

Central Minnesota Irrigator's Corporation By-Laws

ARTICLE I—OFFICE

Section 1. The principal office shall be at the discretion of the Board of Directors.

ARTICLE II—MEMBERSHIP

Section 1. Membership in the corporation shall be conditioned upon the ownership of a paid-up membership card. All members shall be active irrigators of at least two acres or retired/semi-retired irrigators or those who have been associated professionally, in good standing, with the organization.

Section 2. The dues will be set each year at the annual meeting by the members.

Section 3. The term of membership shall be from January 1 to December 31. Membership dues may be paid in advance, entitling a new member to vote at the annual meeting.

ARTICLE III—MEETINGS

Section 1. Annual Meeting—The annual meeting of the membership of the corporation shall be held annually at a place designated by the board of directors, at 1:00 p.m. o'clock in the last two weeks of January in each year, for the purpose of electing directors, and for the transaction of such other business as may be brought before the meeting; and the terms of office of the directors shall continue until the election of their successors at such meeting as provided in Article IV hereof. It shall be the duty of the secretary to cause written notice of each meeting of the members, stating the time and place, to be given to each member entitled to vote at such meeting not less than five (5) days or more than thirty (30) days prior to such meeting.

Section 2. Special Meetings—Special meetings of the membership may be held at a place designated by the Board of Directors whenever called by the president or by the vote of a majority of the board of directors. Notice of each special meeting, indicating the purpose thereof, shall be given in writing by the secretary to each member entitled to vote at such meeting, at least five (5) days, but no more than thirty (30) days prior to such special meeting. Nevertheless, if all memberships waive notice of a special or annual meeting, no notice of such meeting shall be required; and whenever all the stockholders meet in person, such meeting shall be valid for all purposes without call or notice and at such meeting any corporate action may be taken.

Section 3. Quorum—The presence, in person, of 25% of the membership at any meeting of the membership shall constitute a quorum for the transaction of business. In the absence of a quorum, any meeting may be adjourned from time to time.

Section 4. Organization—The president of the corporation shall call meetings of the membership to order and shall act as chairman of such meetings. The secretary of the corporation shall act as secretary of all meetings of the membership; but in the absence of the secretary at any meeting of the membership, the president may appoint any person to act as secretary at the meeting.

Section 5. Voting—At each meeting of the membership, each member shall be entitled to vote in person. Each member shall have one vote, and it is required that in order to vote, a member must be paid up.

ARTICLE IV

Section 1. Number and term of Office—The business and property of the corporation shall be managed and controlled by the Board of Directors. This Board of Directors shall consist of ten (10) members, six (6) of whom must be active irrigators, who shall be elected for a term of three (3) years. The goal of the corporation is that one director represents each of 6 districts and 4 directors shall be voted “at large.” Two (2) district directors, and one “at large” director will be elected each year at the annual meeting. The designated 6 director districts of the area shall be: Perham, Wadena/Verndale, Park Rapids, Staples, Ottertail, and Parkers Prairie. The business and property of the corporation shall be managed and controlled by the Board of Directors. Directors shall be elected by receiving a plurality of the votes cast for each directorship. All voting shall be done by ballot.

Section 2. Vacancies—In case of any vacancy in the Board of Directors, the remaining directors, by a majority vote, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of his successor.

Section 3. Meetings of the Board of Directors—Meetings of the Board of Directors shall be held at the direction of the president of the board or any four members of the board, and a meeting shall be held immediately after the annual membership meeting, at which meeting the Board of Directors shall elect from its members a president, vice-president, secretary and a treasurer. A majority of the Board of Directors shall be necessary to constitute a quorum. Notice shall be sent to each director of the time and place of each meeting of the board at least five (5) days, but not more than thirty (30) days prior to such meeting, but any director, may in writing, either before or after the meeting waive notice thereof; and, without notice, any director, by his attendance at and participation in the action taken at any meeting, shall be deemed to have waived notice. Special meetings of the Board of Directors shall be held whenever called by direction of the president or by four (4) of the directors at that time being in office. At any meeting at which every director shall be present, even though without notice, any business may be transacted.

Section 4. Election of Officers—At the first regular meeting of the Board of Directors in each year to be held immediately after the annual meeting of the membership, the Board of Directors shall proceed to the election of the executive officer of the corporation.

