

BYLAWS OF THE TEXAS IRRIGATION ASSOCIATION AS PROPOSED 4/29/2015

ARTICLE 1 - NAME

SECTION 1. The following shall be the Bylaws of the Texas Irrigation Association, organized under the Non-Profit Corporation Act of the State of Texas and hereinafter called the TXIA.

SECTION 2. Objectives:

- A. The Texas Turf Irrigation Association (TXIA) is a voluntary organization formed to:
- a. promote the development, proper use and acceptance of landscape irrigation
 - b. promote water and soil conservation
 - c. promote efficient design, installation, use and maintenance of irrigation systems
 - d. promote the development of new water resources
 - e. provide educational services to the industry
 - f. disseminate information for the protection of water supplies
 - g. educate the public on the effective and proper use of landscape irrigation
 - h. carry out such other lawful TXIA activities as the Board of Trustees may direct
 - i. serve the local irrigation associations

ARTICLE 2 - MEMBERSHIP

SECTION .1. Categories, Voting, Dues, Termination/Suspension

A. Membership Category Divisions

- a. Voting Member:
 - i. Individual - Any individual licensed irrigator, licensed technician, or a supplier/manufacturer's representative.
 - ii. Corporate— Any manufacturer, distributor, supplier, or large contractor – includes every company employee.
- b. Non-Voting Member:
 - i. Associate Member – Any retired irrigator, student, government employee, or educator.
 - ii. Honorary Member – Any individual meeting the criteria established by the Board who has made significant contributions toward the furthering of ideas, goals and professionalism of the landscape irrigation industry.

B. Membership Voting Entitlement/Eligibility & Procedures

- a. All individual members in good standing are entitled to one (1) vote on any matter or election before the TXIA membership. All Corporate memberships in good standing are entitled to one (1) vote on any matter or election before the TXIA membership. TXIA voting and absentee ballot procedures are as follows.
 - i. Votes may be cast in person or by a properly executed absentee ballot.
 - ii. Absentee ballots shall be mailed to all active members in good standing at least thirty (30) days prior to any membership vote.
 - iii. Absentee ballots shall be delivered to the Executive Director seven (7) days prior to the meeting.
 - iv. Absentee ballots are to be counted jointly by the Executive Director and the Secretary and the results shall be confidential until the floor vote.
 - v. A member who is not current on his/her dues at least ninety (90) days prior will not be eligible to vote.

- b. Membership Termination – The Board of Directors, by affirmative vote of a majority of all the members of the Board present, may terminate or refuse the membership of any member whenever the Board, in good faith, determines that any of the following events have occurred:
 - i. Resignation of a member;
 - ii. Failure of a member to pay dues, fees, or assessments in the amount set by the Board;
 - iii. Violation of a criminal law;
 - iv. Violation of local, state, or TCEQ regulations;
 - v. Violation of TXIA code of conduct;
 - vi. Violation of TXIA code of ethics; or
 - vii. Any occurrence of any event that renders a member ineligible for membership, such as termination or suspension of the member’s irrigator license.

When a member is terminated, the right to vote, advertise as a member, utilize TXIA name or logo, or otherwise participate in the TXIA is forfeited.

C. TXIA Dues

- a. Membership category dues are set, reviewed, and updated as necessary by a majority vote of the Board of Trustees, and current dues amounts can be viewed in the amendments to these bylaws. If a person is not current in TXIA dues at least 90 days prior, they will not be eligible to vote. Non-payment of dues will result in suspension of membership.

ARTICLE 3- ANNUAL REPORT

SECTION 1. The TXIA will produce and distribute an Annual Report to all members at the conclusion of each fiscal year.

SECTION 2. Business to be included in the Annual Report shall be, but not limited to, the following: state of the association report and annual financial report, and transaction of any other business that may be properly brought before the membership.

SECTION 3. The TXIA Annual report will be distributed via email to TXIA members, published in the TXIA newsletter and/or the website.

SECTION 4. The Annual Meeting shall be presided over by the President. The meeting will be conducted by "Robert's Rules of Order".

ARTICLE 4 - BOARD MEETINGS

Definition: Hereafter, the term "Board" will mean all the voting officers and trustees of the TXIA.

SECTION 1. The President, upon being elected, will submit suggested Board Meeting dates and locations to the Board for approval. These approved meetings will be published in the TXIA Newsletter and the website.

SECTION 2. The TXIA is a Board-run association and all actions must be approved by the Board.

SECTION 3. The Board shall develop standing rules by which to conduct Board meetings and necessary business of TXIA. These rules can be changed without amendment to the Bylaws and require three-fifths (3/5) majority vote as long as the rules do not conflict with the Bylaws.

