

Canadian Prairie Chapter of the Irrigation Association Bylaws

Bylaws – (based on the Parent Organization - Irrigation Association’s bylaws)

Article I - Name

The name of **this/her** replace with **this** association shall be the **Canadian Prairie Chapter of the Irrigation**

Association (CPCIA) Article II - Purpose

The association is a voluntary, non-profit organization formed

- to promote the development, proper use and acceptance of following accepted irrigation practices and procedures of irrigation equipment for all possible applications,
- to promote water and soil conservation, sustainable landscapes and crop production through the use of irrigation;
- to conserve energy through efficient design and operation of irrigation systems;
- to enhance the environment by expanding efficient use of irrigation for landscape maintenance, dust and erosion control;
- to collect and disseminate information regarding irrigation of value to members of the association, to allied industries and to the public;
- to acquaint public and private agencies, institutions and organizations with developments in the industry and the part the industry occupies in the economy and development of Western Canada;
- to conduct educational programs regarding the industry; and to carry out such other lawful trade association activities as the Board of Directors may direct.

Article III - Common Interest Groups

The association shall have appropriate common interest groups, which shall be determined from time to time upon a majority vote of the Board of Directors.

Article IV - Membership (as administered by the Irrigation Association) **Membership shall reflect the IA four classes, see page 9**

Section 1. Classes of Membership. The association shall have **five** classes of membership: Regular, Associate, Honorary, Technical, and Affiliate Organization. A member is considered to be an individual in good standing with the Chapter. A member, not in good standing, is an individual that has not paid their membership dues for the current year and or fails to meet the qualifications set forth in Section 1 of **this/her** this Article. **This/her** this is consistent with the bylaws of the parent organization and will mirror the classes and subclasses as they are changed by the parent organization.

(a) Regular Membership. Regular membership shall be available to any person, firm or corporation actively engaged in: (1) the manufacture and sale, directly or through selling affiliates, of one or more major components of irrigation, drainage and erosion control equipment; (2) the business of distributing or installing irrigation, drainage and erosion control systems; or (3) the business of serving the industry as consultants with respect to the engineering, design, layout, use or application of irrigation, drainage and erosion control equipment. (4) the business of maintaining irrigation, drainage and erosion control systems.

(b) Associate Membership. Associate membership shall be available to any person, firm or corporation other than one qualifying for Regular Membership. The Board of Directors shall determine and cause to be published the general categories of persons, firms and corporations that may qualify for this/her class of membership. Partnerships with other professional organizations shall be encouraged on a one for one membership exchange basis.

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(c) **Honorary Membership.** Honorary Membership, not to exceed two in any one year, may be extended to any person upon affirmative vote of the majority of the members entitled to vote at any regular or special meeting of the members of the association. The numerical limitation of two shall not apply in the case of past Presidents of the association, retired or no longer actively employed in the industry. (A request is made by the Chapter and forwarded to the international parent organization which makes the actual approval)

(d) **Technical Membership.** Technical membership shall be available to university and government personnel engaged in the study of research on irrigation interested in engineering, design, layout, use or application or irrigation equipment.

(e) **Affiliate Organization Membership.** Affiliate Organization membership shall be available to any association or society functioning on a provincial or regional basis to promote the interests of the irrigation industry on a local level.

Section 2. Membership. A member is a person, firm or corporation registered with the Irrigation Association (IA) having an address in Canada. Any member of the IA may request to have their membership identified as a CPCIA member.

Section 3. Meetings. An annual meeting of the members of the association shall be held at such place as is selected at a previous annual meeting remove and at such time as the Board determines. Notice of the time and place of the annual meeting, signed by the President, shall be communicated to each member of the Association at least thirty days prior to the date of such meeting.

Special meetings of the members of the association may be called by the President or by order of the Board of Directors at any time, either at the principle office of the association, or elsewhere, and notice of such meeting shall be mailed by the President to each member at least 30 days before such meeting. It shall be the duty of the President to call a special meeting of the members upon written request by twenty-five percent (25%) of the Regular and Affiliate Organization members of the Association.

