



Irrigation Association of New Jersey



IRRIGATION ASSOCIATION OF NEW JERSEY

Amended: 11/29/77, 2/4/80, 10/20/80, 3/10/81, 4/7/82, 10/5/82, 11/7/85, 5/23/94, 5/2/96, 3/12/97, 3/18/98, 9/28 (draft)

BY-LAWS

ARTICLE ONE: MEMBERSHIP AND MEETINGS OF ~~MEETINGS OF~~ ~~MEETINGS-(MEMBERS)~~

Section 1. The following shall be the by-laws of the above corporation, a not-for-profit corporation, organized under the Title 15 of the statutes of the State of New Jersey and hereinafter called the "Association".

Section 2. Membership of the Association shall be divided into the following classes with dues and assessments to be established annually by the Board.

Contractor: Any firm that derives income from the installation and/or maintenance of irrigation systems and holds a valid New Jersey Landscape Irrigation Contractors Certification License Act. N.J.S.A. 44AA-1. (PL 1991.c.27 (C.45:5AA-01 to 11))

Supplier/Distributor: Any firm that supplies material, equipment, services or any other items that are used by contractor members including those firms who are manufacturer representatives.

Branch: A secondary office of a contractor or supplier may hold a membership in IANJ for the purposes of receiving information and announcements. A branch office member shall enjoy all the privileges of membership except voting.

Affiliate: any person or firm that is duly recognized by the Irrigation Association of New Jersey as having an interest in the field of irrigation such as any local state or federal agency or institute of learning. Affiliate members shall enjoy all privileges of membership except voting. Associate members may not serve on the Board of Trustees or be officers of the Association.

Associate: any person or firm who provides non-irrigation services to a Contractor or Supplier/Distributor member. Associate members shall enjoy

all privileges of membership except voting. Associate members may not serve on the Board of Trustees or be officers of the Association.

Honorary: May be granted by majority vote of the Board to those persons who have rendered distinguished service to the industry. Honorary members shall not be subject to dues or assessment and shall enjoy all privileges of contractor membership, except voting or serving on the Board.

A member shall be considered in good standing if dues are paid by January 1st of each year. If dues are not paid by March 31st, then the member will be reported to the Board for suspension, expulsion or special deferment of the indebtedness as the Board may decide.

Section 3. Except as may be otherwise provided by law, or by the Articles of Incorporation, or by these by-laws, the number, qualifications, terms of membership, dues and assessments and the provisions governing the admittance withdrawal, suspension, and/or expulsion of all members shall be determined by the Board of Trustees.

Except as may be otherwise required by law, or by the Articles of Incorporation, or by these by-laws, any right of members to vote and any right, title, and interest of any member in or to the corporation, and its properties and franchises, shall cease and divert on termination of his or her membership.

Pro-rated membership payment schedule on new members only:

January 1 to March 31	100% of Membership Dues
April 1 to June 30	50% of Membership Dues
July 1- September 30	75% of Membership Dues

After October 1, dues are carried forward into the new fiscal year.

Section 4. ~~The~~ **(There shall be an)** annual meeting of the membership of the Association to be held at such place within the state of New Jersey as may be determined by the Board of Trustees and there shall be ~~designated in the notice of said meeting in January of each year~~ **(a notice to the membership issued at least 30 days prior to the meeting date)**, for the purpose of receiving reports of officers and committees, election of trustees, and transacting any other business that may be properly brought before the meeting.

Section 5. Special meetings of the members shall be held at the principal office of the Association, or at such other place within or without the state of New Jersey as may be designated in the notice of said meeting, upon call of the Board of Trustees, at such time as may be fixed by the Board of Trustees, and as shall be stated in the notice.

Section 6. Notice of the purpose or purposes and of the time and place of any meeting of the members shall be in writing or **by elect(ronic)** transmission and a copy thereof may be served either personally or by mail, not less than ten days before the meeting, upon each member at the address shown on the records of the Association for such member. Such further notice shall be given as may be required by law; except as may be otherwise expressly provided by statute, no publication of any notice of a meeting of members shall be required. No notice of an adjourned meeting of members needs to be given unless it is expressly required by the statute. Any meeting of members may be held without notice and without the lapse of any period of time if at any time before or after such meeting to be held, such requirements be waived in writing between person or person entitled to said notice or entitled to participate in the action to be taken or by his or their attorney thereunto authorized.

Section 7. A majority of these members present and voting shall except as otherwise provided by law or the certificate of Incorporation, constitute a quorum at any meeting of the members.

Section 8. Meetings of the members shall be presided over by the President or if he is not present, by a Vice-President, or if neither the President nor a Vice-President is present, by a chairman to be chosen at the meeting. The Secretary of the Association, or in his absence, an Assistant Secretary, shall act as Secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, the meeting shall choose any person present to act as Secretary of the meeting.

