

Adopted, January 19, 2023

BY-LAWS OF THE
KANSAS
GROUNDWATER ASSOCIATION

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OF THE
KANSAS GROUND WATER
ASSOCIATION**

**ARTICLE I
NAME AND
LOCATION**

The name of this association shall be the KANSAS GROUND WATER ASSOCIATION. The principal office for the corporation shall be determined by the Board of Directors. The corporation may have such other offices, either within or without the State of Kansas, as the directors may determine or as affairs of the corporation may require.

**ARTICLE II
OBJECTIVE**

The objectives of this association shall be: to assist, promote, encourage, and support the interests and welfare of the ground water industry in all its phases; to foster and promote education, standards, and the science of ground water hydrology; to promote harmony and cooperation between contractors and scientific and regulatory agencies relative to the development, protection, and conservation of underground water supplies; to encourage the improvement of drilling, pumping, and related water handling equipment; to advance generally the mutual interests of all those engaged in the ground water industry in their own and the public interest.

**ARTICLE III
MEMBERSHIP**

Section 1. Nature of Association. The association is a voluntary organization without capital stock and its membership shall be composed of persons engaged in or associated with the ground water industry who may be admitted to membership as an active, associate, or honorary member as prescribed by the by-laws.

(A) Active Membership.

(1) CONTRACTORS DIVISION

Any person, firm, or corporation having a regularly established place of business and engaged in a business involving ground water, including but not limited to the drilling and/or servicing of water wells and/or distribution of ground water, shall be eligible for active membership in the association.

(2) MANUFACTURERS AND SUPPLIERS DIVISION

Any person, firm, or corporation engaged in the manufacture or sale of merchandise, materials, accessories or services used or sold by active members shall be eligible for membership in the Manufacturers and Suppliers Division.

(3) TECHNICAL DIVISION

Persons, firms, or organizations engaged in occupation pertaining to the supervision, regulation, or investigation of underground water or ground water supply, or any teacher in a recognized institution whose field of teaching, research, or study is of interest to and/or associated with the ground water industry, shall be eligible for membership in the Technical Division or the association.

(4) STUDENT DIVISION

Division shall include any individual enrolled at an accredited high school, university, college, preparatory school, or vocational education program, public or private or home, studying or teaching subject matter embracing the ground water industry.

(B) Associate Membership.

Any individual or organization who does not qualify for active membership and wishes to be supportive of the Kansas Ground Water Association, its goals and objectives.

(C) Honorary and Life Membership.

The Board of Directors may award honorary and life memberships to persons or firms in recognition of outstanding service to the association and/or ground water industry. Such recipients shall be entitled to full associate membership privileges without payment of dues.

Section II. Application and Admission. Any eligible person, firm, corporation or organization whose application or applications for active or associate membership is received by the Executive Director properly completed on the prescribed forms and whose annual or prorated dues are fully paid, shall be deemed a member or members of the association upon being so notified.

Upon receipt of an application or applications for membership, the Executive Director will refer such to the Board of Directors who shall make whatever investigation they deem necessary concerning any application. The applicant shall then be deemed a member upon two-thirds affirmative vote by the Board of Directors.

Section III. Voting Rights. Current, qualified active members shall be entitled to cast one vote per membership at any meeting or meetings of their respective membership division. All current, qualified active members have the privilege of voting for By-Law changes.

Section IV. Termination of Members. Any membership may be suspended or revoked by a two-thirds majority vote of the Board of Directors after a hearing as provided herein and when in the judgment of the Board of Directors a member:

- (1) ceases to have the qualifications making the person, firm, corporation or organization eligible for membership in an assigned division, or

(2) has performed any act which constitutes a willful violation of any of the provisions of the Articles of incorporation or By-Laws, or which contravenes the objectives of the Association, or reflects discredit on other industry; (provided however, that no revocation vote shall be taken until such member shall have been notified in writing by registered mail of charges preferred against said member at least 15 days before such vote by the Board of Directors. Notice shall contain a statement of time and place of meeting, at which the matter will be considered, and the member or a representative of the member shall have the right to appear before the Board and be heard in answer to the charges before final action is taken), or

(3) fails for a period of six months to pay the dues incident to his/her membership, shall be dropped from membership, provided proper invoices and notices of delinquency have been sent to such member.

