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Form **990-EZ**Department of the Treasury
Internal Revenue Service**Short Form**
Return of Organization Exempt From Income TaxUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

- Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$1,000,000 and total assets less than \$2,500,000 at the end of the year may use this form.
- The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-1150

2008**Open to Public Inspection****A** For the 2008 calendar year, or tax year beginning **10/01/08**, and ending **9/30/09****B** Check if applicable

- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Termination
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type. See Specific Instructions

C Name of organization**Michigan Ground Water Association**

Number and street (or P O box, if mail is not delivered to street address)

3881 E Broadway Ave

Room/suite

City or town, state or country, and ZIP + 4

Muskegon**MI 49444****D** Employer identification number**38-6092186****E** Telephone number**231-767-9355****F** Group Exemption Number

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting method ☒ Cash ☐ Accrual
Other (specify) _____

I Website: **michigangroundwater.com****J** Organization type (check only one) ☒ 501(c) (**6**) (insert no) ☐ 4947(a)(1) or ☐ 527**H** Check ☒ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

K Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$1,000,000 or more, file Form 990 instead of Form 990-EZ **\$ 166,949****Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	8,941
	2	Program service revenue including government fees and contracts	2	68,071
	3	Membership dues and assessments	3	68,720
	4	Investment income	4	4,051
	5a	Gross amount from sale of assets other than inventory	5a	
	5b	Less: cost or other basis and sales expenses	5b	
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) (attach sch)	5c	
	6	Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here ☐		
	6a	Gross revenue (not including \$ _____ of contributions reported on line 1)	6a	
6b	Less: direct expenses other than fundraising expenses	6b		
6c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c		
7a	Gross sales of inventory, less returns and allowances	7a		
7b	Less: cost of goods sold	7b		
7c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8	Other revenue (describe See Statement 2)	8	17,166	
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	166,949	
Expenses	10	Grants and similar amounts paid (attach schedule)	10	
	11	Benefits paid to or for members	11	0
	12	Salaries, other compensation, and employee benefits	12	54,700
	13	Professional fees and other payments to independent contractors	13	11,153
	14	Occupancy, rent, utilities, and maintenance	14	105,408
	15	Printing, publications, postage, and shipping	15	171,261
	16	Other expenses (describe See Statement 3)	16	-4,312
	17	Total expenses. Add lines 10 through 16	17	174,315
	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	170,003
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	
20	Other changes in net assets or fund balances (attach explanation)	20		
21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	170,003	

Part II Balance Sheets. If Total assets on line 25, column (B) are \$2,500,000 or more, file Form 990 instead of Form 990-EZ

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	163,321	168,870
23 Land and buildings		700
24 Other assets (describe See Statement 4)	12,000	788
25 Total assets	175,321	170,358
26 Total liabilities (describe See Statement 5)	1,006	355
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	174,315	170,003

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Form **990-EZ** (2008)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		☒
34 Were any changes made to the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	☒	
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining your reason for not reporting the income on Form 990-T		
a Did the organization have unrelated business gross income of \$1,000 or more or section 6033(e) notice, reporting, and proxy tax requirements?	☒	
b If "Yes," has it filed a tax return on Form 990-T for this year?	☒	
36 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," complete applicable parts of Schedule N		☒
37a Enter amount of political expenditures, direct or indirect, as described in the instr		
b Did the organization file Form 1120-POL for this year?		☒
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still unpaid at the start of the period covered by this return?		☒
b If "Yes," complete Schedule L, Part II and enter the total amount involved		
39 Section 501(c)(7) organizations. Enter		
a Initiation fees and capital contributions included on line 9		
b Gross receipts, included on line 9, for public use of club facilities		
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under section 4911, section 4912, section 4955		
b Section 501(c)(3) and (4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," complete Schedule L, Part I		
c Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		
d Enter amount of tax on line 40c reimbursed by the organization		
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T		☒
41 List the states with which a copy of this return is filed		
42a The books are in care of Bryan Brewer 3881 E Broadway Located at Muskegon, MI		
Telephone no 231-767-9355 ZIP + 4 49444		
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		☒
c At any time during the calendar year, did the organization maintain an office outside of the U.S.? If "Yes," enter the name of the foreign country:		☒
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the tax year		☐
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		☒
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		☒

Form 990-EZ (2008)

Michigan Ground Water Association**38-6092186**

Page 4

Part VI Section 501(c)(3) organizations only. All section 501(c)(3) organizations must answer questions 46-49 and complete the tables for lines 50 and 51.