Attendance at any annual or special meeting is limited to members, applicants for membership and guests invited on authorization of the Board of Directors.

Section 4. Voting Rights, Quorum, Balloting. All classes of membership of the association shall be entitled to one vote in official association matters.

A Member may be represented and vote at any meeting of the association by proxy, provided written notice of the proxy is delivered to the President before the opening of the meeting at which the proxy is to be exercised. Members identified on the proxy must be in good standing with the Chapter.

One half of the members of the association present or represented by proxy at a meeting shall constitute a quorum for the conduct of business. Except as otherwise required by the bylaws, any matter presented at a meeting for the vote of the members shall be determined in accordance with the majority vote of those present and voting in person or by proxy, and by digital and online methods.

Whenever in the judgment of the Executive Committee a question arises that requires a vote of the membership and the calling of a meeting does not appear to be necessary, the membership may be polled by mail, fax, email and/or other electronic means. In conducting a mail ballot, the President shall send ballots to all Members of the association.

A majority of the ballots must be returned for the vote to be valid. The decision on the question submitted on the ballot shall be determined in accordance with the majority of the votes returned.

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Section 5. Termination. A membership may be terminated voluntarily on written notice from the member to the President. The Board of Directors of the CPCIA must terminate a membership for delinquency in the payment of dues; or when a member no longer meets the qualifications set forth in Section 1 of this/her Article. When a membership is terminated for any reason, the member gives up all claims to an interest in the association's assets.

Article V - Officers

Section 1. Officers. The officers of the association shall be a President, Vice President, and Treasurer.

Section 2. Nomination. The President and Vice President shall constitute the Officers Nominating Committee, with the President of the association as its Chairman. This/her This Committee, at the meeting of the Board of Directors, not less than 60 days prior to the annual membership meeting, shall determine the candidates whom it intends to present to the membership for the respective offices of Vice President and Treasurer. In making this/her determination, the Board shall consider recommendations of the Executive Committee.

The slate of officers selected by the Nominating Committee for the next ensuing year shall be announced to the membership not later than 30 days prior to the annual membership meeting. Candidates for the offices of Vice President and Treasurer may be a person serving on the Board of Directors for the current year, but if elected to an office, that director's seat shall be declared vacant until filled under provisions of the bylaws.

At the annual membership meeting, the Officers Nominating Committee shall formally nominate its slate of officers of Vice President and Treasurer. Any 5 members as a group of the association present at the meeting shall be entitled to nominate additional candidates from the floor for the offices of Vice President and Treasurer.

Section 3. Election and Term. Officers shall be elected by a majority vote of the membership. Each officer shall serve for one year, or until a successor has been elected and qualified. The Vice President automatically becomes President following his/her term as Vice President, and the President automatically becomes Past President. The term of each officer ends upon the installation of newly elected officers.

Section 4. Duties. The President, or the Vice President in the President's absence, shall preside at all annual meetings of the membership, the Board of Directors and the Executive Committee. Otherwise, the elected officers shall perform the duties incident to their respective offices and any other duties assigned them by these bylaws.

Section 5. Vacancies. Should the Presidency become vacant before the normal expiration of a term, the Vice President shall succeed to the Presidency. The term of service in such cases shall be for the unexpired term of the person succeeded and, therefore, for the usual term of the person's office. Should the office of Vice President or Treasurer become vacant before the normal expiration of a term, a successor shall be elected by the Board of Directors to serve for the unexpired term of the person succeeded.

Article VI - Board of Directors

Section 1. Membership. The Board of Directors shall be composed of three (3) officers of the association and representatives of six (6) regular members. Directors, other than officers, shall serve for one (1) year.

