

**BYLAWS
OF
THE GROUNDWATER FOUNDATION**

ARTICLE I

PURPOSE AND POWERS

1.1 Purpose The Corporation shall have such purposes as are now or may be set forth in its Articles of Incorporation.

1.2 Powers The Corporation shall have such powers as are now or may be granted by the Nonprofit Corporation Act of the State of Nebraska and its Articles of Incorporation.

ARTICLE II

OFFICES

2.1 The Corporation shall have and continuously maintain in the State a registered office and a registered agent and may have other offices within or outside the State of Nebraska as the Board of Directors deem necessary.

ARTICLE III

MEMBERSHIP

3.1 Corporate Members The Corporation shall have no corporate members within the meaning of the Nebraska Nonprofit Corporation Act.

3.2 Supporting Members To provide a means of support for, and create interest in, the mission of the Corporation, the Corporation may have supporting members who shall pay membership fees or otherwise support the work of the Corporation. Supporting members will not be entitled to vote or otherwise have any involvement in the business and affairs of the Corporation.

ARTICLE IV

BOARD OF DIRECTORS

4.1 General Powers The business and affairs of the Corporation shall be managed by its Board of Directors.

4.2 Number, Election and Tenure The Board of Directors shall consist of not less than three (3) and not more than thirty (30) Directors. The Directors shall be elected at the annual meeting of the Board of Directors and shall serve for a term of three (3) years. The term of office shall begin January 1 following election and shall continue for three (3) calendar years.

A vacancy on the Board of Directors of the Corporation, whether created by the death, resignation, or removal of a Director or by an increase in the number of Directors, may be filled at any time.

4.3 Annual Meetings An annual meeting of the Board of Directors shall be held in November of each year for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

4.4 Special Meetings Special meetings of the Board of Directors may be called by the Secretary at the direction of the Chair of the Corporation, or a majority of the voting Directors then in office, to be held at such time and place, either within or without the State of Nebraska, as shall be designated in the notice of the meeting.

4.5 Notice Notice of the time and place of any meeting of the Board of Directors shall be given at least three (3) days in advance by written notice delivered personally or sent by mail or email to each Director at the Director's address as shown by the records of the Corporation. If mailed, notice of a meeting shall be deemed to be delivered when deposited in the United States mail with postage prepaid. If emailed, notice of a meeting shall be deemed to be delivered when sent to the recipient and no 'unable to deliver' response is received. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

4.6 Quorum One-third (1/3) of the Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than one-third (1/3) of the Directors are present, a majority of Directors present may adjourn the meeting from time to time without further notice.

4.7 Manner of Acting

(a) **Formal Action by Directors** The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

(b) **Informal Action by Directors** No action of the Board of Directors shall be valid unless taken at a meeting at which a quorum is present except that any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing (setting forth the action so taken) shall be signed by each Director entitled to vote.

(c) **Telephonic Meetings** Members of the Board may participate in a meeting through use of a conference telephone or similar means of communication, so long as all Directors participating in the meeting can hear one another.

4.8 Resignations and Removal Any Director may resign from the Board at any time by giving written notice to the Chair or the Secretary of the Corporation. The acceptance of a resignation shall not be necessary to make it effective. Directors may be removed from office with or without cause.

4.9 Vacancies Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Directors.

4.10 Compensation Directors serve as volunteers and will not receive compensation for their services as Directors. In some circumstances, Directors may receive reimbursement for some expenses for attendance at a Board meeting. Directors may serve the Corporation in other capacities and receive compensation.

4.11 Attendance Directors are expected to attend a minimum of one-half (1/2) of the total of all Board meetings, meetings of committees the Director is a member of, and Groundwater Foundation events. At least one of the meetings attended must be a Board meeting. If a Director is unable to attend a minimum of one-half (1/2) of the total of all meetings and

events each fiscal year, including a minimum of one (1) Board meeting, the Board shall consider termination of the Director.

4.12 Membership All Directors shall be Supporting Members of The Groundwater Foundation.

ARTICLE V
COMMITTEES

5.1 The Board of Directors may create committees. The purpose and authority of any such committee will be established by the Board. Each committee shall have two (2) or more Directors who serve at the pleasure of the Board. Every Director will be appointed to at least one (1) committee.

ARTICLE VI
OFFICERS

6.1 Officers The officers of the Corporation shall consist of a Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Directors.

6.2 Chair The Chair shall preside at all meetings of the Corporation and of the Board of Directors at which the Chair may be present, shall perform such other duties as may be prescribed by these Bylaws or assigned by the Board of Directors, and shall coordinate the work of the officers and committees of the Corporation.

6.3 Vice Chair In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of that office, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall also perform any other duties assigned by the Chair or the Board.

6.4 Secretary The Secretary shall record the minutes of all meetings of the Board of Directors and shall perform such other duties as may be assigned by the Chair or the Board.

6.5 Treasurer The Treasurer shall have oversight responsibility for all the financial matters of the Corporation. The Treasurer shall also perform all the duties incident to the office and other duties as may be assigned by the Chair or the Board.

6.6 Election The officers of the Corporation shall be elected annually at the annual meeting of the Board. Officers shall serve for a term of one (1) year beginning January 1 following the annual meeting.

6.7 Removal, Vacancy The Board of Directors may remove any officer with or without cause and may fill any vacancy created by death, resignation or removal, for the unexpired term, at any regular or special meeting of the Corporation.

ARTICLE VII

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

7.1 Contracts The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.2 Borrowing No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

7.3 Checks, Drafts All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors

7.4 Deposits All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may elect.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

8.1. Directors, officers, employees and agents shall be indemnified by the Corporation against liabilities imposed upon them and expenses reasonably incurred by them in connection with any claim asserted against them, or any action, suit or proceeding to which they may be a party by reason of their being a Director. No Director is indemnified with respect to matters (a) for which

the Director is adjudged in any action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) which shall be settled by the payment of sums which independent counsel selected by the corporation shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) for which such indemnification would be against public policy.

ARTICLE IX

MISCELLANEOUS

9.1 Books and Records The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and its committees.

9.2 Fiscal Year The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year unless otherwise determined by resolution of the Board of Directors.

9.3 Seal The Corporation shall have no seal.

9.4 Waiver of Notice Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act of the State of Nebraska or under the provisions of the Articles of Incorporation of the Corporation or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

9.5 Conflict of Interest No Director shall influence a decision or vote on any issue, motion, or resolution which directly or indirectly results in a personal gain for the Director or a Director's relative or other person close to the Director. Directors have an affirmative duty to disclose all actual or potential conflicts of interest as soon as possible. A Director with a conflict of interest may be counted in order to qualify a quorum.

9.6 Loans to Officers and Directors Prohibited No loans shall be made by the Corporation to its Officers or Directors.

9.7 Additional Organizations The Board of Directors may authorize the formation of such auxiliary organizations, advisory groups and committees as would in the opinion of the Board assist in the fulfillment of the purposes of the Corporation.

9.8 Rules and Policies The Board of Directors may adopt, amend, or repeal Rules and Policies (not inconsistent with these Bylaws) for the management of the internal affairs of the Corporation and the governance of its officers, agents, committees and employees.

ARTICLE X

AMENDMENTS TO BYLAWS

10.1 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors.

ARTICLE XI

HONORARY TRUSTEES

11.1 The Chair may appoint as Honorary Trustees persons who have made or are prepared to make significant service, in-kind or monetary contributions to the Corporation. Honorary Trustees will be appointed for two (2) year terms, and may be reappointed to an unlimited number of terms.