

**THE IOWA GROUNDWATER ASSOCIATION  
ARTICLES OF INCORPORATION  
IOWA CITY, IOWA**

A Corporation Not For Pecuniary Profit

We, the undersigned persons being of full age and all of whom are citizens of the State of Iowa, do hereby associate ourselves and our successors in a body corporate under the provisions of Chapter 504 of the 1958 Code of Iowa, with all the powers, rights and privileges granted to and possessed by corporations not for pecuniary profit, and all the duties and obligations imposed by said Chapter, except as these powers are expressly limited by Article IV, hereafter, and do adopt the following Articles of Incorporation.

**ARTICLE I**

Name

The name of the corporation shall be the Iowa Groundwater Association.

**ARTICLE II**

Principal Office and Place of Business

The principal office of this Corporation shall be in the City of Iowa City, Johnson County, State of Iowa. The business of this Corporation including meetings of members or directors for which no other place is specified in these Articles of Incorporation or the By-Laws of this Corporation, may also be conducted at any place within the State of Iowa.

**ARTICLE III**

Purpose and Objectives

This Corporation is organized for scientific and professional study of groundwater hydrology. The objectives of the Association are to advance the science of groundwater hydrology especially as it relates to the State of Iowa; to hold meetings and conduct field demonstrations for scientific and technological purposes; to foster the spirit of scientific research throughout its membership; to promote the development of understanding of groundwater hydrology; to encourage improvements in methods of developing groundwater; to safeguard the public welfare by disseminating information to protect groundwater from contamination and misuse; to improve communications between State Regulatory Officials and professionals and technicians working with groundwater; and to cooperate with and/or affiliate with the activities of state and national associations organized in the interest of groundwater use, conservation, management and protection.

**ARTICLE IV**

Powers

In furtherance of the objects of this Corporation, it shall have the power to:

1. establish by-laws and make all rules and regulations necessary for the management of its affairs.

2. grant aid, gifts, loans, fellowships, scholarships or otherwise, to support groundwater research and technology or publication of scientific or technological material.
3. receive property, both real and personal, by gift, devise, bequest, or otherwise, subject to such conditions as may be attached hereto.

The foregoing enumeration of the powers of this Corporation is in extension and not in limitation of its powers, and in addition to the above-mentioned powers, this Corporation shall also have all powers necessary or incidental to the furtherance of its objectives.

## **ARTICLE V**

### Duration

The corporate period of this Corporation shall begin on the date the Secretary of State, State of Iowa issues to it a certificate of incorporation as a corporation not for pecuniary profit, and shall terminate one hundred (100) years from said date, unless sooner dissolved by vote of three-fourths (3/4ths) of all the then members of this Corporation. By a majority vote of all the then members of the Corporation entitled to vote at any meeting of the members of the Corporation, the duration of this Corporation may be renewed from time to time for such further periods as the laws of the State of Iowa at the time of renewal permit.

## **ARTICLE VI**

### Membership

Members of this Corporation shall be elected at any time by procedures provided in the By-Laws of this Corporation and amendments thereto in effect at the time of election. The membership of this Corporation shall consist of six (6) classes of individuals: 1) MEMBER, 2) AFFILIATE, 3) STUDENT, 4) HONORARY, 5) CORPORATE, and 6) SUBSCRIBER and the qualifications required for and the privileges of each class shall be defined in the By-laws of the Corporation and amendments thereto in effect at the time of election of a member.

## **ARTICLE VII**

### Meetings of Members

An annual meeting of this Corporation shall be held during the second half of each calendar year at such place within the State of Iowa as may be designated by the Board of Directors. Provisions for meetings of the membership of this Corporation other than the annual meeting, notice of meetings of the corporate membership, matters of voting, quorum, adjournment, and all other matters relating to meeting of the membership shall be determined as provided for in the By-laws of this Corporation. Each Member of this Corporation shall be entitled to one (1) vote. Members may vote by written proxy or in person at any meeting of the Corporation by methods provided in the By-laws of this Corporation. Affiliate and Student members may not vote.

## **ARTICLE VIII**

### Powers of the Membership

The members of this Corporation entitled to vote shall have full control of its affairs, except as these Articles of Incorporation and the By-laws of the Corporation provide otherwise.

## **ARTICLE IX**

### **Officers**

The officers of this Corporation shall consist of a President, a Vice-President who is also the President-Elect, a Secretary, and a Treasurer, and such other officers as may from time to time be provided in the By-laws of the Corporation. The officers shall be elected by members of the Corporation entitled to vote at times and for terms as provided in the By-laws of the Corporation. The officers shall serve until their successors take office.

The initial officers who shall serve until the membership elects their successors, in accordance with the By-laws are as follows:

#### Officers Name Address

President Jerald L. Schnoor Iowa City, Iowa  
Vice-President/ Harold M. Jensen Cedar Falls, Iowa  
President-Elect  
Secretary D. Roger Bruner Coralville, Iowa  
Treasurer Kenneth C. Choquette Des Moines, Iowa

Removal of officers, replacement of officers, and any and all matters relating to the officers of this Corporation and their duties shall be determined as provided for in the By-laws of this Corporation.

