

BYLAWS OF INTERNATIONAL TURFGRASS SOCIETY

ARTICLE I.

Records

Section 1.1 Membership Register. This Corporation shall keep at its registered office a membership register, giving the names and addresses of the Members.

Section 1.2 Records to be Kept at Registered Office. The records of this Corporation shall be kept at its registered office.

ARTICLE II.

Members

Section 2.1 Eligible Members. Only individuals who are turfgrass scientists, or who are interested in turfgrass science, shall be eligible for membership, unless the Board of Directors determines otherwise.

Section 2.2 Class of Members. This Corporation shall have three (3) classes of Members, which shall be:

2.2a Individual Members. An Individual Member must be a turfgrass professional who is Involved with research, extension, teaching, or other recognized professional segments of turfgrass science.

2.2b Student Members. A Student Member must be a graduate student. An individual cannot remain in this category for more than four (4) years.

2.2c Sustaining Members. A company or organization interested in the objectives of this Corporation may be a Sustaining Member and may designate one (1) individual to represent it. The person designated must qualify as an Individual Member in his/her own right, but is not required to pay Individual Member dues when acting as designee of a Sustaining Member; provided that the designee shall be entitled to cast only a vote on behalf of the Sustaining Member and may not vote separately as an Individual Member.

Section 2.3 Dues. The Board of Directors may set an amount for the annual dues that each Member must pay to become or remain a Member of the particular class.

Section 2.4 Term. Each Member shall continue as a Member as long as the Member satisfies the conditions of membership. A Member may be removed as provided for in Section 2.7 of this Article.

Section 2.5 Resignation and Transfer. A Member may resign at any time. No Member may transfer, voluntarily or involuntarily, a membership, or any right arising therefrom, and all such rights shall cease upon termination of membership.

Section 2.6 Removal. A Member whose dues are in arrears at the time of any quadrennial meeting shall be automatically removed as a Member. In addition, a Member may be removed by the majority vote of the Members present at a meeting at which a quorum exists. The meeting notice must state that removal of the Member will be an agenda item. In addition, notice must be provided to the affected Member in writing at least fifteen (15) days in advance of the meeting stating the reasons for the termination and that the Member may submit a written response at least five (5) days prior to the meeting and may be heard orally at the meeting if a request to be heard is submitted to the attention of the President at the registered office of the Corporation at least five (5) days in advance of the meeting.

Section 2.7 Policy Recommendations. Members of this Corporation shall recommend policy to the Board of Directors.

Section 2.8 No Participation in Management. Members of this Corporation shall not participate, as Members, in the management of this Corporation.

Section 2.9 Certificates. This Corporation shall not issue membership certificates to its Members.

ARTICLE III.

Meetings of Members

Section 3.1 Place of Meeting. Meetings may be held at any place designated in the call of the meeting.

Section 3.2 Quadrennial Meeting. The Members shall meet once every four years, for the election of directors and for the transaction of such business as may properly come before the meeting, at such time and such place as may be designated by the Members. At each such meeting, in addition to the election of directors, the President and Treasurer shall report on the activities and financial condition of the Corporation; and the Members shall consider and act upon other matters, including naming the host country for future quadrennial meetings, as may be raised consistent with the notice of the meeting. The host country for each quadrennial meeting shall be designated by a vote of Members eight (8) years in advance of such meeting.

Section 3.3 Special Meetings. Special meetings of the Members may be held at the registered office of the Corporation or at such other place as may be designated, and at such time as shall from time to time be determined by the Board. The President shall call such meetings.

Section 3.4 Notice of Meetings. Written notice of each meeting of Members, stating the time and place thereof, and, in the case of a special meeting, the purpose thereof, shall be given not less than five days in advance of the meeting, to each Member.

Section 3.5 Waiver of Notice. Any Member may make written waiver of notice of any meeting before, at, or after the meeting. Any Member who attends a meeting is deemed to waive notice of the meeting, unless the Member attends the meeting solely for the purpose of challenging the propriety of holding the meeting without adequate notice.

Section 3.6 Quorum. A quorum for a meeting of Members is the attendance of the lesser of (a) thirty (30) Individual Members at the meeting, or (b) ten percent (10%) of the Members entitled to vote at the meeting. If a quorum is present when a duly called or held meeting is convened, the Members present may continue to transact business until adjournment, even though the withdrawal of Members originally present leaves less than the proportion or number otherwise required for a quorum.

