

BYLAWS OF THE MICHIANA IRRIGATION ASSOCIATION  
A Nonprofit Association

ARTICLE I – NAME

The name of the organization is MICHIANA IRRIGATION ASSOCIATION.

ARTICLE II – OFFICES

The Association shall have and continuously maintain a registered office and a registered agent consistent with the requirements of nonprofit organizations in the state of registration and as determined by the Board of Directors of the Association.

ARTICLE III – OBJECTIVES

The objectives of the Michiana Irrigation Association shall be:

To promote the development, proper use, management, and acceptance of irrigation equipment and practices.

To promote educational activities related to efficient irrigation, such as workshops, demonstrations, field meetings, displays, and the preparation and distribution of educational materials.

To cooperate with those organizations, institutions, and agencies concerning problems confronting any part of the irrigation industry as long as the interests of the general public and the policies of this Association are not compromised.

To advise government officials and administrators regarding laws, policies, regulations, rulings, procedures, and decisions that directly or indirectly affect the public and the irrigation industry.

To counsel with industry leaders and others on desirable changes needed in existing laws and on proposed new legislation that may directly or indirectly affect the industry and irrigators.

To promote high standards and professional ethics among the membership.

To promote stewardship of the land and environmentally sound irrigation practices.

To promote water and soil conservation and more economical crop production through the use of irrigation.

To acquaint public and private agencies, institutions, and organizations with developments in the irrigation industry and the part the industry occupies in the economy and development of the nation.

ARTICLE IV – MEMBERSHIP

A member shall be any individual who has an interest in irrigation and who applies for membership and pays annual dues as specified in Article XII. Each member will have full voting rights.

## ARTICLE V – LOCAL CHAPTERS

Fifteen or more members of the Michiana Irrigation Association (MIA) may form a local Chapter by holding a least one chapter meeting per year, electing officers (chairperson and secretary/treasurer), and conducting chapter business. The Chapter Chairperson and Secretary/Treasurer shall be Directors of the MIA Board of Directors in accordance with Article VIII.

With approval of a majority of the chapter members, the Chapter Chairperson may appoint a Chapter Liaison Representative who shall be ex-officio member of the MIA Board of Directors. Any Chapter Liaison from Michigan and Indiana shall also be ex-officio members of the MIA Board of Directors.

All Chapter meetings shall be open to anyone interested in the field of irrigation.

## ARTICLE VI – MEETINGS

Section 1. An annual meeting of the membership shall be held each year, at such place and time as fixed by the Board of Directors. Other membership meetings may be called by the President or by a vote of the majority of the Board members who will also designate the date, time, and location of such meetings.

Section 2. The Secretary shall send written notice of all membership meetings, indicating the purpose thereof, and stating the time, place, and date to each member at least thirty (30) days prior to such meetings.

Section 3. Robert's Rules of Order shall govern this Association in all its meetings.

## ARTICLE VII – QUORUM

Section 1. At meetings of the membership, a quorum will be ten percent (10%) of the total voting membership.

Section 2. At meetings of the Board of Directors, a quorum will be five (5) members of the Board. In the event of lack of voting quorum, a minimum of three (3) board members must be present to conduct a meeting.

## ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Authority of Directors All corporate powers of this Association shall be exercised by or under the authority of, and the business and affairs of this Association shall be controlled by the Board of Directors.

Section 2. Nomination of Directors The authorized number of directors of the Association shall be nine (9). They shall be selected by, from, and among the regular members in good standing of this Association. A Nominating Committee representing both Michigan and Indiana shall nominate qualified nominees from the membership for the office of Director any member then present. The Board of Directors may approve others, such as members of various institutions, in an ex-officio advisory capacity with no voting privileges.

Section 3. Election of Directors Directors shall be elected at the annual meeting by a majority vote of the members in good standing present at the meeting, except as otherwise provided for the filling of vacancies .

Section 4. Staggered Terms of Office The Directors shall serve staggered terms in three groups such that 3 Directors will be replaced each year.

