

# By-Laws

*As amended March 31, 2015*

## **BYLAWS THE WESTERN AQUATIC PLANT MANAGEMENT SOCIETY, INCORPORATED**

(A Corporation Not for Profit)

### **ARTICLE I SOCIETY NAME**

The name of this Society shall be THE WESTERN AQUATIC PLANT MANAGEMENT SOCIETY, INCORPORATED (hereafter termed "Society")

### **ARTICLE II SOCIETY OBJECTIVES**

The objectives of the Society shall be to:

1. To establish a forum for the exchange of information on aquatic vegetation management techniques, strategies, and research through periodic meetings and other appropriate means.
2. To cooperate with local, state, regional, and national agencies, both public and private, in the identification of and solution to aquatic vegetation problems.
3. To promote uniformity and coordination of activities among agencies concerned with the regulatory aspects of aquatic plant management.
4. Encourage scientific research and assist in promoting the control and management of aquatic plants through scientifically sound procedures.
5. Recognize and promote scientific advancement of the members and facilitate the education of aquatic plant scientists through scholarships and other assistance programs.
6. Extend and develop public interest in, and understanding of, aquatic plant management problems and solutions.
7. Cooperate with local chapters and other societies and organizations with similar and related interests.

### **ARTICLE III PLACE OF BUSINESS**

The principal place of business shall be located at such a place as decided by the Board of Directors may decide.

## **ARTICLE IV OFFICERS**

**Section A.** The officers of the Society shall be the Immediate Past President, President, Vice President/Program Chair, Secretary/Treasurer and four (4) Directors. The Board of Directors of this Society shall consist of not more than eight (8) members and shall include the active officers of the Society. The Society shall maintain a good and sufficient surety bond in an amount not less than the total assets of the Society covering all Officers and Directors.

**Section B. President.** The President shall preside at all business meetings of the Society and at all meetings of the Board of Directors. The President shall maintain and exercise general supervision over the affairs of the Society, may sign checks in payment of obligations of this Society during the absence or incapacitation of the Secretary/Treasurer, shall appoint all Standing Committee and Special Committee Chairs and Special Representatives unless otherwise specified under **ARTICLE XIII** and shall discharge such other duties as usually pertain to the office of the President. The President is an Ex-Officio member of all committees of the Society.

**Section C. Vice President/Program Chair.** The Vice President shall exercise the powers and perform the duties of the President in the absence or disability of the President or in case of a vacancy in the office of the President. The Vice President shall serve as Chair of the Meeting/Program Committee. The Vice President shall also perform such duties as may be assigned by the President or the Board of Directors.

**Section D. Secretary/Treasurer.** The Secretary/Treasurer shall keep full and current minutes of all meetings of this Society and of the Board of Directors. This officer shall be responsible for the maintenance of membership records, shall issue notices of meetings, and shall conduct such part of the correspondence of the Society as is usually conducted by the Secretary/Treasurer of similar organizations. The Secretary/Treasurer shall serve on the Newsletter Committee. The Secretary/Treasurer shall serve as Archivist responsible for maintaining the security of important records of the Society. The Secretary/Treasurer shall establish guidelines and procedures for placing items in the archives. The Secretary/Treasurer shall collect and receipt all dues, assessments, and other income. The Secretary/Treasurer shall deposit promptly all funds of the Society, including funds received for the Scholastic Endowment Fund, in such depository as shall be approved and designated by the Board of Directors. Checks in payment of obligations of this Society shall be signed by the Secretary/Treasurer, who shall with the approval of the Board of Directors, pay all bills of this Society and make such other disbursements as are necessary and incidental to the operation of the Society. The Secretary/Treasurer shall at the annual meeting of the Society, and if directed by the Board of Directors at special meetings, make full and true report of the financial condition of this Society. The Secretary/Treasurer shall provide for an annual audit of all books, vouchers, and necessary documents of the Society prior to or at each annual meeting of the Society. The audit shall be conducted by the Audit Committee as appointed by the President. The financial statements as prepared during the audit shall be included as part of the annual proceedings of the Society. This officer shall

perform such other duties as are usually incident to the office of Secretary/Treasurer and as may be assigned by the Board of Directors.

**Section I. Immediate Past President.** The Immediate Past President shall serve as an advisor to the President and the Board of Directors and shall serve as Chair of the Nominating Committee. This officer shall perform such duties as specified herein and as may be assigned by the President or the Board of Directors.

**Section J. Directors.** The Directors shall assist in administering the affairs of this Society and serve as Chairpersons of Committees as appointed by the President.