Section 3.7 Voting Rights. At all meetings, each Individual Member and each Sustaining Member shall have one (1) vote. Student Members shall not have the right to vote. Proxies shall be permitted at meetings of Members. There shall be no cumulative voting. Unless otherwise provided by law, a majority of the votes cast shall govern in every election and matter voted upon. A secret ballot shall be conducted for all contested elections and to decide the country to host the next quadrennial meeting or meetings.

Section 3.8 Action Without Meeting. Any action which may be taken by the Members at a meeting of Members may be taken without a meeting if authorized by a writing or writings signed by all of the Members who would be entitled to vote at such meeting, and such action shall be effective on the date on which the last signature is placed on such writing or writings, or such earlier effective date as is set forth therein.

ARTICLE IV.

Directors

Section 4.1 Class of Directors. There shall be but one (1) class of directors and their voting and other rights, interests, and privileges shall be equal.

Section 4.2 Number of Elected Directors. The number of directors of this Corporation elected by the Members shall be (7), or such larger number as is determined by the Board from time to time.

Section 4.3 Past President and Elected Officers as Directors. The past president and each of the elected officers designated in Section 7.1 of Article VII shall also be a member of the Board of Directors for such period of time as he/she shall serve as past president or an elected officer. When such person ceases to serve as past president or an elected officer, he/she shall also cease to be a member of the Board of Directors, if he/she was a board member solely by virtue of being past president or an elected officer.

Section 4.4 Election of Directors. The directors of this Corporation, other than a director who serves by virtue of being a past president or an elected officer, shall be elected by the Members of this Corporation. At least four (4) countries shall each have an elected director on the Board of Directors and no more than two (2) elected directors shall be residents of one (1) country.

Section 4.5 Term. Each director shall serve for a term of four (4) years. A director may be reelected as a director. A director who has served two four-year terms shall not be eligible thereafter to serve as a director, except that a past president or an elected officer of this Corporation shall be eligible to serve as a director as long as the person serves as past president

or an elected officer, notwithstanding that the person may already have served two four-year terms as a director.

Section 4.6 Eligibility. Any adult natural person, who has been a Member in good standing of the Corporation for at least four (4) years, is eligible to serve as a director. There shall be no directors that are corporations.

Section 4.7 Removal of Directors. The Members, by a majority vote of those entitled to vote at an election of directors, may, with or without cause, remove a director or the entire Board of Directors from office. Neither a director nor the entire Board of Directors shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose. When the Board of Directors or a member of the Board of Directors has been removed, new directors or a new director may be elected at the same meeting.

Section 4.8 Vacancies. Any vacancy or vacancies in the office of a director, either through death, resignation, or any other reason, may be filled by the remaining members of the Board of Directors, except for vacancies filled pursuant to section 4.7, which shall be filled by the Members. The term of a director so appointed expires at the end of the term that the director is filling.

Section 4.9 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 a director ceases to be a director.

ARTICLE V.

Meetings of Directors

Section 5.1 Place of Meetings. Meetings may be held at any place designated in the call of the meeting.

Section 5.2 Quadrennial Meeting. The quadrennial meeting of the directors for the election of officers and for the transaction of such other business as may properly come before the meeting shall be held at such time and place as may be designated by the directors. At each quadrennial meeting, in addition to the election of officers, the president and treasurer shall report on the activities and financial condition of the Corporation; and the directors shall consider and act upon other matters as may be raised consistent with the notice of meeting.

Section 5.3 Regular Meetings. Regular meetings of the directors may be held at the registered office of the Corporation or at such other place as may be designated, and at such time as shall from time to time be determined by the directors. The President shall call such meetings.

Section 5.4 Special Meetings. Special meetings of the directors may be called by the President or in any manner prescribed by law.

Section 5.5 Notice of Meetings. Written notice of each meeting of directors, stating the time and place thereof, and, in the case of a special meeting the purpose thereof, shall generally be given at least thirty (30) days in advance of the meeting to each director; provided, however, that

when determined to be necessary or appropriate, at the discretion of the President, a meeting of directors may also be called as described above not less than five (5) days in advance of the meeting.

