

**Kentucky Groundwater Association**  
**By-Laws**



## **By-Laws of the Kentucky Groundwater Association**

### **ARTICLE I. NAME AND LOCATION**

#### Section 1.1 Name.

The name of this Corporation shall be KENTUCKY GROUNDWATER ASSOCIATION, a non-profit corporation.

#### Section 1.2 Office.

The principal office shall be located at the mailing address of the Executive Director, or any other place of business as selected by the Board of Directors. The Corporation shall be authorized to transact business from other offices located at such places as the Board of Directors may, from time to time, determine necessary or appropriate.

### **ARTICLE II. PURPOSE**

#### Section 2.1. Purpose.

The purpose of the Corporation is to promote the safe and sustainable utilization and protection of groundwater as Kentucky's outstanding natural resource through education, innovation, and responsible development.

### **ARTICLE III. MEMBERSHIP**

#### Section 3.1. Operation.

KENTUCKY GROUNDWATER ASSOCIATION will operate with members.

#### Section 3.2 Contractor Membership:

Any business, company, corporation, partnership, or sole proprietorship which employs Water Well Drillers or Monitoring Well Drillers licensed as such by the Commonwealth of Kentucky, engaged in the business of water well construction, decommissioning, maintenance, and repair; or the protection, remediation, or utilization of groundwater resources shall be eligible for membership in this Association.

#### Section 3.3 Individual Membership:

Any licensed Water Well Driller or Monitoring Well Driller employed by a contractor member, including any Assistant Driller registered with the Kentucky Division of Water, Geothermal Driller, Pump Installer, or other person actively engaged in the drilling, repair, or maintenance of water well or monitoring wells within the Commonwealth of Kentucky, or any person engaged in hydrology, geology, engineering, teaching, consulting, or research, pertinent to groundwater resources, having an interest in the purposes and objectives of this Association, shall be eligible to become a voting member of the Association.

#### Section 3.4 Manufacturer and Supplier:

Any person, firm, or business entity engaged in manufacturing, marketing, or servicing of equipment, materials and supplies used in the well drilling business; which does no contracting for the drilling of water wells and/or installation and servicing of water pumps, and which: a. is currently an established dealer maintaining a stock of pumps, pump parts and other water handling equipment which are sold regularly to other dealers and/or contractors: or b. is currently engaged in the business of supplying equipment of rigs, or tools or rendering specialized services to the water well industry from an established place of business. Shall be eligible to become voting members of the Association.

#### Section 3.5. Voting.

Each individual member of record shall be entitled to one (1) vote at all Corporation meetings. Each Manufacturer and Supplier member of record shall appoint annually, one member from their firm or business entity to represent their (1) vote of the Association at all e Corporations' meetings

### Section 3.6. Membership Fees.

Dues for membership in the Corporation shall be set by the Board of Directors per fiscal year. Payment of dues is required to qualify a member for voting privileges at the annual meeting following the conclusion of the fiscal year.

### Section 3.7 Duration of Membership.

Membership in this Association may terminate by death, voluntary withdrawal as herein provided, nonpayment of dues, or otherwise in pursuance of these By-Laws. The right of a member to vote and all other rights, privileges, and property shall cease on the terminations of membership.

## **ARTICLE IV. MEETINGS OF THE MEMBERS**

### Section 4.1

The annual meeting of the members of this Corporation shall be held each year in the first quarter of the calendar year at a place, date, and time to be determined by the Board of Directors, for the purpose of electing replacement Board of Directors, whose terms are expiring, for the ensuing year, and for the transaction of such other business as may regularly come before the meeting.

### Section 4.2.

The call for the annual meeting of the members shall be communicated to each member appearing on the books of the Corporation at least fifteen (15) days prior to the annual meeting by use of email, social media and official website updates, the use of fax or other such electronic methods necessary to inform the membership. For members without electronic contact means on file with the Association, ordinary first-class mail to his or her last known address, or the address appearing on the books of the Corporation may be utilized as an alternate notification method.

