

# American Aquifers



## Bylaws

December 2021

[AmericanAquifers.org](http://AmericanAquifers.org)

*"Every Drop Counts"*



## ABOUT US

Our goal at American Aquifers is to protect our aquifers and to educate, support, and advocate for sustainable groundwater use through community outreach, data collection, scientific research, and financial assistance for those struggling with groundwater issues. We strive to be a resource for all those that depend on groundwater, including our communities, our families, and our habitats.

American Aquifers is a 501(c)3 non-profit organization. At American Aquifers, we believe *"EVERY DROP COUNTS"*. Although surface water is seen and felt, groundwater plays an equally important role in water resources. While the two vary greatly in volume, we are all intrinsically linked - when one is overdrawn, it drastically impacts the other - resulting in significant loss of water supply, damage to the environment, and other negative consequences. These implications reverberate throughout our habitats, throughout our communities, and impact our families. The better we understand groundwater resources, the more we can protect it, the better we can use it, and the greater it will benefit our environment and our families for generations to come.

The idea for American Aquifers started in 2018, and born in 2021, when it became apparent that resources, for those which rely on groundwater as a means of survival, are difficult to access quickly when groundwater begins to disappear. At American Aquifers our vision is to help families, communities, and aquatic habitats struggling with groundwater scarcity, dry wells, and lack of water, plus provide a resource for all groundwater-related needs. Groundwater is a historically undervalued resource. With increasing temperatures and wide-spread droughts persisting for many years, the need to improve our understanding of groundwater, its use, and its connection to our communities and our environment is needed. We aim to tackle these issues with education, science, and financial support for all those whose quality of life depends on groundwater now and in the future.

Mission Statement: To protect our aquifers and promote sustainable use through research, community outreach, and by educating, assisting, and advocating for those whose quality of life depends on groundwater.

We strive to meet this vision by following the preceding bylaws.



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## 1. NAME

1.1 The name of this organization shall be American Aquifers. It is an organization made up of professionals and practitioners who work with water and the environment.

## 2. NONPROFIT STATUS

2.1 American Aquifers is a 501(c)(3) nonprofit tax-exempt organization as provided for under applicable state and federal laws and regulations.

## 3. FISCAL YEAR

3.1 The fiscal year of American Aquifers shall be January 1 through December 31.

## 4. MEMBER ASSOCIATION BOUNDARIES; SERVICE AREA

- 4.1 The exclusive service area of American Aquifers shall consist of the United States
- 4.2 The geographic boundaries of American Aquifers' service area shall not be revised except as consistent with the American Aquifers' Bylaws and approved by the American Aquifers' Board.

## 5. AMERICAN AQUIFERS' CORE DOCUMENTS

- 5.1 In addition to the Bylaws, American Aquifers shall have a Statement of Policy as well as a clear and relevant Mission and Vision with a well-defined Strategic Plan and Direction.
- 5.1.1 The American Aquifers' Statements of Policy shall provide further detail and definition of the key objectives in these Bylaws as well as include pertinent policies for the Organization. Statement of Policy shall be reviewed annually and revised as needed.
- 5.1.2 American Aquifers' Strategic Direction consists of the mission, vision, core values and critical objectives. These should be reviewed and revised as needed to remain relevance.
- 5.1.3 The American Aquifers' Strategic Plan consists of measurable strategic goals to meet identified critical objectives.
- 5.1.4 The Strategic Plan shall be reviewed, updated, and approved by the Board of Directors at least once every three years.

## 6. BOARD OF DIRECTORS

- 6.1 Governing Body
- 6.1.1 The American Aquifers' Board of Directors (the "Board") is the governing body of American Aquifers and holds legal authority and fiduciary responsibilities on behalf of American Aquifers.



6.1.2 The Board is responsible for the governance, oversight control, and strategic direction of American Aquifers under such Statement of Policy or other rules as the Board may determine, subject to the specific requirements and conditions of the Bylaws.

6.2 Board Composition; Presiding Officer; Executive Director

6.2.1 The Board shall consist of a minimum of three (3) members including the President, Treasurer, and Secretary. Members of the Board are referred to herein as “Board Members.”

6.2.2 Terms of the Board Members shall terminate December 31 in the year the term expires, unless otherwise specified in Section 6.7. Term limitations may be waived or modified upon two-third votes of the Board in response to unforeseen and/or unusual circumstances.

6.2.3 Up to four (4) additional Board Positions may be created by and appointed by the Board to meet the needs of American Aquifers, subject to any requirements and conditions specified by the Board and in accordance with the Statement of Policy or other rules as the Board may determine. Appointment shall follow established voting policies. Such positions may include President-Elect, Vice-President or the creation of an Executive Committee.

