

**THE IOWA GROUNDWATER ASSOCIATION
BY-LAWS**

ARTICLE I

Definitions

A number of terms and phrases are used in the following articles in an abbreviated form. Any such term or phrase shall be interpreted in its full meaning as stated below.

Association: The Iowa Groundwater Association

Board: The group of persons comprising the Board of Directors as described in Article VII, of the Constitution.

Constitution: The Constitution of the Iowa Groundwater Association.

Good Standing: A member shall be considered in good standing provided he/she is not under investigation on charges of malpractice, misconduct, or unprofessional behavior, and has paid all dues and obligations owed to the association.

Member(s): Any persons(s) holding membership as prescribed in Article IV, Section 1, of the Constitution.

Membership: All persons in good standing of all classes as prescribed by Article IV, Section 1, of the Constitution.

Officer(s): Person(s) holding an office as prescribed by Article VII, Section 1, of the Constitution.

ARTICLE II

Membership

Section 1. MEMBER

Membership in the Iowa Groundwater Association is open to those who have a scientific, technical, or legal interest in the subject of groundwater resources. A member may vote and hold office.

Section 2. STUDENT

Students in disciplines that involve groundwater studies whether scientific, technical, or legal, may apply for this class of membership and shall enjoy all the privileges of membership, except that they shall not hold office or vote. A student must apply for this class of membership yearly.

Section 3. HONORARY

Members of the Association who are retiring from their professions may become eligible for honorary membership. A Member in good standing may be transferred to this class of membership by action of the Membership Committee and Board of Directors. An Honorary Member enjoys all of the privileges of membership and pays no annual dues.

Section 4. CORPORATE

Corporations that have a scientific, technical, or legal interest in the subject of groundwater resources may become Corporate Members of the Association. Corporations must apply for membership yearly, listing all applicable employees. Corporate members may not vote or hold office.

ARTICLE III

Application for Membership

Section 1. APPLICATION PROCEDURE

Candidates for admission to the Association shall submit the Association's application form by mail or through the Association's website.

Section 2. DENIAL OF APPLICATION

The Board reserves the right to deny any application for membership.

ARTICLE IV

Dues

Section 1. FISCAL YEAR

The fiscal year of the Association shall be from 01 January to 31 December.

Section 2. ESTABLISHMENT OF DUES

The annual dues for each class of membership shall be established annually by the Board of Directors.

Section 3. PAYMENT OF DUES

The annual dues are payable on the first day of each fiscal year. The Treasurer shall initiate dues notices. Any member owing any other payment will be notified in writing of his/her indebtedness. Annual dues must be paid to remain in good standing.

ARTICLE V

Officers, Directors, and Their Duties

Section 1. COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors of the Association shall be as stipulated in Article VIII of the Constitution. The Board shall consist of the officers of the Association, four Directors, and the newsletter editor. The officers of the Association shall be a President, a Vice-President/President-Elect, a Secretary, and a Treasurer. Every member of the Board, excluding the Treasurer and newsletter editor, shall be designated to chair or co-chair a standing committee of the Association.

Section 2. ELECTION OF OFFICERS

Nomination and Voting Procedures. Officers shall be elected from the voting membership of the Association in the following manner. At least thirty days before the annual meeting, the nominating committee shall submit in writing to the President and the Secretary, the names of (a) the incumbent Vice President/President Elect as its sole nominee for the office of President; (b) one or more nominees for Vice-President/President-Elect; (c) in odd numbered years, one or more nominees for Secretary, and one or more nominees for each of two At-Large Director positions; (d) in even numbered years, one or more nominees for Treasurer, and one or more nominees for At-Large Director. The Chair of the nominating committee, or a designee, shall announce the nominees at a regular business session of the annual meeting. The President shall ask for nominations from the floor. The Chair shall prepare a ballot listing the nominees for the Association offices. If necessary, the President shall appoint a committee of two or more to collect, tabulate, and announce the results of the balloting. A plurality of all votes cast for an office is necessary for election. In the case of a tie vote, the Board shall cast one additional deciding vote.

