



DIA BYLAWS

Dallas Irrigation Association
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**BY-LAWS OF THE
DALLAS IRRIGATION ASSOCIATION**

**ARTICLE I.
NAME**

- 1.01 **Name.** The name of the organization is the Dallas Irrigation Association and the official acronym for the organization shall be DIA.

**ARTICLE II.
OFFICES**

- 2.01 **Offices.** The principal office of the organization shall be located in or near the City of Dallas, Texas, County of Dallas. The organization may have other offices, either within or outside the County of Dallas, State of Texas, as the Board of Directors may determine or as the affairs of the organization may require.

**ARTICLE III.
PURPOSE**

- 3.01 **Purpose.** The Dallas Irrigation Association (DIA) is a voluntary organization formed exclusively for charitable, scientific, and educational purposes.

- 3.02 **Specifically, the DIA is organized to:**

- a. Contribute to the education of its members and the public on the efficient and proper use of landscape irrigation systems.
- b. Provide networking opportunities with irrigation industry professionals.
- c. Enhance and promote professionalism within the irrigation industry.
- d. Promote water conservation in all irrigation activity.
- e. Engage in charitable opportunities.

**ARTICLE IV.
ASSETS**

- 4.01 **Dedication of Assets.** The properties and assets of the Dallas Irrigation Association are irrevocably dedicated to charitable, scientific, or educational purposes. No part of net earnings, properties, or assets of this organization, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, officer or director of this organization.

- 4.02 **Dissolution.** Upon the dissolution, merger, or acquisition of the DIA, the board of directors shall, after paying or making provision for the payments of all the liabilities of the organization, dispose of all of the assets of the organization to one or more organizations engaged for charitable, scientific, or educational purposes as the directors shall determine by majority vote.

**ARTICLE V.
MEMBERS/MEMBERSHIP**

- 5.01 **Members.** Membership in the Dallas Irrigation Association (DIA) shall be open to any person, agency, entity, association, or corporation interested in professional irrigation, however, voting rights are exclusive to those members who subscribe to the FULL membership class.
- 5.02 **Membership.** There shall be three classes of membership in this organization:
- a. **FULL-** Open to any Texas licensed irrigator, Texas licensed irrigation technician, or Texas licensed irrigation inspector; IA certified individual; registered/licensed landscape architect; irrigation industry consultant; employee of irrigation equipment manufacturer/distributor/ representative; or employee of horticulture/landscape company. Full voting rights.
 - b. **ASSOCIATE-** Open to non-licensed individuals, entities, agencies, or corporations not primarily involved in the irrigation or horticulture/landscape industry. No voting rights.
 - c. **ACADEMIC/RETIRED-** Open to any current student, instructor, or retired irrigation professional. No voting rights.
- 5.03 **Voting.** Each **FULL** member shall be entitled to one vote on each matter submitted to a vote of the members. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by their duly authorized attorney-in-fact and sent either by mail or electronic mail before the start of the meeting.
- 5.04 **Termination.** The Board of Directors, by 2/3 affirmative vote, may terminate the membership of any member whenever the Board in good faith determines that any of the following events have occurred:
- a. Resignation of a member;
 - b. Failure of a member to pay dues, fees or assessments in the amount set by the Board; c. Violation of criminal law;
 - c. Violation of TCEQ regulations;
 - d. Violation of the DIA code of ethics or code of conduct;
 - e. Occurrence of any event that renders a member ineligible for membership in the class of membership they belong i.e. termination or suspension of irrigation, technician, or inspector license of a FULL membership.
- 5.05 **Non-Transferability.** Membership in the Dallas Irrigation Association is not transferable or assignable.
- 5.06 **Dues.** Annual dues payable to Dallas Irrigation Association shall be in the amount set by the Board of Directors and may be increased or decreased by

affirmative quorum majority vote by the Board of Directors. Payment of dues shall be payable annually in advance, on or before the 30th day of September. Membership shall commence upon receipt by the DIA of the annual dues of an existing or new member. Dues of an existing or new member shall not be prorated from the day of the month in which such membership commenced through the date on which such dues became payable. Membership in the DIA may be terminated by the Board of Directors in the manner provided in Section 5.04 of these By-Laws.

