



- C. A certificate or other evidence of membership shall be issued by the Society.
- D. Members may use the seal, logo, emblems, or other such representations of the Society only in accordance with the ASIC Policy Manual.

## **Section 2. VOTING RIGHTS, PRIVILEGES, AND OBLIGATIONS.**

All members of the Society shall have all the privileges of the Society. Voting and the right to hold an elected position are restricted as stated in the ASIC Policy Manual.

## **Section 3. ANNUAL DUES.**

- A. All members shall pay annual dues in accordance with policies established by the Board of Directors as recorded in the ASIC Policy Manual.
- B. A member moving from one Chapter to another after annual dues have been paid will not be required to pay additional dues upon assignment to the new Chapter.

## **Section 4. TRANSFER OF MEMBERSHIP.**

- A. Membership in the Society is not transferable to another individual except for Group Commercial Memberships.
- B. A member may request a transfer of membership from one Chapter to another without reapplication or additional dues charges.

## **Section 5. RESIGNATION OF MEMBERSHIP.**

Any member may resign by submitting a written resignation to the Executive Director. Resignation shall not relieve a member of the obligation to pay dues, assessments, or other charges accrued and unpaid.

## **Section 6. MEMBER DISCIPLINE.**

A member may be disciplined for violation of the Society's Bylaws or Code of Professional Ethics, for any conduct not in the best interest of the Society, or for non-payment of dues or assessments in accordance with the procedures as stated in the ASIC Policy Manual.

## **Section 7. REINSTATEMENT OF MEMBERSHIP.**

Any individual who has previously resigned from membership or been expelled for cause may, after the passage of one (1) year, apply for membership through the regular application membership process. Such individuals, provided they be in good standing with the Society, may be reinstated to membership by the Board of Directors by a two-thirds vote.

**ARTICLE 3**  
**MEMBERSHIP MEETINGS**

**Section 1. MEETINGS.**

- A. The Society membership shall meet annually at a time and place determined by the Board of Directors.
  
- B. Special membership meetings of the Society may be called by the President, Executive Committee, or Board of Directors; or by the President upon written request of twenty percent (20%) of the voting members. At special meetings, the only business which may be transacted is that which is published in the meeting notice.

**Section 2. NOTICE OF MEETINGS.**

Written notice stating the place, day, and time of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be distributed to members of the Society at least thirty (30) days before the date of the meeting.

**Section 3. QUORUM AND BALLOTING.**

- A. Twenty-five percent (25%) of the voting members, including not less than two (2) Officers shall constitute a quorum.
  
- B. When in the judgment of the Executive Committee an issue arises that requires a membership vote, the membership may be polled.

**ARTICLE 4**  
**NATIONAL OFFICERS**

**Section 1. OFFICERS.**

The Officers of the Society shall be a President, a Vice President (President-Elect), a Secretary, and Treasurer, and such other offices as may be established by the Board of Directors and filled by a vote of the membership.

**Section 2. TERM OF OFFICE.**

- A. Candidates elected to office shall assume their offices at the conclusion of the Annual Meeting following their election. Each officer shall hold office for a two (2) year term or until his or her successor is elected. Officers may not serve in the same office for consecutive terms.
  
- B. With a majority vote of approval by secret ballot of the Board of Directors, the Vice President (President-Elect) shall automatically become President following

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his/her term of office as Vice President. Without such approval, the Nominating Committee shall include nominations for the office of President on the forthcoming slate of officers.

### **Section 3. PRESIDENT.**

- A. The President shall be the principal executive officer of the Society and shall supervise and preside over all the business affairs of the Society.
- B. The President shall preside at annual and special membership meetings and meetings of the Executive Committee and Board of Directors.
- C. The President shall perform the duties usually assigned to the office of President and such other duties as may be prescribed by the Board of Directors
- D. The President shall be an ex-officio member of all standing committees and shall be notified as to the time and place of all such meetings and shall be kept informed as to committee business.

### **Section 4. VICE PRESIDENT (PRESIDENT-ELECT).**

- A. The Vice President shall perform the duties of the President in the event of the President's absence, refusal to act, or inability to act.
- B. The Vice President shall perform other duties as may be assigned by the President or Board of Directors.

