

Bylaws of the North Carolina Invasive Plant Council

Article One: Name

1.1 Name

The name of this organization shall be North Carolina Invasive Plant Council (NC-IPC) hereafter referred to as the "Council."

Article Two: Purpose

2.1 Purpose

The purpose of the Council is:

- a) To provide a focus for issues and concerns regarding invasive plants in North Carolina.
- b) To facilitate communication and the exchange of information regarding all aspects of invasive plants ~~control and management.~~ In North Carolina.
- c) To provide a forum where all interested parties may participate in meetings and ~~share in the benefits~~ benefit from the information generated by this Council.
- d) To promote public understanding regarding invasive plants and their control.
- e) To serve as an advisory ~~Council group~~ group regarding funding, research, management, and ~~control~~ regulation of invasive plants.
- f) To facilitate action campaigns for the purpose of detecting, tracking or managing ~~to monitor and control~~ invasive plants in North Carolina.
- g) To review incipient and potential invasive plant management problems and activities and provide relevant information to interested parties.
- h) To periodically assess the invasive plant situation in North Carolina, and based on such assessment, maintain an invasive plant list. The list may include some level of ranking, physiographic specificity, or may otherwise be organized.

Article Three: Members

3.1 Membership

The membership of this Council shall consist of the following members:

- a) Student members: Any full-time or part time student enrolled at an accredited university, college, junior college or high school, who has an interest in the problems of invasive plants. Student members are allowed to vote.
- b) Individual members: Any person interested in or involved in invasive plant management, research, or management support programs. Individual members are allowed to vote.
- c) Contributing members: ~~Individual members who are able to~~ A person or entity that provides additional financial support to the Council. Contributing members are allowed to vote.
- d) Institutional members: Any accredited institution of learning, botanical garden, research institute, Council, 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 member who pays a lifetime sustaining membership fee to the Council. ~~Lifetime sustaining members are allowed to vote.~~
- f) Honorary members: ~~Individuals and organizations who have~~ Any individual or entity that has provided extraordinary support and assistance towards accomplishing the goals of the Council. Honorary members are designated by a unanimous vote of the Board of Directors. Honorary members are not allowed to vote.

3.2 Membership Eligibility

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. 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 dropped from membership rolls. A member of this Council is not, as such, personally liable for the debts, liabilities, or obligations of the Council.

3.3 Membership Fees

The Board of Directors shall establish a membership fee schedule for each of the membership categories. The Board may, at its discretion, amend or revise the membership fee schedule from time to time. Membership fees are due annually.

3.4 Membership Refunds

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

Article Four: Board of Directors

4.1 Number and Qualification of Directors

The Board of Directors shall consist of the four (4) officers, the immediate past president, and five no more than twelve voting members elected at large. Representation on the Board of Directors should include, if possible, individuals from the following categories: Nursery Industry, Landscape Industry, Botanical Gardens/Arboreta, Conservation Organization, Academia, Government, Citizen, and Allied Industry.

4.2 Nomination of Directors

The ~~members at large~~ Board of Directors shall be nominated by the Board and ratified by the voting membership at ~~the annual meeting~~ a scheduled business meeting. ~~An individual~~ Any member may nominate an individual for the Board of Directors at ~~the annual meeting~~ any scheduled business meeting as long as the nominee has been contacted prior to the meeting and has agreed to serve.

4.3 Terms of Office

Members at large shall serve for two-year terms.

4.4 Manner of Appointment

Vacancies on the Board of Directors shall exist on the death, resignation or removal of any Director, and 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. A Director may be removed from office, with or without cause, as permitted by and in accordance with the laws of this

state. Vacancies on the Board may be filled by the Board of Directors at any scheduled board meeting. Vacancies so filled must be ratified by the voting membership at the next scheduled business meeting. ~~annual meeting~~. 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.

4.5 Powers and Duties of the Board of Directors

- (a) Except as otherwise provided in the Articles of Incorporation of the Council or in these bylaws, all the powers, duties, and functions of the Council conferred by the Articles of Incorporation, these bylaws, state statutes, common law, court decisions, or otherwise shall be exercised, performed or controlled by the Board of Directors.
- (b) The Board of Directors shall have general charge of the affairs, property and assets of the Council. It shall be the duty of the Board of Directors to determine the policies or changes therein, actively to pursue or initiate the purposes and objectives of the Council, and, to this end, to manage and control all of its property or assets. Each member of the Board of Directors shall serve in a fiduciary capacity. The Board of Directors may adopt, by majority vote, such procedures, rule and regulations for the conduct of its business and the business of the Council as shall be deemed advisable, and, in the execution of the powers granted, may delegate certain of its authority and responsibility to an individual member or committee. The Board of Directors shall not permit any part of the net earnings or capital to inure to the personal benefit of any member, director, officer, trustee, or other private person or individual.
- (c) The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Council.
- (d) The Board of Directors is authorized to employ such person or persons, including a program coordinator, membership coordinator, attorneys, accountants, trustees, agents, and assistants, as in its opinion are necessary or desirable for the administration and management of the

Council, and to pay reasonable compensation for the services and expenses performed or incurred by any such person or persons.

