QUALIFICATION AND CONSENT FORM
CANDIDATE FOR ORWA BOARD OF DIRECTORS

NAME_____ MEMBER WATER SYSTEM_____

MAILING ADDRESS_____CITY_____ZIP_____

POSITION YOU ARE RUNNING FOR_____

ARE YOU A RESIDENT OF THIS DISTRICT? YES NO

ARE YOU A RESIDENT OF THIS SYSTEM? YES NO

ARE YOU A ( ) MEMBER CONSUMER OR ( ) ON THE EXECUTIVE STAFF OF A MEMBER WATER SYSTEM?

I CERTIFY THAT I HAVE READ ARTICLES VI., VII., VIII., AND X OF THE CURRENT ORWA BY LAWS AND AM QUALIFIED TO SERVE UNDER THE TERMS AND CONDITIONS THERE OF. I ALSO GIVE MY CONSENT TO HAVE MY NAME PLACED ON THE OFFICIAL ORWA BALLOT FOR THE POSITION INDICATED ABOVE AND AGREE TO ABIDE BY ALL CAMPAIGN PROCEDURES AS LISTED IN THE CURRENT ORWA BOARD POLICIES. MY WATER SYSTEM BOARD IS AWARE THAT I AM SEEKING THIS OFFICE AND HAVE SUBMITTED THE SIGNATURE OF THE BOARD PRESIDENT.

_____ _____
BOARD PRESIDENT SIGNATURE DATE

_____ _____
CANDIDATE SIGNATURE DATE

DEADLINE FOR THE 2019 BOARD ELECTION IS MIDNIGHT ON *APRIL 7th, 2019*.
THIS FORM CAN BE FAXED TO THE ASSOCIATION OFFICE @ 740-455-3899.

Amended and Restated Constitution of Ohio Rural Water Association

EFFECTIVE: March 28, 2019

ARTICLE I - Name: The name of the organization shall be the Ohio Rural Water Association (the "organization", the "Association", or the "ORWA").

ARTICLE II - Purpose: To promote and advocate the wholesome supply of pure water and the efficient and effective treatment of waste water for the benefit of the residents of this State; to promote educational and scientific endeavors which increase the quality and efficiency of treatment of water and waste water in this State; to promote a close relationship between such systems, government agencies and private institutions with common interests; and to promote the interests of these systems in any way possible.

ARTICLE III - Benefit: No part of the net earnings or income of this organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

ARTICLE IV - Membership: There shall be three (3) classes of members of the organization.

a) Active members, who shall be entitled to vote, and shall include all public, non-profit or profit water supply or waste water systems, districts, corporations, or companies; and all villages and municipalities.

b) Associate Members, who shall not be entitled to vote, and shall include any person, partnership or corporation engaged in the business of manufacturing or selling supplies and equipment to water and waste water systems; attorneys, engineers, surveyors, planners or lending institutions engaged in the business of supporting water or waste water systems.

c) Individual members, who shall not be entitled to vote, and shall include:

    1) Any person who is affiliated with an active or associate member system; and

    2) Any person who is employed by a governmental entity.

ARTICLE V - Dues: Dues for members of the organizations shall be established, from time to time by the Board of Directors (the "Board"). Dues shall be payable annually on or before such date or dates as the Board of Directors may from time to time designate.

ARTICLE VI - Votes: Each active member of the organization shall be entitled to one vote on any issue and such vote shall be cast by the designated delegate of the member. The member may change the designated delegate from meeting to meeting but in no event shall any member be entitled to more than one vote. Voting by proxy shall not be permitted at any meeting of the Association.

All candidates for the position of board member will submit a qualification and consent form postmarked no later than 30 days before the scheduled election. No nominations from the floor will be accepted.

All member systems participating in the election are to fill out a voting delegate form, and alternate delegate form, to be forwarded to the association office no less than 7 days before the scheduled election.

ARTICLE VII - Board of Directors: The Board of Directors shall consist of eleven (11) voting members as follows:

a) up to nine (9), but not less than five (5), from public or non-profit water supply districts or companies;

b) not more than two (2) from waste water systems;

c) not more than one(1)from municipalities over 10,000 in population;

d) not more than one(1)from municipalities under 10,000 in population;

e) one (1) who is a manager of a member system; and

f) one (1) who is an associate member, or employee of an associate member.

The term of office of the Directors shall commence on the first day following the adjournment of the Annual Meeting of the members of the Association and shall be for a period of three years, but shall continue until a successor is elected and qualified.