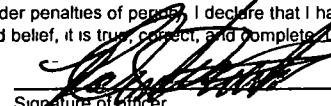
- 46** Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I
- 47** Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II
- 48** Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
- 49a** Did the organization make any transfers to an exempt non-charitable related organization?
- b** If "Yes," was the related organization(s) a section 527 organization?
- 50** Complete this table for the five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None"

	Yes	No
46		
47		
48		
49a		
49b		

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Total number of other employees paid over \$100,000 ▶				

- 51** Complete this table for the five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None"

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
Total number of other independent contractors each receiving over \$100,000 ▶		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	 Signature of officer Robert Webb II Type or print name and title	Date 30 JAN 10		
Paid Preparer's Use Only	Preparer's signature 	Date 11/30/09	Check if self-employed ☐	Preparer's Identifying Number (See instr.) P00026188
	Firm's name (or yours if self-employed), address, and ZIP + 4 Hendon & Slate, P.C. 4985 S. Harvey St. Muskegon, MI 49444			EIN ▶ 38-2563599
				Phone no ▶ 231-798-1040
	May the IRS discuss this return with the preparer shown above? See instructions ▶ ☒ Yes ☐ No			

Form 990-EZ (2008)

38-6092186

Federal Statements

FYE: 9/30/2009

Statement 1 - Form 990-EZ, Part I, Line 3 - Membership Dues and Assessments

Description	Amount
Dues - MGWA	\$ 64,745
Dues - MGWA Auxiliary	3,975
Total	<u>\$ 68,720</u>

Statement 2 - Form 990-EZ, Part I, Line 8 - Other Revenue

Description	Amount
Convention Promotion Income	\$ 12,000
Newsletter	4,890
Other Income	276
Total	<u>\$ 17,166</u>

Statement 3 - Form 990-EZ, Part I, Line 16 - Other Expenses

Description	Amount
Annual Convention	\$
Conferences/Meetings	45,006
Ground Wtr Fund Course	
Conferences/Meetings	4,617
Newsletter	
Supplies	1,582
Expenses	
Director Expense	1,039
Meeting Expense	10,676
Bank and Credit Card Fees	1,459
Business Supplies	1,816
Insurance	1,180
Membership Supplies	1,494
Postage and Office Supply	1,658
Lobbying Fee	22,900
PAC Admin Fee	2,630
Telephone	2,489
Web Site Fees	990
Depreciation	175
Net Scholarship Activity	4,843
Travel	854
Total	<u>\$ 105,408</u>

Federal Statements**Statement 4 - Form 990-EZ, Part II, Line 24 - Other Assets**

Description	Beginning of Year	End of Year
Accounts Receivable	\$ 12,000	\$ 788
	<u>12,000</u>	<u>788</u>

Statement 5 - Form 990-EZ, Part II, Line 26 - Total Liabilities

Description	Beginning of Year	End of Year
Accounts Payable and Accrued Expenses	\$ 1,006	\$ 355
	<u>1,006</u>	<u>355</u>

Federal Statements

11/30/2009 10:00 AM

Statement 6 - Form 990EZ, Part IV - List of Officers, Directors, Trustees and Key Employees

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
Bryan Brewer	ExecDirector	30	0	0	0
Robert Webb II	President	10	0	0	0
Dan Cameron	Vice Pres	4	0	0	0
Bill Corsaut	Vice Pres	4	0	0	0
Eric Kleiman	Secretary	4	0	0	0
Bob Gates	Treasurer	4	0	0	0
Rick Frey	Past Pres	4	0	0	0
Ken Cragg	Director	2	0	0	0
Timothy Clark	Director	2	0	0	0
William Hazard	Director	2	0	0	0
Jim Welser	Director	2	0	0	0
Sharie Holben	Director	2	0	0	0
Charles Sebastian III	Director	2	0	0	0
Tim Seese	Director	2	0	0	0
Alan Norman	Director	2	0	0	0
Greg McCarty	Director	2	0	0	0
Steven Simmons	Director	2	0	0	0
Rick Bartlett	Director	2	0	0	0

