

EMPIRE STATE WATER WELL DRILLERS' ASSOCIATION, INC.

ARTICLE I – NAME

The name of this Association shall be the EMPIRE STATE WATER WELL DRILLERS' ASSOCIATION, INC. and may be referred to as ESWWDA

ARTICLE II – MISSION STATEMENT

The Empire State Water Well Drillers' Association is committed to taking a leadership role in protecting our natural resources through the promotion of the ground water industry. The association will strive to support a spirit of cooperation, ~~and~~ communication, and education within the industry and with consumers and regulatory agencies.

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 State of New York. The membership shall be composed of persons engaged in the ground water industry who may be admitted to membership as prescribed by these by-Laws.

SECTION 2 – INDUSTRY DEFINITIONS. The term “ground water industry” as used in these By-Laws embraces all industries and persons engaged in drilling or constructing water wells and water systems in the State of New York; manufacturing or supplying equipment to accomplish that task; studying, teaching or perfecting related technology; or evaluating or developing water resources in the State of New York.

SECTION 3 – MEMBERSHIP. The membership of the association shall consist of well drilling contractors, pump installers, suppliers, manufacturers, geologists, engineers and retired members.

- a) **CONTRACTOR MEMBERS.** Contractor members of the Association shall consist of any person, firm or corporation engaged in the business of water well drilling, pump installing or the overall development of ground water resources.
- b) **SUPPLIERS/MANUFACTURER MEMBERS.** Supplier/Manufacturer members shall consist of any person, firm or corporation engaged in manufacturing equipment, materials or supplies used in the ground water industry or which maintains 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 is engaged in the business of supplying equipment, rigs, or tools or rendering specialized services to the ground water industry.
- c) **ASSOCIATE MEMBERS.** Associate members are additional employees of either the members of the Contractor or Supplier/Manufacturer division and those who are interested in the ground water industry including but not limited to

engineers, hydrogeologist, geologist and members of the National Ground Water Association's AGWSE Division.

- c) HONORARY MEMBERS. Persons of acknowledged eminence in the well drilling profession, or who have contributed some special services in the furtherance of the art or to this association, may be elected to Honorary Membership by two-thirds vote of the Board of Directors. Honorary Members are exempt from membership fees and shall retain the privileges of member except for voting rights.
- d) LIFE MEMBERS. Life Members are members that have had a long-standing affiliation with the Association. The Board of Directors selects life Members. All Life Members are exempt from membership fees. All Life Members will have voting rights.
- e) RETIRED MEMBERS. Retirement Membership is available to those sole proprietors who are 65 years or older, has been a member in good standing for the last 3 years and has no employees. A reduced membership will be charged.

SECTION 4 - APPLICATION AND ELIGIBILITY

a) Any person, firm or corporation whose application is received by the Correspondence Manger or Membership Committee properly completed and whose annual dues are fully paid and whom the membership committee declares eligible for membership in the association shall be deemed a member in the appropriate category of the Association upon being so notified. An eligible person shall be any person, firm or corporation meeting the qualifications set forth In Section 3 - a of this Article.

SECTION 5 – REMOVAL. Any person, firm or corporation may be removed from membership in the Association if, by vote of two-thirds majority of the Board of Directors. The Membership Committee, upon receipt of the complaint in writing by two or more contractor members, may determine that such person, firm or corporation does not meet the qualifications for Contractor membership, Supplier/Manufacturer membership or Associate membership set forth in Section 3 of this Article; or whose conduct is or has been such as to be detrimental to the best interest of the Association provided, however, that said person, firm or corporation shall be notified in writing of the complaint issued against him/her or it and shall be afforded the right to hearing before the of Committee and maybe represented therein by Counsel; and provided further, however, that said person, firm or corporation may appeal a decision adverse to him/her or it to the Board of Directors and that such a decision shall be affirmed by not less than two-thirds majority thereof.

Non-payment of dues for a period of one year shall be cause for automatic suspension and/or removal, provided that appropriate invoices have been sent to the member, and at least thirty days have been allowed for response.