4.6 Regular Meetings of the Board of Directors; Notice

There must be at least one regular meeting held during each calendar year at such time and such place as the Board of Directors may prescribe. Notice of the time and place of such meeting shall be given by any usual means of communication no less than thirty (30) days before such meeting. Provided, however, if the Board of Directors schedules the time, date, and place of regular meetings at a determinable time, date, and place, all subsequent regular meetings may be held without notice.

4.7 Special Meetings of the Board of Directors; Notice

Special meetings of the Board of Directors may be called by or at the request of the President, or by a majority of the directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given by the President or designee by any usual means of communication at least five (5) days before such meeting.

4.8 Quorum

At meetings of the Board of Directors, a simple majority of the directors then in office or their proxies shall be necessary to constitute a quorum for the transaction of business.

4.9 Vote Required for Action

Except as otherwise provided in these bylaws, the act of a majority of directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors.

4.10 Telephone and Similar Meetings

Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.11 Action by Directors without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all the members of the Board of Directors before the action to be taken. Such consent shall have the same force and effect as a unanimous vote at a meeting. The signed consent, or a signed copy, shall be made a part of the official record of the Council.

Article Five: Officers

5.1 Number and Qualifications

The officers of the Council shall consist of a president, who shall act as the chairman of the Board of Directors and any executive committee of the Board of Directors of the Council, a vice-president, a secretary and a treasurer. The Board of Directors may from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Council, but the council shall not be required to have at any time any officers other than a president, a vice-president, a secretary, and a treasurer. Any two (2) or more offices may be held by the same person, except the offices of president and vice-president.

5.2 Election and Terms of Office

The officers of the Council shall be elected by the standing membership at ~~the annual meeting~~ a scheduled business meeting and shall serve at the will of the Board of Directors until their successors have been elected, or until their earlier death, resignation, removal, retirement or disqualification. The candidate for each position receiving the largest vote shall be elected and the results will be announced at the next business meeting ~~annual meeting~~. The president shall serve a one-year term. The vice-president shall serve a two-year term, with the understanding that he/she will serve as president of the council during the second year of their term. The secretary and treasurer shall serve two-year terms of office. Terms begin on the January 1st ~~which shall begin at the close of the annual meeting~~ following the election.

5.3 Removal

The Council may remove, with a majority vote of the membership, any officer elected whenever in its judgment the best interests of the Council will be served thereby.

5.4 President

The president shall:

- (a) Be the principal executive officer of the Council and shall, when present, preside at all meeting of the Board of Directors.
- (b) Sign, with any other proper officer, any deeds, leases, mortgages, bonds, contracts, or other instrument which may be lawfully executed on behalf of the Council, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer, agent, or committee of the Board of Directors.
- (c) See that all orders and resolutions of the Board of Directors are carried into effect.
- (d) Supervise and direct the management and operation of the Council between meetings of the Board of Directors. Employees of the Council shall be under the President's supervision and control during such interim.
- (e) Perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

5.5 Vice-President

The vice-president, unless otherwise determined by the president or by the Board of Directors, shall:

- (a) Perform the duties and have the authority and exercise the powers of the president in the absence or disability of the president.
- (b) Perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.
- (c) Serve as the chief planner for the Council's annual meeting.

5.6 Secretary

The secretary or designee shall:

- (a) Attend all meetings and record all votes, actions and the minutes of all meetings and perform these duties when required.
- (b) Give, or cause to be given, notice of all meetings when notice of such meetings is required.
- (c) Keep in safe custody the seal of the Council and, when authorized by the Board of Directors or the president, affix it to any instrument requiring it. When so affixed, it shall be attested by the secretary's signature.
- (d) Perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

5.7 Treasurer

The Treasurer is responsible for managing all finances of the NC-IPC. The Treasurer will be the official signatory for writing checks, withdrawing money, and conducting all other bank transactions. The treasurer or designee shall:

- (a) Recordkeeping is done by whatever means prove to be the most reliable and efficient; a computer with software and history of NC-IPC accounting is provided and may be used by the Treasurer. Transactions need to be tracked online and reported as needed. This can be done monthly or at a frequency of the Treasure's/Board's choice.
- (b) Verbal reports of the financial holdings of NC-IPC are to be provided at each Board of Directors meeting. More comprehensive reports may be required at the request of members of the Board.
- ~~(c) Annual reports showing transactions and account balances are to be submitted to SE EPPC each year for tax purposes. A Tax ID number was issued to SE EPPC and all federal taxes are done through them (there is no need to directly submit tax forms to the IRS).~~

