



BY-LAWS [February, 2019]

ARTICLE I - Name/Purpose and Objectives

1. The name of this association shall be Atlantic Golf Superintendents Association.
2. Purpose and Objects – The purpose of the association shall be:
 - a. To encourage and promote research and the exchange of scientific and practical knowledge relating to the care of the golf courses.
 - b. To recognize and promote the value of learning and teaching and to sponsor, whatever possible, conferences, meetings and exhibitions for the benefit of the members of the Association and the turfgrass industry.
 - c. To promote the position of the golf superintendents, and to achieve more recognition for the superintendents as an authority on golf course maintenance and the culture of fine turf and to promote the science of turf maintenance.
 - d. To extend assistance to needy and deserving members whenever possible.
 - e. To cooperate with other associations and corporations and organizations whose interests run parallel or complement those of this Association.
 - f. To promote fraternity, benevolence, justice and mutual understanding to and for the members of this Association.
 - g. To publish or distribute or sell or sponsor publications relating to the Association or to its purposes.
 - h. To do all such other things as are incidental or conducive to the attainment of the above objects.

ARTICLE II - Membership

Membership in the Association shall be limited to persons who meet the qualifications hereinafter set forth and whose applications for admission as members have received the approval of the Board of Directors. Each applicant for membership in the Association shall furnish satisfactory evidence of his qualifications to the Association. The Board of Directors shall be the sole judge of the applicant's qualifications for membership. The term "regular member" hereafter used shall mean only Class AA, Class A, or Class B members defined in Section 2 hereinafter set out. The term "charter member" shall mean those members, who were members as of March, 1967.

- **Membership Classes**

1. **Class AA Life Members**

To qualify for life membership, a member must have been a regular member and must have retired from active service. A Life Member shall have all the rights and privileges

of the Association except that of holding office and voting. This classification shall be given to a member only on the approval of the Board of Directors. Notwithstanding the limitations hereinbefore set out, this classification of a life member is at the discretion of the Board of Directors and the Board of Directors may waive any one or more of the previous requirements hereinbefore set out.

2. Class A – Golf Course Superintendent Members

To qualify for Class A Membership, an applicant shall have, at the time of the application for membership, at least three (3) years experience as a golf course superintendent and be employed in such capacity. Class A members must hold a valid pesticide licence. Class A Members shall have all the privileges of the Association.

3. Class B – Golf Course Superintendent Members

To qualify for membership, one shall at the time of application have completed at least one year as a golf course superintendent or at least three years as an assistant to a Class A member. Class B members must hold a valid pesticide licence. Members in this category have all the privileges of the Association

4. Industry Affiliate Members

To qualify for an industry affiliate membership, an Applicant must be doing business in the turfgrass industry. An Industry Affiliate member shall not be entitled to vote. However, the appointed position of Industry Representative on the Board of Directors, to be held by an Industry Affiliate or Corporate Member in good standing shall be entitled to vote. This voting privilege will remain with said position and any individual holding this title will lose this privilege once they are replaced by appointment, election, resignation or vacating this office. The number of industry Affiliate members shall at no time exceed 15% of the total membership of the Association.

5. Inactive Members

An Inactive Member is a member who by circumstances such as unemployment, illness or adverse financial condition, is unable to pay dues. Membership in the class may be granted, upon proper application, at the direction of the Executive Committee. Inactive members may not vote or hold office. An Inactive Member shall be excused from payment of annual dues and assessments for a maximum of five years. Inactive member status is to be reviewed annually.

6. Assistant Superintendent Members

To qualify as an Assistant Superintendent, an applicant shall have at least one (1) year's experience as an Assistant Golf Superintendent to a Class A Member. Assistant Superintendent Members shall not be entitled to vote or hold office in this Association.

7. **Associate Members**

To qualify for membership, an applicant must be one who is sufficiently interested in the profession of turf growing and management to work for the benefit of the Association. Associate Members shall not have the right to vote or to hold office.

8. **Maintenance Members**

To qualify for membership, an applicant must have at least (1) year's experience under the employment of an "A" or "B" Superintendent. Members shall not be entitled to vote or to hold office.