Section 5.6 Waiver of Notice. Any director may make written waiver of notice of any meeting before, at, or after the meeting. Any director who attends a meeting is deemed to waive notice of the meeting unless the director attends the meeting solely for the purpose of challenging the propriety of holding the meeting without adequate notice.

Section 5.7 Quorum. A majority of the directors currently holding office is a quorum for the transaction of business. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of members originally present leaves less than the proportion or number otherwise required for a quorum.

Section 5.8 Voting Rights. At all meetings, each director shall have one (1) vote. Proxies shall not be permitted at meetings of directors. There shall be no cumulative voting. Unless otherwise provided by law, a majority of the votes cast shall govern in every election and matter voted upon.

Section 5.9 Action Without Meeting. Any action which may be taken by the directors at a meeting of directors may be taken without a meeting if authorized by a writing or writings signed, or consented to by authenticated electronic communication, by all of the directors who would be entitled to vote at such meeting, given ten (10) working days to respond to the request for authorization, and such action shall be effective on the date on which the last signature is placed on such writing or writings or such authenticated electronic communication is received, or such earlier effective date as is set forth therein.

Section 5.10 Electronic Communications. A conference among directors by means of communication through which the participants may simultaneously hear 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 this means is personal presence at the meeting.

A director may participate in a meeting of the Board of Directors by means of communication through which the director, other persons participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in the meeting by this means is personal presence at the meeting,

Section 5.11 Compensation. The directors shall serve as directors without compensation.

Section 5.12 Nominating Committees. The President shall appoint a nominating committee within two (2) years after each quadrennial meeting of the Members for the purpose of nominating eligible candidates for the office of director. The nominating committee shall canvas the Members for suggestions.

The nominating committee shall consist of a minimum of five (5) Members, including the immediate Past President who shall serve as chair, the current President, and at least one (1)

Member from each of three (3) countries, other than the country of the Past President and the President. If the Past President is unable to serve, a replacement shall be named from a country not represented on the committee and a chair shall be appointed from within the committee. The committee shall provide an opportunity for Members to submit names in writing for consideration as nominees, provided the individual whose name is submitted has consented to serve if elected and has indicated a willingness to attend board meetings and general meetings of the Society.

Nominations will be accepted from the floor provided the individual is eligible to serve, has consented to serve, and the election of the nominee will not result in more than two (2) elected directors being citizens of the same country.

The nominating committee shall advise the Members in writing prior to the quadrennial meeting of the names of the nominees.

If the nominating committee fails to follow the foregoing procedures, the President shall take action early at the quadrennial meeting to ensure that a nominating committee functions in accordance with these Bylaws, that opportunity from Members to submit names for consideration as nominees is provided, and that the names of nominees are posted as early as possible at the meeting.

Section 5.13 Quadrennial Meeting Host Country Designation.

The Board of Directors shall hear a formal in-person presentation from candidate host countries offering to host a future International Turfgrass Research Conference, not less than two (2) days prior to the quadrennial meeting of Members. The presentation shall be supported by a minimum of two (2) Members, each of at least four (4) years as Members in good standing. Presenters shall be required to supply written evidence of logistical support in the form of a letter of invitation from a relevant educational or research facility guaranteeing secretarial and editorial services for the production of the International Turfgrass Society Research Journal. Further, the presenters shall also supply letters of acceptance from the local proposed scientific review body responsible for assembling the proposed conference program, of which at least two (2) shall be from scientists or advisors actively working in the turfgrass industry. Candidate host countries meeting the required criteria shall then be invited to repeat their presentation to Members at the quadrennial meeting of Members whereupon a vote shall be taken by Members to select the next host country.

Section 5.14 Other Committees. From time to time the Board of Directors may create such standing and special committees as it may see fit, and may designate the duties and powers of such committees; provided, however, that no such committee shall be given authority to amend the Articles of Incorporation or to amend the Bylaws of this Corporation. Each such committee created from time to time by the Board of Directors shall submit to the Board of Directors each year at the annual meeting of the Board of Directors, or at such other meeting(s) as the Board of Directors may designate, a report of the actions and recommendations of such committee.

Section 5.15 No Loans to Directors. This Corporation shall not lend any of its assets to any member of the Board of Directors of this Corporation. If any such loan be made, the officers and

members of the Board of Directors who make such loans, or assent thereto. shall be jointly and severally liable for repayment or return thereof.

