

**BYLAWS
OF
THE PACIFIC NORTHWEST CHAPTER
INTERNATIONAL EROSION CONTROL ASSOCIATION**

(A nonprofit corporation incorporated under the laws of the State of Washington)

ARTICLE 1. TERMS

- 1.1 **Definitions.** Unless the context clearly requires otherwise, the following terms contained in these Bylaws shall have the meaning indicated.
- 1.1.1 **“IECA”** means International Erosion Control Association
 - 1.1.2 **“Pacific Northwest Chapter IECA”** means the group of persons who are members of the IECA organization according to guidelines provided and recognized by the IECA Board. Also herein referred to as the “Corporation”
 - 1.1.3 **“Act”** means the Washington Nonprofit Corporation Act, as amended from time to time.
 - 1.1.4 **“Article”** means this Corporation’s Articles of Incorporation, as amended from time to time.
 - 1.1.5 **“Board”** means this Corporation’s Board of Directors
 - 1.1.6 **“Corporation”** means the Pacific Northwest Chapter of the International Erosion Control Association, also referred to herein as “PNWCIECA”.
 - 1.1.7 **“Director”** means a member of this Corporation’s Board
 - 1.1.8 **“Member”** means a person having status as a Member of the Corporation.
 - 1.1.9 **“Person”** means an individual, corporation, partnership, trust, estate, or other entity.
 - 1.1.10 **“Geographical Region”** means Washington, Oregon, Idaho, Alaska, and British Columbia.

ARTICLE 2. MISSION

- 2.1 **Mission Statement.** The PNWCIECA shall serve as a regional resource for environmental education and exchange of information. The PNWCIECA represents, leads, and unifies a diverse group of persons worldwide who share a common responsibility for the causes, prevention, and control of erosion.
- 2.2 **Other Goals.** As part of its mission, the PNWCIECA shall provide for or assist in providing for (1) the professional development of its members and erosion control specialists throughout the world, (2) the dissemination of information, (3) provide services to the erosion control industry, (4) the establishment of standards for erosion control materials, and (5) such other activities as the Board from time to time determine appropriate.

ARTICLE 3. MEMBERSHIP

- 3.1 **Qualifications for Membership.** Any person, as defined in 1.1.9, who shall subscribe to the purposes and mission of the Corporation, a member in good standing of the IECA and is duly accepted to membership by the Board shall become a Member upon payment of the annual dues.
- 3.2 **Annual Dues.** The annual dues payable by each Member shall be fixed from time to time by the Board and shall be payable in advance, on or before the date specified by the Board and contained in the annual dues statement transmitted to each Member.
- 3.3 **Member Compensation.** The Board shall establish the compensation of Members if any.

ARTICLE 4. MEETINGS OF MEMBERS

- 4.1 **Annual Meeting.** The annual meeting of the members for the transaction of business as may properly come before the meeting, shall be held each year at the IECA annual conference or on such date and at such time and place as the Board may determine and specify in the notice of that meeting.

