

THE AQUATIC PLANT MANAGEMENT SOCIETY, INC.

BYLAWS

AS AMENDED July 18, 2016

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THE AQUATIC PLANT MANAGEMENT SOCIETY, INCORPORATED

(A Corporation Not for Profit)

ARTICLE I. SOCIETY NAME

The name of this Society shall be THE AQUATIC PLANT MANAGEMENT SOCIETY, INCORPORATED.

ARTICLE II. SOCIETY OBJECTIVES

The objectives of the Society shall be to:

1. Encourage scientific research and assist in promoting the control and management of aquatic plants through scientifically sound procedures.
2. Recognize and promote scientific advancement of the members and facilitate the education of aquatic plant scientists through scholarships and other assistance programs.
3. Publish the results of meritorious research and other information of value that pertains to aquatic plants and their management.
4. Extend and develop public interest in, and understanding of, aquatic plant management problems and solutions.
5. Cooperate with local chapters and other societies and organizations with similar and related interests.
6. The Society will operate under Section 501(c)(5) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE III. PLACE OF BUSINESS

The principal place of business shall be located at such a place as the Board of Directors may decide.

ARTICLE IV. OFFICERS

Section A. The officers of the Society shall be the President, President Elect, Vice President, Secretary, Treasurer, Editor, and Immediate Past President. The Board of Directors of this Society shall consist of not more than fourteen (14) members and shall include the active officers of the Society. The Society shall maintain a good and sufficient surety bond in an amount not less than the total assets of the Society covering all Officers and Directors.

Section B. President. The President shall preside at all business meetings of the Society annual and special, and at all meetings of the Board of Directors. The President shall maintain and exercise general supervision over the affairs of the Society, may sign checks in payment of obligations of this Society during the absence or incapacitation of the Treasurer, shall appoint all Standing Committee and Special Committee Chairs and Special Representatives unless otherwise specified under ARTICLE XIII and shall discharge such other duties as usually pertain to the office of the President.

Section C. President Elect. The President Elect shall exercise the powers and perform the duties of the President in the absence or disability of the President, or in case of a vacancy in the office of the President. The President Elect shall serve as Chair of the Program Committee. The President Elect shall also perform such duties as may be assigned by the President or the Board of Directors.

Section D. Vice President. The Vice President shall exercise the powers and perform the duties of the President Elect in the absence or disability of the President Elect or in case of a vacancy in the office of the President Elect. The Vice President shall serve as Chair of the Regional Chapters Committee and shall also serve on the Membership, Publications, and Strategic Planning Committees. The Vice President shall also perform such duties as may be assigned by the President or the Board of Directors.

Section E. Secretary. The Secretary shall keep full and current minutes of all meetings of this Society and of the Board of Directors. This officer shall be responsible for the maintenance of membership records, shall issue notices of meetings, and shall conduct such part of the correspondence of the Society as is usually conducted by the Secretary of similar organizations. The Secretary shall also ensure that the Society Newsletter is assembled, published, and distributed. At the direction of the Board of Directors, the Secretary may maintain a separate Society bank account for the purpose of conducting the above stated business, and for the purpose of safeguarding and transferring to the Treasurer any such payments to the Society, including membership dues, that may be received via the Society mailbox. The Secretary shall serve as Archivist responsible for maintaining the security of important records of the Society. The Secretary shall establish guidelines and procedures for placing items in the archives.

Section F. Treasurer. The Treasurer shall collect and receipt all dues assessments and other income. The Treasurer shall deposit promptly all funds of the Society, including funds received for the Scholastic Endowment Fund, in such depository as shall be approved and designated by the Board of Directors. Checks in payment of obligations of this Society shall be signed by the Treasurer, who shall with the approval of the Board of Directors, pay all bills of this Society and make such other disbursements as are necessary and incidental to the operation of the Society. The Treasurer shall at the annual meeting of the Society, and if directed by the Board of Directors at special meetings, make full and true report of the financial condition of this Society. The Treasurer shall provide for an annual audit of all books, vouchers, and necessary documents of the Society prior to each annual meeting of the Society, the cost of said audit to be borne by the Society. This audit shall be conducted by a Certified Public Accountant (CPA), and shall include an Opinion rendered by same CPA as to the condition of the Society's financial books and records. The financial statements as prepared during the audit shall be included as part of the annual proceedings of the Society. The Treasurer shall serve as a member of the Finance Committee and the Strategic Planning Committee, and shall present an annual budget for approval by the Board of Directors at the Winter Board Meeting. This officer shall perform such other duties as are usually incident to the office of Treasurer and as may be assigned by the Board of Directors.

Section G. Editor. The duties of the Editor shall be to publish and distribute the Journal and other scientific publications of this Society and shall serve as Chair of the Publications Committee. The Editor may appoint Associate Editors to assist in the review and publication of manuscripts. The Editor may request an annual stipend allocation requiring the Board of Directors' approval for the preparation of APMS publications.

