

# **Illinois Association of Groundwater Professionals, Inc.**

## **Bylaws**

Revised & Amended 2020

### **ARTICLE I – NAME**

The name of the Association shall be the Illinois Association of Groundwater Professionals, Inc. (IAGP), an Illinois non-profit corporation.

### **ARTICLE II – PURPOSE**

The purpose of the Association shall be to:

- assist, promote, and support the interest and welfare of all entities utilizing groundwater resources within the State of Illinois, working to ensure that all affairs have a scientific and technological basis,
- aid and promote scientific educational standards, research, and techniques to improve construction and maintenance standards for the protection of groundwater,
- encourage and promote harmony and cooperation between members, regulatory and scientific government agencies and other parties interested in the groundwater industry regarding the advancement of issues, causes, and concerns relative to the proper development and protection of underground water supplies and all phases of groundwater production in the State of Illinois,
- promote reasonable and sustainable use of Illinois' groundwater resources.

### **ARTICLE III – MEMBERSHIP**

Membership of the association shall consist of Active, Manufacturer & Supplier, Scientist and Engineer, Affiliate, Honorary and Lifetime members. To be considered a member, a membership application must be received from an individual, company, or agency interested in joining. The Secretary of the Association will present all membership applications to the Board for approval. The following describes each category of membership in the Association.

#### **Section 1: Active Membership**

Active membership is limited to individuals licensed by the State of Illinois as water well contractors or pump installers. Active members who are current in the payment of their annual dues have the right to vote on matters pertaining to the Association. Individual members are entitled to one vote on issues brought before the membership. Proxy voting is not permitted. Active members may attend all regular meetings of the Association and are eligible to participate in committee activities.

#### **Divisions: Active membership shall be divided into the following categories:**

- a. Water Well: Illinois licensed Water Well Contractors and Water Well Pump Installation Contractors.
- b. Specialty Services: Licensed or certified professional contractors other than Water Well and in an IAGP Board recognized groundwater related profession.
- c. Supplemental: non-licensed or non-certified employees of full Active members provided their employer is a current member in good standing. Non-licensed supplemental members cannot hold office.
- d. Retired: Any person who has been a continuous member in either Water Well or Specialty Services for a minimum of ten years and who currently is not active in the day to day operations of their affiliated company. Retired members cannot hold office.

## **Section 2: Manufacturer & Supplier Membership**

Manufacturer & Supplier membership is open to any individual or company engaged in manufacturing, selling or jobbing groundwater industry equipment, supplies or services. Manufacturer & Supplier members ~~do not~~ have voting privileges. Manufacturer & Supplier members may attend all regular meetings of the Association and participate in committees. Manufacturer & Supplier members can hold office.

## **Section 3: Scientist & Engineer Membership**

Scientist & Engineer membership is open to any person or company whose profession is of a technical or scientific nature relating to substrata or groundwater such as engineering, design or consulting firms. Scientist & Engineer members may attend all regular meetings of the Association, are eligible to participate in committees and have voting privileges. Scientist and Engineer members can hold office.

## **Section 4: Affiliate Membership**

Affiliate membership is open to regulatory and /or scientific agencies actively engaged in the management or study of groundwater resources or any individual interested in furthering their knowledge of groundwater and who do not qualify for Active, Manufacturer & Supplier or Scientist & Engineer membership. Affiliate members ~~do not~~ have voting privileges. Affiliate members may attend all regular meetings of the Association and participate in committees. Affiliate members cannot hold office.

## **Section 5: Honorary Membership**

The Board may grant honorary membership to persons who have distinguished themselves in the groundwater industry or who have contributed to the furtherance of the Association's mission and activities. Honorary members are entitled to all privileges of the Association except voting and the holding of elected office. Honorary members are exempt from paying dues.

## **Section 6: Lifetime Membership**

The Board may, upon its discretion, grant lifetime membership to any Active Member who has given a recognizable service to the industry and/or the Association. Lifetime members are entitled to voting privileges on matters of the Association, may participate on committees and are exempt from paying dues. Life members may not hold elective office in the Association.

## **Section 7: Termination, Suspension and Expulsion**

Any member may terminate his/her membership in the Association by giving written notice to the Secretary of the Association. Such notice shall be presented to the Board at their next regular meeting. Termination of membership shall be effective upon receipt of notice by the Board. The right of a member to vote and all other privileges and interest pertaining to membership in the association shall cease upon termination of the membership.

Any member may be suspended or expelled from membership in the Association by the Board for violation of the bylaws or any agreement or rule adopted by the Association. Notice of impending suspension or expulsion must be mailed to the last known address as provided on the membership records of the member by registered mail, or via email at least 15 days before final action is taken by the Board. The statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which termination shall be considered. The member shall have the opportunity to appear in person or by his/her representative to present any defense regarding the alleged act(s) leading to the recommendation for suspension or expulsion from membership in the Association. Such suspension or expulsion shall be by a two-thirds vote of the Board of Directors present and voting at such meeting.