ARTICLE VI. MEETINGS OF MEMBERS

- 6.01 **Place of meeting.** The Board of Directors may designate any place, within the State of Texas, as the place of meeting for any meetings, including annual or special meetings. The place of meeting will be determined and distributed with calendar of meetings in the membership packet each year and listed on the DIA website.
- 6.02 **Annual Meeting.** An annual meeting of the members of the organization shall be held during the regular January meeting each year for the purpose of electing directors and/or for the transaction of other business.
- 6.03 **Special meetings.** A special meeting may be called by a majority vote of the board of directors, or by not less than ten percent (10%) of the voting membership. If a special meeting is called for the purpose of any item called upon for vote of FULL members, phone voicemail, written mail or electronic mail notification will be made to all members no less than seven (7) days and no more than sixty (60) before the date of such meeting. The purpose of this meeting shall be stated in the notice.
- 6.04 **Quorum.** Ten percent (10%) of the voting members shall constitute a quorum at any meeting where a vote of membership is required. Vote by mailed, or electronic mailed proxies may be included in the count for quorum, as long as they are received before the start of the meeting. If a quorum is not present, then notification will be sent to voting membership requesting they cast a vote via electronic proxy and will be counted at the next regular scheduled meeting.

ARTICLE VII. BOARD OF DIRECTORS

- 7.01 **Board Role.** The Board of Directors is responsible for the overall policy and business affairs of the Dallas Irrigation Association (DIA) and shall not receive any kind of compensation for their services as directors. By resolution of the Board, Directors may be reimbursed for their reasonable expenses incurred in duties that may be assigned. No Board Director may act alone on behalf of the DIA for any function; designating members to service; purchasing items, or a

monthly contracted service without quorum majority vote of the Board of Directors in advance of the expenditure. The Directors (other than Officers-see Article VIII) shall assist the President or other Officers in any area needed; act as stabilizing influence of the organization; and as ombudspersons for members in matters regarding the general membership or general public; and function in a long-range planning capacity for the organization; and/or other duties assigned by Officers.

- 7.02 **Number.** The number of Directors for the DIA shall be ten (10), but such number may be decreased or increased by amendment to the By-Laws in the manner set forth in Article XII hereof. In no event, however, shall the number of Directors be less than four (4) nor more than twelve (12). Each Director shall serve until their term expires, or until resignation or removal as set forth in 7.04.
- 7.03 **Election and Term.** Directors shall be selected for ballot from the nominating committee each year. DIA members from any class membership are eligible for Director Position with majority approval of the nominating committee. At any time, at least 2/3 of the board of Directors shall be comprised of FULL class members, and 1/3 or less can be other membership classes. Each Director shall be elected by majority FULL member vote at the annual meeting for a term of two years and shall hold office until such director's successor is elected or appointed. Directors are limited to three (3) consecutive terms of office, unless the last term is the position of Vice President.
- 7.04 **Resignation and Removal.** Any director may resign at any time by giving sixty (60) days written notice of such resignation to the Board of Directors. The Board of Directors may remove any director for office if the Board Member has been absent from Board meetings three times within a 12-month period without excuse or, with or without cause, at any time by affirmative vote of quorum majority vote of the remaining Board of Directors.
- 7.05 **Vacancies.** Any vacancy in the Board of Directors occurring during the term, for any reason, shall be filled for the unexpired portion of the term by a quorum majority vote of the remaining directors.
- 7.06 **Nomination committee.** A nominating committee shall be appointed at a time of year designated by the Board. The nominating committee shall consist of one Officer, one Director of the Board, and at least two members from the FULL class membership. This committee shall present a list of qualified persons willing to serve for the open positions of the Board. Upon approval from the Board, these names shall be added to the election ballot for the annual meeting.
- 7.07 **Regular Board Meetings.** The Board of Directors of the DIA shall meet two (2) hours before all scheduled meetings of the general membership at the place of meeting, unless prior arrangements have been made, for the purpose of conducting any business affairs of the organization.

