

**BY-LAWS OF  
MICHIGAN GROUND WATER ASSOCIATION, INC.**

**ARTICLE I  
Membership and Fees**

**SECTION 1.** Any person qualified as set forth in the Articles of Incorporation may become a member upon approval of his application for membership by the Board of Directors or any committee to who such authority may be delegated by the Board and payment of the following fees;

- (a) The annual dues for Members shall be determined by the Board of Directors and is payable annually to the Treasurer of the Michigan Ground Water Association, Inc. Said dues shall be paid by January 1 of each year.
- (b) Apprentices, helpers and office staff in the business of well drilling, pump installations, pump and well repairing, may become Active Members in the Association upon payment of the above annual fees.
- (c) Suppliers, manufacturers, and their representatives in the well drilling industry may become an Associate Member in this Association, with all privileges of such a membership as set up in the Articles of Incorporation of the Michigan Ground Water Association, Inc., upon payment of an annual fee determined by the Board of Directors. This fee is to be paid to the Treasurer of this Association prior to January 1 of each year.

**SECTION 2.** Any member in default in payment of dues shall be suspended from all privileges of membership.

**SECTION 3.** Any member may be removed from membership by a majority vote of the members present at any meeting or at any special meeting of the members call for that purpose, for conduct deemed prejudicial to this Association. Provided that such member shall first been served written notice of the accusations against him, and shall have been given an opportunity to produce witnesses, if any, and to be heard, at the meeting at which such vote is taken. The word fee as used herein shall have the same meaning as dues.

**SECTION 4.** Any member who has been a member for 25 consecutive or 30 total years and has attained the age of 65 at the time of the adoption of these By-Laws, or thereafter, may make application to the Board of Directors of the Michigan Ground Water Association, Inc., for an Honorary Active Lifetime Membership and such application must be approved by a two-thirds vote of the entire Board of Directors. Such Honorary Active Lifetime Member shall be granted all the privileges and benefits of an Active Member except being a member of the Board of Directors or hold an office on the State Board of Directors. If such Honorary Active Lifetime Members pays the same dues that an Active Member pays, then he may hold office.

## ARTICLE II

**SECTION 1. Annual Meeting of Active Members.** The annual meeting of the members shall be held at such place, month and day as may be determined by the Board of Directors. One of the purposes of the annual meeting shall be the election of **four** members at large to serve as members of the Board of Directors. The Board of Directors shall be determined by the election of the **four** members at large and **two** Directors elected by each region, except the U.P. Region, which gets only **one** Director. The members shall elect the officers of the Association at the annual meeting. The newly elected Board of Directors and officers elected by the members at such meeting, shall not take office until the following October 1, to enable the old officers, and the old Board to complete all matters of business.

**SECTION 2. Providing Written Notice.** Written notice of the Annual Meeting shall be given to all Active and Honorary Active Lifetime Members of the Association at least 10 days prior to holding the Annual Meeting. Said notice shall include the day, hour, place and purpose of this Annual Meeting.

**SECTION 3. Delayed Annual Meeting.** If, for any reason, the Annual Meeting of the members shall not be held on the day herein before designated, such meeting may be called and held as a special meeting, and the same proceeding may be had, as at an Annual Meeting, provided however, that the notice of such meeting shall be the same herein required for the Annual Meeting, namely, not less than a ten-day notice.

**SECTION 4. Order of Business at Annual Meeting.** The order of business at the Annual Meeting of the Active Members shall be as follows:

- a. Roll Call.
- b. Reading notice and proof of mailing.
- c. Reading of minutes of last preceding meeting.
- d. Report of President.
- e. Report of Secretary.
- f. Report of Treasurer.
- g. Report of Executive Secretary/Director
- h. Election of Directors at Large
- i. Standing Committees shall report while ballots of elections are being counted
- j. Election of Officers
- k. Transaction of other business mentioned in the notice.
- l. Adjournment.

**SECTION 5. Special Meeting of Members** A special meeting of the members may be called at any time by the President, or by a majority of the Board of Directors, or by petition by 10% of the membership. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the President, or by a majority of the Board of Directors, or any ten members,

the Secretary shall prepare, sign and mail the notices requisite to such meeting and if the Secretary neglects or refuses to do so within three day, then notice by any other Officer, Director or any one of the ten members requesting such meeting shall be sufficient. Such notice may be signed by stamped, typewritten or printed signature of the Secretary or other person sending out such notice.

