

By-Laws of Irrigation Association of New England

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By-Laws of Irrigation Association of New England

Article 1: Name

The name of the Corporation shall be Irrigation Association of New England, Inc.

Article 2: Purpose

The purposes of the Corporation are as follows:

- To promote the development, proper use and acceptance of irrigation equipment, facilities, and systems for all possible applications.
- To promote water and soil conservation.
- 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 to members, to allied industries, and to the public.
- To develop a canon of ethics as well as design and installation standards and specifications for various types of irrigation systems.
- 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 area.
- To conduct education programs regarding the industry.
- To carry out such other lawful activities as the Board of Directors may direct, which may be lawfully carried on by a corporation organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts and which activities are related to those referred to in the foregoing subparagraphs.

Article 3: Seal

The seal of this Corporation, subject to the alteration by the Board of Directors, shall consist of a flat-faced circular die, with the following words:

- "Irrigation Association of New England, Inc." – on the circle
- "Corporate Seal", "Commonwealth of Massachusetts", and "1989" – within the circle

Article 4: Principal Office

The principal address of this Corporation shall be ~~40 Hawthorne Street, Roslindale, MA 02131~~ **77 Mount Vernon Street, West Roxbury, MA 02132**. The Corporation may also have an office in such other place or places as the Board of Directors may from time to time appoint or the purposes may require.

Article 5: Membership

Section 1 – Classes of Membership

The Corporation shall have three classes of voting members: Regular, Associate and Technical; and two classes of non-voting members: Student and Honorary.

Article 5: Membership (cont'd)

- (A) Regular Membership – Regular Membership shall be available to any person, firm, or corporation actively engaged in the business of installing, maintaining or renovating irrigation systems.
- (B) Associate Membership – Associate Membership shall be available to any person, firm, or corporation actively engaged in the manufacture, distribution, or sale (directly or through selling affiliates) of one or more major components of irrigation equipment or related equipment as determined by the Board.
- (C) Technical Membership – Technical Membership shall be available to:
 - (1) University or government personnel engaged in the study of the principles of irrigation design, layout, and/or use or application of irrigation equipment.
 - (2) Any person, firm, or corporation actively engaged in the business of serving the industry as consulting engineers, landscape architects, and/or in similar capacities with respect to the engineering design, layout, use, or application of irrigation equipment.
- (D) Honorary Membership – The Board of Directors shall have the right to provide honorary, complimentary, and other non-dues paying membership, at its discretion.
- (E) Student Membership – Student Membership shall be available to any person pursuing a course of study which includes irrigation as a major component of the curriculum, which will be determined and approved by the Board of Directors.

Section 2 – Limits on Number of Members within Each Class

A person, firm, or corporation, as well as any other organization or agency may have no more than one membership within any of the four (4) classes of membership set forth above in this *Section 1*.

Section 3 – Election to Membership

Application for any class of membership shall be made in such form as may be determined by the Board of Directors. Upon majority vote of the Board of Directors, the applicant shall become a member upon payment of dues as hereinafter provided. A vote of disapproval by the Board shall be based solely upon conviction that the applicant does not qualify for membership under *Section 1* of this Article.

Section 4 – Termination

A membership may be terminated voluntarily on written notice from the Member to the Clerk. The Board of Directors shall terminate a Membership for delinquency in payment of dues or assessments or when a Member no longer meets the qualification set forth in *Section 1* of this Article. A person, firm, or corporation whose Membership in the Corporation is terminated, either voluntarily or involuntarily, shall remain liable for all debts it owes the Corporation, including dues, at the time the termination becomes effective.

Article 6: Meetings of Members**Section 1 – Annual Meeting**

An Annual Meeting of the Members shall take place once per calendar year, within 60 days of the end of that year, at a location within the six (6) states of New England. The Board of Directors shall designate the exact location. The Board of Directors or the President may specify the purpose for which the Annual Meeting is to be held, in addition to those prescribed by law, by the Articles of Organization, or by the By-Laws. If no Annual Meeting of Members is held in accordance with the provision of these

Article 6: Meetings of Members (cont'd)

By-laws, a Special Meeting of the Members may be held in lieu thereof, and any action taken at such Special Meeting of the Members shall have the same effect as if taken at the Annual Meeting of Members.

Section 2 – Special Meeting

Special meetings of the members for any purpose may be called at any time by the President, by a majority of the Board of Directors, or upon written request of not less than three (3) members.

Section 3 – Attendance

Attendance at the Annual Meeting of Members or at any Special Meeting of the Members is limited to Members, applicants for Membership, and guests invited on authorization of the Board of Directors.

