

BYLAWS OF THE MIDWEST REGIONAL TURF FOUNDATION, INC.

Revised 30 April, 2017

ARTICLE I – NAME AND PURPOSE

Section 1. – Name: The name of this organization will be the Midwest Regional Turf Foundation, Inc. (hereinafter referred to as “MRTF”) is a not for profit (501c-3 status) organization that exists for the betterment of the turf industry.

Section 2. – Purpose: The mission of the MRTF is to support turf research and education for the advancement of the turf industry. All funds raised by the MRTF are intended to directly support turf research and educational programs at Purdue University.

ARTICLE II - MEMBERSHIP

Section 1. – Eligibility for Membership: Application for voting membership shall be open to any person or organization with an interest in the turf industry. Membership is granted after completion and receipt of a membership application and payment of annual dues, as provided by the Board of Directors. Any member who applies shall subscribe to the objects and purposes of the MRTF, and who shall be duly elected a member thereof by the Board of Directors.

Section 2. – Membership Classifications: There shall be three (3) classifications of members: voting, non-voting, and honorary non-voting. All other rights, privileges and interests shall be equal.

Section 2.1 – Categories of Voting Members:

- **INDIVIDUAL-** Any person actively engaged in the turf industry, including management, production, supply, marketing, education or regulatory, or who has a genuine interest in improving the turf industry, agrees to be a member of the MRTF, and who pays such dues and meets such other conditions as may be prescribed by the Board of Directors, may become an individual member upon acceptance by the Board of Directors, and entitled to one (1) vote for all membership matters pertaining to the MRTF.
- **COMMERCIAL BUSINESS –** Any company engaged in a commercial enterprise providing services and/or products to the turf industry upon payment of dues and being accepted for membership, may become an active voting member and entitled to one (1) vote for all MRTF membership matters. One individual within the company shall be designated as the contact to receive communications and that individual is responsible for casting any votes on behalf of the business. Additional employees of the company may also receive membership rights at a reduced dues rate set by the board of directors.

Section 2.2 – Categories of Non-voting Members:

- **STUDENT-** To qualify, an applicant must be a turf student (undergraduate or graduate student) enrolled in a formal program of education, or have completed his/her formal education less than one (1) year prior to the date of membership application provided one's

employer does not qualify for membership under any other classification. Student members shall have such rights of the MRTF, except those of voting or holding office.

- **RETIRED** – Persons who are retired and no longer seeking employment within the scope of activities in any MRTF membership category, and who have been a member of the MRTF for at least five (5) years, may become a non-voting member of MRTF and are not eligible to hold elected office.
- **INACTIVE:** An inactive member is an individual who, by reason of unemployment, illness or other adverse circumstances, has been placed in this class upon their application. The Board of Directors shall have the authority to act on such an application and to place a member on inactive status and review their application annually as necessary until a corresponding other membership category is appropriate.

Section 2.3 – Categories of Honorary Members:

- **HONORARY-LIFETIME** - The Board of Directors, by majority vote, may extend honorary, lifetime membership to such persons that the MRTF deems to have contributed significantly to the betterment of the turf industry or the profession. Honorary lifetime members can simultaneously hold another category of membership, which corresponds to their employment responsibilities, and will receive the rights, privileges, and limitations of that category.

Section 3. – Membership Dues and Voting Privileges: Annual membership dues and voting privileges shall be established by the Board of Directors in accordance with these bylaws. The Board of Directors may, at its discretion, for good cause, temporarily excuse or extend the time of payment of annual membership dues or assessment for any member experiencing extenuating circumstances (e.g. illness, financial hardship, etc.). All members whose dues remain unpaid more than ninety (90) days past their annual membership renewal date shall be dropped from the membership roll.

Section 4. – Resignation and Transfer: A member may resign at any time by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. No member may transfer, voluntarily or involuntarily, a membership, or any right arising therefrom, and all such rights shall cease upon termination of membership. A member can with due cause have their membership terminated by a majority vote of the membership.