Section 2. Nomination. The President, with the approval of the Board of Directors, shall appoint a Directors Nominating Committee to recommend a slate of candidates to fulfill the expired terms of directors. The Directors Nominating Committee may not exceed three (3) members and shall be representative of the voting membership.

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The Directors Nominating Committee shall present to the membership its recommended slate of candidates for vacancies on the Board of Directors not later than 30 days prior to the annual membership meeting. The Directors Nominating Committee shall formally nominate its slate of candidates for Directors. Any 5 as a group 10 Regular members of the association present at the meeting shall be entitled to nominate from the floor additional slates of candidates for Directors. Candidates may be nominated on more than one slate.

Section 3. Election. Election of slates of candidates shall be by a majority vote. If a slate of candidates does not receive a majority on the first ballot taken, the two highest slates of candidates shall be voted for on the next ballot.

Section 4. Powers and Duties. The Board of Directors is the governing body of the association subject to control by the members. The Board shall carry out the duties assigned by these bylaws and take such other action as it deems necessary to accomplish the purposes of the association. It may adopt rules to accomplish these purposes provided they do not conflict with these bylaws or the Irrigation Association's articles of incorporation.

4.1 The President

The President shall:

- 4.1.1 be the Association's official spokesman, and custodian of the seal if any;
- 4.1.2 be responsible for all of the Association's functions and activities, but may delegate power and responsibility to any Member (s)he deems appropriate;
- 4.1.3 attend all annual, special and general meetings, as well as any meeting of the Board or any committee created by the Board, preside over the proceedings of such meetings, and be an ex officio member of every committee;
- 4.1.4 cause to be brought to the attention of the Board, all matters affecting the well being and operations of the Association, and act at all times in accordance with the lawful directives of the Board;
- 4.1.5 execute all contracts and all other documents binding on the Association with one other Director, provided that (s)he may designate others to execute the same in his/her absence, or under such terms and conditions as (s)he may prescribe; and
- 4.1.6 perform such other duties as may from time to time be reasonably imposed upon her/him by the Board.

4.2 The Vice-President

The Vice-President shall:

- 4.2.1 in the absence of the President, have the responsibility and authority to carry out the duties and responsibilities of the President
- 4.2.2 be chairman of the nominating committee; and
- 4.2.3 perform such other duties as may from time to time be reasonably imposed upon her/him by the President or the Board.

4.3 The Secretary or Administrative Assistant

The Secretary or Administrative Assistant shall:

- 4.3.1 attend all annual, special and general meetings, as well as any meetings of the Board, and where appropriate, committee meetings to act as Secretary thereof and to record all minutes, proceedings and votes in the appropriate manner;
- 4.3.2 give notice of all annual, special, general and Board meetings in the prescribed manner;
- 4.3.3 give notice of all educational classes and certification exams in the prescribed manner;
- 4.3.4 distribute the minutes of any annual, special, general or Board meeting to the Board within 30 days of such meeting;
- 4.3.4 perform such other duties as may from time to time be reasonably imposed upon him/her by the President or the Board; and
- 4.3.5 record, maintain and update the By-laws, any resolutions altering or supplementing the By-laws, as well as originals and/or copies of all documents, registers and resolutions required to be kept by law.

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4.4 The Treasurer

The Treasurer shall:

4.4.1 have custody of the Association's funds and assets and shall disburse the Association's funds as ordered by the Board;

4.4.2 establish and maintain an adequate systems for the record and control of all expenditures, and in particular shall keep an accurate book which shall record the Association's assets and liabilities, all monies received and spent, the matters in respect of which the receipt and expenditure occurred, and all other transactions that affect the Association's financial position;

4.4.3 coordinate all necessary signing authorities of Officers;

4.4.4 render the Board upon request an account of the financial position of, as well as all transactions conducted by, the Association;

4.4.5 prepare the annual capital and operating budgets and present them to the Board for approval or amendment;

4.4.6 perform such other duties as may from time to time be reasonably imposed upon him by the President or the Board; and

