

# **INDEPENDENT TURF AND ORNAMENTAL DISTRIBUTORS ASSOCIATION**

## **Bylaws**

### **LISTING OF CONTENTS**

#### Article I – Name and Purpose

- Section 1. Name
- Section 2. Purpose

#### Article II – Membership

- Section 1. Classes of Membership
- Section 2. Active Members
- Section 3. Associate Members
- Section 4. Affiliate Members
- Section 5. Honorary Members
- Section 6. Other Classes
- Section 7. Membership Application
- Section 8. Termination of Membership
- Section 9. Membership Transfer and Continuation
- Section 10. Voting Rights and Benefits

#### Article III – Board of Directors

- Section 1. Scope of Authority
- Section 2. Staff Appointment
- Section 3. Composition of the Board
- Section 4. Term of Office
- Section 5. Eligibility for Board Service
- Section 6. Meetings of the Board
- Section 7. Quorum and Voting
- Section 8. Vacancies
- Section 9. Resignation and Removal
- Section 10. Compensation

#### Article IV – Officers

- Section 1. Officers
- Section 2. Eligibility
- Section 3. Term of Office
- Section 4. Vacancies in Office
- Section 5. Powers and Duties of Officers
- Section 6. Compensation

#### Article V – Executive Committee

- Section 1. Responsibility
- Section 2. Members
- Section 3. Meetings
- Section 4. Quorum and Voting

#### Article VI – Committees

- Section 1. Standing Committees
- Section 2. Special Committees
- Section 3. Appointment and Accountability

#### Article VII - Meetings

- Section 1. Annual Meeting
- Section 2. Special meetings
- Section 3. Written Notice of Meetings
- Section 4. Quorum and Voting
- Section 5. Alternative Voting Methods
- Section 5. Rules of Order

Article VIII – Elections and Voting

Section 1. Nominating Committee Responsibility

Section 2. Election

Section 3. Voting Eligibility

Section 4. Required Vote

Section 5. Election of Officers

Article IX – Dues and Fiscal Policies

Section 1. Fiscal Year

Section 2. Dues

Section 3. Assessments

Section 4. Payment of Dues

Section 5. Refunds

Article X – Assets

Section 1. Use of Funds

Section 2. Dissolution

Section 3. Distribution of Assets

Article XI – Indemnification

Section 1. Indemnification

Article XII – Interpretation and Amendment

Section 1. Interpretation

Section 2. Amendment of Bylaws

## ARTICLE I – NAME AND PURPOSE

### Section 1. Name

The name of the organization shall be the Independent Turf and Ornamental Distributors Association, with the acronym ITODA (hereinafter sometimes referred to as the "Association").

### Section 2. Purpose

The mission of the organization shall be to improve the viability – through education and training - of those independently-owned businesses engaged in the business of servicing and marketing products to the turf and ornamental landscaping industries.

## ARTICLE II – MEMBERSHIP

### Section 1. Classes of Membership

The Association shall include the following classes of membership: Active members; Associate members; Affiliate members; and Honorary members.

### Section 2. Active Members

Active members shall be those businesses engaged in the business of servicing and selling turf products, and who meet the following criteria:

- a) have been in the trade for three years, or in business one year;
- b) have at least two (2) full-time employees;
- c) have the majority of sales and services performed for outside accounts, rather than in-house sales;
- d) have a minimum annual sales volume of \$300,000
- e) maintain a direct distributor relationship with at least three (3) major manufacturers (a manufacturer is defined for these purposes as a company holding proprietary rights to a given product(s) and who is committed to the sales and distribution of that (those) product(s) on a national basis); and
- f) agree to be bound by, and comply with, provisions of the Association's Code of Business Practice, and the bylaws and governing policies of the Association.

### Section 3. Associate Members

Associate members shall be those businesses regularly engaged in the manufacturer or production of fertilizers, chemicals, seeds, equipment, accessories, and/or related supplies and services for the professional turf and/or ornamental horticulture market, and who meet the following criteria:

- a) Are currently selling their product through the Association's members or through distributors who would meet the Association's requirements for membership;
- b) Have been in business at least three years; and
- c) Agree to be bound by, and comply with, provisions of the Association's Code of Business Practice, and the bylaws and governing policies of the Association.

### Section 4. Affiliate Members

Affiliate members shall be trade associations, academic institutions, and other non-profit entities who have an interest in the manufacture and distribution of products and services to the turf and landscape industries, and who support the educational mission of ITODA.

