

# Bylaws of the Mountain States Chapter of IECA

## ARTICLE I · GENERAL PURPOSE

The general purpose for which this Chapter is organized is to unite interested parties into a group for the discovery, collection, preservation and dissemination of knowledge toward the attainment of effective and economical methods of preventing erosion and sedimentation of the earth. The geographic boundaries of the Mountain States Chapter include the states of Colorado, Montana, New Mexico, Utah, Wyoming, South Dakota and North Dakota.

## ARTICLE II · MEMBERSHIP AND DUES

**Section 1.** Any person who shall subscribe to the purposes of the association and who shall be duly accepted by the Chapter may become a member upon the payment of the annual dues to the International Erosion Control Association (IECA) and the Chapter as provided by the bylaws.

**Section 2.** Annual dues of the members of this association shall be such as may be fixed from time to time by the Board of Directors and shall be payable in advance of each year.

**Section 3.** Any member may apply for and obtain an inactive status of membership, which shall carry no right to vote or share in property or privileges of the Chapter. However, such status shall carry the right for the member to be reinstated to active status at any time dues are paid for the current year in which reinstatement is sought.

**Section 4.** All Chapter members must follow the Code of Ethics and the Code of Conduct as established by the IECA or as modified by the Board of Directors of the Chapter. Modifications by the Board of Directors of the Chapter may not lessen the codes established by the IECA.

## ARTICLE III · MEMBERS MEETINGS

**Section 1.** A meeting of the Chapter members shall be held at least once per year at a place and time designated by the Chapter Board of Directors. Notice of meetings shall be sent to all active Chapter members.

**Section 2.** A special meeting of the members may be called at any time by the Chapter Board of Directors or by the Chapter members if by written request by not less than one-tenth of the members entitled to vote.

**Section 3.** Notice of meetings shall be mailed or electronically sent to each active member not less than 30 days prior to each meeting.

**Section 4.** No member shall be entitled to vote whose dues remain unpaid.

**Section 5.** Annual and special meetings shall require a quorum of one-tenth of the membership to vote on any issues.

**Section 6.** All Chapter meetings are open to non-members.

## ARTICLE IV · BOARD OF DIRECTORS

**Section 1.** The Mountain States Chapter Board of Directors shall be comprised of eleven members. Nominees for the Board of Directors must be active members of the Mountain States Chapter at the time of nomination.

**Section 2.** Board members shall be elected by an at large election by the Chapter members in accordance with Article V.

**Section 3.** Board members shall serve for a term of two years and shall serve until their successors are elected and qualified. One half of Board members shall be elected every year.

**Section 4.** A Board member may be removed from office by a majority vote of the remaining Board members at their discretion.

**Section 5.** Meetings of the Board of Directors shall require a quorum of six Board members to vote on any issues.

**Section 6.** If a Board member resigns or is removed from office the remaining Board members may appoint a Chapter member to fill the position until the next election.

## ARTICLE V · ELECTIONS

**Section 1.** Elections for the Board of Directors, by written ballot, shall be conducted once per year electronically prior to November 30th.

**Section 2.** Nominations for Board members will be solicited from the membership at least 30 days prior to the election. Write-in nominations will be allowed, provided the write-in candidates meet all eligibility requirements of the Chapter.

**Section 3.** Nominations for the Board shall be received by the Administrative Vice President, who shall prepare a ballot listing the names of the nominees who have accepted such nomination.

**Section 4.** The ballots shall be sent electronically to all active members with voting instructions and a date by which to return the ballots. Ballots will be tallied by the electronic survey system allowing only one vote per person and verified by a board member that is not on the ballot.

## ARTICLE VI · OFFICERS

**Section 1.** The officers of the Chapter shall consist of a President, an Administrative Vice President, a Membership Vice President, a Secretary, and a Treasurer. Any two or more offices may be held by the same person, except the office of the President.

**Section 2.** The officers shall be elected by the Board of Directors at the first Board meeting following the annual election of new Board members. The officers shall serve a term of one year, and until their successors are elected and qualified.

**Section 3.** The President shall preside at all meetings, oversee the operations of the organization, and perform generally the duties customarily required of such officer. In the absence of the President, the Administrative Vice President shall preside.

**Section 4.** The Administrative Vice President shall preside at all meetings in the absence of the President and perform generally the duties customarily required of such officer. In the case that the President can no longer perform duties and resigns as President the Administrative Vice President shall assume the office of President. The Administrative Vice President shall oversee the administration of the Chapter, including the finances, bylaws, newsletter, website, elections, and membership.

