

Bylaws of the Rhode Island Ground Water Association

Last Revision: April 16, 2009

Article 1 – Name and Address

Section 1.01. Name. The name of this Association shall be the **Rhode Island Ground Water Association**, a non-profit corporation organized under the laws of the State of Rhode Island, hereinafter referred to as RIGWA.

Section 1.02. Address. The mailing address for the RIGWA shall be: P.O. Box 40278, Providence, Rhode Island 02940-0278. The RIGWA e-mail address shall be info@rigwa.org and the RIGWA website shall be www.rigwa.org.

Article 2 – Objectives and Mission

Section 2.01. Mission. The mission of the RIGWA is to enhance the skills and credibility of all ground water professionals, develop and exchange industry knowledge, to foster, aid, and promote scientific education, standards, research, and techniques, in order to improve methods of well construction and development; to promote the ground water industry and understanding of ground water resources, and to advance generally the mutual interests of all those involved with the ground water industry, in their own and the public welfare.

Article 3 - Notices

Section 3.01. Notices. Unless otherwise specified, any notice provided for in these Bylaws can be delivered personally, or delivered via first-class U.S. mail, fax, e-mail, courier service or telegram, or included in the monthly RIGWA newsletter.

Article 4 - Membership

Section 4.01. Nature of the RIGWA. The RIGWA is a voluntary organization without capital stock. Its membership shall be composed of persons, firms, or organizations engaged in the ground water industry professions who may from time to time be admitted to membership as provided by these Bylaws. Membership in the RIGWA will not be restricted in any way for reasons of race, creed, color, religion, sex, ancestry, age, sexual orientation, gender identity or expression, physical handicap, mental handicap, and/or veteran status.

Section 4.02. Industry Definitions. The term "ground water industry" as used in these Bylaws embraces all industries and persons engaged in the design of, the constructing or servicing of, and/or the regulation or monitoring of, ground water-related well systems; studying, teaching or perfecting related technology; evaluating water resources; analysis of ground water; developing, modeling of, or

remediating water resources; or manufacturing or supplying equipment to accomplish those tasks. Ground water-related well means any excavation, regardless of design or method of construction, created for any of the following purposes: removing ground water from or recharging water into an aquifer; determining the quantity, quality, level, or movement of ground water in or the stratigraphy of an aquifer; and removing or exchanging heat from ground water.

Section 4.03. Membership. (a) The membership of the RIGWA shall consist of Active, Associate, Retired/Emeritus, Life and Honorary Members.

(b) As used in these Bylaws, a corporation, firm, partnership, and/or organization shall be hereinafter referred to as a “firm or organization”.

(c) Any firm or organization that wishes to join the RIGWA shall provide the name(s) and address(es) of those individual(s) who are authorized to vote – on behalf of the firm or organization – on matters before the RIGWA Membership. This authorization must be in writing and signed by a President, Vice President, Director, Incorporator, or other authorized individual of the Member firm or organization. No officer, director, employee, agent, representative, and/or contractor of the Member firm or organization shall be eligible to vote until such authorization is received by the Secretary of the RIGWA.

(d) The Secretary of the RIGWA shall be responsible for maintaining the official Membership list.

Section 4.04. Active Members. (a) Any person, firm or organization that is interested in the work of the RIGWA and is actively involved in the ground water industry actively involved in the ground water industry may become an Active Member and shall be classified into one of the following Divisions:

(b) Contractors Division. Any person, firm, or organization, primarily engaged in the business of ground water-related construction or service and/or pump installation or service or any individual enrolled in a high school, university, college, preparatory school or vocational education curriculum, public or private, studying subject matter embracing the ground water industry.

(c) Engineering Division. Any person, firm, organization, or government official engaged in the supervision, regulation, evaluation, development, remediation or investigation of groundwater or ground water supply installations or related technology or any individual in a university, college or preparatory school, public or private, studying or teaching subject matter embracing the ground water industry.

(d) Manufacturers Division. Any person, firm, or organization engaged in manufacturing equipment, materials or supplies used in the ground water industry.

(e) Suppliers Division. Any person or firm who does no contracting for the construction of ground water-related wells and/or installation and servicing of water pumps, and which:

(i) is an established wholesaler maintaining a warehouse and stock of pumps, pump parts, and other water handling equipment which are sold regularly to dealers and/or contractors for resale; or

(ii) is engaged in the business of supplying equipment, rigs, or tools or rendering

specialized services to the ground water industry from an established place of business in its trading area.

(f) All Active Members must select one division of the RIGWA. No active Member may join more than one division of the RIGWA.

Section 4.05. Associate Members. Any person, firm, or organization interested in the work of the RIGWA who is not eligible to become an Active Member may become an Associate Member.

Any person, firm, or organization whose application is received by the President or his authorized designee, properly completed, payment of whose annual dues is received and processed, and who meets the definition above is an Associate Member of the RIGWA upon being so notified.

Associate Members may not be organized into a Division of the RIGWA.

Dues for Associate Members shall be established by the RIGWA Board of Directors.

Section 4.06. Retired/Emeritus Members. Persons who have been Active Members of the RIGWA and who, as a result of retirement, disability or other good cause, are no longer active in the ground water industry may be granted Retired/Emeritus membership upon the recommendation of the Board of Directors. Dues shall be established by the RIGWA Board of Directors. A Retired/Emeritus Member may serve as a Delegate if the person is so designated by the RIGWA Board of Directors. Retired/Emeritus Members may not be organized into a Division of the RIGWA.

Retired/Emeritus Membership is for individuals only, and not for their businesses, their employers, or their employees. Should an individual granted with Retired/Emeritus Membership also be the primary membership link for a firm's Association membership, then the firm must appoint a new primary in the place of the Retired/Emeritus Member.