**SECTION 6. Notice of Special Meeting of Members** At least ten (10) days prior to the date fixed for the holding of any special meeting of members, notice of the time, place and purpose of such meeting shall be posted, mailed or emailed, as hereafter provided, to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

**SECTION 7. Regular Meetings of Board of Directors.** Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall determine. Notices of such meetings are to be given by the Secretary or Executive Secretary/Director in writing at least two weeks before the meeting.

**SECTION 8. Special Meetings of the Board of Directors.** Special meetings of the Board of Directors may be called by the President or by a 2/3 vote of the Executive Committee at any time by giving written notice by mail or email of the time, place and purpose thereof to each Director, but action taken at such meeting shall not be invalidated for want of notice if such notice shall be waived, as hereinafter provided, and attendance shall constitute such waiver.

**SECTION 9. Waiver of Notice.** Notice of the time, place and purpose of any meeting of the member or of the Board of Directors, may be waived by telegram, fax, email or other writing, before such meeting has been held.

### **ARTICLE III**

#### **Convention**

**SECTION 1.** The Board of Directors shall appoint a Convention Committee to plan, direct and have charge of the Convention. Its function is to determine the time and place for holding a Convention at which manufacturers, suppliers and other interested parties shall exhibit such lines of products or services as would be of interest to the members of the Association. They shall also sell space for exhibits as well as advertising in the Convention Program Book and have charge of anything else pertinent to the operation of a Convention, including registration. This Committee is to work with authority of the Board of Directors.

**SECTION 2.** The Convention Committee shall appoint a Convention Chairman, with the approval of the Board of Directors. The Convention Chair person shall be a REGION or at Large Director.

## ARTICLE IV

### Quorum

**SECTION 1. Quorum of Members.** Present in person or by proxy of 10 percent of the Active Members of the Association shall constitute a quorum at any meeting of the members.

**SECTION 2. Quorum of Directors.** Fifty percent of the Directors shall constitute a quorum at any meeting of the Directors.

## ARTICLE V

### Voting, Elections and Proxies

**SECTION 1. Who Entitled to Vote.** Except as the Articles or an amendment or amendments, thereto otherwise provide, each Active or Honorary Active Member of this Association shall at every meeting of the members be entitled to one vote.

**SECTION 2. Inspectors.** Whenever any person entitled to vote at a meeting of the members shall request the appointment of inspectors, the President shall appoint not more than three inspectors who need not be members. If the right of any person to vote at such meeting shall be challenged, the inspectors shall determine such right. The inspectors shall receive and count the votes either upon an election or for the decision of any question and shall determine the result. Their certification of any vote shall be prima facie evidence thereof.

## ARTICLE VI

### Board of Directors

**SECTION 1. Number and Term of Directors.** The business, property, and affairs of this Association shall be managed by a Board of Directors composed of **four (4)** members at large elected at each annual meeting and **two (2)** members elected by each region in the organization, except the U.P. Region only gets **one (1)** Director, and **one (1)** member elected by the Manufacturers & Suppliers Division. Regions will consist of three (3) from the Lower Peninsula and one (1) from the U.P. Region. Each Director shall hold office for the terms of one year, beginning October 1, following his election, and shall serve until his or her successor is elected and qualified. The Board by a 2/3 vote may change the number of at large Directors to reflect changes in total membership in the association.

**SECTION 2. Vacancies.** A vacancy in the Board of Directors created by a member elected at large shall be filled by appointment made by the remaining Directors. Where a vacancy is created by a Director elected by a Region, then said vacancy is to be filled by the Region, provided, that where the Region fails to fill this vacancy within 30 days after it is created, then it shall be the duty of the Board of Directors to fill this vacancy with a member

from that Region. The President of the Association shall have the authority to appoint a Director from the Individual Region to replace a vacant position.

**SECTION 3. Action by Unanimous Written Consent.** If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Association, such action shall be as valid corporate action as though it had been authorized at the meeting of the Board of Directors.

**SECTION 4. Power to Make By-Laws.** Proposed amendments (changes) to the MGWA by-laws can originate from either the MGWA Board of Directors during any scheduled meeting of the Board of Directors, be tasked to the MGWA by-laws committee for suggested proposed amendments, or from the General Membership during the Annual Membership Meeting.

All proposed amendments (changes) to the MGWA by-laws can only be adopted by the membership of the Association at any meeting of the membership by an affirmative vote of two-thirds (2/3) of the voting members present at a meeting.

**SECTION 5. Power to Elect Officers.** The officers of this association shall be elected by the members in attendance at the Annual Meeting, but all officers must be duly elected and qualified Directors. The Officers shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer. The office of Secretary and Treasurer may be combined.