9. **Honorary Members**

To qualify for membership in this Class, the proposed member must be recommended to the Board of Directors by the Chairman of the Membership Committee, in recognition of the outstanding service to the turfgrass industry. Honorary Members shall not be entitled to vote or hold office in the Association. Honorary membership shall expire automatically one year from the date of admission as a member and may be renewed on the written recommendation of the Chairman of the Membership Committee.

10. **Corporate Membership**

Recognizes the sales and service companies that deal with the association. If for any reason a stated representative leaves a corporation, membership in the Association shall remain with the company. Corporate Members shall not have the right to vote. Corporations who are not members of the Association shall not be allowed to solicit or display their wares at any event sanctioned by the Association. Corporations that are in good standing with the Association will be permitted to include the AGSA logo on their promotional materials.

- **Application of Membership**

Any person who desires to become a member of the Association shall file an application in writing with the Executive Director on an application form which will be furnished by the Executive Director on request. An application shall contain, among other things, a concise statement of the applicant's qualifications and experience. The application must be signed by the applicant. Each applicant must have the endorsement of at least two Class A members in good standing upon his application. The Board of Directors may waive the required endorsements upon proof by the applicant that such endorsements may not be reasonably obtained because of the applicant's geographic isolation from members of the Association. The completed application must be accompanied by remittance of one year's dues. In any case where an applicant is refused membership in the Association, the amount remitted with his application shall be returned.

- **Approval or Rejection of Applicant**

Application for membership shall be approved by the membership chairperson, appointed by the President, within 15 days of receipt of the applicant's membership form. In the event that an application for membership is rejected, a hearing for reconsideration, if requested, shall be granted by the Board of Directors. Any hearing for reconsideration shall be held at the next regular meeting of the Board of Directors or at a special meeting called by the Board of Directors for such purpose. Any applicant requesting a hearing for reconsideration shall be notified in advance of the time and place set for such hearing. Statements in writing and testimony may be presented at such hearing.

ARTICLE III - Dues and Supplemented Assessments and Suspension for Non-Payment

1. Annual Dues

The membership fees shall be due and paid annually. The annual fees shall be such sum as fixed by the Board of Directors. Such fees are to be included as part of the annual budget, with this said budget to be approved at any annual meeting of the Association as approved by the majority vote of the duly constituted delegates and members present at such annual meeting. The membership year shall be January 1 through December 31.

2. Assessments

Where necessary, in the opinion of a majority of Members and Delegates, for the payment of any existing deficit or potential deficit, there may be levied a special assessment in addition to annual dues, to be paid by each Association Member for the payment and discharge of any bona fide indebtedness, loss incurred, or for the payment of any judgement or decree rendered against the Association, provided however that no more than an amount equal to the annual dues shall be levied as such assessments during any year. The vote of the member on the question of levying a special assessment may be taken by mailed ballots, prepared by the Executive Director.

3. Non-Payment of Annual Fees and Assessments

The Treasurer shall send notices to all members when their annual fees and assessments, if any, become due; such notices are to be sent to each member at his address known to the Treasurer and shown on the books of the Association. Any member whose annual fees are not paid in full by July 1st of that year, or whose assessment is not paid within six months after the levying of same, shall cease to be a member of the Association, and can only be reinstated on

giving a satisfactory reason for this default to the Board of Directors. Application for reinstatement must be accompanied by remittance of such dues and assessments as are due and payable at the time of the application. No member of the Association whose annual fees or assessment is in arrears shall participate in any of the advantages of the Association, nor shall they be entitled to vote on any question voted on by the members of the Association.

4. General Meetings

A general meeting may be attended by all classes of members. A special meeting may be attended by Class AA, Class A and B members only.