6.2.4 No Board Member shall serve in a dual capacity; provided, however that if approved by a majority of the Board, an existing Board Member may be appointed to temporarily serve in a dual capacity to fill an additional member position that has been vacated before the term of that position expired. This temporary dual appointment shall continue only until such time that the vacated position is subsequently filled in accordance with the Statement of Policy.

6.2.5 If the position of the American Aquifers’ Executive Director is filled, the Executive Director shall serve on the Board in an ex-officio (nonvoting) capacity.

6.3 Board Meetings; Quorum; Official Board Action; Majority Vote Required

6.3.1 The Board shall meet not less than one (1) time annually at such times as required to direct the affairs of American Aquifers. A minimum of 30 days’ notice of regular meetings shall be given by the President to the members of the Board. In addition to the scheduled meeting, the Board may hold other meetings as determined necessary and appropriate by the President.

6.3.2 A majority of the members of the Board present at a duly noticed meeting shall constitute a quorum for purposes of conducting the Board’s official governing functions. Board members may participate remotely in Board meetings, such as by teleconference and be considered present for the purpose of determining a quorum.



The Board may establish in the Statement of Policy additional voting procedures for special or emergency circumstances, including, but not limited to, voting by email.

6.3.3 A Board Member may abstain from voting on any matter being considered by the Board.

#### 6.4 Annual Business Meeting

6.4.1 The regular Annual Business Meeting shall be held at the time and place designated by the Board and may be held in conjunction with the Annual Meeting.

#### 6.5 Duties of the Board; In General

6.5.1 Set and advance American Aquifers' Strategic Direction and Plan

6.5.2 Be the legal representation body of American Aquifers and conduct American Aquifers affairs subject to the requirement and conditions set forth in the Bylaws.

6.5.3 Develop, implement, maintain, and amend Statement of Policy for the effective and efficient operation of American Aquifers.

6.5.4 Authorize annually the expenditure of funds for regular operation of American Aquifers and for other specific purposes. No financial commitments shall be incurred that are beyond the funds available or reasonably anticipated to be available to American Aquifers as provided by the annual budget and through the office of the Treasurer.

6.5.5 Direct the investment and care of American Aquifers' funds.

6.5.6 Negotiate and approve agreements and/or contracts between American Aquifers and third parties.

6.5.7 Determine and set any applicable American Aquifers' service fee schedules.

6.5.8 Establish, create, and dissolve volunteer American Aquifers' standing committees and ad hoc committees as deemed necessary by the Board for the successful performance of American Aquifers.

6.5.9 Provide general direction to volunteer American Aquifers' standing committees and ad hoc committees.

6.5.10 Receive all committee reports and take appropriate action on recommendations made in the reports.

6.5.11 Propose changes to the Bylaws for consideration by the Board during the annual meeting as otherwise provided by the Bylaws.



6.5.12 Represent American Aquifers at the water resource related conferences, summits, and other functions, and with other partner organizations or entities, as determined necessary and appropriate by the Board.

6.5.13 Select, hire, evaluate, and provide general oversight of the Executive Director.

6.5.13.1 If the position of the Executive Director is to be filled, the Board shall select for appointment an Executive Director of American Aquifers. Upon approval by two-thirds vote of a quorum of the Board Members, the appointment of the Executive Director shall be ratified.

6.5.13.2 The Board may, by two-thirds vote of a quorum of the Board Members, terminate the employment of the Executive Director.

6.5.13.3 The Board shall determine the compensation of the Executive Director upon such terms and conditions as the Board in its judgment determines is fair and reasonable.

## 6.6 Functions and Duties of Specific Board Members; Executive Director

### 6.6.1 President

The President shall be the executive officer of American Aquifers, shall have leadership oversight and general supervision of the affairs of American Aquifers and shall perform such duties as prescribed by the Statement of Policy.

The term of the President shall be for five years. The President shall be ineligible for immediate re-election as President.

In the absence of the President, the President-Elect shall act. If the President-Elect cannot act, the Vice-President shall do so. If the Vice-President cannot act, the latest living Past-President shall do so. The Board shall appoint one of its members to act if the latest living Past-President cannot do so.

### 6.6.2 President Elect

In the event the Board chooses to add a President-Elect (along with the Vice-President) position, the President-Elect (along with the Vice President) shall assist the President in the performance of the President's duties as delegated by the President. The term of the President-Elect shall be for one year.

The President-Elect shall perform such additional duties as assigned by the Board and as prescribed by the Statement of Policy.

### 6.6.3 Vice-President



In the event the Board chooses to elect a Vice-President position, the Vice-President shall assist the President in the performance of the President's duties as delegated by the President. The term of the Vice-President shall be for one year.

The Vice-President shall perform such additional duties as assigned by the Board and as prescribed by the Statement of Policy.

6.6.4 Treasurer

The Treasurer shall manage the financial affairs of American Aquifers as directed by the Board and shall have supervision of the funds and other assets of American Aquifers.