ARTICLE III – MEMBERSHIP MEETINGS AND CALENDAR

Section 1. – Annual Meeting: The annual meeting of the members of the MRTF for the transaction of business shall be held during the primary winter educational event (currently the Indiana Green Expo); the exact time to be fixed by the Executive Committee and notice thereof to be given to all members.

Section 2. – Special Meetings: Special meetings 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 and/or electronic means of not less than one/tenth (1/10th) of all voting members.

Section 3. – Notice of Meetings: Notice of meetings of the members shall be mailed and/or electronically communicated (e.g. emailed) to the membership at their respective last known addresses not less than ten (10) days before any regular or special meeting.

Section 4. – Quorum: A quorum at any formal meeting of the general membership shall consist of a minimum of ten (10) voting members.

Section 5. – Voting: Any member in good standing within the current membership calendar year shall have voting privileges and each member in good standing shall be entitled to one (1) vote. No member shall be entitled to vote whose dues remain unpaid and delinquent for a period of thirty (30) days after the membership renewal deadline. All issues requiring a vote shall be decided by a simple majority of those eligible to vote at the meeting in which the vote takes place. Periodically, electronic means of communication may be used to conduct MRTF business and allow members to vote on specific issues (e.g. Member Awards, election of Board Members, etc.). Where an electronic vote is necessary to conduct MRTF business or elections, a simple majority will decide that vote.

Section 6. – Calendar: The calendars for annual membership dues, schedule of educational events and the Foundation’s fiscal year will be set by the Board of Directors. Annual membership dues will be paid in accordance with these calendars, which currently corresponds to the Jan. 1 through Dec. 31 calendar.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. – Role of the Board of Directors and Power: The business, property, and affairs of the MRTF shall be managed by voting members of the corporation, who are elected to the Board of Directors and who’s current occupations represent and reflect the broad facets of the turf industry (e.g. managers of lawns, athletic fields, golf turf and those affiliates who supply and support the industry). Further, the Board will also include an Executive Director, Associate Director, Executive Secretary and a Treasurer.

Section 2. – Number and Representation: The Board of Directors will be comprised of fourteen (14) members.

Six (6) members of the Board shall be represented the professional turfgrass managers Associations in Indiana. These include: the Hoosier Golf Course Superintendents Association, Indiana Professional Lawn and Landscape Association, Indiana Golf Course Superintendents Association, Tri-State Golf Course Superintendents Association, Kentuckiana Golf Course Superintendents Association, and the Michiana Golf Course Superintendents Association. Each shall be represented by one (1) director. A director must be a member in good standing of the Association they represent at all times during the term of office. Each representative will serve a four (4) year term as a Board member. Each person nominated from one of the above named Associations to serve on the MRTF Board of Directors is subject to the approval of the incumbent Board of Directors.

Seven (7) Board members shall be elected by the entire MRTF membership to serve a four (4) year term. A ballot shall be prepared by the Governance Committee and distributed via mail or electronic means one (1) to three (3) months prior to the winter annual meeting (currently the Indiana Green Expo) to all voting MRTF members. . The election results shall be announced at the winter annual meeting. 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 general turf management that is not represented by either of the above categories, such as athletic field management, parks, grounds, campus, sod, or cemetery maintenance. One (1) additional member will occupy the at-large seat representing the industry.

One (1) Board member, the board appointee, shall be appointed annually by the incumbent Board of Directors at the first board meeting after the annual membership meeting. The term of office for this appointee will be one (1) year and no member may occupy this position for more than two (2) consecutive years. This appointee will have the same voting rights and privileges as all other Board members.

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 groupings and rotational schedule listed below:

Group I

Indiana Golf Course Superintendents Association

Affiliate

Tri-State Golf Course Superintendents Association

Group II

At-Large

Hoosier Golf Course Superintendents Association

Landscape/Lawn Care

General Turf

Group III

Kentuckiana Golf Course Superintendents Association

Landscape/Lawn Care

Michiana Golf Course Superintendents Association

Group IV

Indiana Professional Lawn and Landscape Association

Affiliate

Affiliate

Specifications of term rotations for each Group were outlined in earlier bylaws, which specified that Directors from Group-I shall be elected or nominated in 1992, Group-II in 1993, Group-III in 1994, and Group-IV in 1995. Each group of Directors will rotate every four (4) years thereafter.

