

Bylaws of the Hydrogeology Consortium

Version 4

Adopted: August 17, 2011

Mission:

The mission of the Hydrogeology Consortium is to cooperatively provide scientific knowledge of ground and surface water resources and advocate for the effective application of that knowledge towards management, conservation and protection

ARTICLE I

DEFINITIONS

The **Board of Directors** (see Article VI) is a set of individuals elected at a meeting of the general members (see Article V.6). The Board of Directors is referred to in this document as the Board. Members of the Board of Directors are referred to in this document as Directors.

A **Board Meeting** is a meeting of the Board of Directors, typically held quarterly.

The **Executive Committee** consists of the Officers of the Consortium (see Article VII.A).

A **General Meeting** is a meeting of the membership of the Consortium, typically held annually (see Article V).

The **Membership** is a set of individuals and corporations interested in furthering the purpose of the Consortium (see Article IV). A person or corporate entity within the membership is referred to in this document as a Member.

The **Hydrogeology Consortium** is a scientific, non-profit organization consisting of a general membership and managed by a Board of Directors. The Hydrogeology Consortium is referred to in this document as the Consortium.

An **Officer** is a Director elected to a position having duties as described in Article VII.

ARTICLE II

MISSION

The Mission of the Consortium is to cooperatively provide scientific knowledge applicable to water resource management and protection.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Consortium, for transaction of business and receipt of mail, will be the business office of the current Chair of the Consortium.

Branch or subordinate offices may at any time be recommended by the Officers and approved by the Board of Directors.

ARTICLE IV

MEMBERSHIP

1. **Membership:** Individuals and groups who are interested in furthering the purpose of the Consortium may become members of the Consortium, by informing the current Chair or Secretary of the Consortium.

2. **Membership Dues:** There shall be no dues charged to membership.

3. **Termination of Member:** Membership in the Consortium may be terminated by any of the following means.

(a) Voluntary written resignation accepted by the Board of Directors;

(b) By resolution of the Board of Directors, without cause. Such resolution shall be adopted by a majority vote of Directors attending a meeting of the Board at which a quorum is present.

(c) By expulsion for any violation of these Bylaws, or any rules or regulations adopted by the Consortium as determined by a majority vote Directors attending a meeting of the Directors at which a quorum is present.

At the meeting before the Board the member shall be given the opportunity to be heard by those making the decision. If the member is terminated, the Secretary shall record the termination in the membership book.

ARTICLE V

GENERAL MEETINGS

1. **Frequency of General Meetings:** The Consortium shall hold general meetings no less frequently than annually. The Board shall set the time and place of the general meetings.

2. **Other Meetings:** The Chair, a majority of the Board or one-third of the Members may call a general meeting by a written request sent to any member of the executive committee (see article VII 1.B).

3. **Notice:** All Members shall be notified of any general meetings by mail or electronically at least fourteen days prior to the day of the meeting.
5. **Quorum:** One-third of the Members shall constitute a quorum at a general meeting.
6. **Order of Business:** The order of business of a general meeting shall be as follows.
 - (a) Determination of a quorum as set forth in Article V, Sec. 5.
 - (b) Approval of minutes of the previous general meeting.
 - (c) Presentation and consideration of reports of Officers, Directors, and standing Committees.
 - (d) Review budget.
 - (e) Nominations and elections of Directors
 - (f) Unfinished business.
 - (g) New business.
 - (h) Adjourn.
7. **Procedure:** The order of business may be altered or suspended at a general meeting by a majority vote of the Members present. The parliamentary rules specified in The New Robert's Rules of Order shall govern all deliberations, when not in conflict with these bylaws.

ARTICLE VI

BOARD OF DIRECTORS

Subject to the limitations of these by-laws, future articles of incorporation of the Consortium (if any), and the laws of the state of Florida, all corporate powers shall be exercised by or under the authority of the Board of Directors.

1. **Responsibilities and Number of Directors:** Between 10 and 25 Directors, elected by the Members at the general meeting, shall serve on the Board. Directors shall be Members in good standing, and shall attend regular Board meetings and serve on at least one committee.
2. **Length of Director's Term on the Board:** Each Director's term is two years. Director's terms will be staggered such that roughly half of the Directors are elected in any given year.
3. **Nominating Process:** The Nominating Committee, as set forth in Article VIII Section 3, shall present to the Members at least fourteen days before the annual general meeting the names of the individuals it recommends for election to fill whatever vacancies may exist in the Board at the time. Members may make additional nominations at the general meeting.
4. **Vacancies:** In case of a vacancy on the Board, the Directors, by majority vote, may elect a Member to serve out the remaining term until next election of Directors.
5. **Removal of Director:** A Director may be removed for cause by a two-thirds vote of Directors attending a meeting of the Board at which a quorum is present. Cause shall consist of not performing duties in a proper, ethical, or satisfactory manner or by taking action to the detriment of the Consortium. The Director facing removal must be notified in writing of the proposed removal at least fourteen days prior to the Board meeting.

