

# Bylaws

## Article I. Name

The name of this association shall be the Irrigation Association.

## Article II. Purpose

The association is a voluntary, nonprofit organization formed to promote the development, proper use and acceptance of irrigation equipment for all possible applications, to promote water and soil conservation and more economical crop production through the use of irrigation; to conserve energy through efficient design and operation of irrigation systems; to enhance the environment by expanding efficient use of irrigation for landscape maintenance, dust and erosion control; to collect and disseminate information regarding irrigation of value to members of the association; to allied industries and to the public; to acquaint public and private agencies, institutions and organizations with developments in the industry and the part the industry occupies in the economy and development of the nation; to conduct educational programs regarding the industry; and to carry out such other lawful trade association activities as the Board of Directors may direct.

## Article III. Common Interest Groups

The association shall have appropriate common interest groups, which shall be determined from time to time upon a majority vote of the Board of Directors.

## Article IV. Membership

**Section 1. Classes of Membership.** The association shall have five classes of membership: Regular, Associate, Honorary, Technical, and Affiliate Organization.

(a) *Regular Membership.* Regular membership shall be available to any firm or corporation actively engaged in: (1) the manufacture and sale, directly or through selling affiliates, of one or more major components of irrigation, drainage and erosion control equipment or related peripheral products; (2) the business of distributing or installing irrigation, drainage and erosion control components and systems; (3) the business of serving the industry as consulting engineers with respect to the engineering, design, layout, use or application of irrigation, drainage and erosion control equipment; or (4) the business of serving the industry as a manufacturers' representative of irrigation products.

(b) *Associate Membership.* Associate membership shall be available to any firm or corporation other

than one qualifying for Regular Membership. The Board of Directors shall determine and cause to be published general categories of firms and corporations that may qualify for this class of membership.

(c) *Honorary Membership.* Honorary membership, not to exceed two in any one year, may be extended to any person upon affirmative vote of the majority of the Board of Directors. The numerical limitation of two shall not apply in the case of Past Presidents of the association, retired or no longer actively employed in the industry.

(d) *Technical Membership.* Technical membership shall be available to university and government personnel engaged in the study of research on irrigation interested in engineer, design, layout, use or application or irrigation equipment.

(e) *Affiliate Organization Membership.* Affiliate Organization membership shall be available to any association or society functioning on a state or regional basis to promote the interests of the irrigation industry on a local level.

Exceptions to any of the foregoing requirements for any category of membership may be made by majority vote of the Board of Directors upon its determination that the particular circumstances will not be to the detriment of the association or the applicant.

**Section 2. Application for Membership.** Application for membership shall be made on a form approved by the Board of Directors. The application shall be completed in full and sent to the Executive Office of the association. If there is a question with respect to the eligibility of an applicant, the Executive Director shall submit the application to the Board of Directors for review. If the applicant is eligible for membership under these bylaws, the applicant shall be so notified and shall become a member upon receipt of dues as established by the Board of Directors.

**Section 3. Meetings.** An annual meeting of the members of the association shall be held at such place and at such time as the Board of Directors shall determine. Per Delaware law, notice of the time and place of the annual meeting shall be distributed to each member of the association 10 to 60 days prior to the date of such meeting.

Special meetings of the members of the association may be called by the President or by order of the Board of Directors at any time, either at the principle office of the association, or elsewhere, and notice of such meeting shall be distributed by the Executive Director to each member at least 30 days before such meeting. It shall be the duty of the President to call a special meeting of the members upon written request by 25 percent of the Regular and Affiliate members of the association.

Attendance at any annual or special meeting is limited to members, applicants for membership and guests invited on authorization of the Board of Directors.

**Section 4. Voting Rights, Quorum, Balloting.**

Each Regular and Affiliate member of the association shall be entitled to one vote in official association matters. Other classes of membership shall not have voting privileges and individuals representing these classes may not be officers or directors.

(a) *Voting at Meetings.* A Regular or Affiliate Organization member may be represented and vote at any meeting of the association or by proxy, provided written notice of the proxy is delivered to the Executive Director before the opening of the meeting at which the proxy is to be exercised.

One-fourth of the Regular and Affiliate members of the association shall constitute a quorum for the purpose of voting. Except as otherwise required by the bylaws, any matter presented at a meeting for the vote of the Regular and Affiliate Organization members shall be determined in accordance with the majority vote of those present and voting in person or by proxy.

(b) *Voting by Ballot.* Whenever, in the judgment of the Executive Committee, a question arises that requires a vote of the membership and the calling of a meeting does not appear to be necessary, the membership may be polled by mail, fax or electronically. In conducting a ballot, the Executive Director shall send ballots to all Regular and Affiliate Organization members of the association. On all mail, fax, or electronic ballots, the voting of the majority of the members voting shall prevail.

**Section 5. Termination.** A membership may be terminated voluntarily on written notice from the member to the Executive Director. The Executive Director must terminate a membership for delinquency in the payment of dues; or when a member no longer meets the qualifications set forth in Section 1 of this Article as determined by the Board of Directors. When a membership is terminated for any reason, the member gives up all claims to an interest in the association's assets.