When membership is revoked, pursuant to this section, all rights and privileges of membership, and all claims to any part of the assets of the Association, are hereby forfeited.

Section V. Resignation. Any member may resign by filing a written letter of resignation with the Executive Director, but such resignation shall not relieve the member so resigning of obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section VI. Reinstatement. Upon written request signed by a former member and filed with Executive Director, the Board of Directors by a two-thirds affirmative vote, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section VII. Benefits. Current, qualified active members shall be eligible for all association benefits.

ARTICLE IV MEETING OF MEMBERS

Section I. Annual Meeting.

(A) An annual meeting of the members for the purpose of electing directors; receiving reports; reviewing the actions of the Board of Directors and officers; expressing their will and wishes to the Board of Directors regarding the management of the Association; and transacting such other business as may come before the meeting shall be held in conjunction with the Annual State Convention. The date or dates, time, location, and other incidentals will be determined by the Board of Directors, published in the Association Newsletter and given such other publicity as to inform the entire membership.

(B) If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section II. Special Meetings.

(A) Special meetings of the members may be called by the president, a majority of the Board of Directors or not less than one-fourth of the members having voting rights.

(B) The Board of Directors may designate any place within the State of Kansas as the place of meeting for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be the registered office of the corporation in the State of Kansas, but if all of the members shall meet at any time and place, either within or without the State of Kansas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such a meeting any corporate action may be taken.

Section III. Notice of Meetings.

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally or by mail or email, to each member entitled to vote at such meeting, not less than ten days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her or its address as it appears on the records of the Association, with postage thereon prepaid.

Section IV. Representation.

(A) Only one person from each membership may vote at any one meeting, however; firms, corporations, or organizations may have more than one membership and thus more than one vote.

Section V. Mail Ballot by Members.

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members may be taken without a meeting if they consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section VI. Quorum.

At any annual or special membership meeting twenty or more active members, when present by designated representatives, member persons, shall constitute a quorum.

ARTICLE V BOARD OF DIRECTORS

Section I. Powers, Duties.

The government, management, and control of the Association and its affairs shall be vested in a Board of Directors. The Board of Directors shall have power to make rules for carrying on the work and government of the Association not inconsistent with these By-Laws; to elect the officers of the Association; to fill vacancies which may occur during the term of any officer; to engage and/or discharge employees and agents to the Association, including an Executive Director, and to fix their compensation; to have charge of all property and assets of the Association; and to do all other lawful acts, necessary and proper to carry on the business of the Association.

Section II. Responsibilities.

The Board of Directors shall be responsible to the membership of the Association for its conduct of the business and affairs of the Association and shall report to the membership at each annual or special meeting thereof, the activities it has undertaken or directed the officers or Executive Director to take on the members' behalf.

Section III. Number. Election. Tenure.

(A) The number of the directors shall be fifteen (15), composed of the immediate past president to serve as a director at large; nine (9) from the Contractors Division; three (3) from the Manufacturers and Suppliers Division; and two (2) from the Technical Division. No more than two directors from any one firm, corporation, or organization may serve concurrently, and they may do so only if that firm, corporation, or organization has two or more paid memberships.

(B) Each division shall elect its own director representatives as follows:

(1) The Contractors Division at their first annual combined meeting following the adoption of these By-Laws and each year thereafter, shall elect directors for a two-year term to replace those current directors whose term expires, bringing the number of directors representing the Contractors Division to a total of ten (10). These directors may hold no more than two consecutive terms without a one-term absence from the board.

(2) The Manufacturers and Suppliers Division at the first annual meeting following the adoption of these By-Laws and each year thereafter, shall elect one director to a three-year period to replace the director (one of three) whose term expires, who may hold no more than two consecutive terms without a one-term absence from the board.

(3) The Technical Division at the first annual meeting following the adoption of these By-Laws and each year thereafter, shall elect one director to a two-year period to replace the director (one of two) whose term expires, who may hold no more than two consecutive terms without a one-term absence from the board.

(4) Term limits would not apply to officers who are in line for leadership succession.

(B) After the election of new directors, all except the president, president-elect, and past-president, will become candidates for the position of president-elect. The director receiving the highest number of votes from this separate election will be designated the president-elect/director. Each director shall hold office until their successors are duly elected and qualified as stipulated in

these By-Laws.

