

GAWP BOARD OF DIRECTORS PRIMER

GAWP GOVERNANCE POLICIES AND PROCEDURES
NOVEMBER 2019



Purpose of this Primer

Past leaders of the Georgia Association of Water Professionals (GAWP) have established governing documents, bylaws, and operating policies and procedures based on years of history and experience working with our volunteers and staff. Over the years, as GAWP shaped into the organization we have today, the documents, policies, and procedures have evolved. This document is provided to the Board as a quick reference of roles and responsibilities, and a summary of key policies and current procedures for effective operation of GAWP.

GAWP Mission and Vision Statements

The Mission and Vision Statements for GAWP were established to guide our priorities and decisions. The Board of Directors is called upon to uphold these principles of our organization, and reflect upon these statements when considering programs, initiatives, and finances.

Mission Statement

The Georgia Association of Water Professionals educates, provides professional development, and promotes sound public policy in the water resources and related environmental fields.

Vision Statement

The Georgia Association of Water Professionals will be the go-to source for reliable information on Georgia's water resources for water professionals, decision makers, the media, and the public.

GAWP Board of Directors Positions and Votes

The GAWP Board of Directors is comprised of 28 uncompensated volunteers who represent the different facets of the water profession. Each member represents one vote; a quorum of 15 members is required before calling a vote. The Board meets at least three times a year (note: the GAWP “year” begins at the conclusion of the Annual Conference each year). Board meetings generally coincide with the Fall, Spring and Annual Conferences. During Board discussions, it is encouraged that you voice the concerns, perspectives, and interests of the Section/District/Professionals whom you represent. However, when a vote is called, it is your responsibility to vote in the best interest of the entire GAWP membership.

The Board consists of five (5) elected “Presidential Officers,” who are installed at the Annual Conference, eight (8) District Directors to provide statewide representation, seven (7) representatives for the GWEF Section, four (4) representatives for the Georgia Section of AWWA, one (1) representative for Georgia AWWA, one (1) representative for the Georgia Water Wise Council, the GWWI Board Chair, and the Executive Director, totaling the 28 voters.

The GAWP Executive Committee is a subset of the Board, established to handle any business that is needed between Board meetings. The Executive Committee has 13 voting positions, and two (2) non-voting positions.

GAWP Board of Directors by Position (28 positions)

* denotes Executive Committee position

**denotes Executive Committee, non-voting position

PRESIDENTIAL OFFICERS - 5 Votes		<u>2019-2020 Directors</u>
1	President*	
2	President-Elect*	Keith Higgs
3	Vice President*	Bernard Franks
4	Secretary-Treasurer*	Mike Hopkins
5	Immediate Past President*	Kim Holland
OTHER LEADERSHIP - 2 Votes		
6	GWWI Board Chair*	Alicia Giddens
7	GAWP Executive Director*	Pam Burnett
DISTRICT DIRECTORS - 8 Votes		
8	District 1 Director	Clint Blackwell
9	District 2 Director	Belinda Folkes
10	District 3 Director	Chuck Youmans
11	District 4 Director	William Kent
12	District 5 Director	Gary McCoy
13	District 6 Director	Debra Beazley
14	District 7 Director	Keith Martin
15	District 8 Director	Daryl McCorkle
GWEF REPRESENTATIVES - 7 Votes		
16	GWEF Chair*	Heather Veal
17	GWEF Chair-Elect*	Gil Shearouse
18	GWEF Trustee #1	Herb Timmerman
19	GWEF Trustee #2	Jeremy Cummings
20	WEF Delegate #1*	Tom Wiedmeier
21	WEF Delegate #2*	Frank Stephens
22	GWEF Past Chair	Scott Adams
GAWWA REPRESENTATIVES - 4 Votes		
23	GAWWA Chair*	Rita Neely
24	GAWWA Chair-Elect*	David Haas
25	GAWWA Trustee	Dan Carter
26	AWWA Director	Kelly Comstock
OTHER SECTION REPS - 2 Votes		
27	GAWRA Chair**	David King
28	GWWC Chair**	Neela Ram/Laurie Loftin

Board Responsibilities

As a member of the GAWP Board of Directors, you have a legal and ethical responsibility to ensure that the organization works diligently in pursuit of its goals. A Board member must believe in the purpose and the mission of the organization, and act responsibly and prudently as its steward.