6. **Regular Board Meetings:** Regular Board meetings shall be held at least quarterly. Directors will be notified of any changes to a regular Board meeting orally, by mail or electronically at least two days prior to the meeting.
7. **Special Board Meetings:** The Chair of the Consortium or at least three other Directors may call a special Board meeting. The Secretary shall give notice to each Director of each special Board meeting, either orally, by mail or electronically, at least two days prior to the meeting. Unless indicated in the notice, any business may be transacted at a special Board meeting. At any meeting attended by all the Directors any business may be transacted regardless of the lack of due notice of such meeting.
8. **Quorum:** Fifty-one percent of the Directors shall constitute a quorum for the transaction of business at a Board meeting. Directors may participate in a Board meeting in person, by proxy, by telephone or by electronic communication. Directors may request a temporary leave of absence during the year. If approved by the Board at the next meeting, the Director on leave will not count towards determining the number of members required for a quorum.
9. **Voting:** All Directors participating in a Board meeting may vote on any issue. Directors may vote in person or by proxy appointed in writing. A general or blanket proxy must be sent by facsimile or mail and must be received by the Chair prior to the announced meeting time. Specific proxies, addressing a single question from the Chair may be submitted by email.
10. **Written Record of Resolutions:** The Secretary shall record resolutions passed by the Board.
11. **Action Without a Meeting:** A majority of the Directors can act without a meeting, if the action is approved in writing by majority of the Directors.
12. **Compensation:** No Officer, Director or member of a committee or working group (see Article VIII) shall receive any salary for their services to the Consortium. However, depending on the availability of financial resources, expenses for attendance of Consortium meetings or activities may be paid. Consortium members may be paid an honorarium or stipend for specific tasks and expenses that have been incurred for any studies or services that have been contracted for by the Consortium.
13. **Liability of Directors:** The Directors of the Consortium shall not be personally liable for monetary damages to any person, corporation or other entity for any statement, vote or decision regarding organizational management or policy unless, a) the Director breached or failed to perform his duties as a Director and b) the breach or failure to perform is
 - A. a criminal offense, unless the Director had reasonable cause to believe the conduct was lawful;
 - B. a transaction from which the Director derived an improper personal benefit, or
 - C. reckless, the act was committed in bad faith or with a malicious purpose.

14. Liability Insurance: The Board shall have the power to purchase and maintain insurance on behalf of any Officer (see Article VII), representative, employee or agent of the Consortium against any liability incurred by him/her in any such capacity or arising out of his/her status as Officer, Representative, employee or agent.

15. Indemnification of Voting Members: To the extent and in the manner permitted by laws of the State of Florida, the Consortium shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Consortium, by reason of the fact that such person is or was representative or officer, employee or agent of the Consortium, against expenses, including attorneys, fees, judgments, fines and amounts paid in settlement.

16. Conflict of Interest: A conflict of interest may exist where a Director is directly or indirectly a party to a transaction, if the other party to the transaction is an entity in which the Director has a material financial interest or of which the Director is an officer, director or general partner. Where a possible conflict of interest exists, the Director with the conflict shall ensure that the material facts of the transaction are known or disclosed to the Directors, committee members or members who authorize, approve or ratify the transaction. This Director shall abstain from voting on any such actions where a potential conflict of interest may exist.

ARTICLE VII

OFFICERS

1. Officer Positions: The Officers of the Consortium shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. All officers must be Directors. The Board shall have authority to appoint such other Officers and agents as it may deem necessary whom shall exercise such powers and perform such duties as the Board may determine from time to time.

2. Election of Officers: Each Officer is to be elected by the Board for a one-year term of office at the first regular meeting of the Board following the annual general meeting. The nominations committee described in Article VIII 2.A will provide a slate of officers for the election.

3. Removal of Officers: The Board may remove an Officer, with or without cause, by a vote of no less than 2/3 of the Directors.

4. Vacancy: In case of any vacancy in any office, the Board by a majority vote may elect a successor to hold the office for the remainder of the term.

5. Duties of Officers: The principal duties of the Officers shall be as follows:

Chair: The Chair shall preside at all general meetings and Board meetings; shall have general supervision of the business of the Consortium, subject to the control of the Board; and shall perform such other duties as may be required by the bylaws or the Board.