ARTICLE IV - Conduct of Members, Loss of Reinstatement of Membership

1. No member shall at any time use his affiliation with or membership in this Association for the purpose of promoting schemes, ideas, or objects for the purpose of private or collective gain.
2. If any member shall be charged with a violation of the code of ethics of the Association or of the By-laws or rules and regulations of the Association or conduct unbecoming a member of the Association or conduct which in the opinion of the Board of Directors is likely or calculated to injure or discredit the character or reputation or interests of the Association, and the information of such conduct is filed with the Executive Director of the Association, notice of the filing of such information or of such complaint shall be given to the person or persons concerned in order to give him/her or them an opportunity to be heard in reply. Where or not a reply or answer is filed to such charges, the Board of Directors shall hold a formal hearing on the charge or charges and reply, if any. Such testimony will be taken at the hearing as the Board of Directors shall deem pertinent and material. In the event that any alleged information shall be brought to the attention of the Board of Directors or of any member thereof, such member or the said Board of Directors may upon its own motion prepare and file charges with the Executive Director.
3. If, after hearing, in the judgement of two-thirds (2/3) of the Board of Directors the conduct in question is cause for loss of membership, notice of the Board of Directors' decision will be given to the member concerned. Appeal may be taken from the decision of the Board of Directors to the annual meeting of the Association where hearings shall be held upon a transcript of the oral testimony and the documents presented at the Board of Directors' hearing. No other evidence shall be heard or ordered upon any such appeal before the annual meeting, except that incorporated in the record of the hearing before the Board of Directors.
4. Any member may withdraw from the Association by delivering to the Association a written resignation.

ARTICLE V - Proxies

- 1. Each and every member entitled to vote at a meeting of the Association may vote either in person or by proxy duly and sufficiently appointed by an instrument in writing. A proxy need not be a person who is himself entitled to vote at the meeting.

Votes may be given either personally or by proxy. A proxy may attend and act at the meeting in the same manner, to the same extent, and with the same power as if the member himself were present at the meeting (subject only to those clauses, if any, contained to the contrary in the Charter of the Association of the By-Laws of the Association). A proxy shall be in the writing of the appointer and shall cease to be valid after the expiration of one (1) year from the date thereof. Subject to the governing statutes, a proxy may be in the following form, or in any other form which complies with the governing section or sections of the governing statutes and is in such form as the Directors from time to time prescribe or in such other form as the Chairman of the meeting may accept as sufficient:

PROXY

The undersigned Class ____ member of the Atlantic Golf Superintendents Association hereby nominates, constitutes and appoints _____ or failing him/her _____ as a proxy of the undersigned to attend and act at the meeting of the members of the Association to be held on the ____ day of _____, 20__ and any other adjournment of adjournments thereof, and to vote and otherwise act thereat for and on behalf and in the name of the undersigned in respect to all matters that may come before the meeting in the same manner as the undersigned could do if he/she were personally present thereat, the undersigned hereby ratifying and confirming and agreeing to ratify and confirm all that such proxy may lawful do by virtue thereof.

Dated this ____ day of _____, 20__

Signature of Member

The right to vote by any proxy shall be limited to any proposition or motion or proposal submitted to a vote at a meeting of the membership of the Association. Proxies shall be prepared by the Executive Director of the Association in a form approved by the Board of Directors and such proxies along with the notice of the date and place of the annual meeting will be forwarded by the Executive Director to each member of the Association who is in good standing as of the date of the proxies are mailed. Such proxies shall be mailed by the Executive Director at least thirty

(30) days prior to the annual meeting or any other meeting of the membership of the Association. A proxy may be exercised only by the person or persons named in such proxy.

ARTICLE VI - Officers and Board of Directors

1. The property and business of the Association shall be managed by a Board of Directors, of whom five shall constitute a quorum. The Board of Directors shall at each annual meeting make a full report of its actions during the preceding fiscal year, and shall further cause to be made an audit of the treasurer's books and present reconciliation thereof to the membership at such annual meeting. A copy of such report shall be available to all delegates and members at the said annual meeting.
2. All Directors shall be eligible for re-election at the annual meeting of the members at which their term of office terminated.
3. The office of Directors shall be automatically vacated:
 - (a) if a Director shall resign his office by delivering a written resignation to the Executive Director of the Association.
 - (b) If he/she is found to be a lunatic or becomes of unsound mind.
 - (c) If he/she becomes bankrupt or suspends payment or compounds with his creditors.
 - (d) If at a special general meeting of members, a resolution is passed by three-quarters (3/4) of the members present at the meeting that he/she be removed from office.
 - (e) On his death.
 - (f) On his ceasing to be a member of the Association for any reason whatsoever.

