

**BYLAWS
OF
INTERNATIONAL ASSOCIATION OF GEOSYNTHETICS INSTALLERS**

1.00 Name and Registered Office

1.01 The official name of the association shall be the International Association of Geosynthetics Installers, herein referred to as IAGI.

1.02 The registered office of the IAGI shall be that set forth in the Articles of Incorporation or in the most recent amendment of the Articles of Incorporation or statement of the board of directors filed with the Secretary of the State of Minnesota changing the registered office in the manner prescribed by law.

2.00 Mission

2.01 IAGI is an international association of organizations involved in geosynthetic construction. The mission of IAGI is to advance the geosynthetic installation and construction technologies by developing and promoting: standard technical specifications; approved construction methodologies; certification of expertise; research of new technologies; and professional conduct guidelines.

The association will succeed in its mission through the utilization of the extensive experience and knowledge of its members; through its close relationship with other professional organizations; through its educational and promotional programs; and through research.

3.00 Membership

3.01 *Membership Categories*

3.01.01 The IAGI shall consist of three (3) categories of members: Installer members, Associate members and Affiliate members.

3.01.02 Installer Members - Any organization engaged in the installation of geosynthetics is eligible to become a Installer member of IAGI.

3.01.03 Associate Members - Any organization not engaged in the installation of geosynthetics but who is otherwise associated with the industry (e.g. resin supplier, extruder, equipment supplier, consultant) is eligible to become an Associate member of IAGI.

3.01.04 Affiliate Members - Any organization not engaged in the installation of geosynthetics but interested or otherwise allied with the geosynthetics installation industry is eligible to become an Affiliate member of IAGI. This non-voting category (see section 3.03) provides informational access to IAGI's activities.

3.02 *Membership Representative*

3.02.01 Each IAGI member shall designate a representative who shall represent the member in official association business.

3.03 *Voting and Other Membership Benefits*

3.03.01 The designated representative from a member in the Installer and Associate categories shall be eligible for one vote on association business (e.g. the election of officers and directors for the IAGI board of directors and amendments to the *IAGI Bylaws*).

3.03.02 Each voting member may appoint any other member to act as the member's proxy in voting on association business. Notice of the authority to act as proxy must be given in writing or by phone to the managing director.

3.03.03 Other benefits for each membership category are determined by the board of directors unless otherwise specified in the *IAGI Bylaws*.

3.04 *Membership Application Procedure*

- 3.04.01 All applications for membership shall be submitted in writing to the managing director on forms furnished by IAGI. The application must be accompanied by the annual membership dues prorated on a monthly basis, thereafter renewable at the full annual rate on Jan. 1 of each year.
- 3.04.02 The IAGI, through the action of the board of directors, retains the right to reject a member application if the applicant does not meet the eligibility requirements of the requested membership category. If the application is denied, the applicant shall be notified of the reason(s) and be given an opportunity to respond and to appeal for reconsideration of the board's decision.
- 3.05 *Annual Dues*
- 3.05.01 Membership dues are annual, with renewal either January 1 or July 1, payable no later than fifteen (15) days after the expiration date. The annual dues for each membership category shall be determined by the board of directors.
- 3.06 *Voluntary Resignation*
- 3.06.01 Any member may resign at any time by written notice to the managing director. Such resignation shall take effect on the date specified in the notice.
- 3.06.02 Failure to pay the annual membership dues shall be considered a voluntary resignation by the member.
- 3.07 *Suspension and Dismissal*
- 3.07.01 Any membership may be suspended or terminated for cause by a two-thirds (2/3) vote of the board of directors at their next meeting, provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least twenty (20) days before final action is taken. This statement shall be accompanied by a notice of the time and place of the meeting of the board of directors at which the charges shall be considered. The member shall have the opportunity to write or appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon. Sufficient cause for such suspension or termination of membership shall be violation of the *IAGI Bylaws*, or any lawful rule of practice duly adopted by the IAGI, or any conduct prejudicial or harmful to the interest of the IAGI or the industry.

4.00 Board of Directors

- 4.01 The governance, management and control of the IAGI and its affairs shall be vested in a board of directors.
- 4.02 *Composition and Terms of Office*
- 4.02.01 The board of directors shall consist of ten (10) persons: president, 1st vice president, 2nd vice president, treasurer, four (4) directors, immediate past president (ex-officio) and the managing director (ex-officio). Only Installer and Associate members are eligible to serve on the IAGI board of directors. The board shall maintain a simple majority of installers with installer being defined as a company that receives income from installation (which may include manufacturers.) Board members may serve a maximum of three (3) terms on the Board of Directors.
- 4.02.02 All directors and officers, except the immediate past president and the managing director, shall be elected by the membership through a mail ballot or vote at the annual business meeting for 2-year terms. Starting in year 2005, staggered board terms will be initiated. Thereafter, in even years four (4) board seats shall be elected by the membership through a mail ballot or vote at the annual business meeting for 2-year terms. In odd numbered years, four (4) board seats shall be elected by the membership through a mail ballot or vote at the annual business meeting for 2-year terms. Election for officers will be conducted in the odd numbered years and terms begin January 1 of the even numbered year. Officers are eligible to serve no more than two (2) consecutive terms in that office.
- 4.02.03 Any vacancy occurring on the board of directors for longer than ninety (90) days may be filled by a vote of the remaining directors and officers on the board of directors at their next

meeting. A director or officer elected by the board of directors to fill a vacancy shall hold the position until the term of the vacant position expires.

