

**BYLAWS  
OF  
THE VIRGINIA WATER WELL ASSOCIATION, INC.**  
Amended February 2012

4/8/2015 1:53 PM

**ARTICLE I - NAME**

The name of this association shall be the VIRGINIA WATER WELL ASSOCIATION, INCORPORATED.

**ARTICLE II - OBJECTIVES**

The objectives of this association shall be: to assist, promote, encourage, and support the interests and welfare of the ground water industries in all phases generally, and in particular within the Commonwealth of Virginia; to foster, aid and promote scientific education, standards, research, and techniques in order to improve methods of well construction and development, and to advance the science of groundwater hydrology; to promote harmony and cooperation between well contractors, water treatment installers, onsite waste water systems installers and geothermal installers as well as governmental and scientific agencies relevant to the proper development and protection of groundwater supplies; to encourage cooperation of all interested groups relative to the improvement of drilling, pumping equipment, water treatment, waste water and geothermal technologies; to encourage, serve assist and promote close cooperation with the National Ground Water Association, Inc.; to collect, analyze and disseminate to the public facts about the role of the water well industry and the onsite water industries in general in the economy of the Commonwealth of Virginia and of the nation; and, to advance generally the mutual interests of all those engaged in the onsite groundwater industries, in their own and in the public interest.

**ARTICLE III - MEMBERSHIP**

**Section 1. Nature of the Association.** The association is a voluntary not for profit corporation without capital stock organized and existing under the laws of the Commonwealth of Virginia; and its membership shall be composed of persons engaged in the water well and other groundwater industries who may, from time to time, be admitted to membership as prescribed by these bylaws.

**Section 2. Industry Definitions.** The term "onsite groundwater industries", as used in these bylaws, embraces all industries and persons engaged in the construction and maintenance of water wells, water pump systems, onsite waste water systems, water treatment systems and geothermal systems in the Commonwealth of Virginia.

**Section 3. Membership.** There are three types of membership: active membership, honorary membership and government membership. Active membership in the association is open to any individual involved in the onsite groundwater industries, as defined in Article III, Section 2 of these bylaws.

**Section 4. Active Members.** The active members of the association shall be divided into two categories as follows:

- (a) Contractor members – any person engaged in the construction and maintenance of water wells, water pump systems, water treatment systems, onsite waste water systems or geothermal systems.
- (b) Associate members - Any person who is not a contractor but who is involved in *the onsite ground water industries* industry as defined in Article III, Section 2 of By-laws.

**Section 5. Honorary Members.** Honorary membership is awarded by the Board of directors of the association to any individual of acknowledged eminence in the well drilling profession, or who has contributed something special in the furtherance of the art or to this association. Such a person must be recommended by the Committee on Awards and must receive a two-thirds vote of the board of directors. All honorary members are exempt from membership fees. Honorary members elected from the active membership shall retain all privileges of an active member. Others so elected are entitled to all privileges except voting and holding office.

**Section 6. Government Members.** Government membership is available to individuals who represent government agencies that regulate the construction or regulation of groundwater industries as described in Article 3, Section 2 of the bylaws.

**Section 7. Services and Benefits.** All members, active, honorary and governmental, shall receive the same services and benefits, except that only contractor members who are water well or water pump installers, as acknowledged by holding a valid WWSP certification can hold the office of president or vice president of the association; and, except that contractors who do not hold a valid WWSP certification, government agency members and honorary members who are not elected from active membership shall not vote on any issue brought to the membership and cannot be members of the board of directors.

**Section 8. Application and Eligibility.** Any eligible person whose application is received by the Secretary or his/her designee properly completed, and whose annual dues are fully paid, shall be deemed a member in good standing of the association. Membership is available to individuals meeting the qualifications set forth in Article III of these bylaws.

**Section 9. Removal.** Any person may be removed from membership in the association if, by vote of a two thirds majority, the Membership Committee, upon the complaint in writing of the membership or associate membership as set forth in this Article; provided, however, that said person shall be notified in writing of the complaint issued against him/her and shall be afforded the right to a hearing before the Committee and representation therein by counsel. And, provided further, that said person may appeal an adverse decision to the board of directors and that such decision shall be affirmed by not less than a two thirds majority thereof.

#### **ARTICLE IV – RELATIONS WITH THE NATIONAL GROUND WATER ASSOCIATION**

The association may annually request designation as an affiliate of the National Ground Water Association, Inc. (NGWA).