**Article V. Officers**

**Section 1. Officers.** The officers of the association shall be a President, President-Elect, Vice President and Treasurer.

**Section 2. Nomination.** The Board of Directors shall constitute the Officers Nominating Committee, with the President of the association as its Chair. This Committee, at a regular meeting of the Board of Directors held prior to the annual meeting of the

membership, shall determine the candidates whom it intends to present to the membership for the respective offices of Vice President and Treasurer. In making this determination, the Officers Nominating Committee shall consider recommendations of the Executive Committee.

The slate of officers selected by the Officers Nominating Committee for the next ensuing year shall be announced to the membership not later than 30 days prior to the annual membership meeting. A ballot shall provide Regular and Affiliate Organization members an opportunity to nominate additional candidates through a write-in procedure. Candidates for the offices of Vice President and Treasurer may be a person serving on the Board of Directors for the current year, but if elected to an office, that director's seat shall be declared vacant until filled under provisions of the bylaws.

**Section 3. Election and Term.** Officers shall be elected by a majority vote of the Regular and Affiliate Organization members. Each officer shall serve for one year, or until a successor has been elected and qualified or the officer has resigned or been removed. The President-Elect automatically becomes President following his term as President-Elect, and the Vice President automatically becomes President-Elect. The term of each officer ends upon the installation of newly elected officers.

**Section 4. Duties.** The President, or the President-Elect in the President's absence, shall preside at all annual meetings of the membership, the Board of Directors and the Executive Committee. Otherwise, the elected officers shall perform the duties incident to their respective offices and any other duties assigned them by these bylaws. The Treasurer shall be bonded in an amount determined by the Board of Directors, and the premium for such bond shall be paid for by the association.

**Section 5. Vacancies.** Should the Presidency become vacant before the normal expiration of a term, the President-Elect shall succeed to the Presidency. Should the office of the President-Elect become vacant before the normal expiration of a term, the Vice President shall succeed to that office. The term of service in such cases shall be for the unexpired term of the person succeeded and, therefore, for the usual term of the person's office. Should the office of Vice President or Treasurer become vacant before the normal expiration of a term, a successor shall be elected by the Board of Directors to serve for the unexpired term of the person succeeded. If a successor to the office of Vice President is elected in this manner, the office of President-Elect shall be filled by a vote of the membership at the next annual meeting, or by mail, fax or electronic ballot.

**Article VI. Board of Directors**

**Section 1. Membership.** The Board of Directors shall be composed of four officers of the association, representatives of 10 Regular or Affiliate Organization

members and the immediate Past President. Directors, other than officers, shall serve for three years.

**Section 2. Nomination.** The President, with the approval of the Board of Directors, shall appoint a Directors Nominating Committee to recommend a slate of candidates to fulfill the expired terms of directors. The Directors Nominating Committee may not exceed six members and shall be representative of the voting membership.

The Directors Nominating Committee shall present to the membership its recommended slate of candidates for vacancies on the Board of Directors not later than 30 days prior to the annual membership meeting. A ballot shall provide Regular and Affiliate Organization members an opportunity to nominate additional candidates through a write-in procedure.

**Section 3. Election and Term.** Directors shall be elected by a majority vote of the Regular and Affiliate Organization members. If a candidate does not receive a majority on the first ballot taken, the two highest candidates shall be voted for on the next ballot. Each director shall serve for a term of three years, or until a successor has been elected and qualified, or the director has resigned or been removed. The term of each director ends upon the installation of newly elected directors.

**Section 4. Powers and Duties.** The Board of Directors is the governing body of the association subject to control by the Regular members. The Board shall carry out the duties assigned by these bylaws and take such other action as it deems necessary to accomplish the purposes of the association. It may adopt rules to accomplish these purposes provided they do not conflict with these bylaws or the association's articles of incorporation.

**Section 5. Audit and Financial Statement.** The Board of Directors shall annually cause the books and accounts of the association to be audited by an independent certified public accountant and shall submit an audited financial statement to the members not later than 150 days after the close of the fiscal year.

**Section 6. Meetings.** The Board of Directors shall hold three regular meetings annually. The Board may hold such other regular and special meetings as it may deem necessary or as may be provided in the bylaws.

**Section 7. Voting, Quorum and Balloting.** The requirement as to voting and ballots set forth for the membership in Article IV, Section 4 of these bylaws shall govern the voting of the Board. A majority of the members of the Board shall constitute a quorum.

**Section 8. Vacancy and Removal.** If a director resigns or is unable to serve his term, the vacancy shall be appointed by the President with the approval of the Board of Directors. Any Director so appointed shall continue in office for the unexpired term of the person succeeded or until the Director's successor is elected and qualified. The Board, in its discretion, may remove a Director who fails to attend three meetings of the Board over a 12-month period.