Federal Statements

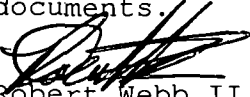
11/30/2009 10:00 AM

Statement 6 - Form 990EZ, Part IV - List of Officers, Directors, Trustees and Key Employees (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
Vern Coan	Director	2	0	0	0
Joe Curry	Director	2	0	0	0
Steve Buer	Director	2	0	0	0

Federal Statements**Form 990-EZ General Footnote****Description**

Part V - Line 34 - Changes in Organizing or Governing Documents - Attached are the conformed copies of the BY-LAWS OF MICHIGAN GROUNDWATER ASSOCIATION, INC. They were approved and adopted by the Board of Directors of the Michigan Groundwater Association, Inc. on May 16, 2009. I certify that the attached copies are complete and accurate copies of the original documents.



Robert Webb II
President

BY-LAWS OF MICHIGAN GROUNDWATER ASSOCIATION, INC.

ARTICLE I

Membership and Fees

SECTION 1. Any person qualified as set forth in the Articles of Incorporation may become a member upon approval of his application for membership by the Board of Directors or any committee to who such authority may be delegated by the Board and by payment of the following fees;

(a) The annual dues for Members shall be determined by the Board of Directors and is payable annually to the Treasurer of the Michigan Groundwater Association, Inc. Said dues shall be paid by January 1 of each year.

(b) Apprentices, helpers and office staff in the business of well drilling, pump installations, pump and well repairing, may become Active Members in the Association upon payment of the above annual fees.

(c) Suppliers, manufacturers, and their representatives in the well drilling industry may become an Associate Member in this Association, with all privileges of such a membership as set up in the Articles of Incorporation of the Michigan Groundwater Association, Inc., upon payment of an annual fee determined by the Board of Directors. This fee is to be paid to the Treasurer of this Association prior to January 1 of each year.

SECTION 2. Any member in default in payment of dues shall be suspended from all privileges of membership.

SECTION 3. Any member may be removed from membership by a majority vote of the members present at any annual meeting or at any special meeting of the members called for that purpose, for conduct deemed prejudicial to this association. Provided that such member shall first been served with written notice of the accusations against him, and shall have been given an opportunity to produce witnesses, if any, and to be heard, at the meeting at which such vote is taken.

The word fee as used herein shall have the same meaning as dues.

SECTION 4. Any member who has been a member for 25 consecutive or 30 total years and has attained the age of 65 at the time of the adoption of these By-Laws, or thereafter, may make application to the Board of Directors of the Michigan Groundwater Association, Inc., for an Honorary Active Lifetime Membership and such application must be approved by a two-thirds vote of the entire Board of Directors. Such Honorary Active Lifetime Member shall be granted all the privileges and benefits of an Active Member except being a member of the Board of Directors or hold an office on the State Board of Directors. If such Honorary Active Lifetime Member pays the same dues that an Active Member pays, then he may hold office.

ARTICLE II

SECTION 1. Annual Meeting of Active Members The annual meeting of the members shall be held at such place, month and day as may be determined by the Board of Directors. One of the purposes of the annual meeting shall be the election of three members at large to serve as members of the Board of Directors. The Board of Directors shall be determined by the election of the three members at large and one Director elected by each District. The members shall elect the officers of the Association at the annual meeting. The newly elected Board of Directors and officers elected by the members at such meeting, shall not take office until the following October 1, to enable the old officers, and the old Board to complete all matters of business.

SECTION 2. Written notice of the Annual Meeting shall be given to all Active and Honorary Active Lifetime Members of the Association at least 10 days prior to holding the Annual Meeting. Said notice shall include the day, hour, place and purpose of this Annual Meeting.

SECTION 3. Delayed Annual Meeting. If, for any reason, the Annual Meeting of the members shall not be held on the day herein before designated, such meeting may be called and held as a special meeting, and the same proceedings may be had, as at an Annual Meeting, provided however, that the notice of such meeting shall be the same herein required for the Annual Meeting, namely, not less than a ten-day notice.

