

# THE OKLAHOMA INVASIVE PLANT COUNCIL

These Bylaws (herein after referred to as the "Bylaws") govern the affairs of The Oklahoma Invasive Plant Council nonprofit corporation organized under the Oklahoma Non-Profit Corporation Act (referred to as the "Act"). The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501 (c) (3) of the Internal Revenue Code.

## ARTICLE I. NAME

The name of this organization shall be The Oklahoma Invasive Plant Council (hereafter referred to as "OkIPC" or the "Council")

## ARTICLE II. OBJECTIVE

### Section 1.

The objectives of this organization shall be those expressed in its charter and its purposes are:

- a) To promote understanding and awareness of invasive plant impact and management in Oklahoma;
- b) Provide a forum for the exchange of scientific, educational and technical information; and
- c) Support research and restoration activities that reduce impacts of invasive plants in Oklahoma.

### Section 2.

Objectives:

- a) To provide a focus for issues and concerns regarding exotic plants impacting native communities in the Oklahoma;
- b) To facilitate the communication and exchange of information regarding all aspects of invasive plant biology, distribution, 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 and promulgated by this Council;
- d) To promote awareness and an understanding regarding invasive plants and their control across Oklahoma;
- e) To provide expert advice for various interests concerned with invasive plants and review invasive plant management problems and activities and provide updated information for specific management needs; and
- f) To serve as an advisory council regarding funding, research, awareness, policy and management of invasive plants.

### Section 3.

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code (IRC), or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the IRC, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

The Board of Directors "Board" may, at its discretion, direct the activities of the association in carrying out the purposes of the association. In no event shall a Director, Officer, or member of the association be given anything of value except as provided in Article XI. Further, gifts will not be given by the association to any individual for other than strictly charitable purposes recognized under IRC 501 (c) (3).

## ARTICLE III. MEMBERSHIP

### Section 1.

Any individual shall be eligible for membership provided that such prospective members pay the required membership fee and provide all requested background information necessary to ascertain consistency with the membership categories listed below in Article III, Section 2.

#### Section 2.

Membership type shall consist of the following categories:

- a) General member: Any individual who has an interest in Oklahoma's invasive plant problems and who is committed to supporting the goals and purpose of the OkIPC may become a general member upon payment of dues as set by the Board. An individual may join as a general member whether or not they are affiliated with a business or institution member— General members are allowed to vote and hold office.
- b) Business member: Any business who has an interest in Oklahoma's invasive plant problems and who is committed to supporting the goals and purpose of the OkIPC may become a business member upon payment of dues as set by the Board. A Business Member shall appoint in writing one (1) of its officers, Board members, and/or full-time employees as its representative and shall have the right to one (1) vote and/or hold office.
- c) Contributing, Donor, or Patron member: Any member who demonstrates a strong commitment to the goals and purpose of the OkIPC through increased financial contribution may become a contributing, donor or patron member. Contributing, donor and patron members are allowed to vote and/or hold office.
- d) Honorary member: Individual or institution who has provided extraordinary support and assistance toward accomplishing the goals and objectives of the Council may become an honorary member. Honorary members must be designated by a unanimous vote of the Board of Directors. Honorary members are not allowed to vote and/or hold office.
- e) Student member: Any individual enrolled at an accredited university, college or junior college, as a full or part time student who has an interest in Oklahoma's invasive plant problems and who is committed to supporting the goals and purpose of the OkIPC may become a student member upon payment of dues as set by the Board. Student members are not allowed to vote and/or hold office.
- f) Institutional members: Any institution member may join on behalf of their institution upon payment of dues as set by the Board. Institutional members are required to provide one (1) name/contact person as their designated voting member and official representative. All other employees of the Institution are eligible for full participation in OkIPC activities (such as attending meetings, participating in discussion lists, etc.), but are not allowed to vote and/or hold office. An institution is defined as an organization with a particular purpose or role not to include academic students.
- g) The Board of Directors, at their discretion, may provide for other categories of membership.

