Notice of any meeting of the Board or its committees or subcommittees shall be given at least ten (10) business days prior thereto (except Emergency meetings per Section 2-2 (j) iv.), including notice of purpose for which meeting is being called, by written notice delivered personally, mail, email, telephone, or any other means which is now or may in the future be permitted under applicable law and which provides a reasonable assurance that the communication was delivered to the intended recipient(s).
- ii. Attendance by a Director at a meeting shall constitute a waiver of notice unless the Director attends the meeting to object to the lack of proper notice and so states at the start of the meeting.

(j) Meetings.

- i. Regular Meetings: The Board shall meet a minimum of six (6) times a year, one of which may be the annual meeting. Regular meetings will take place at such time and place as designated by the Board.
- ii. Special Meetings: Special meetings may be called by or at the request of the Chair, Vice Chair, Secretary, Treasurer, President and CEO, or any two (2) Directors. The person or persons authorized to call special meetings may fix any time or place for holding any special meeting called by them.
- iii. Annual meeting: An annual meeting for the purpose of hearing reports from the Chair, the Treasurer and the chairs of the standing committees, actively soliciting attendees' input and ideas on challenges, opportunities, programs, projects, and policies of the Corporation, and for transacting any other business to be brought before the meeting by the Board shall be held between January 1 and March 31 of each year, at a time and place to be designated by the Chair.
- iv. Emergency Meetings: Should an emergency arise, any Officer of the Board or the President and CEO shall convene a meeting of the Executive Committee (see Section 4-3). Should two or more non-Officer Directors believe in good faith that an emergency has arisen necessitating the need for an Emergency Meeting, they may promptly communicate their concerns about such matter to the full

membership of the Executive Committee, who in their sole discretion shall determine whether to hold an Emergency Meeting for the purpose raised.

a. In the event of the convening of the Executive Committee for an Emergency Meeting, the Chair shall attempt to notify the Board by email or other electronic or similar means of the emergency and the proposed action prior to the meeting. Actions taken in an emergency meeting shall be considered binding and equivalent to action by the full Board, except for as limited in section 4-3(f) below. The full Board will be notified of any actions taken in an emergency meeting within not more than five (5) calendar days of the meeting. Any actions taken in emergency meetings shall be reported to the full Board at the next regular Board meeting. The notification requirement of Section 2-2 (i) does not apply to emergency meetings.

v. **Place of and Participation in Meetings:** Meetings of the Board or its committees or subcommittees may be held in person, by conference call, by another electronic means, or by any combination of these or other legally permissible modes, provided that all persons participating in the meeting can hear each other at the same time, and reasonable accommodations are made to address any accessibility issues due to disabilities. Participation by telephone or electronically shall be equivalent to presence in-person at a meeting for purposes of determining if a quorum is present. Voting by proxy is not allowed under any circumstances.

vi. **Action by Unanimous Consent:** Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting provided that:

a. Consents in writing (including by electronic mail), setting forth the action so taken, shall be signed (including by electronic signature or version thereof reasonably acceptable to the Secretary) and submitted by all of the Directors, received by the Corporation and filed by the Secretary with the minutes of the meetings of the Board.

b. The consents may be executed in any number of counterparts, all of which when taken together shall constitute a single original consent.

(k) **Termination.** Failure of a Board member to attend at least 2/3 of all board meetings in any given year, shall constitute grounds for consideration for removal from the Board. Removal shall be by a simple-majority vote of the meeting at which a quorum is present and voting on the duly-warned question.

(l) **Compensation.** Directors shall not receive any compensation for their services as Directors, including when serving as an elected or appointed Officer, but may be reimbursed for incidental expenses incurred in carrying out their duties as Directors.

