

Minnesota Water Well Association

Bylaws

ARTICLE I

NAME AND LOCATION

Section 1. The name of the organization shall be the MINNESOTA WATER WELL ASSOCIATION, a non-profit Minnesota Corporation and hereafter referred to as the Association.

Section 2. The office of the Association is located as designated by the board of directors.

ARTICLE II

PURPOSE

The purpose of the Association shall be as follows:

1. To assist, promote, encourage, and support the interest and welfare of the ground water (well) industry within the State of Minnesota and elsewhere. "Ground water (well) industry" as used herein, shall mean and include any person, business or governmental entity engaged in drilling or constructing water wells, geothermal wells, dewatering wells, and monitoring wells, including pump installation and repair, well sealing, manufacturing or supplying equipment pertinent to drilling, constructing or maintaining water wells; studying, teaching or otherwise perfecting the technology of water wells or water resources; or the evaluating, development or protecting of water resources.
2. To foster, aid and promote scientific education and research as well as scientific techniques and standards whose purposes are to improve methods of water well construction, (and) development, maintenance and sealing.
3. To promote harmony and cooperation between members of the Association, appropriate governmental agencies and the general public for the proper development and protection of underground water supplies.
4. To provide ways and means whereby Association members and others interested in the water well industry may interchange information, ideas and experiences and obtain expert advice.

5. To advance the mutual interests of those engaged in the water well industry.

### ARTICLE III

#### POWERS

The powers of the Association shall be as follows:

1. To adopt, if so approved by the Board of Directors, use and alter at any time an Association seal or logo.
2. To acquire hold lease encumber convey or otherwise dispose of real and personal property including legal or beneficial interests therein within or without this state and to take real and personal property by will or gift, subject to any limitation prescribed by law and these Bylaws either solely or jointly with other organizations.
3. To enter into obligations or contracts and to do any or all such other things as are incidental and proper or reasonable and desirable and to do any act incidental to the transaction of its business or expedient for the purposes of the Association.
4. The geographical limits of the Association shall be not less than the State of Minnesota and not greater than the State of Minnesota and the several states contiguous to the State of Minnesota.
5. The Association shall not afford pecuniary gain, incidentally or otherwise, to any of its members. Except to reimburse members for expenses contracted or and on behalf of the Association no part of the funds of the Association shall inure or be distributed to any member of the Association.

### ARTICLE IV

#### MEMBERSHIP

Section 1. The Association is a voluntary membership organization whose membership shall consist of persons and business entities engaged in the ground water (well) industry and who have become members of the Association.

Section 2. There shall be four (4) classes of membership in the Association which are as follows:

1. Active Members. Any person or business entity engaged in the business of water well drilling or construction, including pump installation and repair, shall be eligible to become an active member. Each such firm and the individuals employed therein shall each be entitled to a separate

membership in the Association but the voting shall be restricted as stated in Section 6 herein. Every such firm and the individuals employed therein shall each be entitled to a separate membership in the Association but the voting shall be restricted as stated in Section 6 herein.

2. Full Contractor member. Each such firm and the individuals employed therein shall each be entitled to a separate membership in the Association but the voting shall be restricted as stated in Section 6 herein. Every such firm and the individuals employed therein shall each be entitled to a separate membership in the Association but the voting shall be restricted as stated in Section 6 herein.
3. Limited License member. Each such firm and the individuals employed therein shall each be entitled to a separate membership in the Association but the voting shall be restricted as stated in Section 6 herein. Every such firm and the individuals employed therein shall each be entitled to a separate membership in the Association but the voting shall be restricted as stated in Section 6 herein.
4. Associate Members. Any person or business entity engaged in manufacturing or supply equipment or services used by the active members in connection with drilling, constructing, or maintaining water wells and conducting such a business. Every such firm and the individuals employed therein shall be each be entitled to a separate associate membership.
5. Technical Members. Any person, business or governmental entity interested in the work for the Association and engaged in the supervision, regulation, evaluation development or investigation of underground waters or ground water supply installations or the related technology; or any individual enrolled in or employed by any public or private university, college or school studying or teaching subject matter relating to the water well history or water resources may become a technical member.
6. Honorary Life Members. An active individual member or an active associate member who has contributed a special service in the furtherance of this industry or this Association and has retired from active participation in the industry may become an honorary member upon the recommendation of an awards committee or other committee charged with the recommendation of honorary memberships and a concurring vote of a majority all of the members of the Board. Honorary Life Member will no longer need to pay the registration fee to attend the annual conference, nor INDIVIDUAL dues. If the Honorary Life Member's company is still active and wishing to join the association, said company will still need to pay membership dues to maintain status of active membership.