ARTICLE VI.

Powers of Directors

The general government, management, and direction of this Corporation shall be vested in the Board of Directors, which shall be authorized to exercise all corporate powers except as limited by statute, the Articles of Incorporation of this Corporation, or by the Bylaws of this Corporation.

ARTICLE VII.

Officers

Section 7.1 Designation and Election. The Board of Directors shall elect the President, President-Elect, Vice President, Treasurer, Secretary, and Historian. Preference shall be given to having the President be a citizen of the country in which the next meeting of the society will be held, and to having the President-Elect be a citizen of the country invited to host the meeting following the next meeting. The Treasurer shall be located in the United States of America. Each officer shall serve as a director of the Corporation during his or her term in office.

Section 7.2 Term. Each officer shall serve for a term of four (4) years. An officer may be reelected for one (1) additional, consecutive term, except that an officer who has served two (2) or more consecutive terms shall be eligible for election to the offices of President and President-Elect, and except that the Treasurer and Historian may be reelected for unlimited consecutive terms.

Section 7.3 Duties of President. The President shall be the chief executive officer. He/she shall take the role of chairperson at all meetings of the Members and at meetings of the Board of Directors, or shall appoint a director to act as chairperson for that meeting. He/she shall have general charge, supervision, and control of the business and affairs of this Corporation, subject, however, to the control of the Board of Directors.

Section 7.4 Duties of President-Elect. The President-Elect shall advise the President and the Board of Directors with respect to plans pertaining to the second upcoming quadrennial meeting of the Members.

Section 7.5 Duties of Vice President. The Vice President shall, during the absence or disability of the President, perform the duties and exercise the powers of President.

Section 7.6 Duties of Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the Members, and record all votes and keep minutes of all proceedings. He/she shall give, or cause to be given, notice of all meetings of the Members and the Board of Directors.

Section 7.7 Duties of Treasurer. The Treasurer shall have custody of this Corporation's funds and securities and shall keep full and accurate account of the receipts and disbursements in books belonging to this Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of this Corporation in such depositories as may be designated by the Board of Directors or by the President in the absence of designation by the Board of Directors.

Section 7.8 Duties of Historian. The Historian shall maintain the historical record of the activities of this corporation and shall present a written report at each quadrennial meeting.

Section 7.9 Removal of Officers. Any officer may be removed by the Board of Directors with or without cause. Such removal, however, shall be without prejudice to the contract rights to the person so removed.

Section 7.10 Compensation. The salary or compensation, if any, of all officers shall be fixed by the Board of Directors.

Section 7.11 Special Powers. Any officer may be vested by the Board of Directors with any power and charged with any duty not contrary to law or inconsistent with the Articles of Incorporation of this Corporation or these Bylaws.

Section 7.12 No Loan to Officers. This Corporation shall not lend any of its assets to any officer of this Corporation. If any such loan be made, the officers and members of the Board of Directors who make such loan, or assent thereto, shall be jointly and severally liable for repayment or return thereof.

ARTICLE VIII.

Corporate Seal

This Corporation shall have no corporate seal.

ARTICLE IX.

Amendment of Articles of Incorporation

The Members of this Corporation shall have the right to amend the Articles of Incorporation of this Corporation, as provided in Article XI of the Articles of Incorporation. The directors of this Corporation, by a majority vote, also may amend the Articles of Incorporation of this Corporation at a duly constituted meeting of the Board of Directors. Notice of the meeting and the proposed amendment must be given to the directors.

ARTICLE X.

Amendment of Bylaws

The directors of this Corporation shall have the right to amend the Bylaws of this Corporation as provided by law, without membership approval; and the Members of this Corporation shall have the right to amend the Bylaws of this Corporation as provided by law.

ARTICLE XI.

Miscellaneous

Any procedures not covered by the applicable provisions of the Minnesota Nonprofit Corporation Act, the Articles of Incorporation of this Corporation, or these Bylaws, shall be governed by Roberts Rules of Order, as amended from time to time.

ARTICLE XII.

Place of Records

This Corporation shall keep at its registered office correct and complete copies of its Articles and Bylaws, accounting records, and minutes of meetings of Members, Board of Directors and committees having any of the authority of the Board of Directors.