- 7.08 **Special Board Meetings.** Special meetings of the Board of Directors may be called by the President or four (4) of the Directors upon two (2) day's notice by either voice message, or electronic mail message.
- 7.09 **Parliamentary Authority.** At all meetings of the Board of Directors, the President, or in the President's absence, the Vice President, or in their absence a President chosen by the Directors present, shall preside. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these by-laws and/or any special rules of order the organization may adopt.
- 7.10 **Quorum.** At all meetings of the Board of Directors, a fifty-one percent (51%) majority shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors' present at any meeting at which there is a quorum shall be the act of the Board of Directors. If at any meeting there is less than quorum present, a majority of those present may adjourn the meeting without further notice to any absent Director.
- 7.11 **Voting.** Each Director shall be entitled to one vote on each matter submitted to a vote of the Board of Directors.
- 7.12 **Electronic Voting.** In the event a Board of Director vote on a proposed motion is requested before the next regularly scheduled DIA Board meeting, the following process shall take place:
- a. Any Director may submit a motion in writing via electronic mail to the President, and Secretary at any time with all Board Directors copied -sent to the email address of record. This motion must concern an item that requires immediate attention by the entire DIA board and cannot be postponed until the next regularly scheduled meeting. The subject line of the email should state: "DIA motion", "DIA second" etc.
 - b. The motion must then be seconded by a written second from another Director via electronic mail and copied to all directors with appropriate subject line.
 - c. A copy of the motion and second must be filed with the Secretary for record keeping.
 - d. The President shall decide within a maximum of two (2) business days if the motion shall constitute a need for the electronic vote. In the event the President decides against bringing the motion up for vote, or does not respond within the maximum time, the entire DIA board can override the President's decision with a majority vote of the entire DIA Board by sending email to all Directors stating "Override" in the subject line of email. Once the President OR a majority DIA board override decides for bringing the motion up before the entire DIA Board for an electronic vote, the following procedure shall begin:

1. The President or the Secretary shall send out the motion via electronic mail to the entire DIA Board within one (1) business day.
2. An electronic discussion period of two (2) days, or until a majority of Board directors has responded, prior to the call for vote will take place. All electronic discussion correspondence shall be copied to all DIA Board Directors. Even if a Director has no discussion, they should respond to the email stating “no discussion”, so that a call to vote can be made.
3. Once a majority of Directors have responded to discussion, or the maximum discussion period has passed, the President or Secretary shall send out the call to vote electronically. Once the call to vote electronically has been sent, the entire DIA 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 director who has not responded electronically and ask to cast vote electronically immediately.
4. All electronic votes cast shall contain the DIA Board Director’s full name and vote of (FOR), (AGAINST), or (ABSTAIN) on the motion within the body of the email, and the subject line of the email should read: “DIA vote”.
5. All electronic votes shall be sent to the President and Secretary, with all Directors copied. The Secretary shall maintain and record the original votes and publish a summary of the director’s names, individual vote, and vote totals to the Board of Directors for review.
6. A quorum of the entire DIA Board of Directors must cast electronic votes. Once quorum has been met, and in accordance with the DIA By-Laws, the motion will stand based on the votes cast.

7.13 **Agents and Representatives.** The Board of Directors may appoint or contract such agents and representatives to perform acts or duties on behalf of the organization with affirmative quorum majority vote of the Board. This may include legal, accounting, or other related business duties of the association. These agents do not serve as voting members of the Board of Directors but may be called to attend any Board of Directors meetings.

