

BYLAWS
Tennessee Exotic Pest Plant Council
(revised August 13, 2009)

Article I. Name

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

Article II. Object

The object of this organization shall be:

- a) To provide a focus for issues and concerns regarding invasive exotic pest plants in native plant communities in Tennessee;
- b) To facilitate communication and the exchange of information regarding all aspects of invasive exotic pest plant control and management;
- c) To provide a forum where all interested parties may participate in meetings and share in the benefits from the information generated by this Council;
- d) To promote public understanding regarding invasive exotic pest plants and their control;
- e) To serve as an advisory council regarding funding, research, management, and control of invasive exotic pest plants;
- f) To facilitate action campaigns to monitor and control invasive exotic pest plants in Tennessee;
- g) To review incipient and potential pest plant management problems and activities and provide relevant information to interested parties; and
- h.) To serve as a state chapter of the Southeast Exotic Pest Plant Council and the National Association of Exotic Pest Plant Councils.

Article III. Members

Section 1. Any individual 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 below in Article III, Section 2.

Individual members: Any person interested in or involved in invasive exotic pest plant management, research, regulation, consulting, or other related management support programs. Individual members are allowed to vote and hold office.

Institutional members: Any accredited institution of learning, botanical garden, research institute, corporation, company, association, organization, interest group, partnership, public agency or governmental body that joins the Council under their institutional name. Institutional members are allowed one vote per institution.

Section 2. Membership type shall consist of the following categories:

a) Student members: Any individual member enrolled at an accredited educational or academic institution as a full or part time student who has an interest in exotic pest plant issues. Student members are non-voting and ineligible to hold office.

b) General members: Any individual or institutional member who has an interest in exotic pest plant issues and who is committed to support the goals and purpose of the Exotic Pest Plant Council.

c) Contributing, Donor, and Patron members: Any individual or institutional member who demonstrates a strong commitment to the goals and purpose of the Exotic Pest Plant Council through their increased financial contribution, pursuant to Article X Section 4.

d) 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 allowed to vote and hold office.

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 dropped from membership rolls.

Section 5. A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Article IV. Officers

Section 1. The officers of the Council shall be President, Vice President, Secretary, and Treasurer. 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 from among the standing membership. Elections shall be held at the annual Spring meeting of the Board of Directors. The standing membership shall be notified of the day, time, and location for the election at least 30 days in advance, and encouraged to attend. The candidate for each position receiving the most votes shall be elected.

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.

Article V. Board of Directors

Section 1. The Board of Directors shall consist of the four (4) officers, the immediate past president, and up to fifteen (15) voting members elected at large.

Section 2. The members at large shall be nominated and elected by the Board.

Section 3. Members at large shall serve for two year terms.

Vacancies on the Board of Directors shall exist (1) on the resignation or removal of any Director, and (2) 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. 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 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. Proxies may only be assigned to the elected representatives of the Board of Directors.

Section 6. 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.

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 laws of this state.

Section 10. Directors who fail to attend 3 consecutive board meetings without notice or without assigning a proxy shall be automatically removed from the board.

Section 11. Directors may invite resource experts or representatives of other organizations to serve as non-voting liaisons to the Board.

Article VI. Meeting of the Council

Section 1. Business meetings shall be scheduled and held as deemed necessary by the President.

Section 2. Written notice of business meetings shall be sent to standing members at least 60 days prior to such meetings.

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

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

Article VII. Committees

Section 1. The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of three (3) Board members and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of 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. 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 corporation 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 also 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 VIII. 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 IX. Amendment of Bylaws

The voting members may, at any meeting of the Board of Directors, amend the corporation's Bylaws by a two thirds vote of those present.

Article X. 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. The signature of the Treasurer or the signature of one other individual designated by the Board of Directors shall be required 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 V. The Board may, at its discretion, amend or revise the membership fee schedule from time to time. Membership fees are due annually.

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.