Section 4.07. Life Members. Persons of acknowledged eminence in the ground water industry, or who have contributed some special service in the furtherance of the ground water industry or to RIGWA, may be elected to Life membership upon recommendation of any RIGWA member and an affirmative vote of the RIGWA Board of Directors. Life Members may not be organized into a Division of the RIGWA.

Life Members elected from the Active membership shall retain all the privileges of an Active Member.

Life Membership is for individuals only, and not for their businesses, their employers, or their employees. Should an individual honored with Life Membership also be the primary membership link for a firm's Association membership, then the firm must appoint a new primary in the place of the Life Member.

Life Members are exempt from membership fees and shall be entitled to all privileges and benefits as established by the RIGWA Board of Directors.

Section 4.08. Honorary Members. Persons of acknowledged eminence from outside the ground water industry who have contributed some special service to the industry or to RIGWA may be named an Honorary Member upon an affirmative vote of the RIGWA Board of Directors. Honorary Members are

exempt from membership fees and shall be entitled to all privileges and as established by the RIGWA Board of Directors. Honorary Members may not be organized into a Division of the RIGWA.

Section 4.09. Application and Eligibility. (a) Any person, firm, or organization eligible for Active membership whose application is received by the Board of Directors, properly completed, and whose annual dues are fully paid shall be deemed an Active Member of the RIGWA upon a majority vote of the Board of Directors. An eligible person, firm, or organization shall be any person, firm, or organization meeting the qualifications set forth in these Bylaws and the written policies of the RIGWA.

(b) Any eligible person, firm, or organization whose application is received by the Board of Directors, properly completed, and whose annual dues are fully paid (or who is exempt from Dues pursuant to Section 5.09 of these Bylaws) shall be deemed an Associate Member of the RIGWA upon a majority vote of the Board of Directors. An eligible person, firm, or organization shall be any person, firm, or organization meeting the qualifications set forth in these Bylaws and the written policies of the RIGWA.

(c) Any person, firm, or organization who meets the requirements set forth by these Bylaws as either a Life, Retired/Emeritus, or Honorary member shall be deemed a Life, Retired/Emeritus, or Honorary member of the RIGWA upon a majority vote of the Board of Directors. An eligible person, firm, or organization shall be any person, firm, or organization meeting the qualifications set forth in these Bylaws and the written policies of the RIGWA.

Section 4.10. Removal. (a) Any person, firm, or organization shall be removed from membership in the RIGWA if, by a two-thirds (2/3rds) vote of the RIGWA Board of Directors, it is determined that such person, firm, or organization does not meet the qualifications for membership set forth in this Article; provided, however, that said person, firm, or organization has been provided at least fourteen (14) days written notice detailing the alleged lack of qualifications for membership and has been afforded the right to a hearing before the RIGWA Board of Directors and representation therein by counsel; and provided further, that said person, firm, or organization may appeal a RIGWA Board of Directors' decision adverse to it within thirty (30) days after that decision has been communicated in writing to the person, firm, or organization in question, for consideration at the next RIGWA properly-called meeting and that such a decision is affirmed by the Members at the next RIGWA properly-called meeting by not less than a two-thirds (2/3rds) vote thereof.

(b) A written complaint, signed by two (2) or more Members of the RIGWA, shall initiate the above process for hearing before the RIGWA Board of Directors. The complaint must identify any alleged lack of qualification(s) for membership and contain specific reference(s) to the qualification requirement(s) contained in this Article that are alleged to be deficient. The complaint shall include specific reference contained in any other documents that supports the complaint, and copies of such documents shall be attached to the complaint.

(c) Nonpayment of dues shall be cause for automatic removal; provided that appropriate invoices have been sent to the Member, and that at least thirty (30) days have been allowed for response.

Article 5 – Dues

Section 5.01. Dues [Effective on September 1, 2009]. Annual dues for the upcoming calendar year shall be established by the RIGWA Board of Directors no later than September 30th. The RIGWA Board of Directors shall set dues for Associate, Retired/Emeritus, Life, and Honorary Members, or other such categories that may be determined by the RIGWA Board of Directors.

Section 5.02. Payment of Dues [Effective on September 1, 2009]. The Treasurer of the RIGWA shall send out invoices to each RIGWA member between October 1st and October 31st of each year to request payment of dues for the subsequent calendar year. All members who remit their dues to the RIGWA on or before December 31st of each year shall have their membership renewed for the subsequent calendar year.

Section 5.03. Form of Payment [Effective on September 1, 2009]. All dues remitted to the RIGWA shall be in the form of a check or money order made payable to the Rhode Island Ground Water Association. Dues should be either given to the Treasurer at any properly-called meeting or mailed to the Rhode Island Ground Water Association, P.O. Box 0000, Providence, RI 02940-0000.

Section 5.04. Payment of Dues – Final Notice [Effective on September 1, 2009]. (a) After November 20th of each year, the Treasurer shall send a notice via first-class U.S. Mail - to be postmarked no later than November 25th - to each Member that has not paid their membership dues for the subsequent calendar year. The notice shall be worded in a way that appropriately informs the Member that their membership will expire on December 31st of the current year unless dues for the subsequent calendar year are received by RIGWA on or before December 31th. If the Member fails to remit a payment to the RIGWA by December 31st, their membership shall expire on December 31st.

(b) The Treasurer shall keep a copy of each notice described in Section (a) herein and shall record the date that each notice had been mailed.

Section 5.05. Application for Membership [Effective on September 1, 2009]. All persons who wish to join the RIGWA must complete an application for membership, to be provided on a standard form. All Applications for Membership must be approved by a majority vote of the RIGWA Board of Directors.

Section 5.06. Term of Membership. All memberships shall expire on December 31st of each calendar year. All Members shall be eligible to renew their memberships provided Member maintains the qualifications set forth in Section 4.02 – Section 4.09 of these Bylaws.