ARTICLE VIII. OFFICERS

8.01 **Titles and Terms of Office.** The officers of the Dallas Irrigation Association’s Board of Directors shall be a President, Vice President, Secretary and Treasurer. The Vice President, Secretary, and Treasurer Offices shall be chosen from the voting membership from the ballot produced by the Nominating Committee to serve for a two (2) year term. At the end of the first term of the current Vice President, that person shall automatically promote to President for the following term. The term of office shall commence with their election and shall expire with the election of their successor. Secretary and Treasurer are the only offices that can be held by the same person.

- 8.02 **Resignation/Removal.** Any officer may resign at any time by giving sixty (60) days written notice or electronic written notice to the entire Board of Directors. The Board of Directors may remove any Officer from office if the Officer has been absent from Board meetings three times within a 12-month period without excuse, or, with or without cause, at any time by affirmative quorum 2/3 vote of the remaining Board of Directors.
- 8.03 **Vacancies.** A vacancy of any officer position shall be filled by quorum majority vote of the remaining Board of Directors and the Officer so elected shall hold office for the remaining term of the vacating Officer, or until the next annual meeting election.
- 8.04 **Duties of Officers.** The duties of each officer shall be as followed:
- a. **President** - The President shall preside at all meetings of the Board of Directors; shall be subject to the control of the Board of Directors; may generally supervise and direct the business affairs of the organization; appoint chairpersons of any standing or special committees; be an ex-officio member of all committees except the nominating committee; at or before the regular May meeting each year, appoint a Board Director to serve as Nominating Committee Chair, and one Officer to the committee to recruit two or more members from the FULL membership to serve on the Nominating Committee; and may have such other powers and duties as shall be prescribed by the Board of Directors, or the Bylaws.
 - b. **Vice President** - The Vice President shall assist the President and assume the duties of the President in the President's absence; be responsible for programs, sponsors, and publicity of the organization; and assume the role of President at the end of their elected term automatically without a new vote.
 - c. **Secretary** - The Secretary shall maintain a record of the proceedings of each meeting of the Board of Directors and/or electronic voting; maintain the DIA website by updating, adding/deleting items in timely manner; research items as needed or directed by the board in the absence of another director having been assigned such duties; and handle general correspondence relating to the organization in the absence of another director or agent having been assigned such duties.
 - d. **Treasurer** - The Treasurer shall be responsible for the safekeeping of the organization funds in a financial institution known and approved by the Board of Directors; issue receipts when requested or deemed necessary; collect, account for; and make timely deposits of all funds due the organization and make disbursements as needed and approved by the Board of Directors; maintain accurate financial records and books which shall be available by audit when requested by the Board of Directors; and see to the timely filing of all state and federal reports and tax returns as needed for the organization. The treasurer shall also maintain a file of all official documents concerning the organization; maintain and update membership files; and maintain registration of any education event in the absence of another director or agent having

- been assigned such duties. If required by the Board of Directors, give the organization a bond in the amount and with the surety of sureties specified by the board for faithful performance of the duties of the office for the restoration
- e. of all its books, papers, vouchers, money and/or other property of every kind in the possession or under the control of the treasurer on their death, resignation, retirement, or removal from office, such bond to be provided solely at the expense of the organization.

ARTICLE IX. COMMITTEES

- 9.01 **Committees.** The Board of Directors, by resolution adopted by quorum majority vote, may designate and/or appoint one or more special committees, each of which shall consist of a minimum of three persons (who need not be voting members, or members of the organization) from time to time. Said committees, to the extent provided, shall not have nor will be permitted to exercise the authority of the Board of Directors in reference to amending, altering, or repealing the By-Laws; electing, appointing, or removing any member of any such committee or Director and/or Officer of the organization; adopting a plan of merger, consolidation, acquisition or dissolution of the organization; or repealing, amending, or altering a resolution of the Board of Directors. The designation and appointment of any such committee and delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or them by law.
- 9.02 **Term of Committee.** Each member appointed or volunteered to a committee shall continue as such until their successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed or tendered official resignation from such committee.
- 9.03 **Responsibilities.** Committees may be responsible for such items as membership drives, organizing special events, and other items as may arise and need input to the Board of Directors. Committees may meet outside regular meetings and may be requested to speak to a regular Board Meeting to report findings. Committee members that are not members of the Board of Directors have no voting rights in decisions that come before the Board of Directors.

