

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Open to Public Inspection

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-EZ and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

A For the 2013 calendar year, or tax year beginning _____, 2013, and ending _____, 20

B Check if applicable:

- Address change
- Name change
- Initial return
- Terminated
- Amended return
- Application pending

C Name of organization

National Association of Government Web Professionals Inc

Number and street (or P.O. box, if mail is not delivered to street address)

Room/suite

86 Woodstone Road

City or town, state or province, country, and ZIP or foreign postal code

Rockaway NJ 07866

D Employer identification number

03-0578994

E Telephone number

973-594-NAGW

F Group Exemption

Number ▶

G Accounting Method: Cash Accrual Other (specify) ▶ _____

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

I Website: ▶ www.NAGW.org

J Tax-exempt status (check only one) – 501(c)(3) 501(c) (**6**) ◀ (insert no.) 4947(a)(1) or 527

K Form of organization: Corporation Trust Association Other _____

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets

(Part II, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ **145,172.50**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I)

Check if the organization used Schedule O to respond to any question in this Part I

Revenue	1	Contributions, gifts, grants, and similar amounts received	1		00.00
	2	Program service revenue including government fees and contracts	2		\$ 127,173.00
	3	Membership dues and assessments	3		\$ 18,000.00
	4	Investment income	4		00.00
	5a	Gross amount from sale of assets other than inventory	5a		
	b	Less: cost or other basis and sales expenses	5b		
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c		00.00
	6	Gaming and fundraising events			
	a	Gross income from gaming (attach Schedule G if greater than \$15,000)	6a		
	b	Gross income from fundraising events (not including \$ _____ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	6b		
c	Less: direct expenses from gaming and fundraising events	6c			
d	Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	6d		00.00	
7a	Gross sales of inventory, less returns and allowances	7a			
b	Less: cost of goods sold	7b			
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		00.00	
8	Other revenue (describe in Schedule O)	8		00.00	
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8 ▶	9		\$ 145,173.00	
Expenses	10	Grants and similar amounts paid (list in Schedule O)	10		\$ 235.00
	11	Benefits paid to or for members	11		
	12	Salaries, other compensation, and employee benefits	12		
	13	Professional fees and other payments to independent contractors	13		
	14	Occupancy, rent, utilities, and maintenance	14		
	15	Printing, publications, postage, and shipping	15		\$ 1,595.00
	16	Other expenses (describe in Schedule O)	16		\$ 133,336.00
17	Total expenses. Add lines 10 through 16 ▶	17		\$ 135,166.00	
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18		\$ 10,007.00
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19		\$ 79,383.00
	20	Other changes in net assets or fund balances (explain in Schedule O)	20		00.00
21	Net assets or fund balances at end of year. Combine lines 18 through 20 ▶	21		\$ 89,390.00	

Part II Balance Sheets (see the instructions for Part II)

Check if the organization used Schedule O to respond to any question in this Part II

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	\$ 79,383.00	22 \$ 89,390.00
23 Land and buildings	00.00	23 00.00
24 Other assets (describe in Schedule O)	00.00	24 00.00
25 Total assets	\$ 79,383.00	25 \$ 89,390.00
26 Total liabilities (describe in Schedule O)	00.00	26 00.00
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	\$ 79,383.00	27 \$ 89,390.00

Part III Statement of Program Service Accomplishments (see the instructions for Part III)

Check if the organization used Schedule O to respond to any question in this Part III

What is the organization's primary exempt purpose? Provide education/resources to local gov't webmasters

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

Expenses
(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts; optional for others.)

