

**Amended and Restated  
Bylaws**

**Of**

**National Weather Association**

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## **SECTION 1: ASSOCIATION DEFINED**

### 1.1 Name

The name of the corporation is National Weather Association (hereinafter referred to as “the Association”).

### 1.2 Purpose

The purpose of the Association is to support and promote excellence in operational meteorology and related activities.

### 1.3 Tax Exempt Status

The Association shall operate as an entity described in the §501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Association will maintain the **Group Exemption Number** \_\_\_\_\_.

### 1.4 Tax Year

The tax year for the Association shall be the Calendar Year.

### 1.5 Location

The Association will have a Principal Office and may move such Principal Office from one location to another, notifying the Internal Revenue Service and the Oklahoma Secretary of State of such change. The registered office of the Association will be maintained in Oklahoma and may be, but need not be, identical with the Principal Office. A change of the Registered Office shall be filed with the Oklahoma Secretary of State.

## **SECTION 2: MEMBERSHIP**

### 2.1 Membership Classification

All Members regardless of Membership type shall have one vote subject to Section 3.2. There shall be two types of voting Memberships within the Association as set forth below:

1. Individual Members. An Individual Member will be defined as individuals 18 years of age or older with an interest in operational meteorology or related fields. Each Individual Member shall have voting rights.
2. Corporate Members. Corporate Memberships are for organizations involved in meteorology or related fields, or for organizations that support those involved in operational meteorology, weathercasting, and research that supports weather forecasting and communication. Each Corporate Membership is entitled to one vote and must provide the name of the individual voting on their behalf to the Secretary.

The Board of Directors of the Association (hereinafter referred to as “the Board”) may provide for various levels of dues and benefits for each Membership Classification with a minimum of sixty (60) days notice to the Membership. The Board may provide for other categories of memberships; however, such categories shall be non-voting members of the Association. Any reference to Members in these Bylaws will refer to the voting Members only.

## 2.2 Dues

Membership dues shall be established by the Board. The Membership may pay dues either electronically or in writing. A change in dues structure shall not become effective until sixty (60) days after such change has been posted.

## 2.3 Membership Duties and Rights

1. Members must abide by the Code of Ethics of the Association to be entitled to membership benefits, including voting rights.
2. Members must maintain current dues and provide the Association with current contact information to be entitled to notice of meetings and membership benefits, including voting rights.
3. Members must abide by the Bylaws and policies as established by the Board, and any Federal and State laws affecting the Association.
4. Members have the right to vote on the following:
  - a. Elect and remove the Directors of the Association.
  - b. Elect and remove the President-Elect.
  - c. Make amendment(s) to the Certificate of Incorporation.
  - d. Make amendment(s) to the Bylaws.
  - e. Effectuate a dissolution or merger.
  - f. Determine the sale of assets other than in the regular course of business as outlined in state statutes.

## 2.4 Membership Application Requirements

The following application requirements must be met for individuals to become Members of the Association:

1. An individual must file an Application for Membership online or in writing.
2. All individuals who apply for Membership consent to notice for meetings and other events via email or other electronic communication.
3. An Application for Membership will be reviewed by the CEO.
4. The CEO will report any Membership application not recommended for approval to the Board for a determination.
5. Any application that has been rejected has a right to appeal to the Board within sixty (60) days of a rejection notification. The decision of the Board will be final, and no further adjudication process will take place.

## 2.5. Membership Term

The Membership Term shall be the same as the Calendar Year. Membership belongs to the individual and is not transferable nor assignable.

## 2.6. Removal, Censure, or Suspension

All Members are to maintain a level of professionalism conducive to the practice of meteorology in all matters affecting the Membership. Any Member may be removed for failure to maintain such level of professionalism or failure to abide by the Code of Ethics as set forth by the Association. In addition, any Member may be removed with or without cause by a two-thirds (2/3) majority vote of Directors at any meeting of the Board where a quorum is present. The decision of the Board shall be final. Any member who has been removed, censured or suspended shall not be entitled to any of the rights or benefits of the Association or be permitted to take part in any of the meetings or activities until reinstated in the Association.