SECTION 4. Order of Business at Annual Meeting. The order of business at the Annual Meeting of the active members shall be as follows:

- (a) Roll Call.
- (b) Reading notice and proof of mailing.
- (c) Reading of minutes of last preceding meeting.
- (d) Report of President.
- (e) Report of Secretary.
- (f) Report of Treasurer.
- (g) Report of the Executive Secretary/Director
- (h) Election of Directors at Large.
- (i) Standing Committees shall report while ballots of elections are being counted.
- (j) Election of Officers.
- (k) Transaction of other business mentioned in the notice.
- (l) Adjournment.

SECTION 5. Special Meetings of Members. A special meeting of the members may be called at any time by the President, or by a majority of the Board of Directors, or by petition by 10% of the membership. The method by which such meeting may be called is as follows:

Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the President, or by a majority of the Board of Directors, or any ten members, the Secretary shall prepare, sign and mail the notices requisite to such meeting and if the Secretary neglects or refuses to do so within three days, then notice by any other Officer, Director or any one of the ten members requesting such meeting shall be sufficient. Such notice may be signed by stamped, typewritten or printed signature of the Secretary or other person sending out such notice.

SECTION 6. Notice of Special Meeting of Members. At least ten (10) days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purpose of such meeting shall be mailed, as hereafter provided, to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

SECTION 7. Regular Meetings of Board of Directors. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall determine. Notices of such meetings are to be given by the Secretary or Executive Secretary/Director in writing at least two weeks before the meeting.

SECTION 8. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the President or by a 2/3 vote of the Executive Committee at any time by giving written notice by mail of the time, place and purpose thereof to each Director, but action taken at such meeting shall not be invalidated for want of notice if such notice shall be waived, as hereinafter provided, and attendance shall constitute such waiver.

SECTION 9. Notices and Mailing. All notices required to be given by any provision of these By-Laws shall state the authority pursuant to which they are issued (As, "by order of the President," or "by order of the Board of Directors" as the case may be) and shall bear the written, stamped, typewritten or printed signature of the Secretary or Executive Secretary/Director. Every notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, plainly addressed to the sendee at his, her or its last address appearing upon the membership record of this Association.

SECTION 10. Waiver of Notice. Notice of the time, place and purpose of any meeting of the members or of the Board of Directors, may be waived by telegram, fax, email, or other writing, before such meeting has been held.

ARTICLE III

Convention

SECTION 1. The Board of Directors shall appoint a Convention Committee to plan, direct, and have charge of the Convention. Its function is to determine the time and place for holding a Convention at which manufacturers, suppliers, and other interested parties shall exhibit such lines of products or services as would be of interest to the members of the Association. They shall also sell space for exhibits as well as advertising in the Convention Program Book and have charge of anything else pertinent to the operation of a Convention, including registration. This Committee is to work with authority of the Board of Directors.

SECTION 2. The Convention Committee shall appoint a Convention Chairman, with the approval of the Board of Directors.

The Convention Chairperson shall be a District or at Large Director.

ARTICLE IV

Quorum

SECTION 1. Quorum of Members. Present in person or by proxy of 10 percent of the Active Members of the Association shall constitute a quorum at any meeting of the members.

SECTION 2. Quorum of Directors. Fifty percent of the Directors shall constitute a quorum at any meeting of the Directors.

ARTICLE V

Voting, Elections and Proxies

SECTION 1. Who Entitled to Vote. Except as the Articles or an amendment or amendments, thereto otherwise provide, each Active or Honorary Active Member of this Association shall at every meeting of the members be entitled to one vote.

SECTION 2. Inspectors. Whenever any person entitled to vote at a meeting of the members shall request the appointment of inspectors, the President shall appoint not more than three inspectors who need not be members. If the right of any person to vote at such meeting shall be challenged, the inspectors shall determine such right. The inspectors shall receive and count the votes either upon an election or for the decision of any question and shall determine the result. Their certification of any vote shall be prima facie evidence thereof.

ARTICE VI

Board of Directors

SECTION 1. Number and Term of Directors. The business, property, and affairs of this Association shall be managed by a Board of Directors composed of three (3) members at large elected at each annual meeting and one (1) member elected by each District in the organization together with the Immediate Past President provided for in Section 1A hereof and one member each as elected by the Manufacturers, Suppliers and Technical Divisions. The Board shall be increased in number by one for each District added. Each Director shall hold office for the terms of one year, beginning October 1 following his election, and shall serve until his or her successor is elected and qualified. The Board by a 2/3 vote may change the number of at large Directors to reflect changes in total membership in the association.

