

BY-LAWS OF
MAINE GROUND WATER ASSOCIATION

ARTICLE I-OFFICE

The principal office of the corporation shall be in the City of Gardiner, County of Kennebec, and State of Maine. The corporation may also have offices at such other places within or without the State of Maine as the Board of Directors may from time to time determine.

ARTICLE II-PURPOSE

It shall be the purpose of this association to assist, promote, encourage and support the interests and welfare of the groundwater industry in all of its phases in the State of Maine; to foster, aid and promote scientific education, standards, research, and techniques in order to improve methods of drilling water well, pump installations, and monitoring well construction; to promote harmony and cooperation between water well, monitoring well contractors, pump installation contractors, scientific agencies and regulatory agencies relative to the proper development and protection of groundwater; to encourage cooperation of all interested groups relative to the improvement of drilling and pumping equipment; and to advance generally the mutual interest of all those engaged in the groundwater industry, in their own and the public interest in Maine.

ARTICLE III-DIRECTORS

1. Power: The Board of Directors shall manage the activities of the Corporation.

The Board of Directors shall have control and management of the affairs and business of the Corporation.

2. Number of Directors: The number of Directors shall be at least six (6) but not more than eleven (11). Of those there may be (1) Out of State Resident, (1) Employee member, (1) Manufacturer/ Supplier member. There can be any combination of the 3 or none at all. All remaining Directors have to be Maine Residents **AND** Contractor Members.

3. Election and Term of Directors: At each annual meeting Directors shall be elected to said office until the expiration of the term for which he or she is elected and until his or her successor has been elected and qualified, or until his or her prior resignation or removal.

The immediate Past President, President, Vice President, Treasurer, and Secretary, by virtue of their election to those positions, shall be members of the Board of Directors. In addition, there shall be elected annually, from the voting membership, three (3) Directors, each to serve a term of two (2) years.

The President of the Association shall be the Chairman of the Board of Directors.

4. Vacancies: Vacancies occurring by reason of resignation or death of Directors shall be filled by the Board of Directors. A Director elected, by the Board of Directors, to fill a vacancy shall be elected to hold office until the next annual meeting.

5. Removal of Directors: The entire Board of Directors, or any individual Director, may be removed with or without cause by an affirmative vote of at least two-thirds (2/3) of the voting membership. Said vote shall take place at a special meeting of the membership called expressly for such purpose. If any or all Directors are removed at such meeting, new Directors may be elected at the same meeting without express notice being given of such election.

6. Resignation: A director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and acceptance of the resignation shall not be necessary to make it effective.

7. Regular Annual Meeting: A regular meeting of the Board shall be held immediately following the annual meeting of the members.

8. Place and Time of Board Meeting: The Board may hold its meeting at the office of the Corporation or at such other places, either within or out of the State of Maine, as it may from time to time determine.

9. Notice of Meetings of the Board, Adjournment:

(a) Regular or virtual meeting of the Board may be held without notice at such time and place as needed. Special meetings of the Board shall be held upon notice of the Directors and may be called by the President upon seven (7) days' notice to each Director either personally or by mail, or email; special meetings shall be called by the President or Secretary in a like manner on written request of at least three (3) Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after its commencement.

(b) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment and unless such time and place are announced at the meeting, to the other Directors.

10. Quorum and Vote of Directors: A majority of the number of directors elected at each annual meeting shall constitute a quorum for transaction of business at any regular or special meeting of the Board of Directors.

The Chairman of the Board of Directors shall vote only when necessary to break a tie vote.

Any action required to be taken, or which may be taken, at a meeting of the Board of Directors or a committee of the Directors, may be taken without a meeting if all of the directors or all members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of Director's meetings or committee meetings, as the case may be, and shall have the same effect as a unanimous vote.

11. Compensation: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers or other private persons excepting reasonable compensation paid to such persons for services rendered to or for the corporation in carrying out its purposes.

ARTICLE IV-OFFICERS

1. Officers, Election, Term:

- (a) At each annual meeting, the members shall elect a President, Vice President, Secretary, and Treasurer, to be selected from the voting membership and be a resident of Maine, who shall have duties, powers and functions as hereinafter provided.