ARTICLE IV - MANAGEMENT

SECTION 1 – BOARD OF DIRECTORS. The government, management and control of the Association and its affairs shall be vested in a Board of Directors of fourteen persons consisting of six person who are contractor members of the Association, four of who are

Supplier/Manufacturer members, the three elected officers and the Past President. The six contractor members of the Board of Directors shall be divided into three classes and at the annual meeting, two shall be elected to serve for one year, two for two years and two for three years. Upon the expiration of the term of each class of Directors the new Directors shall be elected to serve for a full three-year term. The two Supplier/Manufacturer members of the Board of Directors shall be elected by the Supplier/Manufacturer members at the annual meeting of the Association, two to serve for a term of two years, the other two a term of three years. Upon the expiration of the two-year term the new Supplier/Manufacturer members director shall be elected to serve for a full three-year term, as shall each successor associate member director thereafter.

The President of the Association, the immediate Past President and all the elected officers shall be ex-officio members of the Board of Directors with the right to attend all meetings with full voting privileges. The President shall preside at all such meetings and act as Chairman of the Board of Directors.

SECTION 2 – 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 By-Laws; to fill vacancies which may occur during the term of any officer; to engage and discharge employees and agents of the Association, including Correspondence Manager, and to fix their compensation; to have charge of all property and assets of the Association; and to do all other lawful acts, necessary and proper to carry on the business of the Association. In the case of a vacancy among the Directors, the President will appoint an Interim Director to fill the vacancy until the Annual Meeting where the seat will be filled at the general election.

SECTION 3 – 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 regularly meeting thereof, the activities it has undertaken to direct the officers to undertake.

SECTION 4 - QUORUM. A majority of the Board of Directors shall constitute a quorum. Any number less than a quorum, the official meeting of the Board must adjourn and be rescheduled. An "un-official " meeting may continue.

SECTION 5 – REMOVAL. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing, as it may in its discretion consider necessary for the best interest of the organization.

ARTICLE V – OFFICERS

SECTION 1 - The officers of the association shall consist of a President, a Vice President and a Treasurer, all of whom shall be elected at the annual membership meeting, and shall serve for one year.

SECTION 2 – The Treasurer shall receive all monies of the Association and deposit the same in the name of the Association in such bank or banks and investments as may designed by the

Board of Directors, shall disburse any funds as ordered or authorized by the Board of Directors and shall keep regular accounts of his/her receipts and disbursements and submit a report to the Board of Directors when requested and at the annual meeting of the Association. The Treasurer shall give such bond as the Association may see fit to require with the bond premium paid by the Association. Three members shall be appointed by the President as the Audit and Finance Committee to audit the books of the Treasurer each quarter and shall report at each meeting. Annual independent audit will be conducted annually. The Treasurer, with the approval of the Board of Directors, shall be authorized to draw from the Association funds the actual expenses incidental to his/her office.

SECTION 3 – The Officers and the Board of Directors shall have general charge and management of the affairs of the Association, no inconsistent with these By-Laws.

SECTION 4 - Any member in good standing from the Contractor and Contractor Associate division will be eligible for any elected office.

ARTICLE VI – MEETINGS

SECTION 1 - The annual meeting of the association shall be held on the third Wednesday of January of each year, with the time and place to be determined at a previous meeting of the membership, or, if not so determined, by the President.

SECTION 2 - At least three other meetings of the membership shall be held each year on a quarterly basis, with the time and place designated at the previous membership meeting. Special meetings shall be called by the President, either on his own initiative or by request of five members in good standing. The Correspondence Manager thereof shall notify by necessary means to all members at least ten days prior to the date of any such special meeting.

SECTION 3 - At all meetings of the Association, either regular or special, any ten members in good standing shall constitute a quorum for the membership.

SECTION 4 - All members in good standing shall be eligible to vote.

SECTION 5 - Any member in good standing may be represented and vote at any meeting by written proxy sent to the Correspondence Manager by mail prior to the meeting.

SECTION 6 - If a quorum be not present at any general meeting, the presiding officer must adjourn an official meeting to a day and hour fixed by him/her. An "unofficial " meeting may continue.

ARTICLE VII – DUES

SECTION 1 - The annual membership fee for contractor members shall be in an amount approved by the Board of Directors annually at the October meeting of said Board, subject to the approval of the general membership; said fee to become effective for the year immediately following said meeting and shall be payable at or before the annual meeting. No person, firm or corporation shall be entitled to vote at any meeting of the Association until all his/her or its dues

are paid. Duplicate membership cards may be issued upon request, but no person shall be entitled to more than one vote.