**Section 5. Honorary Members**

Honorary members shall be individuals who, because of service to the Association as past presidents or for other reasons determined by the Board of Directors, are selected by the Board of Directors to be awarded status as honorary members of the Association. Honorary members pay no membership dues and have no voting privileges.

**Section 6. Other Classes**

Additional classes of membership may be established by the Board of Directors at any time.

**Section 7. Membership Application**

Applicants for membership shall provide information that establishes eligibility for membership, and shall include payment of the appropriate dues. Approval of membership applications shall be the responsibility of the Board of Directors, who shall also establish procedures for applications to be reviewed and processed. The membership shall be notified periodically of all new memberships accepted.

**Section 8. Termination of Membership**

- a. A member may terminate membership at any time by written notice to the Association, with such termination being effective upon receipt. Prepaid dues will not be refunded.
- b. Should any Active or Associate member cease to be actively engaged in the business described in Article II, Section 2 or Section 3 of these bylaws, said membership shall be automatically terminated and prepaid dues will not be refunded.
- c. Any membership proposed for cancellation for any other reason, including violation of the bylaws, governing policies, or the Code of Business Practice, is given an advance written notice including the reason for the proposed cancellation, the opportunity to contest the proposed cancellation in writing or in person before the Board of Directors, a final written notice of the Board's decision, and the opportunity to appeal an adverse decision by the Board to an arbitration panel of three persons appointed by the Board. The decision of that panel is final and may not be challenged in any other forum.
- d. Any membership may be cancelled for non-payment of dues, after ample billing and warning by the Association in accordance with the procedures adopted by the Board of Directors.

**Section 9. Membership Transfer and Continuation**

- a. No membership can be transferred to another business.
- b. If a member changes its name without any change in controlling ownership interest, it shall notify the Association within sixty (60) days of the official name change.
- c. If the controlling ownership in an active member firm is sold or transferred in any manner, the member shall notify the Association within sixty (60) days of such event. Unless a request for continuation of membership is made within that time the membership shall automatically terminate. Continuation of the membership may be approved by the Board of Directors without further payment of dues required for the current membership year.

**Section 10. Voting Rights and Benefits**

Each Active Member company and each Associate Member company, as defined in this Article, shall have one vote regarding the business of the Association. Affiliate Members and Honorary Members shall have no voting rights.

The Board of Directors shall determine benefits for members.

## ARTICLE III – BOARD OF DIRECTORS

### Section 1. Scope of Authority

- a. The business affairs of the organization shall be managed by a Board of Directors, including but not limited to all matters affecting the Association. The Board of Directors develops and directs the policies and programs of the Association and is ultimately responsible for their implementation.
- b. The Board of Directors shall be elected by the voting membership of the Association.
- c. The Board of Directors shall have the power to act for, and on behalf of, the Association.
- d. The Board of Directors shall elect the officers of the Association.

### Section 2. Staff Appointment

The Board of Directors may engage an individual employee or contracted agent to serve as the chief staff executive to manage the activities and programs of the Association, and to implement the policies of the Association. This position shall have exclusive authority over any other employed staff or individuals under contract to the Association.

### Section 3. Composition of the Board

- a. The Board of Directors shall consist of no less than five (5) and no more than seven (7) members. The Board will include at a minimum three officers, one representative elected by the Associate Members, and the immediate past president. The Board can decide whether to have candidates nominated to fill the other two positions in any year that the positions would be open for election, and candidates may be representatives of either Active or Associate members.
- b. As noted in Article III, the Active membership of the Association elects the members of the Board of Directors from an election slate presented each year, except for the immediate past president, which is not an elected position. The representative of the Associate Members shall be elected by the Associate members, voting as a collective body on that representation.

### Section 4. Term of Office

- a. Each member of the Board of Directors shall serve a term of two (2) years unless elected to an officer position as described in these bylaws. Each member of the Board is entitled to serve additional two-year terms, but may not serve more than three (3) consecutive two-year terms on the Board of Directors, after which that member is ineligible to serve as an elected member of the Board for a period of one (1) year. However, such person may be elected as an officer of the Board.
- b. The term of office for Board members shall commence January 1 of the year following election, and continue until the designated term expires or until a successor is named. Where possible, term expirations shall be staggered so that not all Board positions have terms ending in the same year.

### Section 5. Eligibility for Board Service

Only individuals who are affiliated with a member whose membership is in good standing shall be eligible for nomination to the Board of Directors. Should a member of the Board no longer be affiliated with a member, or should that member's dues have lapsed, that individual can continue in the position on the Board only if subsequently affiliated with another member, or if the lapsed membership dues are promptly paid.