28 <u>National Conference attended by 181 attendees. Includes web designer/developer education, including hands on, in-depth sessions. Emergency communication education. All attendees receive presentation copies</u> (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	28a	\$120,703.00
29 <u>Website: maintenance and enhancement of our website; including a members online resource center and listserv which serves more than 700 state and local government web professionals. This problem solving resource allows professionals from around the country to share solutions.</u> (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	29a	\$1,943.00
30 <u>NAGW provides monthly webinars for members benefitting all, but especially small jurisdictions and those with travel bans preventing them from attending the national conference. Webinars are archived for access by members unable to attend when the webinar is given. Because of a software problem this cost us 0 in 2013</u> (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	30a	00.00
31 Other program services (describe in Schedule O) (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	31a	
32 Total program service expenses (add lines 28a through 31a)	32	\$122,646.00

Part IV List of Officers, Directors, Trustees, and Key Employees (list each one even if not compensated—see the instructions for Part IV)

Check if the organization used Schedule O to respond to any question in this Part IV

(a) Name and title	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC) (if not paid, enter -0-)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
<u>Matt Harrington</u> President (Jan - Oct)	15.0	0	0	0
<u>Marc Drummond</u> President (Nov - Dec)	15.0	0	0	0
<u>Joel Radtke</u> Secretary (Jan - Oct)	10	0	0	0
<u>Carol A Spencer</u> Treasurer (Jan - Oct)	10	0	0	0
<u>Ryan Drake</u> Board Member, Treasurer (Nov - Dec)	2	0	0	0
<u>Barbara Belli</u> Board Member	5	0	0	0
<u>John Nixon</u> Board Member	5	0	0	0
<u>Carolyn Shannon</u> Board Member, Secretary (Nov - Dec)	5	0	0	0
<u>Katya Wowk</u> Board Member (Nov - Dec)	5	0	0	0
<u>Leslie Labrecque</u> Board Member (Nov - Dec)	5	0	0	0
<u>Jay Eason</u> Board Member (Nov - Dec)	5	0	0	0
<u>Chris Audano</u> Board Member (Jan - Oct)	5	0	0	0

Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in the instructions for Part V) Check if the organization used Schedule O to respond to any question in this Part V

33 Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O
34 Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name.
35a Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities...
35b If "Yes," to line 35a, has the organization filed a Form 990-T for the year?
35c Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year?
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year?
37a Enter amount of political expenditures, direct or indirect, as described in the instructions
37b Did the organization file Form 1120-POL for this year?
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?
38b If "Yes," complete Schedule L, Part II and enter the total amount involved
39 Section 501(c)(7) organizations. Enter:
39a Initiation fees and capital contributions included on line 9
39b Gross receipts, included on line 9, for public use of club facilities
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under:
40b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ?
40c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958
40d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization
40e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?
41 List the states with which a copy of this return is filed
42a The organization's books are in care of Carol A Spencer Telephone no. 973-594-NAGW
42b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country...
42c At any time during the calendar year, did the organization maintain an office outside the U.S.?
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041
44a Did the organization maintain any donor advised funds during the year?
44b Did the organization operate one or more hospital facilities during the year?
44c Did the organization receive any payments for indoor tanning services during the year?
44d If "Yes" to line 44c, has the organization filed a Form 720 to report these payments?
45a Did the organization have a controlled entity within the meaning of section 512(b)(13)?
45b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)?

	Yes	No
46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46	<input checked="" type="checkbox"/>

Part VI Section 501(c)(3) organizations only

All section 501(c)(3) organizations must answer questions 47-49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI

	Yes	No
47 Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	47	
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48	
49a Did the organization make any transfers to an exempt non-charitable related organization?	49a	
b If "Yes," was the related organization a section 527 organization?	49b	

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and title of each employee	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation

f Total number of other employees paid over \$100,000 ▶ _____

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and business address of each independent contractor	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000 ▶ _____

52 Did the organization complete Schedule A? **Note.** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A ▶ Yes No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	▶ Signature of officer	Date
	▶ Marc Drummond, President Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no. ▶			

May the IRS discuss this return with the preparer shown above? See instructions ▶ Yes No

**SCHEDULE O
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

National Association of Government Web Professionals Inc

Employer identification number

03-0578994

Part I. Line 10. Grants and similar amounts paid

The National Association of Government Web Professionals paid \$235 in IL filing and registered agent fees for the Digital Government Foundation, an organization which is in the process of filing for 501(c)(3) status and whose mission supports that of NAGW.