## **ARTICLE V TERM OF OFFICE**

The term of office of all officers of the Society, except the Secretary/Treasurer and Directors shall be one year, or until their successors shall be duly elected and qualified. The term of office of the Secretary/Treasurer shall be three years. As described in ARTICLE XI, however, the Vice President/Program Chair automatically progresses from that office through the offices of President, and Immediate Past President. The term of office in each is one year, so that the elected Vice President/Program Chair remains an officer for three consecutive years. The term of office of all officers shall begin at the close of the annual meeting at which they are elected to that office. Directors shall serve a two-year term on the Board of Directors, and shall also begin their term at the close of the business meeting at which they are elected. Any Officer or Director of the Society who fails to fulfill the duties of the office without valid reasons may be removed from office by a two-thirds vote of the Board of Directors. The vacant office shall be filled as described in ARTICLE XI, Section D.

## **ARTICLE VI BOARD OF DIRECTORS**

**Section A.** The President of the Society shall chair the Board of Directors.

**Section B.** The Board of Directors shall meet upon the call of the President or upon the request of five or more members of the Board of Directors directed in writing to the Secretary/Treasurer. At least fifteen (15) days prior notice in writing shall be given by the Secretary/Treasurer to all members of the Board of Directors as to any meetings of the Board of Directors. The time and place of such meetings shall be designated by the President. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. Proxies for absent Board Members requires verbal pre-notification of the President and Secretary/Treasurer, must be assigned in writing to a member in good standing and be provided to the Secretary/Treasurer for the record upon completion of roll-call. Qualifying Proxies will assume the privileges, duties, and responsibilities of the absent Board Member during the course of the meeting including the right to vote on Board matters. An action of the Board of Directors shall be upon the vote of the majority of its members present. Except under extenuating circumstances (as approved

by the Board) which may prevent it, the Board of Directors shall meet no fewer than three (3) times annually. One meeting shall be held immediately before the annual meeting of the Society; one meeting shall be held immediately after the annual meeting of the Society; and one additional meeting shall be held during the interim between the annual meetings.

**Section C.** The Board of Directors shall manage the affairs of the Society and shall have the power: (1) to fill any vacancies among the officers of the Society including the membership of the Board of Directors; except as provided in Article XI, Section D; (2) to prescribe the duties of the officers of the Society not otherwise prescribed in the Bylaws of the Society; (3) to provide rules and regulations for the conduct of the affairs of this Society as are not consistent with the provisions of the Bylaws; (4) to accept or reject applications for membership in this Society; (5) to increase the amount of the Officers' & Directors' bond if the Board deems the current bond insufficient; (6) the Board of Directors shall have full power of the Society in all matters demanding action between meetings and shall submit at the next succeeding meeting of the Society a report on all actions taken by them under authority of this section.

## **ARTICLE VII QUORUM**

A quorum of the business meeting of the Society shall consist of not fewer than thirty (30) voting members, or ten percent (10%) of the membership, whichever is smaller, at least two (2) of whom shall be officers of the Society.

## **ARTICLE VIII MOTIONS AND RESOLUTIONS**

All motions and resolutions presented at any annual meeting of the Society involving matters of policy, administration or business shall be referred to the Board of Directors who shall consider the same and report its recommendation back to the Society; provided, however, that should any matter require immediate action by the Society, such matters may be considered immediately by consent of three-fourths of the active members present and voting.

## **ARTICLE IX MEETINGS**

**Section A.** There shall be an annual meeting of the Society for the election of officers, the presentation of papers and discussion on aquatic plant control and management, uses of aquatic vegetation and related subjects and such other business as may be properly brought before it. Such annual meetings shall be held at such time and place as the Board of Directors may decide. At least sixty (60) days prior notice shall be given in writing to all members as to the time and place of the annual meeting.

**Section B.** Special meetings of the Society may be held whenever the Board of Directors deems such meetings necessary or whenever ten or more active members shall make a written request to the Secretary/Treasurer. Such requests shall be placed with the Board of Directors which shall designate a time and place for such special meetings. The Secretary/Treasurer shall give written notice of all special meetings of the Society to all members at least four (4) weeks prior to the date of such special meetings.

## **ARTICLE X FISCAL YEAR**

The fiscal year of the Society shall be the calendar year.

## **ARTICLE XI ELECTION OF OFFICERS**

**Section A.** The election of Officers and Directors of the Society shall be held as part of the annual business meeting held in conjunction with the regular annual meeting.

