

# **BYLAWS OF THE MIDWEST REGIONAL TURF FOUNDATION, INC. Revised September 12, 1996**

## **ARTICLE I**

### **Membership Meetings**

Section 1. The annual meeting of the members of the Midwest Regional Turf Foundation, Inc. for the transaction of business as may properly come before it shall be held during the period of the annual Midwest Regional Turf Conference; the exact time to be fixed by the Executive Director and notice thereof to be given to all members.

Special meetings of the members may be called at any time by the President or by a majority of the members of the Board of Directors, or upon written request of not less than one/tenth (1/10th) of the members entitled to vote.

Section 2. Notice of meetings of the members shall be mailed to the members entitled to vote at their respective last known addresses not less than ten (10) days before any regular or special meeting.

Section 3. No member shall be entitled to vote whose dues remain unpaid and delinquent for a period of three (3) months after the deadline of June 1.

Section 4. A quorum at any meeting of the members shall consist of ten (10) or more members, but a lesser number may meet and adjourn from time to time until a quorum is secured.

## **ARTICLE II**

### **Board of Directors Membership and Power**

Section 1. The business, property, and affairs of this corporation shall be managed by a Board of Directors of fourteen (14) persons, who shall be members of the corporation and by an Executive Director, Associate Director and a Treasurer. Six (6) members of the Board shall represent professional turfgrass managers associations in Indiana. The Hoosier Turfgrass Association, Indiana State Lawn Care Association, Indiana Golf Course Superintendents Association, Tri-State Golf Course Superintendents Association, Kentuckiana Golf Course Superintendents Association, and the Michiana Golf Course Superintendents Association shall each be represented by one (1) director on the Board of Directors. A director must be a member of the organization he or she represents at all time during the term of office. Each organization shall nominate a representative to serve a four (4) year term as a Board member. Each person nominated from one of the above named organizations to serve on the Midwest Regional Turf Foundation Board of Directors is subject to the approval of the incumbent Board of Directors.

Seven (7) Board members shall be elected by the entire membership to serve a four (4) year term as a Board member. A ballot shall be prepared by the Nominating Committee and mailed to all members entitled to vote one (1) to three (3) months prior to the annual Midwest Regional Turf

Conference. The results of the election shall be announced at the annual Midwest Regional Turf Conference. These seven (7) Board members shall be comprised of three (3) individuals employed in the distribution or sales of turf related equipment, chemicals, fertilizer or irrigation equipment (Affiliates), two (2) individuals employed in the landscape maintenance and/or lawn care industries (Landscape/Lawn Care), one (1) individual employed in some facet of turf management such as athletic field, parks grounds, campus, sod, or cemetery maintenance that is not represented by either of the above categories (General Turf), one (1) individual at large. The initiation of the term of office of the Board members shall be staggered so that three (3) or four (4) members are nominated or elected to the Board each year according to the schedule listed below:

**Class I**

Indiana Golf Course Superintendents Association  
Affiliate

Tri-State Golf Course Superintendents Association

**Class II**

At-Large

Hoosier Turfgrass Association

Landscape/Lawn Care

General Turf

**Class III**

Kentuckiana Golf Course Superintendents Association

Landscape/Lawn Care

Michiana Golf Course Superintendents Association

**Class IV**

Indiana State Lawn Care Association

Affiliate

Affiliate

Directors from Class I shall be elected or nominated in 1992, Class II in 1993, Class III in 1994, and Class IV in 1995, and every four years thereafter.

No duly elected board member shall be eligible for election to the Board for more than two (2) consecutive terms.

The remaining one (1) Board member shall be elected annually by the incumbent Board of Directors at the first Board meeting after the annual membership meeting. The term of office for this discretionary Board seat will be one (1) year with a maximum of two consecutive years that an individual could occupy the discretionary Board seat.

Section 2. Nominations for directors may be made by the nominating committee, or in written form to the nominating committee four (4) to six (6) months prior to the Midwest Regional Turf Conference.

Section 3. The Board of Directors shall fill all vacancies that may occur, in the Board of the Foundation, and the persons so chosen shall serve the remainder of the unexpired term. The

Board of Directors shall add or delete individual organization seats or elected seats as required to maintain a fourteen (14) member Board of Directors.

Section 4. The Board of Directors can remove an incumbent Board member for failure to discharge responsibilities properly or for conduct unbecoming the Foundation.

Section 5. The Directors shall have charge of the business and prudential affairs of the Foundation, and shall have authority to fix the compensation and terms of employment of any and all employees, and shall have authority to make, prescribe and enforce all needful rules and regulations for the conduct of the business of the Foundation.

Section 6. The President, President-elect, Vice President, Past President, Executive Director, and Associate Director shall constitute the Executive Committee. The President of the Board shall act as Chairman of the Committee.