- 4.2 **Special Meetings.** Special meetings of the Members for any purpose or purposes may be called at any time by the Board to be held on such date and at such time and place as the Board may specify in notice of that meeting. In addition, upon the written request of any four directors or of members constituting ten percent (10%) or more of the total membership delivered to the Board and describing the purpose or purposes for the meeting, it shall be the duty of the President to call a special meeting of the Members to be held at such time and place as the Board may fix, not less than thirty (30) nor more than sixty (60) days after the receipt of said request. If the President neglects or refuses to issue such call, the Directors or the Members making the request may do so.
- 4.3 **Notice of Meetings.**
- 4.3.1 **General.** Notice of each annual and special meeting of the current Members shall be given by or at the direction of the Secretary to each Member entitled to vote at such meeting.
- 4.3.2 **Form.** Notice of each meeting shall be in writing, state the date, time, and place of the meeting and contain the agenda for that meeting. Notice of the annual meeting need not otherwise describe the purpose for the meeting, but notice of a special meeting shall describe the purpose for which the meeting is called.
- 4.3.3 **Delivery.** Notice of each meeting shall be given not less than ten (10) nor more than fifty (50) days prior to the meeting date. Notice may be transmitted by mail, personal delivery, telegraph or teletype, or by telephone, wire or wireless equipment, which transmits a facsimile of the notice, addressed to a Member at the Member's last address shown on the records of the Corporation. Such notice shall be deemed to have been given (1) on the date mailed, if mailed with first-class postage prepaid, or (2) if transmitted by any other method set forth above, upon the earliest of (a) the Member's receipt of the notice, (b) five (5) days after it is deposited in the mail with first-class postage prepaid, or (c) on the date shown on the return receipt signed by or on behalf of the addressee, if sent by registered or certified mail, return receipt requested.
- 4.4 **Waiver.** Notice of a Member's meeting may be waived by any Member, either before or after the meeting, in writing, signed by the Member. Even when there has been no written waiver, attendance at a meeting in person or by proxy shall constitute a waiver of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting or objects to consideration of a matter not within the purpose or purposes described in the notice of a special meeting when it is presented.
- 4.5 **Adjourned Meetings.** When a quorum is present, an adjournment or adjournments of any Member's meeting may be taken to such time and place as those present may determine and announce at the meeting without new notice being given. In the case of any meeting which is adjourned because of the failure of a quorum to attend, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum if notice of the new meeting is given in accordance with Section 4.3.
- 4.6 **Telephonic Meetings.** One or more Members may participate in any meeting by telephone or other means of communication by which all persons participating in the meeting can hear each other during the meeting. A Member participating by such means shall be deemed to be present in person.
- 4.7 **Action Without Meeting.** Action required or permitted to be taken by the Members at any meeting may be taken without a meeting if all Members entitled to vote on the action consent thereto. Such action shall be evidenced by one or more written consents describing the action taken, signed by all Members entitled to vote on the action, and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records.
- 4.8 **Quorum.** Members representing ten percent (10%) or more of the membership entitled to vote at any annual or special meeting, represented in person, by proxy or, in the case of the election of Directors, by written ballot received by the Board prior to the meeting, shall constitute a quorum, subject to the provision of Section 4.5 above.
- 4.9 **Voting.** Each Member having status as a Member on the date notice of the meeting is given shall have one vote on each matter voted on during the Member's meeting. A Member may vote in person, by proxy, or, in the case of the election of Directors, by written ballot received by the Board prior to the meeting. Action upon a matter is approved if the number of votes cast favoring the action exceeds the number of votes opposing the action, except as otherwise required by the Act. Cumulative voting shall not be permitted for the election of Directors or upon any other matter presented to a meeting.

ARTICLE 5. DIRECTORS

- 5.1 **Authority.** All corporate powers shall be exercised by or under the authority of, and the business, affairs and property of the Corporation shall be managed under the direction of the Board, subject to any limitations set forth in the Articles and in these Bylaws. The rights and responsibilities of the Board may not be transferred to any third party.
- 5.2 **Number and Qualification.** The Board shall consist of at least **seven Directors**, all of whom shall be Members. A Member shall designate an individual of the entity to serve as the Director. Said individual shall be knowledgeable in the science of erosion control. A Director need not be a resident of the State of Washington, but shall be from within the geographical boundaries of the PNWC IECA.
The Board may also appoint Board Alternates, the number of which shall be determined by the Board at its discretion and determination
- 5.3 **Nominations and Election.**
- 5.3.1 **Nomination.** The Board shall nominate **one or more candidates from each state or province** for each Director position to be elected and submit its nominations to the Members prior to the date set for the election. Nominations shall be solicited from the Members each year. The Board shall maintain **at least one representative from each state or province**. Should a Director, open for election, be the only representative of a state or a province, nominations can only be accepted from that state or province. It shall be a goal of the corporation to maintain a balance in representation on the Board from among **contractors, manufacturers, design professionals, suppliers, academic, government**, and other whose activities are relevant to the purposes and mission of the Corporation.
- Each nominee submitted to the Member for election shall be endorsed by not less than three Members and shall have submitted to the Secretary a short biosketch and statement of intention to serve on the Board. Prior to distribution, the Secretary shall verify the membership is valid; the Secretary shall distribute that biosketch and statement to each member prior to the election date.
- 5.3.2 **Election.** The Directors shall be elected by the Members entitled to hold office until their respective successors are elected and qualified. ***An election of Board Members will be held each year between the dates of August 1 and August 10.*** Written ballots shall be given to each Member in the same manner as provided for notice of a meeting of the Members. Each Member shall vote for ***the number of Directors specified on the ballot.*** Ballots shall be signed by the Members or its authorized representative, mailed or transmitted by facsimile to the address set forth therein, and received by the Corporation on or before the date specified therein in order to be counted. The nominees receiving the most votes shall be elected. In the event of a voting tie, new ballots shall be given to each Member as provided for herein, and the Members shall vote as provided for herein. This process shall be repeated as many times as is required to elect the new Directors.
- 5.3.3 **Interregnum Powers.** Each newly elected Director shall perform those tasks requested of him or her by the previous Board until the annual meeting of the Members, at which time they will be qualified.
- 5.4 **Term of Office.** **Each Director shall hold office for a term of three years**, except that the first Board of Directors elected by the members shall be for the following terms: Two directors for a term of three years; two directors for a term of two years; and three directors for a term of one year. The first board shall be self-appointed among active IECA members and shall be considered a transition board with its official first term commencing January 1996.
- 5.5 **Resignation.** A Director may resign at any time by delivering written notice to the Board. A resignation shall be effective on the date such notice is received or on the date specified in the notice, if later.
- 5.6 **Removal.**
- 5.6.1 **By Members.** The Members may remove one or more Directors, with or without cause. The directors shall be remove if the number of votes cast in favor of removal is greater than the number of votes originally cast to elect the Director in question. The removal ballot must occur at a special meeting of the Members called for that purpose.

