



Minnesota Groundwater Association By-Laws
March 7, 2026

Article I. Name and Offices

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).

Registered Office. The registered office of this corporation located in Minnesota shall be that as set forth in the most recent filing with the Secretary of State of Minnesota.

Other Offices. This corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time determine.

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

The Corporation shall have members. Membership shall be open to all persons who have an interest in ground water resources. Condition of membership shall be payment of annual dues as prescribed by the Board. Membership is on a calendar year basis. The board may authorize partial-year rates for members who join after June 30. A member-in-good standing is one whose dues are paid for that year. The Board of Directors shall determine membership categories. Membership meetings shall be called, as deemed necessary by the Board.



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Article IV. Board of Directors

General Powers. The property, business, and affairs of this corporation shall be managed by or under the direction of the Board of Directors.

Number, Qualifications, Terms of Office, and Elections

The Board shall consist of not fewer than five Directors and must be adults and current members of Minnesota Groundwater Association.

- a) The Board shall prepare a slate of candidates for officers every two years. Nominees must agree to serve if elected. New Board members shall take office at a subsequent meeting designated by the Board, but no later than four (4) months after the election.

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.

Quorum. Quorum shall be a majority of the Board.

Article V. Officers

Terms. Officers may serve more than one term. The term of President shall have duration of two years. Officers shall serve in their positions until the next officer for the position is elected.

Executive Committee. The Executive Committee of the Board shall be made up of the President, Vice-President and Treasurer. Elections for the Executive Board Officers shall be held every two years. The Board shall vote on out of cycle appointments by a majority vote of the Directors.



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President

- a) shall call and conduct meetings of the Board and of MGWA; and shall be the primary operating officer of MGWA.

Vice President

- a) shall assist the President; assist in developing the leadership slate; and help to coordinate Conference speakers and logistics.

Treasurer

- a) The Treasurer works in conjunction with the Executive Director and Management Company to 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; shall present a financial report at each meeting of the Board.

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

Vacancies

- (a) President: The Vice President 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.

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.

Code of Conduct. All Board of Directors shall sign a Board Code of Conduct Agreement when joining the Board.



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Article VI. Executive Director

Executive Director. The Board of Directors may appoint, by vote of the majority of the Board of Directors, an Executive Director to manage the business and operation of the Corporation in accordance with policy established by the Board of Directors.

Duties. The Executive Director shall perform the following specific duties:

- a) Manage the Corporation's financial activity on behalf of the Board of Directors;
- b) Work with the MGWA contracted Management Company;
- c) Prepare activity reports as requested by the Board of Directors;
- d) Carry out other such duties as the Board of Directors prescribes;
- e) Serve as the Liaison to the MGWA Foundation Board of Directors

Compensation. The Executive Director shall be compensated under a contract with terms and conditions agreed to by the Board and the Executive Director.

Absence. In the absence or disability of the Executive Director, the Board of Directors may designate an acting Executive Director until such time as the absence or disability is removed or a new Executive Director is appointed.

Article VII. Committees and Appointed Officials

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.

Appointed Officials. The Board Appoints the Newsletter Editor, who will serve as a non-voting member of the Board of Directors

Article VIII. Minnesota Groundwater Association Foundation

(Placeholder)



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Article IX. Fiscal Year

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 X. Management and Finances

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

Operating Funds. 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.

Expenditure of Funds. The President and/or Treasurer are empowered to expend funds of MGWA to an extent, and for purposes, approved by the Board. An expenditure of over \$5000 requires the approval of the Board President. Expenditures of under \$5000 may be made with the signature of the Business Manager of the Management Company, the Treasurer and the Executive Director.

Management Company. The Board may contract for professional business management 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 and the Executive Director in order that actions of the professional management always reflect the goals of MGWA.

Conflict of Interest. 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.



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Article XI. Affiliation

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

Article XII. Amendments

Amendment by the Board. 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.

Article XIII. 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 XIV. Dissolution Clause

MGWA may be dissolved at any time by a majority vote of the Board of Directors.

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 XV. Indemnification

The corporation shall indemnify persons to the extent required by the Minnesota Nonprofit Corporation Act, and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

Amended March 17, 2026