

CONSTITUTION
AND
BY-LAWS
OF
WEST VIRGINIA WATER WELL DRILLERS ASSOCIATION, INC.

REGULAR ORDER OF BUSINESS

1. Reading of Minutes of Previous Meeting.
2. Report of Committees.
3. Roll Call of Officers.
4. Correspondence and Action thereon.
5. Application of Membership.
6. Election of Candidates and Initiation of new Candidates.
7. Report of Local Executive Board.
8. Appropriation of Money.
9. Report of Officers.
10. Unfinished Business.
11. New Business.
12. Announcing the Receipts of the Meeting.
13. Adjournment.

CONSTITUTION

AGREEMENT OF INCORPORATION

ARTICLE I

The undersigned agree to become a corporation by the name of WEST VIRGINIA WATER WELL DRILLERS ASSOCATION, INC.

ARTICLE II

The principal Office or Place of Business of said Corporation will be located at #1 Well Drillers Lane, in the city of Elkins, in the county of Randolph and State of West Virginia. Its chief works will be located at the same place.

ARTICLE III

The objects for which this Corporation is formed are as follows:

The objectives of this association shall be: to assist, promote, encourage, and support the interests and welfare of the water well industry in all of its phases; to foster, 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 and scientific agencies relative to the proper development and protection of underground water supplies; to encourage cooperation of all interested groups relative to the improvement of drilling and pumping equipment; and to advance generally the mutual interests of all those engaged in the water well industry, in their own and the public interest; to assist, promote, encourage and support the interest and welfare of the water well drilling industry within the State of West Virginia and to foster, aid and promote scientific education, the setting of standards, the promotion of research and the development of technique in and in relation to the water well drilling industry in the State of West Virginia, and to promote and encourage cooperation between the members of this corporation and all governmental agencies related to the development and protection of the underground water supplies in the State of West Virginia.

ARTICLE IV

This corporation is not organized for profit and is not authorized to issue capital stock.

Membership in this corporation shall be upon the following terms and conditions:

1. There shall be three classes of membership in this corporation as follows:

- a. ACTIVE MEMBER – Any individual, partnership or corporation regularly engaged in the water well drilling industry to include but not limited to well drilling, water well pump installation and water well conditioning installation in the State of West Virginia may, upon an application duly submitted to the corporation and approved by the original incorporators, the Board of Directors or the membership of the corporation, as the case may be, and upon payment of the sum of Seventy-Five Dollars (\$75.00) as dues for one year from the date of application, shall be an active member of this corporation, and upon the payment of the sum of Seventy-five Dollars (\$75.00) annually shall continue as an active member.
 - b. ASSOCIATE MEMBERS - Any individual, partnership or corporation interested in the water well drilling industry to include but not limited to well drilling, water well pump installation and water well conditioning installation but not actively engaged in the drilling of water wells may become an associate member upon application duly approved, as in the case of active members, upon payment of the sum of Seventy-Five Dollars (\$75.00) and membership shall continue upon payment of a like sum each year thereafter.
 - c. HONORARY MEMBERS – Persons of acknowledged standing or eminence in the water well drilling industry or have contributed special service or knowledge in the furtherance of the industry or this corporation may be elected to honorary membership by the Board of Directors of this corporation and shall be exempt from membership dues.
2. The management and control of this corporation and all voting rights and privileges in relation thereto shall be vested in active members only.
3. All dues subsequent to initial dues required of members shall become due and payable thirty (30) days prior to the end of the current membership and failure to pay said dues by the anniversary date of original membership shall terminate membership; provided, however, that membership may thereafter be reinstated upon payment of all membership dues in arrears and approval of reinstatement by the Board of Directors or by the chief executive officer of the corporation.
4. The annual membership fees for active members and associate members shall be set forth in the By-Laws of the corporation and shall be subject to change in the manner herein provided for the change of By-Laws, and when so changed payment of the membership fees is therein stipulated shall be set forth in the By-Laws of the corporation and shall be subject to change in the manner herein provided for the change of By-Laws, and when so changed

payment of the membership fees as therein stipulated shall be binding upon the existing membership of the corporation and upon all members thereafter admitted to the membership as fully as if the amount thereof were herein set forth.

5. Members of this corporation who shall have complied with the requirements for active membership by the 1st day of June, 1968 shall be designated "Charter Members" as an honorary designation but shall not be vested with any rights or authority other than those conferred upon all active members.

ARTICLE V

The existence of this corporation is to be perpetual.

A majority of the members of this corporation represented either in person or by proxy at any regular or special meeting of the corporation shall constitute a quorum for the transaction of any business of said corporation, and a majority of the members at any meeting at which a quorum is present shall be competent to take any action in behalf of said corporation authorized by law.