SECTION 2 - The annual membership fee for Supplier/Manufacturer members shall be in an amount approved by the Board of Directors annually at the October meeting of said Board, subject to the approval of the general membership; said fee to become effective for the year immediately following said meeting. Supplier/Manufacturer members shall have all privileges of the Association other than holding office, except as provided for by Article IV, Section 1.

SECTION 3 – The annual membership fee for Associate members shall be in an amount approved by the Board of Directors annually at the October meeting of said Board, subject to the approval of the general membership; said fee to become effective for the year immediately following said meeting. Associate members shall have all privileges of the Association other than holding office, except as provided for by Article IV, Section 1.

SECTION 4 - The annual membership fee for retired members shall be in an amount approved by the Board of Directors annually at the October meeting of said Board, subject to the approval of the general membership; said fee to become effective for the year immediately following said meeting. Retired members shall have all privileges of the Association other than holding office, except as provided for by Article IV, Section 1.

SECTION 5- Honorary Members and Life Members shall be exempted from payment of a membership fee.

SECTION 6 – Membership fees will be waived for any member in good standing who is assigned to active duty in the Armed Forces.

SECTION 7 – COLLECTION OF DUES. Procedures for timely collection of Dues are to be set by the Executive Committee and administered by the Corresponding Manager. Any major changes in procedure shall be reported to the Board. At each regular Board meeting, delinquent members names will automatically be presented to the Board for review. Upon action by the Board, the delinquent members will be dropped from the roster and terminated from membership.

SECTION 8 – DELINQUENCY. Members whose dues are delinquent at the beginning of the General Membership meeting during the Annual Meeting lose all privileges as dues paying members until their dues are brought current. This includes:

1. Office Holding
2. Voting Privileges
3. Good Standing Status
4. Authorization to utilize ESWWDA emblem
5. Association mailings except for courtesy mailings

SECTION 9 – SPECIAL CONTRIBUTIONS. The Board of Directors shall have the authority to solicit special contributions for the conduct of Association affairs.

ARTICLE VIII – COMMITTEES

SECTION 1 STANDING COMMITTEES. Standing committees are vital to the daily operation of this Association. The Standing Committees of the association shall be as follows:

- a) Membership
- b) Hole Talk
- c) Education and Scholarship
- d) Auditing and Finance
- e) Insurance and Safety
- f) Legislative
- g) Public Affairs
- h) New England Exposition

SECTION 2 – DUTIES. The Standing Committees shall perform such duties as the President or Board of Directors may from time to time direct.

SECTION 3 – COMMITTEE MEMBERSHIP. The President shall appoint and relieve or dismiss any member on any Committees of the Association, as he/she deems necessary. The President is considered an “ex-officio” member of every committee.

SECTION 4 – The President can at his/her discretion appoint additional Standing Committees or remove any Standing Committee that is defunct at that time.

ARTICLE IX – ORDER OF BUSINESS

SECTION 1 – ORDER OF BUSINESS The following shall be the order of business at the regular meeting, unless otherwise provided for:

- 1. Call to order
- 2. Roll call of officers & attendance
- 3. Reading of minutes
- 4. Report of Treasurer
- 5. Communications
- 6. Report of all Committees
- 7. Unfinished business
- 8. New Business
- 9. Adjournment

SECTION 2 – CHANGE OF ORDER AND PRIORITY OF BUSINESS. The order of business may be altered or suspended at any meeting by a majority vote of the members present. Any questions as to priority of business at meetings shall be decided by the Presiding Officer without debate.

SECTION 3 – PARLIAMENTARY PROCEDURE. Final authority for parliamentary procedure shall be governed by *Robert’s Rules of Order*.

ARTICLE X- AMENDMENTS

SECTION 1 - These By-Laws may be amended by proposing written amendments and having the same read at any regularly meeting, and when voted upon and passed at the next regular meeting by a two-thirds vote of all contractor members in good standing present at such meeting.

SECTION 2 – The By-Laws shall be reviewed periodically by a committee appointed by the President to maintain the integrity of By-Laws, the spirit of the Association, it's membership and the industry.