In general, the role of our Board is to think strategically. This means:

- Focus on the big picture while allowing staff to manage day-to-day operations
- Approve outcomes to be established
- Ensure resources are available
- Make sure desired outcomes are achieved

In general, Board responsibilities lie in three key areas:

- Be informed and engage with our members, the Board, and the Executive Director
- Provide fiduciary oversight
- Ensure governance and policy compliance

As part of your responsibilities as a Board member, you should agree to do the following:

1. I will stay informed about what's going on in the organization. I will ask questions and request information. I will participate in and take responsibility for making decisions on issues, policies, and other matters. I will not stay silent if I have questions or concerns.
2. I will interpret our members' needs and values to the organization, speak out for their interests, and—on their behalf—hold the organization accountable.
3. I will lay down my personal and individual employer's hat at the door in order to represent the full GAWP membership body.
4. I will excuse myself from discussions and votes where I have a conflict of interest.
5. I will attend at least two of the three annual board meetings.

** A quorum (majority) is needed to hold a voting Board Meeting; for GAWP a quorum is the gathering of 15 voting members.*

** Proxy Votes: If you are unable to attend a Board of Directors meeting, you may designate, in writing, a proxy to act for you. Proxies are counted in determining a quorum.*

6. I will actively participate in one or more GAWP Committees.
7. I will be seen as a representative of the organization, its work, and values. When representing GAWP in professional settings I will act in accordance with those values and act as a spokesperson for the goals of the organization.
8. I will work towards the achievement of GAWP's goals as outlined in the Strategic Plan.
9. I will work in good faith with staff, other board members, and volunteers as partners toward achievement of our goals.
10. I will participate in a self-evaluation of the Board of Directors.

Fiduciary Responsibilities

Fiduciary responsibilities broadly mean that you have been entrusted by the membership—that you are a person who has the power and obligation to act on behalf of our membership, under circumstances that require total trust, good faith, and honesty.

Fiduciary duties include:

Duty of Care—“Show up. Suit up. Speak up.”

Each board member owes the duty to exercise reasonable care when making a decision as a steward of the organization.

- Includes making reasonable inquiry to be reasonably informed and to participate in decisions.
- May rely on the information, opinions, reports, or statements prepared and presented by competent employees or professional experts.
- Board members who do not act in accordance with those terms may have personal liability if they are found to have failed to meet the standard/duty of care.

Duty of Loyalty

The duty of loyalty requires that you:

- Act for the benefit of the organization and not for personal benefit.
- Avoid engaging in interested transactions without Board approval.
- Maintain the organization’s confidential information.

**Confidential information for a non-profit can include executive director reviews, personnel issues, or discussions on pending litigation.*

Duty of Obedience

The duty of obedience is the duty to remain faithful to and pursue the goals of the organization.

In practice, the duty of obedience requires you to follow the governing documents of the organization, laws applicable to the organization (outlined in the following section), and restrictions imposed by donors and ensure that the organization seeks to satisfy all reporting and regulatory requirements.

Why be a 501(c)(3) organization?

The primary benefits of having a 501(c)(3) status include tax exemption from federal income tax and eligibility to receive tax-deductible charitable donations.

Additional benefits include reduced postal rates with the USPS, exemption from Georgia’s state income tax as well as the City of Marietta’s business tax.

501(c)(3) organizations are highly regulated entities. Strict rules apply to both the activities and the governance of these organizations, including:

- A substantial portion of the organization’s activities must further its exempt purpose(s).
- No part of the activities or the net earnings can unfairly benefit any director, officer, or any private individual, and no officer or private individual can share in the distribution of any of the corporate assets in the event the organization shuts down.
- Lobbying, propaganda, or other legislative activity must be kept to a relatively insubstantial part of the total activities.
- Intervention in political campaigns or the endorsement/anti-endorsement of candidates for public office is strictly prohibited.

Governance Policies

Code of Conduct

In furtherance of the mission of GAWP, the following Code of Conduct has been adopted for the Association's membership. Failure to comply with this Code shall preclude a member from serving on the Association's Board of Directors.

