

BYLAWS

Mid-Atlantic Exotic Pest Plant Council

(Adopted May 17, 2000, revised June 15, 2005 & adopted Aug. 2005)

Article I. Name

The name of this organization shall be the Mid-Atlantic Exotic Pest Plant Council.

Article II. Mission Statement and Object

The mission statement of this organization is as follows:

The purpose of the Mid Atlantic Exotic Pest Plant Council (MA-EPPC) is to address the problem of invasive exotic plants and their threat to the Mid-Atlantic region's economy, environment, and human health by providing leadership, facilitating information development and exchange, and coordinating regional efforts.

The object of this organization shall be:

- a. To provide a focus for issues and concerns regarding exotic pest plants impacting native plant communities in the Mid-Atlantic region;
- b. To facilitate communication and the exchange of information regarding all aspects of exotic pest plant control and management;
- c. To provide a forum where all interested parties may participate in meetings and share in the benefits from the information generated by this Council;
- d. To promote public understanding regarding exotic pest plants and their control;
- e. To serve as an advisory council regarding funding, research, management, and control of exotic pest plants;
- f. To facilitate action campaigns to monitor and control exotic pest plants in the Mid-Atlantic region;
- g. To review incipient and potential pest plant management problems and activities and provide relevant information to interested parties.

Article III. Members

Section 1. The membership of this Council shall consist of the following members:

- a. Student members: Any full or part time student enrolled at an accredited university, college, junior college or high school, who has an interest in the problems of exotic pest plants. Student members have voting privileges.
- b. Individual members: Any person interested or involved in activities that support the mission of the Council. Individual members have voting privileges.
- c. Contributing members: Individual members who are able to provide additional financial support to the Council. Contributing members have voting privileges.
- d. Institutional members: Any accredited institution of learning, botanical garden, research institute, corporation, company, association, organization, interest group, partnership, public agency or government body, that joins the Council under their institutional name. Institutional members are allowed one vote per institution.
- e. Lifetime sustaining members: Any individual or institutional members who pay a lifetime sustaining membership fee to the Council. Lifetime sustaining members have voting privileges.
- f. Honorary members: Individuals and organizations who have provided extraordinary support and assistance towards accomplishing the goals of the Council. Honorary members must be designated by a unanimous vote of the Board of Directors. Honorary members do not have voting privileges.

Section 2. Any person or institution shall be eligible for membership provided that such prospective member pays the required membership fee, and provides all requested background information necessary to ascertain consistency with the membership categories listed above in Article III, Section 1.

Section 3. Any member desiring to resign from the Council shall not be entitled to a refund of their membership fee.

Section 4. Members are in good standing provided all required membership fees are paid. Members who are delinquent in fees for more than three months shall be considered inactive and therefore not entitled to the rights and privileges of membership as defined for any of the categories in the above sections..

Section 5. A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Article IV. Chapters

Each participating state is encouraged to establish, when statewide interest and resources allow, a state chapter which will function as an affiliate of the Mid-Atlantic Exotic Pest Plant Council. The purpose of each state chapter will be to organize and to achieve the goals and objects of the Mid-Atlantic Exotic Pest Plant Council as each chapter deems appropriate within its unique boundaries and abilities.

Article V. Officers

Section 1. The Officers of the Council shall be President, Vice President, Secretary, and Treasurer. These Officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Council.

Section 2. All Officers shall be elected by the membership following nominations by the Board of Directors and/or nomination from the floor. Any proposed changes and/or additions to Officers shall be sent to the general membership sixty (60) days in advance of change for their review and consideration.

Section 3. Terms of office are two years in duration and begin immediately following the election. An individual serving as President may serve in that position for no more than two terms consecutively. Additional terms as President beyond two (2) may be served following a one year break. All other Officers may serve unlimited consecutive terms.

Section 4. Interim vacancies of Officers shall exist on the death, resignation or removal of any Officer. Any Officer may resign by giving written notice to the Board of Directors.

Interim vacancies of Officers may be filled by the Board of Directors. A person elected to fill an interim vacancy shall hold office until the next election of Officers or until his or her death, resignation or removal from office.

Article VI. Board of Directors

Section 1. The Board of Directors shall consist of the four (4) Officers and at least one representative residing or working in each participating state.

