

BYLAWS OF THE MINNESOTA WETLAND PROFESSIONALS ASSOCIATION

ARTICLE ONE NAME, OBJECTIVES, AND COMPOSITION

Section 1. Name. The name of this corporation shall be Minnesota Wetland Professionals Association, hereafter referred to as “Association.”

Section 2. Objectives. The principle objectives of the Association are to:

1. Develop and promote the scientific foundation of wetland science, which includes, but is not limited to, ecology, delineation, regulation, restoration, and other emerging issues in wetland science;
2. Promote and establish education and training opportunities for wetland professionals; and
3. Provide a forum for the exchange of ideas and issues to further advance the application of wetland science.

Section 3. Composition. The Association shall be composed of those professionals who are interested in wetland science.

ARTICLE TWO MEMBERSHIP

Section 1. Membership Eligibility and Status. Membership in an appropriate class listed in Section 2 below shall be open to all persons interested in wetland science and related topics such as, but not limited to, delineation, restoration, management, and regulations. The Board of Directors, hereafter referred to as the “Board,” shall determine the amount of annual membership dues and update the membership application form as needed. Failure to pay annual dues will result in the loss of membership and voting rights. The membership year begins January 1 and ends December 31 each year. Payment of dues is considered dues for the year specified on the application. Applications received after October 1 are valid through December 31 of the following year.

Section 2. Membership Classes. The membership of the Association shall consist of:

1. Voting Members. Those members who have at least one year of experience in a field directly related to wetland science and acceptable to the Board, and those members who have at least 40 hours of training or field experience in wetland delineation acceptable to the Board;
2. Student/Non-Voting Members. Those members who are actively registered in a college curriculum directly related to wetland science or who lack the experience specified above for Voting Members; and
3. Lifetime Membership (Voting). The Association may award a Lifetime Membership to specific individuals who have made an extraordinary contribution to wetland science and to the Association.

Section 3. Privileges. Members in the voting class shall be entitled to vote, hold office, and represent the Association’s name or position officially when so directed by the Board.

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Section 4. Reinstatement. Members who forfeit their rights and privileges due to delinquency of dues shall not be entitled to vote or hold office during the period of their delinquency, but shall be reinstated upon payment of dues for the year in which a membership application is approved.

ARTICLE THREE **CODE OF ETHICS**

Section 1. Code of Ethics. Each member, in striving to meet the objectives of the Association, pledges to:

1. Subscribe to the highest standards of integrity and conduct;
2. Recognize research and scientific methodology of wetland science;
3. Disseminate information to promote the understanding of, and appreciation for, the basis of wetland science;
4. Strive to increase knowledge and skills to advance the profession of wetland science;
5. Promote competence in the field of wetland science by supporting high standards of education, employment, and performance;
6. Encourage the use of scientific information in regulatory decisions; and
7. Support fair and uniform standards of employment and treatment of those professionally engaged in the practice of wetland science.

Section 2. Membership Eligibility and Status. Violations of the Code of Ethics set forth above by a member may result in censure and/or suspension from membership in the Association. All reported violations will be reviewed by the Board and the Board will determine a course of action.

ARTICLE FOUR **BOARD OF DIRECTORS AND OFFICERS**

Section 1. Board of Directors. The Board of Directors, hereafter referred to as the “Board,” shall include the four Officers listed below and three “At Large Board Members” who are not officers. The Board shall have the authority to meet in closed session. The At Large Board Members shall be present at Board meetings and vote on Board issues. The At Large Board Members shall fulfill the following responsibilities:

- Prepare and disburse information pertinent to increasing membership.
- Participate in committees as appointed by the Board.

Board Members shall serve for a term of two years, and shall not serve for more than two consecutive two-year terms. The terms of Board Members shall be staggered so that approximately half the Board Members will be elected for a two-year term during each annual election. Board Members will be nominated and elected by the total voting membership utilizing ballots sent to the membership and delivered to the Board within a specified time period. The ballots shall be tallied by a Board Member or a Consultant appointed by the Board. If there is any question regarding the election results, the tally shall be checked by the Vice President and at least one other Board Member.

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Section 2. Board Eligibility. Only voting members who have paid current dues shall be eligible for nomination to the Board.

Section 3. Meetings. The Board shall meet on a monthly basis, generally on the first Wednesday of each month, to review the business and plan the activities of the Association. A special meeting of the Board may be called by at least three Board Members with three days' advance written notice to the other Board Members. Five Board Members shall constitute a quorum for Board Meetings.

All Board Members are required to attend at least 70 percent of Board Meetings. Board Members attending less than 70 percent of the Board Meetings during their tenure are subject to removal from the Board at the discretion of the Board. If a Board Member resigns prior to fulfilling his or her tenure, the vacancy will be filled through appointment by the Board.

Section 4. Officers. Officers of the Association shall be the President, Vice President, Secretary and Treasurer. The Board shall elect Officers as necessary at the Board Meeting in January of each year.

President. The President shall serve for a minimum term of one year and for a maximum of two consecutive one-year terms. Any voting member who has served as a Board Member for at least one year preceding the election may serve as President. The President shall conduct Board Meetings and shall exercise such other responsibilities determined by action of the Association, its Board, or as otherwise required by Minn. Stat. § 317A.305 (i.e., Duties of Required Officers).

Vice President. The Vice President shall serve for a minimum term of one year and for a maximum of two consecutive one-year terms. Any Board Member may serve as Vice President. The Vice President shall automatically be nominated for President for the year following his or her term as Vice President. The Vice President shall assist the President and perform the duties of the President when he or she is absent or unable to act. The Vice President shall also fulfill the following responsibilities:

- Certifying the eligibility of all Association members prior to any vote; and
- Maintaining and updating copies of the Bylaws.