ARTICLE X. INDEMNIFICATION

- 10.01 **Policy of indemnification.** To full extent permitted by the law, the Dallas Irrigation Association shall indemnify any Director or Officer against judgments, penalties, fines, settlement and reasonable expenses (including court costs and attorney's fees) actually incurred by any such person who was, is, or is threatened to be made a named defendant or respondent in a proceeding

because the person is or was a Director or Officer and shall advance to such person such reasonable expenses as are incurred in connection therewith.

- 10.02 **Insurance.** The DIA shall have the power to purchase and maintain insurance for the Board of Directors for the purpose of liability and claims that may arise from any actions or occurrences that may come from the general membership or the public to the extent of the policy and laws of the State of Texas.

ARTICLE XI. MISCELLANEOUS PROVISIONS

- 11.01 **Fiscal Year.** The fiscal year of the Dallas Irrigation Association shall be September 1st to August 31st.
- 11.02 **Notice and Waiver of Notice.** Whenever any notice whatever is required to be given under the provisions of these By-Laws, such notice shall be deemed sufficient if given by depositing the same in a post office in a sealed, stamped envelope addressed to the person at the address of record and allowed two days for delivery; OR, by electronic mail sent to email address of record and allowed twenty-four (24) hours for delivery. A waiver of notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- 11.03 **Contracts.** The Board of Directors may authorize with affirmative quorum majority vote to enter into any contract or execute and deliver any instrument in the name of, or on behalf of the DIA.
- 11.04 **Checks and Drafts.** All checks, drafts or orders for payment of money notes or other evidences of indebtedness issued in the name of Dallas Irrigation Association shall require two or more signatures from designated officers/board members. Normally, such instruments shall be signed by the Treasurer and countersigned by either the President or Vice President, unless another director has been selected. All payments or reimbursement requests shall be presented as new business at regular Board meetings and documented in the meeting minutes. In the event that payment cannot wait until the next scheduled Board meeting, the item shall be sent electronically for vote to all board members and such notices shall be recorded by the Treasurer and reported to the Board of Directors at the next regular scheduled Board meeting.
- 11.05 **Nondiscrimination.** The DIA shall maintain a nondiscriminatory policy in accordance with Texas state law as to membership, participation in its programs or meetings, hiring or support staff, election of directors, and in its dealings with any other person or business.
- 11.06 **Books and Records.** The DIA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors and shall

keep at the registered or principal office record giving the names and addresses of the persons entitled to vote. All books and records of the DIA may be inspected for any proper purpose at any reasonable time.

- 11.07 **Investments.** The DIA shall have the right to retain all or any part of any property, real, personal, tangible or intangible, acquired by it in whatever manner, and pursuant to the direction and judgment of the Board of Directors to invest and reinvest any funds held by it without being restricted to the class of investments available to Directors by law or any similar restriction.
- 11.08 **DIA Logo.** The official Dallas Irrigation Association logo shall not be used by any member or entity without the express permission of the Board of Directors, and the use of the logo can be allowed or disallowed by the Board of Directors by any reason.
- 11.09 **Gifts.** The Board of Directors may accept on behalf of the Dallas Irrigation Association any contribution, gift, donation, or bequest for the general purposes or for any special purpose of the organization.

ARTICLE XII. AMENDMENTS

- 12.01 **By-Law Amendments.** These By-Laws may be altered, amended, or repealed by the Board of Directors acting by the affirmative vote of 2/3 of quorum of the Board of Directors at any annual, regular, or special meeting if at least seven (7) days prior written or electronic mail notice is given to all the Directors of the intention to alter, amend, or repeal these By-Laws or to adopt new Bylaws at such meeting.

ARTICLE XIII. EFFECTIVE DATE

- 13.01 **Effective date.** These By-Laws shall take effect as of September 1, 2010.