

2ND EDITION



TEXAS GROUNDWATER ASSOCIATION BYLAWS

TEXAS GROUNDWATER ASSOCIATION
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These bylaws for the Texas Groundwater Association were first adopted by the Board of Directors and the members of the Association in January 2021. This 2nd Edition was amended and adopted by the Board of Directors and the members of the Association in April 2023.

ARTICLE I. NAME AND OFFICE

The name of this Association shall be the TEXAS GROUND-WATER ASSOCIATION.

ARTICLE II. OBJECTIVES

SECTION 1 The objectives of this Association shall be:

- a) To promote and advocate for the interests and welfare of the groundwater industry.
- b) To facilitate cooperation and exchange of information and technology between drillers, pump installers, manufacturers, suppliers, scientists, and government and scientific agencies relative to the proper ~~d~~development and protection of groundwater and improvement of drilling and pumping equipment.
- c) To provide educational opportunities for groundwater professionals.

ARTICLE III. MEMBERSHIP

SECTION 1 Membership in the Association shall be open to all individuals, businesses, or organizations interested in furthering the objectives of the Association. The Association shall assess annual membership dues to finance functions of the Association.

SECTION 2 The membership of the Association shall be organized into three divisions as follows:

- a) Contractors and Drillers Division: Members include any person or employer primarily engaged in the business of groundwater-related **well** construction or service and/or pump installation or service.
- b) Manufacturers and Suppliers Division: Members include any person or employer engaged in manufacturing equipment, materials, or supplies used in the groundwater industry; or a person who does no contracting for the construction of groundwater-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, tools, or rendering specialized services to the groundwater industry from an established place of business in its trading area.

Commented [BB1]: for consistency with 2b

c) Groundwater Science Division: Members include any person interested in the study, supervision, regulation, evaluation, development, remediation, or investigation of groundwater or related technology.

SECTION 3 The Board or committee, as appointed by the President, may designate a person as a lifetime member of the Association if that person has contributed significantly to the groundwater industry. Lifetime members are entitled to all of the benefits of active membership in the Association. Lifetime members are not exempt from conference attendance fees, but annual membership dues are voluntary.

Commented [BB2]: Added due to current process of awarding lifetime membership. This process currently goes through the awards committee.

SECTION 4 Membership shall entitle ~~and~~ individual member to a single vote on matters brought before the division or the Association for its consideration. Company memberships entitle a company to a single vote. A vote required to approve fundamental action, as described in Section 22.164 of the Texas Business Organization Code, requires at least two-thirds of the votes of the members present by proxy or in person physically or through video or teleconference. Otherwise, a vote by proxy is not authorized for action.

Commented [BB3]: By statute, proxy votes must be allowed for Fundamental changes. This proposed statement allows for that while also limiting proxy votes on all other matters.

SECTION 5 A simple majority of members of the Board of Directors present in person physically or through video or teleconference at any regular or special meeting of the Association shall constitute a quorum for the transaction of such business as may come before it. An act of a majority of the members present in person physically or through video or teleconference is required to transact business.

Commented [BB4]: This Section was added to describe the action needed to conduct business when a quorum is established.

SECTION 4

~~SECTION 5~~SECTION 6 A member or any individual associated with a company membership may be expelled from the Association for cause, as determined by the Board of Directors.

Commented [BB5]: Edited to add language that includes company member individuals.

ARTICLE IV. FINANCIAL STRUCTURE

SECTION 1 Funds to carry on the activities of the Association shall be derived from membership dues, educational programs, gifts, contributions, and other sources. The Board of Directors shall adopt and establish the membership dues structure for the Association.

SECTION 2 All receipts shall be entered in a permanent record and deposited in a FDIC bank to the credit of the Association. All disbursements shall be made only after approval by the Executive Director or his/her designee and shall be within budget guidelines established by the Board of Directors.

SECTION 3 The fiscal year of the Association shall be July 1st to June 30th of each year.

SECTION 4 Prior to the commencement of each fiscal year, the Board of Directors shall adopt an annual budget for that year which shall remain in effect unless subsequently amended by the Board of Directors.