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

Section 3. – Compensation: The Board of Directors shall serve without compensation.

Section 4. – Board Nominations: Nominations for individuals to serve on the Board of Directors may be made by the Governance Committee, or in written form to the Governance Committee

two (2) to three (3) months prior to the winter annual meeting (currently the Indiana Green Expo).

Section 5. – Vacancies: Vacancies occurring in any office or in the Board of Directors shall be filled by appointment by the MRTF President with the approval of the Board of Directors for the remainder of the unexpired term. 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. Should one of the six (6) professional Associations represented on the Board of Directors disband or lose their charter that board position will no longer exist until such time as that Association is reinstated and the Board can recognize and acknowledge its long-term stability and contributions to professionalism within the turf industry.

Section 6. – Attendance Policy: Each member of the Board of Directors shall be required to attend (physically or through electronic means – See Article V: Section 5, e.g. conference call, virtual computer meeting programs, etc.) a minimum of six (6) scheduled Board meetings annually. The Board of Directors can remove an incumbent Board member for failure to discharge responsibilities properly or for conduct unbecoming the MRTF. Should a director fail to meet the attendance policy in two consecutive years it will result in automatic dismissal from the Board.

Section 7. – Foundation Affairs: The Board of 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 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 8. – Executive Committee: The Executive Committee will consist of the following: President, President-elect, Vice President, Past-President, Executive Director, Associate Director, Executive Secretary and Treasurer. The MRTF President shall act as Chairperson of the Committee. The Executive Director, Associate Director, Executive Secretary and Treasurer will not have voting rights related to any MRTF business.

The Executive Committee will also serve as the finance committee. This Committee will oversee the daily financial affairs of the MRTF and will report directly to the Board of Directors and provide financial updates at each board meeting.

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 MRTF. All such actions of the Executive Committee shall be reported to the Board at its next regular or special meeting and shall be entered upon the minutes of such meeting of the Board of Directors.

The President shall have the right to appoint such other committees from time to time as necessary for the business and/or welfare of the MRTF.

Section 9. – Committees and Committee Members: The Board of Directors may create standing and special committees (e.g. Governance Committee to set and review the Foundation’s annual agenda and policies, as well as Membership, Education, Fundraising, Long-range planning, Golf-day, etc.) as they see fit and designate the duties and powers of such committees,

provided however, that no such committees shall be given authority to amend the bylaws without the input of the entire MRTF membership, See Article IX: Amendments to the bylaws. The President shall appoint committee chairpersons from the eligible voting membership. The Governance Committee shall be chaired by the Immediate Past-President and comprised of a minimum of three (3) members that are not currently part of the Executive Committee. Additional Governance Committee members (e.g. ideally 2-3 Past-Presidents) should also be sought. In addition to the Executive and Associate Directors, the Board may also invite faculty/staff whose advice and counsel may be helpful to the Board to join as special committee members. These members must be directly affiliated with the Purdue Turf program and shall serve in an advisory capacity, with no voting rights and at the discretion of the Executive Committee.

Section 10. – Open Dialog with Purdue University Administration: The Executive Committee and Treasurer will meet annually with Purdue University Administration closely associated with the Turf Program (e.g. College of Agriculture Deans, Department Heads, and Faculty and Staff affiliated with the Purdue Turf Program). The purpose of these meetings is to maintain dialog with regard to the current state of the Purdue Turf program, the health, and economic impact of the turf industry, promote Industry-University synergy, update administration on the benefits that the MRTF provides to support the Turf Program, and ensure proper execution of the Memorandum of Agreement.

ARTICLE V – BOARD of DIRECTORS MEETINGS

Section 1. – Meetings: Regular meetings of the Board of Directors shall be held in conjunction with the annual winter educational meeting (e.g. the Indiana Green Expo), the Turf and Landscape Field Day, and additional times each year. The dates and proposed locations of these meetings and educational events will be established and disseminated at the Board meetings associated with the annual winter meeting.

Section 2. – Special Meetings: Special meetings of the Board of Directors may be held at any time and place upon call of the President, or upon a written/electronic communication request of three (3) or more Directors.