Any Member who is delinquent on dues shall be provided a written or electronic notification concerning such delinquency, and such Member shall have sixty (60) days from the date of the notification to remedy the delinquency. A Member may not vote until the delinquent dues are paid.

Any Member may voluntarily terminate their Membership in the Association at any time by submitting a written notice of withdrawal to the Secretary of the Board.

Any Member who voluntarily terminates their Membership or is removed as a Member shall not be refunded the annual dues.

## 2.7. Reinstatement of Membership

After a Membership is terminated, a Member may be reinstated by a two-thirds (2/3) majority vote of the Directors at any meeting where a quorum is present. The Board's decision after a review of the appeal shall be final with no further appeal process.

## 2.8. Membership List

No Member or individual, with the exception of the Board, shall use the Membership List of the Association without prior approval of the Board. The Membership List may consist of multiple parts including, but not limited to, current dues-paying Members entitled to voting rights; all prior Members who have paid dues in the past but are not current; all organizations or individuals requesting to be placed on the Association's mailing list; and, all individuals wishing to receive information from the Association.

## **SECTION 3: MEETINGS OF THE MEMBERSHIP**

### 3.1 Meetings

The Board shall designate the time and place of the annual meeting of the Association. At this meeting, reports on the affairs of the Association for the preceding year will be given by the officers of the Association. The President of the Association shall preside over meetings of the Membership unless determined otherwise by a vote of the Membership.

A special meeting may be called by the Board or by the written request of thirty percent (30%) of the Members. Such written requests must contain the type of business to be addressed in order for such business to be placed in the notice of the special meeting. Only business contained in the notice of a special meeting may be acted upon by the Membership.

### 3.2 Voting

A Member must be current on dues to be entitled to voting rights. Voting may occur at the annual meeting or pursuant to Section 3.4. Proxies may not be used. Should a vote of the Membership result in a tie vote, a vote of the Board as set forth in Section 5.5 may break such tie vote of the Membership.

### 3.3 Notice of Meetings

All notices may be provided in writing via U.S. Mail or electronic transmission, including via the Association's website. All members consent to notice via email or other electronic communication. Notice of the annual meeting shall be provided to the Members not less than sixty (60) days prior to the holding of the annual meeting. Notice of special meetings shall be provided to the Members not less than twenty-one (21) days prior to the holding of the special meeting. If a Member does not receive notice of a meeting but attends the meeting, they shall be deemed to have waived notice of the meeting. Notice of electronic ballot voting shall take place in accordance with Section 3.4.

### 3.4 Ballot Voting

Members may vote via ballot by submitting a ballot either electronically or via U.S. Mail. For Ballot Voting to represent an action of the Membership, all of the following conditions must be met:

1. All Members must have access to a ballot.
2. The ballot shall set forth each proposed action and provide for a vote for or against each proposed action.
3. The votes cast will constitute a quorum.
4. The ballot must be received within the voting period established on the ballot which shall not be less than three (3) days and not more than thirty (30) days.
5. A conference call or online group meeting will be scheduled to allow for discussion of each proposed action during the voting period.

6. The ballot shall be received by a Committee, Officer, or designee as determined by the Board.
7. The ballot must be submitted by a Member.
8. The results of the vote shall be made public.
9. All ballots will be maintained for a period of one year, and all ballot results shall be memorialized in the minutes of the following meeting and maintained with the corporate records.

The Association shall implement reasonable measures to verify that each ballot cast was by a Member. The form of the ballot shall be determined by the President and CEO. Members wishing to vote via ballot submitted by U.S. Mail must notify the Secretary of such request within three (3) days of receiving notice of the vote.

### 3.5 Quorum

At Membership Meetings, the number of Members present shall constitute a quorum. If voting occurs by electronic ballot voting, quorum will be the number of ballots cast. All business brought before the Membership will be conducted by a quorum.

### 3.6 Procedures

Conflicts in procedures shall be resolved in accordance with the current edition of *Roberts Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy or state law.