ARTICLE V. BOARD OF DIRECTORS

- SECTION 1 The governance of the Association shall be vested in a Board of Directors, the members of which shall be members of the Association. The Board shall consist of up to ~~53~~ members. ~~The Board shall be composed as follows: (1) Contractors and Drillers – 22-30 members, plus the chapter director of any local chapter that exists pursuant to Article VIII, SECTION 2 that presents an individual to serve (up to 8); (2) Manufacturers and Suppliers – 13-15 members; and (3) Groundwater Science – 10 members. The Immediate Past President shall also be a member of the Board of Directors, as specified in Article VII, SECTION 2.~~
- SECTION 2 The terms of all members of the Board of Directors shall be for three years. The first elected board shall determine lengths by agreement or by drawing lots such that 1/3 of each division’s member terms expire annually. ~~Successors to M~~Members of the Board of Directors whose terms expire shall be ~~chosen~~ elected annually by each division at the annual meeting of the Association pursuant to procedures referenced in Article XI Elections.
- SECTION 3 The Board of Directors shall determine the policies and programs for the Association’s activities and shall direct all activities to carry out the objectives of the Association. However, as matters come before the Board of Directors, they may be referred to committees as directed by the President and/or Board of Directors with specific direction as to their charge. It shall be the duty of the officers and directors of the Association to carry out and actively support and defend the policies and programs of the Association.
- SECTION 4 The Board of Directors shall designate an Executive Director of the Association who shall serve at the discretion of the Board of Directors, either through employment or contract with another organization for management services. The Executive Director shall have complete charge of the office and records of the Association and be responsible for the prosecution of all its activities. The Executive Director shall receive such compensation as the Board of Directors may determine, unless the designated Executive Director is employed by another entity pursuant to a management agreement, in which case no compensation may be directly paid from TGWA to the Executive Director or any other employee of the organization charged with managing the Association. The Executive Director shall disclose to the Board of Directors any known and previously undisclosed conflicts of interest between the Executive Director and the Association, either through employment with the managing organization or otherwise.
- SECTION 5 A simple majority of members of the Board of Directors present in person physically or through video or teleconference at any regular or special meeting shall constitute a quorum for the transaction of such business as may come before it. An act of a majority of the Board of Directors present in person physically or through video or teleconference is required to transact business. A vote by proxy is not authorized for action.

Commented [BB6]: Changed the number of seats for C&D division from 22 seats and 8 chapter directors to 30 seats and removed the chapter director seats. Also, increased M&S seats from 13 to 15.

Commented [BB7]: Allows for Board members on Zoom to count towards a quorum.

Commented [BB8]: This language will be repeated for all meeting types. This describes the action required to conduct business.

SECTION 6 ~~Vacancies on the Board of Directors shall be filled by the Board of Directors at their next succeeding meeting upon nomination by a Director representing the division in which the vacancy exists.~~ Vacancies must be filled by an Association member representing the same division as the vacating director to ensure that the Board maintains the same composition as described in Article V. Board of Directors SECTION 1. ~~Vacancies shall be filled by appointment during a succeeding Division meeting in which the vacancy occurs.~~ The newly ~~elected~~ appointed Director shall serve the unexpired term of the Director being replaced, ~~subject to confirmation by the division members present at the succeeding annual meeting of the Association.~~

Commented [BB9]: Revised this section to allow vacancies to be filled at the division level.

SECTION 7 Any officer or any member of the Board of Directors may be removed for two unexcused meeting absences during the year, upon which the vacancy shall be filled according to the procedures in Article V. Board of Directors SECTION 6. No notification of such action is compelled; however, such officer or director should receive notice of such action immediately following action taken.

SECTION 8 Any director or officer of the Board of Directors who has a financial or personal interest in any matter before the ~~board~~ Board shall disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter.

ARTICLE VI. EXECUTIVE COMMITTEE

SECTION 1 The Executive Committee of the Association shall consist of seven members; three of whom shall be the Immediate Past-President, President, and ~~President-Elect~~ Secretary; three of whom shall be the elected chair representing each division; and one of whom shall be the appointed chair of the Finance Committee. Subject to the policies and programs of the Association and subject to the policies, rules, and regulations determined by the Board of Directors, the Executive Committee may direct all activities of the Association. A simple majority of Executive Committee members shall constitute a quorum for the transaction of business at any meeting. ~~An act of a majority of the Board of Directors present in person physically or through video or teleconference is required to transact business. A vote by proxy is not authorized for action.~~

Commented [BB10]: Secretary replaces the President-Elect officer position.