Section 5.07. Refund of Membership Dues. RIGWA Membership dues shall be considered to be non-refundable. In the event that unusual or exigent circumstances exist, the Member shall petition the RIGWA Board of Directors, in writing, for a refund of such dues. The RIGWA Board of Directors may, at its discretion and by a majority vote, refund a Member's dues.

Section 5.08. Adjustments of Membership Dues. Notwithstanding any of the above, the RIGWA Board of Directors may adjust all future dues based upon annual changes in the May consumer price index [CPI] for the United States of America. Any current year dues adjustment resulting from changes in CPI will not exceed the cumulative change in CPI from the prior three year period. CPI related dues adjustments, if any, will be determined by the RIGWA Board of Directors on or before September 30th

of each calendar year and, if required, shall become effective the following January. The RIGWA Board of Directors shall review student membership dues separately from any CPI dues increase.

Section 5.09. Government Agencies Exempt From Membership Dues. Any government agency that is presently a Member of the RIGWA or may become a Member of the RIGWA in the future, shall be exempt from membership dues. For the purposes of this section, a “government agency” shall be defined as any agency, authority, board, bureau, commission, department, division, office, quasi-public authority, and/or water district that is in any branch of a federal, state, county, regional, or municipal government which exercises governmental functions other than in an advisory nature. Nothing in this Section shall prohibit a government agency from paying membership dues if it so chooses.

Article 6 – Meetings

Section 6.01. Date(s) and Time(s) of Meetings. (a) In general, meetings of the RIGWA shall be held on the third (3rd) Thursday of each calendar month, except for the months of June, July, August and December. In general, meetings shall begin at 7:00 P.M. Eastern Time.

(b) The President of the RIGWA, or his designee, may modify the date and time of meeting(s) as necessary, provided that at least ten (10) days advance notice is given to RIGWA Members.

Section 6.02. Location of Monthly Meetings. The location of RIGWA monthly meetings shall be established by a Standing Rule.

Section 6.03. Annual Meeting. The RIGWA’s Annual Meeting shall be held at the same time as the RIGWA’s November monthly meeting.

Section 6.04. Special Meetings. Notice of any special meeting(s) shall be given by the President, or his/her designee, at least ten (10) days before such meeting. Such Notice shall include the purpose of the Special Meeting,

Section 6.05. Quorum. The quorum of any properly-called meeting of the RIGWA shall be five (5) persons.

Section 6.06. Voting – Eligibility. (a) Each Member shall be entitled to one (1) vote for each voting matter before the RIGWA Membership.

(b) As used herein, the term “employee” shall mean an officer, director, employee, agent, or contractor of a Member Firm or Organization. The National Ground Water Association and/or its affiliate state organizations, including but not limited to the Rhode Island Ground Water Association, shall not be considered to be a “Firm or Organization” under this section.

(c) Members That Are Firms or Organizations: A Member Firm or Organization shall have one (1) vote for each voting matter before the RIGWA Membership. If two (2) or more employees of a Member Firm or Organization are present at a meeting, and both employees are authorized to vote on behalf of the Member Firm or Organization as provided by Section 4.03(c) of these Bylaws, only one (1) employee of the Corporation shall be eligible to vote on behalf of the Member Firm or Organization.

(d) Persons Employed by More Than One Member Firm or Organization: If any person is employed by more than one (1) Member Firm or Organization, and such person is authorized to vote on behalf of more than one (1) Member Firm or Organization as provided by Section 4.03(c) of these Bylaws, that person shall be entitled to only one (1) vote for each voting matter before the RIGWA Membership.

(e) Individual Members: Any Member who is an individual member shall be entitled to one (1) vote for each voting matter before the RIGWA Membership.

Section 6.07. Statutory Requirements. (a) Pursuant to Section 7-6-30 of the General Laws of Rhode Island, the Secretary of the RIGWA shall maintain, in permanent form, the name and street address of each individual who is entitled to vote on matters before the RIGWA.

(b) The Secretary shall keep and maintain minutes of all meetings in the manner provided by *Robert's Rules of Order, 10th Edition*.

Section 6.08. Travel. The RIGWA Members present at any properly-called meeting shall, by a majority vote, have the power to:

- Appoint Members to serve as delegate(s) at the National Ground Water Association's Annual Exposition and Annual Meeting.
- Designate Member(s) to attend other events relating to the ground water industry.
- Determine what, if any, expenses shall be paid by the RIGWA for registration and travel-related expenses.
- Impose special conditions and requirements on the Member(s) travelling on behalf of the RIGWA.

Article 7 – Board of Directors

Section 7.01. Identification of Initial Directors. The Officers of the RIGWA, as identified below, shall serve as the *ex officio* Board of Directors through December 31, 2009:

Name	Home Address	Position	Term Expires
Matthew R. Miller	32 Contillo Dr. Johnston, RI 02919	President	December 31, 2009
Charles Caroselli	75 Grant Dr. North Kingstown, RI 02852	Vice President	December 31, 2009
Bryan Hale	6 East Edgewater Dr. Wareham, MA 02571	Secretary	December 31, 2009
James L. Paulhus	395 Switch Rd. Wood River Junction, RI 02894	Treasurer	December 31, 2009

Section 7.02. RIGWA Board of Directors. The management and control of the RIGWA and its affairs shall be vested in its Board of Directors. There shall be four (4) Members of the RIGWA on the Board of Directors until December 31, 2009, and three (3) Members of the RIGWA on the Board of

Directors beginning January 1, 2010. At least two (2) Directors shall be active Members of the Contractor's Division.

Section 7.03. Eligibility. No person shall be eligible to be an Officer or Director unless such person is both a Member in good standing of the RIGWA and actively engaged in the ground water industry. If any Officer or Director shall, during their term of office, cease to be a Member in good standing of the RIGWA or cease to be actively engaged in the ground water industry, the person shall thereupon cease to be an Officer or Director.