The Executive Committee shall have power, at any time between regular meetings of the Board, to act for the Board in all matters wherein immediate decisions and actions are deemed necessary and expedient for the welfare of the Foundation. All such actions of the Executive Committee shall be reported to the Board at its next regular or special meeting and shall be entered into the minutes of such meeting of the Board of Directors.

The President shall appoint such other committees from time to time as necessary.

### ARTICLE III

#### Directors' Meeting

Section 1. A quorum of the Board of Directors shall consist of a majority thereof, except for filling vacancies, which shall require a majority of the existing directors for a quorum.

The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 2. Regular meetings of the Board of Directors shall be held in conjunction with the annual meeting, the Field Day, and at additional times during the year, to be established at the annual meeting.

Section 3. Special meetings of the Board of Directors may be held at any time and place upon call of the President, or upon written request of three (3) or more directors.

Section 4. Notice of all regular meetings of the Board of Directors shall be given by mail at least ten (10) days in advance thereof.

### ARTICLE IV

#### Officers and Administrators

Section 1. The officers of the Foundation shall be elected from the Board of Directors and consist of a President, a President-elect, and a Vice President.

Section 2. The administrative duties of the Midwest Regional Turf Foundation will be performed by the Executive Director, Associate Director, and Treasurer. The Executive Director shall be a faculty member in the Department of Agronomy and head of the Turf Program at Purdue University. The Associate Director shall be a faculty or staff member at Purdue University and be closely affiliated with the Turf Program. The Associate Director shall be recommended to the Board of Directors by the Executive Director, and shall be appointed annually by the Board of Directors with no limitation on the term of office. The Treasurer must be a member of the Midwest Regional Turf Foundation and shall be appointed annually by the Board of Directors with no limitation on the term of office. Neither the Executive Director, Associate Director, or Treasurer shall have voting rights in matters pertaining to the Board of Directors.

Section 3. The office of President shall be assumed by the President-elect at the annual meeting. The offices of President-elect and Vice-President shall be elected by the Board of Directors one (1) to three (3) months prior to the annual Midwest Regional Turf Conference. The officers so elected shall serve for a term of one (1) year and until their successors are elected and qualified.

Section 4. The President of the Foundation shall preside at all meetings and perform generally the duties customarily required of such officer.

Section 5. The President-elect of the Foundation shall fulfill the duties and responsibilities in the absence and at the request of the President.

Section 6. The Vice President shall assist the President and President-elect with the operation of the Foundation.

Section 7. The Executive Director shall be authorized to perform administrative functions in the interests of the Foundation or as directed by the Executive Committee of the Midwest Regional Turf Foundation. In addition, the Executive Director shall have charge of the seal and corporate books and records of the Foundation, and shall issue notices of meetings and with the President shall perform such other duties as are incident to the office.

Section 8. The Associate Director shall be authorized to perform administrative functions in the interests of the Foundation in conjunction with the Executive Director or as directed by the Executive Committee of the Midwest Regional Turf Foundation.

Section 9. The Treasurer shall have custody of such money and securities of the Foundation as shall not be deposited with the Controller of Purdue University by agreement, and shall keep regular books of account of the Foundation funds and property. The Treasurer shall perform all duties usually incident to such office, or which may be delegated by the Board of Directors.

Section 10. Any officer or administrator of the Foundation may, at the discretion of the Board of Directors, be required to give bond for the faithful performance of the duties of the office, in such amount and with such sureties as said Board may approve.

Section 11. In case of absence or disability of any officer or administrator, the Board of Directors may delegate, for the time being, the powers and duties of such officer to any other person qualified to perform the same.

## ARTICLE V

### Membership

Section 1. Any person or organization may become a member who shall subscribe to the objects and purposes of the Foundation, and who shall be duly elected a member thereof by the Board of Directors, upon payment of the annual dues, as provided by the Board of Directors.

## ARTICLE VI

### Gifts and Donations

Section 1. All gifts or endowment moneys for the Foundation shall be accepted, subject to the approval or confirmation of the Board of Directors or the Head of the Department of Agronomy.

Section 2. No gift or donation shall, in any event, be accepted which shall or may require the payment of any annuity or other charge from the funds or resources of the Foundation, except from the income or principal of such gift or donation itself.

All other contributions or gifts, shall be payable to the Department of Agronomy of Purdue University under a memorandum of understanding between Purdue University and the Midwest Regional Turf Foundation, Inc. All funds shall be deposited with the Controller of Purdue University under the provisions of said agreement, and the Controller shall keep a record of receipts and disbursements which shall be available for inspection or audit at any time.

## ARTICLE VII

### Amendments

Section 1. These bylaws may be amended, revised or repealed at any regular or special meeting of the Board of Directors, providing notice of such proposed amendment, repeal or change shall have been given in the call of such meeting.