## **SECTION 4: BOARD OF DIRECTORS**

### 4.1 Number

The Board of Directors (hereinafter referred to as “the Board”) will consist of not fewer than five (5) and not more than nineteen (19) voting Directors. The Board may increase or decrease the number of Directors, in accordance with the range specified above, and are entitled to vote thereon at any regular or special meeting of the Board.

### 4.2 Powers and Duties

The Board of Directors of the Association shall have all powers and authorities which may be granted to a board of directors of a corporation under the laws of Oklahoma. The duties of the Directors include the following:

1. Exercise a duty of obedience to the Association’s central purpose in guiding all decisions.
2. Exercise due care and act in good faith in all dealings and interests of the Association.
3. Exercise a duty of loyalty to the Association by avoiding and/or managing conflicts of interest.
4. Ensure the requirements of the Group Exemption as set forth in Section 10 are met.
5. Maintain a Board Manual containing contemporaneous minutes and records of all meetings.



6. Approve the annual budget and oversee the financial administration of the Association.
7. Ensure the appropriate Form 990 is submitted to the IRS.
8. Review and approve all contractual agreements or authorize a Director(s) to execute such agreements.
9. Sit on a minimum of one committee unless excused from such duty by a vote of the Board.
10. Perform such other duties as prescribed by the Board.

#### 4.3 Composition

The Association shall strive to have Directors with areas of expertise relevant to the needs of the Association. Only one member of any one family related by blood or marriage or only one member residing within a household may be a Director at any given point in time. An employee (if any) of the Association may not serve as a voting or non-voting Director. A Director must be 18 years or older to serve.

#### 4.4 Nomination

The Board Governance Committee shall prepare a slate of potential candidates in accordance with Sections 4.1, 4.3 and Section 8 to present to the Members. Election of Directors shall take place via electronic (or paper) ballot voting prior to the end of the Calendar Year to allow Directors and Officers to begin their respective terms at the beginning of the following Calendar Year.

#### 4.5 Election

Elections shall be conducted through ballot voting in accordance with Section 3.4.

#### 4.6 Term of Office and Term Limits

There shall be only one (1) class of Directors. The term of office for a Directorship shall be for a period of three (3) years to allow for approximately one-third of the Directors to be elected each year. Any Director may serve two (2) consecutive terms but must be re-elected at the end of each term. Any individual who has served two (2) consecutive terms, resigned, or has been removed may be eligible for re-election as a Director after a period of three (3) years. A Director shall serve no more than a total of four (4) terms but may move to the Advisory Committee as set forth in Section 9.4 at any time.

Upon resignation, removal or vacancy of a Director, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered as a full term when determining term limits. Service of a Director prior to the adoption of these Bylaws shall not be counted toward term limits. Partial terms in the establishment of the originating Board shall not be considered as a full term when determining term limits.

#### 4.7 Removal or Resignation

Any Director who misses three (3) consecutive Board meetings shall be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of the third absence. At a meeting following the resignation, the Director may be reinstated by a majority vote of the Directors at any meeting where a quorum is present at the Director's request. A two-thirds majority vote of the total number of the Board may remove any Director at any time with or without cause at any regular or specially called meeting. The Board shall not have the authority to replace the removed Director(s), and such vacancy will be filled by a vote of the Membership.

Any Director may resign at any time by giving written or verifiable electronic notice to the President or the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The resignation shall be acknowledged by the President, verified by a second Officer, and recorded in the minutes. No Director may resign if the Association would then be left without a duly elected Director(s) in charge of its affairs, except upon notice to the Oklahoma Secretary of State.

#### 4.8 Vacancies or Newly Created Directorships

The Governance Committee shall present to the Members candidates for vacancies resulting from term limits, resignation, death, removal or newly created Directorships in accordance with Sections 4.4 and 4.5.

If, due to such vacancies, the number of Directors is fewer than five as stated in Section 4.1, a majority vote of the total number of Directors may elect Directors to fill such vacancies at any meeting of the Board until a meeting of the Membership is called. Those elected by the Membership shall assume their positions for the duration of the unexpired term.