- 5.6.2 **By Board.** The Board may remove any Director for cause by a 2/3 vote of the entire Board.
- 5.7 **Vacancies.** A vacancy in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by a majority vote of the remaining Directors. If the remaining Directors do not constitute a quorum, they may fill the vacancy by affirmative vote of majority of the remaining Directors. *Board Alternates may be appointed to fill the vacancy irrespective of their geographic locale.* A Director thus elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor, and until his or her successor is elected and qualified. *When the term of that Director expires, the Board shall seek a prospective director in accordance with 5.2.1 above.*
- 5.8 **Quorum.** A majority of the Directors shall constitute a quorum for the transaction of business.
- 5.9 **Voting.** If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board. A Director who is present at a meeting when action is taken is deemed to have assented to the action taken unless (1) the Director objects at the beginning of the meeting, or promptly upon the Directors arrival, to holding the meeting or transacting business at the meeting, (2) the Directors dissent or abstention from the action taken is entered in the minutes of the meeting, or (3) the Director delivers written notice of the Directors dissent or abstention to the Officer presiding at the meeting before its adjournment or within a reasonable time after adjournment; provided that a Director who votes in favor of the action shall have no right of dissent or abstention. *Appointed Board Alternates, while allowed to participate in the discussions of the Board, shall not have voting powers as elected Board Members.*
- 5.10 **Meetings.**
- 5.10.1 **Annual Meetings.** The first meeting of each newly elected Board shall be held prior to the annual IECA conference. An announcement shall be sent 14 days prior to the meeting, to announce the time and place to all board members.
- 5.10.2 **Regular Meetings.** Regular meetings of the Board shall be held at such place and on such date and hour as shall from time to time be fixed by resolution of the Board.
- 5.10.3 **Special Meetings.** Special meetings of the Board may be called by the Board, the President or any two Directors, to be held at such date, time, and place as the Board, the President or Directors calling the meeting shall specify in the notice of that meeting.
- 5.10.4 **Notice of Meetings.** No notice of the annual meeting of the Board shall be required. No notice of any regular meeting need be given if the date, time, and place thereof shall have been fixed by the Board at a previous meeting and a copy of the minutes of that meeting shall have been mailed or delivered to every Director at least thirty days before the first meeting held in pursuance thereof. Notice of the time and place of all special meetings of the Board shall be given by, or at the direction of. The Secretary by mail, personal delivery; telegram, telephone, wire, or wireless equipment which transmits a facsimile of the notice; or by oral communication in person or by telephone, wire or wireless equipment, at least ten days prior to the day upon which the meeting is to be held. In addition to the transaction of business as may properly come before the Board, such notice shall state the general purpose(s) for which the special meeting was called.
- 5.10.5 **Waiver of Notice.** Notice of any meeting of the Board may be waived by a Director before or after the time and date specified in the notice. Any such waiver shall be in writing, signed by the Director and delivered to the Corporation for inclusion in the minutes or filing with the Corporations records. Even though there has been no written waiver, attendance at or participation in a meeting shall constitute a waiver of notice of that meeting, unless at the beginning of the meeting or promptly upon arrival, the Director objects to holding the meeting or the transaction of business at that meeting and does not thereafter vote for or assent to action taken at the meeting.
- 5.10.6 **Telephonic Meeting.** Any or all of the Directors may participate in a regular or special meeting by telephone or means of communication by which all Directors participating can hear each other at the same time during the meeting. Participation by such means shall constitute presence in person at the meeting.