Section 7.04. Powers and Duties. The RIGWA Board of Directors shall have power to establish policy for carrying on the work and government of the RIGWA not inconsistent with these Bylaws; to fill vacancies which may occur during the term of any Board member; to have charge of all property and assets of the RIGWA; and to do all other lawful acts, necessary and proper to carry on the business of the RIGWA.

Section 7.05. Quorum. The quorum of any properly-called meeting of the Board of Directors shall be two (2) Directors.

Section 7.06. Election. At each year's November monthly meeting, Directors shall be elected for a term of one (1) year or until their successors are duly elected and qualified. Each Director's term shall begin on January 1st and end on December 31st. Any Director shall be eligible for re-election.

Section 7.07. Vacancies. Vacancies occurring on the RIGWA Board of Directors may be filled by majority vote of the remaining Directors, and shall be chosen from the Membership. Any Director elected to fill a vacancy shall serve the balance of the unexpired term of the former Director. Should more than one director vacancy occur at the same time, then the Board must act to reduce the total director vacancies to no more than one within forty (40) days of the occurrence of the second vacancy.

Section 7.08. Resignations. Any Director may resign by giving written Notice to the RIGWA Board of Directors. Such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

Section 7.09. Removal of Director. (a) A Director of the RIGWA may be removed at any time and for any reason, pursuant to the provisions contained in this section.

(b) Procedure for Removal: A written motion that calls for the removal of a Director of the RIGWA, may be introduced by any member of the RIGWA in good standing at any properly-called meeting of the RIGWA. This motion must be seconded – in writing - by a second Member of the RIGWA in good standing. The motion shall be delivered to the President of the RIGWA. This motion shall not be debatable.

(c) Appointment of Responsible Party: In the event that the Director named in the motion is also the President of the RIGWA, and/or if the Members present at the meeting where the motion is introduced decide, by a majority vote, that the President of the RIGWA is unable to carry out the procedures for removal in a fair and impartial manner, then the Members present at this meeting shall, by a majority vote, appoint a Member of the RIGWA in good standing as the "Responsible Party". The Member appointed as the "Responsible Party" shall have the responsibilities and powers described in Section 7.09(c)-(l) of these Bylaws. The President shall in no way prevent, or cause to prevent, Members from

voting on the matters described in this part, nor shall the President prevent, or cause to prevent, a “Responsible Party” appointed pursuant this part from carrying out his duties as herein provided.

(d) Notice of Motion: The President or Responsible Party shall send a notice to the Director who is named in the motion in a form that is substantially similar to the form below.

Date

Name of Director

Address

City, State, Zip

NOTICE OF MOTION TO REMOVE A DIRECTOR OF THE RHODE ISLAND GROUND WATER ASSOCIATION

**** IMMEDIATE RESPONSE REQUIRED ****

Dear [Name of Director],

Please be advised that a motion has been introduced at the Rhode Island Ground Water Association (RIGWA) Meeting which was held on [Date of Meeting Where Motion was Introduced] by [Name of Member Who Introduced Motion] and seconded by [Name of Member Who Seconded Motion]. The motion calls for you to be removed as a Director of the RIGWA. A copy of the motion is attached hereto.

Please be advised that, pursuant to the Bylaws of the RIGWA, you have the following options with regard to this motion. Please review these options carefully. Please select an option below, sign, and return this form to me at the address below:

- Request a Hearing on the Motion:** You may request a hearing on the motion. At the hearing, you may be represented by counsel at your own expense, speak, present witnesses, and present evidence in your defense. Each member of the RIGWA will be notified of the date, time, and place of the hearing. No other business of the RIGWA will be discussed at this hearing. At the conclusion of the hearing, the Members who attend the hearing will vote to either adopt the motion or the or reject the motion. [Name of President or Responsible Party] will serve as the Chair at the hearing.

- Request a Vote Without a Hearing:** You may request a vote on the motion without a hearing. A ballot will be sent to the each Member of the RIGWA, who will vote to either adopt the motion or reject the motion. A majority vote of the total RIGWA membership will be required to adopt the motion.

- Resign as a Director of the RIGWA:** You may choose to voluntarily resign as a Director of the RIGWA. Checking this box will serve as formal notice that you are resigning as a Director of the RIGWA and will dismiss the motion in its entirety.

[Name of Director] - Signature

____ / ____ / 20____
Date

Please select one of the options above and return this notice to [President or Responsible Party] via U.S. Mail at [Mailing Address of President or Responsible Party]. Your response must be postmarked no later than [Response date which is at least fourteen (14) days after the date this notice was mailed]. It is recommended, but not required, that you return this notice via U.S. Postal Service Certified or Registered Mail, Return Receipt Requested.

Should you fail to respond to this notice by [Response Date which is at least fourteen (14) days after the date this notice was mailed], this motion will be voted on at the RIGWA meeting on [Date, time, and location of next monthly meeting which is at least five (5) days after the response date listed herein] and the Members present at this meeting will vote to adopt this motion or reject this motion.

Please contact me at [telephone number, e-mail address, etc.] should you have any questions or concerns regarding this notice.

Sincerely,
[President or Responsible Party]

(e) Delivery of Notice: The President or Responsible Party shall send two exact (2) copies of the notice in Section (d) to the last known address of the Director named in the motion. One (1) copy shall be sent via U.S. Postal Service First-Class Mail, with Delivery Confirmation, and one (1) copy shall be sent U.S. Postal Service Certified or Registered Mail, Return Receipt Requested. In the event that the notice that was sent Certified or Registered Mail is returned to the President or Responsible Party marked “unclaimed”, “returned”, etc., but the notice sent First-Class Mail is recorded as “delivered” by the U.S. Postal Service, then Notice shall be considered to have been properly delivered. In the event that both notices are returned, then the President or Responsible Party shall use an appropriate alternative method that will ensure delivery of this notice (i.e. Affidavit of Personal Delivery of the Notice to the Director or Director’s Agent, Personal Delivery of the Notice via Process Server, etc.)