#### 4.9 Compensation

Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties with prior approval of the Board. Reimbursement of expenses shall be reported to the Board at the next meeting of the Board.

#### 4.10 Prior Terminology

Prior to the adoption of these Bylaws, the Board was referred to as the Council and made up of Officers and Councilors.

## **SECTION 5: MEETINGS OF THE BOARD**

### 5.1 Meetings

There shall be a minimum of four (4) meetings of the Board per year. Meetings of the Board shall be held at any place or by any form of electronic means as determined by a majority vote of the Board where a quorum is present.

Special meetings of the Board for any purpose(s) may be called at any time by the President of the Board or by any three Directors. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice of the meeting given to each Director. Special meetings of the Board may be held either at a place so designated by the Board or by electronic means.

### 5.2 Quorum

A majority of the total number of Directors shall constitute a quorum. Directors present in person or via any form of communication where all persons can participate in the discussion, including e-mail, will be considered present at such meeting and shall be counted when determining a quorum.

In the absence of a quorum, a majority of the Directors present at any meeting may vote to adjourn the meeting to another place, date or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Section 5.3.

### 5.3 Notice

Any regular meeting of the Board will require no notice if the time, date and location of such meeting were previously determined by the Board and distributed to the Directors. Directors not in attendance at the meeting setting forth the dates shall be given the dates, time and location of such meetings within ten (10) days following the meeting.

For any regular meeting where the date, time and location was not previously determined, notice shall be sent to the Directors at least ten (10) days but not more than thirty (30) days prior to the holding of the meeting. For any special meeting, notice shall be sent to the Directors not fewer than twenty-four (24) hours but not more than thirty (30) days, prior to the holding of the meeting.

Directors shall, in writing, provide to the Secretary of the Association instructions on how they wish to receive notice and any notice of meetings sent to them per their instructions shall be valid notices thereof. If a Director does not receive notice of a meeting but attends the meeting, they shall be deemed to have waived notice of the meeting.

#### 5.4 Procedures

Conflicts in procedures shall be resolved in accordance with the current edition of Robert's Rules of Order as a procedural guide unless determined otherwise in these Bylaws, written policy or state law.

#### 5.5 Voting

Each Director shall have one vote. Routine business shall be transacted by a majority of the Directors where a quorum is present unless determined otherwise in these Bylaws. Proxies may not be used.

#### 5.6 Physical Meetings

At any meeting of the Board, the Directors may vote by voice on all matters either in person or via alternate means of communication where the Director can participate in a discussion. The Association shall implement reasonable measures to verify that each person deemed present at the meeting and permitted to vote at a meeting by alternate means of communication is a Director. However, upon demand by a Director, the Directors shall vote by ballot. In such event, each ballot shall state the name of the Director and such other information as the Board may require under the procedure established for the meeting. Directors present via alternate means of communication may send their ballot to the Secretary, or designee, provided that the communication can be verified as being submitted by a voting Director. If proper authorization cannot be determined, the Director must send a signed ballot to the Secretary, or designee.

#### 5.7 Electronic Ballot Voting

Directors may vote via electronic ballot voting. For electronic ballot voting to represent an action of the Board, all of the following conditions must be met:

1. All Directors must have access to a ballot.
2. The ballot shall set forth each proposed action and provide for a vote for or against each proposed action or abstain from voting.
3. The votes cast must meet or exceed the number required for a quorum.
4. The ballot must be received within the voting period established on the ballot which shall not be less than three (3) days and not more than fourteen (14) days.
5. The ballot shall be received by a Committee, Officer, or designee as determined by the Board.
6. The ballot must be submitted by a Director.
7. All ballot results shall be made public to the Board.
8. All ballots will be maintained for a period of one year, and all ballot results shall be memorialized in the minutes of the following meeting and maintained with the corporate records.

The Association shall implement reasonable measures to verify that each ballot cast was by a Director. The form of the ballot shall be determined by the President and CEO.