Section 3. TERMS OF OFFICE

- A. Officers. The President serves for one year and follows such service by becoming a member of the Board, serving as the immediate Past-President for one year. The Vice-President/President-Elect is elected by the membership to a one year term. No one shall hold the office of President or Vice-President/President-Elect for two consecutive years. The Secretary and the Treasurer are elected to two year terms. They may succeed themselves in office.

- B. At-Large Board Members. There shall be four members of the Board of Directors who are not elected officers. Beginning with the organizational meeting of the Association when the officers and at-large Board members are appointed and installed, one Director will serve a three year term, one director a two year term, and one director a one year term. Beginning the second year, the immediate Past-President shall become a Director for a one year term, retaining the title, "Past-President." Each year thereafter, one or two At-Large Director(s) shall be elected for a two year term. An At-Large Director may serve one consecutive two year term.
- C. Newsletter Editor. The newsletter editor shall be appointed by the elected Board. He/she shall serve as a voting member of the Board in all matters.

Section 4. DESCRIPTION AND DUTIES OF THE BOARD

- A. President. The President shall be the presiding officer at all meetings of the Association, shall take cognizance of the acts of the Association, of its officers and staff, and committees, and shall appoint, within the limitations prescribed in the Constitution and By-Laws, such committees as are required for the purpose of the Association, and shall delegate members to represent the Association. The President shall serve as chairman of the Board of Directors. The President is responsible for nominating an auditing committee to audit the financial affairs of the Association at such intervals as deemed necessary by the Board.
- B. Vice-President/President-Elect. The Vice-President/President-Elect shall assume the duties of the President in case of vacancy from any cause in that office and shall assume the duties of President for such period or periods as that officer for any reason may be unable to perform his/her official duties. He/she is the Chair of the Program, Education, and Meeting Arrangements Committee and the Nominating Committee.
- C. Secretary. The Secretary shall assume the duties of the President in case the President and Vice-President/President-Elect are for any reason unable to serve. The Secretary shall perform the various duties prescribed in the several parts of the Constitution and By-Laws, and in addition shall maintain a written record of all business and matters presented, and the action thereupon, at all meetings of the members and all meetings of the Board. The Secretary shall record the votes of the Board on all matters put to their vote as may be required by the Constitution or the By-Laws; record the action taken on all financial matters and all matters concerning the election of the membership. The Secretary shall retain a backup list of the membership directory. The Secretary, in conjunction with the Operations Manager, is responsible for reporting to the Secretary of State as required. The Secretary shall maintain a record of all events in which the Association participates. The Secretary is Chair of the Membership Committee.

- D. Treasurer. The Treasurer shall have charge of all financial affairs of the Association. The Treasurer shall work with the Board to develop the annual budget. He/she shall maintain the Association's budget and submit an end-of-fiscal-year report to the Board for approval. The Treasurer shall verify the receipt of all funds of the Association including dues, funds from advertisements in Association publications, and from grants, contributions, bequests, etc., and shall be responsible for their deposit. The Treasurer shall disburse funds of the Association as directed by the Board. The Treasurer shall assist with audits prepared by an auditing committee appointed by the President at such intervals as deemed necessary by the Board. He/she will prepare tax statements and necessary reports to be submitted to the IRS.
- E. At-Large Directors. Each at-large Director is responsible for participating in a committee of the Association at the direction of the President.
- F. Newsletter Editor. The newsletter editor shall coordinate solicitation and editing of newsworthy material appropriate to the membership and to the Objectives of the Association, as stated in Article II of the Constitution. The editor shall have newsworthy material published and distributed. The editor shall be responsible to the Board in matters of editorial policy of communications.
- G. Other Duties of Board. The Board may elect to contract for services, with review as necessary. This may include contracting for an Operations Manager as required.