#### **ARTICLE V – MANAGEMENT**

**Section 1. Board of Directors.** The government, management and control of the association and its business shall be vested in a board of directors consisting of the elected and appointed officers and nine directors elected by the membership. Seven directors shall be Contractor Members in good standing and are water well or water pump installers as acknowledged by holding a valid WWSP certification and two directors shall be associate members in good standing. The officers of the association shall include a president, vice president, secretary, treasurer and the immediate past president. The offices of secretary and treasurer can be combined. The officers of the association shall include a president, vice president, Secretary, Treasurer and the immediate past president. The offices of secretary and treasurer may be combined. The board of directors may retain an executive director or an association management company to assist the board of directors in the management and control of the corporation and its affairs.

**Section 2. Eligibility.** No person shall be eligible to be a director unless he/she is a member in good standing of the association and actively engaged in the water well industry. If any director shall, during his/her term of office, cease to be a member in good standing of the association, or cease to be actively engaged in the water well industry, he shall thereupon cease to be a director.

**Section 3. Powers and Duties.** The board of directors shall have power to make rules for carrying on the work and government of the association not inconsistent with these bylaws; to elect the officers of the association to fill vacancies which may occur during the term of an officer; to engage and discharge employees and agents of the association, necessary and proper to carry on the business of the association.

**Section 4. Responsibilities.** The board of directors shall be responsible to the members for its conduct of the business and affairs of the association and shall report to the members at each annual or special meeting thereof, the activities it has undertaken or directed the officers to undertake.

**Section 5. Quorum.** A majority of the board of directors shall constitute a quorum. Any number less than a quorum may adjourn a meeting.

**Section 6. Elections.** Directors shall be elected for a term of three years at the Annual Meeting by the active membership in good standing. Vacancies occurring on the board of directors before the vacating director's term expires may be filled by a majority vote of the remaining directors. A contractor vacancy must be filled by a contractor; and associate vacancy must be filled by an associate. Any director elected to fill a vacancy shall serve the balance of the unexpired term of the former director.

**Section 7. Chairman of the Board of Directors.** The president of the association shall be the chairman of the board of directors and shall preside at all meetings of the board of directors.

**Section 8. Meetings.** Meetings of the board of directors shall be held at least quarterly. Special meetings of the board of directors may be called by the chairman, or by any two members of the board of directors.

**Section 9. Notice of Meetings.** Notice of each meeting of the board of directors shall be given by the secretary not less than ten (10) nor more than thirty (30) days before the date of the meeting. Notice of special meetings shall be given by the secretary at least five (5) before the meeting. Notice shall be sent by mail to the last known mailing address of each director except that in the case of a special meeting notice may be sent by telegraph. Each such notice shall specify the purposes for which the meeting, annual or special is being held. Meetings of the board of directors may also be held upon waiver of notice by all directors.

**Section 10. Place of Meetings.** The meetings of the board of directors shall be held at such time and place as the chairman or other persons requesting the meeting may designate. The association's annual meeting shall be held during the annual conference and trade show.

**Section 11. Mail Ballot.** Any action which may be taken at any meeting of the board of directors may be taken without a meeting by a mail ballot; provided, however, that a consent or consent in writing, setting forth the action so taken, shall be signed by no less than three quarters of the directors entitled to vote with respect to the subject matter thereof. Mail ballot shall consist of modern communications such as conference calls, skype meetings of other technologies accepted as common usage.

**Section 12. Conflict of Interest.** Any member of the board who has a financial, personal or official interest or conflict (or appearance of a conflict) with any matter pending before the board, of such nature of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

## **ARTICLE VI – OFFICERS**

**Section 1. Designation and Election.** The officers of the association shall be a president, vice president, secretary, treasurer and immediate past president. All officers shall hold a valid WWSP certification and shall have served at least one three year term as a director. The same person may hold simultaneously the offices of secretary and treasurer. The president and vice president shall be a contractor member. The officers shall be elected by the membership at the annual meeting and each officer shall hold office for two years or until a successor is duly elected and qualified.

**Section 2. Duties of the President.** The president shall be the executive officer of the association and shall preside at all meetings of the association and of the board of directors. The president shall be a member, ex officio, with the right to vote, of all committees. The president shall have such other duties and authority as usually pertain to that office and as may be conferred upon the president by the board of directors from time to time.