### **Section 5. TREASURER.**

- A. The Treasurer, in conjunction with the Executive Director, shall be responsible for all funds and securities of the Society; receive and give receipts for monies due and payable to the Society from any source whatever; and ensure the deposit of Society funds in such banks, trust companies, or other depositories as shall be approved by the Board of Directors.
- B. The Treasurer shall be responsible for signing all required Society tax documents.
- C. The Treasurer shall perform the duties usually assigned to the office of Treasurer and such other duties as may be assigned by the President or the Board of Directors.

### **Section 6. SECRETARY.**

- A. The Secretary shall keep the minutes of the membership meetings, Executive Committee meetings, and Board of Directors meetings; ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

B. The Secretary, in conjunction with the Executive Director, shall serve as custodian of the Society records and Corporate Seal and keep a register of the members.

C. The Secretary shall perform the duties usually assigned to the office of the Secretary and such other duties as may be assigned by the President or by the Board of Directors.

**Section 7. PAST PRESIDENT.**

A. The immediate Past President shall serve on the Board of Directors for a period of two years or until a successor has been duly qualified by the Board of Directors.

B. The immediate Past President shall be responsible for the evaluation of the Society's programs and shall chair the Nominating Committee.

**ARTICLE 5  
BOARD OF DIRECTORS**

**Section 1. COMPOSITION.**

The Board of Directors shall consist of the four (4) elected Officers, the immediate Past-President, and seven (7) Directors elected by the membership.

**Section 2. DUTIES.**

A. The Board of Directors shall have general charge of the affairs of the Society, including, but not limited to, establishing goals and objectives; establishing and promulgating policies; amending these Bylaws; establishing and disbanding Chapters and establishing Chapter territorial limits; establishing annual dues and assessments; adopting the annual budget; authorizing officers or agents to enter into contracts and deliver instruments in the name of and on behalf of the Society, and performing other functions as are customary for a Board of Directors or as may be assigned or delegated by the Society body.

B. Directors, as assigned by the President, shall be responsible for the dissemination of information to the Chapters within their geographic areas of responsibility.

**Section 3. TERM OF OFFICE.**

Directors shall assume office at the conclusion of the Annual Meeting following their election. Each Director shall serve a term of three (3) years or until his or her successor is elected. Directors may not serve more than two (2) consecutive terms in office.

#### **Section 4. MANNER OF ACTING.**

Officers and Directors shall attend Board meetings, participate in the business of the Society, and carry out their prescribed duties. Failure to meet these responsibilities will cause the Board to review the Officer's or Director's actions. Officers or Directors shall be notified of the charges by registered mail and shall have the right to a hearing before the Board of Directors. A request for a hearing must be received, in writing, by the Executive Director within thirty (30) days of notification of such charges. If a hearing is requested, it will be conducted in accordance with the procedures set forth in the ASIC Policy Manual. If a hearing is not requested, the Board of Directors may take action on the charges at the next regular meeting. Upon a finding that the charges are founded, the Board of Directors, by a two-thirds vote, may discipline the member, including dismissal from the Board.

#### **Section 5. MEETINGS.**

- A. A regular meeting of the Board of Directors shall be held twice a year, at approximately six-month intervals.
- B. Special meetings of the Board of Directors may be called by the President or upon written request of any four (4) Board members.
- C. Special meetings may be conducted in person or via electronic means that permit members to hear and speak to all other members.

#### **Section 6. NOTICE OF MEETINGS.**

Written notice stating the time, day, and place of the meeting shall be sent to each Board member at least thirty (30) days prior to the date of the meeting.

#### **Section 7. QUORUM & BALLOTING.**

- A. A majority of the Board of Directors, including not less than three (3) officers shall constitute a quorum.
- B. When directed by the Executive Committee, the members of the Board may be balloted by registered mail, telephonically, or by other electronic means by the Executive Director or a designated Officer.

#### **Section 8. COMPENSATION.**

Officers and Directors shall not receive salaries for their services or be reimbursed for their travel and other out-of-pocket expenses incurred in attending Executive Committee meetings. Special provisions may be made with approval by the Board of Directors.