### Section 4.3.

Special meetings of the members other than those provided for herein or regulated by statute may be called by the Board of Directors or shall be called by the President at the request of 25% or more of the members of the Corporation.; Notice thereof shall be provided as per Section 4.2 at least seven (7) days prior to

said meeting. Personal notice given to the members of the Corporation by any member of the Board of Directors, Officers, or Executive Director, or designee thereof, shall be considered to be the equivalent to the written notice.

#### Section 4.4.

In case or cases of emergency or other necessity, the notices of annual and special meetings of the members hereinbefore required to be given by these By-Laws may be waived by the persons entitled thereto either before or after the time therefore.

#### Section 4.5.

At all meetings of the members, the President, or in his/her absence, the Vice-President, and should both be absent, any person elected by the members of the meeting present, shall preside.

#### Section 4.6.

At all meetings of the Corporation, thirty per cent (30%) of the members shall constitute a quorum for the transaction of corporation business. Should 30% of the membership not be present for a quorum at a regularly stated or duly advertised special meeting of the Association, the Board of Directors, by a unanimous vote, waive the requirement for a quorum in favor of a simple majority of the membership present on an item-by-item basis, as necessary to conduct necessary business for the Association.

### **ARTICLE V. BOARD OF DIRECTORS**

#### Section 5.1. Number.

The number of Directors shall be a minimum of seven (7) and a maximum of eleven (11), consisting of up to five, up to nine, from the Contractor membership and two from the Manufacturer and Supplier membership. The Directors shall be elected at the annual meeting of the general membership by plurality vote of the members represented in person. The officers of the Association shall be the President, Vice President, Immediate Past President, Secretary, and Treasurer. These officers shall serve as directors for the entire term of their office. Any member of the Board of Directors may be elected as an officer in the Association.

- A. A minimum of seven (7), and up to eleven (11) directors, including officers, elected from the active members.
- B. Two (2) representatives from the Manufacturer and Suppliers membership, both of whom will have full voting power on the Board.
- C. An executive director who shall be selected by the Board and hired by the Association. The executive director shall serve as the chief executive officer of the Association, be a non-voting member of the Board of Directors and perform the duties and such other duties as may be assigned by the President.
- D. Each year the general membership shall approve a slate of Officers for the Association consisting of the Immediate Past President, President, VP, Secretary and Treasurer. The term of the Executive Officers shall be 2 years
- E. Any director wishing to move from the director position to executive position shall have their name placed on the ballot to be confirmed by the membership at the Annual Meeting
- F. The term of each officer shall begin immediately following the election meeting and shall serve until their successor has been duly elected and qualified.
- G. Vacancies in any of the elected officer positions shall be filled the Board of Directors during a special called meeting of the Board.
- H. No more than two (2) directors shall be elected each year from the active members at the annual meeting of the Association. The directors elected from the active members shall serve three (3) year terms and shall be allowed to serve consecutive terms. The directors so elected shall begin serving their terms immediately following the election and those directors whose terms expire shall relinquish their position(s) at that time. Directors representing the Manufacturers and Suppliers will each serve a 3-year term.
- I. Candidates for election as officers and Board membership who are unopposed for their positions may be presented to the membership for a vote as a slate, allowing for one single vote. Multiple candidates for any position will require individual votes by position. Candidates shall be members in good standing with the Association.

## Section 5.2 Corporate Powers.

The corporate powers of this Corporation shall be vested in, and the general management and control of the business and affairs of the Corporation shall be exercised by, the Board of Directors in a manner that is not inconsistent with the laws of the Commonwealth of Kentucky, with the Certificate of Incorporation of this Corporation, and these By-Laws. A simple majority of the Board of Directors shall be sufficient to take any action requiring a vote and shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

## Section 5.3 Vacancies on the Board.

Vacancies in the Board of Directors by reason of death, disability, resignation or other causes shall be filled by the remaining Directors and appointed from among the members to fill the unexpired term.