- (b) All officers will be elected to hold office until the next annual meeting of members.

- (c) Each officer shall hold office for the term of which he or she is elected and until his or her successor has been elected or appointed and qualified.

- (d) A person may hold more than one office in any year.

2. Removal, Resignation, Bond:

- (a) Any or all Officers may be removed with or without cause by an affirmative vote of at least two-thirds (2/3) of the voting membership. Said vote shall take place at a

special meeting of the members called expressly for such purpose. If any or all Officers are removed at such meeting, new Officers may be elected at the same meeting without express notice being given of such election.

(b) An Officer may resign at any time by giving written notice to the Board of Directors.

(c) In the event of the death or resignation of any officer, the Board shall elect a successor to fill the unexpired term.

(d) The Directors may require any officer to give security for the faithful performance of his or her duties.

3. President: The President shall be the chief officer of the corporation and shall preside at all meetings of the membership. The President shall perform all the duties incident to his or her office and shall perform such other duties and shall have such other powers as the Board of Directors shall designate.

The President shall have the power to appoint all committees, officers, and agent's as he/she deems necessary, and to delegate to such committees, officers and agents such duties and powers as he/she deems necessary.

4. Vice President: During the absence or disability of the President, the Vice President shall have all the powers and functions of the President. The Vice President shall perform such other duties as the Board shall prescribe,

5. Secretary: The Secretary shall:

(a) Attend all meetings of the Board and members.

(b) Record all notes and minutes of all proceedings in a book to be kept for that purpose.

(c) Give or cause to be given, notice of all meetings of members and of special meetings of the Board.

(d) When required, prepare or cause to be prepared and available at each meeting of members, a certified list in alphabetical order the name of members entitled to vote there.

(e) Keep all documents and records of the corporation as required by law or otherwise, in a proper and safe manner.

(f) Perform such other duties as may be prescribed by the Board.

(g) Insurance Policy: The Secretary, Treasurer, President, Vice President, or any other person entrusted with the handling of funds or property of the Association shall, at the discretion of the Board of Directors, furnish, at the expense of the Association, a director's and officer's and/or a liability insurance policy approved by the board, in such sum as the Board may prescribe.

6. Treasurer: The treasurer shall:

(a) Have the custody of the corporate funds and securities.

(b) Keep full and accurate accounts of receipts and disbursements in the corporate books.

(c) Deposit all money and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board.

(d) Disburse the funds of the Corporation as may be ordered and authorized by the Board and preserve vouchers for such disbursements.

(e) Render to the President and Board at the regular meetings of the Board, or whenever they require it, a written account of all his or her transactions as treasurer and of the financial condition of the Corporation, in a form approved by the Board of Directors.

(f) Render a full written financial report at the annual meeting.

(g) Be furnished by all corporate officers and agents at his or her request, with such reports and statements as he or she may require as to all financial transactions of the corporation.

(h) Perform such other duties as are given to him or her by these By-Laws or as from time to time are assigned to him or her by the Board or the President. The Board may from time to time designate and authorize any officer to sign checks.

7. Registered Agent: The Registered Agent shall be elected by the Board of Directors and shall be sworn to the faithful performance of his or her duties. He or She shall be a resident of the State of Maine, shall send proper notices of all annual Director's

meetings and faithfully perform all duties required by statute, the Corporation or the Board of Directors. He or she shall keep in safe custody, the seal of the Corporation and affix it to any instrument when authorized by the Board. The Registered Agent need not be a member.

ARTICLE V- AMENDMENTS

1. These By-Laws may be amended by a two-thirds vote of the voting members present at the annual meeting or at any special membership meeting called for such purpose, provided that notice of proposed amendments shall have been given to the members at least two (2) weeks in advance, and not otherwise.

2. Revised By-Laws shall not go into effect until final adjournment, and shall be open to further debate and amendment at any time prior to said adjournment.

