

**BYLAWS OF THE  
NORTH AMERICAN STORMWATER AND EROSION CONTROL ASSOCIATION, INC.**

**NORTH DAKOTA CHAPTER**

Approved by the Board of Directors, April 2012

Revised October 5, 2016

**Article I**

**Name and Purpose**

**Section 1.** The name of the association is the North American Stormwater and Erosion Control Association of North Dakota, Inc. (NASECA of North Dakota).

**Section 2.** NASECA is a not for profit organization whose purpose is to bring individuals together to discuss, inform and network in the erosion and sediment control industry.

NASECA of North Dakota shall:

1. Provide communication and training for stormwater and erosion control to its members and the general public;
2. Provide a forum whereby members may exchange information and ideas;
3. Promote cooperation between government agencies and between the private and public sector.

**Article II**

**Membership**

**Section 1.** Any person who wishes to promote the advancement of erosion and stormwater control may become a voting member upon payment of dues. One-year (fiscal year) membership dues shall be \$35, subject for adjustment annually, for individual members. Actively serving directors of NASECA North Dakota shall have their membership dues waived during their term. Membership shall terminate automatically for non-payment of dues thirty (30) days following the date on which renewal payment is due. Dues are non-refundable.

**Section 2.** All members shall be eligible to receive all annual or other reports of the association, attend all meetings, and to become officers or directors. Each member shall be entitled to one vote each at meetings of the membership.

**Section 3.** Memberships terminated for non-payment shall be reinstated as of the date payment is received. Any member may be removed from membership upon good cause and by unanimous vote of the board of directors.

## **Article III**

### **Board of Directors**

**Section 1.** The governing body of the association will be a Board of Directors, hereinafter called the “Board”. The Board shall serve without compensation. The Board will consist of nine directors elected from the voting membership of the association. A minimum of five directors must be from public organizations, representing at least three different agencies. Any member currently under paid contract with NASECA of North Dakota shall be ineligible for election to the Board.

**Section 2.** The Board named in the Articles of Incorporation shall constitute the initial Board.

**Section 3.** Election of new directors or election of current directors to a successive term shall occur as the first item of business at the annual meeting of the association. Directors shall be elected by a majority vote of the current members present.

**Section 4.** The term of each director of the association is two years. Five directors shall be elected in odd numbered years and four directors shall be elected on even numbered years. There shall be no term limits.

**Section 5.** When a director vacancy occurs, the board shall elect a director by majority vote of the remaining directors and those so elected shall complete the term of the director that they replace.

**Section 6.** Three consecutive, unexcused absences of a director may warrant discussion for removal. Any director may be removed from the Board by an affirmative vote of two-thirds majority of directors present at an official meeting of the Board. Notice of the proposed removal shall be given to members with the notice of the meeting. The director involved shall be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

**Section 7.** By resolution of the board, reasonable expenses may be allowed for attendance at special meetings or conferences.

## **Article IV**

### **Meetings**

**Section 1.** An annual meeting of the association shall be held in the last quarter of each calendar year. The annual meeting, at a minimum, will include the election of directors, annual reports, and other business pertinent to the association.

**Section 2.** The Board shall hold regular meetings at least four times each calendar year at such place as may be designated in the notice of the meeting.

**Section 3.** Special meetings of the Board or membership may be called at any time by the president of the association or in his or her absence by the vice-president or upon receipt of a request therefore signed by three or more directors.

**Section 4.** Notice of regular, special, and annual meetings shall be mailed or electronically mailed at least five days prior to the day such meeting is to be held.

**Section 5.** At all meetings of the Board, each director present is entitled to cast one vote on any motion coming before the meeting. Directors shall elect officers. The presence of a majority of the membership of the Board shall constitute a quorum at any meeting. Voting on minutes and other administrative details may be approved by unanimous consent of the members present (no quorum necessary) unless objected by any member. Voting may occur via email from the members own email address to the secretary. The secretary shall verify each emailed vote.

**Section 6.** At a meeting of the Board at which there is a quorum present, a simple majority affirmative vote of the directors present is required to pass a motion before the board. Voting may occur in person, via conference call, or via email from the Board member.

**Section 7.** Proxy voting is not permitted.

**Section 8.** Roberts Rules of Order shall be the authority for all questions of procedure at any meetings of the corporation.