GAWP Code of Conduct

As members of GAWP engaged in water resource activities and related environmental fields:

- We shall act to provide the best possible service while preserving the public health, ensuring public safety, and being responsible stewards of our precious water resources.
- We shall perform our duties and conduct our business in accordance with local, state, and federal law and follow generally accepted and professional procedures, making sure that such procedures are based upon reasonable substantiated information.
- We shall discourage exaggerated, unfair, or untrue statements concerning water resources issues and promote an understanding of professional standards for water, water pollution control, and other water resources system operations and materials.
- We shall abide by all applicable ethics laws established by our employer, community, and local and state laws.
- We shall fully disclose financial or personal interests that could be construed as a conflict of interest with our employer or client in the purchase of goods or services. In addition to disclosing any interests, we shall not participate in decisions related to such purchasing activities.
- We shall not allow our personal ambitions to either unfairly affect our associates or interfere with fair competition for advancement.
- We shall perform the duties entrusted to us to the best of our ability. We shall hold the public interest superior to personal interests and shall endeavor to ensure, through actions and leadership, that water and water pollution control service is maintained under all conditions.
- We understand our essential public health, environmental stewardship, and safety obligations to our community and accept these obligations; we shall always strive to do our best as we discharge them.

Respectful Participation

The GAWP Board of Directors and staff are committed to prohibiting actions or behaviors at GAWP events which may create a situation that is deemed to be unfair, abusive, or threatening on grounds related to age, sex, ethnicity, color of skin, ancestry, place of origin, religion, mental or physical disability, sexual orientation, marital status, family status or political belief.

Speaking for GAWP

The Executive Director is the official public spokesperson for GAWP. No other person should speak on behalf of GAWP without the explicit authorization of the Executive Director or GAWP Board of Directors.

Volunteer Travel Expenses

GAWP will not reimburse volunteers for their travel costs associated with the performance of their GAWP duties.

Antitrust Requirements

GAWP is a 501(c)(3) not-for-profit organization, formed for education and training purposes. The Association is not organized to, and may not play any role in the competitive decisions of its members, nor in any way restrict competition among members or potential members. Rather it serves as a forum for a free and open discussion of diverse opinions without in any way attempting to encourage or sanction any particular business practice.

GAWP complies fully with antitrust laws, both federal and state, and avoids all conduct that is unlawful, or that may give the appearance of being in conflict with such laws.

The Association provides a forum for exchange of ideas in a variety of settings, including conferences, its annual meeting, educational programs, committee meetings, and Board meetings. The Board of Directors recognizes the possibility that the Association and its activities could be viewed by some as an opportunity for anti-competitive conduct. Therefore, this statement supports the policy of competition served by the antitrust laws and to communicate the Association's uncompromising policy to comply strictly in all respects with those laws.

While recognizing the importance of the principle of competition served by the antitrust laws, the Association also recognizes the severity of the potential penalties that might be imposed, not only on the Association but its members as well, in the event that certain conduct is found to violate the antitrust laws. Should the Association or its members be involved in any violation of federal/state antitrust laws, such violation can involve both civil and criminal penalties that may include imprisonment and/or significant fines for individuals and the Association, plus attorney fees. In addition, damage claims awarded to private parties in a civil suit are tripled for antitrust violations. Given the severity of such penalties, the Board intends to take all necessary and proper measures to ensure that violations of the antitrust laws do not occur.

Antitrust Policy

To ensure that the Association and its members comply with antitrust laws, the following principles will be observed at all Association meetings and functions:

1. The Association or any committee, section, chapter, or activity of the Association shall not be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, expressed or implied, among two or more members or other competitors with regard to prices or terms and conditions of

contracts for services or products. Therefore, discussions and exchanges of information about such topics will not be permitted at Association meetings or other activities.