**Section 9. Past President.** Each Past President of the association, other than the Immediate Past President, shall be an ex-officio member of the Board of Directors. As an ex-officio member, he shall be entitled, if he so desires, to attend all meetings of the Board of Directors. He shall have privileges of the floor in discussion of any subject being considered by the Board, but he may not offer or second motions, or vote on pending questions. Notices of meetings of the Board of Directors, copies of budget and financial reports and minutes of all Board Proceedings may be requested by a Past President.

#### **Article VII. Executive Committee**

The Executive Committee shall be composed of the association President, President-Elect, Vice President, Treasurer, and Immediate Past President. The Executive Committee shall meet at the call of the President, and may act for the Board of Directors subject to the Board's review. Three members of the Committee shall constitute a quorum. Questions presented to the Committee shall be determined in accordance with a majority vote.

#### **Article VIII. Executive Director**

The association shall have an Executive Director, to be selected by the Board of Directors, to serve on such terms as may be determined by the Board. The Executive Director shall serve the function of Secretary of the association, the Board and the Executive Committee, but shall not be an officer of the association. The Executive Director shall have such further duties as are assigned by the Board or by these bylaws.

#### **Article IX. Fiscal Year, Dues and Assessments**

**Section 1. Fiscal Year.** The association's fiscal year shall be from January 1 through December 31.

**Section 2. Dues.** Dues for all classes of membership shall be determined by the Board of Directors.

**Section 3. Assessments.** There shall be no assessments levied by the association.

#### **Article X. Committees**

**Section 1. Executive Committee.** The association shall have an Executive Committee in accordance with the provisions of Article VII.

**Section 2. Nominating Committee.** The association shall have a Directors Nominating Committee and an Officers Nominating Committee in accordance with the provisions of Article VI, Section 2 and Article V, Section 2, respectively.

**Section 3.** Finance Committee. A Finance Committee shall consist of the (1) President, (2) Executive Director, (3) Treasurer.

The Executive Director and staff shall provide the Finance Committee with an annual budget proposal at least 30 days prior to the annual membership meeting. The Finance Committee shall then prepare an annual budget. The budget, as approved by the Executive Committee, shall be presented to the Board of Directors for the Board's approval at its meeting immediately following the annual membership meeting.

The budget, upon its adoption, shall control the expenditures of the association's funds. Any expenditure in excess of amounts budgeted, or any contemplated expenditure not budgeted, must have the approval of the Executive Committee before the expenditure is made. The Executive Committee, with the approval of the Board of Directors, shall make investments of any surplus funds of the association and shall dispose of such investments when considered advisable by the Board of Directors.

**Section 4. Other Committees.** The Board of Directors shall establish such other committees as it deems necessary to protect and further the interests of the association. Members of such committees shall be appointed by the President, subject to the approval of the Board.

#### **Article XI. Chapters**

**Section 1.** The association shall encourage and recognize the establishment of geographically-based chapters of its members to further its goals.

**Section 2.** Chapters may be certified under such rules and policies as may be adopted by the Board of Directors from time to time.

#### **Article XII. Rules of Order**

All meetings and other actions of the association, its Board of Directors, committees and common interest groups, shall be governed by these bylaws. In matters of parliamentary procedure, decisions shall be made in accordance with Robert's Rules of Order latest edition, except in the case of a conflict with these bylaws, in which event the bylaws shall control.

#### **Article XIII. Indemnity**

Any person made a party to any legal action by reason of the fact that he, his testator, or intestate is

or was a director, officer or employee of the association or any corporation which he served at the association's request, shall be compensated by the association for reasonable expenses, including attorney's fees necessarily incurred by him in connection with the action or with any appeal therein, together with any amounts paid by said person in discharge of judgments, awards and damages arising out of such legal action. This right to indemnification does not apply if, in the action taken, the officer, director or employee is adjudged liable for negligence or misconduct in the performance of his duty. The right of indemnification established in this article does not exclude any other rights to which such director, officer or employee may be entitled.

#### **Article XIV. Amendments**

These bylaws may be amended by the majority vote of the Regular and Affiliate Organization membership at any duly constituted meeting of such membership, provided that written notice of the proposed amendment is sent with the notice for such meeting at least 30 days prior to the date of the meeting; or by mail, fax or electronic ballot, provided that 30 days are allowed for the voting period. Such notice is not necessary when amendments are proposed at the annual meeting and unanimously approved by those Regular and Affiliate Organization members present.

#### **Article XV. Leadership Positions**

All persons elected or appointed to positions of leadership in the association must either be members or be employed by firms which are members of the association. "Positions of leadership" are defined as: officers, directors, committee/common interest group chairs and vice chairs, members of the IA Certification Board, and other such positions as may be established by the Board of Directors.

#### **Article XVI. Dissolution**

The association may be dissolved with the consent of two-thirds of the Regular members given in writing at a meeting duly constituted to consider the question of dissolution. Any funds remaining in the treasury after all financial obligations of the association have been met shall be returned to the Regular members in the proportion contributed by any member during the last year of the existence of the association. The balance, if any, shall be distributed to such charitable organizations as may be selected by the Board of Directors.

#### **Article XVII. Effective Date**

These bylaws become effective November 1, 2008.