SECTION 1A. The immediate Past President of the Association shall also serve as a member of the Board of Directors as provided in Section 1 hereof, and shall hold this position for a term of one year only beginning October 1st of the year after his ceasing to hold office of President.

SECTION 2. Vacancies. A vacancy in the Board of Directors created by a member elected at large shall be filled by appointment made by the remaining Directors. Where a vacancy is created by a Director elected by a District, then said vacancy is to be filled by the District, provided, that where the District fails to fill this vacancy within 30 days after it is created, then it shall be the duty of the Board of Directors to fill this vacancy with a member from that District. A vacancy shall be deemed to be created where a Director has miss three consecutive Board Meetings.

SECTION 3. Action by Unanimous Written Consent. If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Association, such action shall be as valid corporate action as though it had been authorized a the meeting of the Board of Directors.

SECTION 4. Power to Make By-Laws. The Board of Directors shall have power to make and amend any By-Laws, including the fixing and amending of the number of Directors, provided, that the Board shall not make or amend any By-Law or By-Laws fixing the qualification, classification or term of office of any member or members of the then existing Board. It shall take a two-thirds vote of those voting at the Board of Directors meetings to change or amend the By-Laws. All business of the Board of Directors, other than that pertaining to By-Laws, shall require a majority vote of the ballots cast except where otherwise noted.

SECTION 5. Power to Elect Officers. The officers of this association shall be elected by the members in attendance at the Annual Meeting, but all officers must be duly elected and qualified Directors. The Officers shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer. The office of Secretary and Treasurer may be combined.

SECTION 6. Power to Appoint Agents. The Board of Directors shall have the power to appoint and remove any agent it may deem necessary for the transaction of the business of the Association.

SECTION 7. Removal of Officers and Members. Whenever, in the judgment of the Board, it is in the best interest of the Association, any officer or member may be removed by a two-thirds majority vote of the Board members present at any regular or special Board meeting whereby notice has previously been given each Board member and the affected party of this intent. However, the officer or member shall first have an opportunity to present his or her case before the Board of Directors at a regular or special Board of Directors' meeting called for this purpose.

SECTION 8. Power to Fill Vacancies of Offices. The Board shall have power to fill any vacancy in any office of the State Association occurring from any reason whatsoever.

SECTION 9. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of an officer to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

SECTION 10. Power to appoint a Historian. The Board of Directors shall appoint a Historian to keep items of historical interest and a record of events of the Association and Conventions.

SECTION 11. Power to Hire Executive Secretary. The Board of Directors shall have the power to hire an Executive Secretary/Director and set the rates of compensation for his or her duties.

SECTION 12. Power to Require Bonds. The Board of Directors may require any officer or agent to file with the Association a satisfactory bond condition for faithful performance of his or her duties.

SECTION 13. Compensation. The compensation of Directors, officers and agents shall be fixed by the Board.

SECTION 14. Auditing the Funds of the Association. All the financial records of the Association shall be audited each year by a committee as appointed by the president. A separate sub-committee appointed by the President with the approval of the Board shall audit the Legal Defense Fund

ARTICLE VII

Officers

SECTION 1. President. The President shall be elected from the membership of the Board of Directors. He or she shall be the chief executive officer of the Association, and shall preside over all meetings of the Board and of the members. He or She shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board are carried into effect. He or She shall have the power to appoint an Executive Committee composed of the 1st Vice-President, Treasurer, Secretary, and such other members of the Board of Directors as deemed necessary. He or she shall have power to appoint members to all standing committees as may be authorized or as in his or her discretion are advisable. He or she shall be ex-officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a Corporation. He or She shall keep one true copy of the By-Laws as amended.

SECTION 2. Vice-President. The Vice-President or Vice-Presidents shall be elected from the membership of the Board and in the order of their seniority, shall perform the duties and exercise the powers of the President during the absence or the disability of the President.