ARTICLE VI- MEMBERSHIP

1. The membership of this organization shall consist of Contractor; Employee; Scientist, Engineer & Public Agency; Manufacturers & Suppliers; Associate Member; Honorary Member.
2. **Contractor Membership:** A person may qualify to become a Contractor Member by meeting one of the following criteria:
 - a) Any person who has a current State of Maine Master Water Well Drillers license or Maine Master Pump Installer's License
 - b) Any person who is active in the daily operations of a corporation, partnership, or sole proprietorship engaged in the groundwater industry in the State, that owns and operates water well drilling equipment, and shows proof of ownership in said corporation, partnership or sole proprietorship, subject to the limitation that only three such owners of stock, or only three members of a partnership, who do not have a Master Water Well Drillers license, may become a Contractor member.
3. **Employee Membership:** Any person that is employed by a State of Maine Licensed Well Drilling or Pump Installation Company. Employee members shall be subject to these By-Laws and shall be entitled to all privileges of this Association except voting and holding an officer position (President, Vice President, Secretary, Treasurer), they may become a director. Employee members may be appointed to and serve on Committees. The one single Employee member that may be a director can vote on matters being discussed during the Board of Director's meeting but is not able to vote during general/special meeting business.

4. **Scientists, Engineers & Public Agencies:** Any person engaged in the supervision, regulation, evaluation, development or study of the groundwater industry. These members shall be subject to these By-Laws and shall be entitled to the privileges of this Association except voting and holding office. These members may be appointed and serve on committees.
5. **Manufacturers & Suppliers:** Any person or company engaged in the business of supplying or manufacturing of equipment, materials or supplies used in the groundwater industry. These members shall be subject to these By-Laws and shall be entitled to the privileges of this Association except voting and holding office. These members may be appointed and serve on committees. The one single Manufacturer/Supplier member that may be a director can vote on matters being discussed during the Board of Director's meeting but is not able to vote during general/special meeting business.
6. **Associate Member:** Any person or company that is interested in the groundwater industry who is not eligible to become a member of another membership section. These members shall be subject to these By-Laws and shall be entitled to the privileges of this Association except voting and holding office. These members may be appointed and serve on committees.
7. **Honorary Member:** Persons of acknowledged eminence in the groundwater industry in the State of Maine, or those who have contributed a special service to the furtherance of this industry and association.

Persons eligible for honorary membership shall be recommended for approval by the Board of Directors and will be accepted upon approval of a majority of the voting members at any regular or special meeting.

Honorary & Scientist, Engineers, & Public Agency members are exempt from association membership fees and shall retain all rights and privileges otherwise afforded their respective general class of membership.

All other classes of membership will have to pay dues as determined by the board of directors.

All prospective Contractor; Employee; Scientist, Engineer & Public Agency, Manufacturer & Supplier; Associate or Honorary members shall complete a membership application which shall be reviewed by the Board of Director's. The President will appoint a committee to review and approve or reject the applications for contractor membership. If the committee accepts the applicant they will be approved, if an applicant is rejected by the committee then the application will be sent to the full Board of Directors for a vote. At this time, the applicant will have the opportunity to represent themselves at

the meeting to discuss their application. Honorary Members need not complete a membership application, however, they must be approved by the voting membership.

8. By affirmative vote of two-thirds of the voting membership, the Association may reprimand, suspend, or expel any member, for good cause shown, provided such member is notified in writing of his or her possible reprimand, suspension, or expulsion and that he or she is afforded the opportunity of a hearing before the Association prior to such decision.

ARTICLE VII- MEETING

1. The annual meeting of the members shall be held between January 1st and February 15th at a place or virtual meeting designated by the Board of Directors. Notices of the annual meeting shall be sent by one of the officers to each member at least seven days prior to the annual meeting.

2. Regular and Special meetings of the members may be called by the President upon a vote of the Directors at any time throughout the year, and in the event of such meetings, notices shall be sent by one of the officers to each member at least seven days before such meetings.

3. At any meeting of the membership, a member may be entitled to vote by proxy, executed in writing by the member or by his duly authorized attorney in fact.

VIII-FISCAL YEAR

1. The fiscal year shall be January 1 through December 31' of the same calendar year.

Amended 4-11-1992

Amended 1-29-1994

Amended 1-07-1995

Amended 1-06-1996

Amended 8-01-1998

Amended 5-07-2005

Amended 1-10-2015

Amended 3-12-2018

Amended 2-15-2021

Amended 2-22-2021

Amended 3-22-2021

Amended 4-12-2021

Amended 4-23-2021