**SECTION 6. Power to Appoint Agents.** The Board of Directors shall have the power to appoint and remove any agent it may deem necessary for the transaction of the business of the Association.

**SECTION 7. Removal of Officers and Members.** Whenever, in the judgment of the Board, it is in the best interest of the Association, any officer or member may be removed by a two-thirds majority vote of the Board Members present at any regular or special Board Meeting whereby notice has previously been given each Board member and the affected party of this intent. However, the officer or member shall first have an opportunity to present his or her case before the Board of Directors at a regular or special Board of Directors' meeting called for this purpose.

**SECTION 8. Power to Fill Vacancies of Offices.** The Board shall have power to fill any vacancy in any office of the State Association occurring from any reason whatsoever.

**SECTION 9. Delegation of Powers.** For any reason deemed sufficient by the board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any powers and duties of an officer to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

**SECTION 10. Power to appoint a Historian.** The Board of Directors shall appoint a Historian to keep items of historical interest and a record of events of the Association and Conventions.

**SECTION 11. Power to Hire Executive Secretary.** The Board of Directors shall have the power to hire an Executive Secretary/Director and set the rates of compensation for his or her duties.

**SECTION 12. Power to Require Bonds.** The Board of Directors may require any officer or agent to file with the Association a satisfactory bond condition for faithful performance of his or her duties.

**SECTION 13. Compensation.** The compensation of Directors, officers and agents shall be fixed by the Board.

**SECTION 14. Auditing the Funds of the Association.** All the financial records of the Association shall be audited each year by a committee as appointed by the President. A separate sub-committee appointed by the President with the approval of the Board shall audit the Legal Defense Fund.

**SECTION 15. Indemnification.** 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 VII**

### **Officers**

**SECTION 1. President.** The President shall be elected from the membership of the Board of Directors. He or she shall be the chief executive officer of the Association, and shall preside over all meetings of the Board and of the members. He or She shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board are carried into effect. He or She shall have the power to appoint an Executive Committee composed of the 1st Vice-President, Treasurer, Secretary, and such other members of the Board of Directors as deemed necessary. He or she shall have power to appoint members to all standing committees as may be authorized or as in his or her discretion are advisable. He or she shall be ex-officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a Corporation. He or She shall keep one true copy of the By-Laws as amended. He or She shall have the authority to speak on behalf of the Association. He or She shall have the authority to make financial decisions without authorization from the Board of Directors up to \$500.00.

**SECTION 2. Vice-President.** The Vice-President or Vice-Presidents shall be elected from the membership of the Board and in the order of their seniority, shall perform the duties and exercise the powers of the President during the absence or the disability of the President.

**SECTION 3. Secretary.** The Secretary shall be elected from the membership of the Board and shall attend all meetings of the members and the Board of Directors and of the Executive Committee and shall preserve in books of the Association true minutes of the proceedings of all such meetings. He or She shall safely keep in His or Her custody the seal of the Association and shall have authority to affix the same to all instruments where its use is required. He or She shall give all notices required by statute, By-Laws or resolution. He or She shall perform such other duties as may be delegated to him or her by the Board of Directors or by the Executive Committee. He or She shall keep one true copy of the By-Laws as amended.

**SECTION 4. Treasurer.** The Treasurer shall be elected from the membership of the Board of Directors and shall have custody of all Corporate Funds and Securities and shall keep in books belonging to the Association full and accurate accounts of all receipts and disbursements; He or She shall deposit all moneys, securities, and other valuable effects in the name of the Association in such depositories as designated for that purpose by the Board of Directors. He or She shall disburse the funds of the Association as ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all his or her transactions as Treasurer and of the financial condition of the Association. If required by the Board, he or she shall deliver to the President of the Association and keep in force, a bond in form, amount and with a surety or sureties satisfactory to the Board, conditioned for faithful performance of the duties of his or her office, and for restoration to the Association in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in his possession or under his control belonging to the Association. He or She shall keep one true copy of the By-Laws as amended.