Section 3. – Notice of Meetings: Notice of all regular meetings of the Board of Directors shall be given by written/electronic communication at least ten (10) days in advance thereof.

Section 4. – Quorum: A quorum of the Board of Directors shall consist of a simple majority (e.g. 8 of 14) of all current Board members, except for filling vacancies, which shall require a simple majority of the existing Directors. 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 5. – Electronic Communications: A conference among directors by means of communication through which the participants may simultaneously hear and speak to each other during the conference is a meeting of the directors, if the same notice is given of the conference as would be required for a meeting and if the number of persons participating in the conference is a quorum. Participation in the meeting by electronic means is deemed personal presence and official attendance at the meeting. A director may participate in a meeting of the Board of Directors by these means of communication through which the director, other persons

participating, and all persons physically present at the meeting may simultaneously hear and interact verbally with each other during the meeting.

Section 6. – Parliamentary Rules: In the conduct of all meetings, Roberts’ Rules of Order and these bylaws shall govern. These bylaws may not be suspended under any circumstance.

ARTICLE VI – OFFICERS AND ADMINSTRATORS

Section 1. – Officers: 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. – Executive Committee and Daily Operations: The role of the Executive committee is to work in close concert with the Purdue Turf Program faculty and staff to set the annual working calendar (e.g. educational events, fundraising, member awards, etc.) and ensure proper implementation of MRTF policies. The daily operations and administrative duties of the MRTF will be performed by the non-voting members of the Executive Committee: The Executive Director, Associate Director, Executive Secretary and Treasurer. The Executive Director shall be a faculty member actively engaged with the Turf Program at Purdue University. The Associate Director shall be a faculty or staff member at Purdue University, actively engaged with the Turf Program. The Executive Secretary will be a staff person hired by Purdue University and will work closely with Executive/Associate Directors and Treasurer. The Treasurer must be a member of the MRTF in good standing and is not a current Purdue University employee. None of the aforementioned offices shall have voting rights in any matters pertaining to the Board of Directors. The Executive and Associate Directors, Treasurer, and Executive Secretary shall be recommended to the Board of Directors by the President and re-appointed annually (currently the January Board meeting prior to the Annual meeting) with no limitations on the term length of office.

Section 3. – Ascension Process: 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 winter annual meeting (currently the Indiana Green Expo). The officers so elected shall serve for a term of one (1) year and until their successors are elected and qualified. Once a Board member is elected to the office of President-elect they shall be entitled to continue to fulfill their role on the Executive committee through the position of immediate past-President and be entitled to perform all functions commensurate with that office regardless of the status of their initially elected/appointed Board seat so long as they remain dues paying members in good-standing.

Section 4. – Duties of the President: The President shall preside at all meetings, shall have general supervision of the corporation and shall perform such other duties as are incident to the office customarily required of such officer.

Section 5. – Duties of the President-elect: During the absence or disability of the President, the President-elect shall exercise all the functions of the President with the operation of the MRTF.

Section 6. – Duties of the Vice-President: During the absence or disability of the President, or President-elect, the Vice President shall exercise all the functions of the President with the operation of the MRTF.

Section 7. – Duties of the Executive and Associate Directors: The Executive and Associate Directors shall be authorized to perform administrative functions in the interests of the MRTF or as directed by the Executive Committee. In addition, the Executive Director shall have charge of the seal and corporate books and records of the MRTF, and with the President shall perform such other duties as are incident to the office. The Associate Director will work closely with the Executive Committee and 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. During the absence or disability of the Executive Director, the Associate Director along with the President shall exercise all the functions of the Executive Director with the operation of the MRTF.

Section 8. – Duties of the Treasurer: The Treasurer shall perform all duties usually incident to such office, or which may be designated by the Board of Directors. The Treasurer shall have custody of MRTF funds and securities deposited in MRTF bank accounts, and shall keep regular books of MRTF accounts, funds, and property. The records of accounts, receipts and disbursements shall be available for inspection or audit at any time. The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. The Treasurer 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, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors.

