

CAROLINAS IRRIGATION ASSOCIATION BYLAWS

ARTICLE I – NAME

The name of this Association shall be the Carolinas Irrigation Association.

ARTICLE II – PRINCIPAL PLACE OF BUSINESS

The principal office of this Association shall be located at the office of the Executive Director.

ARTICLE III – PURPOSE AND OBJECTIVES

This Association is a non-profit organization whose principal objectives are to promote sound irrigation practices and assist in the development of laws and regulations that are in the best interest of the industry. The objectives and purposes shall be commensurate with proper and lawful objectives of such societies and trade associations, all of which shall be consistent with the public interest as well as in the interest of the irrigation industry. The objective shall be accomplished by:

- a) Promoting the development, proper design, use and acceptance of irrigation equipment, facilities and systems.
- b) Promoting water and soil conservation through the economic use of irrigation practices.
- c) Collecting and disseminating information regarding irrigation to members of the Association, allied industries, organizations, agencies, and to the public.
- d) The Association's dedication and resolve to encourage a cooperative relationship among all segments of the industry, for the ultimate benefit of all concerned.
- e) Promoting closer liaison and working relationship with all financing agencies lending money for the purchase of irrigation equipment and systems.
- f) Promoting communication with contractors and landscape architects to facilitate the inclusion of irrigation on projects which they are planning and developing.
- g) Developing for the irrigation industry, a code of ethics as well as design and installation standards and specification for the various types of systems.
- h) Providing, within the Association, a mechanism to encourage compliance with the standards of paragraph (g) above, and providing an Association seal symbolic of high standards.

ARTICLE IV – MEMBERSHIP AND VOTING RIGHTS

Section 1. The membership shall consist of those persons, firms or corporations who, on a full-time basis, install underground irrigation systems or provide necessary equipment or services.

Section 2. There shall be four (4) categories of membership:

- A. **REGULAR:** Contractor Company Member
- B. **ASSOCIATE:** An Associate Member is an organization that provides products and/or services which enhance each Association members ability to meet the irrigation needs of their community, including, but not limited to business consultants, manufacturers, distributors and suppliers.
- C. **SUPPORTING:** A Supporting Member is a not for profit, state-run organization or municipality engaged in administration, formulation or enforcement of laws, regulations or ordinances relating to irrigation and land use management.
- D. **STUDENT/FACULTY:** Educators and Full-time Students

The Board of Directors shall have the right to appoint Honorary, Complimentary, Press and all other non-dues paying memberships, at its discretion.

Applicants must meet the following criteria:

- (1) Submit a written application accompanied by a check in the correct amount of membership dues.
- (2) Shall have read, understand, and signed the code of ethics, which is a part of the application.

Section 3. **Voting rights.** Each regular and associate member shall be entitled to one vote in all meetings and shall designate the individual authorized to cast its vote in person or by written proxy.

- (a) Voting by Ballot. Whenever, in the judgement 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, association staff shall send ballots to all Voting Members in the association. On all mail, fax or electronic ballots the voting of the majority of the members

ARTICLE V – DUES AND ASSESSMENTS

Section 1. Any member whose dues shall be delinquent for a period of 60 days shall forfeit all rights and privileges of membership.

Section 2. An assessment may be made only with the consent of a majority of the voting members in attendance and voting at a legally constituted meeting of the general membership.

ARTICLE VI – EXPULSION

Upon receipt of a signed complaint alleging violation of the code of ethics, or non-compliance with the standards and specifications as adopted by the North Carolina Irrigation Contractor Licensing Board, the Board of Directors shall inform the alleged offender of the complaint by certified mail and invite his reply either in writing or in person before a special meeting of the Board called for that purpose. The Board, at its discretion, may then cause an investigation to be made and shall take whatever action it deems necessary.

ARTICLE VII – OFFICERS, THEIR POWERS AND DUTIES

Section 1. The Officers and Board Members of the Association shall be elected by a simple majority of the membership present at the annual meeting or through the voting majority when using electronic ballots. The officers will consist of a President, a Vice President, a Secretary and a Treasurer and shall be elected for a period of two years. Service as an officer shall be a prerequisite to service as President. Officers and Board Members shall assume duties of their office following their election. No company or organization shall have more than one representative holding office or Board membership.

Section 2. Duties of the Treasurer: The Treasurer shall have general supervision over the finances of the Association. The Treasurer shall receive and have custody of all monies and securities belonging to the Association. The Treasurer shall be authorized to co-sign checks drawn against the funds on deposit by the Association for expenditures authorized in the budget approved by a majority vote of the Board of Directors. The Treasurer shall, once a year, or more often if requested, make a report to the membership and perform such other duties relating to the Association's finances as may be directed by the President.

Section 3. Duties of the Secretary: The Secretary shall keep full and accurate minutes of all meetings of the Association and handle correspondence as directed by the President. The Secretary shall send to each member a written notice stating the time and place of the meetings. The Secretary shall be custodian of the records of the Association other than financial.

Section 4. Duties of the Vice President: The Vice President shall assist the President in any manner possible and keep themselves abreast of all Association business. In the absence of the President, the Vice

President shall preside at all meetings and shall otherwise assume the duties of the President.

