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**AMENDED BYLAWS OF**

**The Ground Water Research and Education Foundation, Inc.  
(an Oklahoma non-profit corporation)**

**Article I - Offices**

Section 1. PRINCIPAL OFFICE: The principal office for the transaction of the business of the Corporation shall be in the City of Oklahoma City, State of Oklahoma, as may be from time to time determined by the Board of Directors.

Section 2. CORPORATE NAME: The name of the Corporation, the Ground Water Research and Education Foundation, may from time to time and herein be referred to as the GWREF.

**Section 2 Purposes:**

The GWREF is a 501(c)3 non-profit organization whose purposes include:

- Acting as an advisory group to the GWPC Board of Directors on research, education, and outreach
- Encouraging the development of projects related to research, education, and outreach regarding ground water protection and underground injection control-conservation that aid groundwater regulatory programs
- Other purposes as may from time to time be determined by the GWREF Board of Directors (Board of Directors)

**Article II - Membership**

**Section 1 - Corporation Membership:**

The Ground Water Research and Education Foundation (GWREF) Board of Directors and the Ground Water Protection Council (GWPC) Board of Directors shall be the sole members of this Corporation. The GWPC Board of Directors shall have as their sole right to appoint the GWREF Board of Directors, as outlined in Section 3 of Article III. The GWREF Board of Directors shall have all the rights and duties afforded to them by law, the Articles of Incorporation of this Corporation, and these bylaws.

**Article III - Board of Directors**

**Section 1 - Powers:**

Subject to limitations of the Certificate of Incorporation, these bylaws and of the laws of the State of Oklahoma as to action to be authorized or approved by the members, and subject to the duties of Directors as prescribed by the bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the

1 Board of Directors of the GWREF.  
2

3 **Section 2 - Number and Term:**  
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5 The number of Directors which shall constitute the GWREF Board of Directors shall be a  
6 maximum of seven (7). All Board members serve five year terms.  
7

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10 **Section 3 – Board appointment procedure:**  
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14 Board members are nominated by the Executive Director of the GWPC. Final appointment is  
15 made by a written approval by the President of GWPC.  
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18

19 **Section 4 - Filling Vacancies:**  
20

21 If a vacancy occurs during a Board member's - term, the GWREF President, in consultation with  
22 the Executive Director and GWPC President, shall appoint a person to serve the remainder of the  
23 term.  
24

25 **Section 5 - Qualifications:**  
26

27 All board members shall have appropriate experience in ground water science or management  
28 and/or underground injection control.  
29

30 **Section 6 - Resignation and Removal:**  
31

32 Any Director may resign from the Board at any time by giving written notice thereof to the  
33 President or the Secretary. Any Director may be removed shown by a majority vote of the Board  
34 of Directors.  
35

36 The Board of Directors shall declare vacant the office of a Director if he/she be declared of  
37 unsound mind by an Order of a Court or may do so if such Director, after notice of his/her  
38 election, does not accept such office within ten days.  
39

40 **Section 7 - Meeting of Directors:**  
41

42 Meetings may be held in such place or places as the Board of Directors may from time to time  
43 determine. The Directors may hold their meetings in any manner permitted by law, including the  
44 use of conference telephone or similar communications equipment by means of which all  
45 participants can simultaneously hear and speak with each other.

1 **Section 8 - Regular Meetings:**

2  
3 Regular meetings of the Board of Directors shall be held in any manner permitted by law or  
4 these bylaws and at such times and places as shall be designated by the Board of Directors,  
5 provided that regular meetings must be held at least twice each year.  
6

7 Regular meetings of the Board of Directors shall be held in conjunction with the semi-annual  
8 meetings of the GWPC or at any other time that may be approved by a majority of the Board  
9 members. At each meeting, reports of the affairs of the corporation shall be considered, and any  
10 other business may be transacted which is within the powers of the Board members to transact  
11 and which may be properly brought before the meeting.  
12

13 Written notice of each regular meeting shall be given to all Board members, either personally or  
14 by mail or other means of written communication, including facsimile or electronic mail. All  
15 such notices shall be sent to each Board member no less than fifteen days before each meeting.  
16 Any notice provided for in this section may be waived by submitting a signed waiver or by  
17 attendance at the meeting.  
18

19 **Section 9 - Special Meetings:**

20  
21 Special meetings of the Board of Directors may be called at any time by the President or, in  
22 his/her absence, by any other officer. Special meetings shall be called at any time upon the  
23 written request of any three of the Directors, to be held not more than seven days after the receipt  
24 of such request.  
25

26 The Secretary shall give notice of each special meeting to each Director in person or by mail or  
27 other means of written communication, including facsimile or electronic mail, at least five days  
28 before the meeting.  
29