## 5.8 Action Taken Without Notice of a Meeting

Any action taken or approved at any meeting of the Board, whether physical or virtual, however, called and noticed or wherever held, shall be valid if a quorum was present at such meeting and if either before or after the meeting, a majority of the total number of Directors sign a written waiver of notice or a written consent to holding such meeting. All such waivers or consents shall be filed with the corporate records or made a part of the minutes of the meeting.

## **SECTION 6: OFFICERS**

### 6.1 Officers

The Officers of the Association shall be a President, a President-Elect, a Vice-President, a Secretary, a Treasurer, and an Immediate Past President. Only members of the Board of Directors elected by the Members may hold Officer Positions. The CEO may hold a non-voting position on the Executive Committee as determined by the Board.

### 6.2 Term of Office

President, President-Elect, and Immediate Past President shall serve for a one (1) year term or until the next succeeding election of Officers. Vice-President, Secretary, and Treasurer shall serve for a period of two (2) years or until the next succeeding election of Officers.

Officers may hold the same office for no more than two (2) consecutive terms. For unusual or extenuating circumstances, the Directors may, by a two-thirds majority vote of the total number of Directors, request an Officer be slated for one additional one (1) year term. Upon resignation, removal or vacancy of an Officer, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered as a full term when determining term limits.

### 6.3 Nomination

The Board Governance Committee shall prepare a slate of potential candidates in accordance with Section 8 to present to the Board. Election of Officers shall take place at any meeting of the Board prior to the end of the Calendar Year to allow Officers to begin their respective terms at the beginning of the following Calendar Year.

### 6.4 Election

The individual(s) slated for the position of President-Elect must be from candidates approved by the Board and must have had prior Board service. The President-Elect shall be elected by the Members.

The Board shall elect the Secretary, Treasurer, and Vice-President from the Directors who have been elected by the Members. Elections of Officers shall be determined by a majority of the Directors at any meeting where a quorum is present. If the slate is not

approved, a majority of the Board may call for a vote on each slated candidate. Each slated candidate receiving a majority of the votes cast shall become an Officer. The Board may request the Governance Committee to provide an additional slate of candidates should an Officer position(s) remain open or may make nominations from the floor. Elections of Officers for vacancies may take place at any regular or special meeting of the Board.

#### 6.5 President

The President, or designee, shall have the following duties:

1. Act as the principal Officer of the Association, subject to the control of the Board.
2. Have general supervision and direction of the business and Officers of the Association.
3. Set the Board meeting agendas unless determined otherwise by the Board.
4. Preside at all meetings of the Board unless determined otherwise by the Board.
5. Sign the minutes of the meetings over which they presided.
6. Report on the operations of the Association's affairs at meetings of the Board.
7. Report to the Board all such matters coming to their attention and relating to the interest of the Board.
8. Approve Committee Members recommended by the Committee Chairs with the exception of the Governance Committee whose Committee Members shall be approved by the Board.
9. Move into the Office of Immediate Past President for one year after serving as President, unless determined otherwise by the Board.
10. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

#### 6.6 President-Elect

The President-Elect shall have the following duties:

1. Move into the Office of President after serving as President-Elect, unless determined otherwise by the Board.
2. Assist the President and serve on the Governance Committee.
3. Act as liaison to, and be responsible for, activities relating to local chapters.
4. Have such other powers and duties as may be determined by the Board.