## **ARTICLE X**

### **Board of Directors**

The Board of Directors shall consist of the President, the Vice President/President Elect, the immediate Past-President, the Secretary, the Treasurer, and three (3) at-large Directors elected by the membership as provided in the By-laws of this Corporation. The elected Board of Directors shall appoint the Newsletter Editor who shall serve as a voting member of the Board of Directors. The President shall be Chairman of the Board of Directors.

Except as the membership of this Corporation may specifically limit such powers, this Board of Directors shall have full power to manage, direct, and conduct the affairs and the business of this Corporation. The Chairman may call meetings of the Board at any time and at any place to conduct proper business of the Board and a quorum shall consist of four (4) members of the Board designated in this Article X. The Board of Directors shall hold at least one (1) meeting each fiscal year.

## **ARTICLE XI**

### **Exemption From Personal Liability**

The private property of all classes of members, directors, officers and employees of this Corporation shall be exempt from liability for any and all debts, obligations or liabilities of this Corporation.

## **ARTICLE XII**

### **Indemnification of Directors and Officers**

Every person who is or has been a Director or officer of this Corporation shall be indemnified and held harmless by the Corporation from and against all cost and expenses which may be imposed upon or reasonably incurred by him in connection with or arising out of any claim, action, suit, or proceeding in which he may be involved by reason of his being or having been a Director or officer of this Corporation whether or not he continues to be a Director or officer at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, counsel fees and amounts of judgements against, and amounts paid in settlements by, any such Director or officer, other than amounts paid to the Corporation itself; provided however, that no such Director or officer shall be so indemnified: 1) with respect to any matter as to which such director or officer shall, in any such action, suit, or proceeding, unless (a) such settlement shall, with knowledge of the indemnification provided for hereby, be approved by the court having jurisdiction of such action, suit, or proceeding; or (b) such settlement shall have been made upon the written opinion of independent legal counsel, selected by or in a manner determined by the Board of Directors, to the effect that there is no reasonable ground of liability for misconduct on the part of such director or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit, or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such director or officer may be entitled as a matter of law.

### **ARTICLE XIII**

#### Compensation of Directors and Officers

Members of the Board of Directors, the elected officers, and members of any committees provided for in the By-laws of this Corporation shall serve without compensation. Nothing herein contained shall be construed to preclude any member of the Board of Directors or any officer from serving the Corporation as an employee or other capacity and receiving proper compensation therefore; provided, the position of employment or duty assignment is stipulated as such in the By-laws of this Corporation and has been confirmed by a vote of two-thirds (2/3rds) of the Board of Directors.

### **ARTICLE XIV**

#### Amendments

Except as hereinafter provided, these Articles of Incorporation may be emended at any annual meeting of the members of this Corporation; provided the proposal for amendment has been submitted to the Board of Directors not less than sixty (60) days preceding the date of the annual meeting. These Articles of Incorporation may also be amended at any special meeting of the members of this Corporation upon the request of two (2) of the members of the Board of Directors or ten (10) percent of the members entitled to vote of the Corporation. A majority vote of all members entitled to vote of this Corporation shall be required to authorize amendment. Notice of any meeting at which it is proposed to amend these Articles of Incorporation shall be sent by ordinary mail to each member of his last known post-office address at least thirty (30) days prior to such meeting stating the proposed amendment in substance and signed by the Secretary. These Articles of Incorporation may also be amended according to any other procedure authorized by the laws of the State of Iowa which may be in effect at the time of the amendment. The following Articles of these Articles of Incorporation may not at any time be amended. Article III setting forth the purposes and objectives of this Corporation, and Article XI exempting the private property of individual members from liabilities of this Corporation.

IN WITNESS WHEREOF, we have hereunto adopted the foregoing Articles of Incorporation and affixed our signatures this \_\_\_ day of \_\_\_\_\_, 1984.

\_\_\_\_\_  
Jerald L. Schnoor, Iowa City, Iowa

\_\_\_\_\_  
D. Roger Bruner, Iowa City, Iowa

\_\_\_\_\_  
Paul J. Horick, Iowa City, Iowa

Dated \_\_\_\_\_

Amended by vote of the membership, October 1990.

ACKNOWLEDGEMENTS

State of Iowa  
County of Johnson

On this day of July, 1984, before me, the undersigned, a Notary Public in and for Johnson County, State of Iowa, personally appeared Jerald L. Schnoor to me personally known to be one of the identical persons who executed the foregoing instrument as an incorporator and he did acknowledge the same to be his voluntary act and deed for the uses and purposes therein expressed.

Witness my hand and Notarial Seal at Iowa City, Johnson County, Iowa, this day of July, 1984.

\_\_\_\_\_  
Notary Public in and for Johnson County, Iowa

(SEAL)

My Commission expires: \_\_\_\_\_

State of Iowa  
County of Johnson

On this day of July, 1984, before me, the undersigned, a Notary Public in and for Johnson County, State of Iowa, personally appeared D. Roger Bruner to me personally known to be one of the identical persons who executed the foregoing instrument as an incorporator and he did acknowledge the same to be his voluntary act and deed for the uses and purposes therein expressed.