(C) Any vacancy of the role of Director, from any division, shall be filled by appointment from the appropriate division by the Board of Directors for the full, or unexpected portion of the term. A director may be re-elected to consecutive terms but must still adhere to term limits as stated in Article V, Section III Sub. Sec. (B) items (1), (2) and (3) of the Association By-Laws.

Section IV. Chairman.

The president of the Association shall be the chairman of the Board of Directors and shall preside at all board meetings, except an officer may chair meetings in the president's absence.

Section V. Meetings

(A) An annual meeting of the Board of Directors shall be held without other notice than this By- Law, immediately after each annual meeting of members for the express purpose to elect officers, setting the time and location for the first regular board meeting of the new year, and conducting any other business that may be required.

(B) Regular meetings of the Board of Directors may be scheduled by resolution: the time, place and number of regular meetings that need to be held to conduct the affairs of the Association. Notice and agenda of a meeting to be given the directors preceding the meeting date.

(C) Telephone meetings (conference calls) of the Board of Directors may be called by/or at the request of the President, or other persons authorized, to consider and/or act upon indefinable matters of importance to the Association and its membership. Notice of such meeting, time, date and the agenda to be given to the Directors prior to the meeting.

(D) Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place within the state as the place for holding any special meeting of the Board called by them.

(E) Notice of any special meeting of the Board of Directors shall be given at least three days previously thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the Association. Any director may waive notice of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section VI. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transactions of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section VII. Manner of Acting.

The act of the majority of the directors present at any meeting of the Board at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, or these By-Laws.

Section VIII. Resolutions.

A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted.

Section IX. Compensation.

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board, but nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefore.

ARTICLE VI OFFICERS

Section I. Designation and Election.

(A) The officers of the Association shall be a president, president-elect, one or more vice-presidents (the immediate past president or more, the number thereof to be determined by the Board of Directors), a secretary, a treasurer and such other officers as may be elected in accordance with provisions of this Article. The Board of Directors may elect or appoint such other officers to have authority and perform the duties prescribed, from time to time, by the Board of Directors.

(B) The officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such annual meeting, such election shall be held as soon thereafter as conveniently possible.

(C) Each officer shall hold office until a successor shall be duly elected and qualified.

(D) A vacancy in any office because of death, resignation, disqualification or removal shall be filled by the Board of Directors for the unexpired portion of the term, except in the case of presidency; the first vice-president will automatically assume the presidency.

(E) Additional offices may be created and filled at any meeting of the Board of Directors.

Section II. Removal from Office.

Any officer, elected or appointed, may be removed from office by the Board of Directors upon a three-fourths majority vote when, in its judgment, the best interest of the Association would be served and/or conditions exist as set forth in Article III, Section IV of these By-Laws that warrant such removal.

Section III. Duties of President.

(A) The president shall be the principal executive officer of the Association and as such have general supervision over its affairs, subject to control of the Board of Directors. He/She shall preside at all meetings of the members and the Board of Directors.

(B) As executive officer the president shall sign legal documents of other instruments which the Board of Directors have authorized to be executed, except in the cases where the signing

and execution thereof is expressly delegated by the Board of Directors, By-Laws, or by statute to some other officer or agent of the Association.

(C) He/She shall represent the Association in its relations with the public, outside organizations and agencies; supervise the publicity relating to the affairs, policies and projects of the Association.

(D) He/She may assign, delegate, or appoint duties to other officers, directors or members as may be required to carry on the work of the Association.

Section IV. Duties of President-Elect.

The president-elect, who may be elected from any of the division memberships of the Association, shall, in the absence of the president, perform the duties of the president. He/She shall familiarize himself/herself with the duties of the president, and assume that office at the completion of the incumbent president's term. He/She shall perform such other duties as the president or the Board of Directors may from time to time direct.

Section V. Duties of the Vice-President.

The first vice-president shall be the immediate past president and shall, in the absence of the president and of the president-elect, perform the duties of the president.

The Board of Directors may from time to time, in order to expedite the work of the Association, elect additional vice-presidents who shall perform such duties as assigned or directed.

Section VI. Duties of Secretary.