**Section B.** At each annual business meeting, elections shall be held for the office of Vice President/Program Chair and half the directors (2), while elections shall be held at three year intervals for the office of Secretary/Treasurer. Elections will not be held for the offices of President, or Immediate Past President, as the Vice President/Program Chair electee shall automatically progress through each of these offices, serving a one-year term in each as specified in ARTICLE V. Officers of the Society shall be elected by majority vote of the voting members present at the annual meeting of the Society and shall serve until the close of the annual meeting of the Society marking the end of the term of their elected office, with the above stated exceptions that the Vice President shall automatically become the President, and the President shall automatically become Immediate Past President. Individuals in the offices of Secretary/Treasurer or Director may be elected to consecutive terms. Two (2) new Directors shall also be elected each year for a term of two (2) years, or until their successors shall be duly elected and qualified.

**Section C.** No member shall be eligible for office who has not been a voting member (as defined in Article XII, Section B) of the Society for the immediate past year.

**Section D.** Vacancies in the office of President between terms shall automatically be filled through succession in the following order: Vice President/Program Chair, Secretary/Treasurer, or a current Director by the majority vote of the Board. All vacancies, other than that in the office of President, shall be filled through appointment by the Board of Directors.

## **ARTICLE XII MEMBERSHIP**

**Section A. Categories.** All Membership categories shall be subject to the approval of the Board of Directors. There shall be the following Membership Categories:

1. **Individual Member.** Any person who is interested in the advancement of the Society and its goals.
2. **Sustaining Member.** Companies, institutions, or organizations interested in the advancement of the Society and its goals.
3. **Student Member.** Any full-time individual student who is interested in the advancement of the Society and its goals.
4. **Honorary Member.** An Honorary member shall hold in perpetuity all rights of active membership. Before being considered for honorary membership a person must meet the following criteria:
  - The nominee must have contributed significantly to the field of aquatic vegetation management. (The individual should be retired and no longer employed in the field of aquatic vegetation management, except that part-time work as a consultant shall be permissible).
  - The nominee must have been a voting member of the Society for no less than five (5) years.
  - The nominee must have actively promoted the Society and its affairs during their membership.
  - Nominees for honorary membership shall be submitted to the Board of Directors. Nominees will be evaluated by the Board to ascertain that they meet the criteria for eligibility as an honorary member. Honorary membership shall be approved by a majority vote of the Board of Directors.

**Section B. Voting Privileges.** All Individual, Student, Honorary, and one designated representative from a Sustaining Membership who are members in good standing with current, paid-up dues shall have the right to vote.

**Section C. Membership dues.** Dues amounts for each membership category shall be proposed by the Board of Directors and voted upon by the membership at the Annual Business Meeting. Annual dues are due by January 31 and shall in no case be paid later than the first full day of the annual meeting to qualify for the full rights and privileges of membership in that calendar year. The fiscal year is the calendar year.

## **ARTICLE XIII COMMITTEES AND REPRESENTATIVES**

**Section A. Standing Committees.** Standing Committee Chairs shall be appointed by the President. Additional Committee members not already designated in the Bylaws shall be voting members of the Society, selected by the Chair and approved by the President. The number of persons on each committee may be changed at the discretion of the President and the Board of Directors. Standing Committees are as follows:

1. **Bylaws and Resolutions Committee.** This committee shall consist of not fewer than three (3) voting members of the Society. All resolutions and Bylaws changes to be

considered shall be presented to this committee, who shall present worthy suggestions to the Society in a form appropriate for adoption, subject to Bylaws Article VIII. All petitions with ten (10) or more signatures of voting members shall be brought to the attention of the Society. Bylaws changes, adopted in accordance with ARTICLE VIII shall be incorporated into the current Bylaws by this committee and submitted to the Secretary/Treasurer for the official record. The Chair of this Committee shall be the Immediate Past President.