Section 9. Only Contractor or **Supplier/Distributor** Members in good standing are entitled to cast one vote for each company membership and may vote in person at all elections of trustees and the voting **may (shall)** be by ballot ~~or by voice~~, under the terms of Section 7, and a plurality of the vote cast there at shall elect.

ARTICLE TWO

TRUSTEES

Section 1. As the terms of trustees expire, the members at such annual meeting shall elect successor trustees. Any trustee shall be eligible to succeed himself. Each trustee elected at an annual meeting of the members shall serve for a term of three years, and until his successor be elected. All trustees must be from member firms in good standing.

The first Board of Trustees, as all such subsequent Boards until and unless changed by amendment to these by-laws, shall consist of not less than 7 (seven) and not more than 11 (eleven) members and shall always consist of an odd number of trustees, including the immediate past-president, who shall be an ex-officio voting member of the Board. Failure to elect trustees at a time designated therefore shall not work any forfeiture or dissolution of the Association. If the number of trustees be increased by amendment to these by-laws, the additional trustees then to be selected shall be elected

by a majority of the trustees in office at the time of the increase, and shall serve a term of three years after such election unless the amendment provides otherwise.

A majority of the members of the Board of Trustees then acting, but in no event less than one-third of the number of trustees authorized, acting at a meeting duly assembled shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Trustees there be less than a quorum present, a majority of those then present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

In case one or more vacancies shall occur in the Board of Trustees by reason of death, resignation or otherwise, the remaining trustees, although less than a quorum may **be (by)** majority vote, elect a successor or successors for the unexpired term or terms. A vacancy in the Board of Trustees for the purposes of this Section shall be deemed to exist whenever the Trustees increase their number by an amendment to these by-laws or whenever the **member (membership)** of the Association shall fail to elect trustees.

The Nomination Committee shall be chaired by the Immediate Past President and report to the Board of Trustees on nominees and for the positions of trustee for each opening. Prior to the Fall General Membership Meeting, the Nominating Committee shall **(solicit the general membership for nominations to the Board of Trustees and shall submit) submit** to the Board, a slate of nominees equal to or greater than the number of seats to be vacated on the Board. Elections will be held at the last meeting of the year. The Board of Trustees shall publish the names of the nominees listed in alphabetical order to the general membership. ~~**Additional nominations may be accepted from the floor at the Fall General Membership meeting and then closed.**~~

Elections of Trustees shall be held at the last meeting of each year. Elections shall be by secret ballot listing the candidates in alphabetical order. The Nominations Committee shall pass out one ballot to each voting member present. No write in candidates shall be allowed. Ballots shall be voided and discarded after the tabulation of votes. The Nominations Committee shall collect the ballots and count the votes at which time one member of the Board of Trustees must be present. The candidates receiving the highest number of votes shall be elected to the Board of Trustees. The Chairman of the Nominating committee shall read the results to the membership.

Section 2. Meetings of the Board of Trustees shall be held at such place within or outside the State of New Jersey as may from time to time be fixed by resolution of the Board of Trustees, or as may be specified in the notice of the meeting. Regular meetings of the Board of Trustees shall be held at such times as may from time to time be fixed by resolutions of the Board of Trustees and special meetings may be held at any time upon the call of the President by oral, electronic, or written notice duly served on or sent or mailed to each trustee not less than five days before such meeting. A meeting of the Board of Trustees may be held without notice immediately after the annual meeting of members of the Association at the same place at which meeting is held. Notice need not be given of regular meetings of the Board of Trustees held at times fixed by resolution of

the Board of Trustees. Meetings may be held at any time without notice if all the trustees are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing.

The trustees shall be notified at least five days prior to any special meetings as called by the President or the Executive Committee. It shall be the responsibility of all trustees to attend all meetings.

Section 3. An Executive Committee of the Board of Trustees shall be comprised of the President, President-elect, Vice President, **Secretary** ~~/(and/or)~~ Treasurer and the immediate past- President. The Executive Committee shall have and may exercise the powers of the Board. A majority of this committee, shall constitute a quorum for the transaction of business and may fix the time and place of its meetings.

Section 4. At any meeting of the members of the association, duly called as provided in these by-laws, any trustee or trustees may be (removed from office by) the affirmative vote of a majority of all of the members entitled to vote for the election of the trustees ~~(,) be removed from office,~~ either with or without cause, and his successor or their successors may be elected at such meeting, or the remaining trustees may, to the extent vacancies are not filled by such election, fill any vacancy or vacancies created by such removal.