- 5.10.7 **Action Without Meeting.** Action required or permitted to be taken by the Board at any meeting may be taken without a meeting if one or more written consents describing the action taken are signed by each Director before or after the action is taken, and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records.
- 5.11.1 **Committees.** By majority vote of the Board, it may create one or more committees of the Board, having two or more Directors, to serve at the pleasure of the Board and to have such authority, as the Board by resolution shall provide, subject to limitations contained in the Act.
- 5.11.2 The Board shall maintain a written list of all committees established under the terms of 5.11.1 herein. The list shall be updated at each special or annual meeting of the Board to reflect any changes.
- 5.11.3 Each committee shall keep a written record of each meeting. A copy of said minutes shall be provided to each Director within two (2) weeks of completing the meeting.
- 5.12 **Directors Compensation.** The Board shall establish the compensation of Directors, if any.
- 5.13 **Officers and Directors Liability Insurance.** *The corporation shall purchase and keep in force, Officers and Directors Liability insurance in amounts determined appropriate each year by the Board.*
- 5.14 **Authorization of Expenditures.** *Expenditures incurred by the operation of this corporation shall be authorized by resolution and majority vote of the Board of Directors. For each expenditure there shall be a supporting invoice, receipt, or other document indicating the date, amount paid, and to whom it was paid, supported by the board's justification for the expenditure.*

ARTICLE 6. OFFICERS

- 6.1 **Officers Enumerated.** The Officers of the Corporation shall be a **President, President-Elect, Secretary and Treasurer.** Excluding the office of President, the same individual may simultaneously hold more than one office.
- 6.2 **Election – Term.** An Officer must receive the affirmative vote of a majority of the Directors present to be elected. All officers shall be elected by secret ballot cast by the Board of Directors. Then election shall occur at the annual meeting of the Board. **Officers shall hold office for a period of one year** and until they're respective successors are elected and qualified.
- 6.3 **Qualifications.** All Officers of the Corporation shall be Directors.
- 6.4 **The President.** The President shall exercise the usual executive powers pertaining to the office of the President, preside at all meetings of the Board and Members and perform such other duties as the Board may from time to time designate.
- 6.5 **The President-Elect.** In the absence or disability of the President, the President-Elect shall act as President and shall perform such other duties as the Directors may from time to time designate.
- 6.6 **(Deleted by Board resolution)**
- 6.7 **The Secretary.** The Secretary shall be responsible for giving notice of the meetings of the Members and Directors, be responsible for keeping minutes of the proceedings of the Boards and Members; sign and execute with the President or other authorized Officer all contracts, documents and other instruments in the name of the Corporation; keep the corporate seal; and perform such other duties as the Board may from time to time direct. *In the absence of either the President or President-Elect, the Secretary shall preside of meetings of the board.*
- 6.8 **The Treasurer.** The Treasurer shall perform all of the duties usually incident to the office of Treasurer, and shall supervise and be responsible for, all funds and securities of the Corporation, keep or cause to be kept regular books of account, deposit or cause to be deposited all funds and other valuable effects in the name of the Corporation in such depositories as may be designated by the Board, and perform such duties as from time to time the Board may direct.

- 6.9 **Resignation.** An Officer may resign at any time by delivering written notice to the Board. The resignation shall be effective on the date such notice is delivered or on the date specified in the notice, if later.
- 6.10 **Removal.** The Board may, by a two-thirds or greater vote, remove any Officer at any time, with or without cause, such removal to be effective on the date specified by the Board.
- 6.11 **Vacancies.** Vacancies in any office arising from any cause may be filled by a majority vote of the Board at any regular or special meeting.
- 6.12 **Other Officers and Agents.** The Board may appoint such other Officers and agents as it shall deem necessary or expedient, who shall hold their office for such terms, have and exercise such powers, and perform such duties as the Board determines from time to time.
- 6.13 **Compensation.** The compensation of all Officers of the Corporation shall be fixed by the Board of Directors.