SECTION THREE: OFFICERS OF THE CORPORATION

- 3-1 Officers. The elected Officers of the Corporation shall also serve as the elected Officers of the Board, and shall be a Chair, a Vice-Chair, a Secretary and a Treasurer; the Board may appoint other officers, including persons serving as an Assistant Secretary or Assistant Treasurer, from time to time as deemed appropriate and shall assign duties to them as determined by the Board or the Secretary or Treasurer, respectively, acting on behalf of the Board. Officer appointees are not required to be Directors. The President and CEO shall also be an Officer of the Corporation, shall be considered a key employee, and shall report directly to the Board.
- 3-2 Qualifications and Method of Election. The Officers shall be chosen from the Directors of the Corporation and shall be elected by a simple majority of the Board.
- 3-3 Duties of the Chair. The Chair shall preside at all meetings of the Board at which he or she is present, shall exercise general supervision of the affairs and activities of the Corporation, and shall serve as a member ex-officio of all standing committees, and as liaison between the Corporation's various constituencies and the Board. The Chair shall be primarily responsible, on behalf of the Board and the Governance & Nominating Committee, for implementing the supervision and evaluation process of the President and CEO. In the event the President and CEO is unable or unavailable to fulfill any functions of that office, the Chair shall serve, without compensation, as the Acting President and CEO and shall be authorized to fulfill all duties of the President and CEO as specified in Section 3-7 of these Bylaws as are necessary on an interim basis.
- 3-4 Duties of the Vice-Chair. The Vice-Chair shall assume the duties of the Chair in the Chair's absence and shall assume such other duties as shall be assigned by the Chair. The Vice-Chair shall, with support from the President and CEO, organize and lead the Board's annual process of reviewing and revising the Corporation's strategic plan.
- 3-5 Duties of the Secretary. The Secretary, or his or her designated Assistant Secretary, shall maintain the minutes of all of the meetings of the Corporation and of the Board, which shall be an accurate and official record of all business transacted. In the absence of the Secretary at a meeting of the Board, the Chair shall designate another person to take the minutes for that meeting. The Secretary shall be custodian of all corporate records and, at the time of the annual meeting, shall certify that an accurate copy of the minutes for the past year are currently located in an easily accessible location at the Corporation's offices and also in a secure location.
- 3-6 Duties of the Treasurer. The Treasurer shall serve as Chair of the Finance Committee. The Treasurer, or his or her designated Assistant Treasurer, will support the work of the Finance Committee as well as the Board's exercise of its financial responsibilities, including but not limited to:

- (a) Working with the President and CEO and/or his or her designee to ensure that appropriate financial reports are made available to the Board on a timely basis;
- (b) assisting the President and CEO and/or his or her designee in preparing the annual budget, and presenting the budget to the Board for approval;
- (c) working with the President and CEO and/or his or her designee to ensure that annual tax filings are completed, reviewed, and presented to the Board before submitting to appropriate state and federal authorities;
- (d) working with the Finance Committee and the President and CEO to develop and maintain fiscal policies for recommendation to the Board to ensure the financial integrity and sustainability of the organization; and
- (e) working with the Finance Committee and the President and CEO to develop long-term financial strategies, keeping currently informed of legal, regulatory and sector developments relating to the Board's financial responsibilities.

3-7 President and CEO. The Board shall, following an appropriate search process, select an individual to serve as the President and CEO. The President and CEO's duties shall be specified in a written job description which clarifies and facilitates the separation of the roles and responsibilities of the Board and of the President and CEO, respectively. By way of example but not of limitation, the President and CEO's authority shall, at a minimum, include the following duties:

- (a) The hiring, supervision, review, and, when necessary, termination of all other employees of the Corporation;
- (b) The preparation and presentation of budgets, in coordination with the Treasurer;
- (c) The maintenance of all financial, corporate and other records of the Corporation, in coordination with the Secretary;
- (d) Supporting all planning functions of the Corporation;
- (e) Developing and directing all educational, training and program functions of the Corporation;
- (f) Developing and directing all communications functions of the Corporation;
- (g) Directing and overseeing the legislative and regulatory affairs functions of the Corporation;
- (h) In furtherance of and subject to the provisions of Section 2-1 (c), authorizing, expending, executing or implementing:

- i. All expenses or grants, regardless of amount, authorized pursuant to a Board-approved budget;
 - ii. Non-budgeted items totaling not more than \$1,000 per year, provided notice is given promptly to the Board of each such item;
 - iii. Non-budgeted items totaling between \$1,001 and \$2,000 per year, with prior approval of each such item by majority vote of the Executive Committee;
 - iv. Non-budgeted items totaling in excess of \$2,000 per year, with prior approval of each such item by majority vote of the Board;
- (i) Negotiating and executing such agreements or other documents as are necessary to fulfill budgetary guidance or directives, or legal requirements; and
 - (j) Such other duties as the Board may assign.