**Section 3. Duties of the Vice President.** The Vice President, elected from the contractor membership of the association shall, in the absence of the president, perform the duties of the president. The vice president shall perform such duties as may be directed by the president or the board of directors.

**Section 4. Duties of the Immediate Past President.** The immediate past president shall be the chairperson of the Nominating Committee. The immediate past president shall, in the absence of the president and vice president perform the duties of president.

**Section 5. Duties of the Secretary.** The secretary shall conduct the correspondence of the association and keep records. The secretary shall perform such duties as the president or the board of directors may direct and shall perform such other duties as pertain to that office.

**Section 6. Duties of the Treasurer.** The treasurer shall keep the accounts, supervise the expenditures of funds and the collecting all dues and assessments, and, shall oversee such payments as shall be authorized by the board of directors. The treasurer shall perform such other duties as usually pertain to the office, and such other duties as the president or the board of directors may from time to time direct.

**Section 7.** The offices of the secretary and treasurer may be combined.

## **ARTICLE VII – ASSOCIATION MEETINGS**

**Section 1. Annual Meeting.** The annual meeting of the association shall be held at the ~~Spring~~ *annual* Conference and Trade Show or at such time and place as the board of directors shall designate.

**Section 2. Special Meetings.** Special meetings of the association may be called by the president at his/her discretion, and shall be called upon receipt of written requests from 25 percent of the qualified members.

**Section 3. Voting.** No member shall be qualified to vote who is determined by the treasurer to be in default of any financial obligation due and owing to the association. A majority of the members shall constitute a quorum. Any lesser number may adjourn a meeting.

**Section 4. Notice.** The secretary shall give written notice of meetings by mail to all members not less than twenty (20) nor more than forty (40) days prior to the date of each annual meeting and not less than seven (7) nor more than fourteen (14) days prior to the date of any special meeting.

## **ARTICLE VIII – COMMITTEES**

**Section 1. Standing Committees.** The standing committees of the association shall be s follows:

(a) Executive and Finance (b) Nominating Committee (c) Legislative and Regulatory Committee  
(d) Fund Raising, Marketing and Membership Committee (e) Bylaws Committee (f) Other committees  
as appointed by the president.

**Section 2. Duties.** The standing committees shall perform such duties as the president of the board of directors may direct.

**Section 3. Committee Membership.** The president shall appoint the members of all committees of the association.

## **ARTICLE IX – INDEMNIFICATION**

Any person made a party to or threatened by any civil, criminal or administrative action, suit or proceeding by the reason of the fact that he or she is or was a director of officer of the association may be indemnified by the association against the reasonable expenses, including attorney's fees actually and reasonably incurred in connection with such action, suit or proceeding, or in connection with any appeal therein, except as to matters as to which such director or officer is guilty of negligence or misconduct in the performance of his duties. Such

indemnification shall not be deemed exclusive of any other rights of indemnification which such director or officer may be entitled apart from this bylaw. The association may purchase and maintain insurance on behalf of any person who is or was a director or officer of the association against any liability asserted against him and incurred by him in such capacity, or arising out of his status as such, whether or not the association would have the power to indemnify him against such liability.

## **ARTICLE X – DUES**

**Section 1. Dues.** Annual dues rates for members of the association shall be prescribed by the board of directors.

**Section 2. Payment.** The treasurer, or his or her designee, shall be responsible for collecting the association's annual dues from the members. Membership begins upon payment of dues and continues for one year after payment of such dues. A member who has not paid dues within three months of that member's expiration date shall no longer be considered to be in good standing.

## **ARTICLE XI -- AMENDMENTS**

**Section 1. Power to Amend.** These bylaws may be amended by a two thirds vote of the association membership attending any properly convened meeting.

**Section 2. Presentation.** Amendments to these bylaws may be proposed by the board of directors or by any ten qualified members; however, no amendment may be considered by the association members unless written notice of it is given to the association membership.

**Section 3. Notice.** Notice of any proposed amendment to these bylaws shall be given to all of the members not less than fourteen (14) days before the date of the meeting at which consideration of the proposed amendment is sought.

**Section 4. Modifications.** Any proposed amendment, meeting the requirements of Section 2 and 3 above, may be modified by the membership during their consideration of the proposed amendment, provided, however, that modifications shall be minor in nature and not materially change the general character of the proposed amendment from what the members were notified of in advance for their consideration.

## **ARTICLE XII – DISSOLUTION**

Upon dissolution, assets shall be distributed by the Board of Directors according to applicable state statute.