Section 5. ASSUMPTION OF DUTIES

All members of the Board shall assume the duties of their respective offices at the close of the annual fall meeting or following confirmation of the election of the new Board, whichever occurs first. All officers shall serve until their successors have been elected and have taken office.

Section 6. VACANCIES IN OFFICE

- A. President. In case the person elected as or serving as President is unable to serve or becomes ineligible to serve, the Vice-President/President-Elect shall become President to complete the unexpired term. At the end of this term, the President-Elect will begin serving his/her full one year term as President.
- B. Vice-President/President-Elect. If, for any reason, a vacancy occurs in the office of Vice-President/President-Elect, the Board may appoint a voting member to complete the unexpired term of the Vice-President, but not as President-Elect. A member so appointed shall be eligible for nomination for a regular term for office of the Vice-President/President-Elect at the next regular election.

- C. A vacancy or disability occurring in the offices of Secretary or Treasurer shall be filled by majority vote of the Board for the unexpired terms or the shorter period of disability as the Board may decide.
- D. If the immediate Past-President shall for any reason be unable to serve as member of the Board, the President shall fill the vacancy by the appointment of the next available preceding Past-President or other qualified person of the voting membership if no Past-President is available.
- E. In the event a Director is unable for any reason to complete the term of office, the President may fill the vacancy for the current year by interim appointment. Nominations shall be made to fill the unexpired term of the vacated At-Large Directorship following the vacancy if there is at least one year remaining in the term. The member holding the interim appointment will be eligible as a nominee for election to fill the unexpired term as an At-Large Director.

ARTICLE VI

Meetings

Section 1. ANNUAL MEETING

There shall be an annual meeting of the Association as stipulated in Article V, Section 1 of the Constitution.

Section 2. SPECIAL MEETINGS

There shall be special meetings of the members at any time or place specified by the President with the approval of the Board at least twenty days in advance of the proposed meeting; such notice of meeting shall include a statement in substance of the matters or program to be presented to the members of the Association.

Section 3. TRANSACTION OF BUSINESS

Except as otherwise provided in the Constitution or in the By-Laws of this Association, the business of the Association may be transacted at either the annual meeting or a special meeting of the Association and a majority vote of the members present and entitled to vote shall be required to adopt, approve, or pass any motion, resolution, proposal, or other form offered for adoption or acceptance.

Section 4. FIELD EXCURSIONS OR DEMONSTRATIONS

Field excursions or demonstrations may be arranged upon recommendation from the Program and Meeting Arrangements Committee and with the approval of the Board. Notice of such excursions shall be sent to all members.

Section 5. VOTING RIGHTS AND PROXIES

Each voting member in good standing shall be entitled to one vote, either in person or by written proxy, on any questions properly coming before the meeting of the members of the Association. A written proxy may be filed with the Secretary of the Association by any voting member for use as directed by the member to cast a vote as directed or a power of attorney to vote on any matter properly presented at an annual meeting of the Association. A written proxy shall be counted toward a quorum of any meeting of the Association. If a voting member is present at a meeting he may cast one vote either in person or by written proxy. A proxy shall be revocable at the will of the voting member executing it and shall become invalid upon adjournment of the meeting for which the proxy was given.

Section 6. CONDUCT OF MEETINGS

Robert's Rules of Order shall govern the conduct of all meetings of the Association.

ARTICLE VII

Committees

Section 1. STANDING COMMITTEES

The Association shall have four committees: Membership; Program, Education, and Meeting Arrangements; Action; and Nominating.