Part 1. Line 16. Other expenses

The total of \$133,336 in expenses includes Management and General Expenses of \$10,306.00. Management and General Expenses is comprised of organizational advertising, strategic planning, insurance (liability and D&O), certain Software as a Service subscriptions, and NJ corporate filing fees and annual reports. This line also includes Program Service Expenses associated with our National Conference (education and training for local and state government web professionals) of \$120,703.00. Finally, it includes Program Service Expense of \$1,943.00 associated with our website, wherein is located our listserv, another educational and problem-solving resource for our members.

Bylaws of the National Association of Government Web Professionals

[Name and Location](#) | [Membership](#) | [Board of Directors](#) | [Duties of the Officers](#) | [Association Meetings and Elections](#) | [Powers of the Association](#) | [Distribution of Assets Upon Dissolution](#) | [Limitations](#) | [Miscellaneous](#)

I. NAME AND LOCATION.

The name of the corporation is the National Association of Government Web Professionals, Inc., hereinafter referred to as the Association. The principal office of the Association shall be located at 86 Woodstone Road, Rockaway, NJ 07866. Meetings of Members and of the Board of Directors may be held at such places within the United States as may be designated by the Board of Directors. In future times, the principal office of the Association shall be at such a place as may be designated by the Board and communicated to the membership at a conference or through a newsletter or electronic mail.

II. MEMBERSHIP.

Section 1. Members.

To be eligible for full, voting membership in the Association, an applicant must be considered a full- or part-time employee of a qualifying local government entity as defined in [Article IX, Section 6](#), and receive an annual W2 statement from that agency. Unpaid volunteers who manage or regularly update the web site for a qualifying local government entity will be considered by the Board for full, voting membership on a case-by-case basis.

To be eligible for associate, non-voting membership in the Association, an applicant must be considered a full- or part-time employee of a U.S. state

government, the District of Columbia, Puerto Rico, Guam, the U.S. Virgin Islands, American Samoa and the Northern Mariana Islands, and receive an annual W2 statement from that agency. Associate members shall not be eligible to vote for or serve on the Board of Directors.

It shall be within the discretion of the Board to grant membership without full payment of dues to persons who certify that they cannot afford to pay regular dues.

III. BOARD OF DIRECTORS

Section 1. Composition.

The affairs of the Association shall be governed by a nine-member Board of Directors, all of whom shall be full, voting members of the Association. The Board of Directors shall consist of seven regional directors and two elected at-large. All Directors shall enjoy equal voting rights.

Section 2. Methods of Selection and Terms.

Elections of Directors shall occur in conjunction with the Association's annual meeting through procedures devised by the Board of Directors and the bylaws. The votes shall be counted by the Secretary and at least one Officer of the Board, and the results shall be reported by the Secretary at the annual meeting.

Election shall be by majority of all votes cast, with runoff elections between the two leading candidates when necessary.

For Association purposes, the United States shall be divided into seven geographic regions, in a plan adopted by the Board. To ensure geographical diversity in the policy-making body of the Association, one resident of each region shall be elected as a Director or, in the case of a vacancy, appointed

by the Board to the directorship that represents that region. If a region has no Member who is willing to serve as a Director, or no members runs for an at-large position, the Board shall by majority vote of the full board appoint an at-large Director to fill that seat until the next scheduled election for that region or at the next at-large election.

At-large members shall be elected by the full membership of the Association. One at-large member shall be elected in even-numbered years for a two year term and one at-large member shall be elected in odd-numbered years for a two year term. When initially establishing the at-large members, the member filling the one year term shall be appointed by the Board of Directors.