Section 3. Any person, business or governmental entity eligible for membership in the Association, or making written application therefore, may be approved for membership by the Board of Directors pursuant to rules and requirements that they may establish and amend from time to time.

Section 4. Membership in the Association may be terminated by the Board of Directors pursuant to the rules and requirements that they may establish and amend from time to time. Membership may also be terminated voluntarily by the member with written notice and will automatically terminate, for individual members, on their death. Upon termination of membership, all rights, duties and obligations relating thereto also terminate. Any duties and obligations arising prior to membership termination shall continue to exist until they have been satisfied.

Section 5. Membership may be reinstated as follows:

1. A former member who terminated membership in the Association voluntarily and in good standing may have its membership reinstated upon an application for membership and the payment of dues for the current year.
2. A former member whose membership was terminated by reason of failure to pay dues upon an application for reinstatement of membership may have its membership reinstated upon compliance with reasonable conditions specified by the Board and the payment of dues for the current year.

Section 6. **VOTING.** Only active members of the Association shall be entitled to vote on matters before the Association. (Where both a firm or business entity and individuals within that firm are active members, only the firm shall be allowed to vote.) Each such member firm shall designate, in writing, the individual who shall be eligible to cast the vote for the firm. This same designated individual shall be the only active members are (of the firm) eligible to serve on the Association's Board of Directors or to serve as an officer.

Section 7. **DUES.** The Board of Directors shall establish the dues required for each of the classes of membership except for honorary members who shall have no required dues. The dues requirements may also be amended from time to time by the Board of Directors.

## ARTICLE V

### ORGANIZATION STRUCTURE

To achieve the objective of the Association, the Board of Directors may, in its discretion establish geographical districts or regions and/or establish organizational units such as boards, councils committee divisions to serve the special interests of the various aspects of the water well industry.

## ARTICLE VI

### OFFICERS

Section 1. The elected officers of the Association shall be the president, president-elect, first vice president, second vice president, secretary, treasurer and past president.

Section 2. Any active member in good standing who is completing their term as a Director, shall be eligible to be an officer of the Association. All officers shall also be required to maintain their membership in good standing and any failure to do so shall result in their removal from the office they hold. Directors representing the M&S are not eligible to be an officer of the Association

Section 3. Officers shall be nominated and elected by a majority vote of the (Board of Directors) active membership at the annual meeting each year.

Section 4. Each year the general membership shall elect a new Treasurer from any Director ending their current tenure and wishing to run for Treasurer. Board Representatives from the Manufacturer and Suppliers are not eligible for this position or any position that allows for succession. The present treasurer shall become the secretary, the secretary, shall become the second vice president, the second vice president shall become the first vice president, and the first vice president shall become the president-elect, the president-elect shall become the president, the president shall become the past president and the past president shall no longer be an officer of the Association. This succession procedure shall be automatic.

Section 5. The term of each officer shall be one (1) year and the terms begin immediately following the election meeting, and shall serve until their successor has been duly elected and qualified. Upon completion of the line of succession the individual may not be elected as a director again until at least one (1) year has passed.

Section 6. Vacancies in any of the officer positions shall be filled by moving each of the lower office-holders up one (1) step and then a new treasurer shall be elected by the Board of Directors.

## ARTICLE VII

### DUTIES OF THE OFFICERS

Section 1. The president shall be the chief elected officer of the Association. He shall perform the usual duties of a chief elected officer and such other duties as may be delegated to him by the Board. He may speak for and on behalf of the Association and Board. At the annual meeting of the Association and at such other times as he shall deem proper, he shall make a report of his and the Association's activities. He may communicate to the Association and the Board on matters vital to the Association and make recommendations to promote the welfare and increase the usefulness of the Association. The president, with the concurrence of the Board, shall appoint all standing committees and shall be an ex-officio member with the right to vote on all committees of the Association and the Board except the nominating committee. He shall have oversight of approved discretionary fund as prescribed by the Board.

Section 2. The president-elect, first vice president and second vice president, in that order, in the absence of the president or in the event of his inability or refusal to act, shall perform the duties of the president and when so acting shall have all powers of and be subject to all restrictions upon the office of the president. The president-elect and the vice presidents shall perform such other duties as may be assigned by the president.

Section 3. The secretary shall be the custodian of and have responsibility for establishing and maintaining records of the Association including minutes of the annual meeting of the Association and meetings of the Board. He shall be responsible for all correspondence of the Association. He shall perform the usual duties pertaining to the office of secretary of an association and such other duties as may be assigned by the president.

