

BYLAWS OF THE TEXAS IRRIGATION ASSOCIATION

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/manufacture's representative.
 - ii. Corporate - Any manufacturer, distributor, supplier, or large contractor – includes every company employee.
 - iii. Partnership - Any paying sponsorship at the Platinum, Gold, or Silver level.
 - a. Non-Voting Member:
 - i. Associate Member – Any retired irrigator, student, government employee, or educator.
 - ii. Lifetime 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. All Partnership sponsor memberships in good standing are entitled to three (3) votes per Platinum Sponsorship, two (2) votes per Gold Sponsorship, and three (1) votes per Silver Sponsorship. TXIA voting and absentee ballot procedures are as follows.
 - i. Votes may be cast by email.
 - ii. Absentee ballots shall be emailed to all active members in good standing at least thirty (30) days prior to any membership vote.
 - iii. A member who is not current on his/her dues will not be eligible to vote.

- b. Membership Termination – The Board of Trustees, 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. 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

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, 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. In case of an Annual Meeting, it 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 a 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:

- 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 two years 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 Board of Trustees in the last meeting of the year shall nominate and elect the President, Vice-President, Secretary, and Treasurer. Candidates for Vice President must serve honorably on the board for two years to be eligible for election. Candidates for President must serve honorably on the board for at least two years and have served at least one term as Vice President to be eligible for election.

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 name chairs for each standing committee, establish any appropriate special committees, and outline goals for the coming year.

- C. The President will ensure a proposed budget is approved at the first business meeting of the year.
- 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 and will assist the President when necessary.

SECTION 3. SECRETARY

- A. The Secretary will record the votes taken during all TXIA meetings, which shall include the motion, second, any discussion, and the outcome of the vote.

SECTION 4. TREASURER

- A. The Treasurer will assume all responsibility for the financial transactions of the TXIA. While the Executive Director may prepare financial reports, it is the duty of the Treasurer to review and approve all reports prior to meetings and to report any relevant notes or irregularities. The Treasurer will also ensure a financial report is presented to the Board for review prior to each Board meeting and that any related questions are answered during the meeting.
- B. Procedures
 - a. Authorized signatures on all account documents will be the President, Vice-President and the Treasurer, and/or the Executive Director at the discretion of the Board.
 - 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 debit card or electronic transfer and require approval from the President and Treasurer if under \$1,000.00 and not previously approved and authorized in the budget or require approval from the Board if over \$1,000.00 and not previously approved and authorized in the budget.
 - d. An approved TXIA credit card can be used for expenses approved by the Board.

SECTION 5. COMMITTEES

TXIA committees are either Standing or Special/Select committees. Standing committees are permanent while Special/Select committees are temporary and created with a specific but limited purpose.

- A. The Standing Committees are Education, Legislation, and Membership.
- B. The mission and the role of the Standing Committees are as follows:
 - a. Education Committee: Produce, promote, and grow the TXIA's annual CEU event and review scholarship applications, score applicants based on a board approved rubric, and award scholarships.
 - b. Legislation Committee: Coordinate with the TXIA's legislative representative to monitor state legislation and TCEQ rule, policy or regulatory guidance changes and respond when necessary.
 - c. Membership Committee: Grow TXIA membership and support local associations.
- C. All Standing Committee Chairs are selected by the President and must be duly elected Trustees and must have served for at least one year on that Standing Committee prior to serving as chair.
- D. Committee Chairs are responsible for the planning and production of their respective Committees and are responsible for timely communication to update the board as needed. Chairs will coordinate meetings with their Committees between Board meetings as needed and will provide status reports at Board meetings.
- E. Any TXIA member can be appointed to sit on a Standing Committee.
- F. Special/Select Committees can be made up of, and chaired by, any TXIA member.

SECTION 6. 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 formation and organization. The TXIA Board will carefully and diligently consider petitions from any new local association that is in good standing with the Secretary of State and has operated honorably for at least two years. Should the TXIA Board approve the petition, 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.

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.

TXIA Standing Rules

TXIA Bylaws. Article 4. 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.

Standing rules should include any procedures or general policies, not covered in the Bylaws, that provide for the day-to-day operation of the association and make frequent/common actions simpler and provide for fairness and continuity of board decisions.

TXIA Standing Rules:

- TXIA Board Meetings:
 - Board meetings will be held every quarter in the months of February, May, August, and November.
 - Trustees should be present in person for Board meetings except in the event of travel restrictions, a government declared emergency, health reasons or extenuating circumstances beyond the trustee's control.
 - The February meeting will consist of a half day Strategic Planning meeting held in the afternoon followed by a full day Business meeting.
 - Any guests present shall be recorded and be introduced or introduce themselves after the meeting has been called to order.
 - While guests are permitted to attend meetings, they are not permitted to participate without board approval, and the board reserves the right to ask any disruptive guest to leave.
 - The following business items and reports shall be presented at TXIA business meetings: minutes from the previous meeting, financial reports, membership report, partnership report, TXIA Connect report, committee/initiative report, and any unfinished or new business matter.
 - In the event that a regularly scheduled or special in-person meeting cannot be held, a remote video conference call meeting can be held in its place.
 - In order to be in attendance at a remote video conference call, a trustee must be present on both video and audio and engaged fully in the meeting.
 - As long as a quorum is present, association business can be conducted and voted on by means of a roll call vote. Discussion will be conducted in a round robin type manner.
 - The President can enter an Executive Session at their discretion, during which, all non-board members may be asked to leave. Due to the subject matter of the meeting, a sitting board member may be asked to leave as well. This session can be used to discuss sensitive information such as salary, raises, code of conduct issues, or anything else. During this session, if the Executive Director is asked to leave, the Secretary will keep the minutes. Whether and when the minutes are shared publicly is at the discretion of the board.
- TXIA Board of Trustees:
 - All board members shall maintain a copy of the Trustee Notebook, including but not limited to the Bylaws, Code of Conduct, and Standing Rules. Trustee Notebook contents shall be reviewed at the yearly Strategic Planning Meeting.
 - A primary communication method will be decided upon and all trustees should subscribe to and utilize said communication method.

