



BYLAWS

Of the

Houston Gulf Coast Irrigation Association

(HGCI A)



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Article I

Name & Purpose

Section 1. The Name of the organization shall be the Houston Gulf Coast Irrigation Association (HG CIA).

Section 2. The Houston Gulf Coast Irrigation Association, a non-profit business association is organized exclusively to:

- A. Provide members the means for professional growth, continued education and business relationship development.
- B. Promote compliance of existing laws and to work with governing agencies and their advisory committees to promote new regulations for conservative water management.
- C. Assist and support the education process for licensed irrigators.
- D. Promote public awareness of local and state laws governing irrigation installations and the protection of the water supply.
- E. Meet and exchange knowledge that promotes professionalism within the irrigation industry.



Article II

Membership

All prospective members must be approved by a majority vote of the Board of Directors. Membership will be denied to licensed irrigators that have unresolved complaints with the Texas Commission on Environmental Quality (TCEQ) or Better Business Bureau.

There are three types of members:

Licensed Irrigators Membership: Member must have a current Irrigators License issued by the State of Texas. These members shall be a voting member and can be an officer.

Associate Membership: Member may be a trade member, vendor, and or friend of the irrigation industry. These members shall be a voting member but cannot hold office.

Honorary Membership: Member is HGCA Board recommended and approved by the general membership. These members shall be a voting member.

Dues: Annual dues for Licensed Irrigators and Associate members are the same and will be reviewed annually by the board.



Article III

Meetings

There are two types of meetings: Board of Directors and General Membership. All meetings will be conducted under Robert's Rules of Order.

Board of Directors Meetings: The Board shall meet on a monthly basis.

General Membership Meetings: Five Program meetings shall be held annually beginning with February of each year. One annual General Membership meeting shall be held in December to elect Board Members.

Article IV

Board of Directors

Section 1. Board Role, Size, Compensation. The Board is responsible for the overall policy and direction of the Association and delegates' responsibility for the day to day operations to the president and /or Committee Chairpersons. The Board shall have the maximum of nine members and not less than four. The Board receives no compensation. Reimbursement for reasonable expenses, approved in advance, will be considered.

Section 2. Meetings (*See Article III*)

Section 3. Elections (*See Article III*)



Section 4. Terms. All Board Members with the exception of the Past President and the Executive Director shall be elected by the general membership and shall serve a one year term with the exception of the Treasurer. The Treasurer will serve a two year term. There are no term limitations.

Section 5. Quorum. A quorum must be attended by 50% of the Board Members for any transaction of business or for motions to be made.

Section 6. Notice. An official Board meeting requires that each Board Member have written notice two weeks in advance.

Section 7. Directors and Duties. There shall be nine members of the Board consisting of a President, Vice President, Secretary, Treasurer, Past-President, Executive Director, Education Chairman, Membership Chairman, and Advisory Committee Member. All Directors must hold a current State of Texas Irrigation License. Their duties are as follows:

President: Shall convene meetings and preside over all meetings. The President shall appoint Chair and special positions and assign appropriate duties. The President, with the approval of the Board of Directors, shall appoint a Nominating Committee to recommend a slate of candidates to the general membership to fill any expiring terms. The candidate list shall be provided to the general membership no less than 30 days prior to the annual meeting. The ballot shall provide for additional candidates through a write-in procedure. Candidates for President must be a current or former Board Director having served at least one year.



Vice President: Shall chair committees on special projects as designated by the Board. The Vice President shall in the absence of the President convene and preside over the meetings.

Secretary: Shall be responsible for keeping records of Board actions. Records shall include Minutes of Board & General membership Meetings, sending meeting announcements and distributing copies of the minutes.

Treasurer: Shall act as trustee of all financial transactions for the association. The Treasurer shall prepare the annual budget and shall report the financial status of the association at each meeting.

Past President: Shall be the immediate past president and have a place on the Board as a voting member. Duties will be assigned by the current President.