### Section 6. Meetings of the Board

- a. Meetings of the Board of Directors are called by the President and two meetings must occur during each calendar year, either in person or by telephone conference call. Notice of the meeting of the Board, specifying the business to be conducted, shall be provided to Board members in advance of the meeting. Special meetings of the Board of Directors may be called by the President, or by a member of the Board provided written notice of said request is submitted to the President and agreed to

by at least one half (1/2) of the Board of Directors. Written notice of every special meeting of the Board of Directors shall be given to each Director at least ten (10) days prior to the day named for the special meeting.

- b. In lieu of a physical meeting of the Board of Directors, business may be conducted via telephone conference call and actions taken at that meeting, provided a quorum is present, are valid as business conducted in an official meeting of the Board. In addition, any action which may be taken at a meeting of the Board of Directors may be taken through alternative voting procedures provided a quorum participates in the alternative voting process.

#### Section 7. Quorum and Voting

- a. The presence of a majority of current members of the Board of Directors constitutes a quorum to transact business, except as otherwise provided in these Bylaws.
- b. Any action that may be taken at a meeting of the Board of Directors may be taken through alternative voting procedures provided a quorum participates in the alternative voting process.
- c. The vote of a majority of the members of the Board of Directors present at a meeting or on through an alternative voting procedure, at which a quorum is confirmed, shall be the action of the Board.
- d. Proxy voting is not permitted for actions taken by the Board of Directors.
- e. Upon request of any two Directors, secret ballots will be used in voting.

#### Section 8. Vacancies

Vacancies on the Board of Directors between elections may be filled by a majority vote of the remaining members of the Board at a meeting called by the President or by an alternative voting process as provided for in Article III, Section 6. Each person so elected shall be a Director for the unexpired term of the predecessor or until a successor is elected by the membership in accordance with these bylaws, or at any special meeting duly called for such purpose.

#### Section 9. Resignation and Removal.

- a. A Director may terminate directorship at any time by written notice to the Association president, with such termination being effective upon receipt.
- b. If a Director fails to perform the duties of the office entrusted to him/her, or fails to adhere to the Association's Code of Business Practice, he or she may be removed from the Director position by a two-thirds (2/3) vote of the Board of Directors. Notice to a Director whose removal is to be considered shall be provided at least thirty (30) days before said meeting, at which the Director shall have the opportunity to be heard.
- c. The Director may appeal the decision of the Board of Directors regarding termination within thirty (30) days of such action by requesting a special meeting of the Board specifically called to allow the member to present a case for appeal.

#### Section 10. Compensation

Members of the Board of Directors do not receive compensation for their services, but may be reimbursed for reasonable expenses incurred in connection with Association business according to policies and procedures established by the Board of Directors.

## **ARTICLE IV – OFFICERS**

#### Section 1. Officers

- a. The officers of the Association, elected by the Board of Directors, shall be the
- b. President, Vice President, and Secretary-Treasurer.
- c. No person may hold more than one (1) office at a time.
- d. No member shall have more than one representative of that company holding an officer position at any time.

### Section 2. Eligibility

- a. Only individuals affiliated with an Active member are eligible to be nominated for the President or Vice President positions on the Board of Directors.
- b. The Secretary-Treasurer position may be filled by an individual affiliated with an Associate member.
- c. Candidates for officer positions must have served one (1) year on the Board of Directors, but are not required to be serving on the Board at the time of their election to office. The Board of Directors may vote to waive this requirement if circumstances warrant and the Board takes formal action as outlined in Article III, Section 8.

### Section 3. Term of Office

The term of office for all officers shall be one (1) year and shall commence January 1 of the year immediately following election and continue until the term expires or until a successor is named. An individual may serve an additional one-year term in the same office if so elected. It is not incumbent upon the membership or the Board of Directors to follow any sequence of advancement in filling any officer position.

### Section 4. Vacancies in Office

Except as otherwise provided herein, vacancies in an office may be filled by a majority vote of the Board of Directors in a meeting at which a quorum is present, or by an alternative voting process as provided for in Article III, Section 6, provided a quorum of Directors participate in the voting process. Officers so elected shall serve the remaining term of that vacancy.