Section 5. Duties of the President: The President shall be the chief officer of the Association and shall preside at all the meetings. The President shall have the authority to appoint committees subject to the approval of the Board of Directors and to assign additional duties to the other Officers. The President shall perform such other duties as may be assigned by the Board of Directors.

Section 6. The Board of Directors shall consist of the present Officers, the preceding year's President, and up to six (6) elected Directors. The elected Directors will serve a two-year term so that three (3) will be serving their second year while the other three (3) will be serving their first year. This will be accomplished by the election of three (3) Directors at each annual meeting. An individual may not serve more than two consecutive two-year terms.

There may be up to three (3) board positions filled by non-regular members with no more than two (2) non-regular member serving as a member of the Executive Committee in a given year. Non-dues paying members shall not be entitled to hold office.

The Executive Committee is made up of the President, Vice President, Secretary, Treasurer and Immediate Past President.

Section 7. It shall be the responsibility of the Board of Directors to plan the program for the Annual Meeting, and at that time, to present to the membership the Annual Report.

Section 8. The Board of Directors shall appoint a Nominating Committee, consisting of three (3) or more Regular members. This committee may nominate two (2) eligible members for each of the offices. The Nominating Committee's slate shall be presented to the membership with the notice of the Annual Meeting or handled electronically. At the Annual Meeting, nominations may be made from the floor. If a vacancy should occur among any of the Officers, or the Board of Directors during the year, the Board may fill such vacancy. The concurrence of a majority of the Board shall be required to seat the new Officer or Director.

Section 9. The Board of Directors may appoint an Advisor(s) and a Corresponding Secretary. One person may serve in both capacities or a separate person may be appointed for each function, at the discretion of the Board.

ARTICLE VIII – ORDER OF BUSINESS

Transactions may be approved during regular or special meetings by a simple majority vote of qualified Voting Members present, providing that members have been notified at least two weeks in advance of the meeting. Where special meetings are called, members shall be notified in advance of the business to be transacted.

ARTICLE IX – MEETINGS

Section 1. There shall be an Annual Meeting of the Association and at least four (4) meetings of the Board of Directors during each calendar year.

Section 2. Special meetings of the Board of Directors may be called by the President or a majority of the Board of Directors, and special meetings of the Association may be called by a Board of Directors, or by a petition to the President signed by 20% of the regular membership.

Section 3. A simple majority of the total Board membership shall be considered a quorum for Board meetings.

Section 4. Any member of the Association or nonmember (public) may request attendance or time to speak

to a specific agenda item during Board meetings. Such attendance shall be by written petition to the Executive Director and shall be for a limited time as specified by consensus of the Board of Directors.

Section 5. Petition to the Board of Directors to attend Board meetings by nonmembers or members of the Association shall be in writing and submitted at least one week in advance to the Executive Director of the Association by mail or email. The petition must state the name of the petitioner and the agenda item(s) to be addressed or reason to attend.

ARTICLE X – APPROVAL AND AMENDMENTS

Section 1. **Amendments to Bylaws.** The Bylaws may be amended from time to time by the affirmative vote of two-thirds (2/3rds) of the Board of Directors then in office, at a meeting of the Board called for the purpose of considering an amendment to the Bylaws. Members will be notified at the next regularly scheduled meeting following the action of the Board. Changes to the Bylaws will be presented to the members at the business meeting for their ratification. Amendments to the Bylaws of the Association may be submitted by any Voting Member at a meeting and may be adopted by a majority vote of the Voting Members present. Any notice of a meeting of members at which Bylaws are to be adopted, amended, or repealed shall state that the purpose, or one of the purposes, of the meeting is to consider the adoption, amendment, or repeal of Bylaws and contain or be accompanied by a copy or summary of the proposal.

Section 2. These Bylaws set forth in the foregoing paragraphs are subject to ratification by a two-thirds (2/3rds) majority vote of those present at the general meeting of the Association.

ARTICLE XI – DISSOLUTION

Said corporation is organized exclusively for charitable, religious, educational, legislative, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article III hereof.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation.

CAROLINAS IRRIGATION ASSOCIATION

Mission Statement

To increase professionalism in the landscape irrigation industry by:

- Providing educational opportunities;
- Endorsing ethical business practices;
- Creating working relationships with other green industry groups in order to provide a unified voice on industry issues;
- Influencing industry friendly legislation and regulations; and
- Raising the level of understanding of our industry by the public.

Vision Statement

- Our shared vision is to be recognized as the leader in the landscape irrigation industry such that consumers demand CIA members for their irrigation projects because they know that means something.
- Our shared vision is that we have influenced the formation of legislation and licensing that positively affects the irrigation industry.
- Our shared vision is that we provide a setting for the exchange of information and ideas that help contractors operate better businesses.
- Our shared vision is that we hold regular regional meetings to provide training, to involve members, and to recruit potential new members.
- Our shared vision is that we have led the movement in encouraging the proper design, installation and use of more efficient water-conserving landscape irrigation systems.
- Our shared vision is that we have a solid working relationship with other groups in the Green Industry.