In the event of dissolution of this corporation, the assets thereof after payments of all debts, taxes and other charges shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the corporation is then located

ARTICLE VI

The Corporation's activities are absolutely prohibited from directly or indirectly participating or intervening in any political campaign on behalf of (or in opposition to) or any candidate for any local, state or federal public office. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The By-Laws of this corporation were adopted by the membership thereof on April 29, 1968 and thereafter the Board of Directors having the power to amend, alter and supplement the By-Laws, have adopted amendments on November 15, 2010 and further adopted by the membership thereof.

**BY-LAWS
OF
WEST VIRGINIA WATER WELL DRILLERS ASSOCIATION, INC.**

ARTICLE I

Name

The name of this association shall be WEST VIRGINIA WATER WELL DRILLERS ASSOCIATION, INC., a nonprofit corporation created and existing under the laws of the State of West Virginia.

ARTICLE II

Objectives

The objectives of this association shall be:

1. To put the water well drilling business in the State of West Virginia on a thoroughly scientific and business basis.
2. To maintain an organization to assist, promote, encourage and support the interests and welfare of the water well drilling industry within the State of West Virginia.
3. To foster, aid and promote the scientific education, standards, research and techniques in order to improve methods of drilling.
4. To promote and encourage harmony and cooperation between the members and governmental agencies relating to the proper development and protection of the underground water supplies of the State of West Virginia.
5. To advance generally the mutual interest of those engaged in the water well industry in their own and in the public welfare.

ARTICLE III

Seal

This association shall have available for use by the members, at a nominal fee, a seal, as approved by the Board of Directors.

ARTICLE IV

Membership and Authority

Sec. 1. Membership in this association shall consist of three classes as follows:

- a. **Active Members** – Any individual, partnership or corporation regularly engaged in the water well drilling industry to include but not limited to well drilling, water well pump installation and water well conditioning installation in the State of West Virginia or their qualifying persons who so desire, may, upon an application duly submitted to the corporation and approved by the original incorporators; the Board of Directors, or the membership of the corporation, as the case may be, and upon the payment of the sum of Seventy-Five Dollars (\$75.00) as dues for one year from the date of application, shall become an active member, and upon payment annually of dues shall continue as an active member.
- b. **Associate Members** – Any individual, partnership or corporation interested in the water well drilling industry to include but not limited to well drilling, water well pump installation and water well conditioning installation but not actively engaged in the drilling of water wells may become an associate member upon application duly approved, as in the case of active members, and upon payment of the sum of Seventy-Five Dollars (\$75.00) as dues for one year from the date of application and membership shall continue upon payment of dues annually thereafter.
- c. **Honorary Members** – Persons of acknowledged standing or eminence in the water well drilling industry or who have contributed special service or knowledge in the furtherance of the industry or this corporation may be elected to honorary membership by the Board of Directors of this corporation and shall be exempt from membership dues.

Sec. 2. The management and control of this corporation and all voting rights and privileges in relation thereto shall be vested in active members only.

Sec. 3. Membership in this association shall be obtained upon an application duly submitted in the form prescribed by the original incorporators, and thereafter by the Board of Directors, and approved by the original incorporators in the case of charter members, as hereinafter designated, and thereafter by the Board of Directors, and upon

payment of the fee herein before set forth, and the membership so granted shall continue thereafter so long as payment of the dues shall be made in accordance with the terms of this charter.

Sec 4. Members of this association who shall have complied with the requirements for active membership by the 1st day of June, 1968, shall be designated "Charter Members" as an honorary designation but shall not be vested with any rights or authority other than those conferred upon all active members.

Sec. 5. Dues as hereinbefore set forth shall become due and payable thirty (30) days prior to the end of the current membership year, and failure to pay said dues by the anniversary date of original membership shall operate to terminate membership in the association; provided, however, that any member whose membership in the association shall have been thus terminated may apply for reinstatement, and upon approval of reinstatement by the Board of Directors or by the chief executive officer of the corporation and the payment with the application for reinstatement of all dues in arrears shall thereupon be reinstated to full membership with all rights incident thereto.

Sec. 6. The membership dues may be changed by action of the Board of Directors and thereafter all members shall pay on the next anniversary date the dues as fixed by action of the Board of Directors.

Sec. 7. Membership in this association may be terminated by action of the Board of Directors for unfair, unethical or illegal practices or acts done by any member provided the member charged with such acts shall have been given written notice of the same not less than thirty (30) days prior to the action of the Board of Directors terminating membership and shall have, before such termination, been given an opportunity to be present in person to defend or explain or justify the accusations made, and in the absence of such proper defense, explanation or justification, the Board of Directors may terminate membership by a majority vote of the Board and by pro rata refund of the dues paid by such member for the current year.