### Section 5. Powers and Duties of Officers

- a. The President shall be the Chief Elected Officer of the Association and shall preside at all Association meetings; shall perform all duties as are provided for in the Bylaws; and shall implement the policies of the Board of Directors and such other duties as usually are incidental to this office.
- b. The Vice-President shall, during the absence or disability of the President, exercise all the powers and discharge all the duties of the President until the President shall return or a successor be chosen.
- c. The Secretary/Treasurer or authorized representative shall attend all meetings of the membership, Board of Directors, and Executive Committee and shall record the minutes and votes of those meetings as official records of the Association. The Secretary/Treasurer or authorized representative shall maintain membership records, including dues payments, as well as other financial records of the Association, and shall be responsible for the financial affairs of the Association in accordance with the policies of the Board of Directors.
- d. All officers are subject to such further duties and responsibilities as designated by the Board of Directors or the President.

### Section 6. Compensation

The President, President-Elect, and Secretary/Treasurer shall serve without pay. Said officers shall be reimbursed for their reasonable expenses incurred in connection with Association business according to policies and procedures established by the Board of Directors.

## **ARTICLE V – EXECUTIVE COMMITTEE**

### Section 1. Responsibility

The Executive Committee may act in place and instead of the Board of Directors between meetings of the Board on all matters except those specifically reserved to the Board of Directors. Actions by the Executive Committee shall be reported to the Board of Directors

for ratification by an alternative voting procedure as provided for in Article III, or at the next meeting of the Board.

Section 2. Members

The Executive Committee shall consist of the President, Vice President, Secretary-Treasurer, and Immediate Past President.

Section 3. Meetings

The Executive Committee shall meet between meetings of the Board of Directors at the discretion of the President, and in lieu of a physical meeting, may meet for official action via a telephone conference call.

Section 4. Quorum and Voting

At least three members of the Executive Committee must be present at a meeting or on a conference call to conduct business, and a simple majority vote of those present is sufficient to be considered the action of the Executive Committee.

**VI – COMMITTEES**

Section 1. Standing Committees

Standing Committees of the Association shall be Nominating and Professional Development.

Section 2. Special Committees

Special Committees and Task Forces may be appointed by the president as needed.

Section 3. Appointment and Accountability

- a. The president shall appoint the chair of the Nominating Committee, one additional Director, and a third individual from the Board or from a member company. The Nominating Committee shall be a standing committee, with responsibility to develop a slate of candidates for election to the Board and for election as officers. Policies and procedures for nominations and elections, as approved by the Board of Directors, will guide the Nominating Committee members in carrying out their responsibilities.
- b. The Vice President shall chair the Professional Development Committee. The Professional Development Committee plans the program content of meetings held during the year.
- c. The president shall appoint the chair of any other Special Committees and Task Forces.
- d. All Committees shall report to the President and the Board of Directors.

**ARTICLE VII – MEETINGS**

Section 1. Annual Meeting

There shall be an annual meeting of the Association membership held at such location as the Board of Directors may select, at a time fixed by the Board of Directors.

Section 2. Special Meetings

Special meetings of the Association may be held upon the call of the President, upon the written request of a majority of the Directors, or upon the written request of at least ten percent (10%) of the members.

Section 3. Written Notice of Meetings

Special meetings shall require thirty (30) days' notice stating the purpose of the meeting. Annual meetings shall also require thirty (30) days' notice.



Section 4. Quorum and Voting

- a. A simple majority of total voting members represented at a meeting of the Association membership shall constitute a quorum for the transaction of business.
- b. Only members in good standing shall have voting rights, with each Active and Associate member company entitled to one vote regarding the business of the Association.
- c. A majority vote of those members present shall be required for any action to be approved, except that when voting for substitution, alteration, amendment, or repeal of any action of the Board of Directors, an affirmative two-thirds (2/3) vote shall be required.
- d. The Board of Directors shall have the power to call for voting by alternative means from members of the Association. A simple majority of the total membership must participate for such voting to be considered valid, and a majority vote of those participating is required to be considered as membership action, except in the instance noted above in Article VII, Section 4.b.

Section 5. Alternative Voting Methods. Any action that may be taken at a meeting of the membership may be taken without a meeting by an alternative method of notification and voting, provided a minimum of thirty (30) days is allowed for the return of vote responses, and provided further that at least a quorum of the membership as noted above participate by returning vote responses, except as noted above in this Article, Section 4.c.

Section 6. Rules of Order

Robert's Rules of Order shall govern all meetings.