If any vacancies shall occur for any reason whatsoever in any office or in the Board of Directors of the Association, the Directors may by resolution fill the vacancy or vacancies with a person or persons of good standing on the books of the Association as a member. Appointments made under the provisions of the section shall be for the duration of the unexpired term of the office or directorship vacated.

4. At each annual meeting of the members subsequent to the first general meeting, those Directors and officers whose terms of office have expired or are due shortly to expire thereafter, shall retire from office pursuant to expiry of the term for which they have been elected and the members of the Association at such annual meeting by a majority vote shall elect the following:
 - (g) The President for a two-year term and whose election as President shall also elect him/her as a Director for a two-year term, both the terms as Director and as an officer to commence on the same date. The President elected will be elected at the same time as a Director for a two-year term, since the immediate past President of the Association is also to be a Director.

- (h)** The First Vice-President of the Association for a term of two years whose election as First Vice-President shall also elect him/her automatically as a Director for the same term as he/she is First-Vice President, i.e., one year.
 - (i)** The Treasurer for a term of two years and whose election as Treasurer shall also elect him/her as a Director for the same term as he/she is Treasurer, i.e., one year.
 - (j)** Officers and or Directors to fill any vacancies wherever such vacancies have occurred through resignations, retirements or expiration of term or any other reason whatsoever.
- 5.** Directors, as such, shall not receive any stated remuneration for their services, but, by resolution of the Board, expenses of their attendance at each regular or special meeting of the Board. Such fixed sums may be paid to the Directors, as the members may by resolution determine, provided nothing herein contained shall be construed to preclude any Director from serving the Association as an officer or in any other capacity and receiving compensation therefore.
- 6.** A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his successor is elected.
- 7.** Upon election at the first annual meeting of members, the Board of Directors then elected shall replace the provisional directors.
- 8.** The Directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Association. The Board of Directors shall take such steps as they may deem requisite to enable the Association to receive donations and benefits for the purpose of furthering the objects of the Association.
- 9.** The officers of the Association shall be a President, a First Vice-President, a Treasurer.
- 10.** The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of the time of such appointment.
- 11.** The remuneration of all officers, agents and employees shall be fixed by the Board of Directors by resolution.
- 12.** The officers and Directors of the Association shall hold office for the term of office as previously set out in this By-Law and until their successors are elected or appointed in their stead.

13. The President shall be the chief executive officer of the Association. He/she shall have the general and active management of the business of the Association. He/she shall see that all active and general management of resolutions of the Board of Directors are carried into effect and he/she or a Vice-President with the Executive Director, Treasurer or other officer appointed by the Board for that purpose shall sign all By-Laws and other documents requiring the signatures of the officers of the Association. The President further shall during any period when the supervision of the affairs and property of the Association subject, however, to rules and regulations as may from time to time be made by the Board of Directors and shall be ex officio a member of all committees.

The President shall from time to time and as often as directed submit reports to the Board of Directors and give such information touching the affairs of the Association as may be required and make such recommendations as he/she may think proper. He/she shall appoint all committee chairpersons except the nominating committee, with all the appointments being subject to the approval of a majority of the Board of Directors, except in those cases or circumstances where action is required of such a committee or committees prior to any such meeting of the Board of Directors such approval of appointment shall not be required.

14. The First Vice-President shall in the Absence or disability of the President perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him/her from the Board. In the event that the office of President becomes vacant because of the President's death, resignation, total disability, or removal, the First Vice-President shall perform all duties of the President until the next annual election or until the new President is elected or appointed, whichever shall first occur.

15. In his/her capacity as **Treasurer** of the Association, the Treasurer shall have the custody of the Associate funds and securities and shall keep full and accurate accounts and receipts and disbursements in books belonging to the Association and he/she shall receive all monies, bills, notes, bonds and similar property belonging to the Association and safely keep the same in the name of the Association and he/she shall deposit all monies and other valuable effects in the name and to the credit of the Association and in such depositories as may be designated by the Board of Directors from time to time. He/she shall invest all funds not needed, but only with the approval of the Board of Directors. He/she shall disperse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at a regular meeting of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial position of the Association. All disbursements made by him/her shall be made directly subject to such rules as may be prescribed by the Board of Directors. He/she shall make an annual report and attend the annual general meeting to explain same and he/she shall make such other reports as may be required from time

to time by the Board of Directors. The books of the Treasurer shall at all times be open to inspection by the members of the Board of Directors, their agents, auditors or accountants.

