

Bylaws of

MINNESOTA GROUND WATER ASSOCIATION FOUNDATION

4779 126th Street North, White Bear Lake, MN 55110-5910

ARTICLE I: OFFICES

Section 1. Principal Office. The principal office of the corporation shall be in the County of Washington, State of Minnesota.

Section 2. Change of Address. The Minnesota Ground Water Association Foundation (MGWAF) Board of Directors (MGWAF Board) may from time to time change the location of the principal office from one location to another in said county by noting the changed address and effective date below, and such address changes shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: _____, 20__

_____ Dated: _____, 20__

_____ Dated: _____, 20__

The county of the corporation's principal office can be changed by amendment of these bylaws.

Section 3. Other Offices. The corporation may also have offices at such other places within the State of Minnesota as its business and activities may require and as the MGWAF Board from time to time may designate.

ARTICLE II: NONPROFIT PURPOSES

Section 1. IRC Section 501(c)(3) Purposes. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or any future federal tax code.

Section 2. Specific Objectives and Purposes. The specific objective and purpose of this corporation shall be to carry out public education and charitable programs. These programs include, but are not limited to:

- a) the education of the public concerning the necessity of protecting the ground water resource from overuse and contamination.
- b) the provision of scholarship funds for students studying the ground water resource
- c) the provision of assistance to educational institutions in support of ground water education programs.
- d) the publication of educational materials on ground water issues and principles, including but not limited to newsletters, pamphlets, posters, web sites and brochures.
- e) the organization of or support of seminars, conferences, field trips, and other events that serve to educate, and are open to, the public and provide a forum where community and

environmental leaders, governmental and organizational representatives, and concerned members of the public may meet to exchange ideas, suggest solutions, and devise strategies to meet the continuing challenge of sustainable ground water resource management.

ARTICLE III: MEMBERS

Section 1. This corporation shall make no provisions for members in a corporate sense. Any action that would otherwise require approval by members shall only require approval of the MGWAF Board. The corporation may choose to call persons who donate a certain amount every year "Members" or "Supporters" or some other term that the MGWAF Board designates. Such designation does not give donors any powers under these Bylaws.

ARTICLE IV: DIRECTORS

Section 1. Board of Directors (MGWAF Board). The business and property of the corporation shall be managed and controlled by a MGWAF Board numbering at least five and not more than ten. The minimum MGWAF Board shall consist of a President, Treasurer, Secretary and 2 other directors: the MGWA Liaison who shall be a Past President or a former officer of the Minnesota Ground Water Association (MGWA), a non-profit mutual benefit corporation with which this Foundation is affiliated, and a Director-At-Large. Directors shall be adults under Minnesota law. Directors will be recommended by the MGWAF Board from members of the community and appointed by the Board of Directors of the Minnesota Ground Water Association (MGWA Board of Directors) to serve for two (2) years or until their successors are appointed. The dates of appointment are staggered so that there will always be at least two continuing Board Directors. Terms of office shall begin on the first day of the fiscal year. Directors may succeed themselves and there is no limit to the number of terms a director may serve. If MGWA is not in existence or does not appoint Directors for the Foundation by the end of January of a given year, then the MGWAF Board shall have the power to recruit and appoint its own successors from the public at large and with the interests of MGWAF as their guide.

Section 2. Duties. It shall be the duty of the Directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.
- b) Appoint and remove and prescribe the duties and fix the compensation of the executive staff, officers, agents, and employees of the corporation, except as otherwise provided in the Bylaws.
- c) Supervise all executive staff, officers, agents, and employees of the corporation to assure that their duties are performed properly.
- d) Meet at such times and places as required by these Bylaws.
- e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed to them at such addresses shall be valid notices thereof.

Section 3. Powers. All the corporate powers except as are otherwise provided by the laws of the State of Minnesota shall be vested in and shall be exercised by the MGWAF Board. The MGWAF Board may by majority vote delegate to executive staff, officers, agents, or employees, such powers as they see fit subject to the provisions of Articles V and VI.