### **Section 8: Membership Dues and Fiscal Year**

The Board shall determine annual dues for members of the Association. Membership will be automatically terminated for nonpayment of dues and /or assessments during the fiscal year. The Board reserves the right to solicit special contributions or assessments as needed to properly administer the affairs of the Association. The fiscal year of the Association shall be from July 1 to June 30.

## **ARTICLE IV – BOARD OF DIRECTORS**

The Board of Directors is responsible for the management of the affairs, business, fiscal operations, and concerns of the Association in accordance with these Bylaws.

The Board shall have the authority to engage and discharge employees and agents of the Association, set salary requirements for said employees or agents, approve, suspend, or expel members, and appoint committees to facilitate the work of the Association.

The Board of Directors may, except as otherwise provided in these Bylaws and by resolution, authorize any Officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific circumstances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **Section 1: Composition**

The Board of Directors shall be comprised of twelve elected members. There shall be four officers: a President, Vice-President, Secretary, and Treasurer. Of the 12 elected members, ten directors shall be from the Active Membership and two directors that are from either: Active, Manufacturer and Suppliers or Scientist and Engineer membership sections.

The Executive Director, by virtue of the position, shall be considered a member of the Board (ex-officio member), but without a vote. Officers and directors will serve without pay, except that they may be reimbursed for actual expenses authorized by the Board in performance of their duties as Directors or Officers.

### **Section 2: Term of Office**

The regular term of each Director shall be three years. Officer positions are for two years; Should the term of office held by the individual serving as President expire prior to completion of their Presidential term or should the Vice President's term expire the year they are elected into the role of President, their term as Director will automatically renew. Terms will be staggered so that each year there will be at least two or more positions that are up for election.

### **Section 3: Meetings**

The Board of Directors shall meet at least quarterly. Notice of time, place, and business of the meeting shall be made by mail, fax or email to each Director not less than five business days before the meeting. Special meetings may be called at the request of at least three members of the Board of Directors, or by the President. Only three (3) days notice shall be required to hold a special meeting. The President of the Board shall preside as Chairperson of any Board meeting; In absence of the President, the Vice-President, Secretary or Treasurer in sequence shall serve as Chairperson. In the absence of all Officers, the Directors present may choose a chairman pro-tem for the meeting. Attendance of Officers or Directors may be in person or by conference call or other electronic means.

### **Section 4: Board Quorum**

A simple majority of Directors and Officers in attendance shall constitute a quorum at all meetings of the Board of Directors.

### **Section 5: Board Decisions**

Every act or decision made by a majority of the Directors present at a meeting shall be regarded as an act of the Board of Directors.

### **Section 6: Board Absences**

Board members who miss two meetings within a one-year period, shall be considered delinquent in their responsibilities. In this situation, the Board of Directors reserves the right to declare a vacancy by a two-thirds vote of the Board. The Board of Directors may fill any vacancy that may occur on the Board due to death, resignation, or otherwise, through the appointment of a member in good standing to complete the unexpired term.

## **ARTICLE V – OFFICERS**

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer the last of whom shall be the Chief Financial Officer. The Executive Director, appointed by the Board, shall serve without privilege of vote. The officers may also be referred to as the “Executive Committee”.

The Board of Directors shall elect officers at the meeting prior to the Annual Meeting of the membership.

### **Section 1: Term of Office**

The term of office shall be for two years. An elected Officer may serve no more than two consecutive terms in the particular office denoted.

### **Section 2: Resignations**

Any Officer may resign by giving notice to the Executive Director or the highest serving officer. Resignation will take effect on the date of receipt of the notice or at any later date specified. Acceptance of the resignation will not be necessary to make it effective.

### **Section 3: Vacancies**

A vacancy in any office other than the President may be filled until the next Annual Meeting by Presidential appointment and with confirmation by the Board.

### **Section 4: Duties of Officers**

The duties of the Officers shall be as follows:

#### **President**

The President shall be the executive officer of the Association and shall preside at the Annual Meeting of the Association and at all regular and special meetings of the Board of Directors. The President shall be responsible for seeing that the lines of direction given by the Board are carried into effect and for reporting to the Board on the conduct and management of the affairs of the Association. The President shall be chairperson of the Executive Committee and shall be an ex-officio member with voting rights, of all committees except the nominating committee. The President shall have other powers and duties as authorized by the Board.

#### **Vice President**

The Vice President of the Board shall perform the duties and responsibilities of the office of President in the event of the current President’s death, absence, or inability to full his/her responsibilities of President. Furthermore, the Vice President shall be considered the President Elect and shall perform any duties or responsibilities prescribed by the President and/or Board of Directors.

### **Secretary**

The Secretary shall be responsible for seeing that notices are issued for all meetings of the Board, Executive Committee and Annual Meeting of the membership and shall see that the minutes of these meetings are kept. The Secretary shall be responsible for the custody of the Association's records and files and shall exercise the powers and perform the duties usually incident to the office of Secretary, and perform other duties as assigned by the President or the Board of Directors.

