

BY-LAWS
ARTICLES OF ORGANIZATION
TEXAS AQUATIC PLANT MANAGEMENT SOCIETY

ARTICLE I - NAME

Section 1. The name of this Society shall be the TEXAS AQUATIC PLANT MANAGEMENT SOCIETY.

ARTICLE II - TERRITORY

Section 1. The Texas Aquatic Plant Management Society shall include all of the State of Texas.

ARTICLE III - LOCATION

Section 1. The headquarters of the Society shall be the address designated by the Board of Directors.

ARTICLE IV - OBJECTIVES

The objectives of this Society shall be:

Section 1. To provide a common forum in which to meet, discuss, exchange ideas and information, and to assist all aquatic plant managers including private, commercial, professional, especially as they relate to Texas circumstances. To assist research scientists, legislators, planners, state and federal governmental agencies, lawyers, engineers, educational institutions, students and others concerned with achieving goals in accordance with the general aims of this Society.

Section 2. To encourage and assist in:

- a. Protection and improvement of water quality and aquatic ecosystems in the State, and upgrading the aquatic ecosystem in general.
- b. Gathering and making available to supervisory and field personnel the most advanced information in all methods of aquatic plant management.
- c. Making available to the media, accurate information for the education of the public as to the need, safety, advantages, and limitations of aquatic plant control.
- d. Encouraging the growth and development of appropriate aquatic vegetation to enhance aquatic habitat, water quality, aesthetics and other environmental and socio-economic values.
- e. Development, recommendation and support of legislation and administrative rules and regulations beneficial to the aquatic plant management discipline.

- f. Research and development of aquatic plant management techniques.
- g. Research in the value of plants in the aquatic ecosystem.
- h. Cooperation with other organizations as may be useful to the aims of this Society.

Section 3. The Texas Aquatic Plant Management Society is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (5) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V – MEMBERSHIP/SPONSORSHIP

Section 1. There shall be two classes of Society membership and a corporate sponsorship.

Part 1. Active Membership:

A person who is involved in operation, sales, consulting, research, regulation or has an interest in programs relative to aquatic plant management shall become an active member of this Society upon payment of dues. This member may vote, hold office, and enjoy all privileges of Society membership.

Part 2. Student Membership:

While students may certainly join the society as active members, a special Student membership shall be offered to those individuals actively enrolled in a full time college level study of aquatic plants, or related types of college level studies approved by the Board of Directors. Dues shall be one-half that of Active members. Student members shall receive all publications of the Society, may serve on committees, but may not vote in elections or business meetings or hold office.

Part 3.

Those eligible for Corporate sponsorship shall include those corporations, firms, businesses or agencies involved in aquatic plant management through product development, marketing or application as well as to corporations, firms, businesses or agencies dependent upon such products and services. The cost of Corporate sponsorship shall be determined annually by the officers and board of directors as appropriate for the benefits derived from said sponsorship. Benefits are also to be determined annually by the officers and board of directors of the Society.

Section 2. Membership in this Society shall be terminated (a) when dues are sixty days in arrears, (b) upon failure to meet membership qualifications, (c) removal by the Board of Directors, or (d) voluntary resignation.

ARTICLE VI - OFFICERS

Section 1. Officers of the Society shall be:

- (a) President
- (b) President Elect

- (c) Treasurer
- (d) Secretary
- (e) Editor.