- (d) Money will be secured at banking institutions and within accounts that are most favorable to the financial welfare of NC-IPC. Accounts that impose unreasonable fees or frivolous charges shall be closed. On a further note the Treasurer should evaluate the performance of interest-bearing accounts quarterly, and allocate funds to a best-fit portfolio (checking, savings, CD, etc.). The Treasurer will not invest any funds into stocks or bonds unless directed by the Board of Directors.
- (e) Write checks to pay for products or services provided to NC-IPC as invoiced. Reimburse members who incurred out-of-pocket expenses and do obtain receipts as proof of expenses.
- (f) Act as the lead coordinator to track registration fees and vendor participation payments at the annual meetings and for conferences and other events. ~~If needed designate specific member(s) of NC-IPC to assist with this task. Record who paid what, how much, method of payment, and provide receipts as needed. There may be other income (i.e., T-shirt sales) to track at these types of events also.~~ Create and maintain transaction records associated with NC-IPC events and generate receipts as needed.
- (g) Track membership dues. ~~the annual meeting provides the best opportunity for members to pay dues. The website currently lists the NC Botanical Gardens as the mailing address, so some payments will be sent there.~~
- (h) Deal with the office of Secretary of State when organizational changes demand.

Article Six: Meeting of the Council

6.1 Business Meetings

Business meetings shall be scheduled and held at least once annually by the President. Written notice of business meetings shall be sent to standing members at least 30 days prior to such meetings. Meeting agenda and format shall be coordinated by the President.

Article Seven: Committees

7.1 Executive Committees

By resolution adopted by a majority of the directors, the Board of Directors may designate from among its members one or more executive committees, each of which shall consist of two (2) or more directors, including the president of the Council, and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the Council, to the extent permitted, and except as may otherwise be provided, by provisions of the law.

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. Executive Committees shall keep regular minutes of proceedings, cause them to be filed with the Council records and report the same to the Board from time to time as the Board may require.

7.2 Advisory and Other Committees Comprised of Non-Directors

The Council may 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 Council members and shall act in any advisory capacity to the Board. The President shall be an ex officio member of all committees.

7.3 Term of Appointment

Each member of a committee shall continue as such ~~until the next annual meeting of the Board of Directors~~ and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

7.3 Chairman

One member of each committee shall be appointed chairman thereof.

7.4 Quorum

Unless otherwise provided by the Board of Directors designating a committee, a simple majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

7.5 Rules

Each committee may adopt rules for its own government, so long as such rules are not inconsistent with the Articles of Incorporation, these bylaws or with the rules adopted by the Board of Directors.

Article Eight: Parliamentary Authority

8.1 Governing Rules

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 Nine: Amendment of Bylaws

9.1 Amending Bylaws

The voting members may, at any business meeting of the Council, amend these Bylaws by a two thirds vote of those present.

Article Ten: Contracts, Checks, Deposits, and Funds

10.1 Contracts, Contributions, and Grants

The Board of Directors may authorize any officer or officers, agent or agents of the Council, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Council. Such authority must be in writing and may be general or confined to specific instances. 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.

10.2 Check, Drafts, Notes

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued on the name of the Council shall be signed by the president or may be signed by such officer or officers, agent or agents, of the Council and in such manner as may from time to time be determined by resolution of the Board of Directors.

10.3 Deposits

All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies, or other depositories as the Board of Directors may select.

Article Eleven: Indemnification and Insurance

11.1 Indemnification

Any person who at any time serves or has served as a director or officer of the Council, or in such capacity at the request of the Council for any other Council, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Council and reimbursed for any cost or expense incurred as a result of travel and other incidental expenses incurred as a director or officer of the Council, to the fullest extent allowed by law. The Board of Directors may further expand or limit this indemnification provision, or institute any new indemnification policy or provision, by resolution duly adopted by the Board of Directors.

The Board of Directors of the Council shall take all such action as may be necessary and appropriate to authorize the Council to pay the indemnification required by these bylaws, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him.

Any director or officer who at any time after the adoption of these bylaws serves or has served in any of the aforesaid capacities for or on behalf of the Council shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of these bylaws.

11.2 Indemnification Not Exclusive of Other Rights

The indemnification provided in these bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or bylaws, or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to

a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

11.3 Insurance

To the extent permitted by law, the Council may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Council, or is or was serving at the request of the Council as director, officer, employee, trustee, or agent of another Council, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise.

Article Twelve: Miscellaneous

12.1 Books and Records

The Council shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books, records, and minutes shall be available for inspection at the request of any Board or Council member.

12.2 Fiscal Year

The initial fiscal year of the Council shall be a calendar year starting January 1st. The Board of Directors is authorized to fix the fiscal year of the Council and to change the same from time to time as it deems appropriate.