Section 4 – Notice of Meetings

Written, printed or electronic notice of meetings shall be given to the members by the Clerk, or in such case as the death, absence, incapacity or refusal by the Clerk, such notice may be given by any other Officer of the Corporation. Notice may be given personally, by mailing a copy of the notice, postage pre-paid, or by electronic means, to the address appearing on the books of the Corporation. Each member shall register his or her address and any change in the address with the Clerk. Notice of any meeting, regular or special, shall be mailed not less than ten (10), nor more than fifty (50) days in advance of the meeting, and shall set forth the purposes of the meeting. Such notice shall specify place, day, and hour of the meeting, as well as the purposes of the meeting.

Section 5 – Quorum

At any meeting of the members, whether in person or by proxy, one-fifth of the members in good standing shall constitute a quorum for the transaction of business. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 6 – Vote Necessary to Decide Questions

When a quorum is present, a majority of the members present or represented and voting on a question shall decide any question to be voted on by members.

Section 7 – Proxies

All proxies shall be in writing and filed with the Clerk prior to or at the commencement of the meeting. Any proxy given by any person who shall not be a qualified member at the date of the meeting and/or any proxy given more than eleven (11) months before the date of the meeting shall be void. Every proxy shall be revocable.

Section 8 – Voting Rights

Each member of the Corporation in good standing in a voting membership class as stated in **Article 5: Section 1** shall be entitled to one (1) vote and shall designate the individual authorized to cast his/her or its vote in person or by written proxy.

*Section 9 – Voting by Mail **and/or Electronically***

Whenever in the judgment of the Board of Directors 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 **and/or electronically**. In conducting a mail **and/or electronic** ballot, the Clerk shall send ballots to all members of the Corporation in good standing. A majority of the ballots must be returned for the vote to be valid. The question submitted on the ballot shall be determined in accordance with the majority of the votes returned.

Article 7: Board of Directors

Section 1 – Make-up of Board

The Board of Directors shall consist initially (previous to first Annual Meeting of the Members in 1990) of ~~three (3) individuals~~. At all times thereafter The Board of Directors shall comprise of ~~three (3)~~ **five (5)** members in good standing. **At least three (3) from Massachusetts and at least three (3) board members must be a Regular Membership Classification (Contractor). No more than two (2) board members can be an Associate Membership Classification (Manufacturer/Distributor).**

~~from each of the three (3) regions designated below, for a total of nine (9).~~

~~(A) Region 1: Vermont, New Hampshire, and Maine.~~

~~(B) Region 2: Metro Boston — This will include (approximately) the communities around Boston bordered on the north and west by Route 495, and by Route 24 and 128 to the south.~~

~~(C) Region 3: Western, Central, and Southeastern Massachusetts — This will include all communities not included in Metro Boston, plus any members in Rhode Island and Connecticut.~~

The ~~nine (9)~~ **five (5)** Board members shall consist of President, Vice President, Treasurer, Clerk, and ~~five (5)~~ **one (1)** additional duly elected member in good standing. (See **Article 9: Section 1** for elections of Officers)

Section 2 – Meetings of the Board

Meetings of the Board of Directors shall be held in person one time ~~in each region~~ annually, but not including the Annual Members Meeting. In addition, the Board will meet from time to time at such a place as they may designate or by teleconference. The President or three (3) members of the Board may call a meeting. The President, or in his absence, the Vice President, shall preside at all meetings. The Board of Directors shall hold its first meeting of the year within seven (7) days following the Annual Meeting of the Members for the purpose of electing those Officers set forth in *Section 1* above from among the members of the Board and for such other purposes as may be determined by the Board. The minutes of all proceedings of the Board of Directors and of all committees and recordings shall be made available to all members upon request. Minutes of such meetings shall also be posted in the “Member Section” of the website as well.

Section 3 – Term

The Board of Directors shall be elected for a two (2) year term by the members and shall take office immediately after the election. The Board shall have ~~five (5)~~ **three (3)** members term expiring in one (1) year and ~~four (4)~~ **two (2)** expiring the following year. A Board Member shall only serve two (2) consecutive terms, and will not be eligible to serve on the Board for two (2) subsequent years, after which time may be nominated to serve again.

Section 4 – Removal

Upon a written statement of cause from the Board of Directors, a Board member may be removed by a majority vote of the members present or voting by proxy at a special meeting called for this purpose. *04/17/2003 - New policy adopted by the Board of Directors (BOD) regarding BOD meeting attendance. Any Director missing 3 consecutive meetings will be sent a letter by the President asking him/her to consider resigning.*

Section 5 – Vacancy

Whenever a vacancy in the Board of Directors shall occur, the remaining members of the Board of Directors shall have the power to select a member to serve the unexpired term of the vacancy.