(f) Selection of Hearing on Motion: If the Director named in the motion selects a hearing, the President or Responsible Party shall, within ten (10) days after receiving the Director’s selection, send a notice, via U.S. Postal Service First-Class Mail, to all Members of the RIGWA, which notice states: (1) A hearing has been scheduled regarding the motion to remove [Name of Director]; (2) The date, time, and location of the hearing; (3) A majority vote of the Members present at the hearing shall be required to remove the Director. The notice must be postmarked at least ten (10) days before the date of the hearing.

(g) Conduct of Hearing on Motion: The hearing shall be conducted in a manner that is consistent with §61 of *Robert’s Rules of Order, Newly Revised, 10th Edition*. The President or Responsible Party shall serve as the Chair at the hearing. The President or Responsible Party shall select the venue for the

hearing, and shall have the power to enact reasonable rules, not inconsistent with these Bylaws, which ensure that the hearing is conducted in an efficient, fair, and impartial manner. The Director named in the motion may be represented by counsel (at his own expense), speak, present witnesses, and present evidence in his own defense. Should the Director named in the motion fail to appear at the hearing, the hearing shall proceed in his absence. No other business of the RIGWA may be discussed at the hearing. At the conclusion of the hearing, the Members present at the hearing shall vote to either adopt the motion or reject the motion. The Chair of the hearing shall not be entitled to vote on the motion.

(h) Selection of Vote on Motion: If the Director named in the motion selects a vote, the President or Responsible Party shall, within ten (10) days after receiving the Director's selection, send a ballot, via U.S. Postal Service First-Class Mail, to all members of the RIGWA. At a minimum, the ballot shall state that: (1) A vote has been called regarding a motion that was introduced at the RIGWA meeting on [Date Motion was Introduced] by [Name of Member Who Introduced Motion] and seconded by [Name of Member Who Seconded Motion]. The motion calls for the removal of [Name of Director] as a Director of the RIGWA; (2) A copy of the motion shall be attached to the ballot; (3) A majority vote by the total RIGWA Membership is required to adopt the motion; (4) Each Member shall be asked to vote to either adopt the motion or reject the motion, and return the ballot to the President or Responsible Party by [Date which is at least fourteen (14) days after the date of mailing].

(i) Selection of Resignation: If the Director named in the motion chooses to resign, his Resignation shall be effective on the date the President or Responsible Party receives the Director's selection. The President or Responsible Party shall enter the resignation and subsequently dismiss the motion. If the Director named in the motion chooses to resign, the resignation shall in no way be considered to be an affirmation of, nor a denial of, the allegation(s) made in the motion.

(j) Failure to Respond to Notice: If the Director named in the motion fails to respond to the Notice by the response date listed in the Notice, the Director shall lose his right to a hearing on the motion and shall lose his right to call for a vote of the total RIGWA Membership on the motion. The Members present at the next properly-called meeting of the RIGWA – which meeting is at least five (5) days after the response date listed in the Notice – shall vote to either adopt the motion or reject the motion.

(k) Disposition of Motion - Hearing: If the Director named in the motion selects a hearing on the motion, and the RIGWA Members who attend the hearing approve the motion by a majority vote, the Director shall be removed. If the RIGWA Members present at the hearing do not adopt the motion by a majority vote, the Director shall remain in his position for the duration of his term, unless sooner removed.

(l) Disposition of Motion – Ballot: If the Director named in the motion selects a vote on the motion by the total RIGWA membership, the President or Responsible Party shall bring each ballot he receives to the next properly-called meeting of the RIGWA, which meeting is at least five (5) days after the due date listed on the ballot. The President or Responsible Party shall not be entitled to vote on the Motion. The ballots shall be counted by the President or Responsible Party in the presence of the Members who are present at this meeting. If a majority of the total RIGWA membership votes to adopt the motion, the Director shall be removed. If total RIGWA Membership does not adopt the motion by a majority vote, the Director shall remain in his position for the duration of his term, unless sooner removed.

(m) Vacancies on the RIGWA Board of Directors as a result of removal action shall be filled in accordance with the provisions of Section 7.07.

Section 7.10. Chairman of the RIGWA Board of Directors. The President of the RIGWA shall be Chairman of the RIGWA Board of Directors and shall preside at all meetings of the RIGWA Board of Directors.

Section 7.11. Meetings. Meetings of the RIGWA Board of Directors may be called by the Chairman, or by any two (2) Members of the RIGWA Board of Directors.

Section 7.12. Notice of Meetings. Notice of Special Meetings shall be given at the pleasure of the Chairman. Meeting(s) of the RIGWA Board of Directors may also be held upon waiver of Notice by all Directors.

Section 7.13. Place of Meetings. Meetings of the RIGWA Board of Directors shall be held at such place, if any, as the Chairman shall designate. Special Meetings of the Board of Directors shall be held at such time and place, if any, as the Chairman may designate, but if in a place shall be limited to within the continental United States of America.

Section 7.14. Additional Requirements. (a) Any person who is elected, or re-elected, as an Director of the RIGWA on or after November 1, 2009 shall be required to read, sign, and abide by each of the following policies. No Director shall be allowed to begin his term until the below forms are signed.

- Antitrust Policy
- Conflict of Interest Policy
- Document Retention Policy

(b) The Secretary of the RIGWA shall keep copies of each signed acknowledgement for a period of at least five (5) years.