**SECTION 5. Executive Secretary/Director.** The Executive Secretary/Director shall be hired by the Board of Directors. He or She shall attend all Board meetings and necessary committee meetings. He or She shall tend to the administrative affairs of the Association and Convention. He or She shall invoice for and collect dues from all members during the year as well as at the Convention, and keep the membership records up to date. He or She shall monitor actions by the legislators and regulatory agencies that have an effect on the industry. He or She shall maintain an office, telephone and other communication devices for the operation of the Association. He or She shall work on programs for continuing education of the industry. He or She shall send out newsletters to the members. He or She shall keep one true copy of the By-Laws as amended. He or She will perform the duties outlined in the contract with the MGWA. He or She will engage in routine updates with the President of the Association. He or She will portray the MGWA in a positive manner at all times. He or She will coordinate monthly communications with the Executive Committee

**SECTION 6. Board of Directors.** The Board of Directors has the power to manage the business, the property and affairs of this Association. Each Director shall attend regular and

special meetings of the Association as noticed by the Secretary or Executive Secretary/Director. Each Director shall obtain information from His or Her region to be submitted to the Board that might benefit or enhance the performance of the Association. Each Director shall return to their region and share necessary information as requested by the Board of Directors. Each member of the Board of Directors will strive to physically be present at 75% of all meeting each year. If said member is not able to be present at 75% of the meetings, the member could be asked to step down by the President or the Board of Directors. Each Director shall keep one true copy of the By-Laws as amended.

**SECTION 7. Lobbyist/Legal.** The Board of Directors has the power to enter into a contract with an individual to represent the MGWA at the Capital, lobby on behalf of the MGWA and perform other duties as outlined in the contract with MGWA. He or She is to attend MGWA Board of Director meetings as requested and to provide timely updates in written format to the Executive Committee, Legislative Chair and Executive Director on all Legislative and Legal activities. He or She is to provide advice when necessary on legal and legislative activities when necessary. He or She is to monitor the legislative atmosphere for activity that will directly affect the members of the MGWA.

## **ARTICLE VIII**

### **Committees**

Standing Committee chairperson is appointed by the President from the Board of Directors, and, each committee shall consist of at least three members each. New Committees may be added and old ones dismissed as needed. Standing Committees are tasked, unless otherwise directed by the Board of Directors or specifically stated within these by-laws, with gathering information and making recommendations to the Board of Directors or Executive Committee. There are hereby constituted the Following Standing Committees of the Association:

**SECTION 1. Legislative.** It shall be the duty of this Committee to monitor, study, support or oppose any and all legislation having a bearing on well drillers and pump installers of the State of Michigan and the preservation of ground water, to keep in touch with its progress, and report to the Board of Directors. It shall also be the duty of this Committee to receive and investigate all complaints submitted to the association inconsistent with the purposes and intents of the Association and to report their findings with recommendations to the Board of Directors.

**SECTION 2. Records, Files and By-Laws Committee.** It shall be the duty of this Committee to study the Article of Association and By-Laws, and from time to time, as is in their study it is determined wise to make changes, to make such recommendations to the Board of Directors. Officers and committee Chairman shall maintain and preserve the official files of Association documents, correspondence and material, and turn such files over to the respective successors in office.

**SECTION 3. Finance and Budget Committee.** It shall be the duty of this Committee to consider means of financing the Association. To consider, from time to time, and make



recommendations as to the annual membership fees to be charged members of the Association and other means of raising funds if necessary to carry out the purposes of the Association. One of the members of this Committee shall be the Treasurer.

**SECTION 4. Membership Committee.** It shall be the duty of this Committee to promote interest in the Association and to solicit new members in the industry as set forth in the Article of Association and to consider and recommend to the Board of Directors persons eligible to become Honorary Active Lifetime Members. It shall also be the duty of this Committee to receive and investigate all complaints submitted to the association inconsistent with the purposes and intents of the Association and to report their findings with recommendations to the Board of Directors.

**SECTION 5. Education and Publicity Committee.** It shall be the duty of this Committee to promote the good will of this Association by securing favorable publicity and by making known the advantages and benefits which this Association provide and may recommend advertising, but shall have no power to obligate the Association for any paid advertising. This committee shall also plan and promote programs for the industry and develop education programs in conjunction with the Convention.

**SECTION 6. Convention Committee.** It shall be the duty of this Committee to investigate available places and dates for holding the Convention. This information is to be gathered and presented to the Board of Directors at least one year prior to holding the Convention.

**SECTION 7. Safety Committee.** It shall be the duty of this Committee to investigate various means of safety and report their findings and recommendations to the Board of Directors.

**SECTION 8. Nominating Committee.** The President shall appoint a Nominating Committee composed of three members of the Board of Directors at least 60 days prior to the Annual meeting. They shall review the applications for office and shall submit to the membership, at the Annual meeting, a list of members to fill the offices of the Association.

**SECTION 9. Executive Committee.** The Executive Committee shall have and exercise the authority of the Board of Directors in the management of business of the Association between meetings of the Board of Directors.