Directors in even-numbered geographical regions shall be elected to a two-year term in even numbered years by the eligible voters in their region, and Directors in odd-numbered geographical regions shall be elected to a two-year term in odd-numbered years by the eligible voters in their region. The term of all offices will commence the first day of the second month following the Association's annual meeting.

Section 3. Removal.

A Director or Officer may be removed from the Board or from office for cause. Cause shall be determined by a majority vote of the full Board of Directors, and removal shall be upon a two-thirds vote of the full Board. The absence of a Director or Officer from two consecutive meetings of the Board may be considered sufficient cause for removal.

A person who has resigned or has been removed as Board of Directors President shall not retain membership on the Board and is disqualified from holding any office within the Association at any future time, except if reinstated by a two-thirds vote of the board.

Section 4. Filling of vacancies

When the office of Board of Directors President becomes vacant, the Board of Directors shall, by a majority vote of the full board, elect a Board Member to fill the office until the next annual meeting. At that time, the Board shall elect one of its members as President for a one-year term. When a position of Director becomes vacant, the Board, utilizing a procedure similar to that of the nomination of candidates for office, by a two-thirds vote of the full Board shall select someone to fill the office until the next annual meeting, when the remainder of the term, if any, shall be filled by election. Any Board Member or the Board President may recommend persons to fill vacant positions.

If more than half of the nine Board of Director seats become vacant, the remaining Board Members shall accept nominations, and a new election shall take place for all vacant positions. If the seats of Board President and all Board Members become vacant, the first nine association Members to volunteer shall form a nominating committee. The nominating committee shall appoint a transition Board, which will hold new elections as soon as possible. The transition board shall be limited to holding new elections and may not seek to amend the bylaws or change the financial structure or account balances of the organization by more than 10 percent of the current balance.

Section 5. Compensation.

No Director, Officer or Member shall receive compensation from the Association for any service rendered to the Association. Exceptions are limited to: 1) Board members shall be exempt from all registration fees and workshop fees for the Association's conferences; and 2) The paid positions of Conference Planner and Finance Director may be filled by current members who are former Board of Directors members. In addition, any Director, Officer or Member may be reimbursed for actual expenses incurred in the performance of duties specified by the Board, under rules established by the membership or the Board.

Section 6. Meetings

Regular meetings of the Board of Directors shall be held at least twice yearly, at such a place and hour as may be fixed by the Board or the Board of Directors President. Attendance at any Board meeting by Board Members and the Board President may be either in person or by an electronic means as determined in advance by the Board. Notice of regular Board meetings shall be given consistent with the bylaws. Agendas and minutes of all board meetings shall be made available to the full membership. At least one Board meeting shall be held at the annual conference. Board meetings held during the annual conference are open to all Members of the Association.

During regular Board meetings, the presiding officer may determine if the floor will be open to discussion. At the discretion of the presiding officer, meetings shall be conducted under Robert's Rules of Order.

The order of business of the meetings of the Board of Directors shall be as follows:

1. Call to order by the President
2. Reading of the minutes of the last meeting.
3. Report from the Treasurer.
4. Committee reports.
5. Unfinished business.
6. New business.
7. Election of Officers (if annual meeting).

Section 7. Quorum.

A majority of the number of Directors shall constitute a quorum for the transaction of business. Directors attending a meeting by electronic means as set out in Article III, Section 6, shall be included in the quorum count. Under no circumstance shall a Director vote by proxy.

Section 8. Powers.

The Board of Directors shall have the power to do the following:

1. Exercise for the Association all powers, duties, and authority vested in this Association by the laws of the State of New Jersey and not reserved thereby to the general membership.
2. Delegate authority to the Board of Directors President and/or other Officers to act on behalf of the Association and/or the Board.
3. Delegate certain authorities to a Conference Planner and Finance Director by resolution of the Board.

Section 9. Duties.