The secretary shall work with the Executive Director on all matters of record; present the minutes of the annual meeting to the Association at the annual meeting; perform such duties as may be directed by the president or Board of Directors and such other duties as usually pertain to that office.

Section VII. Duties of Treasurer

The treasurer shall work with the Executive Director on all financial matters of the Association; shall present the annual financial report to the Association at the annual meeting; perform such duties as may be directed by the president or Board of Directors and such other duties as usually pertain to that office.

ARTICLE VII EXECUTIVE DIRECTOR

Section I. Designation

The Board of Directors may employ an Executive Director who shall manage the Association's administrative and financial affairs at the direction of the officers and Board of Directors.

Section II. Duties.

The Executive Director shall, under the supervision of the officers and Board of Directors, perform the following duties:

(A) Establish and/or maintain a place or office where business of the Association can be performed, and the records of the Association properly maintained.

(B) Keep records of the employees and agents of the Association, their salaries and terms of employment, to supervise the performance of such employees regarding their respective duties.

(C) Keep an account of all monies received and expended for the use of the Association; deposits all sums received in a bank approved by the Board of Directors; report the transactions and conditions of the Association at Board of Directors meetings or when called upon by the president; and shall make a report of the transactions and conditions of the Association at the annual meeting. Funds may be drawn on the signature of the Executive Director. Funds, books, and vouchers in his/her hands shall be at all times subject to verification and inspection by the officers of the Association. Upon termination of his/her employment, all books, monies, and other property shall be delivered over to his/her successor, or in the absence of a new Executive Director, to the president.

(D) Record and maintain all assets, including real property, if any, owned by the Association, together with records of any transactions involving such assets.

(E) Give notice of, attend and/or keep minutes of all Board of Directors and/or special meetings and promptly distribute the minutes to all directors.

(F) To perform such other duties, and execute all orders, resolutions or votes as directed by the Board of Directors.

(G) Maintain current records of membership along with their respective dues, assessments, subscriptions and/or other monies payable to the Association.

(H) Generally, devote, assist and promote, where feasible, the interest and business of the Association.

Section III. Bond.

The Executive Director or any other person entrusted with the handling of funds and property of the Association, shall, at the discretion of the Board of Directors, furnish the expense of the Association, a fidelity bond in such sum as the Board may prescribe and approve.

ARTICLE VIII COMMITTEES

Section I. Standing Committees.

The president may appoint with confirmation from the Board of Directors, persons to the following standing committees:

1. Executive Committee
2. Legislative Committee
3. Membership Committee
4. Nominating Committee
5. By-Laws Committee
6. Insurance & Safety Committee
7. Education & Technical Committee
8. NGWA Affairs Committee

9. Convention Committee
10. Picnic Committee

Section II. Other Committees.

The president may appoint, with confirmation from the Board of Directors, persons to such other committees as may be necessary.

Section III. Powers, Duties, Term.

(A) Such appointed committees shall have such power as the president and the Board of Directors may deem proper to accomplish the purpose of the appointment, but shall in no way usurp the authority of the Board of Directors in managing the Association.

(B) Committees shall perform such duties as the President and Board of Directors so direct; keep regular minutes of all meetings, activities and transactions, and reporting the same to the Board of Directors.

(C) Any committee or member of such committee may be dismissed by the Board of Directors whenever in its judgment the committee has completed its appointed task, or the best interest of the Association would be served by such dismissal.

ARTICLE IX INDEMNIFICATION

Section I. Indemnification.

Any person threatened with or made a party to any civil, criminal, or administrative action, suit, or proceeding by reason of the fact he/she is or was an officer or director of the Kansas Ground Water Association, may be indemnified by the Association against reasonable expenses, including fees, actually incurred in connection with such action, suit, proceeding, or appeal; except when such director or officer is guilty of misconduct or negligence in the performance of his or her duties.

The Association is herein given the power to purchase and maintain liability insurance on behalf of any director or officer, it may deem necessary to protect against any liability incurred while performing official duties of arising out of status of said office.

ARTICLE X FINANCE

Section I. Checks, etc.

All checks, drafts, or orders for the payment of money, notes, or evidences or indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section II. Deposits.

All funds of the Association shall be deposited from time to time to the credit of the Association of such banks, trust companies, or other depositories as the Board of Directors may select.