Section 5. Vacancies Vacancies of the Board of Directors shall be filled by appointment by the Board, and the person so appointed shall fill the remaining unexpired term.

Section 6. Removal of Directors A Director may be removed from office only for good cause and must be based on one of the following: a violation of law related to his or her status as a Director; a violation of the Director's fiduciary duty to the Association; willful failure to do an act required by the Articles or these Bylaws; or a personal reason that prevents him or her from reasonably carrying out the duties of a Director. Any Director against who action for removal is proposed shall be informed in writing by certified mail of the proposed action and the reason(s) for it. At any meeting of the membership duly called for the purpose of removing a Director, such Director may be removed from office and another elected in the place of that person by a majority vote of all members present.

Section 7. Meeting of the Board.

- A. Organizational Meetings: At the first meeting of the Board of Directors held after each annual meeting of the membership, the Board of Directors shall proceed to elect the officers of the Association from among the Directors.
- B. Special Meetings: Special meetings of the Board of Directors shall be held whenever called by: the President; or, two (2) of the Directors. Special meetings require on at least seven (7) days' notice, unless notice of time, place, and purpose is waived by all of the Directors. Unless otherwise specified in the notice thereof, any and all business may be transacted at a special meeting.

Section 8. Absence Notification. Any member of the Board of Directors who cannot attend a scheduled Board meeting shall notify the Secretary.

Section 9. Unexcused Absences. Any member of the Board of Directors who shall be absent for three (3) consecutive meetings without being excused by a vote of the Board shall be deemed to have resigned therefrom, and the position shall be filled as provided by the Bylaws.

Section 10. Compensation of Directors. The Directors will serve without compensation.

## ARTICLE IX – DUTIES OF THE DIRECTORS

Section 1. Management of Business. The Board of Directors shall have general supervision and control of the business and affairs of the Association and shall establish all policies and shall make all rules and regulations not inconsistent with the law or Bylaws for the management of the business and the guidance of the members, officers, employees, and agents of the Association. The Board of Directors shall have power to acquire such properties as it shall deem necessary for the proper conduct of the business of the Association.

Section 2. Initiating and Terminating Contracts. The Board of Directors shall have power to initiate or terminate contracts and agreements for the management and supervision of the business, including the appointment of an executive secretary.

Section 3. Bond A bond in the amount be determined by the Board may be required of any person authorized to handle funds.

Section 4. Depositories. The Board of Directors shall select one (1) or more banks to act as depositories for the funds of the Association and shall determine the manner of receiving, depositing, and disbursing the funds of the Association and the form of checks and the person or persons to whom shall be delegated authority for issuing and signing checks provided that at least two authorized signatures shall be required for all Association checks.

Section 5. Authority to Sign Documents. The Board of Directors may authorize any person to sign any or all checks, contracts, and other instruments on behalf of the Association.

Section 6. Records of Meetings. Detailed Minutes shall be kept of all meetings of the membership, the Board of Director meetings, committee meetings, and meetings when any official corporate action will be taken or discussed. Upon approval of the written minutes, they shall become the official record of corporate action and shall be retained as corporate records.

## ARTICLE X – OFFICERS

Section 1. Executive Officers. The officers shall be a President, Vice President, and a Secretary-Treasurer, and they shall be elected by and from the Directors for a one-year term and until a qualified successor is elected .

Section 2. Additional qualifications for President: A regular member must have one (1) year of prior service on the Board of Directors to be qualified as a candidate for the office of President.

Section 3. Vacancies Vacancies occurring in any office shall be filled by election of a successor at the next meeting of the Board of Directors. This successor is to hold the office of the unexpired term.

Section 4. Duties of the President. The President shall: (1) preside over all meetings of the Association and of the Board of Directors (2) call special meetings of the membership and of the Board of Directors; (3) perform all acts and duties usually performed by an executive and presiding officer; and (4) sign all papers or perform other duties as authorized or directed by the Board of Directors or these bylaws.