30 Whenever a notice is required to be given to any Director, a waiver thereof in writing signed by  
31 such person(s) entitled thereto (whether signed before or after the time stated in the notice) shall  
32 be equivalent to the giving of such notice. The attendance of a Director at any meeting or the  
33 participation by a Director in a conference call meeting shall constitute a waiver of notice of such  
34 meeting, except where a Director attends a meeting or participates in a conference call meeting  
35 for the express purpose of objecting to the transaction of any business on the grounds that the  
36 meeting is not lawfully called or convened. The business to be transacted at, or the purpose of  
37 any special meeting of the Board of Directors must be specified in the notice or waiver of notice  
38 of such meeting.  
39

40 **Section 10 - Voting:**

41  
42 At all meetings of the Board of Directors, each Director shall have one vote. Voting shall be  
43 done at regular or special meetings. Voting can also be done by mail, electronic mail, or by the  
44 President or Secretary polling Board members by telephone.  
45

1 **Section 11 - Quorum:**

2  
3 At all meetings of the Board of Directors, a simple majority of the current Directors shall  
4 constitute a quorum for the transaction of business. If at any meeting of the Board of Directors  
5 there are less than a quorum present, a majority of those present, or any Director solely present  
6 may adjourn the meeting to be held on a subsequent date;

7  
8 The act of a majority of the Directors present at a meeting at which a quorum is in attendance  
9 shall be the act of the Board of Directors, unless the act of a greater number is required by  
10 statute, the Certificate of Incorporation, or these bylaws.

11  
12 **Section 12 - Order of Business:**

13  
14 At meetings of the Board of Directors, business shall be transacted in such order as from time to  
15 time the Board of Directors may determine among the Directors present.

16  
17 **Section 13 - Action by Written Consent:**

18  
19 Any action required or permitted to be taken by the Board of Directors or of any committee  
20 thereof, under the applicable provisions of the statutes, the Certification of Incorporation or  
21 these bylaws, may be taken without a meeting if a consent in writing, setting forth the action so  
22 taken, is signed by a majority of the members of the Board of Directors or of such committee, as  
23 the case may be, and such written consent is filed with the minutes of proceedings of the Board  
24 of Directors or committee.

25  
26 **Section 14 - Compensation:**

27  
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29  
30 Directors shall not receive any compensation for their services as Directors or Committee members.  
31 Expenses for attendance at meetings and reasonable and customary travel expenses may be paid to  
32 any Director while traveling on behalf of the Corporation provided such travel has been authorized  
33 in advance by the President or Executive Director.

34  
35  
36 **Section 15 - Presumption of Assent:**

37  
38 A Director who is present at a meeting of the Board of Directors or who participates in a  
39 telephone conference call meeting as provided by law at which action on any matter is taken  
40 shall be presumed to have assented to the action unless his/her dissent is entered in the minutes  
41 of the meeting or unless he/she files a written dissent to such action with the person acting as  
42 Secretary of the meeting before the adjournment thereof, or forwards such dissent by registered  
43 mail to the Secretary within three days after the adjournment of the meeting. Such right to  
44 dissent shall not apply to a Director who voted in favor of such action.

1 **Section 16 – Bi-Annual Reporting:**

2  
3 The President and Treasurer shall provide a report to the GWPC Board of Directors at each of  
4 that Board’s bi-annual meetings.

5  
6 **Article IV - Officers**

7  
8 **Section 1 - Number, Titles and Term of Offices:**

9  
10 The officers of the Corporation shall at a minimum, consist of a President, a Vice-President, a  
11 Treasurer, and a Secretary. The term of the President, Vice President, and Treasurer shall be two  
12 years. The Secretary, who shall be the Executive Director of the GWPC or his/her designee,  
13 serves an indefinite term.

14  
15 **Section 2 - Eligibility and Election:**

16  
17 The President, Vice-President, and Treasurer must be state government officials. The President,  
18 Vice-President and Treasurer shall be elected every five years by the GWREF Board of  
19 Directors. The Executive Director of the GWPC, or his/her designee, shall hold the office of  
20 Secretary of the GWREF.

21  
22 **Section 3 - Resignation or Removal:**

23  
24 Any officer or agent elected or appointed to the Board of Directors may resign at any time or  
25 may be removed by the Board of Directors at any time, with or without cause, by the affirmative  
26 vote of ~~two-thirds~~ majority of the Board of Directors, whenever in its judgment the best interests  
27 of the Corporation will be served thereby.

28  
29 **Section 4 - Vacancies:**

30  
31 A vacancy in any office because of death, resignation, removal, disqualification or any other  
32 cause shall be filled for the remainder of the term by a majority vote of the Board of Directors.