Section 4. The treasurer shall oversee all Association funds, assets and securities and shall keep, in books belonging to the Association, a full and accurate account of all receipts and disbursements. He shall oversee the deposit of all moneys and securities and other valuable affects in the name of the Association in depositories designated for that purpose by the Board. He shall oversee the disbursements of the funds of the Association as may be ordered by the Board taking proper vouchers for such disbursements. He shall render to the president and to the Board at its regular meeting and at such other times a may be reasonably requested by the president and to the Board at its regular meetings, and at such other times as may be reasonably requested by the president or the Board, an account of all transactions of his office and a report on the financial condition of the Association. He shall also secure an audit, not less than every two (2) years, by a certified public accountant.

Section 5. The past president shall perform such duties as may be assigned by the president.

## ARTICLE VIII

### BOARD OF DIRECTORS

Section 1. The governing body of this Association shall be the Board of Directors consisting of sixteen (16) individuals, and will be made up as follows:

- A. The officers of the Association who are president, president-elect, first vice president, second vice president, past president, *Secretary and Treasurer*. These officers shall serve as directors for the entire term of their office.
- B. Six (6) additional directors elected from the active members.
- C. Two (2) representatives from the Manufacturer and Suppliers membership, both of whom will have voting power
- D. An executive director who shall be selected by the Board and hired by the Association. The executive director shall serve as the chief executive officer of the Association, be a non-voting member of the Board of Directors, and perform the duties and such other duties as may be assigned by the President.

Section 2. The Board of Directors shall have supervision, control, and discretion of the affairs of the Association, its committees and publications; shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 3. Two (2) directors shall be elected each year from the active members at the annual meeting of the Association. The directors elected from the active members shall serve three (3) year terms and shall be allowed to serve consecutive terms. The directors so elected shall begin serving their terms immediately following the election and those directors whose terms expire shall relinquish their position(s) at that time. Directors representing the Manufacturers and Suppliers will each serve a 2 year term, with one being elected each year at the Annual Convention.

Section 4. The Board shall meet in regular meeting no less than three (3) times between annual meetings of the Association. All members of the Board of Directors should attend no less than half of the meetings for the Association. If a Director or Officer cannot fulfill this commitment, said director or officer may be asked to voluntarily step down.

Section 5. The president may at the written request of three (3) members of the Board, issue a call for a special meeting of the Board. Notice of a special meeting shall

be sent no less than ten (10) days prior to the date of the intended meeting and addressed to the last known mailing address of each director.

Section 6. A majority of all voting members of the Board shall constitute a quorum. If a quorum is not present at any regular or special meeting of the Board those members in attendance may postpone the time of the meeting to a time certain or adjourn the meeting for lack of a quorum.

Section 7. The president of the Association shall be the chairman of the Board and shall preside at and conduct the meeting. In the absence of the president, the president-elect or the vice-presidents, in order, shall preside. In the absence of the president, the president-elect and both vice presidents, the members present may choose a chairman for that meeting from among the directors present.

Section 8. If a vacancy occurs in the membership of the Board by reason of the death, resignation or inability of a director to serve, the vacancy may be filled by a majority vote of the remaining directors for only the remainder of the unexpired term of the original director, except in the case of a director who is representing the Manufacturer and Supplier membership. If a vacancy occurs, the Associations Managing Director will contact members of the Manufacturers and Suppliers and gather names of those willing to serve on the Board.

Section 9. Any Board member (officer or director, excluding the Executive Director) may be removed from the Board of Directors by a 75% vote of all board members, (super majority of the board. If 16 members, 12 need to vote) when deemed necessary. Just cause must be determined for removal of said Board Member and may include (but not limited to) any of the following:

- a. Belligerent behavior during a BOD meeting
- b. Belligerent behavior towards a member of the Board of Directors
- c. Belligerent behavior towards a member of the association
- d. Using the elected position for one's personal gain
- e. Representing the BOD without full BOD knowledge in any matter.
- f. Failure of maintaining standards laid out in the signed Ethics, Conflict of Interest or Whistleblower documents.
- g. Criminal behavior of any kind



## ARTICLE IX

### ASSOCIATION MEETINGS

Section 1. There shall be an annual meeting of the Association held concurrent with the annual convention or regional trade show at a time and place set by the Board. Notice of the time and place of the meeting shall be given by the secretary to all persons entitled to vote at the meeting by depositing a written notice of the meeting in the United States Mail no less than ten (10) days prior to the date set for the meeting, addressed to his or her last known mailing address, or via electronic media such as E-mail.