- Voting:
 - Voting on items during the Board meeting are directed according to Robert’s Rules of Order per the Bylaws. To bring an item up for vote, a trustee must be recognized by the President and may then make a motion to be considered. Once the motion is seconded, discussion may commence. After discussion is closed, a vote will be taken with the results recorded in the meeting minutes.
 - Voting during a remote video conference call meeting shall proceed just as an in-person meeting.
 - In the event a vote on a proposed motion is requested before the next regularly scheduled Board meeting, the following process shall take place:
 - Any Trustee may submit a motion in writing via electronic mail to the President with all Board Trustees copied.
 - The motion must then be seconded by a written second from another Trustee via electronic mail and copied to all Trustees with appropriate subject line.
 - An electronic discussion period of two (2) days, or until a majority of Board Trustees has responded, prior to the call for vote will take place. All electronic discussion correspondence shall be copied to all Board Trustees. Even if a trustee has no discussion, they should respond to the email stating “no discussion”, so that a call to vote can be made.
 - Once a majority of Trustees have responded to discussion, or the maximum discussion period has passed, the President shall send out the call to vote electronically.
 - Once the call to vote electronically has been sent, the entire Board shall have a maximum of three (3) business days to cast their vote electronically. At the end of the third (3rd) business day, if a quorum has not been met, the Secretary will contact any trustee who has not responded electronically and ask to cast vote electronically immediately.
 - All electronic votes cast shall contain the Board Trustee’s full name and vote of “for”, “against”, or “abstain” on the motion within the body of the email.
 - All electronic votes shall be sent to the President, with all trustees copied. The Secretary shall maintain and record the original votes and publish a summary of the trustee’s names, individual vote, and vote totals to the Board of Trustees for review.
 - A quorum of the entire Board of Trustees shall cast electronic votes. Once quorum has been met, and in accordance with the By-Laws, the motion will stand based on the votes cast.
- Committees:
 - Committees shall be formed based upon initiatives decided upon at the yearly Strategic Planning Meeting and committee members and chairpersons are defined as by the TXIA Bylaws.
- Yearly Budget:
 - A preliminary budget shall be presented at the November Business meeting. After review and discussion, the preliminary budget shall be finalized and presented at the 1st Quarter Business Meeting.
- Executive Direction Job Description and Responsibilities:
 - Job Description: The Executive Director directs and coordinates all operations and logistics for the association and maintains all necessary records, including managing the association’s membership records, executing financial transactions and maintaining financial records, and overseeing the publication of TXIA’s quarterly magazine. The Executive Director acts as the lead person for all communications received and distributed on behalf of the association and is under the general direction of the TXIA Board of Trustees.

- The Executive Director may delegate job responsibilities as needed to a TXIA approved administrative staff. The delegation of any responsibilities is at the discretion of the Executive Director.

TXIA Code of Conduct

TXIA Bylaws. Article 4. Section 4. The Board shall develop a Code of Conduct to govern the actions of all Trustees.

Texas Irrigation Association Trustees shall:

- Promote and uphold the integrity of the Texas Irrigation Association,
- Abide by the Texas Irrigation Association's Bylaws and Code of Conduct,
- Respect the opinions of all Texas Irrigation Association members,
- Abide and follow all local and state codes laws regarding irrigation practices,
- Hold inviolate the concepts of free enterprise,
- Subscribe to fair and honest business practices, and
- Continually seek to gain respect and recognition for the irrigation industry.
- Refrain from using character or personal attacks to make an argument.
- Presume fellow board members' motives and arguments are made in good faith.

Violations of the Code of Conduct can and will be grounds for removal from any Texas Irrigation Association event. It will be at the Board of Trustee's discretion to remove individuals. Severe or repeat infractions of the Code of Conduct can result in revocation of membership with a majority vote of the Board of Trustees. No dues refunds will be given due to revocation of membership.

As per Robert's Rules of Conduct (Chapter 15), any unruly conduct at Board Meetings should first be Warned. If the conduct continues, the member should be Called to Order. Should the conduct persist the Board members have the following options available:

- Motion that the Trustee apologize.
- Motion to have the Trustee leave for the remainder of the meeting.
- Motion to Censure the Trustee.
- Motion to Remove the Trustee from an Officer position or Committee.
- Motion to Suspend the Trustee for a period of time.
- Motion to expel the Trustee from the Board.
- Motion to expel the Trustee from the Association.

The President has the power to remove any non-Trustee from any meeting and this person has no right to appeal the decision. However, any Trustee can make an appeal for the non-Trustee, which would then require a vote to enforce.

Removing a Trustee from a meeting requires a vote.