#### Section 3.

##### Resignation of Membership

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

#### Section 4.

##### Termination of Membership.

- a) Causes for Termination. The membership of any regular member shall be terminated upon occurrence of any of the following events:
  - a).1) The resignation of the member.
  - a).2) The failure of a member to pay annual dues within three (3) months of their expiration or within the time set forth by the Board of Directors.
  - a).3) The determination by the Board of Directors or a committee designated to make such determination that the member has failed in a material and serious degree to adhere to the code of ethics and objectives of the organization and/or has seriously mis-represented the organization, its actions, or its goals.
- b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (3) above, the following procedure shall be implemented:
  - b).1) A notice shall be sent by registered mail to the most recent address of the member as shown on OkIPC's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least ten (10) days before the proposed effective date of the expulsion.
  - b).2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed expulsion. The hearing will be held by a special member committee composed of not fewer than three (3) Directors appointed by the President. The notice to the member of his or her proposed expulsion shall be delivered by registered mail and shall state the date, time, and place of the hearing on his or her proposed expulsion.
  - b).3) Following the hearing, the membership committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.
  - b).4) Any person expelled from OkIPC shall receive a refund of dues or assessments already paid for the fiscal year. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

Section 5.

Members are in good standing provided all required membership fees are paid. Members who are delinquent in fees for three (3) months or the time set forth by the Board of Directors shall be considered terminated and therefore not entitled to the rights and privileges of membership as defined for any of the categories in the above sections.

Section 6.

The Board may, at their discretion, amend or revise the membership fee schedule from time to time. The Board of Directors shall have the authority to change the amount of fees by a simple majority vote of its members.

Section 7.

A member of OkIPC is not, as such, personally liable for the debts, liabilities, or obligations of OkIPC.

#### ARTICLE IV. OFFICES

Section 1.

The principal office for the transaction of the business of OkIPC (“principal executive office”) is located at 111 East Chesapeake Street, Norman, OK 73019

Section 2.

The Board of Directors may at any time relocate the principal office and establish branch or subordinate offices at any place or places where OkIPC is qualified to do business.

#### ARTICLE V. OFFICERS

Section 1.

The Officers of OkIPC shall be a President, President-Elect, Secretary, Treasurer, and Past President. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. 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 elected by the membership following nominations by the nominating committee and/or nominations from the floor at the Members Meetings except where vacancies in Officer Positions occur outside the normal election schedule, at which time Officers may be appointed by the Board. Any proposed changes and/or additions to Officers shall be sent to the general membership sixty (60) days in advance of change for their review and consideration.

- a) President. The President shall, subject to the approval of the Board of Directors, generally supervise, direct, and control the business of OkIPC. He or she shall preside at all meetings of the members and at all meetings of the Board of Directors. He or she shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.
- b) President-Elect. The President-Elect shall perform the duties of President when the latter is absent, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The President-Elect shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board of Directors. The President-Elect shall be elected by the voting membership. The President-Elect shall serve one (1) full year immediately prior to assuming the duties of the President.
- c) Secretary. The Secretary shall attend to the following:
  - d) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, committees of Directors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members’ meetings, and the proceedings of such meetings.
  - e) Membership Records. The Secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board of Directors, record of the members, showing the names of all members, their addresses, and the class of membership held by each.
  - f) Notices, Seal and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws to be given. He or she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws including custodianship of the corporate seal.

g) Treasurer. The Treasurer shall attend to the following:

- 1) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of OkIPC, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
  - 2) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit in a timely manner all money and other valuables in the name and to the credit of OkIPC with such depositories as may be designated by the Board of Directors; shall disburse the funds of OkIPC as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it but no less than quarterly an account of all of his or her transactions as Chief Financial Officer and of the financial condition of OkIPC; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.
  - 3) Provide an annual balance sheet to the membership at the annual business meeting.
- d) Past President. The position of Past President will be filled by the officer most recently having left the position of President.

### Section 3.

Terms of office are two (2) years in duration and begin immediately following the election. An individual serving as President may serve in that position for no more than two (2) terms consecutively. Additional terms as President beyond two (2) may be served following a one (1) year break. All other Officers may serve unlimited consecutive terms.

### Section 4.

Any Officer may resign at any time by giving written notice to OkIPC. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of OkIPC under any contract to which the Officer is a party.

### Section 5.

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in case of an Officer appointed by the Board of Directors, by an Officer on whom such power of removal may be conferred by the Board of Directors. Following the determination that an Officer should be expelled under Section 4 above, the following procedure shall be implemented:

- 1) A notice shall be sent by mail by registered mail to the most recent address of the Officer as shown on OkIPC's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least ten (10) days before the proposed effective date of the expulsion.
- 2) The Officer being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed expulsion. The hearing will be held by a special committee composed of not fewer than three (3) Directors. The notice to the Officer of his or her proposed expulsion shall be delivered by registered mail and shall state the date, time, and place of the hearing on his or her proposed expulsion.
- 3) Following the hearing, the membership committee shall decide whether or not the Officer should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.
- 4) Any person expelled from OkIPC shall receive a refund of dues or assessments already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

### Section 6.

Interim vacancies of Officers shall exist on the death, resignation or removal of any Officer. Interim vacancies of Officers may be filled by the Board of Directors. A person elected to fill an interim vacancy shall hold office until the next election of Officers or until his or her death, resignation or removal from office.