Section 4. Removal and Resignation. Except as otherwise provided by law, any Director may resign at any time by giving written notice of such resignation to the MGWAF Board at the principal corporate office. Any Director may be removed from the MGWAF Board upon approval by a majority of the total number of Directors.

Section 5. Vacancies. Any vacancy in the MGWAF Board occurring during the year may be filled for the unexpired portion of the term by a majority vote of the MGWAF Board then serving. The MGWAF Board shall declare vacant the office of a Director who has died, or been declared of unsound mind by an order or judgment of any court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under the Minnesota Nonprofit Corporate Law.

Section 6. Regular and Annual Meetings. Regular meetings of MGWAF Board will be held at times to be determined by the Directors. At least one regular meeting, which may also be the annual meeting, will be held during the calendar year.

Section 7. Special Meetings. Special meetings of the MGWAF Board may be called by the President, Secretary, or any two Directors. Such meetings shall be held at such time and place, within the state of Minnesota, designated by the person or persons calling the meeting. In the absence of such designation, the special meeting will be held at the principal office of the corporation.

Section 8. Notice of Meetings. There being no members of this corporation, there will be no meetings of the membership. Regular meetings of the MGWAF Board may be held without notice at such time and place as shall be determined by the Board. Special meetings of the MGWAF Board shall be held upon four days' notice by first-class mail or 48 hours' notice delivered personally or by telephone, facsimile, or electronic mail. Such notice shall be addressed to each director at his or her address as shown on the books of the corporation, unless the director has filed a written request with the Secretary requesting that notices be sent to some other designated address. In the case of facsimile or electronic mail notification, the director to be contacted shall acknowledge personal receipt of the facsimile or electronic mail by return message or telephone call within twenty-four hours of the first transmission.

Section 9. Conduct of Meetings. At all meetings of the MGWAF Board, the President, or in his or her absence, a chair chosen by the directors present, shall preside. The Secretary of the corporation shall act as Secretary of all meetings of the MGWAF Board, provided that in his or her absence the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by Robert's Rules of Order insofar as such rules are not inconsistent with or in conflict with provisions of these Bylaws or with provisions of law.

Section 10. Quorum for Meetings. A quorum shall consist of a majority of the MGWAF Board then serving, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the MGWAF Board, except as may be otherwise specifically provided by statute or by these Bylaws.

At any meeting whether or not a quorum is present, a majority of those present may adjourn the meeting to another time and place unless the meeting is adjourned for more than 24 hours. If the meeting is adjourned for more than 24 hours, a notice of the adjournment to another time and place shall be given to the directors who were not present at the time of adjournment. This notice shall be given prior to the new time of meeting.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to withdrawal of

directors from the meeting, provided that any action taken thereafter must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or Bylaws of this corporation.

Section 11. Action Without Meeting. Any action required or permitted to be taken by the MGWAF Board may be taken without a meeting if all members of the MGWAF Board individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board.

Section 12. Compensation. Directors shall not receive any stated salary for their services as such, but by resolution of the MGWAF Board a reasonable sum for expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the MGWAF Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in section 2 of this article.

Section 13. Non-liability of Directors. The directors, so long as they perform their duties with care and act in good faith shall be not personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE V. OFFICERS

Section 1. Number of Officers. The officers of this corporation shall be a President, Secretary, and Treasurer. These three officers shall be directors as stated in Article 3 of these Bylaws and each of these three offices must be held by a different person. The corporation may also have, as determined by the MGWAF Board, other subordinate officers who do not serve concurrently as directors and thus do not vote at MGWAF Board meetings. Any two of these subordinated offices may be held by the same person. The Executive Director of the Foundation shall be a non-voting subordinate officer of the MGWAF.

Section 2. Appointment, Term of Office and Qualifications. The Officers of MGWAF shall be appointed by the MGWA Board of Directors, as specified in Article IV, Section 1. MGWAF officers shall be adults under Minnesota law and shall be members in good standing of MGWA; however, none shall be directors or officers of MGWA. The officers and subordinate officers of the corporation shall be appointed to two-year terms of office except as otherwise specified in these Bylaws. If the MGWA is not in existence or does not appoint Directors for MGWAF by the end of January of a given year, then the MGWAF Board shall have the power to recruit and appoint its own successors from the membership of MGWA with the interests of MGWAF as their guide.