Commented [BB11]: repeated language on action

SECTION 2 The Executive Committee shall submit minutes of its meetings, including a report of any actions, to the next scheduled meeting of the Board of Directors.

ARTICLE VII. OFFICERS

SECTION 1 The Board of Directors shall include ~~three~~ three officers: President, ~~President-Elect~~ Secretary, and Immediate Past-President. The terms of officer positions shall be for two years. The ~~President-Elect~~ Secretary shall be elected by the Board of Directors during the Annual Meeting of the Association on odd-numbered years in which the officer's terms expire. Vacancies occurring from any cause in the officer personnel of the

Commented [BB12]: Texas BOC 22.231 requires that officers shall include a president and a secretary. Also, those offices may not be held by the same person.

Association shall be filled by election at the next succeeding meeting of the Board of Directors.

SECTION 2 The President shall preside at all meetings of the Board of Directors, the Association, and the Executive Committee at times and places s/he deems advisable. The President shall serve as the chief executive officer of the Association. The President may also assign any duties to the Immediate Past-President that s/he deems necessary. The President shall become the Immediate Past-President upon completion of his/her term. ~~If the Immediate Past President is not re-elected as a division representative on the Board of Directors, s/he may remain on the Board of Directors for the completion of the two-year term.~~

Commented [BB13]: Remove this sentence and replace with new Section 4.

~~SECTION 3~~ The ~~President Elect~~Secretary, in the absence of the President, shall have all the powers and prerogatives of the President. The ~~President Elect~~Secretary shall become the President of the Association upon completion of his/her term. ~~so long as s/he is serving as an elected division representative on the Board of Directors. If the President Elect is not re-elected as a division representative on the Board of Directors, s/he no longer serves on the Board of Directors and the Board of Directors shall elect a new representative to complete the term of office and/or ascend to serve as President.~~

Commented [BB14]: Remove these sentences and replace them with new Section 4.

~~SECTION 3~~SECTION 4 An officer's term on the Board of Directors is automatically renewed if set to expire during his/her term as an officer.

Commented [BB15]: This section is added to allow for the automatic renewal of board seats for officers whose terms are approaching expiration.

~~SECTION 4~~SECTION 5 In the absence or failure to act of both the President and ~~President Elect~~Secretary, any three members of the Executive Committee of the Association shall be empowered to call special meetings of the Board of Directors or the Executive Committee.

~~SECTION 5~~SECTION 6 The Executive Director shall be responsible for ensuring the proceedings of all meetings of the Association, Board of Directors, and the Executive Committee are properly documented. The Executive Director shall keep well informed on all matters pertaining to the development and protection of groundwater resources of Texas and other matters relating to the business of the Association, and from time-to-time report on such matters to the membership of the Association in such manner as the Executive Committee may prescribe and shall perform such other duties as may be required by the Board of Directors or the Executive Committee.

ARTICLE VIII. DIVISIONS

SECTION 1 Each division listed in Article III. Membership SECTION 2 shall meet at least annually to elect representatives to the Board of Directors as described in Article V. Board of Directors SECTION 2 and in accordance with Article XI. ElectionsSECTION 2. Divisions shall ~~also~~ elect from their membership one member to serve as Division Chair and one member to serve as Vice-Chair. ~~The term for Division Chair and Vice-chair shall be for two years.~~ Division

Commented [BB16]: Language added to match the division chair and bice-chair with the officer terms.

Chairs are not officers of the Association. Divisions may adopt procedures and hold other meetings as desired.

~~SECTION 2~~ Any sitting Division Chair's or Vice-chair's term on the Board of Directors is automatically renewed if set to expire during his/her term as Division Chair or Vice-Chair.

Commented [BB17]: This section is added to allow for the automatic renewal of board seats for division chairs and vice-chairs.

~~SECTION 9~~ A simple majority of the Board of Directors for each division present in person physically or through video or teleconference at any regular or special meeting shall constitute a quorum for the transaction of such business as may come before it. An act of a majority of the division members present in person physically or through video or teleconference is required to transact business. A vote by proxy is not authorized for action.

Commented [BB18]: This section is added to establish a quorum during division meetings.

