

BYLAWS OF
MINNESOTA WELL OWNERS' ORGANIZATION, INC.

These bylaws of Minnesota Well Owners' Organization, Inc, are for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE I

MEMBERS

Section 1.1. The membership of the corporation shall consist of two classes of nonvotings: individual and corporate. Individual membership is open to any property owner, owning land in Minnesota upon which there is an existing, operable water well. Corporate membership is open to anyone not qualifying for individual membership, provided the applicant has a bona fide interest in preserving, protecting, or restoring Minnesota groundwater, including those firms, partnerships and corporations providing goods and services to establish, operate or maintain water wells in Minnesota.

Section 1.2. Members shall not have voting rights. The Board of Directors may solicit advice from the membership on substantive issues.

Section 1.3. The term of membership shall be one year from the receipt of membership dues. Dues shall be determined by the Board of Directors.

Section 1.4. A member shall not be expelled or suspended, and a membership may not be terminated or suspended, before the end of the stated term, except where the member is given:

1. not less than fifteen (15) days' prior written notice of the expulsion, suspension, or termination, and the reasons for the impending action; and
2. an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that the proposed expulsion, termination or suspension not take place.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1. The business and affairs of the corporation shall be managed by or under the direction of a Board of Directors elected by the affirmative vote of a majority of the directors present at a duly held meeting. The Board of Directors shall consist of a representative from each of the six groundwater provinces of Minnesota plus three at-large directors, for a total of nine directors.

Section 2.2. Directors shall serve for a term of three (3) years. There is no limit to the number of consecutive terms a director may serve.

Section 2.3. At all meetings of the Board of Directors a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 2.4. Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

Section 2.5. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. Authenticated electronic communication includes an e-mail sent to an officer or agent of the corporation, who has been authorized by the Board to accept such communication, and which sets forth information allowing the corporation to reasonably conclude that the communication was sent by the purported sender. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

Section 2.6. The Board of Directors shall have regular meetings at places and times as it shall establish by resolution. The annual meeting of the Board of Directors shall be held at such time and place as may be designated by resolution of the Board of Directors.

Section 2.7. A director may resign at any time by giving written notice of his or her resignation to the corporation. The resignation is effective when received by the corporation, unless a later date has been specified in the notice.

Section 2.8. A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than five (5) days' and not more than thirty (30) days' notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

Section 2.9. In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

Section 2.10. Special meetings of the Board of Directors may be called at any time upon request of the President or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days' written notice of the time, place and purpose of such special meeting.

Section 2.11. The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the corporation to the extent determined by the Board.

Section 2.12. Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 2.13. The Board of Directors may hold their meetings at such places, whether in this state or in any other state, as a majority of the directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the registered office of the corporation.

Section 2.14. A conference among directors by a means of communication through which the directors may simultaneously hear each other during the conference is a board meeting, if the same notice is given of the conference as would be required for a meeting, and if the number of directors participating in the conference is a quorum. A director may participate in a board meeting by any means of communication through which the director, other directors so participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by any of the above-mentioned means is personal presence at the meeting.

Section 2.15. Whenever, under the provisions of these Bylaws, notice is required to be given to any director, notice is given:

- a. when mailed to the director at an address designated by the director, at the last known address of the director or at the address of the director in the corporate records;
- b. when communicated to the director orally;
- c. when handed to the director;
- d. when left at the office of the director with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office;
- e. if the director's office is closed or the director has no office, when left at the dwelling or usual place of abode of the director with a person of suitable age and discretion residing in the house;
- f. when communicated to the director by facsimile, e-mail, or other electronic means, at a facsimile number or e-mail address designated by the director; or
- g. when the method is fair and reasonable when all the circumstances are considered.

Notice by mail is given when deposited in the United States mail with sufficient postage. Notice is considered received when it is given.

Section 2.16. Directors shall not be compensated for their duties as directors, except that a director may receive a salary for his or her services as an employee, and directors may be reimbursed for expenses incurred on behalf of the corporation.

ARTICLE III

OFFICERS

Section 3.1. The officers of the corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as the Board of Directors may, from time to time, appoint. The officers shall consist of at least three individuals, where only the Secretary and Treasurer positions may be simultaneously filled by one individual.

Section 3.2. The duties of the officers of this corporation shall be:

a. President. The President shall be the chief executive officer of the corporation and shall be responsible for the day-to-day operations of the corporation. He or she shall preside at all meetings of the Board of Directors and shall oversee the longterm goals and purposes of the corporation. In addition, he or she shall perform such other duties as may be determined from time to time by the Board of Directors.

b. Vice-President. The Vice-President shall perform such duties as may be determined from time to time by the Board of Directors. The Vice President shall be vested with all powers of and perform all the duties of the President in the President's absence or inability to act, but only so long as such absence or inability continues.

c. Secretary. The Secretary shall attend all meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors.

d. Treasurer. The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, and disbursing corporate funds as authorized. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors.

Section 3.3. The salaries of all officers of the corporation shall be fixed by the Board of Directors. However, no such salary need be fixed if service is voluntary.

Section 3.4. The President and Vice-President shall be members of the Board of Directors. All other officers may but need not be members of the Board of Directors.

Section 3.5. An officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice.

Section 3.6. Any officer may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 3.7. A vacancy in an office because of death, resignation or removal may be filled by the Board of Directors.

ARTICLE IV

STANDARD OF CARE AND DEALING WITH OTHER CORPORATIONS AND ORGANIZATIONS

Section 4.1. It is the responsibility of each officer and director of this corporation to discharge his or her duties as a director in good faith, in a manner the person reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 4.2. A contract or other transaction between this corporation and one or more of its directors, or between this corporation and an organization in or of which one or more of this corporation's directors are directors, officers or legal representatives or have a material financial interest, is not void or voidable because the director or directors or the other organizations are parties or because the director or directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified, if:

A. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the corporation at the time it was authorized, approved or ratified; or

B. The material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section:

a. A director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee or agent of the corporation, even though the first director is also receiving compensation from the corporation; and

b. A director has a material financial interest in each organization in which the director, or the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the directors, or any combination of them have a material financial interest.

ARTICLE V

FINANCE

Section 5.1. Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 5.2. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Section 5.3. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the corporation shall be as provided by the Board of Directors.

Section 5.4. The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

Section 5.5. Title to all property shall be held in the name of the corporation.

Section 5.6. A summary report of the financial operation of the corporation shall be made by the Treasurer at least annually to the Board of Directors.

ARTICLE VI

INDEMNIFICATION

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws. No indemnification or indemnification advances shall be made with respect to any threatened, pending or completed civil, administrative, arbitration, investigative or other proceeding brought by or in the right of the corporation against a person.

ARTICLE VII

CORPORATE SEAL

Section 7. This corporation shall not have a seal.

ARTICLE VIII

AMENDMENT OF BYLAWS

These Bylaws may be amended at any time and from time to time by the affirmative vote of a majority of the directors then in office, provided that written notice of the meeting and of the proposed amendment shall be given to each director not fewer than five (5) nor more than thirty (30) days before any meeting of the Board of Directors at which an amendment of the Bylaws is to be adopted.]

Secretary

Adopted: _____

Revised: _____