**SECTION 10. Awards Committee.** It shall be the duty of this committee to annually determine candidates for awards such as Driller of the Year. Award nominations are to be for candidates nominated by any member. A member cannot nominate themselves for an award.

**SECTION 11. Legal Defense Fund and Education Fund Committee.** The President shall appoint with the consent of 2/3 of the Board of Directors 4 members of the Board of Directors to serve on the Legal Defense Fund and Education Fund committee. The committee hereby referred to as LDFEFC shall monitor the funds and make recommendations to the Board of Directors on how funds should be dispersed. Dispersal of funds shall require a 2/3 approval of the Board of Directors.

## **ARTICLE IX**

### Execution of Instruments

**SECTION 1. Checks. etc.** All check, drafts, and orders for payment of money shall be signed in the name of the Association and shall be countersigned by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

**SECTION 2. Contracts. Conveyances, etc.** When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President or any Vice-President, and the Secretary may execute the same in the name and behalf of this Association and may affix the corporate seal thereto. The Board of Directors shall have the power to designate the officers and agents who shall have authority to execute any instrument in behalf of this Association.

## **ARTICLE X**

### Power of Board to Borrow Money

The Board of Directors shall have full power and authority to borrow money whenever in the discretion of the Board the exercise of said power is required in the general interests of this Association. In such case, the Board of Directors may authorize the proper officers of this Association to make, execute, and deliver in the name and behalf of this Association such notes and other evidence of indebtedness as said Board shall deem proper. Said Board shall have full power to mortgage the property of this Association or any part thereof as security for such indebtedness, and no action on the part of the membership of this Association shall be requisite to the validity of any such note of indebtedness or mortgage.

## **ARTICLE XI**

### Regions

**SECTION 1.** Only active members of this Association who are in good standing are eligible for membership in a region.

**SECTION 2.** Every member shall belong to a region. However, He or She cannot be a member of more than one region in any one year.

**SECTION 3.** The Annual Meeting of each region shall be held not later than the month of January at which time the dues shall be paid and region officers elected. Said newly elected officers shall take oath of office-March 1 each year.

**SECTION 4.** Each region shall at its Annual Meeting elect two (2) of its members to the Board of Directors of the Association for 1 year, who shall take office October 1 following such election, except the U.P., which only gets one (1) Director.

Roberts Rules of Order shall apply.

Approved and adopted by the Board of Directors of the Michigan Groundwater Association, Inc., January 2017.

### **MODIFICATIONS:**

**Modified February 23, 2014 to reflect changes in Article VI, Section 1 Number and Term of Directors from 3, to 5**

**Modified February 23, 2014 to reflect the change in Article VIII Committees adding the sentence:** *“Standing Committees are tasked, unless otherwise directed by the Board of Directors or specifically stated within these by-laws, with gathering information and making recommendations to the Board of Directors or Executive Board.”*

**Modified June 7, 2014 to reflect following changes other than various typographical ones (such as capitalizations or bold’s and underlines):** *Article II, Section 6.* The word “written” is stricken. The word “mailed” is stricken, and replaced with “posted, mailed or emailed”. *Article II, Section 8.* The words “or email” were added. *Article II, Section 9.* Stricken in entirety. *Article VI, Section 1A.* The words “one year” were stricken and replaced with “the newly elected President”. *Article VI, Section 2.* The words “A vacancy shall be deemed to be created where a Director has miss three consecutive Board meetings.” was stricken and replaced with “The President of the Association shall have the authority to appoint a Director from the Individual Districts to replace vacant position.” *Article VII, Section 1.* The following was added “He or She shall have the authority to speak on behalf of the Association. He or She shall have the authority to make financial decision without authorization from the Board of Directors up to \$1,000. He or She shall have the authority to direct the actions of the Lobbyist that has been hired by the Association.” *Article VII, Section 5.* The following was added “He or She will perform the duties outlined in the contract with the MGWA. He or She will engage in routine updates with the President of the Association. He or She will portray the MGWA in a positive manner at all times. He or She will coordinate monthly communications with the Executive Board.” *Article VII, Section 6.* The following was added “Each Director shall return to their District and share necessary information as requested by the Board of Directors. Each member of the Board of Directors will strive to physically be present at 75% of all meetings each year. If said member is not able to be present at 75% of the meetings, the member could be asked to step down by the President of the Board of Directors.” *Article VII, Section 7.* The entire section relating to Lobbyist/Legal was added.

**Modified May 16 2015 -- ARTICLE VI Board of Directors. Section 15. Indemnification.** Was added.