**Section 5.** The Membership Vice President shall preside at all meetings in the absence of the President and Administrative Vice President. The Membership Vice President shall oversee the technical activities of the Chapter, including the educational activities, training courses, conferences, field tours, and scholarship fund.

**Section 6.** The Secretary shall have charge of the seal and corporate books and records of the Chapter, and shall issue notices of meetings and, with the President, shall execute and sign such instruments as require signature or attestation, and shall perform other duties as are incident to the office. The Secretary shall take minutes of all Chapter meetings and issue the minutes to the members.

**Section 7.** The Treasurer shall have the custody of the money and securities of the Chapter, which shall be held in such depository as the officers may designate. The Treasurer shall perform all duties customarily incident to such office, or which may be delegated by the President, and shall at all times keep an accurate record of all monies received and disbursements by the Chapter. The disbursement of funds shall be by check or credit card with approval of budget by the entire board.

**Section 8.** The specific duties of each office shall be determined by the Chapter Board of Directors.

**Section 9.** In case of resignation or disability of any officer, the remaining Chapter Board members may delegate the powers and duties of such officer to any other Board member qualified to perform those duties.

## ARTICLE VII · BOARD MEETINGS

**Section 1.** The Board of Directors shall meet at least twice per year

**Section 2.** A regular meeting of the Board of Directors shall be held during each annual meeting of the members.

**Section 3.** Special meetings of the Board of Directors may be held upon the call of the President and one of the other Officers, or upon the request of any five Board members.

**Section 4.** Notice of all meetings of the Board of Directors, shall be given at least 30 days in advance of all meetings. Notices of meetings shall be sent to the Board members electronically.

## ARTICLE VIII · GIFTS AND DONATIONS

**Section 1.** Donations and gifts to the Chapter shall be accepted subject to the approval or confirmation of the Board of Directors.

**Section 2.** No gift or donation shall, in any event, be accepted which shall or may require the payment of any annuity or other charge from the funds or resources of the Chapter except from the income or principal of such gift or donation so made.

**Section 3.** All contribution or gifts shall be payable to the Mountain States Chapter of the International Erosion Control Association and deposited in the name of the Chapter in the

depository selected therefor. A full and complete record of all gifts received shall be kept by the Treasurer and the Chapter.

## ARTICLE IX · ORDER OF BUSINESS

**Section 1.** The order of business for the conduct of meetings of the Chapter shall be as follows:

- Reading of minutes of last meeting and approval
- Secretary's Report
- Treasurer's Report
- President's Report
- Reports of State Representatives
- Reports of Special Committees
- Old Business
- New Business
- Adjournment

**Section 2.** The Chapter officers shall have charge of the business and affairs of the Chapter, shall have the authority to fix compensation and terms of employment of all employees, and shall have authority to make, prescribe, and enforce all needed rules for the conduct of business of the Chapter and to perform such other acts as may be proper and necessary to carry out the business of the Chapter.

**Section 3.** The Chapter President, or other representative appointed by the officers, shall be liaison with the IECA.

**Section 4.** All meetings shall be conducted by the guidelines set out by Robert's Rules of Order.

## ARTICLE X · AMENDMENT OF BYLAWS

In accordance with the Nonprofit Corporation statutes, the power to alter, amend, or repeal these bylaws or adopt new bylaws shall be vested in the Board of Directors of the Chapter. Any change in these bylaws must be approved by a majority vote of the

members present at the annual meeting provided a quorum of the membership is present, or a majority of the membership responding to a vote by mail or electronic mail, provided a quorum of the membership responds.

## ARTICLE XI · STANDARDS

**Section 1.** The Chapter shall abide by the Charter Agreement between the IECA and the Chapter.

**Section 2.** The Chapter shall observe and maintain the following standards set by the IECA for all Chapters:

1. Submit to IECA an annual financial report and an annual activity report.
2. Conduct a minimum of two educational events per year.
3. Publish a Chapter newsletter, minimum of two times per year.
4. Conduct one annual Chapter membership meeting per year.
5. Conduct at least two Chapter Board of Directors meetings per year.

## ARTICLE XII · DISSOLUTION

Upon dissolution of the Chapter, its net assets shall be distributed in accordance with the Nonprofit Corporation statutes, with any residue being distributed to the IECA or any charitable organization or purpose determined by majority of the Board of Directors