4.5 The Board of Directors

The affairs of the Association shall be managed by a Board of not less than seven (7) and not more than nine (9) Directors elected by the Members pursuant to Article 6 Section 3. The Board may exercise all such powers, and do all such acts and things, as may be done by the Association and are not by the Act, By-laws, any special resolution of the Association, or by statute expressly required to be done in some other manner. Every Director and Officer of the Association shall in the exercise of his/her powers and discharge of his/her duties act honestly and in good faith with a view to the Association's best interests, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The power of the Board includes, but is not limited to, the following:

4.5.1 to prescribe and enact such Rules and Regulations not inconsistent with these By-laws that relate to the Association's management and operation as they may from time to time see fit;

4.5.2 to manage and administer the Association's affairs, to enter into contracts, and to accept, solicit or receive donations, gifts, grants and benefits of any kind for the purpose of furthering the objectives of the Association;

4.5.3 to establish and dissolve committees and sub-committees of Directors and Members and to determine the terms of reference and mandates of such committees;

4.5.4 to appoint and remunerate any accountants, solicitors or other experts or agents;

4.5.5 by a Major Decision Vote to borrow, or raise or secure the repayment of such sum or sums of money in such a manner and upon such terms and conditions in all respects as they see fit, and, in particular, by a mortgage, charge or other security on the undertaking of the whole or any part of the present and future property, both real and personal of the Association;

4.5.6 to invest and deal with the Association's money in such manner as the Board may from time to time determine;

4.5.7 to pay any expense incurred to form, promote and operate the Association;

4.5.8 to accumulate, use, invest, apply, give, distribute or donate all or part of the Association's funds in order to carry out the objective of the Association in a manner the Board may from time to time determine;

4.5.9 to purchase, lease or otherwise acquire, alienate, sell, exchange or dispose of lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein for such consideration and upon such terms as the Board considers reasonable; and

4.5.10 to exercise all such other powers, and do all such other things, as the Association is legally authorized to do, which are not by the By-laws required to be exercised by the Members.

A Director shall hold office for a period that runs from the end of the annual general meeting at which they are elected to the start of the next annual general meeting unless they cease to hold office pursuant to Article VIII, Sections 1,2 & 4

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or are re-elected pursuant to Article VI Section 1.

Section 5. Audit and Financial Statement. The Board of Directors shall annually cause the books and accounts of the association to be audited by two members of the Board and two members of the membership and shall submit a financial statement to the members not later than 30 days prior to the annual meeting.

Section 6. Meetings. The Board of Directors shall hold its first regular meeting no more than 30 days after the annual general meeting of the association each year. The Board may hold other regular meetings at monthly intervals and special meetings as it may deem necessary or as may be provided in the bylaws.

Section 7. Voting, Quorum and Balloting. The requirement for voting and mail ballots set forth for the membership in Article IV, Section 4 of these bylaws shall govern the voting of the Board. A majority of the members of the Board shall constitute a quorum.

Section 8. Vacancy and Removal. If a director resigns or is unable to serve his/her term the President shall appoint a replacement with the approval of the Board of Directors. Any Director, so appointed, shall continue in office for the unexpired term of the person succeeded or until the Director's successor is elected and qualified.

8.1 Automatic Termination of Directorship

A Director shall automatically vacate the office, and will return all records and documents of the Association, within thirty (30) days of such vacancy if the Director:

- 4.8.1.1 dies;
- 4.8.1.2 ceases to be a member of the Association pursuant to , Article IV, Section 2 or is terminated pursuant to Article IV, Section 5;
- 4.8.1.3 is absent for three consecutive regular meetings of the Board subject to the condition that the Board may waive his/her provision if they decide there exists adequate reasons for the absences;
- 4.8.1.4 resigns by delivery of written notice to the President;
- 4.8.1.5 is found to be of unsound mind; or
- 4.8.1.6 is convicted of an indictable offence.