Section 7.15. Executive Committee. The President, Vice President, Secretary, and Treasurer shall constitute an Executive Committee which shall have full power and authority, to the extent permitted by law, in the government, management, and control of the RIGWA and its affairs during the intervals between meetings of the RIGWA Board of Directors.

In no event, however, shall the Executive Committee have authority to amend the Articles of Incorporation, amend or repeal the Bylaws, elect or remove Officers or Directors of the RIGWA, adopt a plan of merger or a plan of consolidation, or to sell, lease, exchange, mortgage, pledge or otherwise dispose of all or substantially all of the property or assets of the RIGWA.

Article 8 – Officers

Section 8.01. Designation, Election, and Terms. The officers of the RIGWA shall be a President, a Vice President, a Secretary and a Treasurer. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. The President and Vice President must be elected from the membership of the Contractor’s Division. Each officer shall be a Member of the RIGWA in good standing. Any officer may be eligible for re-election. The officers for the subsequent calendar year shall be elected by the RIGWA membership at the RIGWA’s November monthly meeting. The officers elected at each year’s November monthly meeting shall serve from January 1st – December

31st of the subsequent calendar year, or until a successor or successors is or are duly elected and qualified.

Section 8.02. Identification of Initial Officers. As of the date these Bylaws are enacted, the below persons shall serve as the Officers of the RIGWA until the expiration of their terms as listed below.

Name	Home Address	Position	Term Expires
Matthew R. Miller	32 Contillo Dr. Johnston, RI 02919	President	December 31, 2009
Charles Caroselli	75 Grant Dr. North Kingstown, RI 02852	Vice President	December 31, 2009
Bryan Hale	6 East Edgewater Dr. Wareham, MA 02571	Secretary	December 31, 2009
James L. Paulhus	395 Switch Rd. Wood River Junction, RI 02894	Treasurer	December 31, 2009

Section 8.03. Duties of the President. The President shall be the executive officer of the RIGWA and shall preside at all RIGWA meetings. The President shall be Member ex officio with the right to vote on all RIGWA standing committees. The President shall have such other duties and authority as usually pertain to that office and as may be conferred upon him by the RIGWA Board of Directors from time to time. The President shall perform his duties as listed in Chapter XV of *Robert's Rules of Order, 10th Edition*, and/or as the RIGWA Board of Directors may direct. Should a conflict arise between the duties outlined in Chapter XV of *Robert's Rules of Order, 10th Edition* and the directions of the RIGWA Board of Directors, the directions of the RIGWA Board of Directors shall prevail.

Section 8.04. Duties of the Vice President. The Vice President shall perform his duties as listed in Chapter XV of *Robert's Rules of Order, 10th Edition*, and/or as the President or RIGWA Board of Directors may direct. Should a conflict arise between the duties outlined in Chapter XV of *Robert's Rules of Order, 10th Edition* and the directions of the President or RIGWA Board of Directors, the directions of the President or RIGWA Board of Directors shall prevail.

Section 8.05. Duties of the Secretary. The Secretary shall be responsible for maintaining all books, records, and minutes of the RIGWA. The Secretary shall perform his duties as listed in Chapter XV of *Robert's Rules of Order, 10th Edition*, and/or as the President or RIGWA Board of Directors may direct. Should a conflict arise between the duties outlined in Chapter XV of *Robert's Rules of Order, 10th Edition* and the directions of the President or RIGWA Board of Directors, the directions of the President or RIGWA Board of Directors shall prevail.

Section 8.06. Duties of the Treasurer. The Treasurer shall perform his duties as listed in Chapter XV of *Robert's Rules of Order, 10th Edition*, and/or as the President or RIGWA Board of Directors may direct. Should a conflict arise between the duties outlined in Chapter XV of *Robert's Rules of Order, 10th Edition* and the directions of the President or RIGWA Board of Directors, the directions of the President or RIGWA Board of Directors shall prevail.

Section 8.07. Resignations. Any officer may resign by giving written Notice to the RIGWA Board of Directors, President or the Secretary/Treasurer. Such resignation shall take effect at the time specified

therein. Unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

Section 8.08. Removal of Officer(s). The procedure for the removal of Officer(s) shall be defined by Section 7.09(a)-(l) of these Bylaws, and for the purposes of this section, all references to the term “Director” in Section 7.09(a)-(l) of these Bylaws shall be replaced by the term “Officer”.

Section 8.09. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled in the manner prescribed for election to such office. No Board officer position should remain vacant for a period of more than ninety (90) days.

Section 8.10. Additional Requirements. (a) Any person who is elected, or re-elected, as an Officer of the RIGWA on or after November 1, 2009 shall be required to read, sign, and abide by each of the following policies. No Officer shall be allowed to begin his term until the below forms are signed.

- Antitrust Policy
- Conflict of Interest Policy
- Document Retention Policy

(b) The Secretary of the RIGWA shall keep copies of each signed acknowledgement for a period of at least five (5) years.

Article 9 – Committees

Section 9.01. Standing Committees. (a) The Standing Committees of the RIGWA shall be as follows:

(b) **Executive Committee.** The duties of the Executive Committee shall be defined by Section 7.15 of these Bylaws.

(c) **Membership & Public Affairs Committee.** The Membership Committee shall endeavor to retain and expand the membership of the RIGWA. In addition to its other duties directed under Section 9.03 of these Bylaws, the Membership & Public Affairs Committee shall be responsible for issuing press releases on behalf of the RIGWA, as well as creating and maintaining the RIGWA website.

(d) **Government Affairs Committee.** The Government Affairs Committee shall closely monitor the activities of the Rhode Island Well Drilling Board and the Rhode Island General Assembly. At least one (1) member of the Government Affairs Committee shall be a member of the Rhode Island Well Drilling Board that is established under Section 46-13.2-2 of the General Laws of Rhode Island. The Government Affairs Committee shall serve as the primary liaison between the RIGWA and the Rhode Island Well Drilling Board, and shall serve as the primary liaison between the RIGWA and the Rhode Island General Assembly.