Section 3. Removal and resignation. Any officer may be removed by a majority vote of the total number of Directors of the MGWAF Board approving such removal. An officer who was also a director and who was removed in accordance with section shall also be removed from the MGWAF Board. Any officer may resign at any time by giving written notice to the MGWAF Board or to the President or Secretary of MGWAF. The above provisions of this section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the MGWAF Board relating to the employment or service of any officer of the corporation.

Section 4. Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of directors then in office, although less than a quorum, may select officers to fill such vacancies. The officer selected shall hold office and serve until the next annual meeting of the MGWAF Board, when the officer's successor shall be appointed as specified in section 2.

Section 5. President. The President shall:

- a) Be the chief executive officer of the corporation;
- b) Subject to the control of the MGWAF Board, supervise and control the affairs of the corporation, the activities of the officers, and any executive staff.
- c) Shall discharge the usual duties of the office of the President.
- d) Act as the presiding officer at all meetings of the corporation.
- e) Appoint the executive director who may be appointed to carry out the directions of the President and the MGWAF Board.

Section 6. Secretary. The Secretary shall:

- a) Supervise and be responsible for the preparation and mailing of notices and other materials necessary to the business of MGWAF.
- b) Ensure that the books, documents, and papers, as the MGWAF Board may determine, are maintained in good order in the office of MGWAF.
- c) Have custody of any corporate seal.
- d) Attend and keep minutes of all meetings of the MGWAF Board, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. All documents of MGWAF shall be open for inspection as required by law.

The Secretary may:

- a) Sign with the President in the name of or on behalf of the corporation, any contracts or agreements authorized by the MGWAF Board, and when so authorized by the MGWAF Board may affix any seal of the corporation.
- b) May delegate all of the above responsibilities to the executive director with exception of the responsibility for the minutes of meetings.

In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the articles of incorporation of this corporation or by these Bylaws, which may be assigned from time to time by the MGWAF Board.

Section 8. Treasurer. The Treasurer shall:

- a) Supervise the disposition and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- b) Supervise the receipt, and give accurate receipt for, monies due and payable to the corporation from any source whatsoever.

- c) Disperse or cause to be dispersed the funds of the corporation as may be directed by the MGWAF Board, taking proper vouchers for such disbursements.
- d) Supervise accounting, bookkeeping, and maintenance of adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- e) Exhibit at all reasonable times the books of accounts and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.
- f) Render to the President and directors, whenever requested, an account of any and all of the Treasurer's transactions and of the financial condition of the corporation.
- g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, the Treasurer shall perform all duties incident to the office of Treasurer and other such duties as may be required by law, by the articles of incorporation of this corporation, or by these Bylaws, or which may be assigned from time to time by the MGWAF Board.

All of the above responsibilities may be delegated to an executive director with exception of the responsibility for regular audits of the corporate financial records.

Section 9. Compensation. The salaries, if any, of all officers shall be fixed by the MGWAF Board and shall be reasonable in amount. Compensation and expense reimbursements paid a director for serving as an officer of this corporation shall be subject to the provision that not more than 49 percent of the persons serving on the Board shall be currently compensated by the Corporation for services rendered within the previous 12 months, excluding any reasonable compensation for expenses paid to a director as a director.

ARTICLE VI. COMMITTEES

Section 1. Committees. The corporation shall have such committees as may from time to time be designated by resolution of the MGWAF Board. Such other committees may consist of persons who are not also members of the MGWAF Board. These additional committees shall act in an advisory capacity only to the MGWAF Board and shall be titled advisory committees.

Section 4. Compensation. The members of any committee shall not receive any stated salary for their services, but may receive, by prior resolution of the majority of the MGWAF Board, a fixed reasonable sum for expenses of attendance, if any, for attendance at each regular or special committee meeting. The MGWAF Board shall have the power to contract for and to pay special compensation to any member of a committee for rendering unusual or exceptional services to the corporation, appropriate to the value of such services. The Executive Director, if any, shall be compensated under contract.