### **Treasurer**

The Treasurer shall be responsible for the fiscal management of the Association, keeping accurate records of all monies received and disbursed regarding the Association's business as directed and controlled by the Board of Directors. Funds shall be deposited into accounts approved by the Board of Directors. The President or Treasurer with another member authorized by the Board must countersign checks. All funds, books, and vouchers shall be subject to verification and inspection by any Director provided reasonable notice is given for inspection. The Treasurer with the Executive Director shall prepare an annual operating budget for the Association, and present same to the Board for approval. No expenses shall be incurred in excess of budgetary appropriations without prior approval from the Board.

## **ARTICLE VI – ELECTIONS**

Any Active member, Manufacturer & Supplier, or Scientist & Engineer, current in dues and / or assessments is eligible for nomination as Director as stated under Article IV, Section 1 Composition. Directors are elected for a three-year term.

The Board shall consist of twelve elected positions. Terms of office shall be staggered to elect a portion of the Board at each subsequent Annual Meeting. Honorary and Lifetime members are not eligible to be elected to the Board of Directors.

The Board of Directors shall elect a President, Vice President, Secretary, and Treasurer to serve as officers for a two-year term. Officers may serve no more than two consecutive terms in a particular office. Officers shall be elected at the Board Meeting prior to the Annual Meeting of the Association.

## **ARTICLE VII – MEMBERSHIP MEETINGS**

### **Section 1: Annual Meeting**

The Association shall hold an Annual Meeting of its members for the purpose of reporting the Association's activities and fiscal status, transacting business, and for the election of the Board of Directors. The date, time and place of the meeting are to be determined by the Board. The Secretary or designee shall send to members written notice of the Annual Meeting at least 15 days prior to the meeting.

### **Section 2: Quorum**

Active members of the Association present at the Annual Meeting shall constitute a quorum for the transaction of business.

## **ARTICLE VII – PROFESSIONAL STAFF**

An Executive Director, staff and/or other professionals may be hired to implement the policies and procedures developed by the Board of Directors regarding day to day operations and administration of the Association. The Executive Director shall be responsible for providing professional advice and assistance to the Board of Directors, the President and other committees; the Executive Director shall be responsible for administering the total operations of the Association under the supervision of the Board of Directors. The Executive Director is hired and terminated by the Board, reports to the Board and is under the direct supervision of the President. The Executive Director shall have the authority to employ, train, supervise, and release all employed and volunteer staff in accordance with the policies adopted by the Board of Directors.

## **ARTICLE IX – COMMITTEES**

The Board of Directors shall have the power to establish committees including advisory councils, as it deems necessary to carry out the activities of the association. The Board shall define the responsibilities of each committee or advisory council and make recommendations to the President regarding committee chairs. The President shall appoint committee chairs who shall be responsible for reporting to the Board from time to time, and for submitting a yearly report in writing. There shall be at least two Directors on each committee and other members may come for the membership at large.

The association shall have the following standing committees: 1) Executive Committee and 2) Nominating Committee.

### **Section 1: Executive Committee**

There shall be an Executive Committee consisting of the officers of the Board of Directors; at the discretion of the Board of Directors it may include the immediate Past President of the Association. The Executive Committee may exercise the powers of the Board of Directors when the Board is not in session, reporting to the Board their actions at the next regular board meeting for ratification. Not less than three members shall constitute a quorum at a meeting of the Executive Committee. The President of the Association shall act as chairperson of the Executive Committee and preside at all meetings unless he or she is absent, in which case the Vice-President shall act as chairperson of the meeting. The Executive Committee shall arrange for an independent audit of the Association's financial records on a regular basis.

### **Section 2: Nomination Committee**

At least 60 days before the date of the annual meeting, the President shall appoint a Nominating Committee consisting of three members, of which at least two members shall be from the Board. The responsibility of the Nominating committee shall be to nominate candidates for directors to be elected at the next Annual Meeting. The Nominating Committee shall post in the Association's fall newsletter a call for candidates for those Director positions are to be elected.

The Secretary or designee shall mail to the membership a ballot stating those nominated by the Nominating Committee and those members self-declared as candidates and who meet the requirements of the office at least fifteen (15) days preceding the Annual Meeting. Votes may be cast by mail ballot or in person at the Annual Meeting. Ballots will be counted at the Annual Meeting and candidates receiving the highest number of votes shall be declared elected.

## **ARTICLE X – PARLIAMENTARY AUTHORITY**

Roberts' Rule of Order, in its most recent revision, shall be the parliamentary authority at the Annual, Board of Directors, and special meetings of the Association.

## **ARTICLE XI – AMMENDMENTS**

These Bylaws may be altered, amended or repealed by a majority vote of the Active members of the Association present at the Annual Meeting. Notice must be sent at least 15 days prior to the date of the meeting and shall be sent to the member's last known post office address. The text of the proposal changes to the Bylaws must be included with the notice.

## **ARTICLE XII – DISSOLUTION**

Decision to dissolve the Association must be passed by a two-thirds ballot vote of the Association's Active membership. Notice of the intent to dissolve the Association must be sent at least fifteen days in advance and shall be sent to the member's last known post office address.

In the event of dissolution, the Board of Directors shall be responsible for disbursing any and all remaining assets of the Association after all liabilities have been paid. Remaining assets shall be disbursed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.