4.03 *Officers*

4.03.01 The officers of the IAGI shall be the president, the 1st vice president, the 2nd vice president, the treasurer, and the managing director. The officers will serve two (2) year terms with a maximum of two (2) consecutive terms in a single office.

4.03.02 The president shall be the principal elected officer of the IAGI and shall preside at general business meetings of the IAGI and the board of directors. The president shall have the power of appointing special board committees and shall be a member, ex-officio, of all standing and special committees. The president must be from the installer membership category.

4.03.03 The 1st vice president shall serve as the second highest principal officer of the IAGI. The 1st vice president may delegate functions to a staff executive assigned by the managing director. In the event of the president's disability, death or absence, the 1st vice president shall temporarily assume the duties of the president.

4.03.04 The 2nd vice president shall serve as the third highest principal officer of IAGI and shall temporarily assume the duties of the president in the event of the president's disability, death or absence, if the 1st vice president is unable to perform these functions.

4.03.05 The treasurer shall serve as the fourth highest principal officer of IAGI and shall make a report of the financial condition of the IAGI when called upon by the president.

4.03.06 The managing director shall be appointed by the professional administrator hired by IAGI to manage its affairs. The managing director shall serve ex officio as corporate secretary for IAGI.

4.04 *Meetings*

4.04.01 There shall be at least one regular meeting of the board of directors during a calendar year to be held at such time and place as may be determined by the board.

4.04.02 Special meetings of the board of directors, including by telephone or video, may be called by the president or upon written request to the managing director by two members of the board of directors, provided at least seven (7) days notice is given.

4.05 *Voting and Conducting Business*

4.05.01 Business at board of Directors meetings shall be conducted according to the latest version of *Roberts Rules of Order* except where stated in the *IAGI Bylaws*.

4.05.02 Each member of the board of directors, except the president and the managing director, shall have one vote. All decisions shall be made by a majority vote except where stated in the *IAGI Bylaws*. In the event of ties, the president shall cast a deciding vote.

4.05.03 Proxies shall not be recognized at meetings of the board of directors

4.05.04 A simple majority of the voting members of the board of directors, including at least two (2) voting officers, shall constitute a quorum at all meetings.

5.00 Committees

5.01 *Nominating Committee*

5.01.01 The Nominating Committee shall consist of the officers and not less than two (2) members from the Installer membership category.

5.01.02 The Nominating Committee is responsible for nominating to the membership qualified candidates seeking positions on the board of directors.

5.02 *Special Committees*

5.02.01 The board of directors may establish special committees to accomplish specific objectives.

6.00 Meetings of the Membership

6.01 Regular Meetings

6.01.01 IAGI shall hold a full meeting of the membership at least once every 2 years at a time and location approved by the board of directors. Members shall be given a minimum of thirty (30) days notice of the meeting.

6.01.02 The business of the meeting shall be a review of the activities and financial affairs of IAGI, the election of officers and directors, if not done by mail ballot, and the approval of amendments to the *IAGI Bylaws*, if not done by mail ballot.

6.01.03 The meeting shall be conducted under the latest version of *Roberts Rules of Order*. Decisions will be made by the highest number of votes cast through either secret ballot or show of hands.

6.01.04 Only members and invited guests shall be allowed to attend the business meeting.

6.02 Special Meetings

6.02.01 Special meetings of the membership may be called by the board of directors or at the request of at least ten (10) voting members. Members shall be given a minimum of thirty (30) days notice of the meeting.

6.02.02 Special meetings shall be conducted under the latest version of *Roberts Rules of Order*. Decisions will be made on a majority vote of the entire eligible membership through secret ballot or show of hands.

7.00 Elections

7.01 Announcement of Candidates

7.01.01 The nominating committee shall recommend a slate of candidates in writing to all members no later than 90 days prior to the elections.

7.01.02 Independent nominations for any open position may be placed on the election ballot providing the candidate informs the managing director in writing 45 days before the election and qualifies for the sought position.

7.02 Election

7.02.01 Winners will be determined by the highest number of votes cast. If, through the independent nomination process, more than one candidate emerges for a position, their name will be placed on the ballot and sent to eligible voting members with a return to the managing director of no later than thirty (30) days from the date mailed or voted upon at the business meeting.

7.03 Election Results

7.03.01 The results of the election will be announced by mail within fifteen (15) days of the ballot deadline for return or at the business meeting.

8.00 Professional Administration

8.01 IAGI may contract with a professional administrator, selected by the board of directors, to manage its affairs.

9.00 Amendments

9.01 All amendments to these bylaws shall be approved by mail ballot to eligible voters or at a regular IAGI meeting.

9.01.01 Amendments shall be recommended by vote of the board of directors or upon written petition of ten (10) IAGI members sent to the managing director.

9.01.02 A two-thirds (2/3) affirmative vote of those returning the ballot is necessary for passage.

10.00 Dissolution of IAGI

10.01 Dissolution of IAGI may be decided by a meeting or through a mail ballot of the eligible voting membership.

10.02 In the event of a decision to dissolve, the board of directors shall be authorized to dispose of the assets and resolve the debts of IAGI.