Section 6 – Notice of Meetings

All meetings of the Board of Directors shall be called with at least five (5) days prior notice. However, notice shall not be required if all of the members of the Board are present.

Article 7: Board of Directors (cont'd)

Section 7 – Quorum, Majority

A majority of the Board of Directors shall constitute a quorum for the transaction of business. All actions of the Board shall be taken by majority vote; provided, however, not less than three (3) affirmative votes shall be required for any decision of the Board.

Section 8 – Appointment of Committees

The Board may appoint from the members, such committees as it may from time to time deem necessary with such duties and powers as the Board may determine.

Section 9 – Responsibilities of the Board

The Board of Directors shall manage the business and affairs of the Corporation. In carrying out the business affairs of the Corporation, the Board of Directors shall have the following powers and duties, among others:

- (A) To annually submit to the members with the notice of Annual Meeting a financial report and proposed budget, setting out the anticipated expenses that might be incurred during the year in question with respect to the operation of the Corporation.
- (B) To adopt and amend Rules and Regulations covering matters commonly affecting all members.
- (C) To open bank accounts on behalf of the Corporation and designate the signatories required therefore.
- (D) To establish dues for each Membership Class of the Corporation following the approval of the Annual Budget.
- (E) To collect dues approved by the Board of Directors.
- (F) To obtain Officers' and Directors' liability insurance in such limits as the Directors may deem suitable and necessary.
- (G) The Board of Directors shall carry out the duties specified in these By-laws and shall take such other actions as it deems necessary to accomplish the purposes of the Corporation.
- (H) The Board of Directors directly or through a proxy shall notify the members of all industry specific meetings or hearings that affect the industry *via* one or more of the following: e-mail, the website, Facebook, LinkedIn or the newsletter to ensure any interested member can participate.

Article 8: Nominations and Election of Directors

The members shall elect the Board of Directors at the Annual Meeting of Members. The election procedure shall be as follows:

- (1) No later than forty-five (45) days prior to the Annual Meeting at which an election is to occur, the President shall select a nominating committee of ~~five (5)~~ **three (3)** individuals, which shall consist of two (2) members of the Board of Directors (one (1) of whom shall be the Chairman of the committee) and ~~three (3)~~ **one (1)** member in good standing of the general membership (other than the remaining Directors or Officers then holding office). The nominating committee shall make certain that their nominations are with the consent of the nominee and that the candidate is a member in good standing. The nominating committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. The report of the nominating committee shall be included in the notice of the Annual Meeting given at least twenty (20) days prior to the date of the Annual Meeting. Any member who shall notify all other members at least ten (10) days before the Annual Meeting may make additional nominations in writing to the Clerk. At

Article 8: Nominations and Election of Directors (cont'd)

the time of the Annual Meeting, a member in good standing prior to the election may also enter nominations from the floor. No nominations shall be accepted without the consent of the nominee.

- (2) Elections of the Board of Directors may be by secret ballot at the request of not less than five (5) members in good standing. The Clerk shall establish procedures to ensure secrecy. Voting may be in person or by written proxies. Any request for a secret ballot shall be honored.
- (3) The members of the Board of Directors shall take office at the completion of the Annual Meeting at which they are elected. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.
- (4) In the event that any region may not have enough candidates the members at the Annual Meeting may vote to put the next top vote recipient from another region not already elected to the Board to serve.
- (5) In the event of a tie in any region the members will vote in a special election in accordance with **Article 6: Section 9** and within ten (10) days of the election. In the event of a tie in the special election, the Board of Directors will meet in person and vote to determine a winner.

Article 9: Officers

Section 1 – Officers' Term

The Officers of the Corporation, each of whom shall be a member of the Corporation in good standing, shall be President, Vice President, Treasurer, and Clerk. Any one (1) individual may hold more than one (1) office, except that the President and Vice-President shall be two (2) different individuals. The Officers shall be elected by the Board of Directors from among the members of the Board of Directors at the first meeting of the Board of Directors, which follows the Annual Meeting of Members. The Officers shall serve for a term of one (1) year, and until respective successors are elected and qualified. The Officers shall take office immediately after the election.

Section 2 – Other Officers

The Board of Directors shall have the power to create such other offices and to specify the duty of these offices, as it deems necessary. Offices so created shall be filled by appointment by the Board of Directors until the first Annual Meeting following the creation of the office. All holders of such other offices shall be members of the Corporation in good standing.

Section 3 – President

The President shall be the Chairman of the Board of Directors, as well as Chief Executive Officer of the Corporation and shall perform such other duties as from time to time may be assigned to him by the Board of Directors. The President shall be ex-officio a member of all committees. The President shall preside at all meetings of the membership and the Board of Directors.