- Section 2.** The President: The President shall preside at all Annual Business and Board meetings; shall, in consultation with the Board of Directors, appoint all committee chairs, and shall perform all other duties incidental to the office. The President shall prepare, in collaboration with the Secretary, an annual report of the Society's activities to be presented to the Annual Business Meeting of the Society, including a report of each Board meeting.
- Section 3.** The President Elect: The President Elect shall perform the duties of President when the latter is absent and other duties as may be assigned by the President or Board of Directors, and shall succeed the President.
- Section 4.** Treasurer: The Treasurer shall be custodian of all dues and funds of the Society, pay all bills authorized by the Board of Directors, and at the annual meeting give a true and complete report of the financial status of the Society. The Treasurer shall deposit all receipts in a bank designated by the Board, and the Treasurer's signature or the signature of the President or President-Elect shall be authorized on Society checks. An annual audit of the books shall be made, and a report of the audit presented to the Society membership prior to the annual business meeting.
- Section 5.** Secretary: The Secretary shall keep minutes of all meetings, mail out minutes and notices as directed by the Board, and perform all duties usually associated with the office.
- Section 6.** Editor: The Editor shall prepare official publications of the Society. Upon request the Editor shall assist contributors to prepare papers suitable for presentation at the annual meeting.
- Section 7.** Officers will serve for one year or until their successors have been duly installed. The President may not succeed himself. All other officers and directors may succeed themselves. An individual elected to the office of Secretary or Treasurer shall not serve for more than a total of three consecutive years. The Editor may serve an unlimited number of one year terms, subject to election by the membership. Officer's terms shall begin on January 1.
- Section 8.** Society officers and directors shall be selected from the Society's active members.
- Section 9.** The Society officers and directors shall be nominated by a nominating committee. The committee shall attempt to nominate at least two candidates for each Officer and Board position to be elected in the given year. In addition, nominations may be submitted to the committee by the general membership. Candidates must receive a plurality of the votes cast to be elected to the office for which they were nominated.
- Section 10.** Election of officers and directors will be by secret ballot from the voting members at the Annual Business Meeting of the Society.

ARTICLE VII - BOARD OF DIRECTORS

- Section 1.** The Board of Directors shall be active members in good standing with the Society and shall consist of the Society officers and Immediate Past President and five (5) directors-at-large serving staggered terms of two (2) years each with three (3) directors (of whom 2 must be Texas residents) elected during even numbered years and two (2) directors (one of whom must be a Texas resident) elected during odd numbered years. In the event that two or more non-resident director-candidates receive more votes than any resident director-candidates, only that non-resident director-candidate with the most votes will be seated on the Board of Directors.
- Section 2.** The Board of Directors shall manage the affairs of the Society including administration, program development and supervision of financial affairs. The Board of Directors shall meet as often as once per quarter as deemed necessary by the President. Any or all of these meetings may be accomplished electronically. A full report of all Board meetings shall be presented to the membership at the annual business meeting.
- Section 3.** Grounds for removal from the Board of Directors are 1) a member who becomes not in good standing with the Society, or 2) a member who is absent for more than half of the scheduled board Meetings without requesting a proxy, or 3) a member who is absent from 4 consecutive meetings not excused by the Board. In the event a vacancy develops on the Board of Directors, the remaining members of the Board shall be authorized to appoint someone to fill the vacancy for the unexpired term.
- Section 4.** Fifty percent (50%) participation of the Board of Directors shall constitute a quorum for all physical or technology-based meetings and action-item discussions. A majority vote of board members present or responding during such legally constituted meetings and action-item discussions shall decide all matters not otherwise specified in these by-laws.

ARTICLE VIII - COMMITTEES

- Section 1.** Chairpersons of the following committees shall be appointed each year by the President of the Society with the advice of the Board of Directors. The duties of these committees shall be as indicated.
1. Auditing committee:
To audit the accounts of the Society annually and certify the results of the audit to the annual business meeting.
 2. Membership and Publicity Committee:
To promote the Society and to recruit new members. The President Elect shall chair the committee.
 3. Nominating Committee:
To nominate qualified candidates for the offices of the Society in accordance with the provisions of Article VI, Sections 7, 8, and 9.
 4. Program Committee:
Will develop and implement the annual meeting program.