ARTICLE 7. ADMINISTRATION BOOKS AND RECORDS

- 7.1 **Records of Corporate Meetings.** The Corporation shall keep as permanent records, duly signed by the Corporation's Secretary, minutes of all Member and Board meetings, a record of all actions taken by the Members or Board without a meeting, and a record of all meetings of each committee of the Board.
- 7.2 **Membership Record.** The Corporation shall maintain a record of its Members containing the names of the Members, their respective addresses, and the authorized representative of each Member.
- 7.3 **Books of Account.** The Corporation shall keep appropriate and complete financial records and books of account.
- 7.4 **Records of Principal Office.** Copies of the following records shall be maintained at the principal office of the Corporation:
 - 7.4.1 Its Articles or restated Articles and all amendments to them currently in effect.
 - 7.4.2 Its Bylaws or restated Bylaws and all amendments to them currently in effect.
 - 7.4.3 Minutes of all Members meetings and the records of all action taken by Members without a meeting for not less than the past three (3) years.
 - 7.4.4 Financial statement required to be maintained by law, for the past three (3) years.
 - 7.4.5 All written communication to Members generally within the past three (3) years.
 - 7.4.6 A list of the names and business addresses of its current Directors and Officers.
 - 7.4.7 The most recent annual report delivered to the Washington Secretary of State.
- 7.5 **Inspection.** A Member or Members agent or attorney shall have the right to inspect and copy, during regular business hours and at the principal office of the Corporation, any of the records required to be maintained under Section 7.4 above. A Member or Members agent or attorney shall also have the right to inspect and copy, during regular business hours and at the principal office of the Corporation, excerpts from minutes of any Directors meeting, records of action of any committee, records of action taken by the Members or Directors without a meeting, accounting records of the Corporation, and the Member Register; provided that the Members demand is made in good faith and for a proper purpose, that the Member describes with reasonable particularity the purpose for inspection and the records to be inspected, and the records are directly connected with the Members stated purpose. A Member may exercise these rights by giving the Corporation written notice thereof not less than five (5) business days prior to the date the Member wishes to inspect and copy. The Corporation may impose a reasonable charge for copies of any records provided a Member to cover the costs of labor and materials.
- 7.6 **Validity of Records.** Any person dealing with the Corporation may rely upon a copy of the records of the proceedings, resolutions, or votes of the Board or Members, or a copy of a resolution or motion, when certified by the President or Secretary.

ARTICLE 8. FISCAL YEAR

- 8.1 The fiscal year of the Corporation shall be from January 1 through December 31.

ARTICLE 9. GIFTS AND DONATIONS TO THE CORPORATION

- 9.1 **Acceptance.** Donations and gifts to the Corporation shall be subject to approval and acceptance by the Board. No gift or donation shall be accepted which shall or may require the payment of any annuity or other charge from the funds or resources of the Corporation, except from the income or principal of such gift or donation so made.
- 9.2 **Records.** A full complete record of all gifts to the Corporation shall be kept by the Executive Director and reported not less than annually to the Board.

ARTICLE 10. CHARTER AND IECA RELATIONSHIP

- 10.1 **Compliance.** The PNWC IECA Board shall operate in compliance with the Articles, Bylaws and policies of the Corporation.
- 10.2 **Members.** Membership in a PNWC IECA shall be restricted to Members of the IECA.
- 10.3 **Liaison.** The president of the PNWC IECA or representative elected by the Chapter members shall serve as liaison with the IECA.
- 10.4 Each Director or Officer now or hereafter serving the Corporation, and each individual who at the request of or on behalf of the Corporation is now serving or hereafter serves as a director, officer, partner, trustee, employee, member or agent of any other corporation, partnership, joint venture, trust, employee benefit plan, committee or enterprise, and the respective heirs, executors and administrators of each of them, shall be indemnified by the Corporation to the fullest extent permitted by the Act against all liability, including costs, expenses, judgments, penalties, fines, and attorneys fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding, civil or criminal, in which he or she is or may be made a party by reason such Director or Officer being or having been such a director, officer, partner, trustee, employee, member or agent, or by reason of any action alleged to have been taken or omitted by him or her in any such capacity, whether or not he or she is a Director or acting in such other capacity at the time of incurring such liability. The foregoing right of indemnification shall not be exclusive of other rights to which such Director or Officer may be entitled as a matter of law.

ARTICLE 12. AMMENDMENT OF BYLAWS

- 12.1 **By the Board of Directors.** These Bylaws may be amended, altered or repealed by a two thirds vote of the entire board at any special meeting of the Board, if, in the case of a special meeting notice of the proposed action is contained in the notice of the meeting; provided, however, that the Board shall not amend, alter or repeal any Bylaw in such manner as to affect the qualifications, classifications, term of office or compensation of the Directors in any way.

ARTICLE 12. RULES OF ORDER

- 13.1 The rules contained in the most recent edition of Roberts Rules of Order, Revised, shall govern all meetings of Members and Directors where those rule are not inconsistent with the Articles, Bylaws, or special rules of order of the Corporation.

ADOPTED this 20th day of February, 2008

**PACIFIC NORTHWEST CHAPTER
INTERNATIONAL EROSION CONTROL ASSOCIATION**

Secretary

President