## ARTICLE VI. BOARD OF DIRECTORS

### Section 1.

The Board of Directors shall consist of the four (4) Officers, the Past President (1) and eight (8) voting members elected at large for a total of thirteen (13) Board members. The members at large shall be selected by a nominating committee to represent a balance of viewpoints representing the stakeholders interested in invasive species issues. Due consideration will also be given to broad geographic representation.

The certificate of formation of a corporation will state the names of the members of the initial Board of Directors of the corporation and their terms.

#### Section 2.

Nominating Committee. The President of the Board shall appoint a committee to nominate qualified candidates for election to the Board of Directors at least sixty (60) days before the date of any election of Directors. Members in good standing may volunteer for this function. The nominating committee shall make its report at least thirty (30) days before the date of the election, and the Secretary shall forward to each member, with the notice of meeting, a list of candidates nominated, by office. The Secretary shall include the names nominated by the nomination committee, and any report of the committee, with the notice of the meeting at which the election occurs. The nominating committee shall be chaired by a former President, President-Elect or Director in the event there is no President or President-Elect who is willing or available to serve. In addition, at any meeting at which the election of a Directors occurs, a voting member in good standing may nominate a person with the second of any other voting member in good standing.

#### Section 3.

Any voting member may write-in the name of a candidate not appearing on the ballot. This write-in will be considered one (1) vote for that candidate.

#### Section 4.

Candidates receiving the highest number of votes shall be elected as Directors.

#### Section 5.

Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

- a) Select and remove all officers, agents, and employees of OkIPC; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation.
- b) Change the principal executive office or the principal business office in the State of Oklahoma from one location to another; cause OkIPC to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of Oklahoma; and designate any place within the State of Oklahoma for the holding of any members' meeting or meetings, including annual meetings. If the Board of Directors does not designate the place of meeting, the meeting shall be held at the place of the annual Symposium.
- c) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate. Borrow money and incur indebtedness on behalf of OkIPC and cause to be executed and delivered for OkIPC's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- d) Select a Director or Directors to fill a vacancy or vacancies on the Board, including vacancies of Officer Positions.

#### Section 6.

Terms of office are two (2) years in duration and begin immediately following the election. Board members may serve for unlimited consecutive terms. Terms shall be staggered to allow for continuity.

#### Section 7.

Interim 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. Interim vacancies on the Board may be filled by the Board of Directors. Interim Directorships shall be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill an interim 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 8.

The Board of Directors is empowered to conduct the business of the Council between business meetings. Actions and decisions of the Board of Directors shall be made available to the Council prior to the annual business meeting.

#### Section 9.

A simple majority of the current Board members or their proxy (a written or electronic authorization used by a member to authorize someone else to vote on their behalf) constitute a quorum of the Board of Directors.

#### Section 10.

The Board of Directors shall meet at least once per year. Between meetings the Board can make decisions by mail or by electronic means.

Section 11.

Board meeting agenda and format, as well as minutes from the previous Board meeting, shall be coordinated by the President and shall be distributed at least two (2) weeks prior to the meeting.

Section 12.

Special meetings or conferences of the Board may be called by the President and shall be called upon written request of four (4) standing members of the Board. Two (2) weeks prior notice shall be required before all special meetings or conferences.

Section 13.

Directors who fail to attend three (3) consecutive Board meetings without notification to and granted approval of absence by either the President or Secretary will be automatically removed from the Board.

Section 14.

Directors shall not receive salaries for their services. However, the Board of Directors may adopt a resolution providing for payment of expenses to Directors for attendance at meetings of the Board of Directors. A Director may serve the OkIPC in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a Director shall be commensurate with the services performed and reasonable in amount.

Section 15.

The Directors shall not be personally liable for the debts, liabilities, or other obligations of OkIPC. The Directors and Officers of OkIPC shall be indemnified by OkIPC to the fullest extent permissible under the law.

## ARTICLE VIII. MEETINGS

Section 1.

Member meetings shall be scheduled and held at least annually. The meetings shall be held in conjunction with the annual Symposium, whenever possible.

Section 2.