2. There will be no discussions discouraging or withholding patronage or services from, or encouraging exclusive dealing with, any supplier or purchaser or group of suppliers or purchasers of products or services, any actual or potential competitor or group of actual or potential competitors, or any private or governmental entity.
3. There will be no discussions about allocating or dividing geographic or service markets or customers.
4. There will be no discussions about restricting, limiting, prohibiting, or sanctioning advertising or solicitation that is not false, misleading, deceptive, or directly competitive with Association products or services.
5. There will be no discussions about discouraging entry into or competition in any segment of the marketplace.
6. There will be no discussions about whether the practices of any member, actual or potential competitor, or other person are unethical or anti-competitive, unless the discussions or complaints relate to eligibility for holding an Association office position as a result of actions that violate the Association's Code of Conduct.
7. Certain activities of the Association and its members are deemed protected from antitrust laws under the First Amendment right to petition government. The antitrust exemption for these activities, referred to as the Noerr-Pennington Doctrine, protects ethical and proper actions or discussions by members designed to influence: 1) legislation at the national, state, or local level; 2) regulatory or policy-making activities (as opposed to commercial activities) of a governmental body; or 3) decisions of judicial bodies. However, the exemption does not protect actions designed to cover-up anticompetitive conduct.
8. Speakers at conferences, committees, educational meetings, or other business meetings of the Association shall be informed that they must comply with the Association's antitrust policy in the preparation and the presentation of their remarks.
9. Meetings should follow a written agenda provided to participants and the Association in advance, whenever possible. Minutes should be prepared after the meeting to provide a concise summary of important matters discussed and actions taken or conclusions reached.

At informal discussions at the site of any Association meeting, all participants are expected to observe the same standards of personal conduct as are required of the Association in its compliance.

Partnering and Co-Sponsoring Arrangements

GAWP is frequently asked by other organizations and private companies to co-sponsor workshops, conferences, and training events. Because we put on so many events of our own, as well as hosting numerous events brought to Georgia each year by our three national affiliates (WEF, AWWA, and AWRA), our Board has adopted a policy that GAWP should not co-sponsor events such as this, but rather should continue to strive to provide a "one-stop shop" for water professionals within Georgia. GAWP's co-sponsorship is generally limited to events put on by

our national affiliates, or long-term partnerships established through MOUs (e.g., GMA, ACCG, ARC/MNGWPD, ACEC-GA, etc.).

As far as continuing education credits, Georgia's P.E. Board does not pre-approve programs for PDHs; it is each individual engineer's responsibility to determine if a particular course or seminar meets the requirements.

Survey Policy

GAWP is committed to complying with the Sherman Antitrust Act and the Clayton Act. The Sherman Antitrust Act was the first federal statute to limit cartels and monopolies, and today still forms the basis for most antitrust litigation by the United States. This Act requires the United States federal government to investigate and pursue trusts, companies, and organizations suspected of violating the Act. The Clayton Act made both substantive and procedural modifications to federal antitrust law. Substantively, both acts seek to capture anticompetitive practices in their incipiency by prohibiting particular types of conduct and communication not deemed in the best interest of a competitive market. To this end GAWP will

require the following statement to be included on all surveys and requests for information as deemed necessary by staff to comply with U. S. federal antitrust law.

Responses to GAWP surveys MUST refrain from including any information that pertains to prices, discounts, or terms or conditions of any sale; salaries, profits, profit margins, or cost data; selection, rejection, or termination of any customers and/or suppliers. Responses may NOT encourage members to arrive at any agreement that either expressly or impliedly leads to conduct intended to illegally restrict free trade.

Conflict of Interest Policy

This Conflict of Interest Policy of GAWP: (1) defines conflicts of interest; (2) identifies classes of individuals within GAWP covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

1. **Definition of conflicts of interest.** A conflict of interest arises when a person in a position of authority over GAWP may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.
2. **Individuals covered.** Persons covered by this policy are GAWP's officers, directors, chief employed executive, and chief employed finance executive.
3. **Facilitation of disclosure.** Persons covered by this policy will annually disclose or update to the President and Executive Director on a form provided by GAWP their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.
4. **Procedures to manage conflicts.** For each interest disclosed to the President and Executive Director, the President and Executive Director will determine whether to: (a) take no action; (b) assure full disclosure to the Board of Directors and other individuals covered by this policy; (c) ask the person to recuse from participation in related discussions

In 2008, the Internal Revenue Service (IRS) issued a new Form 990 annual tax return/report that must be submitted by most federal income tax exempt organizations, including trade associations, professional societies, cause/social welfare groups, and charitable/scientific/educational organizations.