The President and CEO shall attend all meetings of the Board and shall serve as an ex officio member, without vote, of all committees and subcommittees of the Board. Unless otherwise specified, the President and CEO may designate members of the staff to participate on his or her behalf on committees or subcommittees.

3-8 Vacancies. A vacancy in any office other than President and CEO because of death, resignation, removal, disqualification, or otherwise, may be filled by any member of the Board for the unexpired portion of the term, upon a majority vote of the Board.

SECTION FOUR: COMMITTEES

4-1 Standing and Other Committees or Subcommittees.

- (a) The Executive Committee, the Governance and Nominating Committee, the Finance Committee, the Program Committee, and the Legislative Advocacy Committee shall be the five (5) standing committees of the Board. Other committees shall be formed at the discretion of the Board when deemed necessary. The Board has the authority, by majority vote, to form and dissolve all Corporation committees and subcommittees. For those committees for which a chair is not otherwise specified in the Bylaws, the Board Chair shall appoint a committee chair from among the Directors. In addition, to the extent not otherwise specified in the Bylaws and as necessary to ensure at least the required minimum number of Directors on each standing committee, the Chair may assign Board members to committees at any Board meeting, all subject to approval by majority vote of the Board. Each Board member shall serve on at least one committee.

4-2 General Powers of Committees.

- (a) Committees are authorized to act on behalf of the Board with respect to those matters that are within their specified duties as set forth in these Bylaws or as otherwise explicitly delegated by majority vote of the Board. Provided, however, that in all such instances a full report of all actions taken by a Committee on behalf of the Board shall

be submitted in writing to the full Board prior to the next regularly scheduled meeting of the Board or on such other schedule as directed by the Board Chair.

- (b) Committee chairs may call meetings of the committee and may form temporary, ad hoc subcommittees, without approval of the Chair or Board. A committee or committee chair may not delegate any of that committee's delegated authorities to any subcommittee. Chairs of two or more committees may call joint meetings of their respective committees, provided that such joint meetings shall not act in the stead of the Board. Directors may attend, without vote, the meeting of a committee to which they have not been appointed and confirmed if so invited or requested by the chair of such committee or by the Chair of the Board or the President and CEO.
- (c) The chair of each committee may appoint non-voting, non-board members to serve on said committee or an ad hoc subcommittee thereof formed by the committee chair, and shall promptly give notice of all such appointments to the Secretary and the President and CEO. All non-board members of committees or ad hoc subcommittees shall serve without confirmation by the Board but are not eligible to act as the chair or acting chair of a committee and may be removed by majority vote of the Board.
 - i. The President and CEO shall maintain a roster of all committee and subcommittee appointments and shall provide an updated copy of such roster to the Directors prior to each meeting of the Board.

4-3 The Executive Committee.

- (a) The Executive Committee shall consist of the four (4) elected Board Officers and shall be responsible for taking emergency action on behalf of the board when necessary, and for such other tasks as may be specifically enumerated in these Bylaws.
- (b) The Chair of the Board shall chair the Executive Committee.
- (c) Except as limited in Section 4-3(f) below, the Executive Committee shall have the full power of the Board to act between meetings of the Board upon matters which, in the judgment of the Committee, are of such a nature as to require action prior to the next regular meeting of the Board, and when calling of a special meeting is not feasible (see "Emergency Meeting" provisions in section 2-2 (l) iv above).
- (d) Any action taken by the Executive Committee involving the exercise of the powers of the Board shall be reported promptly (not more than five (5) calendar days following the action of the Executive Committee) to the Board and ratified at the next meeting of the Board following such action.
- (e) The Executive Committee shall be subject to the authority of the Board in all matters.
- (f) Limitations. The Executive Committee shall not have the power to:

- i. Amend the Bylaws;
- ii. Appoint or remove Directors, or the President and CEO;
- iii. Approve a dissolution or merger or the sale of all the Corporation's assets;
- iv. Adopt a budget;
- v. Bind the Corporation to a financial obligation that exceeds \$2,000; or
- vi. Take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents major change in the affairs, business, or policy of the Corporation.