Witness my hand and Notarial Seal at Iowa City, Johnson County, Iowa, this day of July, 1984.\_

\_\_\_\_\_  
Notary Public in and for Johnson County, Iowa

(SEAL)

My Commission expires: \_\_\_\_\_

State of Iowa  
County of Johnson

On this day of July, 1984, before me, the undersigned, a Notary Public in and for Johnson County, State of Iowa, personally appeared Paul J. Horick to me personally known to be one of the identical persons who executed the foregoing instrument as an incorporator and he did acknowledge the same to be his voluntary act and deed for the uses and purposes therein expressed.

Witness my hand and Notarial Seal at Iowa City, Johnson County, Iowa, this day of July, 1984.

\_\_\_\_\_  
Notary Public in and for Johnson County, Iowa

(SEAL)

My Commission expires: \_\_\_\_\_

OFFICE OF THE SECRETARY OF STATE

Des Moines, Iowa

This instrument record in Book , Page , 1984.

Expires 2084, Cert. No.

Receipt No. filed by D. Roger Bruner, Secretary, Iowa City, Iowa, Filing Fee \$5.00,

Recording Fee .

(s) \_\_\_\_\_  
Secretary of State

**Amendments to**

**THE IOWA GROUNDWATER ASSOCIATION  
ARTICLES OF INCORPORATION  
IOWA CITY, IOWA**

The following amendments, ratified by a vote of the Iowa Groundwater Association membership on October 27, 1992, are to be made to the Articles of Incorporation for the Iowa Groundwater Association which were originally filed in May, 1985:

1. Delete Articles VI, VII, and VIII.
2. Delete the first paragraph of Article IX.
3. Delete the first paragraph of Article X.

4. Insert the following new article as Article VI.

**Article VI**

Disposition of Assets

In the event of dissolution of the Iowa Groundwater Association, the assets thereof, after providing for all obligations and liabilities of the Iowa Groundwater Association, shall be disposed of exclusively for the purpose of the Iowa Groundwater Association in such manner or to such organizations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954, as shall be determined by the Board of Directors.

5. Renumber Articles IX through XIV to Articles VII through XII, respectively; renumber the reference to Article X in the renumbered Article VIII as follows "...a quorum shall consist of four (4) members of the Board designated in this Article X VIII..."; and, renumber the reference to Article IX in the renumbered Article XII as follows "...and Article XI VII exempting the private property of..."

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Paul VanDorpe  
Treasurer, Iowa Groundwater Association  
November 2, 1992

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ARTICLES OF INCORPORATION  
IOWA CITY, IOWA**

A Corporation Not For Pecuniary Profit

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**ARTICLE I**

Name

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**ARTICLE II**

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### **ARTICLE IV**

#### Powers

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1. establish by-laws and make all rules and regulations necessary for the management of its affairs.
2. grant aid, gifts, loans, fellowships, scholarships or otherwise, to support groundwater research and technology or publication of scientific or technological material.
3. receive property, both real and personal, by gift, devise, bequest, or otherwise, subject to such conditions as may be attached hereto.

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## **ARTICLE VII**

### Officers

The initial officers who shall serve until the membership elects their successors, in accordance with the By-laws are as follows:

#### Officers Name Address

President Jerald L. Schnoor Iowa City, Iowa  
Vice-President/ Harold M. Jensen Cedar Falls, Iowa  
President-Elect  
Secretary D. Roger Bruner Coralville, Iowa  
Treasurer Kenneth C. Choquette Des Moines, Iowa

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## **ARTICLE VIII**

### Board of Directors

Except as the membership of this Corporation may specifically limit such powers, this Board of Directors shall have full power to manage, direct, and conduct the affairs and the business of this Corporation. The Chairman may call meetings of the Board at any time and at any place to conduct proper business of the Board and a quorum shall consist of four (4) members of the Board designated in this Article X. The Board of Directors shall hold at least one (1) meeting each fiscal year.

## **ARTICLE IX**

### Exemption From Personal Liability

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## **ARTICLE X**

### Indemnification of Directors and Officers

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whether or not he continues to be a Director or officer at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, counsel fees and amounts of judgements against, and amounts paid in settlements by, any such Director or officer, other than amounts paid to the Corporation itself; provided however, that no such Director or officer shall be so indemnified: 1) with respect to any matter as to which such director or officer shall, in any such action, suit, or proceeding, unless (a) such settlement shall, with knowledge of the indemnification provided for hereby, be approved by the court having jurisdiction of such action, suit, or proceeding; or (b) such settlement shall have been made upon the written opinion of independent legal counsel, selected by or in a manner determined by the Board of Directors, to the effect that there is no reasonable ground of liability for misconduct on the part of such director or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit, or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such director or officer may be entitled as a matter of law.

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## ARTICLE XII

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Jerald L. Schnoor, Iowa City, Iowa

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D. Roger Bruner, Iowa City, Iowa

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Paul J. Horick, Iowa City, Iowa

Dated \_\_\_\_\_

Amended by vote of the membership, October 27, 1992