## **Section 9. EXECUTIVE COMMITTEE.**

- A. The elected Officers and the immediate Past President shall constitute the Executive Committee.
- B. The Executive Committee of the Board of Directors shall exercise the powers of the Board of Directors in implementing policy and administering the Society; recommend policies to the Board; receive and review petitions for new Chapters; select and contract, with Board approval, for services of an Executive Director and other managerial services; and perform the functions usually performed by an Executive Committee, or as may be assigned or directed by the Board.
- C. Meetings of the Executive Committee may be called by the President or by the President upon the request of three (3) members of the Committee. Written notice stating the time, day, and place of the meeting shall be sent to Executive Committee members at least fifteen (15) days prior to meetings.
- D. The Executive Committee may meet in person, telephonically, or through other electronic means that allow members to hear and speak to all other members.
- E. A majority of the members of the Executive Committee shall constitute a quorum.

## **Section 10. STANDING COMMITTEES.**

- A. The President, with the approval of the Board of Directors, shall appoint a Nominating Committee, chaired by the immediate Past President.
- B. A Fellowship Committee shall be comprised of all Fellow Members. The chair shall be appointed by the President. The Committee shall meet every year and propose new Fellow Members for approval by the Board of Directors.
- C. The Board of Directors shall establish such other committees, as it deems necessary to protect and further the interests of the Society. The Chair of such committees shall be appointed by the President, subject to the approval of the Board.

## **Section 11. EXECUTIVE DIRECTOR.**

- A. The Society may have an Executive Director, to be selected by the Executive Committee and approved by a majority vote of the Board of Directors. The Executive Director shall serve under such terms and at such compensation as may be negotiated and contracted for by the Executive Committee.
- B. The Executive Director shall attend all meetings of the Executive Committee and Board of Directors, administer daily duties of the Executive Committee and Board of Directors, and have such further duties as may be assigned by the Board of Directors or by these Bylaws.

C. The Executive Director shall be reimbursed, as outlined by the signed agreement, for authorized out-of-pocket expenses.

## **ARTICLE 6 NOMINATION AND ELECTIONS**

### **Section 1. NOMINATIONS.**

A. The Nominating Committee shall provide a recommended slate of candidates for Officer and Director positions no less than ninety (90) days prior to the scheduled election date. The Nominating Committee shall not nominate any one member for more than one (1) Office or Director position.

B. The Nominating Committee shall nominate Director candidates who are Professional, or Commercial Members from geographical regions designated by Board policy and shall attempt to maintain a balance within the seven (7) elected Directors of four (4) Professional Members and three (3) Commercial Members.

### **Section 2. ELECTIONS.**

A. Officer and Director elections shall be conducted annually by secret ballot distributed to voting members not later than thirty (30) days prior to the annual meeting. Ballots shall be returned not less than ten (10) days prior to the annual meeting. Ballots shall be opened and counted by the Executive Director, or an Officer designated by the Executive Committee. The candidate receiving the largest number of votes shall be declared elected. A tie between two or more candidates receiving the largest number of votes for any office shall be resolved by a majority vote of the Executive Committee.

B. Voting members shall have the option for “write-in” candidates other than those presented on the proposed slate.

### **Section 3. VACANCIES.**

A. A vacancy in the office of President shall be filled for the unexpired term by the Vice President.

B. A vacancy occurring in any Officer position other than President and Past President, or any Director position shall be filled by a majority vote of the Board of Directors. An Officer or Director selected to fill a vacancy shall serve for the remainder of the unexpired term.

C. A vacancy in the office of the Past President shall be filled by the Board of Directors' appointment of a Director to fill the vacancy. The appointee shall occupy the interim position of Assistant Secretary for the remainder of the unexpired term.

## **ARTICLE 7 CHAPTERS**

### **Section 1. FORMATION.**

- A. The Society shall have regional chapters to which members not designated as members at large may be assigned.
- B. Any three (3) or more persons who are Professional Members living or conducting business within a given geographical area or locality may petition the Executive Committee for the purpose of establishing a Chapter.
- C. The Board of Directors may authorize the formation of a Chapter and establish the boundaries of its domain.
- D. All Chapters shall be governed by these Bylaws.

### **Section 2. MEMBERSHIP.**

- A. All Chapter Members shall be members of the Society in accordance with the membership classes established in these Bylaws.
- B. Members may be assigned to the chapter closest to their residence or the area in which they conduct business. Members in a geographical area not reasonably accessible to a chapter may be designated a member-at-large. Members seeking assignment to a different Chapter or seeking to be designated as a member-at-large may submit a written request to the Chapter Board of Directors.

