BY - LAWS
of

NORTH DAKOTA WELL DRILLERS' ASSOCIATION, INC.
A North Dakota Non-Profit Corporation

ARTICLE I.
Name and Office

Section 1: The name of this Corporation shall be North Dakota Well Drillers' Association, Inc.

Section 2: The association will maintain its principal office from time to time at the same location as the residence of its President.

Section 3: George T. Dynes of 235 Sims Street, Dickinson, North Dakota, is herewith appointed as official registered agent for the association for legal purposes only.

ARTICLE II.
Object

The object for which this association is formed is to assist members or individual businessmen in the State of North Dakota to improve the technology of the water well drilling business and to put the well drilling business in the State of North Dakota on a more scientific and efficient basis, as well as to protect water resources and to promote conservation of water and other natural resources.

ARTICLE III.
Membership

Section 1: The membership of this association shall consist of active, associate and honorary members.

Section 2: Active Members. Any person engaged in the business of well drilling, whether he is a resident or non-resident, may become an active member on payment of the membership fee.

Section 3: Associate Members. Individuals, firms or corporations interested in the business but not actively engaged in well drilling, and non-resident drillers, may become associate members and may have all the privileges of the association, except those of voting and holding office, on payment of the normal membership fee.

Section 4: Honorary Members. Any person interested in subjects of scientific investigation and research of value in connection with the water well drilling business may be elected to honorary membership by a two-thirds (2/3) vote of those present and voting at any regular meeting. They shall be entitled to all privileges of membership in the organization except voting and holding office. Honorary members shall be exempt from the payment of any membership fee.

Section 5: Any person, firm or corporation that operates as a pump installer only may become a pump installer member and have all of the privileges of membership in the association, except those of voting and holding office. The fee for a pump installer shall be as stated in ARTICLE VII hereof.

Section 6: All memberships must be paid before the opening session of any annual convention. Only paid-up active members will be entitled to vote or hold an office.

ARTICLE IV.

Officers

Section 1: The officers of the association shall be

chosen by the membership at each annual meeting and they shall consist of a President, Vice President, Secretary-Treasurer, and three (3) Directors. Those six (6) officers shall constitute the Board of Directors.

Section 2: The Board of Directors shall have its organizational meeting immediately following each annual meeting of the members and, in addition, the Board of Directors shall have such other meetings from time to time as they deem necessary.

Section 3: President. The President shall be the chief executive officer of the association. He shall preside at all meetings of the members and of the Directors. He shall have general and active management of the business of the Corporation. He shall call the Directors together whenever he deems it necessary. He shall have general superintendence of the affairs of the association and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President, by his individual actions, shall execute contracts and other documents on behalf of the association. He shall perform such other duties as the Board of Directors may require and direct from time to time. In connection with his exercise of all of the foregoing powers and authorities assigned to him, the President shall be subject to the direction and authority at all times of the Board of Directors.

Section 4: Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President as above enumerated and shall perform such other duties as the Board of Directors may from time to time require.

Section 5: Secretary-Treasurer. The Secretary-Treasurer shall attend all sessions of the Board of Directors and all meetings of the members and shall record all votes and the minutes of all proceedings in records to be kept for that purpose. Such officer shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors. Further, the Secretary-Treasurer shall have the custody of the fiscal records of the association and shall keep full and accurate accounts of receipts and disbursements in books and records belonging to the association. Said officer shall render to the President and to the Board of Directors at regular meetings of the Board of Directors, and to members at the annual meeting or special meetings of the membership, or whenever else such information may be required, an account of his transactions as Secretary-Treasurer and of the financial condition of the association, provided, however, that the said officer shall at all times be subject to the authority and direction of the Board of Directors.

Section 6: Vacancies. In case of a vacancy in any office, the same shall be filled as soon as practicable by appointment by the President and such appointee shall serve until the next annual meeting of the association.

ARTICLE V.
Elections

The President, Vice President and Secretary-Treasurer shall be elected annually. One (1) director shall be elected each year to serve for a term of three (3) years. In case of a vacancy occurring in any office, the same shall be filled

until the next annual meeting of the association, by appointment made by the President.

ARTICLE VI.
Audit Committee

The three (3) Directors shall constitute a committee to audit the books of the Secretary-Treasurer each year and they shall report at the annual meeting of the association.

ARTICLE VII.
Membership Fee

Section 1: The regular memebership fee to be paid by both active and associate members is Twenty and no/100 ($20.00) Dollars per annum, except for pump installers.

Section 2: The membership fee for pump installers shall be Ten and no/100 ($10.00) Dollars per annum.

ARTICLE VIII.
Meetings

Section 1: The annual meeting of the association shall be held some time between the 1st and 15th of March of each calendar year at a place and time to be designated from time to time by the Board of Directors. In addition, special meetings may be held at any time, either upon action by the Board of Directors or upon the written request, directed to the President, by no less than ten (10) active, paid-up members.

Section 2: The Board of Directors shall meet regularly after each annual meeting of the association and otherwise from time to time as is necessary. Special meetings of the Board of Directors may be called at any time by the President or upon the written request of any three (3) members thereof. The Board of Directors shall have general charge of all business of the association not transacted at membership meetings.