Section 2. Special Meetings -

- A. A special meeting of the Association may be called: 1) by the Board; 2) by a unanimous vote of the president, the president-elect, the two (2) vice presidents and the secretary and treasurer; or 3) by a petition signed by no less than twenty-five percent (25%) of all the active and associate members of the Association directed to the president stating the purpose of the requested meeting.

Meeting by Petition –

- B. Upon receiving a petition requesting the call of the Association, the president, within five (5) days of receiving the petition, shall transmit the petition to the secretary. The secretary, within five (5) days of receiving the petition from the president, shall notify the president whether or not there was the required number of membership signatures on the petition. If the secretary finds that the petition was signed by the prescribed number of members, he shall proceed to call the special meeting in the manner herein provided.

Notice of Special Meeting –

- C. Notice of the time, place and purpose of a special meeting shall be given by the secretary to all persons entitled to vote at the meeting by depositing a written notice of the meeting in the United States Mail no less than ten (10) days prior to the date set for the meeting, addressed to his or her last known address, or via electronic media such as E-mail.

Section 3. A quorum shall be necessary for the transaction of business at any meeting of the Association. A quorum shall consist of no less than twenty-five percent (25%) of all members of the Association. Before any business is transacted at any meeting of the Association, the secretary shall advise the president or other presiding officer as to the total number of members of the Association and the number registered at the meeting. The presiding officer shall then declare whether or not a quorum is present.

## ARTICLE X

### MISCELLANEOUS PROVISIONS

Section 1. If required by the Board, an officer or Board member of the Association shall keep in force a bond in the form, amount and with a surety or sureties satisfactory to the Board conditioned on the officer's faithful performance of the duties of his office and the restoration to the Association in case of his death, resignation, retirement or removal from office all books, papers, vouchers, money and property of whatever kind in the possession or control of the officer belonging to the Association. The bond may be for a single officer or a bond covering two (2) or more officers or employees. The premium for the bond or bonds shall be paid by the Association.

Section 2. Officers, directors and members of any duly constituted committee shall be indemnified by the association for any personal liability arising out of or in connection with his or her duties as an officer, director, or committee member. The Association shall also defend any claim or action at law which may be asserted against an officer, director, or committee member whether as an individual or otherwise, arising out of or in connection with his or her duties as an officer, director, or committee member. The indemnity stated in this section shall not apply to a claim or action arising out of the operation of a motor vehicle.

## ARTICLE XI

### RULES OF ORDER

Section 1. Applicable Rules. The Association, the Board, and Association committees in all matters including the conduct of meetings, shall be governed by and adhere to, in order application Minnesota law; these bylaws; rules of procedure adopted by the Association and the Board; and, in those instances in which the foregoing do not apply, applicable provisions of Roberts Rules of Order – Revised.

## ARTICLE XII

### AMENDMENTS

Section 1. Amendments may be made to these bylaws by the procedures set forth in this article. For the purposes of this Article an amendment may include an alteration of an existing bylaw, the addition of a new bylaw or the deletion of an existing bylaw.

Section 2. A proposal to amend the bylaws may be made by the Board at any meeting of the Board by a concurring vote of two-thirds (2/3) of all voting members of the Board or by a written request signed by no less than twenty-five (25) percent of all the active or associate members of the Association provided that the request shall have been filed with the president at least sixty (60) days prior to the date of the Association meeting which will consider the proposal.

Section 3. A proposal to amend the bylaws may be adopted at any meeting of the Association by an affirmative vote of two-thirds (2/3) of the voting members present at a meeting designated for that purpose provided that a copy of the proposed amendment is sent to each member not less than thirty (30) days prior to the meeting date at which the proposed bylaw or amendment is considered.

Section 4. Effective Date. Unless otherwise provided, the proposed amendment when duly approved shall go into effect immediately upon adjournment of the meeting at which it is approved.

### ARTICLE XIII

#### DISSOLUTION

Section 1. If it is the opinion of the Board that the Association should be dissolved, the Board may take any necessary action to affect a dissolution, by a two-thirds (2/3) vote.

Section 2. Should the Board decide to dissolve the Association, the Board may make a distribution of the assets in kind or by converting the assets to cash but it shall make the distribution only for the purposes and in the order set out below. IF the assets are insufficient to pay the expenses of dissolution and the indebtedness of the Association, the Board shall make the distribution as equitably as possible following to the extent possible the following order of distribution

- A. Pay the expenses of dissolution
- B. Pay the indebtedness of the Association
- C. If there are assets remaining, the remainder shall be transferred or conveyed to one or more societies, organizations, educational or charitable foundations, domestic or foreign corporations which will, as nearly as possible, accomplish the general purposes of this Association, provided that such distribution must also be in conformance with state and federal statutes and regulations.