It shall be the duty of the Board of Directors to:

1. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting or at any special meeting when such statement is requested in writing by at least 50 Members of the Association.
2. Supervise all Officers and agents of this Association and see to it that their duties are properly performed.
3. Organize an annual meeting.
4. At the annual meeting, certify results of the election of Directors.
5. It shall be the duty of the Board of Directors to annually select from among its members a President, Secretary, and Treasurer.
 - a To serve as Board President, a person must be a current Director or Board President and must have served at least two consecutive years as a Director by the time of election. In the event no Director with two consecutive years of experience is willing to serve as President, any current Director may serve.
 - b Officers assume their responsibilities the first day of the second month following the annual meeting.
 - c No Officer shall serve more than four consecutive annual terms in any one office.
 - d The Board may invite the immediate past President to serve as a non-voting Board member for a period not to exceed one year.

6. Each year appoint, not more than 60 days after the adjournment of the annual meeting of the Association, the various committees of the Association, and designate a chair of each such committee.
 - a The Board shall ensure that one or more Directors oversee Member communications and marketing, Member benefits, training, and vendor relations functions.
 - b As determined by the Board, other committees may be created.
7. Hold at least two regular board meetings annually.
8. Promote membership in the Association, collect dues, and maintain records of membership.

IV. DUTIES OF THE OFFICERS

Section 1. Board of Directors President.

The Board of Directors President shall preside at all meetings of the Association and of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall represent the Association and the Board, as instructed by the Board; shall perform all responsibilities delegated to him or her by the Board; shall render an annual report at the annual meeting; and shall see to it that an annual audit is performed by a CPA or an audit committee, unless this requirement is waived by the Board, and shall report on the audit to the Board. The President also shall serve notice of all meetings of the Association and of the Board, or shall delegate this responsibility to others.

Section 2. Secretary.

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; shall keep the corporate

seal of the Association and affix it on all papers requiring said seal; shall maintain membership records of the Association; shall oversee all committee activity and make a report on such activity to the President; and shall perform other duties as required by the Board.

Section 3. Treasurer.

The Treasurer, or the Financial Director, shall receive and deposit, within ten banking days, in bank accounts of the Association, all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account; shall make available all financial records and shall present an itemized fiscal report at each regular meeting of the Board of Directors; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at the regular annual meeting, with printed or electronic copies available for distribution. The Treasurer shall perform all the duties of the President in the absence of the President at any meeting.

V. ASSOCIATION MEETINGS AND ELECTIONS.

Section 1. Annual Meetings.

An annual meeting of the Association shall be held at a place and time to be determined by the Board prior to the end of the fiscal year.

Section 2. Special Meetings.

Special meetings may be called at any time by the Board of Directors President or by a majority of the full Board, after not less than seven days' notice to each Director, provided that the notice requirement may be set aside by unanimous consent. A special meeting may also be called upon the written request of 50 or more Members in good standing.

Section 3. Notice of Meetings.

The date, hour, location and major purpose of defined meetings of the Association shall be announced in writing (in a newsletter or other written notice, or through electronic media or as published on the Association's official website) to Members. For annual and regular Board meetings, the notice shall be given with 30 or more days' notice. For special meetings, the notice shall be given when the meeting is called.

Section 4. Elections.

The voting rights adhering to a full, voting membership may be exercised by the person in whose name the membership is recorded. In the event of a contested right to vote, the presiding officer of the meeting shall rule.

Any current full, voting Member may nominate any full, voting Member, including himself or herself for the position of Director. A nominee must give assurance of willingness to serve, if elected, and must be nominated in writing or by e-mail to the Board Secretary 50 or more days before the annual meeting. The Secretary or the Secretary's designee must give all nominees a nominee questionnaire which must be completed and returned to the Secretary or designee. Non-incumbent nominees must also submit two (2) written recommendations. All documentation must be submitted within 15 business days of the close of nominations. A Nomination Committee consisting of the Secretary of the Board and at least 2 other Board Members not up for re-election will review the questionnaires and recommendations to verify each nominee's qualifications as provided by these bylaws. The Secretary must compile the verified list of nominees and include them in a ballot along with a brief description, to be distributed to all Members at least 30 days before the annual meeting or published on the Association's official website.

