



NORTH DAKOTA IRRIGATION ASSOCIATION

Bylaws

I. Name

The name of the organization is the North Dakota Irrigation Association.

II. Purpose

The purpose of the North Dakota Irrigation Association is to strengthen and expand irrigation to build and diversify our economy.

III. Directors

Section 1. Board of Directors. The North Dakota Irrigation Association shall be governed by a board of directors, not to exceed 13 directors. The board of directors shall have power to do every act which the interests of the Association shall require to the extent permitted by law. The board of directors of the Association shall be elected at large for one-year terms.

Directors shall be members or representatives of members of the Association. Each director shall be elected by the members for one-year terms at the annual member meeting, or until a successor is elected and qualified. The chairman may appoint representatives of state agencies, universities, and other entities to serve as non-voting, advisory directors.

Section 2. Regular Meetings. A regular meeting of the board of directors shall be held without other notice than this by-law after and at the same place as the annual meeting of the members. The board of directors may provide by resolution the time, date and place, for additional regular meetings of the board without other notice than such resolution.

Section 3. Special Meetings. Special meetings of the board of directors shall be called at the request of the chairman or any three directors. Notice of any special meeting of the board of directors shall be given by the executive director or the chairman of the Association at least one week previously thereto by written notice delivered personally or sent by mail to each director at his address as shown by the record of the Association.

Section 4. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, but if less than a majority of the directors are present at any meeting of the board a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 5. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors unless the act of a greater number is required by law.

IV. Officers

Section 1. Officers. The officers of the Association shall be the chairman and the vice-chairman. The chairman and the vice-chairman shall be elected by the board of directors at the meeting of the board of directors shortly after the annual member meeting, and may be re-elected for additional consecutive terms. The chairman and the vice-chairman must be members of the board of directors. The chairman of the Association shall preside at all meetings of the Association and the board of directors shall enforce all the rules and policies of the Association, and shall present to each annual meeting any recommendation of the board of directors. The vice-chairman shall have the power and duties of the chairman during temporary absence of the chairman.

Section 2. Executive Director. The executive director of the North Dakota Water Users Association shall be the executive director and managing officer of the Association. The executive director and staff shall conduct their offices and all other affairs of the Association pursuant to the policies, direction, and control of the board of directors. The executive director shall keep records of meetings and proceedings of the Association, the board of directors, and member meetings; shall receive all money due the Association and disburse the same as authorized by the board of directors, but in no event shall the executive director make or authorize expenditures which exceeds the approved budget for any one year without written permission of the board of directors. The executive director shall discharge such other duties as may be assigned to the executive director.

V. Membership

Section 1. The North Dakota Irrigation Association shall have the following classes of members. Membership dues shall be fixed by the board of directors:

- a. **Individual** - any irrigator or person who supports the NDIA efforts
- b. **Associate** - any business or entity that supports irrigation in North Dakota
- c. **Industry** - any business or entity that is dependent on, or has a stake in North Dakota irrigation
- d. **Irrigation Districts**
- e. **Builder** - any business or entity that wants to make a significant contribution to irrigation development and help build North Dakota's economy
- f. **Irrigation Partner** - any business or entity committed to sponsoring the efforts of the NDIA

Section 2. Voting. Each member shall be entitled to one vote on each matter submitted to a vote of the members. Voting by proxy shall not be permitted. A majority of the eligible votes at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members. Each employee or member of the governing body of an organization or entity, which is a dues paying member of the North Dakota Irrigation Association shall automatically be considered a non-voting member of the North Dakota Irrigation Association, entitled to participate in Association activities and

programs, but without the privilege of voting, unless such person is designated to vote for the dues paying member organization or company.

VI. Meetings of Members

Section 1. Annual Meeting. The annual meeting of the members shall be held in conjunction with the annual convention of the North Dakota Water Users Association.

Section 2. Special Meetings. Special meetings of the members may be called by the board of directors, or not less than ten percent (10%) of the members having voting rights.

Section 3. Notice of Meetings. Notice of the time and place of the annual meeting or of any special meeting shall be given to all members by the board of directors or the executive director in writing and shall be mailed at least fifteen (15) days prior to the meeting date.

Section 4. Informal Action of Members. Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by 90 percent of the members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum. Ten percent of the members shall constitute a quorum at any member meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

VII. Committees

Section 1. Other Committees. The board of directors may establish such committees of the Association as it deems advisable. The chairman of the Association may fill vacancies in any committee in any interim between meetings of the board of directors or the Association and may appoint such additional committees as he or she deems necessary in the interim. Such committees shall function under the overall direction of the board of directors. The chairman of the Association shall be an ex-officio member of all committees, unless specifically excluded by the board of directors.

VIII. Fiscal Year

The fiscal year of the Association shall be one calendar year.

IX. Amendments

These by-laws may be amended by a majority of the members in attendance at the annual meeting.