In the event a vacancy occurs on the Board of Directors a successor director shall be named by the remaining members of the Board of Directors and such successor director shall serve for the unexpired term of the director replaced.

ARTICLE VIII- Qualifications for Directors: In no event shall any member have more than one (1) director on the Board at any one time. Additional qualifications to serve as director are one or more of the following:

a) be a duly registered user on a member water or waste water system;

b) be an employee of a member water or waste water system;(chg.3/8/11)

c) be an associate member or an employee of an associate member.

Because the work of the Board of Directors does take time, a member of the Board of Directors must have the full support of their member system or employer.

ARTICLE IX - Director Compensation

MEETING ATTENDANCE - Except as otherwise set forth herein, each Director shall be paid the sum of One Hundred Dollars ($100.00) for attending any Board meeting.

COMMITTEE SERVICE - Except as otherwise set forth herein, each Director serving on any committee of the Board, including without limitation standing and *ad hoc* committees, shall be paid the sum of Fifty Dollars ($50.00) for attending a meeting of such committee(s).

BUDGET - An amount for total annual Director compensation shall be budgeted each year and reviewed monthly by the Executive Director and the Board's Executive Committee. The amount of compensation paid to Directors in any year shall not exceed the amount budgeted for such compensation. The Executive Director and the Board's Executive Committee, in their sole and absolute discretion, may delay or suspend payment of Director compensation if warranted by the organization's finances.

CONFERENCES - Directors are not required to pay a registration fee to attend the organization's Annual Conference or any other conference or workshop sponsored by the ORWA. The organization shall provide one complimentary ticket to each Director for admission to the banquet held at the Annual Conference. Tickets for other events held in connection with the Annual Conference, including without limitation golf tournaments, social outings, and tours, must be paid for by any Director wishing to attend. Directors must complete and submit a registration form for any ORWA conference they plan to attend.

ARTICLE X - Meetings:

ANNUAL MEETING - The annual meeting of the members of the Association shall be held once per calendar year. At such meeting business matters of the Association shall be carried out and such programs conducted as will carry out and promote the purposes of the Association.

BOARD MEETINGS - The Board of Directors shall meet at least quarterly and shall hold such other meetings as are necessary to carry out the purposes and business of the Association. In the event that a Board Member misses two consecutive quarterly meetings the Board of Directors may declare that seat vacant and appoint a new director to serve the unexpired term.

NOTICE - Notice of all meetings of the general membership of the Association or of the Board of Directors shall be given by mail not less than 15 days prior to the scheduled date of such meeting.

QUORUM - Members of the Association present at meetings of the Association shall constitute a quorum for the conduct of business and for all purposes permitted by law, provided timely notice of such meetings has been given. At all meetings of the Board of Directors a quorum of six (6) members shall be required for the conducting of business.

ARTICLE XI - Officers: The Board of Directors shall elect from its members the officers of the Association which shall be president, vice-president, secretary, and treasurer. Election of new officers shall be held at the next scheduled board meeting after the Annual Conference.

The Board of Directors shall be empowered to hire an Executive Director to conduct the day to day business of the Association, handle communications and public relations, and coordination of the Association activities. Such Executive Director shall be entitled to such reasonable compensation as established by the Board of Directors.

The Board of Directors shall be empowered to hire such clerks, secretaries, employees, accountants, attorneys or other persons reasonable necessary to carry out the purposes of the Association and such employees may be paid reasonable salaries or fees.

The Officers of the Association shall perform such duties as are normally attributed to those positions in carrying out the purposes of the Association.

PER DIEM ALLOWANCE - In the event an officer of the organization attends to any business of the ORWA outside the scope of the officer's normal daily duties, such officer shall be provided a *per diem* allowance in the amount of One Hundred Dollars ($100.00) for each day devoted to such business.

TREASURER COMPENSATION - The Treasurer of the ORWA shall be paid the sum of One Hundred Dollars ($100.00) per month for fulfilling his or her duties.

ARTICLE XII - National Rural Water Representative: The Ohio Rural Water Association Representative to the National Rural Water Association Board shall be the ORWA President or his designee. In the event the ORWA representative to the NRWA board shall no longer be an ORWA board member, he or she shall immediately submit a letter of resignation to the National Rural Water Board.

ARTICLE XIII - Amendments: This Constitution of the Association may be amended by a majority in attendance vote of the members of the Association after exact copies of existing language and said proposed amendments have been mailed to each member of the Association not less than 15 days prior to the meeting at which said amendments shall be considered.