Sec. 8. The active members of this association shall meet once each year in annual session at a time to be fixed by the Board of Directors. The said time shall be as near the anniversary date of the organizational meeting of this association as may be convenient and practicable as determined by the Board of Directors. Notice of such annual meeting shall be given in writing, and such notice shall be sufficient if mailed to the address of each member by legal United States mail as such address appears upon the records of the association. At said annual meeting activities of the association during the preceding year shall be reported by the officers, the financial condition of the association shall be given and officers for the ensuing year shall be elected.

Sec. 9. A majority of the members of this association shall constitute a quorum for the transaction of any business of the said association at the annual meeting thereof, and such majority may be composed of members in person or by written proxy in such form as may be prescribed from time to time by the Board of Directors, and a majority of

the members present in person and by proxy at any such annual meeting shall be competent to take any action in behalf of said association that may be authorized by law.

Sec. 10. Special meetings of the membership may be called at any time by the President, after first giving not less than ten (10) days written notice to each member of the time, place and subject matter of such special meeting, and special meetings may be likewise called by the written request of not less than one-third of the active membership, setting forth the subject to be considered in such special meeting, and upon submission of such request by one-third of the active membership, the President of the association shall thereupon call a special meeting to consider the matter contained in the request for special meeting.

ARTICLE V

Management

Sec. 1. The government, management and control of the association and its affairs shall be vested in a Board of Directors consisting of seven (7) members, each of whom shall be an active member of the association in good standing.

Sec. 2. The Board of Directors shall have power to make rules governing the work of the association not inconsistent with these by-laws; to fill vacancies that may occur during the term of any officer of the association; to fill vacancies that may occur in the Board of Directors; to engage and discharge employees and agents of the association and to fix their compensation; to have charge of all property and assets of the association and to do all other acts necessary and proper to carry on the business of the association.

Sec. 3. The members of the Board of Directors shall be elected at the annual meeting, as hereinabove set forth, for a term of one year or until their successors shall have been elected and qualified and shall cause to be reported to the annual meeting of the membership the activities and financial status of the association.

Sec. 4. A majority of the Board of Directors shall constitute a quorum for the transaction of any business. The Board of Directors shall meet once each quarter at a time and place to be determined by the Board of Directors, and upon written demand of any four (4) members of the Board of Directors or upon call of the President of the association, special meetings of the Board of Directors may be held at such time and place and for the transaction of such business as may be from time to time determined.

Sec. 5. Notice of all meetings of the Board of Directors shall be given to each member of the Board, either verbally or in writing, and shall be sufficient if the fact, time and place of such meeting shall have been communicated to each such member.

Sec. 6. The Chairman of the Board may dispense with any regular meeting thereof when there is no business of consequence to be considered if notice that such meeting is being dispensed with shall be given to each member of the Board, and provided further that any matter which might be the subject of a special meeting of the Board may be submitted to each member of the Board in writing, and action of each Board member thereon shall be given in writing, the record of all of which shall be preserved as part of the records of the association, and the matter so acted upon shall be determined by a majority vote of the Board of Directors and shall be for all purposes as effective as if such action had been taken at a regular or special convened meeting of the Board.

ARTICLE VI

Officers

Sec. 1. The officers of the association shall be a President, a Vice President, a Secretary and a Treasurer, and three (3) directors. These officers shall constitute the Board of Directors with the President as chairman. Each such officer shall be an active member of the association in good standing, and each such officer shall be elected by the members at the annual meeting of the association and shall serve for a term of one year or until the successor officer shall have been elected and qualified. All officers shall serve without compensation.

Sec. 2. The President shall be the executive officer of the association and shall preside at all annual and special meetings of the membership, and shall be an ex officio member on all committees and shall exercise such other duties and authority as usually pertain to the office and such as may be conferred upon him from time to time by the Board of Directors.

Sec. 3. The Vice President shall, in the absence of the President, perform any and all duties pertaining to the office of President.

Sec. 4. The Secretary shall make and preserve, or shall supervise the making and preservation of, all records, correspondence and written matter pertaining to the association, and shall perform such duties as the President or the Board of Directors may require, and such other duties as usually pertain to the office.

Sec. 5. The Treasurer shall be responsible for the accounts, the funds and the dues of the association and shall disburse therefrom such sums as may be directed on proper authority and shall at all times keep available for inspection records reflecting the financial activities and status of the association.

The Treasurer shall keep the record of the national membership dues separate from the record of the general funds of this association and shall forward national dues to the national treasurer at such times and in such manner as the national by-laws provide.

The Treasurer's accounts shall be examined annually by an auditing committee of not less than three (3) members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of the fact at the end of the report. The auditing committee shall be appointed by the Board of Directors at least two (2) weeks before the annual meeting.