Section 5. Any officer or trustee who shall have been absent from ~~two~~ **(three)** consecutive regular meetings of the Board during a single fiscal year shall automatically vacate a seat on the Board and the vacancy shall be filled as provided by these bylaws; however, the Board shall consider each absence of an elected officer or trustee as a separate circumstance and may expressly waive such absence by affirmative vote of the majority of its members.

ARTICLE THREE

OFFICERS

Section 1. The Board of Trustees, initially and as soon as may be after the election thereof held in each year, shall elect from among its members a President, a Vice-President, ~~Secretary~~/Treasurer and (Secretary if need be and President elect and) from time to time may elect more Vice-Presidents and such Assistant Secretaries, Assistant Treasurers and such other officers, agents and employees as it may deem proper. Any two offices may be held by the same person. ~~More than two offices other than the offices of President and Secretary may be held by the same person.~~

Section 2. The term of office of all officers shall be one year and until their respective successors are elected and qualify but any officer may be removed from office, either with or without cause, at any time by the affirmative vote of a majority of the members of the Board of Trustees then in office. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Trustees.

Section 3. The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board of Trustees. The Vice President, or Vice Presidents, the Secretary/ (~~the~~) **Treasurer, Assistant Secretary/ (~~Assistant~~) Treasurer**, shall in the order of their respectively perform the duties of such officer and shall generally assist the President, Secretary/ (~~) **Treasurer**~~, respectively.

Section 4. The duties of the President, Vice President, Secretary, Treasurer shall be such as their titles by general usage would indicate, or as may be assigned to them from time to time, and such as may be required by law. With that limitation of the foregoing powers of the officers, the following powers and duties are conferred upon the officers:

- A. President- It shall be the duty of the President to preside at all meetings of the association. He shall appoint all committees and be an ex-officio member of all committees of the organization.
- B. Vice President- It shall be the duty of the Vice President to preside and act as President in case of the absence of the President.
- C. ~~Secretary/Treasurer-~~ **It shall be the duty of the Secretary/Treasurer to attend and keep minutes of all meetings of the association and to give notice of all meetings** to oversee the association's funds and financial records; oversee the collection of member dues and the establishment of proper accounting procedures for the handling of the association's funds; and to report on the financial condition of the association at all meetings of the Board and at other times when called upon by the President.
- D. (Secretary- It shall be the duty of the Secretary to attend and keep minutes of all meetings of the association and to give notice of all meetings.)

ARTICLE FOUR

COMMITTEES

Section 1. the following standing committees shall be appointed by the President or as otherwise defined in the by-laws:

1. **Nominating (Nomination)**
2. **Finance (Membership)**
3. (Education)

Section 2. Other committees and advisory boards, task-forces may be established by the President and the Executive Committee or by the resolution of the

membership. Appointments shall be made by the President. Advisory boards shall be non-binding committees and shall have no vote in any matters of the Board of Trustees or Executive committees.

ARTICLE FIVE

INDEMNIFICATION

Every person who is or shall be or shall have been a trustee or officer of the Association shall be indemnified by the Association of all expenses and costs (including attorney's fees) actually and necessarily incurred by him in connection with any claim asserted against him by action in court or otherwise by reason of his being or having been such trustee in office, except in relation to matters as to which he shall have been guilty of negligence or misconduct with reference to the matter in which indemnity is sought.

ARTICLE SIX

CERTIFICATES OF MEMBERSHIP

The Board of Trustees may from time to time prescribe the form and contents of any certificates of membership which the Association may decide to issue.

ARTICLE SEVEN

FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of January of each year and shall end on the 31st day of December next following.

All money for the fiscal year shall be applied to that year's budget and ~~that~~ any dues or revenues for the next fiscal year that are collected in the current year are ~~set aside in an account until they can be~~ (to be attributed for budgeting purposes to specific accounts and are to be) applied to the appropriate year expenditures.

ARTICLE EIGHT

CORPORATE SEAL

The official seal of the Association shall have inscribed thereon the name of the Association and the year of its incorporation, and shall be in such form and contain such other words and/or figures as the Board of Trustees shall determine. The official seal may be used by printing, engraving, and lithography, stamped or otherwise made, placed or affixed, upon any paper or document by any process whatsoever, an impression, facsimile, or other reproduction of said official seal.

ARTICLE NINE

AMENDMENTS

The by-laws of the Association may be amended, rescinded or repealed at any regularly scheduled or special meeting of the membership, by affirmative vote of a majority of the members eligible to vote, provided notice of the proposed change is contained in the notice of the meeting.

Amendments may only be brought to the membership upon an affirmative vote of 2/3 of the full Board of Trustees.

The by-laws of the Association are to be reviewed ~~every second year~~ and updated as required.

All deletions from the current By-Laws are represented by the words being struck through ~~such as this~~. Additions are in parenthesis (such as this).