

Provisional Bylaws
National Association of Exotic Pest Plant Councils
(approved Oct 14, 2004)

Article I. Name

The name of this organization shall be the National Association of Exotic Pest Plant Councils.

Article II. Object

The object of this organization shall be:

- a) To provide a focus on issues and policies of national importance regarding exotic pest plants that threaten natural areas and wildlands;
- b) To communicate and represent the interests of EPPC's on issues and policies of national importance regarding invasive exotic pest plants that threaten natural areas and wildlands;
- c) To facilitate communication and the exchange of information between EPPC's pertaining to issues and policies of national importance on exotic pest plants that threaten natural areas and wildlands and are of national importance;
- d) To provide a forum for all EPPC's and share in the benefits from the information generated by this council;
- e) To provide support for the implementation of a National Invasive Species Initiatives, long term funding for biological control, and other related activities of national importance;

Article III. Membership

Section 1. The membership of this Council shall consist of 1 representative (and proxy) delegated by each respective EPPC that is a signature to the Memorandum of Understanding for participation in NAEPPC.

Article IV. Member Councils

Section 1. Member councils are autonomous 501C3 organizations who share the same or similar mission of EPPC throughout the U.S. Member councils may have names other than EPPC that remain consistent with EPPC's mission.

Section 2. Member councils may participate in NAEPPC by signing the MOU for participation in NAEPPC. By consent of the Board, participation may extend to newly formed EPPC whose 501C3 status is pending.

Article V. Officers

Section 1. The officers of the Council shall be chair, vice chair, secretary and treasurer. These officers shall perform the duties prescribed by these Bylaws and by parliamentary authority adopted by the Council.

Section 2. All officers shall be nominated and elected by the Board of Directors.

Section 3. All officers shall serve 3-year terms of office.

Article VI. Board of Directors

- Section 1. The Board of Directors shall consist of voting members who are delegated by their respective EPPC's (member councils) and therefore are appointed and not elected.
- Section 2. The Board of Directors members shall be equal to the number of member councils who participate in NAEPPC.
- Section 3. The Board of Directors is empowered to conduct business by email, telephone or meetings provided there is a quorum.
- Section 4. The simple majority of the current voting members or their proxies constitute a quorum of the Board of Directors.
- Section 5. The Board of Directors shall meet at least two times per year. Between meetings the Board can make decisions by mail or by electronic means as stated in Section 3.
- Section 6. Special meetings or conferences of the Board may be called by the Chair 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 7. The Directors shall not be personally liable for the debts, liabilities and other obligations of the council.
- Section 8. The Directors and Officers of the NAEPPC shall be indemnified by NAEPPC to the fullest extent permissible under the law.
- Section 9. The Board of Directors may, by two-thirds majority, elect ex-officio Directors who will serve as advisors to the Board. Ex-officio Directors do not have voting privileges on the Board.

Article VIII. Committees

- Section 1. The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of Officers, and may delegate such a committee the powers and authority of the Board in the management of the business affairs of the corporation, to the extent permitted, and except as otherwise 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. 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 from time to time as the Board may require.
- Section 2. The council shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committee may consist of persons who are not members of the Board and shall act in an advisory capacity to the Board.

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 Board of Directors may amend these bylaws by a two-thirds vote of those present at any board meeting.

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 NAEPPC. Such records shall be available for review by any voting member upon adequate notice. Reasonable fees may be charged to reimburse expenses incurred for making copies of documents. A financial report shall be provided annually and submitted to IRS.
- Section 3. Following approval by the Chair or the Vice Chair, the Treasurer has the authority to sign checks for disbursement of funds of the Council.
- Section 4. The Board may solicit voluntary contributions, in-kind services, grants, or donations to augment for the activities and functions of NAEPPC.