



Bylaws
National Association of Exotic Pest Plant Councils
(Approved June 15, 2009)

Article I. Name

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

Article II. Object

The object of this organization shall be:

- a) To facilitate communication between EPPCs, especially regarding issues and policies of national importance on exotic pest plants that threaten natural areas and wildlands;
- b) To communicate and represent the interests of EPPCs on issues and policies of national importance regarding invasive exotic pest plants that threaten natural areas and wildlands;
- c) To support the formation and growth of EPPCs, and to provide a forum for all EPPCs to share in and benefit from the information generated by each EPPC and this association;
- d) To provide support for the implementation of national invasive species initiatives and other activities of national importance.

Article III. Membership

Section 1. The membership of NAEPPC shall consist of state and multi-state invasive and exotic pest plant councils who share the same or similar mission of NAEPPC. Member councils may have names other than "EPPC".

Section 2. Member organizations are autonomous from NAEPPC.

Section 3. Organizations may apply for membership in NAEPPC by filing a membership form and a copy of their bylaws with the NAEPPC Chair. Membership to an applicant will be granted by a majority vote of the Board of Directors.

Article IV. 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 1-year terms of office and up to a maximum of 2 consecutive term in the same position.

Section 4. Officer Duties

The Chair shall preside at all meetings of the Board of Directors and of the members. The Chair has general supervision over the staff, property, finances and affairs of the organization. The Chair shall prepare meeting agendas and make committee appointments, and may execute contracts or other obligations on behalf of the organization as authorized by the Board and may perform such other duties as the Board may determine.

The Vice-Chair shall exercise the duties and responsibilities of the Chair in the Chair's absence, and shall perform other duties pertaining to the office of Vice-Chair.

The Secretary shall be responsible for the keeping of minutes of all business meetings of the organization, meetings of the Board of Directors and meetings of the Executive Committee, and shall perform other duties pertaining to the office of Secretary.

The Treasurer is responsible for drafting the organization's annual budget, maintaining the financial records and other duties pertaining to the office of Treasurer

Article V. Board of Directors

Section 1. The Board of Directors shall consist of the President or Chair from each member organization. If the President or Chair is unable to serve as a NAEPPC Director, another officer from the member organization may serve instead.

Section 2. Each member organization shall designate an alternate Director, who may serve in place of the member organization's primary NAEPPC Director when necessary.

Section 3. If a member organization's primary and alternate NAEPPC Directors are both unavailable, a proxy may serve with permission from the NAEPPC Chair.

Section 4. The Board of Directors members shall be equal to the number of member councils who participate in NAEPPC.

Section 5. The Board of Directors is empowered to conduct business by email, telephone or meetings provided there is a quorum.

Section 6. The simple majority of the current voting members or their proxies constitute a quorum of the Board of Directors.

Section 7. The Board of Directors shall meet at least once each year. Between meetings the



Board can make decisions by mail, conference call or other electronic means.

Section 8. 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.

Section 9. The Directors shall not be personally liable for the debts, liabilities and other obligations of the council.

Section 10. The Directors and Officers of the NAEPPC shall be indemnified by NAEPPC to the fullest extent permissible under the law.

Section 11. 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 VI. 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 committees may consist of persons who are not members of the Board and shall act in an advisory capacity to the Board.

Article VII. 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 VIII. Amendment of Bylaws

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

Article IX. 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 support the activities and functions of NAEPPC.