(e) **Budget & Finance Committee.** In addition to its other duties directed under Section 9.03 of these Bylaws, the Budget & Finance Committee shall be responsible for overseeing the finances of the RIGWA. The Treasurer of the RIGWA shall serve as the Chairman of the Budget & Finance Committee.

Section 9.02. Other Committees. Other Committees may be appointed or removed as are determined necessary by the President or RIGWA Board of Directors.

Section 9.03. Duties. Committees shall perform such duties as the President or RIGWA Board of Directors may from time to time direct.

Section 9.04. Committee Membership. The President shall appoint the Members of all Committees of the RIGWA, unless otherwise specified herein. Pursuant to Section 7-6-26 of the General Laws of Rhode Island, each Committee shall have at least two (2) Members who are Directors of the RIGWA.

Section 9.05. Committee Terms. Committee Members serve one-year (1-year) terms and may be re-appointed to the Committee. Committee terms shall begin on January 1st and end on December 31st of each calendar year. Any person appointed to a committee may be re-appointed

Section 9.06. Committee Chairman. Unless otherwise specified in these Bylaws, the Committee Chairman is appointed by the President. Committee Members may elect a Vice Chairman.

Section 9.07. Quorum. The quorum of any committee shall be a majority of the Members of that committee. No committee shall conduct business unless a quorum is present.

Section 9.08. Books, Records, and Minutes. (a) Committees shall maintain correct and complete books and records in permanent form, and shall provide copies thereof to the Secretary of the RIGWA.

(b) Each Committee shall designate a Committee Member who shall be responsible for keeping minutes of all Committee Meetings. All Committee Meeting minutes shall be filed with the Secretary of the RIGWA within ten (10) days of the Committee Meeting.

Article 10 - Expenditures

Section 10.01. Procedure for Expenses. Unless otherwise authorized by Section 10.03 and/or Section 10.04 of these Bylaws, no Member, Officer, or Director of the RIGWA shall:

- Spend any funds in the RIGWA operating account, nor;
- Have, or cause to have, any item(s), and/or service(s) billed to the RIGWA, nor;
- Enter into any contract or agreement for the purchase of item(s) and/or service(s) on behalf of the RIGWA;

unless authorization, in the form of a majority vote of the RIGWA Members present at any properly-called meeting, has been first obtained.

Section 10.02. Treasurer's Responsibility. The Treasurer of the RIGWA shall be responsible for receiving funds and submitting payment for expenses authorized by this Article and/or expenses authorized by a majority vote of the RIGWA Members present at any properly-called meeting. The Treasurer shall maintain accurate, detailed records of all monies received and disbursed.

Section 10.03. Recurring Expenses. The following expenditures shall be deemed “recurring” and shall not require prior approval by the Membership as specified in Section 10.01 of these Bylaws. However, the below expenditures must be first approved by the Budget & Finance Committee:

- Annual Report Filing Fees
- Annual Domain, E-Mail, and Hosting Fees for the RIGWA Website;
- Annual Post Office Box Rental Fees;
- Annual NGWA Affiliate State Organization Fees;
- Reasonable Stamps and Postage fees for RIGWA mailings;
- Fees for RIGWA Stationery (letterheads, envelopes, etc.);
- Bank Fees (i.e. check orders, monthly account fees, etc.);
- Any other expenditure(s) subsequently authorized as a “recurring expense” by a majority vote of the RIGWA Members present at any properly-called meeting.

Section 10.04. Emergency Expenses. (a) In the event that an expense needs to be paid, and approval by the RIGWA Members present at any properly-called meeting can not be reasonably obtained in advance under the circumstances, the member shall pay the necessary expense(s) with his own personal funds and present receipts for such expense(s) at the next scheduled RIGWA meeting. The RIGWA Membership shall discuss the claimed expenses and vote on whether to reimburse the member for the incurred expense(s).

(b) A majority affirmative vote of the RIGWA Membership at any properly-called meeting must be obtained before a member can receive reimbursement for such emergency expenses. In no event shall the RIGWA Members present at any properly-called meeting vote to reimburse any emergency expense(s) not properly evidenced by a receipt.

(c) Nothing in this section shall prohibit the RIGWA Members present at any properly-called meeting from voting to: (a) Reject reimbursement of the claimed emergency expense(s) to the member; (b) Reimburse a portion of the claimed emergency expense(s) to the member and/or; (c) Table a decision on the matter to a future RIGWA properly-called meeting.

Section 10.05. Recordkeeping. The Treasurer shall keep, in permanent form, detailed records of all monies received and disbursed, for a period of at least five (5) years. In the event that a new Treasurer is elected, the outgoing Treasurer shall provide the Treasurer-elect with the records of all monies received and disbursed for the prior applicable years.

Article 11 – Amendments

Section 11.01. Power. (a) Any section of these Bylaws may be amended, modified, or repealed at any time by a majority vote of the RIGWA Members present at any properly-called meeting.

(b) These Bylaws may only be repealed in their entirety by a majority vote of the total RIGWA Membership.

Section 11.02. Presentation. (a) Amendment via Board of Directors. Amendments to these Bylaws may be proposed by the RIGWA Board of Directors; provided, however, no amendment may be considered by the Board of Directors unless written Notice of such amendment is given to the President not less than fifteen (15) days before the date of the meeting at which consideration of the proposed amendment is sought. The President shall notify the Members of the RIGWA of the proposed Amendment as provided in Section 11.03 of these Bylaws.

(b) Amendment via Petition. Amendments to these Bylaws may be proposed by written petition bearing the proposed change and bearing signature of at least two (2) active Members of RIGWA, who are active Members at the time of their signing, and at the time of the filing of the petition; The written petition may be filed with the President at any properly-called meeting, or mailed to the President via U.S. Mail, and postmarked no less than eighteen (18) days before the date of the meeting at which consideration of the proposed amendment is sought.