#### 6.7 Vice-President

The Vice-President shall have the following duties:

1. In the absence or disability of the President and President-Elect, perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President.
2. Oversee annual meeting planning and serve as a liaison between the Board and the committee assigned to the annual meeting.
3. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

## 6.8 Secretary

The Secretary, or designee, shall have the following duties:

1. Give notice of all meetings of the Board as required by these Bylaws or by law.
2. Keep a record of minutes of all meetings of the Board with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings, the proceedings thereof, and verification of those present via approved alternate means of communication.
3. Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board.
4. Exhibit at all reasonable times, upon the request of a Director, these Bylaws, Board Manual, and the minutes of the proceedings of the Board, stored physically or electronically.
5. Keep, or cause to be kept, at the principal office all documents required for public inspection by the Internal Revenue Service.
6. Keep, or cause to be kept, a record of the names of Directors and Officers with the addresses at which such individuals/entities are to receive notice.
7. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

## 6.9 Treasurer

The Treasurer, or designee, shall have the following duties:

1. Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association.
2. Ensure the books of account are open to inspection by any Director at all reasonable times.
3. Provide a report of the Association's financial affairs at meetings of the Board and when requested by a Director.
4. Ensure appropriate oversight and separation of duties in the financial management of the Association.
5. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

## 6.10 Immediate Past President

The Immediate Past President shall serve as a Director for the purposes of Section 4.1 and as an Officer for purposes of Section 6.1. If their term as a Director has expired, the Immediate Past President shall not be considered a Director as set forth in Section 4.1 or be counted for the purpose of establishing a quorum. However, such Immediate Past President shall be considered an ex-officio, non-voting individual, and shall continue to receive notice of meetings.

#### 6.11 Removal and Resignation

Any Officer may be removed, either with or without cause, by a vote of a majority of the total number of Directors at any regular or special meeting.

Any Officer may resign at any time by giving written or verifiable electronic notice to the President or the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The resignation shall be acknowledged by the President, verified by a second Officer, and recorded in the minutes.

A removal as an Officer shall not be an automatic removal from the Board.

#### 6.12 Vacancies

A vacancy in the office of the President shall be filled temporarily by the Vice-President. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President. A vacancy in any office shall be filled by an election of a majority vote of Directors at any meeting where a quorum is present after preparation of a slate by the Governance Committee. Vacancies occurring in offices appointed at the discretion of the Board, may or may not be filled as the Board shall determine.

#### 6.13 Delegation of Duties

In case of the absence or disability of any Officer of the Association, or for any other reason that the Board may deem sufficient, the Board may, by a vote, delegate the powers or duties of such Officer to any other Officer, Director with such power of delegation valid for the remainder of the term or until the next election.

### **SECTION 7: EXECUTIVE COMMITTEE**

#### 7.1 Creation

The Board, by a majority vote of the Directors at a meeting where a quorum is present may create and dissolve an Executive Committee at any regular or special meeting.

#### 7.2 Composition

The Executive Committee shall be composed of the elected officers as set forth in Section 6.1.

#### 7.3 Duties

The Executive Committee shall provide guidance to the CEO in the management of the Corporation in the interval between meetings of the Board, subject to the control and direction of the Board. The Board may vote to empower the Executive Committee to



exercise the powers of the Board of Directors or may withdraw such authority at any time. The Executive Committee shall **not** have the power to act on the following:

1. Amend or repeal the Bylaws.
2. Amend or repeal the Certificate of Incorporation.
3. Effectuate a Dissolution, a Merger, or a sale of corporation's assets.
4. Create or amend the budget.
5. Create or amend the policies of any type.
6. Terminate the employment of the CEO or any other member of the staff.

#### 7.4 Quorum

A quorum of the Executive Committee shall not be less than three (3) Officers. The CEO may not be counted for purposes of determining a quorum.

#### 7.5 Notice

Notice shall be in accordance with Section 5.3.

#### 7.6 Meetings and Procedures

Meetings of the Executive Committee shall be called by the President or any three (3) Officers. Minutes will be provided to the Board at the next meeting of the Board and maintained in the corporate records.

Conflicts in procedures shall be resolved in accordance with the current edition of Robert's Rules of Order as a procedural guide unless determined otherwise in these Bylaws.

#### 7.7 Voting

Each Officer shall have one vote. Routine business shall be transacted by a majority vote of the Directors at any meeting where a quorum is present unless determined otherwise in these Bylaws. Proxies may not be used.