SECTION 3. Secretary. The Secretary shall be elected from the membership of the Board and shall attend all meetings of the members and the Board of Directors and of the Executive Committee and shall preserve in books of the Association true minutes of the proceedings of all such meetings. He or She shall safely keep in His or Her custody the seal of the Association and shall have authority to affix the same to all instruments where its use is required. He or She shall give all notices required by statute, By-Laws or resolution. He or She shall perform such other duties as may be delegated to him or her by the Board of Directors or by the Executive Committee. He or She shall keep one true copy of the By-Laws as amended.

SECTION 4. Treasurer. The Treasurer shall be elected from the membership of the Board of Directors and shall have custody of all Corporate Funds and Securities and shall keep in books belonging to the Association full and accurate accounts of all receipts and disbursements; He or She shall deposit all moneys, securities, and other valuable effects in the name of the Association in such depositories as designated for that purpose by the Board of Directors. He or She shall disburse the funds of the Association as ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all his or her transactions as Treasurer and of the financial condition of the Association. If required by the Board, he or she shall deliver to the President of the Association and keep in force, a bond in form, amount and with a surety or sureties satisfactory to the Board, conditioned for faithful performance of the duties of his or her office, and for restoration to the Association in case of his or her death, resignation, retirement or removal from office, of all books, papers,

vouchers, money and property of whatever kind in his possession or under his control belonging to the Association. He or She shall keep one true copy of the By-Laws as amended.

SECTION 5. Executive Secretary/Director. The Executive Secretary/Director shall be hired by the Board of Directors. He or She shall attend all Board meetings and necessary committee meetings. He or She shall tend to the administrative affairs of the Association and Convention. He or She shall invoice for and collect dues from all members during the year as well as at the Convention, and keep the membership records up to date. He or She shall monitor actions by the legislators and regulatory agencies that have an effect on the industry. He or She shall maintain an office, telephone and other communication devices for the operation of the Association. He or She shall work on programs for continuing education of the industry. He or She shall have a working relationship with the National Groundwater Association, state education institutions, regulatory agencies and the legislature. He or She shall send out newsletters to the members. He or She shall keep one true copy of the By-Laws as amended.

SECTION 6. Board of Directors. The Board of Directors has the power to manage the business, the property and affairs of this Association. Each Director shall attend regular and special meetings of the Association as noticed by the Secretary or Executive Secretary/Director. Each Director shall obtain information from His or Her District to be submitted to the Board that might benefit or enhance the performance of the Association. Each Director shall keep one true copy of the By-Laws as amended.

ARTICLE VIII

Committees

Standing Committees are appointed by the President from the Board of Directors and shall consist of at least three members each. New Committees may be added and old ones dismissed as needed. There are hereby constituted the Following Standing Committees of the Association:

SECTION 1. Legislative. It shall be the duty of this Committee to monitor, study, support or oppose any and all legislation having a bearing on well drillers and pump installers of the State of Michigan and the preservation of ground water, to keep in touch with its progress, and report to the Board of Directors. It shall also be the duty of this Committee to receive and investigate all complaints submitted to the association inconsistent with the purposes and intents of the Association and to report their findings with recommendations to the Board of Directors.

SECTION 2. Records, Files and By-Laws Committee.
It shall be the duty of this Committee to study the Article of Association and By-Laws, and from time to time, as is in their study it is determined wise to make changes, to make such recommendations to the Board of Directors. Officers and committee Chairman shall maintain and preserve the official files of Association documents, correspondence and material, and turn such files over to the respective successors in office.

SECTION 3. Finance and Budget Committee. It shall be the duty of this Committee to consider means of financing the Association. To consider, from time to time, and make recommendations as to the annual membership fees to be charged members of the Association and other means of raising funds if necessary to carry out the purposes of the Association. One of the members of this Committee shall be the Treasurer.

SECTION 4. Membership Committee. It shall be the duty of this Committee to promote interest in the Association and to solicit new members in the industry as set forth in the Article of Association and to consider and recommend to the Board of Directors persons eligible to become Honorary Active Lifetime Members. It shall also be the duty of this Committee to receive and investigate all complaints submitted to the association inconsistent with the purposes and intents of the Association and to report their findings with recommendations to the Board of Directors.

