

BYLAWS REVISION

MGWA Bylaws revised and will need membership approval

In 2006, the Board had decided that some revisions of the Bylaws would be appropriate. Bylaws should reflect how the business of the organization is really conducted. Since the last Bylaws revisions in 1999, MGWA has among other activities formed its own Foundation. Under our current Bylaws, changes to the Bylaws must be considered upon receipt of a petition signed by at least 10% of the members, which was accomplished during the Fall 2006 MGWA Conference.

With the signed petition, the Board directed a workgroup comprised of the 2006 MGWA Past President (Laurel Reeves), President (Dale Setterholm), President Elect (Jeff Stoner), and the MGWA Foundation President (Gil Gabanski). This group was charged to draft revised Bylaws and put the proposed changes before the membership for a vote by a majority of the ballots cast.

In addition to minor corrections, clarifications, definitions, and rearranging, the workgroup attempted to address the following substantive changes:

- 1) add two membership types, corporate and retiree, which have been created by the Board;
- 2) change the requirement for membership meetings from every three years to as necessary;
- 3) define the Board's quorum;
- 4) add specific duties for the Past President and the President-Elect;
- 5) volunteer positions that were termed Non-elected Officers will be called Appointed Officials when referred to in the Bylaws and they will no longer have tie-breaking votes at meetings of the MGWA Board;
- 6) delete the Executive Committee option;
- 7) add the option for the Board to propose amendments to the Bylaws as well as the membership;
- 8) define the method to decide on dissolution of the organization.
- 9) correct the statement of operational limitations to accurately represent the limits that apply to a tax-exempt 501(c)(4) organization such as the Minnesota Ground Water Association.

The Board recently approved the posting of the revised Bylaws in this issue of the Newsletter and on the MGWA Web page. Members are encouraged to read the proposed revised Bylaws and to cast their recommendation for approval. The ballots will be forthcoming in one of two methods; (1) if your membership record contains an email address, you will be sent an electronic ballot at that address. (2) those without email addresses in the MGWA database will be sent a paper ballot in the mail to be completed and returned to MGWA.

Minnesota Ground Water Association Proposed Bylaws

Article I Name

- Section 1. This Organization shall be known as the "Minnesota Ground Water Association" hereinafter referred to as MGWA, organized under Minnesota Statute 317A as a non-profit corporation and recognized as tax exempt by the Internal Revenue Service (IRS) under IRC 501(c)(4).
- Section 2. The newsletter is the official publication of the MGWA.

Article II Objectives and Purposes

The primary objectives of the Association are:

- (a) Promotion and encouragement of the scientific and public policy aspects of ground water;
- (b) Establishing a common forum for scientists, engineers, planners, educators, attorneys, policy-makers and other persons concerned with ground water;
- (c) Education of the general public regarding ground water resources;
- (d) Dissemination of information on ground water through meetings of the membership, newsletters, and participation in any other activities not enumerated herein that are designed to encourage the exchange of information relating to ground water resources.

Article III Members and Meetings

- Section 1. Membership shall be open to all persons who have an interest in ground water resources.
- Section 2. Condition of membership shall be payment of annual dues as prescribed by the Board.
- Section 3. Membership is on a calendar year basis. The board may authorize partial-year rates for members who join after June 30.
- Section 4. A member-in-good standing is one whose dues are paid for that year.
- Section 5. There are four types of memberships:
(a) professional;
(b) student;
(c) corporate;
(d) retiree.
- Section 6. The Board may determine additional membership categories of which the required dues payment differs from that for regular members.
- Section 7. Membership meetings shall be called, as deemed necessary by the Board.
- Section 8. A quorum shall mean those members in good standing attending any publicized meeting.

Article IV. Board of Directors

- Section 1. Board of Directors (Board). The Board shall consist of the five elected officers.
- Section 2. Election
a) The Board shall annually appoint a Nomination Committee to prepare a slate of candidates for officers. The slate shall be announced by electronic communication and in the fourth quarter edition of the newsletter. Additional nominations from the membership, may be made following announcement of the slate. Nominees must agree to serve if elected. Elections of officers shall be by a mail or electronic communication ballot completed before December 31. The

outcome of the election shall be announced at the next board meeting and in the next regular edition of the newsletter following the election. Those candidates who receive a simple majority of ballots for each position shall be declared elected. Ties shall be decided by a majority vote of the Board. New Board members shall take office at a subsequent meeting designated by the Board, but no later than four (4) months after the election

b) Elections for President are held annually, elections for Secretary/Membership Chair and Treasurer are held in alternate years.