The Treasurer and any other officer shall give bond as the association may see fit to require. The premium of such bond shall be paid from the treasury of the association. All money shall be deposited in the accredited bank in the name of the association under the signatures of the President and the Treasurer. All checks drawn against these deposits shall bear two (2) signatures, that of the President and Treasurer.

ARTICLE VII

Committees

Sec. 1. The Board of Directors may authorize creation of such permanent or temporary committees with such power, authority and responsibility as may be from time to time determined, and when so authorized, the membership of the same shall be appointed by the President of the association.

ARTICLE VIII

By-Laws

Sec. 1. These By-Laws may be amended at any regular meeting of the association by a majority vote of the members present and voting, provided notice of the proposed change in the By-Laws shall have been given not less than ten (10) days prior to action thereon.

Sec. 2. The terms "corporation" and "association" shall be understood as interchangeable designation for West Virginia Water Well Drillers Association, Inc. wherever the same may be used in these By-Laws.

Sec. 3. Robert's Rules of Order Revised shall govern this association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE IX

General

Said corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, included for such purposes, the making of distributions or

organizations that qualify as exempt organizations under section 501(c)(3) of the Internal revenue Code, corresponding section of any future federal tax code.

No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments of distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding an other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE X

Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 50(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the corporation is then located.

AMENDMENT I

ARTICLE III Membership and Authority. Sec. 4. Members of this association who shall have complied with the requirements for active membership by the 30th day of June, 1968, shall be designated "Charter Members" as an honorary designation but shall not be vested with any rights or authority other than those conferred upon all active members.

RULES OF ORDER

Sec. 1. Any member wishing to deliver his opinion or speech in any debate shall rise in his place and respectfully address the Chair. He shall confine himself to the questions under discussion and avoid personalities. If two or more members arise at the same time the President shall decide who shall speak first.

Sec. 2. No member shall speak more than twice on the same question without permission from the President and no longer than five minutes at each time.

Sec. 3. If a member be called to order by the President, he shall cease to speak and take his seat until it is determined whether he is in order or not.

Sec. 4. No motion shall be debated on, or open for discussion until same has been recorded and put to the Body by the President, and it shall be reduced to writing if desired, by the Recording Secretary.

Sec. 5. When a question is put before the Body, no motion will be in order except for the adjournment, to lay on the table for the previous question, to postpone indefinitely, to postpone to a certain day, to correct or amend. The first four taken without debate, which several motions shall have precedence in order in which they stand arranged.

Sec. 6. A motion to adjourn shall always be in order except where a member is speaking or a vote is being taken. A motion to adjourn being negative, cannot be renewed until some other proposition is made or business transacted.

Sec. 7. When a motion has been decided upon it shall be in order for any member voting with the majority at the same or next meeting to move a reconsideration thereof, but no discussion on the main question shall be allowed, and in no event shall any question or subject which has been indefinitely postponed be reconsidered at the same meeting.

Sec. 8. Any member may call for a division of the question if the sense will admit of it.

Sec. 9. No member shall vote on a question in the event he is immediately or personally interested except for the election of Officers, never-the-less any member has the right to appeal from the decision of the Chair.

Sec. 10. When the reading of any paper or other matter is called for and the same is objected to by any member, it shall be determined by a vote of the Members.

Sec. 11. No standing rules of the order shall be rescinded or changed without the assent of three-fourths of the members present, but a standing rule of the order of business may be suspended for any particular occasion upon the assent of the majority of the members present, but good for that particular meeting only.

Sec. 12. Before a putting any question to a vote the presiding Officer shall ask: "Are you read for the question?". If no member rises to speak he shall put the question.

Sec. 13. The decision of the Chair on points of order may be appealed from by any member to the Vice-President, which point of order shall be reduced to writing and the question to be put thus: "Shall the decision of the Chair stand as the decision of the Members?".

Sec. 14. No more than two amendments can be entertained on any question, and the vote shall be taken first on the amendment and then on the amendment as amended, and finally on the main question.

Sec. 15. Any document offered for reference to a committee and requiring entry in full on the minutes shall be presented in duplicate.

Sec. 16. When any question is being debated the following shall be in order: First, to adjourn: second, the previous question: third, to lay on the table: fourth, to indefinitely postpone: fifth, to postpone to a certain time: sixth, to refer: seventh, to go into committee of the whole.

Sec. 17. The motions not debated; first, to adjourn: second, the previous question: third, to lay on the table; fourth, to indefinitely postpone; fifth, to postpone to a certain time; sixth, to refer; seventh, to go into committee of the whole.

Sec. 18. In the absence of any provision herein not contained, Robert's Rules will be the guide for Parliamentary Law.