### **Section 3. MEETINGS.**

- A. A Chapter shall conduct an annual meeting at a time and place determined by the Chapter Board of Directors.
- B. Chapter elections and business may be transacted at an annual meeting.
- C. Chapters may meet throughout the year as may be dictated by a Chapter's individual needs. Such meetings shall be at a time and place determined by the Chapter President or other designated officer.
- D. Written notice stating the place, day, and time of the meeting shall be distributed to Chapter members at least fifteen (15) days before the date of the meeting.
- E. Twenty percent (20%) of the voting members on the Chapter rolls, including not less than two (2) officers, shall constitute a quorum.

#### **Section 4. OFFICERS.**

- A. Chapters shall establish the same officer positions, duties, and terms of office as described in these Bylaws for Society Officers.
- B. Each chapter shall establish its own method of election of officers.
- C. Newly formed chapters and those chapters of limited membership may request, in writing to the Executive Committee, a temporary adjustment in the required number of Chapter Officers and members of the Chapter Board of Directors. The President shall notify the Chapter President, in writing, of the Executive Committee's decision.

#### **Section 5. BOARD OF DIRECTORS.**

- A. The Chapter Board of Directors shall consist of the elected Chapter Officers, the immediate Past President, and three (3) directors elected by the chapter membership. No more than two (2) and no less than one (1) of the three elected directors shall be Commercial Members.
- B. The Chapter Board of Directors shall have general charge of the affairs of the Chapter, including but not limited to establishing and promulgating chapter policy; enforcing these Bylaws; levying chapter assessments; monitoring the professionalism of members and administering appropriate action when considered necessary, and performing other functions as is customary for a board of directors or as may be assigned or delegated by the Chapter.
- C. The three (3) elected Chapter Directors shall serve a term of three (3) years or until their successors are elected. Directors may not serve more than two (2) consecutive terms in office. In the first year of elections in a newly established Chapter, the three directors shall be elected as follows in order to create staggered terms: one (1) for three (3) years, one (1) for two (2) years, and one (1) for one (1) year.
- D. Chapter Directors and Officers shall not receive any salaries for their service.

#### **Section 6. COMMITTEES.**

- A. Annually the Chapter President shall establish a Nominating Committee. This committee shall recommend a slate of candidates for officer and director positions no less than ninety (90) days prior to the scheduled election date.
- B. A Chapter Executive Committee shall consist of the elected Chapter Officers and the immediate Past President.



Directors may approve.

B. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or other devices for general purposes or for any special purpose of the Society.

#### **Section 4. FUNDS.**

A. No funds, property, or other assets of the Society shall inure to the benefit of any person.

B. No person who was, is now, or later becomes, a member of this Society shall be personally liable to its creditors for any indebtedness or liability, and all creditors of this Society shall look only to the assets of the Society for payment.

### **ARTICLE 9 PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

### **ARTICLE 10 DISSOLUTION**

#### **Section 1. GENERAL.**

The decision to dissolve the Society shall be made by a majority vote of the Board of Directors.

#### **Section 2. DISTRIBUTION OF ASSETS.**

In the event of the dissolution of the Society, after all liabilities and responsibilities have been met, its assets shall be distributed to one or more not-for-profit corporations which qualify for tax-exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code. No member shall receive any portion of the remaining funds, property, or other assets. The decision on the distribution shall be made by the Board of Directors.

### **ARTICLE 11 AMENDMENTS**

#### **Section 1.**

These Bylaws may be amended by a two-thirds vote of the Board of Directors, provided

that the amendment has been submitted in writing to the Board of Directors at least 60 days prior to consideration.

**Section 2.**

Bylaw amendments adopted by the Board of Directors may be repealed by a majority vote of the entire voting membership.

**Section 3.**

The Board of Directors shall notify the membership of any amendments to the Bylaws within thirty (30) days of the adoption of such amendments.

**ARTICLE 12  
POLICY MANUAL**

**Section 1.**

The Policy Manual of the American Society of Irrigation Consultants shall be maintained by the Board of Directors as an adjunct to these Bylaws.

**Section 2.**

The Policy Manual may be amended by two thirds vote of the Board of Directors.