### **SECTION 8: GOVERNANCE COMMITTEE**

#### 8.1 Governance Committee

The Governance Committee shall be a standing committee of the Association. A Director as determined by the Board shall serve as the Chair of the Governance Committee. The Committee shall include a minimum of four (4) Committee Members with a minimum of two (2) Committee Members, being Members of the Board. The Chair shall make a recommendation for Committee Members to the Board for approval. The Governance Committee shall have the following duties:

1. Research candidates for Directors and Officers prior to placement on a slate for submission to the Board for a vote.
2. Attempt to have multiple candidates for each open Director or Officer position.
3. Slate only individuals for President-Elect who have been approved by the Board.
4. Structure the board to serve one, two, or three-year terms to allow for approximately one-third of the board to be slated for election each year.
5. Develop and provide orientation and training for all Directors that addresses a Director's responsibilities; the organization's purpose, history, methods of operation, and organization activities; and, information concerning day-to-day operations.
6. Take steps to recruit and prepare future Directors.
7. Manage issues with Directors including removal or mediation between Directors.
8. Have such other duties as determined by the Board.

## **SECTION 9: OTHER COMMITTEES OF THE BOARD**

### 9.1 Committees

The Board shall have the power to create, revoke or modify any committee. The Board shall elect Committee Chairs, and the President shall approve Committee Members. The Chair of each committee shall recommend Committee Members to the President for approval. Each committee shall have a minimum of three (3) Committee Members with a minimum of one (1) Director on each committee. The Board shall have the power to remove any Committee Member with or without cause.

All committees shall report to the Board as the Board may require. Should the Board delegate any of its powers to a committee, only the Director(s) on such committee shall have the authority to vote. In addition, such committee shall keep contemporaneous minutes of such committee meetings, file such minutes with the corporate records and report all actions to the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are consistent with the provisions of these Bylaws. Each Director must sit on a minimum of one committee unless excused from such duty by a vote of the Board. The Board may appoint an individual(s) to be a Commissioner of Committees to act as the liaison between the Committees and the Board.

Committee Members must be Members of the National Weather Association unless determined otherwise by the Board. A committee with Board-delegated authority must have a minimum of two (2) Directors.

### 9.2 Notice of Committee Meetings

Committees with Board-delegated powers shall provide notice of committee meetings in accordance with Section 5.3. Committees without Board-delegated authority shall provide a minimum twenty-four (24) hour notice to the committee members. If a committee member does not receive notice of a committee meeting but attends the committee meeting, they shall be deemed to have received notice of the committee meeting. Notice of such committee meetings may be given verbally or via electronic transmission.

### 9.3 Advisory Committee

The Board may provide for an Advisory Committee consisting of individuals with extended service, contacts, and expertise to aid the Association. Advisory Committee Members shall be selected, and removed with or without cause, by a majority vote of the Directors at any meeting where a quorum is present. Advisory Committee Members shall not have voting rights on the Board, be considered as members of the Board, be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in these Bylaws. The Board may provide additional policies to establish duties and benefits of one or more levels of an Advisory Committee.

## **SECTION 10: GROUP EXEMPTION**

### 10.1 Group Exemption

The Association's Group Exemption Number is \_\_\_\_\_. Only Local Chapters approved by the Association may participate in the Group Exemption of the Association. The Association as the Central Organization will notify the Internal Revenue Service of each Local Chapter to be added to the Group Exemption as a Subordinate Organization.

### 10.2 Conditions of Local Chapters

The Association will provide each Local Chapter with a Local Chapter Agreement that will include the Group Exemption requirements set forth in this Section 10 and the terms of being a Local Chapter.

### 10.3 Revocation of Local Chapters

Any Local Chapter that does not conform to these Bylaws or the policies and procedures adopted by the Board will be removed from the Group Exemption, and the IRS will be notified of such removal. In addition, a Local Chapter may be removed or suspended by a two-thirds (2/3) affirmative vote of the Board. Any such action by the Board will be final.

### 10.4 Purpose

The Association shall provide each Local Chapter with a description of the purpose and activities allowed by a Local Chapter. Any Local Chapter operating outside of the purpose and activities allowed by the Association will be removed from the Group Exemption.

