

BYLAWS

Southeast Exotic Pest Plant Council

**Revised
May 11, 2010**

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Southeast Exotic Pest Plant Council

Article I. Name

The name of this organization shall be Southeast Exotic Pest Plant Council.

Article II. Objectives

Mission Statement: “Support the management of invasive exotic plants in natural areas of the Southeast U.S. by providing a forum for the exchange of scientific, educational and technical information.

The objectives of this Organization shall be:

- a) To provide a focus for issues and concerns regarding exotic pest plants in native plant communities of the Southeast;
- b) To facilitate communication and the exchange of information with all interested parties regarding any and 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 of the information generated by this Council;
- d) To promote public understanding regarding non-native invasive 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 that negatively impact native plant communities in the Southeast;
- g) To review incipient and potential pest plant management problems and activities and provide relevant information to interested parties.
- h) To serve as the administrative body for Exotic Pest Plant Council Chapters of the southeastern region of the United States.

Article III. Members

Section I. 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, or junior college, who has an interest in the problems of exotic pest plants and has paid the student member fee.
- b) Individual members: Any person interested in or involved in exotic pest plant management, research, or management support programs who has paid the individual member fee. Individual members have voting privileges.

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- c) Contributing members: Individual members who are able to provide additional financial support to the Council at the rate determined by the Board. 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, which joins the Council under their institutional name at the institutional rate. Institutional members are allowed one vote per institution.
- e) Lifetime sustaining members: Any individual or institutional member who pays the lifetime sustaining membership fee to the Council. Lifetime sustaining members have voting privileges.
- f) Honorary members: Individuals and institutions who have provided extraordinary support and assistance toward accomplishing the goals and objectives of the Council. Honorary members must be designated by a unanimous vote of the Board of Directors. Honorary members are lifetime members and have voting privileges.

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 removed from membership rolls.

Section 5. SE-EPPC is a corporation, and all board members are members of that corporation. Members of this corporation are not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Article IV. Chapters

Section I. Each participating state is encouraged to establish, when statewide interest and resources allow, a chapter which will function as a subordinate of the Southeast Exotic Pest Plant Council. The Purpose of each state chapter will be to organize and to achieve goals and objectives of the Southeast Exotic Pest Plant Council as each chapter deems appropriate within its unique boundaries and abilities.

Section 2. New state chapters will have a provisional status for one year, will have non-voting representation on the SEEPPC Board of Directors, and will commit to holding at least two chapter meetings per year during their provisional status.

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Section 3. New state chapters will draft bylaws that will govern the internal affairs of the chapter. Said bylaws must be approved by the SEEPPC Board of Directors.

Article V. Officers

Section 1. The officers of the Council shall be President, President-elect, Secretary, Treasurer, and Liaison to the NAEPPC. 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 nominated and elected by a simple majority of the Board of Directors.

Section 3. All officers shall serve two-year terms of office, which shall begin at the close of the Board of Directors meeting following the election. Additional terms as President may be served following a two year break. Individuals elected as Secretary, Treasurer and NA-EPPC Liaison may serve unlimited terms.

Article VI. Board of Directors

Section 1. The Board of Directors shall consist of voting and non-voting members. The voting members shall consist of the four (4) officers, the immediate Past President, one (1) Representative from each State Chapter. State Chapters shall select their Representative in whatever manner they so choose. Non-voting members may be Committee Chair appointments, Representatives of Provisional State Chapters, Liaisons with other agencies, or other individuals deemed appropriate by the voting members. Directors shall be selected from the membership and must be members in good standing.

Section 2. The size of the Board of Directors, and the ratio to representation from participating states, shall be determined by the Board of Directors.

Section 3. Board members shall serve two-year terms which shall begin at the close of the Board of Directors Meeting following the election.

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, (2) whenever the number of authorized Directors is increased, and (3) when a State Chapter Representative elected as an officer of the Council assumes that office.

A State Chapter shall select a replacement to fill the unexpired term of their Chapter Representative upon that representative's election as an officer of the Council.

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Any Director may resign by giving written notice to the President, the Secretary, or the Board of Directors.

Vacancies on the Board may be filled by the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a 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 4. 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 5. A simple majority of the current board members or their proxies constitute a quorum of the Board of Directors. Any board member or officer may assign their proxy to any other voting member of SE-EPPC. The assignment of a proxy must be made in advance of the meeting at which voting is to occur. The President or his/her representative leading the meeting must be notified in writing of the proxy. E- mail, fax, or other written documentation is acceptable.
- Section 6. The Board of Directors shall meet at least two times per year. The Board can make decisions deemed necessary between meetings by mail or by electronic means.
- Section 7. 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 8. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
- Section 9. The Directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the law.
- Section 10. Directors who fail to attend three consecutive board meetings and do not assign proxies will be automatically removed from the Board.
- Section 11. The Board of Directors may, by a 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.

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Article VII. Meeting of the Council

Section 1. Business meetings shall be scheduled and held at least once yearly by the President.

Section 2. Notice of business meetings shall be sent to standing members at least 30 days prior to such meetings.

Section 3. Meeting agenda and format shall be coordinated by the President.

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

Article VIII. Committees

Section 1. The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of the Officers, and may delegate to such committee the powers and authority of the Board in the management of 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. 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 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. The President shall be an ex officio member of all committees.

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 of order the Council may adopt.

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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 majority of those present. Additionally, the Board of Directors may amend the corporation's Bylaws by a two-thirds majority 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 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 each Board of Directors meeting and Council 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 III. The Board may, at its discretion, amend or revise the membership fee schedule from time to time. Membership fees are due annually on a calendar year basis.
- 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.