2. **Finance Committee.** This committee shall have at least three (3) members, one of whom shall be the Secretary/Treasurer of the Society. The committee shall 1) review all financial records at the end of each fiscal year, 2) prepare a report on the Society's financial status for presentation to the Board of Directors at the mid-year meeting, 3) prepare the annual budget of the Society, 4) advise and assist the Secretary/Treasurer in maintaining Society financial records and in preparing reports for the Board of Directors. The Chair of this committee shall be the Secretary-Treasurer.
3. **Meeting/Program Planning Committee.** This committee shall have at least three (3) members. The task for the committee shall be 1) to develop programs for each annual meeting and 2) investigate alternative sites within a region, and provide a recommendation to the Board of Directors to aid in selecting the meeting site and property. Upon selection, this committee shall be responsible for preparing the logistical aspects of the annual meeting. Its duties shall include 3) arranging for social activities and functions, 4) providing information for the Newsletter and website, 5) suggesting appropriate 'local' speakers, 6) securing meeting sponsors, 7) informing the Board of Directors about the arrangements. This committee shall be responsible for making all arrangements concerning commercial or other exhibits at annual meetings. The committee shall coordinate its activities with hotel management, the Secretary/Treasurer, and other relevant persons. The committee shall be responsible for establishing annual meeting levels of recognition, recommending exhibit fees, recognizing contributors at the meeting, securing names of the designated representative from each exhibitor attending and administering programs to give awards or prizes to exhibitors. The committee shall coordinate its efforts with the Vice President/Program Chair. The Chair shall be the Vice President/Program Chair.
4. **Membership Committee.** This committee shall consist of not fewer than three (3) active members of the Society; one of whom shall be the Secretary/Treasurer, and one of whom shall be the Vice President/Program Chair. This committee shall investigate and promote memberships in the Society. The committee shall inform the Society about the death of a member. The committee shall assist in the preparation of letters of condolence sent on behalf of the Society by the President. The Chair of this committee shall be the Secretary/Treasurer.
5. **Nominating Committee.** The Nominating Committee shall consist of not fewer than three (3) members, to be chaired by the Immediate Past President, and shall recommend to the Society candidates for election to the several offices. This committee shall inform the Society membership of the slate of nominees for office at prior to or at the annual business meeting.
6. **Editorial Committee.** The Editorial Committee shall be responsible for the generation and distribution of The Society's newsletter with input from the Meeting/Program Planning Committee or the Board of Directors. The Committee shall also generate and distribute other Society' News as determined by The Board. The chair shall be a Director of The Society appointed by the President.

7. **Webmaster Committee.** The Webmaster Committee shall be responsible for the development and maintenance of the Society's Website as directed by the Editorial Committee and The Board of Directors. The chair shall be a Director of the Society appointed by the President.

**Section B. Special Committees.** Such other committees as from time to time may be deemed necessary shall be appointed by the President.

**Section C. Special Representatives.** The President shall appoint, with approval of the Board of Directors, special representatives of the Society. These persons shall attend meetings of organizations such as may be identified to act as liaisons between these organizations and the Society.

## **ARTICLE XIV RULES OF ORDER**

Business sessions of the Society shall be conducted in accordance with Robert's Rules of Order, newly revised.

## **ARTICLE XV PUBLICATIONS**

All publications of the Society shall be issued under the direction of the Editorial Committee and shall become the property of the Society.

## **ARTICLE XVI SOCIETY SCHOLASTIC ENDOWMENT**

**Section A.** The Western Aquatic Plant Management Society Scholastic Endowment shall be used to encourage and enhance student participation and public interest in the Society.

**Section B.** The Society Scholastic Endowment fund shall be maintained in the Society account administrated by the Board of Directors and shall be used to support scholarships and student activities in the Society. Expenditures shall be made following recommendation by the Finance Committee with the approval of the Board of Directors.

## **ARTICLE XVII ACTIVITIES LIMITED TO EXEMPT PURPOSES**

No part of the net earnings of the Society shall accrue to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article First



hereof. No part of the activities of the Society shall be lobbying or otherwise attempting to influence legislation and the Society shall not participate in or intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office. In the case of a written request from a governmental body, committee, or subdivision, the Society shall provide technical assistance and advice providing the Society deems it appropriate to provide such assistance. Notwithstanding, any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on by (A) by an organization exempt from Federal income tax under Section 501 (c) (5) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (B) by an organization, contributions to which are deductible under Section (170) (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

## **ARTICLE XVIII AMENDMENTS**

These Bylaws may be amended by three-fourths vote of the active members present at any annual meeting, provided the proposed amendment has been approved by the Board of Directors and given in writing to the Secretary/Treasurer, and that a written notice of said proposed amendment has been transmitted to active members thirty (30) days before the annual meeting.

## **ARTICLE XIX DISSOLUTION**

Upon the dissolution of the Society, the Executive Board shall, after paying or making provisions for the payment of all of the liabilities of the Society, transfer all the assets of the Society to the Aquatic Plant Management Society, Inc. or to such organization or other organizations organized and operated exclusively for educational or scientific purposes, as the Board of Directors shall determine. No member of the Board of Directors or of the Society shall be held personally liable for payment of liabilities beyond the capability of the Society to pay.

The above and foregoing Bylaws of THE WESTERN AQUATIC PLANT MANAGEMENT SOCIETY, INCORPORATED, were adopted on March 11, 1983, revised March 4, 2008, revised March 31, 2015.