33  
34 **Section 5 - Delegation of Duties:**

35  
36 In case of the absence or disability of any officer or for any other reason that the Board of  
37 Directors may deem sufficient, the Board of Directors may temporarily delegate, by a vote of a  
38 majority of the Board of Directors, some or all of the powers or duties of such officer to any  
39 other officer or Board Member.

40  
41 **Section 6 - Duties of President:**

42  
43 The President shall, if present, preside at all meetings of the Board of Directors and exercise and  
44 perform such other powers and duties as may be assigned, from time to time, by the Board of  
45 Directors or prescribed by the bylaws. The President shall report to the GWPC Board of

1 Directors and executive committee of GWPC at their regularly scheduled meetings.

2  
3 **Section 7 - Duties of Vice President:**

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5 In the absence or disability of the President, the Vice President shall perform all the duties of the  
6 President and when so acting, shall have all the powers of, and be subject to all the restrictions  
7 upon, the President. The Vice President shall have such other powers and perform such other  
8 duties as from time to time may be prescribed for him/her by the Board of Directors or by the  
9 bylaws.

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11  
12 **Section 9 - Duties of Secretary:**

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14 The Secretary shall attend, in person or by designated staff, all meetings of the Board of  
15 Directors, keep, or cause to be kept, a record of the names and addresses of all Board members,  
16 have charge of the corporate books, records, and corporate seal, and perform all other duties  
17 incident to the office of Secretary.

18  
19 The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors  
20 required by the bylaws or by law to be given, and shall also sign, with the President, all  
21 contracts, deeds, licenses and other instruments when so ordered. He/she shall make such  
22 reports to the Board of Directors as it may require and shall also prepare such reports and  
23 statements as are required by the laws of the State of Oklahoma and shall perform such other  
24 duties as may be prescribed by the Board of Directors or by the bylaws.

25  
26 **Section 10 - Duties of the Treasurer:**

27  
28 The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct  
29 accounts of the properties and business transactions of the Corporation, including accounts of its  
30 assets, liabilities, receipts, and disbursements. The books of account shall at all reasonable times  
31 be open to inspection by any Director.

32  
33 The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name  
34 and to the credit of the Corporation with such depositories as may be designated by the Board of  
35 Directors. He/she shall disburse or shall cause to be disbursed the funds of the Corporation as  
36 may be ordered by the Board of Directors; shall render to the President and Directors, whenever  
37 they request it, an account of all of his/her transactions as Treasurer and of the financial  
38 condition of the Corporation; shall provide a bi-annual report to the GWPC Board of Directors at  
39 their regularly scheduled meetings, and shall have such other powers and perform such other  
40 duties as may be prescribed by the Board of Directors or the bylaws. The treasurer shall cause to  
41 be generated an independent audited financial statement on an annual basis.

42  
43 **Section 11 - Duties of the Executive Director:**

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45 The Executive Director, or delegate, in addition to his/her responsibilities as Secretary, shall be

1 charged with the day-to-day management of the Corporation, with establishing and maintaining  
2 the State/Federal liaison relationship, information gathering and dissemination activities, and  
3 supervising the education, research and review activities of the Corporation. Additionally,  
4 subject to the authority of the Board of Directors, the Executive Director shall have general  
5 supervision and control of the business of the Corporation including the following:  
6

- 7 a.) He/she shall sign or countersign, as may be necessary, all bills, notes, checks, contracts  
8 and other instruments as may pertain to the ordinary course of the Corporation's business.  
9
- 10 b.) He/she shall execute bonds, mortgages, and other contracts requiring a seal under the seal  
11 of the Corporation, except where required or permitted by law to be otherwise signed and  
12 executed and except where the signing and execution thereof shall be expressly delegated  
13 by the Board of Directors to some other officer or agent of the Corporation.  
14
- 15 c.) At the first regular meeting, each year, he/she shall submit a complete report of the  
16 operation of the Corporation's affairs as existing at the close of the prior year and shall  
17 report to the Board of Directors from time to time all such matters coming to his/her  
18 attention and relating to the interest of the Corporation as should be brought to the  
19 attention of the Board of Directors.  
20
- 21 d.) He/she shall perform the duties of the Treasurer as necessary in the event of the absence  
22 or disability of such officer, and all other Assistant Treasurers.  
23
- 24 e.) He/she shall serve as Secretary and be an ex officio member of all committees and shall  
25 have such usual powers and duties of supervision and management as may pertain to the  
26 office of the Executive Director and shall have such other powers and duties as may be  
27 prescribed by the Board of Directors or the bylaws.  
28
- 29 f.) He/she shall direct the work of staff, contractors, and grant recipients.  
30
- 31 g.) He/she, in cooperation with Board Members, shall develop grant proposals for the  
32 Corporation and report such efforts to the President and the Board of Directors.  
33