Section 3: Any meeting of the membership, whether the annual meeting or any special meeting thereof, requires that at least ten (10) days' written notice of such meeting be given in advance to all active members. Such notice may be served personally or by regular mail. Said notice, if mailed, shall be deemed effective upon mailing at which time the ten (10) day period required shall commence.

Section 4: All regular or special meetings of the Board of Directors shall require at least five (5) days' written notice to all members of the Board. Such notice may be served personally or by regular mail. Said Notice, if mailed, shall be effective upon mailing at which time the five (5) day period required shall commence. Any such notice may be waived by any or all members of the Board of Directors as to any meeting, whether regular or special.

ARTICLE IX.

Quorum

Section 1: Membership meetings. In order for the association to do business at any regular or special meeting,

a quorum of at least ten per cent (10%) of the active members shall be required and, regardless of such percentage, there must be at least six (6) active members at any such meeting in order to constitute a quorum.

Section 2. Board of Directors' Meetings. In order for the Board of Directors to conduct business at any regular or special meeting, there must be no less than four (4) members present to constitute a quorum.

ARTICLE X.
Order of Business

The following shall be the order of business for any regular or special meeting of the membership unless otherwise provided for:

1. Call to Order
2. Reading of Minutes
3. Reports of Secretary-Treasurer
4. Appointment of Committees
5. Report of Committees
6. Unfinished Business
7. General Business
8. Adjournment.

ARTICLE XI.
Amendments

These By-Laws may be amended at any regular or special meeting of the membership by a two-thirds (2/3) vote of all members present and voting.

ARTICLE XII.
Depository Bank

All funds of the association shall be held in the Bank of North Dakota, Bismarck, North Dakota, which shall be the permanent bank handling all association accounts.

ARTICLE XIII.

Memorial to Crippled Children's Home

At each annual meeting the association shall send Ten and no/100 ($10.00) Dollars as a memorial to the Crippled Children's Home for each member who has died during the preceding year.

C E R T I F I C A T E

The undersigned, Secretary-Treasurer of North Dakota Well Drillers' Association, Inc., a North Dakota Non-Profit Corporation, does hereby certify that the above and foregoing By-Laws are the By-Laws of North Dakota Well Drillers' Association, Inc., a North Dakota Non-Profit Corporation, and that said By-Laws were adopted at the organizational meeting of the Board of Directors of said Corporation held at the Ramada Inn in Dickinson, North Dakota, at 8:00 p.m. on Friday, August 2, 1974.

Dated this 2nd day of August, 1974.

Don Kruger, Secretary-Treasurer

(CORPORATE SEAL)

WAIVER OF NOTICE

ORGANIZATIONAL MEETING OF BOARD OF DIRECTORS OF
NORTH DAKOTA WELL DRILLERS' ASSOCIATION, INC.

We, the undersigneds, being all of the Directors of North Dakota Well Drillers' Association, Inc., a North Dakota Non-Profit Corporation, do hereby waive all notice of the organizational meeting of the Board of Directors of said corporation, whether provided by statute, By-Laws or otherwise, and consent and agree that such organizational meeting may be held in the Blue Room at the Ramada Inn in Dickinson, North Dakota, on the 2nd day of August, 1974, at 8:00 o'clock p.m., and we consent to the transaction of any and all business that may come before said meeting, including the following particular items:

1. Adoption of By-Laws for the Corporation;
2. Election of officers to serve until the next annual meeting;
3. The transaction of any other business that may come before the meeting.

Dated this 1st day of August, 1974.

Mike Wetch
Mike Wetch

George Opp
George Opp

Rodney Thompson
Rodney Thompson

Leo Driver
Leo Driver

Dennis Knutson
Dennis Knutson

Don Kruger
Don Kruger

ADDITIONS TO THE BY LAWS:

March 4, 1975 General Meeting

Members dues raised to $50.00. Secret ballet 21 yes 7 no.

March 5, 1975 General Meeting

Pump Installers dues raised to $25.00. Hand vote all in favor.

March 2, 1976 General Meeting

Indemnification article accepted into the Corporation approved by voice vote.

Article reads as follows: Any person made a party to or threatened with any civil, criminal or adminstrative action, suit or proceedings by reason of the fact that he is or was a director or officer of the association or any of its divisions, may be indemnified by the association against reasonable expenses, including attorneys fees, actually and reasonableley incurred by him in connection with such action, suit or proceedings, or in connection with any appeal therein, except as to matters as to which such director or officer is quilty of negligence or misconduct in the performance of his duties. Such indemnification shall not be deemed exclusive of any other rights to indemnification which such directors or officer may be entitled apart from this By-Law. The association may purchase and maintain insurance on behalf of any person who is or was a director or officer of the association against any liability asserted against him and incurred by him in such, whether or not the association would have the power to indemnify him against such liability.

March 2nd 1976 General Meeting

Motion to make Secretary Treasurer term to be for a 2 year period. Election to take place at Convention in N. Dak. Was approved by voice vote.

March 7, 1977 General Meeting

Honorary memberships were to be handled in the future by the board of Directors. All Voting Yes.