Section 2. DESCRIPTIONS AND DUTIES OF COMMITTEES

- A. Membership. The chair of this committee is the Secretary. This committee shall maintain an application form for membership in the Association. This committee will focus on recruiting and retaining members of the Association.
- B. Program, Education, and Meeting Arrangements. The chair of this committee is the Vice-President/President-Elect in collaboration with At-Large Directors as assigned. This committee shall be responsible for organizing programs with the approval of the Board. The committee institutes ideas for programs that will appeal to a broad spectrum of the membership but should consult with the Board for final approval. Programs must focus on aspects of groundwater and allied subjects. This committee is responsible for selecting a site for each membership meeting and making the arrangements for these meetings. The committee shall also be responsible for initiating development and distribution of educational programs and materials.
- C. Action. The chair of this committee is the Past-President in conjunction with At-Large Directors assigned as necessary. Those concerns targeted by the Board for

further action will be researched by the committee to fully define the concern and policy alternatives. The committee may survey the membership to identify national, state, or local groundwater policies of concern to the members of the Association. The committee may compile and present the results of membership surveys to the Board as necessary. A review paper outlining each targeted concern, and alternative action to remedy such concerns, may be published in the newsletter and may be circulated to legislative bodies, regulatory agencies, and organizations or individuals selected by the Board. The membership may be surveyed regarding its preference among alternative actions outlined in the review paper. Survey results will be presented to the Board for consideration of further action. The committee may prepare a position paper and carry out actions as directed by the Board (draft legislation, propose regulations, etc.) to encourage and support policy changes supported by the Association. The committee shall conduct surveys, organize telephone and letter-writing campaigns, or conduct other activities authorized by the Board in support of the policy positions taken by the Association.

- D. Nominating Committee. The President shall appoint a nominating committee consisting of five members, two from the Board of Directors, and three at-large members. The Vice-President/President Elect shall be one of the Board members on the nominating committee and committee chair. This committee will begin its search for candidates before the annual meeting in the fall.

Section 3. SPECIAL COMMITTEES

The President shall appoint or delegate members to special committees to conduct affairs not otherwise specified in the Constitution or By-Laws of the Association, or to represent the Association in matters or meetings that the President is unable to attend.

Section 4. VACANCIES

The President shall fill by appointment any vacancies in committees that are not otherwise provided for in the Constitution or By-Laws.

ARTICLE VIII

Resignation, Suspension and Revocation

Section 1. RESIGNATION

Any member may resign from the Association at any time. Dues shall not be refunded. Any person who has ceased to be a member by resignation may be reinstated upon written application to the Membership Committee. Any outstanding dues or obligations incurred prior to a member's resignation must be paid before the Board may vote to reinstate that member. Reinstatement carries by a majority vote of the Board.

Section 2. SUSPENSION OF OFFICERS

Notice of the proposed suspension will be given in person or in writing to the officer involved prior to the next regular meeting of the Board. That officer will be given an opportunity to be present and be heard at the meeting at which the suspension is considered. Any officer may be removed from the Board by a unanimous affirmative vote of the other Board members.

Section 3. NON-PAYMENT OF DUES

Any member who is in arrears in payment of dues will be suspended from the Association and may be reinstated upon submission of a new membership application and payment of dues.

Section 4. REVOCATION OF MEMBERSHIP

The Board reserves the right to revoke the membership of any member who takes any action that contradicts the Association's Constitution or By-Laws.

Section 5. NOTIFICATION

The Treasurer shall notify, or direct that notification be made to, any member whose membership is terminated for any cause stating the cause, and explaining procedures, if any, for reinstatement of membership.

ARTICLE IX

Affiliation

Cooperation or affiliation with any state or national organization may be arranged by the Board consistent with the objectives and interests of the Association, and approved by a majority vote of the membership.

ARTICLE X

Amendments

These By-Laws of the Association may be amended by a vote of three-fourths of the members present in person or by written proxy at any annual meeting of the Association, provided that the proposed amendment had been recommended to the meeting by the Board.

Amended by a vote of the membership, October 20, 1990.

Amended by a vote of the membership, November 3, 1998.

Amended by a vote of the membership, October 27, 2010.