4-4 The Governance and Nominating Committee.

- (a) The Governance and Nominating Committee shall consist of the Secretary and at least two (2) additional Directors nominated by the Chair and approved by the Board. Consistent with the goal of ensuring a diverse, inclusive, and responsive Board that is broadly representative of the interests of the Corporation's supporters, the Governance and Nominating Committee shall be responsible for coordinating the recruitment and vetting of potential Board members, including Officers, and for developing recruiting and vetting policy, to be approved by the Board. Among other provisions, such policy shall ensure that sufficiently in advance of the scheduled election of Directors, the Governance and Nominating Committee shall undertake an effort to identify potential candidates, including but not limited to contacting supporters of the Corporation to request expressions of interest in serving as a Director and to seek the names of suggested potential candidates.
- (b) The Secretary shall chair the Governance and Nominating Committee. In the event that the Secretary is temporarily unavailable, the Vice-Chair shall chair the Governance and Nominating Committee.
- (c) The Governance and Nominating Committee will present nominees to be voted upon per Section 2-2 (d), (e) and (g).
- (d) The Governance and Nominating Committee, working with the Chair of the Board, shall be responsible for developing performance expectations and implementing evaluations of the President and CEO and of the Board.
- (e) The Governance and Nominating Committee is responsible for reviewing the bylaws and Board policies, including the personnel handbook, on an annual basis and recommending changes, as needed, to the Board.
- (f) The Governance and Nominating Committee, in conjunction with the President and CEO, is responsible for the orientation and training of all new Directors and Officers.
- (g) The Governance and Nominating Committee shall be responsible for monitoring compliance with the Board's and the Corporation's policies, including but not limited to the Whistleblower Protection Policy.

4-5 The Finance Committee.

- (a) The Finance Committee shall consist of the Chair, the Treasurer and at least one additional Director nominated by the Chair and approved by the Board.
- (b) The Treasurer shall chair the Finance Committee.
- (c) The Finance Committee is responsible for working with the President and CEO to develop the annual budget and present it to the Board for approval. The Committee will identify issues of immediate and long-term concern and keep the Board informed about the financial well-being of the organization.
- (d) The Finance Committee is responsible for the appointment and oversight of the performance of an independent auditor, or appropriate accountant reviewer, and performs such other duties customarily delegated to an audit committee as may be assigned by the Board.
- (e) The Finance Committee is responsible for maintaining and implementing the Corporation's Document Management Policy, which includes financial, legal, supporter and other critical records.
- (f) The Finance Committee shall perform such other duties as the Board may assign.

4-6 The Education and Workforce Development Committee.

- (a) The Education and Workforce Development Committee shall consist of at least two (2) Directors and the President and CEO or his or her designee.
- (b) The Education and Workforce Development Committee is responsible for planning and implementing educational programs and events.
- (c) The Education and Workforce Development Committee will regularly assess the effectiveness of all programs and, when appropriate, suggest supplementary procedures.
- (d) The Education and Workforce Development Committee will inform the Board about the educational programs, as appropriate.

4-7 The Legislative Advocacy Committee.

- (a) The Legislative Advocacy Committee shall consist of at least two (2) Directors and the President and CEO or his or her designee.

(b) The Legislative Advocacy Committee shall monitor legislation and regulatory developments pertinent to the mission and wellbeing of the Corporation and the interests it serves, shall advise the Board thereon, shall communicate legislative and regulatory developments and analyses, and shall perform such other duties as the Board may assign.

4 – 8 NHWWA Young Professionals (YP) Committee.

(a) The YP Committee shall consist of, at minimum, four (4) YP members including Chair, Vice-Chair, Secretary, and Treasurer. The YP Chair shall also be a Director on the NHWWA Board, nominated in accordance with NHWWA bylaws with terms, duties and responsibilities as outlined in those bylaws.