SECTION 4. The Board shall develop a Code of Conduct to govern the actions of all Trustees.

SECTION 5. The President shall preside over the Board Meeting and the meeting shall be conducted by the "Robert's Rules of Order." A majority of the members of the Board in attendance shall constitute a quorum for the transaction of business. Should a quorum not be possible, the Board can conduct regular business and vote on various issues. Any issues that are passed must be reviewed and voted on again at the next meeting where a quorum is in effect.

SECTION 6. Business to be conducted at the Board meeting shall be, but not limited to, the following: receipt of officer reports, receipt of committee reports, and transacting any other business that may be properly brought before the Board. Only Trustees and Officers will be allowed to vote on issues at regular Board meetings.

SECTION 7. All matters brought before the Board must be passed by three-fifths (3/5) majority vote. (Exceptions: (1) Code of Conduct violations which require only a simple majority vote and (2) any matter to be sent to the Membership for a vote requires two-thirds (2/3) majority vote from the Board.)

ARTICLE 5- SPECIAL MEETINGS

SECTION 1. The President or any Trustees may call a special meeting with a simple majority vote of support of the Board. Notice of at least 72-hours must be given prior to the meeting.

SECTION 2. Notice will be made by telephone, email or fax. The time and location of the special meeting will be chosen to facilitate the travel for the majority of the Board.

SECTION 3. In the event of an emergency situation that requires immediate action, an electronic conference call meeting may be held with at least two hours notice.

ARTICLE 6- BOARD OF TRUSTEES

SECTION 1. The Board, and all such subsequent Boards, unless changed by amendment to these Bylaws, shall consist of duly elected representatives from the local recognized associations that are members of TXIA.

SECTION 2. Qualifications for a Trustee shall be:

- A. hold a current membership in the TXIA
- B. must commit to attending all Board meetings
- C. pledge to take an active role in the management TXIA business
- D. pledge to conduct himself or herself according to the TXIA Code of Conduct
- E. pledge to set aside personal and business interests to achieve the objectives of TXIA.

SECTION 3. A Trustee who is not present at two of any regular scheduled Board meetings during one year (January 1 through December 31) will automatically vacate that position.

SECTION 4. At any meeting of the TXIA, a Trustee may be removed from office only if the Code of Conduct is violated by the affirmative vote of a simple majority of all Trustees present.

SECTION 5. Any Trustee that has been removed either by the TXIA Board or by the local association he/she represents will not assume any officer position or chairmanship.

SECTION 6. If a local association that is a participant of TXIA cannot or will not fill said Trustee position, the Board can fill that position at any meeting until which time said association can or will fill that position.

SECTION 7. The duly elected board can appoint 4 at-large Trustees per the standing rules.

ARTICLE 7- OFFICERS

The term of office for all officers shall be one year or until their successors are elected by the Board of Trustees. If a Trustee, who is an Officer, is removed by his/her local association, the Board must re-appoint that position. The Officers will come only from the duly elected representatives of the local association.

The Board of Trustees at the end of the year or the annual meeting, whichever is later, shall nominate and elect the President, Vice-President, Secretary, Treasurer, and Education Chair.

SECTION 1. PRESIDENT

- A. The President shall be the presiding officer of the TXIA and will be (the) chairman of all meetings of the TXIA.
- B. The President, upon being elected, shall present a list of standing committees, a proposed budget, and goals for the coming year, to the Board for approval.
- C. Sixty (60) days after the Officer's election, the Officers will present an itemized budget to the Board for their approval.
- D. The President will prepare an agenda for each meeting and will be responsible to have all Committee chairs report actions of their committees to the Board.

SECTION 2. VICE-PRESIDENT

- A. The Vice-President shall act as President in the President's absence.
- B. The Vice-President shall chair the Long Range Planning Committee.

SECTION 3. SECRETARY

- A. The Secretary will record the minutes of all TXIA meetings. The minutes will be mailed (faxed or emailed) to the Board prior to the next meeting.

SECTION 4. TREASURER

- A. The Treasurer will assume all responsibility for the financial transactions of the TXIA. A financial report will be submitted to the Board at each Board meeting.
- B. The Treasurer will submit a current statement of the financial condition at all scheduled board meetings as well as the TXIA annual general membership meeting.
- C. Procedures
 - a. Authorized signatures on all account documents will be the President, Vice-President and the Treasurer.
 - b. The Board will select the bank which will be used by the TXIA and will determine the disposition of all TXIA funds.