## 34 **Article V - Committees**

### 35 **Section 1 - Creation:**

36 The President may from time to time designate committees, each of which shall consist of at  
37 least one Board Member. The designation of any such committee and the delegation thereto of  
38 authority shall not relieve the Board of Directors, or any of its members, of any responsibility  
39 imposed upon it or any of its members. Any such committee shall keep regular minutes of its  
40 proceedings and report the same to the Board of Directors when required. Unless otherwise  
41 specified upon creation, all committees of the Board may be re-designated by the President.  
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### 45 **Section 2 - Meetings and Notice:**

1  
2 Committees shall meet at such times as may be fixed by the committee or on the call of the  
3 President. Notice of the time and place of the meeting shall be given to each member of the  
4 committee in the manner provided for the giving of notice to members of the Board of Directors  
5 of the time and place of special meetings of the Board of Directors.  
6

7 **Section 3 - Quorum and Voting:**  
8

9 A majority of the members of a committee shall constitute a quorum for the transaction of  
10 business. The act of the majority of the members of a committee present at a meeting at which a  
11 quorum is present shall be the act of a committee. At all meetings of a committee, each  
12 committee member present shall have one vote which shall be cast in person.  
13  
14

15 **Section 4 - Action Without Meeting:**  
16

17 Any action which might otherwise be taken at a meeting of a committee may also be taken  
18 without a meeting if a record or memorandum thereof be made in writing or electronic  
19 equivalent and signed by all members of the committee.  
20

21 **Article VI - Miscellaneous**  
22

23 **Section 1 - Fiscal Year:**  
24

25 The fiscal year of the Corporation shall be the calendar year unless otherwise determined by the  
26 Board of Directors.  
27

28 **Section 2 - Seal:**  
29

30 The seal of the Corporation shall be such as from time to time may be approved by the Board of  
31 Directors, but the use of a seal shall not be essential to the validity of any agreement.  
32

33 **Section 3 - Deposits and Checks:**  
34

35 The funds of the Corporation shall be deposited in its name in such bank(s) or other financial  
36 institution(s) as the Board of Directors, or the President, shall designate. Such funds shall be  
37 drawn out only by check signed by persons whom the Board of Directors or the President shall  
38 designate. No member of GWREF has the authority to endorse a check to themselves.  
39

40 **Article VII - Amendments**  
41

42 **Section 1 - Amendment to Bylaws:**  
43

44 These bylaws may be altered, amended or repealed or new bylaws may be adopted at any regular  
45 or special meeting of the membership or of the Board of Directors at which a quorum is present  
by the affirmative vote of a majority of those present at such meeting and entitled to vote,



1 provided that the proposed alteration, amendment, repeal or adoption be contained in the Notice  
2 of such meeting.

3  
4 **Article VIII - Indemnification**

5  
6 **Section 1 - Indemnification of Officers, Directors, Employees and Agents:**

7  
8 To the extent and in the manner permitted by the laws of the State of Oklahoma and specifically  
9 as is permitted under Section 1031 of Title 18 of the Oklahoma Statutes, the Corporation shall  
10 indemnify any person who was or is a party or is threatened to be made a party to any threatened,  
11 pending or completed action, suit or proceeding, whether civil, criminal, administrative or  
12 investigative, other than an action by or in the right of the Corporation, by reason of the fact that  
13 such person is or was a Board member, officer, employee or agent of the Corporation, against  
14 expenses, including attorney fees, judgment, fines and amounts paid in settlement.

15  
16 **Section 2 - Liability Insurance:**

17  
18 The Corporation shall have the power to purchase and maintain insurance on behalf of any  
19 person who is or was a Board member, officer, employee, or agent of the Corporation, against  
20 any liability asserted against and incurred by him/her in any such capacity or arising out of  
21 his/her status as such an officer, director, employee or agent.

22  
23 **Certification of Secretary**

24 I, the undersigned, do hereby certify:

- 25  
26 1). That I am the duly elected Secretary of the Ground Water Research and Education  
27 Foundation, an Oklahoma non-profit corporation;  
28  
29 2). That the foregoing bylaws comprising eleven (11) pages constitute the bylaws of said  
30 Corporation as duly amended and adopted by the Board of Directors thereof on .  
31

32 IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said  
33 Corporation this 20th day of May, 2017.

34  
35  
36 

37  
38 Michel J. Paque, Secretary