Section III. Gifts.

The Board of Directors may accept on behalf of the Association any contribution, gift bequest, devise or donation for the general purposes or for any special purpose of the Association.

**ARTICLE XI
CERTIFICATES OF
MEMBERSHIP**

Section I. Issuance of Certificates.

The Board of Directors may provide for the issuance of certificates evidencing membership in the Association, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President and by the Secretary and shall be sealed with the seal of the corporation. If any certificate shall become lost, mutated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

**ARTICLE XII
BOOKS AND RECORDS**

Section I. Books and Records.

The Association shall keep correct and complete books and records of account and shall also keep minutes at the registered or principal office as well as a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or its agent or attorney for any proper purpose at any reasonable time.

**ARTICLE XIII
FISCAL YEAR**

Section I. Fiscal Year.

The fiscal year of the corporation shall begin on the first day of July in each year. The membership year shall coincide with the fiscal year.

**ARTICLE XIV
DUES AND
ASSESSMENTS**

Section I. Annual Dues.

The Board of Directors may determine from time to time the amount of annual dues payable to the Association by members of each class.

Section II. Payment of Dues.

Dues should be payable in advance at the beginning of the Association's fiscal year (July 1). Dues of a new member shall be prorated from the first day of the month in which such a new member is elected to membership, for the remainder of the fiscal year of the association.

Section III. Assessments.

The Board of Directors may vote from time to time to assess its members for the purpose of raising funds to conduct the business of the Association and/or to finance special projects undertaken for the benefit of its members. Assessments binding on all the Association's members shall require approval of at least two-thirds (2/3) of the present voting members and non-payment of such assessments by a member shall be cause for removal of such member from the Association.

ARTICLE XV SEAL

Section I. Corporate Seal.

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and have inscribed thereon the name of the Association and the words "Corporate Seal Kansas."

ARTICLE XVI AMENDMENTS OF BY-LAWS

Section I. Alter, Amend, or Repeal.

The By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least ten days written notice is given on intention to alter, amend, or repeal or to adopt new By-Laws at such meeting. This power in the Board of Directors to amend, alter, or repeal and to adopt the new By-Laws is subject to the power of the active members to amend, alter, or repeal the By-Laws. Notice of any such amendment of the By-Laws by the board shall be given to each member having voting rights within ten days after the date of such amendment by the Board.

Revisions to the By-Laws

Adopted January 19, 2023:

Article III (Membership), Section 1, Subsection A, Section 4 STUDENT DIVISION: "or home" was added.

Article IV (Meetings of Members), Section IV Representation: The following was struck in section (A): Each eligible person, firm, corporation, or organization elected to membership shall designate in writing and file with the Secretary a list of names of those persons stated by such member to be engaged in an executive capacity in its business, who shall be entitled to represent such person, firm, corporation, or organization at the meetings of the members of the Association. AND Changes of designation may be made by filing them with the Secretary.

Section (B) and Section (C) were struck from the KGWA By-laws. (B) Any qualified member may vote by proxy provided such proxy is given to a designated representative of a qualified member or to the Secretary. (C) Any member shall be bound by any action taken by its designated representative of by any person duly empowered and qualified to vote by proxy for such member.

Article V Board of Directors. Section III Election Tenure, Section B, subsection 1. The following was struck: are to be nominated with geographical representation from across the state and. The following was added: may hold no more than two consecutive terms without a one-term absence from the board. Section 2. The following was added: may hold no more than two consecutive terms without a one-term absence from the board.

Section 3. The following was added. may hold no more than two consecutive terms without a one-term absence from the board.

The following Section was added: (4) Term limits would not apply to officers who are in line for leadership succession.

Section D: Added: (D) Any vacancy of the role of Director, from any division, shall be filled by appointment from the appropriate division by the Board of Directors for the full, or unexpected portion of the term. A director may be re-elected to consecutive terms but must still adhere to term limits as stated in Article V, Section III Sub. Sec. (B) items (1), (2) and (3) of the Association By-Laws.

Section E was removed: A vacancy because of death, resignation, disqualification or removal shall be filled by appointment from the appropriate division by the Board of Directors for the unexpected portion of the term. A director may be re-elected to consecutive terms.