~~SECTION 1~~

~~SECTION 2~~ ~~SECTION 1~~ Local chapters must be approved affiliates of the Texas Ground Water Association and must file a copy of local bylaws with the Association. Any group wishing to organize a new chapter must present to the Board a statement of need, proposed area, an organizational plan, and any other information the Board requests. Existing chapters do not need to be re-approved by the Board. Existing chapters include: Panhandle South Plains, North Central Texas, East Texas, Central Texas, Gulf Coast, Mid-Coast, South Texas, and West Texas.

Commented [BB19]: Moved this section to a new article.

ARTICLE IX. COMMITTEES

SECTION 1 The standing committees of the Association shall be as follows:

- a. Finance
- b. Membership
- c. Continuing Education
- d. Convention
- ~~d.e.~~ Nominating

Commented [BB20]: Set the Nominating as a standing committee to allow it to function as intended.

The President shall, biennially, appoint the chair of each standing committee. Committee chairs shall be responsible for ensuring each committee includes membership from all divisions of the Association. Committee chairs are not officers of the Association.

SECTION 2 The President shall, biennially, appoint all other committees as authorized or directed by the Board of Directors.

SECTION 3 It shall be the function of such committees as are appointed to make necessary investigations and recommendations, reporting same in writing to the Board of Directors. No committee shall represent the Association in favor of, or in opposition to, any matter without the approval of or authority of the Board of Directors in the manner prescribed in Article V. Board of Directors SECTION 3 of these bylaws.

ARTICLE X. MEETINGS

- SECTION 1 The Association shall meet at least one time per year in an annual meeting, which shall be held at the same time and place as the Association ~~conference~~convention, unless otherwise authorized by the Board of Directors.
- SECTION 2 The Association may be called in special meeting at any time or place by the Executive Committee should an emergency arise justifying such meeting.
- SECTION 3 The Board of Directors shall hold at least three regular meetings, in person physically or through video or teleconference, at such times and places as may be decided upon by the Board of Directors. One of the Board of Director-~~s~~' regular meetings shall be on the same date as the annual membership meeting. Special meetings of the Board or Executive Committee may be called by the President or as described in Article VII. Officers

ARTICLE XI. ELECTIONS

- SECTION 1 Thirty days before the annual meeting, the Executive Director shall furnish all members of the association with a list of the members of the Board of Directors whose terms of office will expire at such annual meeting.
- SECTION 2 At the annual meeting, the members of the Association present representing the respective divisions set forth in Article III. Membership, SECTION 2 shall hold separate caucuses and elect a member of the Board of Directors for each expired term described in Article V. Board of Directors, SECTION 1 and SECTION 2; Article VII, Section 4; and Article VIII, Section 2. Any member of the Association ~~whose current annual dues are paid and~~ who is eligible for association membership, whose current annual dues are paid, and who meets the qualifications of nomination shall be eligible for election or appointment as a member of the Board of Directors. Qualifications for nomination may be found in the election policy as approved by the Board.

ARTICLE XII. GOVERNING RULES

- SECTION 1 The Board of Directors shall adopt rules of ~~f~~ order to govern conduct of Association affairs.

ARTICLE XIII. AFFILIATE CHAPTERS

- SECTION 1 ~~Any local~~Local chapters must be approved ~~requesting affiliations to~~ of the Texas Ground Water Association and must be approved by the Board of Directors.

~~SECTION 2~~ ~~file a copy of local bylaws with the Association. Any group wishing to organize a new local chapter must present to the Board a statement of need, a proposed area, an organizational plan, and any other information the Board requests.~~

~~Previously approved local chapters must submit, biennially, a copy of the local chapter bylaws and a current membership roster. Existing chapters do not need to be re-approved by the Board. Existing chapters include: Panhandle, South Plains, North Central Texas, East Texas, Central Texas, Gulf Coast, Mid Coast, South Texas, and West Texas.~~

~~SECTION 1~~

ARTICLE XIV~~H~~. AMENDMENTS

SECTION 1 Proposed amendments to the bylaws must receive the affirmative vote of two-thirds of the members of the Board of Directors present and voting, and a majority vote of the membership present and voting at a subsequent meeting of the Association. Proposed amendments may be considered at any regular or special meetings of the Board of Directors, provided the Directors have been furnished an electronic copy of the proposed amendments not less than 10 days in advance of the Board of Directors meeting where the amendments will be considered. Members of the Association must receive an electronic copy of the proposed amendments 30 days in advance of the membership meeting where the amendments will be considered.