ARTICLE V—OFFICERS

Section 1. The officers of the corporation shall be a president, a vice-president, a secretary-treasurer (it can be one person) who shall be elected for one year by the Board of Directors at their first meeting to be held immediately after the annual meeting of the membership, and who shall hold office until their successors are elected and qualified.

Section 2. The president shall preside at all meetings of the membership and Board of Directors, shall have general supervision of the affairs of the corporation, shall sign or countersign all certificates, contracts, and other instruments of the corporation as authorized by the Board of Directors, shall make reports to the Board of Directors and membership, and shall perform all such other duties as are incident to their office or are properly required of them by the Board of Directors.

Section 3. The vice-president shall exercise the functions of the president during the absence or disability of the president. The vice-president shall have such powers and discharge such duties as may be assigned to them from time to time by the Board of Directors.

Section 4. The executive secretary shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to his office, or are properly required of him by the Board of Directors. The executive secretary may be hired from outside the membership; in such case they will have no official vote.

Section 5. The treasurer shall have custody of all money and securities of the corporation and shall keep regular books of account. They shall disburse the funds of the corporation in payment of the just demands against the corporation, or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time as may be required of them, and account of all his transactions as treasurer and of the financial condition of the corporation. They shall perform all duties incident to their office, or which are properly required of him by the Board of Directors.

Section 6. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting. In the case of absence or inability to act of any officer of the corporation, the Board of Directors may from time-to-time delegate the powers or duties of such officer to any other officer, or any director whom it may select.

Section 7. No salary shall be paid to any Board of Director in the execution of their duties as a director, but a director may be compensated as authorized by 2/3 vote of the Board of Directors for services rendered and related expenses incurred in their service to the membership provided they occur under the auspices of "reasonable and arm's-length transactions" as defined by 501(c)(5) rules. Fees (mileage, per diem, etc.) may be paid to Board of Directors with the approval of 2/3 of the directors, but these fees are to be on a pure cost basis.

Section 8. The officers of the corporation shall hold office until their successors are chosen and qualified. The treasurer of the corporation will give his bond to the corporation with sufficient surety, conditioned for the faithful performance of the duties of his office, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VI—CORPORATE SEAL

Section 1. The Board of Directors shall provide a suitable seal, containing the name of the corporation and the words “Corporate Seal” and the word “Minnesota.”

ARTICLE VII—AFFILIATE MEMBERS AND GENERAL MAILINGS

Section 1. This corporation shall accept non-voting Associate Memberships. Associate membership dues shall be the same as active membership dues.

ARTICLE VIII—ACCOUNTING PERIOD

Section 1. The annual accounting period and the operating year of this corporation shall be on a calendar year basis and not on a fiscal year basis. The first operating year of this corporation shall commence upon the formation of the corporation as determined by the date of the filing of the articles of incorporation and shall run until December 31 of that year.

ARTICLE IX—AMENDMENT OF BY-LAWS

Section 1. Alterations, amendments or repeals of the by-laws: The amendment, alteration or repeal of the by-laws are to be proposed by the Board of Directors who will direct that the amendment be submitted at a meeting of the general membership. It is further provided that a notice be sent to each member of such meeting and the nature of the meeting includes amending the by-laws. A copy of such amendment will be available for review on the CMIC website “<http://centralmnirrigators.org>” at least five (5) days, but no more than thirty (30) days, prior to such meeting. Also, notice of meeting is to be mailed at least five (5) days, but no more than thirty (30) days prior to such meeting.

ARTICLE X—DISBURSEMENT OF FUNDS

Section 1. The disbursement of corporate funds relating to any matter shall be by check drawn on the corporation which check shall be signed by the treasurer.

ARTICLE XI—COMMITTEES

Section 1. Standing committees will be appointed annually by the President with approval of the Board of Directors at the March meeting. Standing committees shall include but not limited to: 1. Public Relations; 2. Legislative; 3. Research; 4. Auditing; 5. Nominating. The chairman of each standing committee shall be a member of the Board of Directors.

Section 2. The IAM director (s) shall be elected for a one (1) year term. The election shall be held at the annual meeting. Vacancies shall be filled by the executive board.

Section 3. Special committees may be appointed by the President.