- c. TXIA disbursements will be made by check drawn on the TXIA's requiring the dual signatures of any two of the authorized signatures.
- d. A Petty Cash account in an amount established by the Board may be used for disbursements for day to day expenses of less than \$250.00 The Treasurer will submit a request for replacement of the petty cash funds by submitting a statement to the Board.
- e. An approved TXIA credit card can be used for expenses approved by the Board.

SECTION 5. EDUCATION CHAIRMAN

- A. The Education Chairman will be responsible for all TXIA CEU programs.
- B. The Education Chairman will act as the coordinator for any educational program sponsored by the TXIA.

SECTION 6. COMMITTEES

- A. All Committee Chairs must be duly elected representatives.
- B. Any TXIA member can be appointed to sit on a Committee.

SECTION 7. EXECUTIVE DIRECTOR

- A. The job description and responsibilities of the Executive Director shall be defined in the Standing Rules.

ARTICLE 8 - TXIA SPONSORED PROJECTS AND SERVICES

SECTION 1. The Board may, from time to time, sponsor certain programs for the membership's behalf when such programs will provide the membership extended services or reductions in costs.

SECTION 2. These programs will not require acceptance by any one member or of the General Membership and will not be obligated to said programs.

SECTION 3. Each Program adopted must be reviewed and approved by the Board annually based upon the merit of the program and the relative value to the membership.

ARTICLE 9 - TXIA EXPENSES

SECTION 1. The Trustees of the TXIA may be reimbursed for certain expenses which are incurred in the performance of their duties. Prior approval from the Board for the expense must be made in writing.

SECTION 2. Expenses will be generally identified, but are not limited to the following: long distance

phone calls, airline tickets, mileage, lodging expense and such other expenses as approved by the Board.

SECTION 3. For payment of expenses, the Trustee will submit an expense report with all receipts and supporting documents and approval by the Board.

ARTICLE 10 - LOCAL ASSOCIATION

STATEMENT: *It is obvious that the TXIA and local irrigation associations play a dual role in maintaining and promoting the irrigation industry's best interest in Texas. It is important that a working relationship be maintained so that the two bodies can exchange information and services. Definition of local association: a duly formed organized irrigation association recognized by the Texas Secretary of State that represents a limited geographic area of Texas.*

SECTION 1. The TXIA and local associations will remain separate and independent bodies according to their own rules and regulations.

SECTION 2. The TXIA Board will be composed of representatives from the local associations which have been accepted by the Board for participation.

SECTION 3. A new local association may petition for participation after one year of legitimate formation and organization. Upon board approval, the new association shall have one duly elected Trustee on the TXIA Board.

SECTION 4. The TXIA may form a committee to foster and/or promote a new association of a non-represented area of the State.

ARTICLE 11 - FISCAL YEAR

SECTION 1. The fiscal year of the TXIA shall begin on the 1st day of January each year and shall end on the 31st day of December of that same year.

ARTICLE 12 – AMENDMENTS

SECTION 1. The Board may propose changes to the Bylaws at any meeting at which a quorum is present and with a two-thirds (2/3) affirmative vote of the quorum.

SECTION 2. A copy of the proposed amendment(s) must be published in the TXIA Newsletter or TXIA website at least thirty (30) days prior to the Board vote.

SECTION 3. The Membership, at the Annual Meeting may instruct the Board to change the Bylaws by a motion being duly made, seconded and passed by two-thirds majority of the voting membership present. The Board will vote to amend the Bylaws accordingly at the next Board meeting.

ARTICLE 13 – INDEMNIFICATION

SECTION 1. Any person who is or shall be or shall have been a trustee or officer of the TXIA shall be indemnified by the TXIA for all expenses and costs (including attorney's fees) actually and necessarily

incurred by him/her in connection with any claim asserted against him/her by action in court or otherwise by reason of his/her being or having been such a trustee or officer, except in relation to matters as to which he/she shall have been guilty of negligence or misconduct with reference to the matter in which indemnity is sought.

ARTICLE 14 - TERMINATION OF THE CORPORATION

SECTION 1. Should it become necessary to dissolve the TXIA, it shall be the responsibility of the Board to resolve all matters pending and to dispose of the assets and funds of the TXIA.

SECTION 2. After twenty (20) days notice has been given to all officers and Trustees, a special meeting shall be called. The provisions of these Bylaws will be waived and the Trustees will vote for continuation or dissolution.

SECTION 3. If the Board votes for dissolution, an accounting of the TXIA's assets shall be determined and the assets shall be disbursed equally among regular membership, whose membership is current.

SECTION 4. The Board will make arrangements to store all remaining documents. Antique and Historical Displays may be donated to any suitable recipient.