Section 3. Meetings

a) The regular business meetings of the Board may be attended by any member in good standing.
b) The Board shall meet as often as it deems necessary for efficient operation of MGWA, but at least once a year.

Section 4. "Approved" or "approval by the Board"
- "Approved" or "approval by the Board" shall mean a majority of Board members voting.

Section 5. Quorum - The Quorum shall be a majority (3) of the Board.

Article V. Officers

Section 1. Number of Officers - The officers of this corporation shall be a President, President Elect, Past President, Secretary/Membership Chairman, and Treasurer.

Section 2. Terms - Officers may serve more than one term. The term of President shall have duration of three years. The first year of a President's term is served as President-Elect, the second as President, and the third as Past-President. Terms of Secretary/Membership Chair and Treasurer have duration of two years. Officers shall serve in their positions until the next officer for the position is elected.

Section 3. Past President - The Past President:
a) shall serve as the MGWA Liaison to the MGWA Foundation Board; and
b) may be assigned other responsibilities as directed by the Board.

Section 4. President - The President:
a) shall call and conduct meetings of the Board and of MGWA;

b) shall be the primary operating officer of MGWA.

Section 5. President Elect - The President-Elect:
a) shall perform the presidential duties in the absence of the President,
b) shall chair the Nomination Committee;
c) shall oversee coordination of field trips;
d) may be assigned other responsibilities as directed by the Board.

Section 6. Secretary/Membership Chair - The Secretary/Membership Chair:
a) shall keep and report the minutes of the Board and of MGWA;
b) shall keep and report to the Minnesota Secretary of State any revisions or changes in the Articles of Incorporation;
c) shall keep a list of property belonging to MGWA, and shall keep all books of correspondence, and papers relating to the business of the corporation (except those of the Treasurer);
d) shall also keep an active membership list, and;
e) shall keep a list of prospective members to be included in subsequent mailings.

Section 7. Treasurer - The Treasurer:
a) shall maintain the accounts of MGWA including: all financial transactions, dues information, tax statements, necessary reports to the IRS and the Minnesota Department of Revenue, and funding information, and;
b) shall present a financial report at each meeting of the Board and of the Association.

Section 8. Other duties - All officers shall be responsible for such other duties as the Board may prescribe.

Section 9. Vacancies - Vacancies on the Board shall be filled as follows:

(a) President: The President-Elect shall become President should the position become vacant.

(b) Other vacancies on the Board shall be filled by appointment by the President with approval of the Board at its next regular meeting. The appointment of the new officer shall be announced in the next regular newsletter.

(c) The term of appointed officer(s) shall be limited to the unexpired term of the vacated position.

Section 10. Removal and resignation - Any officer may be removed from the Board by an affirmative vote of the majority of directors present at an official meeting of the Board. Notice of the proposed removal will be given to members with the notice of the meeting. The officer involved will be given an opportunity to be present and be heard at the meeting at which his or her removal is considered.

Article VI Committees and Appointed Officials

Section 1. Committee Appointment - The Board is empowered to appoint from among the members of MGWA such committees as it considers necessary to conduct any phases of MGWA business.

Section 2. Appointed officials include, but are not limited to the Newsletter Editor, Advertising Manager, and Executive Manager. Appointed officials are appointed by the Board. Appointed officials shall attend meetings of the Board, as needed.

a) The Newsletter Editor shall coordinate and oversee preparation of the newsletter.

b) The Advertising Manager shall coordinate advertising in the MGWA newsletter.

c) The Executive Manager may be appointed annually by the Board with the duties defined by the Board.

Article VII Fiscal Year

Section 1. Fiscal Year of the Corporation. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Article VIII. Management and Finances

Section 1. The business and property of MGWA shall be managed by the Board.