8.2 Removal of Director by Members

The following provisions apply to the removal of a Director:

- 4.8.2.1 the Members may by special resolution at a special meeting called for that purpose remove any Director from office before the expiration of his/her term;
- 4.8.2.2 seven (7) days before the special meeting, exclusive of the day for which the meeting is to be convened, the Director is question shall be given written notice of the charge or complaint, and at the special meeting to discuss the matter;
- 4.8.2.3 if the Director is not removed, then he shall continue to hold office for the remainder of his/her unexpired term, or until new proceedings are commenced;
- 4.8.2.4 if the Director is removed, then the Members present at the special meeting may elect any Member to fill the position, and that person shall hold office for the remainder of the unexpired term of his/her predecessor; or
- 4.8.2.5 if the Director is removed, but no Member is elected to fill the vacancy, then the Board may, at the next Board meeting, appoint a Member to fill the position, and that person shall hold office for the remainder of the unexpired term of his/her predecessor.

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Section 9. Past President. As Ex-Officio Members of the Board of Directors, each Past President of the association, other than the Immediate Past President, shall be an ex-officio member of the Board of Directors. As an ex-officio member, he/she shall be entitled, if he/she so desires, to attend all meetings of the Board of Directors. He/She shall have privileges of the floor in discussion of any subject being considered by the Board, but he/she may not offer or second motion, or vote on pending questions. Notices of meetings of the Board of Directors, copies of budget and financial reports and minutes of all Board Proceedings shall be mailed to him/her at the same time they are mailed to other members of the Board of Directors.

Article VII - Executive Committee

The Executive Committee shall be composed of the association President, Vice President, Treasurer, and Immediate Past President. The Executive Committee shall meet at the call of the President, and may act for the Board of Directors subject to the Board's review. Three (3) members of the Committee shall constitute a quorum. Questions presented to the Committee shall be determined in accordance with a majority vote.

Article VIII - Executive Director – (deleted) Proposed deletion

Article VIII - Fiscal Year, Dues and Assessments

Section 1. Fiscal Year. The association's fiscal year shall be from January 1 through December 31

Section 2. Dues. Dues for all classes of membership shall be determined by the parent organization **Irrigation Association**. (Amended 11/88)

Section 3. Assessments. There shall be no assessments levied by the association.

Article IX - Committees

Section 1. Executive Committee. The association shall have an Executive Committee in accordance with the provisions of Article VII.

Section 2. Nominating Committee. The association shall have a Directors' Nominating Committee and an Officers' Nominating Committee in accordance with the provisions of Article VI, Section 2 and Article V, Section 2.

Section 3. Finance Committee. A Finance Committee shall consist of the (1) President, (2) Treasurer. (Amended 11/89) The Treasurer shall provide the Finance Committee with an annual budget proposal at least 30 days prior to the annual meeting. The Finance Committee shall then prepare an annual budget. The budget, as approved by the Executive Committee, shall be presented to the Board of Directors for the Board's approval at its meeting immediately following the annual membership meeting. (Amended 11/89)

The budget, upon its adoption, shall control the expenditures of the association's funds. Any expenditure in excess of amounts budgeted, or any contemplated expenditure not budgeted, must have the approval of the Board of Directors before the expenditure is made. The Executive Committee, with the approval of the Board of Directors, shall make investments of any surplus funds of the association and shall dispose of such investments when considered advisable by the Board of Directors.

Section 4. Other Committees. The Board of Directors shall establish such other Committees as it deems necessary to protect and further the interests of the association. Members of such committees shall be appointed by the President, subject to the approval of the Board.

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Article X - Chapters

Section 1. The association shall encourage and recognize the establishment and geographically based chapter of its members to further its goals.

Section 2. Chapters may be certified under such rules and policies as may be adopted by the Board of Directors from time to time.

Section 3. Chapters may be certified under such rules and policies as may be adopted by the Board of Directors from time to time.