### 10.5 Organizing Documents

The Association shall provide each Local Chapter with a template for an organizing document to be filed with the respective state and a template for bylaws to govern the

Local Chapter. A Local Chapter may *not* modify or amend such templates without the express written consent of the Board.

#### 10.6 Tax Returns

Each Local Chapter shall acquire a Federal Employee Identification Number and shall prepare a tax return (Form 990) for its respective Local Chapter. Should the Local Chapter request the Association to prepare such tax returns, the Local Chapter will provide financial information and other information as requested by the Association. The Association may decline to aid in the filing of any tax return or other filing required by any state in which the Local Chapter is operating. The Association may charge a fee for filing tax returns or for bookkeeping services.

#### 10.7 Reports

Due to IRS requirements, each Local Chapter will provide a report annually to the Association which includes the following:

1. Past or planned changes in activities which are not within the scope of the Association's purpose as set forth in Section 1.2.
2. Change in name.
3. Change in location.
4. Legal or threatened legal action.
5. Any variation from Bylaws or organizing document filed with the respective state.
6. A general financial report including the nature of expenditures and sources and amounts of receipts.
7. Minutes from any meeting showing the election or removal of a Director.

The Association may request additional information as needed.

#### 10.8 Chapter With Independent Tax Status

Any Local Chapter which has tax-exempt status independent of the Association may maintain such independent tax status and not become part of the Group Exemption. Any Local Chapter that does not conform to these Bylaws or the policies and procedures adopted by the Board will be removed as a Local Chapter but maintain their separate tax-exempt status. In addition, a Local Chapter may be removed or suspended by a two-thirds (2/3) affirmative vote of the Directors at any meeting where there is a quorum. Any such action by the Board will be final.

### **SECTION 11: CHIEF EXECUTIVE OFFICER (CEO)**

#### 11.1 Employment

The Board may or may not fill the position of the CEO. The Board will establish a committee to perform annual evaluations and establish the qualifications, description of duties, and general scope of authority related to said position. In addition, the Board will

ensure the date and terms of compensation arrangements of the CEO are recorded in writing and maintained with the information on which the Board based its decision.

#### 11.2 Duties

The CEO shall manage the day-to-day operations and business of the Association. The CEO shall perform management duties pursuant to a job description. The Board may change the job description to increase or decrease the responsibilities of the CEO. However, the functions of the CEO shall not supersede the duties of the Board as set forth in Section 4.2.

#### 11.3 Separation of Duties

The CEO shall not be an Officer or Director of Association.

#### 11.2 Other Staff

The CEO shall manage staff including hiring/firing of staff and performance evaluations.

### **SECTION 12: AMENDMENTS AND CONSTRUCTION**

#### 12.1 Amendments to Bylaws

These Bylaws may be amended, altered, changed or repealed by the affirmative vote of a two-thirds majority of the total number of Directors, at any meeting of the Board if notice of the proposed amendment, alteration, change, or repeal was given at least ten (10) days prior to the meeting at which the amendment is acted upon. In addition, such proposed alteration, amendment or revision may be further amended at the meeting upon the affirmative vote of two-thirds majority of the total number of the Directors. Amendments shall not become effective until after approval by the Members of the Association.

#### 12.2 Construction and Terms

1. Should there be any conflict between the provisions of the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.
2. Should there be any conflict between the provisions of these Bylaws and any prior bylaws, the provision of these Bylaws shall govern.
3. Should there be any conflict between the provisions of these Bylaws and any internal policies and procedures, the provisions of these Bylaws shall govern. However, internal policies and procedures approved by the Board may allow for additional or more stringent requirements to be placed on the Directors, Officers, and committee members.
4. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**SIGNATURE PAGE**

**THESE AMENDED AND RESTATED BYLAWS OF NATIONAL WEATHER ASSOCIATION ARE ADOPTED this \_\_\_\_\_ day of \_\_\_\_\_, 2018.**

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Alan Sealls, President

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Chad Gravelle, Secretary