Section 11.03. Notice. Notice of any proposed amendment to these Bylaws made under Section 11.02 of these Bylaws shall be given by the President, or his designee, to Members not less than fifteen (15) days before the date of the meeting at which consideration of the proposed amendment is sought. The Notice may be sent via e-mail, fax, first-class U.S. mail, and/or published in the Member newsletter during the notice period. The Notice shall contain, at a minimum, (1) A brief, objective, summary of the purpose of the Amendment; (2) The contact person from whom a verbatim copy may be requested, and; (3) The RIGWA's e-mail address and mailing address. A verbatim copy of the proposed amendment shall be posted on the RIGWA website at least ten (10) days before the date of the meeting at which consideration of the proposed amendment is sought.

Section 11.04 Compliance with Law. No amendment to these Bylaws shall be adopted which is inconsistent with or contrary to the General Laws of the State of Rhode Island, and any effort or attempt to do so will be void and ineffective.

Article 12 – Indemnification of Directors and Officers

Section 12.01. Indemnification of Directors and Officers. To the fullest extent permitted by law, the RIGWA shall indemnify its directors and officers, including persons formerly occupying any such positions, against all expenses (including attorney's fees), judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been a director or officer of the RIGWA, except that no person shall be entitled to indemnification for any liability in connection with a proceeding by or in the right of the RIGWA, except for reasonable expenses incurred in connection with the proceeding, or for any liability arising out of conduct constituting any of the following: (a) Receipt by an officer or director of a financial benefit to which the officer or director is not entitled; (b) An intentional infliction of harm upon the RIGWA; or (c) An intentional violation of a law.

Article 13 – Parliamentary Procedure

Section 13.01. Rules of Order. The meetings of bodies of the RIGWA shall be conducted in a fair and impartial manner by the President or other presiding official pursuant to these Bylaws. Matters determined by the President or other presiding official not to be provided for in these Bylaws will be

resolved by reference to *Robert's Rules of Order Newly Revised, 10th Edition*. In the event of a conflict between these Bylaws and *Robert's Rules of Order Newly Revised, 10th Edition*, these Bylaws shall govern.

Article 14 – Miscellaneous Provisions

Section 14.01. Use of Terms. As used in these Bylaws, words of one gender may be construed to include the other gender and the neuter.

Section 14.02. Antitrust Compliance Policy. (a) The RIGWA intends to strictly comply with the antitrust laws of the United States and the antitrust laws of any state government(s). In furtherance of this intention, the RIGWA proclaims the following Antitrust Policy:

- (b) The RIGWA shall not be used in a manner which violates the Antitrust Laws. Any Member, Officer, or Director of the RIGWA, in their capacity as a representative of the RIGWA, shall not tolerate, encourage or participate in any activity which could reasonably be expected to result in a violation of the Antitrust Laws.
- (c) This policy shall apply to all membership, board, committee and other meetings of the RIGWA, as well as any event(s) attended by individual members of the RIGWA in their capacity as representatives of the RIGWA.
- (d) The RIGWA recognizes that the Antitrust Laws make certain activities between industry participants unlawful, and the RIGWA expressly prohibits participation in such activities at any event which the RIGWA holds or sponsors, or by any Member of the RIGWA at any event in which such Member participates as a representative of the RIGWA. Such prohibited activities include, but are not limited to, the following:
 - i. Non-competition, territorial division, or operationally restrictive agreements;
 - ii. Boycotting, blacklisting, or unfavorable reporting; or
 - iii. Discussion of these and other prohibited matters, including the following:
 - a. Price, price fixing, price calculation, or price changes;
 - b. Costs;
 - c. Terms or conditions of sales;
 - d. Quote decisions;
 - e. Discounts;
 - f. Product or service offerings; or
 - g. Production or sales volume, capacity or plans.
- (e) In the course of any event in which activities or discussion threatens to border on a prohibited matter, any Member, Officer, Director, or representative of the RIGWA present at such event in such capacity shall request that the activity or discussion be terminated immediately, and if such termination does not immediately occur, such person shall seek recordation of the problem if appropriate, shall cease all participation in the event, and shall report the matter to the President of the RIGWA at the earliest possible opportunity.

Section 14.03. Previous Bylaws, Articles, Rules Inapplicable. These Bylaws shall supersede any and all Bylaws, Articles, and/or Rules previously enacted by the Rhode Island Ground Water Association.

Section 14.04. Power to Adopt Rules. Nothing in these Bylaws shall prohibit any Officer(s), Director(s), and/or Committee(s) from adopting rules, procedures and/or orders as they may deem necessary to carry out the business of the RIGWA, provided, however, that no such rules, procedures, and/or orders shall be inconsistent with these Bylaws.

Section 14.05. Severability. If any portion of these Bylaws are determined to be invalid, unenforceable, illegal or against public policy by a court of competent jurisdiction, then the remaining portion(s) thereof shall not be affected thereby.

IN WITNESS WHEREOF the Board of Directors of the Rhode Island Ground Water Association has executed these Bylaws on this 16th day of April, in the year 2009.

Matthew R. Miller

Charles Caroselli

Bryan Hale

James L. Paulhus

STATE OF RHODE ISLAND
KENT COUNTY

In _____, Rhode Island, on this _____ day of _____
20_____, personally appeared before me the herein-named Matthew R. Miller, Charles Caroselli, Bryan Hale, and James L. Paulhus, each and all known to me and known by me to be the parties executing the foregoing instrument, and they acknowledged said instrument by them subscribed to be their free and voluntary act and deed.

Notary Public

My Commission Expires: ____ / ____ / 20____