Section 4 – Vice President

The Vice President shall assist the President and shall perform such duties as from time to time may be assigned to him by the President. The Vice President shall assume the duties of the President on those occasions when the President shall be absent or incapacitated.

Section 5 – Treasurer

The Treasurer shall have custody of all the receipts, disbursements, funds, and securities of the Corporation and shall perform all duties incident to the Office of Treasurer subject to the control of the Board of Directors and the President. He/she shall perform such other duties as may from time to time be assigned to him by the Board of Directors or the President. The Treasurer shall use, apply, and

Article 9: Officers (cont'd)

manage the funds of the Corporation under the direction of the Board of Directors or in any emergency with consent of the President and one (1) other Director. If required by the Board of Directors, he shall give bond for the faithful discharge of his duties in such sum as the Board of Directors may require.

Section 6 – Clerk

The Clerk shall keep the minutes of all proceedings of the Board of Directors and of all committees and minutes of members' meetings. He/she shall have custody of the corporate seal and such books and papers as the Board of Directors may direct and shall perform such other duties as may be assigned to him by the President or by the Board of Directors. In the absence of the Clerk from any meeting, the members present may elect one (1) of their number to act as Clerk pro tempore that shall make oath to the records of such meeting.

Section 7 – Resignation and Removal

The Board of Directors may remove any Officer from office with or without cause. Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Clerk. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8 – Vacancies

A vacancy in any office may be filled by appointment by the Board of Directors. The Officer appointed to such vacancy shall be a member in good standing and shall serve for the unexpired term of the vacancy.

Article 10: Dues and Assessments*Section 1 – Submission of Dues Schedule*

The Board shall determine and establish dues for each category of Membership in order to meet expenses contained in the annual budget, or a schedule of assessments as a result of any emergency expenditures or otherwise, as the case may be. Dues for all categories of Membership shall not be pro-rated.

Section 2 – Assessments Due to Emergency Conditions

The Board shall submit to the members, prior to any Special Meeting, proposed assessments that might be incurred as a result of any emergency condition.

Section 3 – Payment of Dues

Dues will be paid annually on a date to be determined at the discretion of the Board. If an additional assessment is levied by the Board of Directors, the Board will specify in writing to each of the members the due date of such assessment. Any member whose dues or assessment shall be delinquent for a period of sixty (60) days shall forfeit, at the discretion of the Board of Directors, all rights and privileges of Membership. Any New Member who submits dues on or after ~~September 1st~~ **90 days before renewal date** will gain membership privileges for the remaining calendar year as well as the following year. New Members are defined as any individual, firm, or corporation that has not been an active member in the IANE at any time during the previous 5 years from year in question.

Article 11: Amendments

These By-laws, or any of them, may be altered, amended, added to, or repealed at a regular or special meeting of the members, by vote of two-thirds of a quorum of the members present in person or by proxy, provided that such amendment does not contravene the Article of Organization and that notice of the proposed amendment as well as a copy of the proposed amendment has been sent out in the call of the meeting. If authorized by the Articles of Organization, these By-laws, or any of them, may be altered, amended, added to, or repealed by a majority vote of the Board of Directors at any regular or special meeting of the Board of Directors; provided, however, that the members may, from time to time, specify particular provisions of the By-laws which shall not be altered, amended, added to, or repealed by the Board of Directors, but, rather solely by the members.

Article 12: Rules of Order

All meetings and other actions of the Corporation, its Board of Directors, Members, and Committees, shall be governed by these By-laws. In matters of parliamentary procedure, decisions shall be made in accordance with the latest edition of Robert's Rules of Order.

Article 13: Fiscal Year

The fiscal year of the Corporation shall end on December 31st of each year.

Article 14: Expulsion

The Board of Directors shall have the right and the responsibility to rescind the approval of a member whenever it is found that a member has failed to operate faithfully in accordance with these By-laws and any rules and regulations adopted by the Board.

Article 15: Miscellaneous

Any member who violates these By-laws or rules and regulations that may be promulgated hereunder shall be responsible for all costs and legal fees incurred in the enforcement thereof.

The Board of Directors, in addition to all other rights and powers, may impose a penalty of twenty (\$20) dollars for each violation of these By-laws, or any rules and regulations established by the Board of Directors hereunder; provided, however, notice of such violations shall first be given to such member along with a reasonable period of time, as determined by the sole discretion of the Board, to cure such violation.

In the event any provision or portion of these By-laws or any rules and regulations is for any reason invalid or not enforceable, the remainder of said By-laws and rules or regulations shall not be affected thereby.

The masculine and neuter pronouns used herein shall include the feminine pronoun as well.

These Bylaws are to take effect immediately at the end of the Annual Meeting at which they were approved.