## Section 5.4 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.

## Section 5.5 Removal of Board Members

Any Board member (officer or director, excluding the Executive Director) may be removed from the Board of Directors by a 75% vote of all board members, (super majority of the board. If 11 members, 9 need to vote) when deemed necessary. Just cause must be determined for removal of said Board Member and may include (but not limited to) any of the following:

- a. Belligerent behavior during a BOD meeting
- b. Belligerent behavior towards a member of the Board of Directors
- c. Belligerent behavior towards a member of the association

- d. Using the elected position for one's personal gain
- e. Representing the BOD without full BOD knowledge in any matter.
- f. Failure of maintaining standards laid out in the signed Ethics, Conflict of Interest or Whistleblower documents.
- g. Criminal behavior of any kind

## **ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS**

### Section 6.1. Annual Meeting.

The annual meeting of the Board of Directors shall be held immediately prior to the annual meeting of the members at the principal office of the Corporation or at such other place as the Board of Directors may from time to time designate, and for the transaction of such other business as may regularly come before the meeting. Notice of such meetings shall not be required.

### Section 6.2. Special Meetings.

Special meetings of the Board of Directors may be called by or the President, or a majority of the Board of Directors, and shall be held at the principal office of the Corporation or at such other place (including virtual meetings and email meetings) as the Board of Directors may determine with notice as required below.

### Section 6.3. Notice.

Notice of any special meeting of the Board of Directors shall be given to each Board member at least seven (7) days prior to the date of in person special meeting and forty eight (48) hours prior to any virtual or email meeting. Notice shall be given in writing and delivered personally or sent by U.S. mail, email, or text message to each Director at his address as shown by the records of the Corporation. If personal notice is given to said directors of said meeting, it shall be equivalent to mailing the same. Any Director may waive notice of any meeting whether before or after the time therefore.

### Section 6.4. Meeting.

At all meetings of the Board of Directors, the President of the Corporation shall preside and shall act as Chairman of the Meeting, and if he/she be absent from the meeting, the Vice-President shall preside. If neither the President nor Vice



President are present, the meeting shall be null and void. An exception will be made by unanimous vote for a meeting Chairman of all other board members for the purpose of removing the President and/or Vice President from their office(s).

#### Section 6.5. Quorum and Voting.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The presiding officer shall refrain from voting. However, in the event of a tie vote, said presiding officer shall be authorized to vote on the matter and their vote shall break the tie. Actions of the Board shall be taken by a majority of the Board Members present at any annual or special meeting, with the exception of case or cases where a unanimous or super majority vote are specifically required.

### **ARTICLE VII. OFFICERS**

#### Section 7.1. Number.

The officers of this Corporation shall be a President, Vice-President, Immediate Past President and Secretary, and Treasurer, and such other officers as the Board of Directors may, from time to time, designate or appoint.

#### Section 7.2 Officer Eligibility.

Officer eligibility of the Association shall be from any member of the Board of Directors who have been duly qualified as a paid member in good standing and has been a director for at least one qualifying term.

#### Section 7.3. Removal.

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would thereby be served.

#### Section 7.4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

#### Section 7.5. President.

The President shall be elected at the annual meeting of the Board from among the members of the Board of Directors. The President shall be the principal executive officer of the Corporation, subject to the control of the Board of Directors, and shall, in general, supervise and control all of the business and affairs of the Corporation. They shall, when present, preside at all meetings of the Board of Directors. They may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, certificates for membership of the Corporation, or any other legal documents which the Board of Directors has authorized to be executed, except in cases where execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent.

#### Section 7.6. Vice-President.

The Vice-President shall, in the absence of the President, perform the duties of that office, and such other duties as may be assigned to him by the Board of Directors.

#### Section 7.7. Secretary.

The Secretary shall have the following duties, with the assistance of the Executive Secretary: The Secretary shall keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws; be custodian of the corporate records; keep a register of the post office address of each member of the Board of Directors; to sign, with the President, certificates for membership of the Corporation, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent; and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7.8 The Treasurer, with the assistance of the Executive Secretary, shall be responsible for the funds and securities of the Corporation, for all deposits and monies due and payable to the Corporation, the deposit of said monies in such banks or depositories as shall be selected by the Board of Directors. The Secretary shall prepare and issue a summary of the minutes of each meeting to each member of the Board within 30 days of each meeting. The Treasurer shall prepare and issue all financial reports to the members and the Board as directed by the Board of Directors.