Article XII – (deleted) proposed deletion

Article XI - Indemnity

Any person made a party to any legal action by reason of the fact that he, his/her testator, or intestate is or was a director, officer or employee of the association or any corporation which he served at the association's request, shall be compensated by the association for reasonable expenses, including attorney's fees necessarily incurred by him in connection with the action or with any appeal therein, together with any amounts paid by said person in discharge of judgments, awards and damages arising out of such legal action. This/her This right to indemnification does not apply if, in the action taken, the officer, director or employee is adjudged liable for negligence or misconduct in the performance of his/her duty. The right of indemnification established in this/herThis article does not exclude any other rights to which such director, officer or employee may be entitled.

Article XII- Amendments

These bylaws may be amended by the majority vote of the Regular Membership at any meeting of such membership provided that written notice of the proposed amendment is sent with the call for such meeting at least 30 days prior to the date of the meeting. Such a notice shall also be necessary when amendments are proposed at the annual meeting and unanimously approved by those Regular members present. Amendments may also be approved by mail ballot in accordance with Article IV, Section 4.

These bylaws shall be reviewed by the Board of Directors in each evenly numbered year.

Article XIII - Leadership Positions

All persons elected or appointed to positions of leadership in the association must either be members or be employed by firms which are members of the association. "Positions of leadership" are defined as: officers, directors, committee chairs and vice chairs, and other such positions as may be established by the Board of Directors.

Article XIV - Dissolution

The association may be dissolved with the consent of two-thirds of the Regular Members given in writing at a meeting duly constituted to consider the question of dissolution. Any funds remaining in the treasury after all financial obligations of the association have been met shall be returned to the Regular Members in the proportion contributed by any member during the last year of the existence of the association. The balance, if any, shall be distributed to such charitable organizations as may be selected by the Board of Directors.

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We, the undersigned who serve as the Board of Directors, declare his/her information to be accurate and representative of our Chapter's Bylaws.

Signature:	Address: (including postal code)
Print Name:	
Signature:	Address: (including postal code)
Print Name:	
Signature:	Address: (including postal code)
Print Name:	
Signature:	Address: (including postal code)
Print Name:	
Signature:	Address: (including postal code)
Print Name:	
Signature:	Address: (including postal code)
Print Name:	
Signature:	Address: (including postal code)
Print Name:	

WITNESS

Print name:

Address: (including postal code)

Signature:

IA offers membership in a number of categories to fit the full range of needs of irrigation businesses and professionals:

- Corporate members include manufacturers, distributors, dealers, manufacturers' representatives, consultants and contractors.
- Associate members include manufacturers of complementary products, commercial end users, business suppliers, universities, government agencies, and water and energy providers.
- Affiliate members are associations and professional societies that represent and promote irrigation industry interests.
- Individual members include students, technical members and retirees, as well as temporarily unemployed irrigation professionals.

In addition to these membership categories, company and associate members may upgrade to premium membership to receive special benefits and recognition.

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Edit Notes:

Prepared By: Tom Bourassa

Approved by the Board of Directors on Thursday December 15, 2005

Circulated to the General Membership at the Chapter's AGM on February 15, 2006

Updated: June 28, 2006 for Society Registration – Alberta Government Services Updated: October 18, 2006 for Society Registration –

Alberta Government Services Updated: December 12, 2006 for Society Registration – Alberta Government Services

Approved by the Board of Directors on Wednesday December 13, 2006

Prepared By: Irina King

Updated: Company Name on the document, cosmetic changes to reflect a more gender neutral address, company fiscal year end dates changed to Jan 1 – Dec 31,

Approved by the Board of Directors on Thursday December 13, 2018

Circulated to the General Membership at the Chapter's AGM on January 30, 2019

**Alberta Government Services Updated: December 12, 2006 for Society Registration – Alberta Government Services

Robert Preston

Updated: Renumbered articles, spelling, membership changes, AGM date, digital voting, nomination changes Jan 10 2023 Needs approval by Board of Directors

need a vote at AGM 2024