Vice Chair: The Vice Chair, in the absence of the Chair, or in case of a vacancy in the office of the Chair, shall exercise the powers of the Chair.

Secretary: The Secretary shall keep the records of all general meetings and Board meetings; shall make a report of any changes to by-laws or laws impacting the consortium at the annual general meeting; and shall perform such other duties as required by the bylaws or by the Board.

Treasurer: The Treasurer shall maintain the finances of the Consortium; shall keep accurate accounts of all monies received by the Consortium; shall make reports at the annual general meeting and to the Board when requested by the Board.

ARTICLE VIII

COMMITTEES

1. **Long Term Standing Committees:** The following are standing committees of the Consortium:

A. Executive Committee. The Executive Committee shall consist of the Officers of the Consortium. It shall meet on the call of the Chair or at the request of two or more Executive Committee members. Fifty-one percent of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee shall be precluded from making policy and shall perform acts that further the policies set by the Board.

B. Finance Committee. The Finance Committee is to annually review the current expenditures of the Consortium and to assist in the preparation of the Consortium annual budget which will be presented to the full membership at the Consortium annual meeting. The Committee will also make recommendations to the Board on the type of investments the Board should make with the Consortium funds.

C. Events Committee. This Committee will be responsible for determining the events the Consortium should host/sponsor or be a partner with. This will include the annual general meeting and any other events the committee feels we need to have for members, fund raising, etc. This Committee will be responsible for the management and marketing of these Consortium events. At the annual general meeting, this Committee should present their Events program for the upcoming year.

D. Grants Committee. The grants committee is responsible for working with the Board to

- a) identify areas where the Consortium should seek grant funding,
- b) coordinate the preparation and submission of a grant proposal and
- c) assist with the management of grant funds and projects.

E. Membership Committee. This Committee is responsible for the maintenance of the By-laws, membership listings, newsletters, brochures and any other printed material of

the Consortium. This Committee is also responsible for the maintenance of the Consortium website, and Facebook which are very important media outlets for the Consortium. This committee should also look for new media outlets to gain and maintain membership. This Committee should prepare and submit to the Board at the annual meeting their membership plan for the next year.

2. **Short Term Committees:** The Board may establish short-term committees that are limited in purpose and scope.

A. **Nominating Committee:** Not later than ninety days before each annual meeting the Chair shall appoint, with the approval of the Board, a nominating committee of three voting members of the Consortium. The committee shall present to the voting members at least fourteen days before the annual meeting, the names of the individuals it recommends for election to fill whatever vacancies may exist in the Board at that time. The nominating committee shall also provide the newly elected board a slate of officers for the Board of Directors. No candidate running for a board seat shall be on the nominating committee.

B. **Working Groups.** The Officers are authorized to constitute working groups of scientists or engineers, to address issues of special interest for a specified period of time. Working groups shall be chaired, whenever feasible, by a Director.

While constituted, such groups shall be officially affiliated with the Consortium and shall report their findings and recommendations to the Officers.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. **General:** Except as the Board may authorize in some other manner, all checks, drafts and other instruments for the payment of money, and all instruments of transfer of securities shall be signed in the name of the Consortium by the Treasurer and by such other Officers or agents or employees of the Consortium as may be designated by the Board. All instruments of conveyance of real property, and all agreements shall be signed by such Officers or agents as the Board may direct, and, in any event, they may be signed by any two of the following Officers, the President, the Vice President, the Secretary, or the Treasurer. The Board may authorize and empower one or more Officers or agents of the Consortium to execute and deliver any documents or to do other acts on behalf of the Consortium.

2. **Authorized Expenditures:** The Treasurer shall pay current expenditures for the administration of the Consortium as stipulated in the annual budget or by vote of the Board. Up to \$300 can be expended with approval of the executive committee.

3. **Deposits:** All funds of the Consortium shall be deposited to the credit of the Consortium

4. **Gifts:** The Board may accept on behalf of the Consortium any contribution, gift, bequest or devise for any purpose of the Consortium.

ARTICLE X

FISCAL YEAR

The fiscal year of the Consortium shall begin January 1 and end December 31.

ARTICLE XI

AMENDMENTS

The Board shall have the authority to amend and repeal the bylaws. Any member may propose amendments. An Amendment proposed by a voting member must be submitted in writing to the Board, by that member at least ten days prior to a regular meeting of the Board at which the Board will make a decision on the proposed amendment.

Revised and Approved on August 17, 2011 by the Executive Committee