16. The Executive Director shall attend all sessions of the Board of Directors and all meetings of the members and act as Clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose, which books shall be the property of the Association. He/she shall give or cause to be given notice of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or by the President under whose supervision he/she shall be. He/she shall be a signing officer on Association accounts as ratified at each Annual Meeting. He/she shall be custodian of the seal of the Association, which he/she shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. He/she shall also be the custodian of the corporate records of the Association and shall perform all other duties usually performed by the Secretary of a similar Association.

ARTICLE VII - Committees

All committees will operate under Standard Operating Procedures as developed by the Board of Directors and available from the Executive Director.

Nothing herein contained shall be construed to limit or prohibit the appointment of any other committee or committees by the President for the advancement of the Association, in accordance with the provisions of the By-Laws of the Association.

No committee shall have authority to bind this Association for the payment of money or the performance of any contract or the carrying out of any obligation or duty, the authority to do so hereby being specifically reserved expressly unto the Board of Directors or the duly authorized and elected officers of the Association.

1. Nominating Committee

The President shall, appoint an election committee which shall be composed of three (3) voting members and chaired by the immediate Past President of the Association. In the event the immediate past president is unable to perform these duties, the President will appoint a previous past president as chairperson. At the time of the election of the Directors and officers, the Chairman of the nominating committee shall ask for further nominations from the floor and when said nominations have been closed, the election shall then take place in an orderly fashion by a

show of hands, if authorized by those present on all of the nominations submitted and made whether they came from the nominating committee, the floor, or any other source acceptable to the Association.

2. **Membership Committee**

The President shall appoint a chairperson from the current Board of Directors to serve as the membership chairperson. This chairperson will be responsible for establishing a committee whose responsibility it will be to maintain and grow the membership in the Association. The committee will follow guidelines established by the Board of and available from the Executive Director.

3. **Finance Committee**

The finance committee will be chaired by the Treasurer of the association. This committee will be responsible for the financial planning of the association and shall report to the Board on an annual basis, as part of the regular treasurer's report. This committee shall consist of the Executive Committee, the Executive Director and any additional persons this group determines to be appropriate, to a maximum of seven members.

4. **Education Committee**

The Education committee will be chaired by a current board member as appointed by the President. This chairperson will be responsible to develop planning as it pertains to education for superintendents, assistants, technicians, etc. This development may be in liaison with, but not limited to, the ATRF and its education planning.

5. **Events Committee**

The events committee will be chaired by a current board member as appointed by the President. The chairperson will establish a committee or committees to develop planning for, but not limited to, the Fall Research Days and all aspects of these events. The Executive Director shall sit on this committee and provide assistance in any or all areas requested.

6. **Publicity & Promotion Committee**

This committee will be chaired by a current board member as appointed by the President. The chairperson/s of this committee will establish a committee or committees to look after both the Turf News and the AGSA Website. They will as well be responsible for providing direction on any additional opportunities in the areas of publicity or promotion.

7. Awards Committee

This committee will be chaired by a current board member as appointed by the President and will be responsible for any and all awards given out by the association. They will develop criteria for the awards. They will also recommend to the Board of Directors individuals who would be worthy recipients of the awards.

8. Research Committee

Will be chaired by a current Board Member as appointed by the President. Will be responsible for any / all research projects undertaken or funded by the Association. Committee will be responsible for ensuring all funds intended for the purpose of research are used specifically for the purpose or project to which they are intended.

9. Executive Committee

The Executive committee will consist of the Past President, President, Vice President and Treasurer of the Association. Dealing with the Executive Director's performance, remuneration and any other issues concerning this position will be the main function of this committee.