Notice of Board of Directors meetings shall be sent to members in good standing at least sixty (60) days prior to such meetings.

Section 3.

Board of Directors meeting agenda and format, as well as minutes from the previous meeting, shall be coordinated by the President and shall be distributed at least sixty (60) days prior to the meeting.

Section 4.

Within ninety (90) days after each meeting, information generated by the meeting shall be distributed to all members and made publicly available. The information shall include, but not be limited to, the minutes of the previous meeting, abstracts of meeting presentations, and any other information deemed pertinent by the President.

Section 5.

Special meetings may be called by the President or President-Elect and shall be called upon the written request of three (3) standing members of the council. Thirty (30) days notice shall be required before all special meetings.

Section 6.

A two-thirds (2/3) vote shall be required to allow the introduction of a motion that falls outside the Council's objectives as outlined in Article II.

Section 7.

A simple majority of the voting members of the Council shall constitute a quorum.

Section 8.

Notice of any meeting of members shall be given to each member in good standing, by electronic communication, by first class mail, notice posted on OkIPC website, or by telegraphic or other written communication, addressed to each member either at the address of that member appearing on the books of OkIPC or the address given by the member to OkIPC for the purpose of notice. If no address appears on OkIPC's books and no other has been given, notice shall be deemed to have been given if either (a) notice is sent to that member by first-class mail or telegraphic or other written communication to OkIPC's principal executive office, or (b) notice is published at least once in a newspaper of general circulation in the county where that office is

located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

Section 10.

Voting may be by voice, written, or electronic ballot provided that any election of Directors must be by ballot if demanded by any member before the voting begins.

Section 11.

Any members' meeting, annual or special, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy.

Section 12.

Every person entitled to vote shall have that right.

## ARTICLE X. 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 OkIPC, 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.

Section 2.

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 promptly after the meeting.

Section 3.

OkIPC shall have such other committees or task forces as may from time to time be designated by resolution of the Board of Directors. These committees and task forces 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 and task forces. A minimum of one (1) Board member shall be assigned to each of these committees and task forces as a liaison.

## ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of 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.

## ARTICLE XI. FINANCES

Section 1.

The collection and accounting of all funds of the Council shall be the responsibility of the Treasurer.

Section 2.

Bank accounts in the name of OkIPC shall be established and maintained as directed by the Board of Directors.

Section 3.

The Treasurer shall maintain all records of funds collected and dispersed by the Council. Such records shall be available for review by any individuals upon adequate notice. A financial report shall be given at the annual business meeting.

Section 4.

The signature of the Treasurer and one (1) other Officer shall be required for the disbursement of funds of the Council in excess of \$1,500.00. The Treasurer can disburse funds for Board approved expenses that are not in excess of \$1,500.00 without the co-signature of another Officer.

Section 5.

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 their discretion, amend or revise the membership fee schedule from time to time.

Section 6.

The Board of Directors may solicit voluntary contributions, grants, or donations to augment membership fees in order to pay for the activities and functions of the Council.

Section 7. The annual budget of OkIPC should be approved by the Board of Directors at the fourth quarter Board of Directors meeting.

Section 8.

The Fiscal Year for OkIPC will begin on the first day of October and end on the last day of September.

ARTICLE X. AMENDMENT OF BYLAWS

The voting members may, at any meeting of the Council, amend OkIPC's Bylaws by a two-thirds (2/3) vote of those present. Any proposed amendments should be sent in advance to membership and Board of Directors at least twenty (20) days prior to the meeting where the proposed amendment will be discussed and approved. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new Bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed.

Bylaws adopted on 24 July, 2008.

The following are ten (10) current members of OkIPC in good standing. As required by Council Bylaws, they sign below to signify their agreement with and support of the forgoing Bylaws.

Signed by the following eight interim directors:

- Chadwick Cox
- Ashley Foster
- Steven Glasgow
- Jim Harris
- Karen Hickman
- Bruce Hoagland
- Marla Peek
- Jay Pruett

ARTICLE XI. ADOPTION AND WAIVER

The initial Bylaws of a corporation shall be adopted by the corporation's Board of Directors. The undersigned members of the Board of Directors for the Oklahoma Invasive Plant Council hereby waive notice of a special meeting of the Board of Directors. There being no other members of the association having voting rights, each undersigned Director hereby consents to adopting the Bylaws of the Oklahoma Invasive Plant Council.

Bylaws amendments:

14 July 2010 passed unanimously at the annual Business Meeting; clarification of President-Elect term and change acronym from OIPC to OkIPC.