Secretary. The Secretary shall serve for a term of two years and shall not serve for more than two consecutive terms. The term of the Secretary shall be staggered with the term of the Treasurer so that they initiate their terms in alternating years. The Secretary shall fulfill the following responsibilities:

- Direct all correspondence received to the appropriate Board Members or regional chapter as needed;
- Prepare and mail correspondence at the direction of the Board;
- Maintain a file or correspondence and records of Association business;
- Maintain and update copies of the Bylaws in conjunction with the Vice President;
- Record minutes of Association meetings and all called meetings of the Board;
- Distribute minutes to Board Members; and

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- Oversee development, procurement and distribution of Association stationery, brochures, postage, photocopying, awards, and other items as needed or directed.

Treasurer. The Treasurer shall serve for a term of two years and shall not serve for more than two consecutive terms. The term of the Treasurer shall be staggered with the term of the Secretary so that they initiate their terms in alternating years. The Treasurer shall fulfill the following responsibilities:

- Administer the financial resources of the Association;
- Pay all bills of the Association as authorized by the Board;
- Prepare appropriate status reports for the Board;
- Preparation and file the Association's income tax returns, if required;
- Prepare annual and out-year budgets, and present at meetings of the Association;
- Carry out such duties as required by Minn. Stat. § 317A.305, Subd. 3 (i.e., Duties of Treasurer);
- Obtain a digital roster of the Association's members in good standing at least once a year;
- Provide digital copies of membership lists upon request from the Board; and
- Prepare semi-annual reports of membership status.

Section 3. Consultant. The Board may contract with and delegate certain duties to a Consultant. The Consultant may assist with recording and distributing Board Meeting minutes, updating and distributing the Membership list, checking the Association mailbox, and other duties as assigned by the Board.

ARTICLE FIVE **MEETINGS OF MEMBERS**

Section 1. Annual Meeting. An Annual meeting of the members shall be held at a time and location to be announced by the Board, either at the beginning of the January forum, or at the beginning of the Minnesota Wetland Conference in January. The Annual Meeting shall be for the purpose of delivering the State of the Association address, which shall include a review of the past years' activities and a vision for the future. The address shall be made by the incoming or outgoing President.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board, or not less than 51 percent of the members having voting rights. If a special meeting is held at any time and place, either within or outside of the State of Minnesota, such meeting shall be valid without call or notice, and at such meeting any official action may be taken.

Section 3. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of voting members shall be delivered either personally or by email to each member entitled to vote at such meeting, not less than 14 days before the date of such meeting, by or at the direction of the Officer(s) or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for meeting shall be deemed to be delivered when sent via email or deposited in the United States mail with postage paid, and addressed to the members as listed in the records of the Association.

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Section 4. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum. Members holding 51 percent of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting.

Section 6. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after three months from the date of its execution, unless otherwise provided in the proxy.

Section 7. Voting by Mail. Where Board Members are to be elected by members such election may be conducted by mail in such a manner as the Board shall determine. Ballots will be retained for six months. Ballots for election of Board Members shall be mailed in November and tallied in December of each year.

ARTICLE SIX **COMMITTEES**

Section 1. Committees of Directors. The Board may pass motions to designate one or more committees. Committees shall consist of one or more Board Members, may include other voting members, and shall have and exercise the authority of the Board in the management of the Association. Committees shall not relieve the Board, or any individual Board Member, of any responsibility imposed on them by law.

Section 2. Membership Committee. The Board shall nominate from their number two to five Board Members who shall constitute the Membership Committee. The Membership Committee shall include the Vice President. The purpose of the Membership Committee shall be to identify and promote the benefits of membership, encourage growth of the membership, and encourage nomination of eligible members to serve on the Board.

Section 3. Other Committees. Other committees may be appointed by the Board to address topics and activities such as, but not limited to, the Association Website, Blog, Forums, Field Trips, Minnesota Wetland Conference, Regulatory Issues, or Wetland Delineator Certification. Other committees not having and exercising the authority of the Board in the management of the Association may be designated by the Board. Members of each committee shall be members of the Association except as otherwise determined by the Board. The Board shall appoint the members of each committee. Any member thereof may be removed by the Board whenever in their judgment the best interests of the Association shall be served by such removal.

ARTICLE SEVEN **CONTRACTS, CHECKS, DEPOSITS, AND GIFTS**

Section 1. Contracts. The Board may authorize any Officer or Officers or agent or agents of the Association, in addition to the Officers authorized by these Bylaws, to enter into any contract or execute

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and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by the Treasurer or President. Other Officer(s) or Agents of the Association may be appointed to sign such instruments by motion of the Board. Expenses over One Hundred Dollars (\$100.00) must be approved by the Board.

Section 3. Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositaries as the Board shall select.

Section 4. Gifts. The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for any purpose of the Association, as long as acceptance of such gifts is consistent with the Code of Ethics provided under Article Three of these Bylaws.

ARTICLE EIGHT FISCAL YEAR

The fiscal year of the Association shall be the calendar year beginning on January 1 and ending at midnight on December 31 in each year.

ARTICLE NINE DUES

Section 1. Annual Dues. The Board of Directors shall determine the annual Membership dues as set forth in Article Two, Section 1 of these Bylaws, and shall give appropriate notice to the members.

Section 2. Payment of Dues. Dues shall be payable in advance of January 1 in each year.

Section 3. Default and Termination of Membership. Membership shall be terminated when any member of any membership class is in default in the payment of dues for 90 days from January 1 in each year.

ARTICLE TEN WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Minn. Stat. § 317A.435 (i.e., Notice Requirements), or under the provisions of the Articles of Incorporation, or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.