Section 2. The operating size of the Board of Directors, and the ratio of representation from participating states, shall be determined by the Board for any given period with the guiding premise that the Board be large enough to represent most constituencies, to the greatest degree possible.

Section 3. All board members shall be elected by the membership following nominations by the Board of Directors and/or nomination from the floor of the annual meeting of the membership. Any proposed changes and/or additions to the membership of the Board should be sent to the general membership sixty (60) days in advance of change. Member's views will be solicited and will be taken under consideration by the board.

Section 4. Terms of office are two years in duration and begin immediately following the election. Board members may serve for unlimited consecutive terms. Terms shall be staggered to allow for continuity.

Section 5. Interim vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased. Any Director may resign by giving written notice to the President, the Secretary, or the Board of Directors.

Interim vacancies on the Board may be filled by the Board of Directors. Interim Directorships shall be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill an interim vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

Section 6. The Board of Directors is empowered to conduct business of the Council between business meetings. Actions and decisions of the Board of Directors as recorded in the minutes shall be made available to the Council at each business meeting.

Section 7. A simple majority of the current board members or their proxies constitute a quorum of the Board of Directors.

Section 8. The Board of Directors shall meet at least three times per year. Between meetings the Board can make decisions by mail or by electronic means.

Section 9. Board meeting agenda and format, as well as minutes from the previous board meeting, shall be coordinated by the President and shall be distributed at least two weeks prior to the meeting

Section 10. Special meetings or conferences of the Board may be called by the President and shall be called upon written request of three standing members of the Board. Two weeks prior notice shall be required before all special meetings or conferences.

Section 11. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 12. The Directors and Officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the law.

Section 13. Directors who fail to attend 3 consecutive board meetings without notification to and granted approval of absence by either the President or Secretary will be automatically removed from the board.

Section 14. The Board of Directors may, by a two-thirds majority, elect advisors to the Board. Advisors do not have voting privileges on the Board.

Article VII. Meeting of the Council

Section 1. There shall be an annual business meeting of the general membership, at which the Officers and the Board of Directors shall be elected.

Section 2. Notice of business meetings shall be sent to standing members at least 60 days prior to such meetings.

Section 3. Meeting agenda and format, as well as minutes from the previous meeting, shall be coordinated by the President and shall be distributed at least two weeks prior to the meeting.

Section 4. A two-thirds vote of voting members who are present shall be required to allow the introduction of a motion that falls outside the Council's object as outlined in Article II.

Section 5. The board may call additional meetings in order to facilitate progress of the Council's work.

Article VIII. Committees and Task Forces

Section 1. The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of three (3) Board members and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law. The purpose of the Executive Committee shall be to provide rapid response to specific projects and priorities, and to assure progress and momentum during time periods between Board meetings.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board promptly after the meeting.

Section 2. The corporation shall have such other committees or task forces as may from time to time be designated by resolution of the Board of Directors. These committees and task forces may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board. The President shall be an ex officio member of all committees and task forces. A minimum of one board member shall be assigned to each of these committees and task forces as a liaison.

Article IX. Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules or order the Council may adopt.

Article X. Amendment of Bylaws

The voting members may, at any business meeting of the Council, amend the corporation's Bylaws by a two-thirds vote of those present. Any proposed amendments should be sent in advance to membership and Board of Directors at least 60 (sixty) days prior to the meeting where the proposed amendment will be discussed.

Article XI. Finances

Section 1. The collection and accounting of funds shall be the responsibility of the Treasurer.

Section 2. The Treasurer shall maintain all records of funds collected and dispersed by the Council. Such records shall be available for review by any individual upon adequate notice. Reasonable fees may be charged to reimburse expenses incurred for making copies of documents. A financial report shall be given at the annual business meeting.

Section 3. Following approval by the President or the Vice President, the Treasurer has the authority to sign checks for the disbursement of funds of the council.

Section 4. The Board of Directors shall establish a membership fee schedule for each of the membership categories in accordance with the provisions of Article VI. The Board may, at its discretion, amend or revise the membership fee schedule from time to time. Membership fees are due annually.

Section 5. The Board may solicit voluntary contributions, in-kind services, grants, or donations to augment membership fees in order to pay for the activities and functions of the Council.