ARTICLE VIII - Meetings

1. A regular annual meeting of the voting members of the Association shall be held once a year, and shall be held at such actual date, location, time and place as the Board of Directors may designate. At such a meeting, the members shall receive a report of the Directors and shall fill all vacancies on the Board of Directors and in the offices of the Association as exist at the date of such annual meeting, including but not limited to those vacancies that have arisen because of the expiry of the term of the previous Directors or officers.

2. The order of business at all meetings whether of Directors or members shall be as follows:
 - (a) The Chairman shall take the Chair.
 - (b) The Secretary of the meeting shall be appointed.
 - (c) Ascertainment of quorum.
 - (d) Reading of Minutes of previous meeting or meetings.
 - (e) Communications received and sent.
 - (f) Reading of annual report and auditor's report where applicable.
 - (g) Report of officers.
 - (h) Report of committees.
 - (i) Appointment of auditors where applicable.

- (j) Any unfinished business.
- (k) Any new business.
- (l) Election of officers and Directors wherever applicable.
- (m) All other matters that come before the meeting which are not included in the order of business prescribed, and all disputed questions of parliamentary practice or procedure that shall be controlled by Bourinot's Rules of Order.
- (n) The Chairman of the meeting may vary the order of business with the consent of the meeting, or may waive any order of business with the consent of the meeting. Any error in the order prescribed shall not invalidate any resolution passed or any proceeding or proceedings taken at any meeting.

3. **The Board of Directors shall meet at least four times a year**, with one of the Directors' meetings to take place during the same week as the annual meeting of the members. Other meetings of the Board of Directors shall be held from time to time at such place, at such time and on such day as the President or any six (6) Directors decide. Notice of every meeting so called shall be given to each Director thirty (30) days before the time when the meeting is to be held if the notice is mailed, or sent by any means of wireless communication or if delivered personally to whom it is given. A copy of any resolution of the Board of Directors fixing the place and time of the said regular meeting of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.
4. At all meetings of the Board or of the members, every question shall be decided by a majority of votes cast on the question. Special meetings of the membership shall be called by the President upon the request of a majority of the Board of Directors, and shall also be called by the request of five percent (**5%**) of the voting members in good standing. Thirty (30) days advance notice of the time and place shall be given to members of any annual or special meeting. Any notice of a special meeting shall also include the purpose of which such meeting is called the Secretary shall send the appropriate notice of the meeting to each member in good standing at the time such notice is mailed.
5. Regular meetings of members shall be held whenever practical and at the discretion of the Board of Directors. These regular meetings shall be for the education of the members and for such things as may be of mutual benefit to all of the members.
6. Notwithstanding anything hereinbefore or hereinafter contained, the only persons who shall be entitled to vote at any meeting of the members or on any question which is to be determined by the members, shall be those members of those classes which have a vote, that is, only voting members. Wherever this By-Law therefore refers to questions to be decided by the members of the Association, such members shall be deemed to be limited to those members who have the right to vote.

ARTICLE IX - Quorum

1. Two members present in person shall constitute a quorum for any meeting of members for the choice of a Chairman and the adjournment of the meeting; for all other purposes, including but not limited to, the transacting of any other business at meeting of members, a quorum for any such meeting shall consist of at least ten percent (10%) of the voting members of the Association present in person or represented by proxy. A quorum for any meeting of Directors shall constitute at least five (5) Directors elected or appointed present in person. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

ARTICLE X - Amendments of By-Laws

1. The By-Laws of the Association may be repealed or amended by By-Law enacted by a majority of the Directors at the meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said By-Law.
2. In the Alternative, the By-Laws of the Association may be appealed or amended at any annual meeting of the members of the Association without any previous notice having been sent to the members of the amendment proposed or to be made, provided the amendment or repeal is passed by at least two-thirds (2/3) of all members present or represented by proxy.

ARTICLE XI - Miscellaneous

1. A member may appoint as his proxy any other member to vote at any annual or special general meeting. If any member, in the opinion of the Board of Directors, abuses his right to appoint as a proxy anyone other than another member, such appointing member may be charged with a violation of the code of ethics of the Association.
2. **The Financial year of the Association shall be January 1 – December 31.**

ARTICLE XII

1. The Board of Directors may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Association when they shall be confirmed, and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.