Members authorized to vote shall do so by electronic ballot on the Association's official website prior to or during the annual meeting as specified by the Board, or by such means as the Board shall determine.

A candidate for Director must be an established full, voting Member of the Association. No person may serve as Director unless he or she is currently employed by a local government agency within the United States as defined in Article IX, Section 6, nor shall any person serve as both a regional and at-large member of the Board of Directors simultaneously. Termination of such qualifying employment shall require a Director to resign immediately from the Board.

VI. POWERS OF THE ASSOCIATION

This Association shall exercise only those powers permitted Corporations Not for Profit under the New Jersey statutes as are in furtherance of the purpose or purposes of the Association.

VII. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this Association, all of its assets remaining after paying or making provision for payment of all of the liabilities of the Association shall be distributed exclusively for the purpose or purposes of the Association, in such a manner, or to an organization or organizations organized and operated exclusively for any one or more exempt purposes and as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (6) of the Internal Revenue Code of 1954 and as from time to time amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

VIII. LIMITATIONS

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Members, Directors or other private persons, except that the Association shall make payments and distributions in furtherance of the purpose or purposes of the Association.

No substantial part of the activities of the Association shall be the carrying on of propaganda. The Association shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these bylaws, the Association shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under sections 501 (c) (6) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue laws).

IX. MISCELLANEOUS

Section 1. Check Signing.

All checks of an amount exceeding \$1,000.00 shall require the signature of two out of three of the following: the Treasurer, the Financial Director or the Board of Directors President; provided that the Board may provide for alternate arrangements.

Section 2. Amendments.

These bylaws may be amended by a two-thirds vote of all votes cast by mailed or electronic ballots that will be provided to all Members of the Association, as well as at a properly called meeting of the Association. Any

amendment must first be passed by a majority vote of the full Board of Directors and then a description and arguments, giving various viewpoints, must be distributed in a newsletter or electronically to all Association Members.

Section 3. Superiority of Articles.

In the case of any conflict between the Articles of Incorporation and these bylaws, the Articles shall control.

Section 4. Superiority of Membership Action.

The membership, acting by resolution or amendment of the bylaws or Articles, may upon majority vote overrule any decision, policy, or action of the Board.

Section 5. Fiscal year.

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year.

Section 6. Local Government Defined.

For these purposes, a local government entity is either a political subdivision of a state within the United States or one of its possessions, authorized under state statute to deliver governmental services to citizens, and whose governing council or board is elected by the registered voters within that political subdivision's jurisdiction; or a regional council of local governments holding membership in the National Association of Regional Councils, an affiliate of the National League of Cities, the National Association of Counties, or the US Conference of Mayors.

Section 7. Indemnity.

The Association shall indemnify and hold harmless its Board of Directors, and each Member thereof, all councils and committees composed of Directors of the Association, and each Member thereof, and all other elected, appointed, employed or volunteer representatives of the Association, from any and all claims, liability, judgments, costs, attorney's fees, charges and expenses whatsoever arising from the acts and omissions of same, except to the extent that the Association or its aforementioned representatives cause such claims, liability, judgments, costs, attorney's fees, charges or expenses by their own intentional neglect or default. Further, the Association understands and acknowledges that the Association and its aforementioned representatives have assumed such assignment, function, office or capacity upon the express understanding, agreement and condition that they be so indemnified and held harmless to the extent described in this article.