Section 2. The operating funds of MGWA shall be derived from annual dues, any residual funds arising from advertisements, sales of products and publications, sponsored meetings, and from grants, contributions, and endowments.

Section 3. The President and/or Treasurer are empowered to expend funds of MGWA to an extent, and for purposes, approved by the Board.

Section 4. The Board may contract for professional business management assistance for services. Specific functions of and all actions of such professional management assistance or services shall be directed by and performed under the direction of the Board in order that actions of the professional management always reflect the goals of MGWA.

Section 5. Any duality or conflict of interest on the part of any officer, appointed official or committee member of the MGWA shall be disclosed to the Board, and made a matter of record through an annual disclosure procedure and also when the interest becomes a matter of Committee or Board action. Any officer, appointed official or committee member having a duality or conflict of interest shall not vote nor use his or her personal influence on the matter, and she or he shall not be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation. Any new officer, appointed official or committee member will be advised of this policy upon entering the duties of his

or her position.

Article IX. Affiliation

Cooperation or affiliation with other organizations may be arranged by the Board as deemed consistent with the objectives and interests of MGWA.

Article X. Amendments

Section 1. Amendment by the Board.

- a) The Board shall have power to resolve to make, alter, amend, and repeal the Bylaws of the corporation by affirmative vote of a majority of the Board.
- b) The Board must present the proposed resolution(s) to the membership for approval. The proposed resolution(s) shall be published in the next regular edition of the newsletter and ballots shall be distributed to all members within 90 days of publication to vote on the proposed resolution(s). Ballots must be returned to MGWA within 30 days of distribution to be counted.
- c) If the proposed resolution(s) is (are) approved by a majority of ballots cast by members of MGWA, the bylaws shall be so amended, adopted or repealed.

Section 2. Amendment by the Members

- a) By petition to the Board signed by at least 50 members or 10 percent of current members in good standing, whichever is less, members may propose a resolution to adopt, amend, or repeal bylaws adopted, amended, or repealed by the Board. The resolution must contain the provisions proposed for adoption, amendment, or repeal.
- b) After a valid petition is received by the Board, the Board must present the proposed resolution(s) to the membership for approval. The proposed resolution(s) shall be published in the next regular edition of the newsletter and ballots shall be distributed to all members within 90 days of publication to vote on the proposed resolution. Ballots must be returned to MGWA within 30 days of distribution to be counted.
- c) If the proposed resolution is approved by a majority of ballots cast by members of MGWA, the bylaws shall be so amended, adopted or repealed.

Article XI. Nonprofit

Section 1. The Association shall not afford pecuniary gain, incidentally or otherwise, to its members. No part of the net earnings of MGWA shall inure to the benefit of, or be distributable to members, officers, or other private persons except that MGWA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes in accordance with its status as a community organization.

Section 2. The Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Article XII. Operational Limitations

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal or Minnesota Income Tax under section 501(c)(4) of the Internal Revenue Code.

Article XIII. Dissolution Clause

Section 1. MGWA may be dissolved at any time by the written consent of not less than 2/3 of the voting members.

Section 2. Upon the dissolution of MGWA, the Board shall, after paying or making provisions for the payment of all of the liabilities of the organization, dispose of all of assets of the organization exclusively for the purposes of the Association

in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Minnesota or future United States Internal Revenue Law), as the Board shall determine.

Article XIV. Indemnification

Section 1. In accordance with Minnesota Statutes Chapter 317A, directors, officers, or agents who serve without compensation are not civilly liable for acts or omissions if the act or omission was in good faith, was within the scope of the person's responsibilities as a director, officer or agent, and did not constitute willful or reckless misconduct.

Section 2. The MGWA shall, to the fullest extent permitted by Minnesota law, indemnify a person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person against judgments, penalties, fines, including settlements, and reasonable expenses, including attorney's fees and disbursements, incurred by the person in connection with the proceeding, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

- a) has not been indemnified by another organization for the same liability described in the preceding paragraph with respect to the same acts or omissions;
- b) acted in good faith;
- c) received no improper personal benefit as a result of a conflict or duality of interest;
- d) in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and
- e) reasonably believed that the conduct was in the best interests of the MGWA.

Revised and Referred to the Membership for Approval