Section 5. Duties of Vice President. The Vice President shall, in the absence or disability of the President, perform all duties of the President. The Vice President shall have other powers and shall perform other duties as may be assigned by the Board of Directors.

Section 6. Duties of the Secretary-Treasurer. The Secretary-Treasurer shall be the recording officer of the Association. The Secretary-Treasurer shall: (1) keep a complete record of all meetings of the membership and of the Board of Directors and of any special committee in a corporate record book especially provided for that purpose[;] (2) have general charge and supervision of the books and records of this Association[;] (3) sign all papers and instruments of the Association as authorized or directed by the Board of Directors[;] (4) serve all notices required by law and these Bylaws or as directed by the Board of Directors, or the President[;] (5) make a full report as may be requested by the Board of Directors or the President; (6) make all reports required by law and perform such other duties as may be required by the ÷ Board of Directors;(7) ÷ provide an updated list of all members entitled to vote at any regular or special meetings; and (8) be custodian to the corporate seal, if any.

The Secretary-Treasurer shall be responsible for all funds and securities of the Association which may come into the hands of the Association; when necessary or proper, endorse on behalf of the Association, for collection, checks, notes, or other obligations[;] and shall deposit the same to the credit of the Association in a bank or depository as have been designated by the Board of Directors. The Secretary-Treasurer shall sign all receipts and vouchers for

payment made to the Association; jointly with other officers as may be designated by the Board of Directors[;] shall sign all checks made by the Association and shall pay out and dispose of the same under the direction of the Board of Directors; shall sign with the President or such other person or persons as may be designated for the purpose by the Board of Directors all financial instruments which require a signature when so directed by the Board of Directors; and shall enter transactions regularly in books of the Association to be kept on account of the Association.

If an Executive Secretary is hired or appointed, then the Secretary-Treasurer may assign any or all of the duties of the Secretary-Treasurer to the Executive Secretary.

Section 7. Surrender of Records. Each officer of this Association shall, within thirty (30) days after termination of his or her term of office or employment, or upon the election or appointment of a qualified successor, turn over to the Association all papers, records, money, and property of the Association which shall be in his or her possession or control.

Section 8. The Board of Directors will annually appoint two members-auditors to audit the books of the Association and the books are to be made available to any voting member on the findings of the audit on demand.

Section 9. The President, shall appoint the Chairman of any special committee that the Board of Directors may authorize.

#### ARTICLE XI – REMOVAL OF A MEMBER

Section 1The Board of Directors shall define qualifications for membership of good standing. The Board must have good reasons and adequate records to deem a member not in good standing.

Any member deemed not in good standing shall be notified and given opportunity for a hearing before the Board of Directors. Afterwards the member may be removed from membership by a two-thirds (2/3) majority vote of the Board of Directors. The Member's membership shall be suspended immediately upon action of the Board. This person will be so notified by certified mail. The Board of Directors may reinstate a suspended Member for good cause shown.

#### ARTICLE XII – DUES AND ASSESSMENTS

Dues for members will be set annually at the Board of Directors meeting prior to the annual meeting.

#### ARTICLE XIII – AMENDMENTS OR REPEAL OF BYLAWS

Recommendations to alter, amend, or repeal these Bylaws or to adopt new Bylaws shall be submitted to the Board of Directors at least sixty (60) days prior to the annual meeting. All changes recommended by the Board shall be subject to approval by the Association members present at the next annual meeting or by mail ballot.

Written notice of proposed changes of the Bylaws shall be mailed to all members at least fifteen (15) days before a final vote will be tabulated.

#### ARTICLE XIV – DISSOLUTION

In the event of dissolution, all assets, real or personal, shall be distributed to such organizations as qualify for tax exemption or non-profit status under state or federal law.

## ARTCILE XV – NONPROFIT STATUS

The Michiana Irrigation Association is a nonprofit organization and shall be subject to rules and regulations governing such nonprofit organizations in the state of registration as provided in Article II.

Revised September 1990

Revised February/March 2002

Revised October 8, 2007 with Board of Directors approval

Adopted December 11, 2007 at annual meeting