5. Governmental Affairs Committee
Shall:
 - (a) Acquaint themselves with all pending legislation of administrative rules directly or materially affecting aquatic plant management and convey such information to the Editor for dissemination to the members.
 - (b) Collaborated with other organizations, to provide Legislators or Congressmen with information and assistance on matters directly or materially affecting aquatic plant management.
 - (c) Perform special assignments as directed by the President or Board of Directors.
6. Awards Committee:
Will handle matters relating to the selection and presentation of awards by the Society.
7. Site and Local Arrangements Committee: To arrange for the site and associated physical requirements of the Society's annual meeting.
8. Editorial Committee:
To assist in the preparation of the Society's official publications. The Editor will chair this committee.
9. Past Presidents Advisory Committee:
A Committee composed of all Past Society Presidents will serve as directed by the current President and Board of Directors.
10. Website Committee :
To assist in the preparation of the Society's official website.

Section 2. Members of standing committees shall serve until the close of the calendar year and shall be eligible for reappointment.

Section 3. Special committee chairs shall be appointed by the President with the advice of the Board of Directors. Special committees shall serve until their duties are accomplished, but may be dissolved upon a majority vote at any meeting of the Board of Directors. The Board of Directors shall determine the scope of special committee functions.

Section 4. No committee shall expend funds of the Society unless authorized by the Board of Directors.

ARTICLE IX - MEETINGS

Section 1. There shall be an annual Society business meeting to be held at a time and place chosen by the Board of Directors. The Secretary shall notify the Society membership by letter, or in the Newsletter, of the exact date and place at least sixty (60) days in advance of the annual or other meeting. Special meetings of the Society Membership shall be called by the President upon written petition of not less than twenty-five percent (25%) of the society members in good standing; or, may be called when, in the

opinion of the President or Board of Directors, there is business which should be brought before the membership for action prior to the next regular meeting. At least fifteen (15) days advance notice must be given of any special meeting.

Section 2. Any Society business which may properly come before the Society membership may be discussed and acted upon at the annual or special meeting of the membership. Only that business may be discussed or acted upon at a special meeting of the membership which has been announced by written notice sent by the Secretary or announced in the Newsletter to the members.

Section 3. The annual Society business meeting may legally function with the voting members present, provided notice of the meeting has been given as described in Section 1 of Article IX. Decisions shall be made by a majority of members present at a legally constituted meeting.

Section 4. The order of business and all parliamentary procedures at any meeting shall be in accordance with Robert's Rules of Order, except where they may conflict with the By-Laws of the Society.

ARTICLE X - DUES AND FUNDS

Section 1. Annual dues for active, associate, student and corporate members shall be as established by the Board of Directors and ratified by a plurality of the members voting. Dues are payable on or before the first day of January to the Treasurer of the Society.

Section 2. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article IV hereof. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 501 (c) (5) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XI - FISCAL YEAR

Section 1. The fiscal year of the Society shall be January 1 through December 31.

ARTICLE XII - DISSOLUTION

- Section 1.** This Society may be dissolved by a majority vote of the membership through mail balloting.
- Section 2.** Upon the dissolution of the Society, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, 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. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII - BY-LAW AMENDMENT

- Section 1.** These By-Laws may be amended by a two-thirds vote of members present at any legally constituted Annual Business Meeting provided that in every case written notice of consideration of a change, and a copy of the proposed change shall be sent to each member no less than sixty (60) days prior to the meeting.
- Section 2.** Changes in the By-Laws may be initiated by (a) a majority vote of the Board of Directors, or (b) a petition signed by not less than twenty-five percent (25%) of the active members. Such petition shall be presented to the Secretary who shall determine whether petitioners are qualified. If the petition is found to be in good order, the Secretary shall forward the same to the Board of Directors for processing.

ARTICLE XIV - SOCIETY SCHOLASTIC ENDOWMENT

- Section 1.** The Texas Aquatic Plant Management Society Scholastic Endowment shall be used to encourage and enhance student participation in the Society.
- Section 2.** The Texas Aquatic Plant Management Society Scholastic Endowment fund shall be maintained in a separate account administered by the Board of Directors and shall only be used to support scholarships and student activities in the Society. Expenditures shall be made following the recommendation by the Student Affairs Committee and approval of the Board of Directors.