Executive Director: Shall be responsible for all of the financial duties of the Association, with the exception of writing checks only when the Treasurer is not available. The Executive Director will have a vote only in the case of a tie. Additional responsibilities are listed in Appendix A.

Education Chairman: Shall provide the education courses that are approved by the TCEQ for continuing education credit. Work with the TCEQ on course and presenter approval.

Membership Chairman: Provide a plan for serving current membership and provide opportunities for attracting new members. Chairman will be assisted by the Executive Director.



Irrigation Advisory Committee Member: Keep the Board of Directors informed of the activities of the IAC and present ideas of how the HGCI A could be of assistance to the IAC.

Section 8: Vacancies.

When a vacancy on the Board exists, the new Board member will be appointed by the Board from the HGCI A membership as soon as possible to fulfill the unexpired term. A vacant Board position is not used in the calculation of a quorum or a two-thirds vote.

Section 9: Resignation, Termination & Absences.

Resignations from the Board must be made in writing and received by the Secretary. A Board member can be dropped with Three (3) unexcused absences in one year. A Board Member may be removed for other reasons by a three-fourths vote of the Board.

Section 10: Other Organization HGCI A Representatives.

HGCI A representatives to other organizations will be appointed by the Board. The HGCI A representative must represent the Board and vote on its behalf.

The HGCI A representative will be reimbursed for any reasonable expenses incurred when attending these meetings.

The HGCI A representative will serve at the discretion of the Board.



Article V

Committees

The Board may create committees as needed by the association. The President shall appoint all chair positions with the exception of the Education Chairman, Membership Chairman and the Advisory Committee Member. These three members shall be elected at the annual General Membership meeting held in December.

Article VI

Amendments

These Bylaws may be amended when necessary by two-thirds vote of the Board. Proposed amendments must be submitted to the Secretary who will mail the proposal to the Board for consideration.

These Bylaws were amended and approved by the Board at the February 2010 Board Meeting. The approved Bylaws are effective immediately.



Appendix A

Executive Director Job Description

DATE: January 21, 2009

Maintain and keep current all membership information. Maintain the irrigator database.

Maintain a complete record of membership on computer and provide Directors and Officers the current status of membership at each Board meeting.

Be responsible for invoicing all advertisers in Newsletter and HG CIA Website.

Answer any questions that require correspondence request from members or prospective members.

Work closely with the HG CIA membership chairman to support this effort. Membership has to be a high priority of the Association. Make a mailing to these new irrigators, pointing out the benefits of becoming a member of HG CIA.

Attend as many Distributor functions as possible during the year giving the Association some visible exposure.

Facilitate the annual HG CIA Expo by working with the Expo Committee retaining a meeting site and expo booth participants. Provide all necessary reporting of attendees of expo and create CEU certificates and data file to be transmitted to TCEQ.

Under this existing proposal, (which will become effective January 1, 2009) the above outlined duties would remain as part of the Executive Director's job description. In addition to the above, all of the financial duties remain the responsibility of the Executive Director, with the exception of writing checks only when the Treasurer is not available.

The Associations' financial records will continue to be kept on computer by the Executive Director. Provide financial reports for each Trustee meeting. Provide all necessary financial reports to CPA for any Tax Returns. All vendors will be paid by an Association check. All invoices will be issued and recorded by the Executive Director as a part of the financial records. This will allow a complete financial report to be generated at any time. The Association checks must continue to be issued and signed by the Treasurer or by the Executive Director only if the Treasurer is unavailable.



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FINANCIAL EXPECTATIONS

The Executive Director will be compensated for the above duties for \$2,400 annually, payable in quarterly installments. The Association will be invoiced for the quarterly amount. The Executive Director is not an employee of the association.

The Association would be expected to pay the following expenses:

Postage, mailing labels and incidental office supplies, such as computer paper, ribbons for printers, paper clips, etc. Any travel expenses incurred for HGCI A activities with prior approval of the board.

Expenses would be submitted and documented monthly by Executive Director.