#### Section 7.9. Executive Director

The Board of Directors shall have the authority, by a majority vote, to appoint an Executive Director who shall not be a voting member. It shall be the duty of the Board of Directors to maintain oversight and review the discharge of the responsibilities of the Executive Director in assisting the Secretary and Treasurer in their respective duties as set forth in Section 7.7 above. Compensation for the office of Executive Director shall be set by the Board of Directors from time to time. The Executive Director shall comply with the provisions of Article IX, Section 9.2 and 9.3 by assisting the Treasurer in preparing deposits, checks, and other disbursements and receipts, subject to the authorization requirements of those sections, and shall report to the Board of Directors on a monthly basis the financial status of the Corporation and with such frequency as may be required by the Board concerning all financial transactions of the Corporation.

#### Section 7.10. Other Officers.

The remaining officers, if any, shall have such powers and perform such duties as may from time to time be specified by the Board of Directors.

#### Section 7.11. Vacancies.

Vacancies in the office of President and/or Vice-President by reason of death, disability, resignation or other causes, shall be filled by the Directors appointing from among the Directors a successor or successors to hold office for the unexpired term thereof.

## **ARTICLE VIII. COMMITTEES**

The Board of Directors may, from time to time, designate one or more committees or authorize any one or more individuals for the purpose of accomplishing any goal or objective of the Corporation. Such individual or committee may be appointed from the membership and a Director of the Corporation shall be appointed to head any committee designated.

## **ARTICLE IX. LEGAL AND FINANCIAL MATTERS**

### Section 9.1. Contracts.

The Board of Directors may authorize the President and/or Executive Director, as agents of the Corporation, to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Corporation.

### Section 9.2. Negotiable Instruments.

The Executive Director shall be authorized to issue checks, drafts, or orders for payment of valid obligations of the Corporation, subject to advance authorization of the Board. Such authorization may be conveyed by letter, facsimile, text message, or email with a copy retained in the records of the Corporation.

### Section 9.3. Security of Funds.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank(s), trust company(ies), or other depositories as the Board of Directors may select.

### Section 9.4. Contributions, Gifts and Bequests.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

### Section 9.5. Compensation of Directors and Officers.

A Director and/or officer, excluding the Executive Director shall not be paid for any time, effort, counsel, advice or labor given to or on behalf of the Corporation. In the event that a Director and/or officer should in the course of working on behalf of the Corporation incur a necessary operational or administrative

expense, that individual may request reimbursement. If such expense is deemed by the Board of Directors to be a necessary operational or administrative expense, then that expense shall be reimbursed to the individual, upon providing documentation as deemed appropriate by the Board, without further compensation.

#### **ARTICLE X. BOOKS AND RECORDS**

The Corporation shall keep a complete and correct set of books and records of the Corporation and shall keep minutes of the meetings of the Board of Directors. Such records shall be kept at the Corporation's principal place of business.

#### **ARTICLE XI. FISCAL YEAR**

The accounting year of the Corporation shall be a fiscal year from January 1<sup>st</sup> to December 31<sup>st</sup>.

#### **ARTICLE XII. AMENDMENTS**

The Members, at any regular or special meeting, are authorized and shall have the power and authority to make and adopt, and to amend, supplement, and repeal, the By-Laws of this Corporation by affirmative vote at any annual or special meeting of the Members by two-thirds of the votes cast. Any proposed amendment to the By-Laws of this Corporation shall be communicated to all Members via the U.S. Mail, email, or official website or social media update, no later than ten (10) days prior to the action on that amendment.

#### **ARTICLE XIII. DISSOLUTION**

In the event of dissolution of the Corporation, after paying and making provisions for the payment of all liabilities of the Corporation, assets shall be distributed for one or more of the exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future United States Internal Revenue Code, or shall be distributed to the Federal Government, or to a State or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

**CERTIFICATE AS TO AMENDED BY-LAWS OF CORPORATION**

I, being the undersigned, Secretary of the KENTUCKY GROUNDWATER ASSOCIATION, present at the meeting held on the \_\_ day of February, \_\_\_\_, do hereby certify that the foregoing Amended By-Laws of this Corporation were ratified and adopted for the guidance of the Corporation in the regulation of its business by the members of the KENTUCKY GROUNDWATER ASSOCIATION this date.

DATED at this \_ day of February, \_\_\_\_.

**SECRETARY**

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