Section 9. – Duties of the Executive Secretary: The Secretary shall be responsible for keeping records of Board actions, including issuing notices of meetings/fundamental educational opportunities (e.g. the Indiana Green Expo, Field Day, etc.), overseeing the taking of minutes at all Board meetings, distributing minutes and the current agenda, all general MRTF correspondence and assuring that corporate records are maintained as well as maintaining records related to MRTF membership such as the membership register and any other MRTF business as directed by the Executive committee.

Section 10. – Bonding: 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. – Vacancies: 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.

Section 12. – Resignation and Transfer: A director may resign at any time. No director may transfer, voluntarily or involuntarily, his/her office as director, or any rights arising therefrom, and all such rights shall cease if a person serving as director ceases to be a director.

Section 13. – Removal of Board of Directors: An officer or director may be removed from office for cause by a two-thirds majority vote of the voting members of the board. Further, the voting membership may remove a board member or the entire Board of Directors from office (see policy in Article IV: Section 6). A voting member must obtain signatures on a Petition for Removal from 25% of the voting Membership. The removal process will take place at a special meeting that has been called by the Executive Committee. Voting members who cannot attend

the special meeting in person may vote in absentia by mail, fax or electronic means. A two-thirds (2/3) majority of the voting membership is required to remove a board member(s) or the entire Board of Directors. At that same meeting, new board member(s) may be elected to fill the open positions.

ARTICLE VII – DEPOSITORIES, BOOKS AND RECORDS

Section 1. – Depositories The monies of the corporation (i.e. depositories, contributions, gifts and donations) shall be deposited in the name of the corporation, “Midwest Regional Turf Foundation”, in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors. All depositories shall be subject to approval and direction of the Finance Committee and the Board of Directors.

Section 2. – Contributions and Gifts: All gifts or endowment moneys for the Foundation shall be accepted, subject to the approval or confirmation of the Finance Committee subject to approval and direction of the Board of Directors.

Section 3. – Receipt of Gifts and Donations: 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 MRTF, except from the income or principal of such gift or donation itself.

Section 4. – Books and Records: The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and contact information for of all Directors.

Section 5. – Loans: No loans shall be made by the corporation to any member.

Section 6. – Liability: No member, officer, director or volunteer of the MRTF shall be liable for any debts or obligations of the MRTF.

ARTICLE IX – AMENDMENTS TO THE BYLAWS

Section 1. – Initiation of Amendments: Any voting member in good standing may propose an amendment to these bylaws. An amendment may be initiated by written petition signed by 10 voting members in good standing and/or a two-thirds vote of the Governance Committee.

Section 2. – Ratification: Any properly initiated amendment petition shall be placed on the agenda of the next regular or special meeting of the Board of Directors. The proposed revision(s) will be presented to the entire Board of Directors by the Governance Committee, where it will be carefully researched and discussed. The Board of Directors will then present the proposal to the general membership at the annual meeting. The proposed revision(s) will be distributed to the membership not less than thirty (30) days prior to the annual meeting. At such a meeting, any proposed amendment may be further amended by a two-thirds vote of those in attendance. Thereafter, the proposed revision shall be submitted to a mail or electronic ballot of the entire

MRTF members in good standing, in which a favorable vote by a simple majority shall be necessary for ratification.

ARTICLE X – REVIEW OF THE BYLAWS

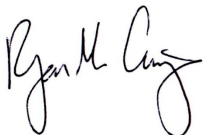
Section 1. – Review: These bylaws shall be reviewed by the Governance Committee every five years. Any changes resulting from such review shall follow the conditions of Article IX.

ARTICLE XI - DISSOLUTION

Section 1. – Dissolution: In the event of the dissolution of the MRTF, after all liabilities and responsibilities have been met, its assets shall be distributed for one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1954, as from time to time and in accordance with State law. The Board of Directors shall determine the distribution.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors after a by a majority vote of all MRTF members in good standing as of 30 April, 2017.



4/30/2017

MRTF President (Ryan Cummings)

Date

These 2017 revisions were carefully researched and considered by the bylaws revision committee (C. Bigelow, R. Brehmer, R. Cummings, G. Lovell, A. Patton, C. Piske, B. Rush).