The Treasurer's term of office shall be five years. The Treasurer is eligible for an additional term but may not serve more than two consecutive terms.

The Treasurer shall perform such additional duties as assigned by the Board and as prescribed by the Statement of Policy.

6.6.5 Secretary

The Secretary shall perform such secretarial duties as assigned by the Board and as prescribed by the Statement of Policy.

The Secretary's term of office shall be five years. The Secretary is eligible for an additional term but may not serve more than two consecutive terms.

6.6.6 Past President

The Past-President shall perform such duties provided in the Statement of Policy, or as may be assigned by the Board. The term of the Past-President shall be for one year.

6.6.7 Executive Director

6.3.7.1 The Executive Director (if that position is filled) shall have the authority to conduct, manage, and direct the day-to-day business and affairs of American Aquifers, oversee staff and finances, and shall perform such duties as assigned by the Board or as may be further provide in the Bylaws and Statements of Policy.

6.3.7.2 During any period that the Executive Director position is not filled, the Board shall designate one or more members of the Board or American Aquifers' staff to perform various duties and functions assigned by the Board or as otherwise provided in the Bylaws and Statement of Policy.

6.7 Nominations and Election of Board Members

6.7.1 The Board shall nominate elected officials unless during any period the Board is larger than five Board Members, then a Nominations Committee, as defined in the Statement of Policy shall be enacted. Board Member nominees shall be recommended by the Nominations Committee, reviewed and approved by the Board of Directors.





## 7. ORGANIZATIONAL PURPOSE, FINANCIAL ACTIVITIES, AND DISTRIBUTION OF ASSETS

### 7.1 Organizational Purpose

- 7.1.1 American Aquifers is organized exclusively for charitable, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).
- 7.1.2 No activities of American Aquifers or its organized committees and its Board Members shall be carried on in the name of American Aquifers, which would disqualify American Aquifers from exempt organization status under the above-referenced statute or other applicable laws or regulations.

### 7.2 Financial Activities

- 7.2.1 No part of the net earnings of American Aquifers shall inure to the benefit of, or be distributed to its members, Board Members, or other private persons, except that American Aquifers shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives of American Aquifers. American Aquifers may finance lobbying activities in support of advancing legislation that benefits American Aquifers' mission statement, provided that such efforts receive Board support and do not threaten American Aquifers' status as a 501(c)(3) entity under applicable laws and regulations. American Aquifers shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign. Notwithstanding any other provision herein, American Aquifers shall not carry on any other activities not permitted to be carried on (a) by an organization except from federal income tax under Section 501(c)(3) of the Internal Revenue Law, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

### 7.3 Dissolution/Distribution of Assets

- 7.3.1 Dissolution of American Aquifers may take place through a majority vote of the Board in office at the time.



- 7.3.2 Upon the dissolution of American Aquifers, the Board shall, after paying or making provision for the payment of all of the liabilities of American Aquifers, dispose of all of the assets of American Aquifers exclusively for the purpose of American Aquifers in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of the County in which the principal office of American Aquifers is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## 8. GENERAL GUIDELINES FOR STANDING AND AD-HOC COMMITTEES

### 8.1 Committee Appointment

- 8.1.1 Standing Committees, including details of their function and form, shall include those described in the Statement of Policy.
- 8.1.2 An hoc committees appointed by the President, and approved by the Board, shall serve during the term of the President and shall carry out the duties set forth in the their appointment. At the end of the term, these committees may be established as a Standing Committee, be extended as an ad hoc Committee for another term, or dissolve, at the discretion of the Board.

Ad Hoc Committees are formed for the purpose of performing research or investigating specific issues relevant to American Aquifers providing guidance on new policies or operational practices, assisting the Board with administering and managing special function or events, or serving the Board on any similar function that is limited in scope and duration. The Ad Hoc Committee shall have no budget other than which may be granted directly by the Board.

## 9. AMMENDMENT TO BYLAWS

### 9.1 Initiation

- 9.1.1 Amendments to the Bylaws may be proposed by the Board as provided by this Section. Amendments shall be reviewed and if found to be in good order and consistent with the stated objectives of the Bylaws shall be considered for incorporation as otherwise provided herein.

### 9.2 Notification

- 9.2.1 The President shall notify the Board and the Executive Director of the proposed amendments that are approved for incorporation no less than 20 days prior to the next Annual Business Meeting.



### 9.3 Adoption

- 9.3.1 The Board shall conduct a vote on the adoption of proposed amendments at the Annual Business Meeting. A two-thirds affirmation vote shall be required to adopt the amendments so proposed.

### 9.4 Certification

- 9.4.1 The original or copy of bylaws, as amended or otherwise altered to date, certified by the President, shall be open to inspection and made available on American Aquifers' website.