SECTION 5. Education and Publicity Committee. It shall be the duty of this Committee to promote the good will of this Association by securing favorable publicity and by making known the advantages and benefits which this Association provide and may recommend advertising, but shall have no power to obligate the Association for any paid advertising. This committee shall also plan and promote programs for the industry and develop education programs in conjunction with the Convention.

SECTION 6 Convention Committee. It shall be the duty of this Committee to investigate available places and dates for holding the Convention. This information is to be gathered and presented to the Board of Directors at least one year prior to holding the Convention.

SECTION 7. Safety Committee. It shall be the duty of this Committee to investigate various means of safety and report their findings and recommendations to the Board of Directors.

SECTION 8. Nominating Committee. The President shall appoint a Nominating Committee composed of three members of the Board of Directors at least 60 days prior to the Annual meeting. They shall review the applications for office and shall submit to the membership, at the Annual meeting, a list of members to fill the offices of the Association.

SECTION 9. Executive Committee. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of business of the Association between meetings of the Board of Directors.

SECTION 10. Awards Committee It shall be the duty of this committee to annually determine candidates for awards such as Driller of the Year and Distinguished Member. Award nominations are to be from candidates nominated by any member. A member can not nominate themselves for an award.

SECTION 11. Legal Defense Fund and Education Fund Committee The President shall appoint with the consent of 2/3 of the Board of Directors 4 members of the Board of Directors to serve on the Legal Defense Fund and Education Fund committee. The committee hereby referred to as LDFEFC shall monitor the funds and make recommendations to the Board of Directors on how funds should be dispersed. Dispersal of funds shall require a 2/3 approval of the Board of Directors.

ARTICLE IX

Execution of Instruments

SECTION 1. Checks, etc. All check, drafts, and orders for payment of money shall be signed in the name of the Association and shall be countersigned by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

SECTION 2. Contracts, Conveyances, etc. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President or any Vice-President, and the Secretary may execute the same in the name and behalf of this Association and may affix the corporate seal thereto. The Board of Directors shall have the power to designate the officers and agents who shall have authority to execute any instrument in behalf of this Association.

ARTICLE X

Power of Board to Borrow Money

The Board of Directors shall have full power and authority to borrow money whenever in the discretion of the Board the exercise of said power is required in the general interests of this Association. In such case, the Board of Directors may authorize the proper officers of this Association to make, execute, and deliver in the name and behalf of this Association such notes and other evidence of indebtedness as said Board shall deem proper. Said Board shall have full power to mortgage the property of this Association or any part thereof as security for such indebtedness, and no action on the part of the membership of this Association shall be requisite to the validity of any such note of indebtedness or mortgage.

ARTICLE XI

Districts

SECTION 1. Any (10) or more Active Members in good standing in this Association may petition the Secretary for a Charter for a District. Said petition is to be given by the Secretary to the Board of Directors who shall have the power to grant the Charter. Only

Active members of this Association who are in good standing are eligible for membership in a District.

SECTION 2. Every member shall belong to a District. However, He or She can not be a member of more than one District in any one year

SECTION 3. The Annual Meeting of each District shall be held not later than the month of February at which time the dues shall be paid and District officers elected. Said newly elected officers shall take oath of office-March 1 each year.

SECTION 4A. Each District shall at its Annual Meeting elect on of its members to the Board of Directors of the Association for 1 year, who shall take office October 1 following such election.

SECTION 4B. Each District may also elect an Alternate Director if it so desires. Provided, that should both the Director and the Alternate Director attend a Board Meeting together, only one vote may be cast by that District. The Director and/or Alternate Director elected shall be certified by each District to the Secretary of the Association not later than April 1 of each year. In the event any District shall neglect or fail to elect a Director and certify him or her to the Secretary prior to the Annual Meeting, then the members of the new elected Board of Directors shall elect a member from such particular District to serve as a Director from such District.

SECTION 5. Each District may make and alter its own By-Laws as long as they are not inconsistent with the purposes and functions of the State Association as expressed in its Articles of Incorporation and these By-Laws. Any grievance or controversies of the District or any of its members shall be submitted to the State Board of Directors who decision shall be final.

Roberts Rules of Order shall apply

Approved and adopted by the Board of Directors of the Michigan Groundwater Association, Inc., May 16, 2009.

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