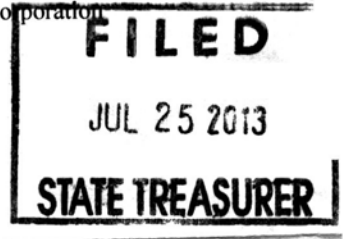
I, the undersigned, do hereby certify that I am the duly elected Board of Directors President of the National Association of Government Web Professionals, Inc., a not-for-profit corporation, and that the foregoing bylaws constitute the bylaws of the said Association as duly adopted at an annual meeting of the Association on September 23, 2005, in Denver, Colorado.

Dated this 22nd Day of September, 2005.
Amended 9/15/06, 9/28/06, 12/15/06, 12/14/07, 9/17/09, 7/3/13

New Jersey Division of Revenue

Certificate of Amendment to the Certificate of Incorporation
(For Use by Domestic Non-profit Corporations)

Pursuant to the provisions of Title 15A:9-4 New Jersey Non-profit Corporation Act, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:



- Name of the Corporation: National Association of Government Webmasters Inc
- 2. Corporation Number: 0100955757
- 3. Article I. of the Certificate of Incorporation is hereby amended to read as follows:
The name of the corporation is the National Association of Government Web Professionals, Inc., hereinafter referred to as the Association.
- 4. The corporation has does not have members.

A. For Corporations WITH members:

Number entitled to vote	259	Voting FOR	71	Voting AGAINST	8
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If any class or classes of members are entitled to vote as a class, set forth the number of members of each class, the series of votes of each class voting for and against, and the number of members present at the meeting, OR

Adoption was by unanimous written consent without meeting.
Date of Adoption: July 1, 2013

B. For Corporations WITHOUT members:

Number of Trustees	Voting FOR	Voting AGAINST
Trustees present at meeting	OR	

Adoption was by unanimous written consent without meeting.
Date of Adoption:

5. Other Provisions:

Signature: 
(Must be Ch. Of Bd. Pres. Or Vice Pres)

Date: 7/2/13

Name: Matthew L Harrington, President
(Type Name and Title)

This document MUST be filed in triplicate.

DEPARTMENT OF TREASURY
 Division of Revenue and Enterprise Services
 Business Support Services, Commercial Recording
 P.O. Box 308
 Trenton, NJ 08646
 Session Number: 2602100

Acknowledgement Printed: 08/06/2013

SHIP TO:

NATIONAL ASSOCIATION OF GOVERNMENT WEBMASTERS INC
 86 WOODSTONE ROAD
 ROCKAWAY, NJ 07866

Thank you for your recent work request. The following information summarizes all work requests processed and the associated fees.

If your work was rejected, it is imperative that you include this form or a copy when resubmitting corrected documents or if you are requesting a refund. This will assist us in verifying payment and the original date the work request was submitted. Call us at (609) 292-9292 if you have any questions regarding this notice.

1. Customer Number: 817042
2. Account Number:
3. Session Number: 2602100 , Session Date: 08/02/2013
4. User ID: 111
5. Comments On Work Request:
6. Received Date: 07/25/2013
7. Number of Rejected Jobs: 0

Method of Payment: Check
 Check No: 1383

Amount: \$75.00

Job 1 :

Job Completion Status: C CLOSED (JOB OR SESSION)

Session Number: 2602100
 Work Description: AMENDA AMENDMENT/RENEWAL/ALL OTHERS
 Job Number: 4650230
 Filing Number: 100955757
 Processed Date: 06-AUG-13
 Entity Name: NATIONAL ASSOCIATION OF GOVERN
 Comments On Job:

FEE CODE	FEE DESCRIPTION	FEE	QTY	TOTAL
-----	-----	-----	-----	-----
AMEND2	AMENDMENT	75.00	1	\$75.00
			<u>JOB TOTAL:</u>	<u>\$75.00</u>
COMPLETED JOB TOTAL:				\$75.00

OFFICIAL RECEIPT * THIS IS NOT A BILL *****

* Please retain a copy for your records to verify check and credit card billing.