(b) In the event that the YP Chair is temporarily unavailable, the YP Vice-Chair shall chair the YP Committee.

(c) The YP Committee's mission is to attract and retain new young members to the water industry and provide them with opportunities to network and grow professionally through a variety of educational, social, and professional events. A NHWWA YP is defined as a professional under 40 years of age involved in the drinking water industry and dedicated to advancing the NHWWA mission.

(d) The YP committee shall assist NHWWA with workforce development through networking with local schools, attending NH-related career and water events, and assisting the NHWWA Program Committee.

(e) The YP Committee may form subcommittees to help meet the NHWWA mission. Subcommittees may include functions for Networking, Social Media, Student Outreach, and Workforce Development, with focus on new and younger water professionals.

(f) The YP Committee shall develop, maintain and follow a Work Plan that outlines policies, procedures, activities, assignments, goals and objectives that align the Committee's work with NHWWA mission and goals.

(g) The YP Committee shall perform such other duties as the NHWWA Board may assign.

SECTION FIVE: FINANCIAL AND RECORDS MANAGEMENT

5-1 Contracts. All documents to be executed by the Corporation, including deeds, mortgages, leases, promissory notes or other instruments except checks, shall be executed by the President and CEO. The Board may authorize an Officer or Officers, agent or agents, of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into

contracts or execute and deliver any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to a specific instance.

- 5-2 Checks. All checks issued by the Corporation shall be executed by the Treasurer, the President and CEO or such other persons as the Board may designate, all subject to any limitations as these bylaws or the Board may establish as to the nature or amount of the signature authority vested in any persons.
- 5-3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation and in such banks, trust companies, financial institutions or other depositories as the Board may select.
- 5-4 Gifts and Grants. The Board may accept on behalf of the Corporation any contribution, gift, bequest, devise or grant for the general purposes or for any special purpose of the Corporation.
- 5-5 Documents and Records Retention and Preservation. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board, and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the Directors. Backup duplicate or electronic copies of all such records shall also be maintained in an off-site or remote location or electronic storage system. All books and records of the Corporation may be inspected by any Director, or Director's agent or attorney, for any legal and valid purpose, at any reasonable time.

SECTION SIX: PERSONAL LIABILITY AND INDEMNIFICATION

- 6-1 Personal Liability. The Directors and Officers of the Corporation and Board shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any debt, damages, judgment or decree, or of any money that may otherwise come due or payable to them from the Corporation. The Corporation may obtain insurance for Directors and Officers in connection with their service to the Corporation.
- 6-2 Indemnification. Each officer and Director shall be held harmless and indemnified by the Corporation against liability and against expenses reasonably incurred by him/her in connection with any action, suit or proceeding by reason of being, or having been, an officer or Director of the Corporation, except in relation to matters in which he/she shall be finally adjudged in such action, suit or proceeding, to have been guilty of individual negligence or bad faith. Such hold harmless and right of indemnification shall be to the full extent allowed by New Hampshire and federal law, including as set forth in the Articles of Agreement of the Corporation, and shall not be deemed exclusive of any other rights to which he/she may be entitled as a matter of law.

SECTION SEVEN: AMENDMENTS

These Bylaws may be amended or repealed, or new bylaws adopted at any Meeting of the Board (excluding "Emergency Meetings" of the Executive Committee), by a two-thirds (2/3) majority vote of the Directors, provided a quorum is present. Notice of proposals for changes to the Bylaws shall be included in the notice of any meeting at which they will be considered. Proposed changes may be presented by any member of the Board.

No Bylaws changes shall be effective which shall disqualify the Corporation from tax exemption under the applicable provisions of the Internal Revenue Code, or cause contributions to it to be non-deductible under the applicable provisions of the Internal Revenue Code, or otherwise violate applicable laws.

SECTION EIGHT: REVIEW

These Bylaws shall be reviewed by the Board at least every three (3) years. Provided, however, that failure to do so shall not affect the validity of any action or inaction taken pursuant to them.