## **Article V**

### **Officers**

**Section 1.** The officers of the association are elected annually by the members of the Board at its annual meeting. Each officer serves one-year terms. Officers shall be elected to represent the following positions:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Such officers with duties as the Board prescribes

**Section 2.** Any officer may be removed with or without cause by the Board by a majority affirmative vote of the directors. The matter of removal may be acted upon at any meeting of the Board with quorum present, provided that the notice of intention to consider said removal has been given to each board member and to the officer affected at least 21 days previously.

**Section 3.** A vacancy in any office may be filled by the Board for the unexpired portion of the term. That office shall be elected by a majority vote of the Board.

**Section 4.** The president is the chief executive officer of the association. It is the duty of the president to preside at all meetings of the Board and to have general supervision of the affairs of the association. He or she executes on behalf of the association all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board for the proper and necessary transaction of the business of the association.

**Section 5.** The vice-president shall act in the absence or disability of the president and perform such duties as may be assigned to him or her by the president of the board. In the absence of the president, the execution by the vice-president on behalf of the association of any instrument shall have the same force and effect as if it were executed on behalf of the association by the president.

**Section 6.** The secretary is responsible for keeping the association records. He or she gives or causes to be given all notices of meetings of the Board and all other notices required by law or by these bylaws. The secretary is the custodian of all books, correspondence and paper relating to the business of the association, except those of the treasurer. The secretary presents at each annual meeting of the Board a full report of the transactions and affairs of the association for the preceding year and also prepares and presents to the Board such other reports as it may desire and requests at such time or times as it may designate.

**Section 7.** The treasurer has general charge of the finances of the association. When necessary and proper, he or she endorses on behalf of the association all checks, drafts, notes, and other obligations and evidences of the payment of money to the association in bank(s) selected by the Board. The treasurer shall keep full and accurate account of all receipts and disbursements of the association in books, which will be open at all times to the inspection of the Board. He or she presents to the Board prior to its annual meeting the annual report as treasurer of the association and shall make such other reports to the Board as may be required.

**Section 8.** Officers of the association may be appointed by the Board. Such officers shall have the powers conferred upon him or her by these bylaws, as well as any additional powers and duties as may be prescribed by the Board.

## **Article VI**

### **Committees**

**Section 1.** The Board may create and define one or more ad hoc or standing committees, each of which shall consist of at least one committee chair and two or more committee members.

**Section 2.** Committee members may be members of the Board, members of the association, or other interested individuals. The president of the association acting with the Board's approval shall appoint the chair of the committee. After consultation with the committee chair, the president shall appoint committee members. Committees may adopt such rules for the conduct of business as are appropriate and are not inconsistent with these bylaws, the articles of incorporation, or state law.

**Section 3.** The studies, findings, and recommendations of all committees shall be reported to the Board.

## **Article VII**

### **Miscellaneous**

**Section 1.** The association shall have the power to indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer, or employee (except in cases involving willful misconduct). The association shall have the power to purchase or procure insurance for such purposes.

**Section 2.** The Board may authorize any officer or officers, agent or agents of the association, in addition to the officers so authorized by the bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the association. Such authority may be general or confined to specific instances.

**Section 3.** The treasurer shall sign all checks, drafts and other orders for payment of funds unless the payment is to the treasurer or any director. Where the payment is to a director, or the treasurer is not available, an officer and at least one other director shall sign all checks, drafts, and other orders for payment of funds.

**Section 4.** The association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, and committees having any of the authority of the Board; and it shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. Any member or his or her agent or attorney may inspect all books and records of the association for any proper purpose at any reasonable time.

**Section 5.** The fiscal year of the corporation will be January 1 through December 31.

## **Article VIII**

### **Amendment of Bylaws**

**Section 1.** The bylaws of the organization may be amended by the board of directors by an affirmative vote of two-thirds of members of the board.

**Section 2.** Proposals of amendments to the bylaws, or an entire revision of the bylaws, shall be submitted to the Secretary at least 72 hours by mail or 24 hours by telephone or email prior to consideration by the board.

**Section 3.** A proposed amendment, presented at a business meeting, may be voted upon at that meeting, if unanimous consent to do so is given by the voting members present.

## **Article IX**

### **Dissolution**

**Section 1.** In the case of dissolution of the association, and after the payment or provision for payment of all the liabilities of the association, the board of directors shall dispose of all the assets of the association exclusively for the purposes of the association or to organizations that are qualified 501(c)(3) organizations.