ARTICLE VII. AGENTS AND REPRESENTATIVES

Section 1. The MGWAF Board may appoint agents and representatives of the corporation to perform such acts or duties on behalf of the corporation consistent with these Bylaws and to the extent authorized or permitted by law.

ARTICLE VIII. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 1. Execution of Instruments. The MGWAF Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes. Except as otherwise specifically determined by resolution of the MGWAF Board, or as otherwise required by law, checks, drafts, promissory notes, order for payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer, or in the Treasurer's absence for any reason, by the President. As authorized by the MGWAF Board, signature authority may be delegated to an Executive Director.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the MGWAF Board may select.

Section 4. Gifts. The MGWAF Board may accept on behalf of the corporation any contribution, gift, bequest, or device for the charitable or public purposes of this corporation.

Section 5. Investments. The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the MGWAF Board without restriction, provided that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 of the Internal Revenue Code, as amended, and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

Section 6. Voting Upon Stock of Other Corporations. Unless otherwise ordered by the MGWAF Board, the President shall have full power and authority on behalf of the corporation to vote either in person or in proxy at any meeting of stockholders of any corporation in which this corporation may hold stock. At any such meeting, the President may act on behalf of the corporation to possess and exercise all of the rights and powers incident to the ownership of such stock. The MGWAF Board may confer like powers on any other person and may revoke any such powers granted at any time.

ARTICLE IX. CORPORATE RECORDS, REPORTS, AND SEAL

Section 1. Maintenance of Corporate Records. The corporation shall keep in its permanent records:

- a) Minutes of all meetings of Directors and Committees of the MGWAF Board. There being no members of this corporation, there will be no meetings of the membership. Minutes of all meetings shall indicate the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

- c) A record of its directors and officers, including subordinate officers, indicating their names and addresses, telephone, facsimile and electronic mail addresses.
- d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection at reasonable times at the corporation's principal office.
- e) Copies of the corporation's application for exemption from income taxes as a non-profit public benefit corporation and all tax returns as filed, both federal and state.

Section 2. Corporate Seal. The MGWAF Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Director's Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

Section 4. Annual Report. The Board shall cause an annual report to be furnished not later than one hundred twenty days after the close of the corporation's fiscal year to all directors and officers of the corporation. The report shall contain the following information in appropriate detail:

- a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- e) An accounting of the programs and projects carried out or assisted by this corporation's funding and how these activities further the goals for which the corporation was created.
- f) A listing of all donors to the corporation during the fiscal year. Published listings of donor's names shall not reveal the names of donors who wish to remain anonymous. Such donors must be informed that donor's names are given to the Federal and State Taxing authorities.

The annual report shall be accompanied by any report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

ARTICLE X. 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 XI. AMENDMENTS

Section 1. Amendment of Bylaws. The MGWAF Board shall have power to make, alter, amend, and repeal the Bylaws of the corporation by affirmative vote of a majority of the MGWAF Board.

Section 2. Certain Amendments. Notwithstanding the above Sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement that appears in the original Articles of Incorporation except to correct an error in such statement. Changes in the names and addresses of the Directors and agents shall be made through regular corporate submittals to the Minnesota Secretary of State.

ARTICLE XII. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 1. Prohibition against sharing corporate profits and assets. No Director, officer, employee, committee member, or other person connected with this corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided however, that this provision shall not prevent payment to any such person of such reasonable compensation for services actually performed for the corporation in effecting any of its purposes as shall be fixed by the MGWAF Board; and no such person or persons shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation.

ARTICLE XIII. EXEMPT ACTIVITIES

Section 1. Exempt Activities. Notwithstanding any other provisions of these Bylaws, no Director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, and the regulations promulgated thereunder as they now exist or as they shall hereafter be amended, or by an organization contributions to which are deductible as charitable contributions under the Internal Revenue Code, as amended, as they now exist or as they shall hereafter be amended.

ARTICLE XIV. INDEMNIFICATION

Section 1. Indemnification. Each Director and officer of this corporation shall be indemnified to the fullest extent permitted by Minnesota law.

Revised and Accepted by the MGWA Foundation Board of Directors on June 10, 2008.