To a significant extent, the revised Form 990 is IRS's reaction to concerns expressed by key committees in Congress for greater disclosure and improved governance in nonprofit tax-exempt organizations. IRS also asserts its view that appropriate governance enhances compliance with federal income tax exemption requirements.

Among other new features, the form asks in Part VI if the filing organization has adopted a series of five governance policies; the organization must answer "yes" or "no" for each. While a "no" answer does not indicate any violation of law or inconsistency with federal income tax exemption requirements, it could trigger scrutiny by the IRS. It could also reflect adversely on an organization in the eyes of its members, donors or others.

GAWP has adopted these five policies in compliance with these questions on the 990:

- Conflict of Interest Policy
- Whistleblower Policy
- Document Retention and Destruction Policy
- Policy on the Process for Determining Compensation
- Joint Venture Policy

or decisions within GAWP; or (d) ask the person to resign from his or her position in GAWP or, if the person refuses to resign, become subject to possible removal in accordance with GAWP's removal procedures. GAWP's Executive Director and chief employed finance executive will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the President of the Board of Directors in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

Whistleblower Policy

This Whistleblower Policy of GAWP: (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of GAWP; (2) specifies that GAWP will protect the person from retaliation; and (3) identifies where such information can be reported.

1. Encouragement of reporting. GAWP encourages complaints, reports, or inquiries about illegal practices or serious violations of GAWP's policies, including illegal or improper conduct by GAWP itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which GAWP has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via GAWP's human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.
2. Protection from retaliation. GAWP prohibits retaliation by or on behalf of GAWP against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. GAWP reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports, or inquiries or who otherwise abuse this policy.
3. Where to report. Complaints, reports, or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports, or inquiries. They should be directed to GAWP's President or Executive Director; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to GAWP's Secretary-Treasurer. GAWP will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that GAWP may be unable to fully evaluate a vague or general complaint, report, or inquiry that is made anonymously.

Document Retention and Destruction Policy

The Document Retention and Destruction Policy of GAWP identifies the record retention responsibilities of staff, volunteers, members of the Board of Directors, and outsiders for maintaining and documenting the storage and destruction of GAWP's documents and records. For a copy of the full policy, please contact GAWP staff.

Policy on the Process for Determining Compensation

This Policy on the Process for Determining Compensation of GAWP applies to the compensation of the executive director. For a copy of the full policy, contact GAWP staff.

Joint Venture Policy

The Joint Venture Policy of GAWP requires that the Association evaluate its participation in joint venture arrangements under federal tax law and take steps to safeguard the Association's exempt status with respect to such arrangements. For a copy of the full policy, contact GAWP staff.

GAWP Conflict of Interest Policy & Disclosure Form

This Conflict of Interest Policy of GAWP: (1) defines conflicts of interest; (2) identifies classes of individuals within GAWP covered by this policy; (3) facilitates disclosure of information that may help identify conflicts of interest; and (4) specifies procedures to be followed in managing conflicts of interest.

1. Definition of conflicts of interest. A conflict of interest arises when a person in a position of authority over GAWP may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.
2. Individuals covered. Persons covered by this policy are GAWP's officers, directors, chief employed executive, and chief employed finance executive.
3. Facilitation of disclosure. Persons covered by this policy will annually disclose or update to the President and Executive Director on a form provided by GAWP their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.
4. Procedures to manage conflicts. For each interest disclosed to the President and Executive Director, the President and Executive Director will determine whether to: (a) take no action; (b) assure full disclosure to the Board of Directors and other individuals covered by this policy; (c) ask the person to recuse from participation in related discussions or decisions within GAWP; or (d) ask the person to resign from his or her position in GAWP or, if the person refuses to resign, become subject to possible removal in accordance with GAWP's removal procedures. GAWP's Executive Director and chief employed finance executive will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the President of the Board of Directors in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

Printed Name: _____

GAWP Board Position: _____

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest:

_____ I have no conflict of interest to report.

_____ I have the following conflict of interest to report, actual or potential:

1. _____

2. _____

3. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge.

Signature: _____

Date: _____