## **ARTICLE VIII – ELECTIONS AND VOTING**

Section 1. Nominating Committee Responsibility

The Nominating Committee, as defined in Article VI, Section 3, shall prepare a slate of candidates for positions on the Board of Directors, and for officer positions, following the guidelines developed by the Board of Directors.

Section 2. Election

- a. Election of Board members shall be conducted by electronic mail among voting members of the Association, or by any other alternative electronic voting process. A quorum of members voting shall be required, as defined in Article VII, section 5. In the case of an election not held at a physical meeting of the members, nominations for positions will be solicited from the membership and a deadline for submission of nominations will be established and communicated by the Nominating Committee.
- b. Election of members of the Board of Directors and officers may also be conducted at the annual membership meeting at the discretion of the Board. Nominations will be accepted from the floor, with the nominee's consent.

Section 3. Voting Eligibility

Only members who have paid dues for the current membership year and are in good standing shall be entitled to vote. Each Active and Associate member company shall have one vote. Representation for voting purposes shall be limited to one designated individual for each company, who shall cast one vote.

Section 4. Required Vote

Provided that a quorum of members participates in the voting process by alternative methods or is present at the annual Meeting, a simple majority of the members voting shall be required to elect a member of the Board of Directors if a single slate is offered. In the case of a slate of multiple candidates for open positions, votes will be tallied and those with the highest number of votes will be considered elected to the positions that are open.

Section 5. Election of Officers

Election of officers shall be conducted at a meeting of the Board of Directors at which a quorum is present, or through a confidential alternative voting process as provided for in Article III, Section 7, provided a quorum of Directors participates in the voting process. A majority vote is required to elect.

**ARTICLE IX – DUES AND FISCAL POLICIES**Section 1. Fiscal Year

The fiscal year of the Association shall be the calendar year, which shall also be the membership year.

Section 2. Dues

The Board of Directors shall set membership dues for each year, with any changes requiring at least 30 days notice in writing to the general membership body prior to the beginning of the dues year.

Section 3. Assessments

Assessments may be made for due cause, if passed by a vote of two-thirds (2/3) of the Board of Directors.

Section 4. Payment of Dues

- a. The Board of Directors shall set procedures for the payment of dues.
- b. Any amount due the Association becomes delinquent sixty (60) days after the start of the membership year. If a member is delinquent on March 1, membership shall be automatically terminated unless otherwise allowed by the Board of Directors.

Section 5. Refunds

No dues or assessments shall be refunded.

**ARTICLE X – ASSETS**Section 1. Use of Funds

The Association shall use its funds only to accomplish the purposes specified in these Bylaws, and no part of said funds shall accrue, or be distributed to the members, directors, officers, staff, or any other authorized agent of the Association.

Section 2. Dissolution

The Board of Directors may recommend to the membership the dissolution of the Association if the purpose can no longer be sustained. Such a recommendation requires a unanimous vote of the Board of Directors. Notice must be submitted to the membership at least ninety (90) days in advance of the meeting called for the purpose of approving the recommendation to dissolve the Association and a vote of two-thirds (2/3) of the membership is required for dissolution.

Section 3. Distribution of Assets

In the event of action to dissolve the Association, any assets of the Association will be transferred in whole to one or more non-profit organizations or foundations that meet requirements as a 501(c)(3) or a 501(c)(6) organization as defined in the Internal Revenue Code, to be selected by the Board of Directors.

**ARTICLE XI -- INDEMNIFICATION**Section 1. Indemnification

The Directors, officers, staff, and other authorized agents of the Association are indemnified by the Association against claims for liability arising in connection with their positions in the Association or activities on behalf of the Association, in accordance with the laws of the state in which the Association is incorporated on such matters.

**ARTICLE XII – INTERPRETATION AND AMENDMENT**Section 1. Interpretation

The vote of two-thirds (2/3) of the members of the Board of Directors shall interpret the meaning and intent of these Bylaws. When warranted, the Board of Directors by majority vote may request a written opinion from legal counsel on the proper interpretation thereof.

Section 2. Amendment of Bylaws

- a. Amendments to these Bylaws must first be approved by the Board of Directors.
- b. Following Board approval, the amendments must be approved by the Association membership:
  - a. At any annual or special meeting by a two-thirds (2/3) vote of those in attendance, or,
  - b. By a two-thirds (2/3) vote of those returning a mailed or electronic ballot in accordance with Article VII, Section 4.
- c. Notice of proposed amendments to the Bylaws must be given to the voting membership not less than thirty (30) days prior to the meeting at which such amendments will be considered or date when mail or electronic balloting is closed.