Section H. Immediate Past President. The Immediate Past President shall serve as an advisor to the President and the Board of Directors and shall serve as Chair of the Nominating and Past-Presidents Advisory Committees plus be a member of the Strategic Planning Committee. This officer shall perform such duties as specified herein and as may be assigned by the President or the Board of Directors.

Section I. Directors. The Directors shall assist in administering the affairs of this Society and shall include one student member nominated by his/her peers in accordance with Article XIII Item 15. The Student Director shall bring the interests of fellow student members to the Board of Directors.

ARTICLE V. TERM OF OFFICE

The term of office of all officers of the Society, except the Editor, Secretary and the Treasurer, shall be one year, or until their successors shall be duly elected and qualified. The term of office of the Editor, Secretary and the Treasurer shall be three years. As described in ARTICLE XI, however, the Vice President automatically progresses from that office through the offices of President Elect, President, and Immediate Past President. The term of office in each is one year, so that the elected Vice President remains an officer for four consecutive years. Directors shall serve a three-year term on the Board of Directors with the exception of the Student Director who shall serve a one-year renewable term, if so appointed in accordance with Article XIII Item 15. Terms for all Officers and Directors shall begin at the close of the business meeting at which they were elected. Any Officer or Director of the Society who fails to fulfill the duties of the office without valid reasons may be removed from office by a two-thirds vote of the Board of Directors. The vacant office shall be filled as described in ARTICLE XI, Section D.

ARTICLE VI. BOARD OF DIRECTORS

Section A. The President of the Society shall chair the Board of Directors.

Section B. The Board of Directors shall meet upon the call of the President or upon the request of five or more members of the Board of Directors directed in writing to the Secretary. At least fifteen (15) days prior notice in writing shall be given by the Secretary to all members of the Board of Directors as to any meetings of the Board of Directors. The time and place of such meetings shall be designated by the President. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, unless otherwise specified in the Bylaws. Proxies for absent Board Members requires verbal pre-notification of the President and Secretary, must be assigned in writing to a member in good standing and be provided to the Secretary for the record upon completion of roll-call. Qualifying Proxies will assume the privileges, duties and responsibilities of the absent Board Member during the course of the meeting including the right to vote on Board matters. An action of the Board of Directors shall be upon the vote of the majority of its members present. Except under extenuating circumstances (as approved by the Board) which may prevent it, the Board of Directors shall meet no fewer than three (3) times annually. One meeting shall be held immediately before the annual meeting of the Society; one meeting shall be held immediately after the annual meeting of the Society; and one additional meeting shall be held during the interim between the annual meetings.

Section C. The Board of Directors shall manage the affairs of the Society and shall have the power: (1) to fill any vacancies among the officers of the Society including the membership of the Board of Directors; except as provided in Article XI, Section D; (2) to prescribe the duties of the

officers of the Society not otherwise prescribed in the Bylaws of the Society; (3) to provide rules and regulations for the conduct of the affairs of this Society on matters that may not be specifically covered within the provisions of the Bylaws; (4) to accept or reject applications for membership in this Society; (5) to increase the amount of the Officers' & Directors' bond if the Board deems the current bond insufficient; and (6) the Board of Directors shall have full power of the Society in all matters demanding action between meetings and shall submit at the next succeeding meeting of the Society a report on all actions taken by them under authority of this section.

ARTICLE VII. QUORUM

A quorum of the business meeting of the Society shall consist of not fewer than forty (40) voting members, or ten percent (10%) of the membership, whichever is smaller, at least two (2) of whom shall be officers of the Society.

ARTICLE VIII. MOTIONS AND RESOLUTIONS

All motions and resolutions presented at any annual meeting of the Society involving matters of policy, administration or business shall be referred to the Board of Directors who shall consider the same and report its recommendation back to the Society; provided, however, that should any matter require immediate action by the Society, such matters may be considered immediately and approved by consent of three-fourths of the active members present and voting.

ARTICLE IX. MEETINGS

Section A. There shall be an annual meeting of the Society for the election of officers, the presentation of papers and discussion on aquatic plant control and management, uses of aquatic vegetation and related subjects and such other business as may be properly brought before it. Such annual meetings shall be held at such time and place as the Board of Directors may decide. At least sixty (60) days prior notice shall be given in writing to all members as to the time and place of the annual meeting.

Section B. Special meetings of the Society may be held whenever the Board of Directors deem such meetings necessary or whenever ten or more active members shall make a written request to the Secretary. Such requests shall be placed with the Board of Directors which shall designate a time and place for such special meetings. The Secretary shall give written notice of all special meetings of the Society to all members at least four (4) weeks prior to the date of such special meetings.

ARTICLE X. FISCAL YEAR

The fiscal year of the Society shall be the calendar year.

ARTICLE XI. ELECTION OF OFFICERS

Section A. The election of Officers and Directors of the Society shall be held as part of the annual business meeting held in conjunction with the regular annual meeting.

Section B. At each annual business meeting, elections shall be held for the office of Vice President, while elections shall be held at three year intervals for the offices of Editor, Secretary and Treasurer, coincident to the three year terms of these offices. Elections will not be held for the offices of President Elect, President, or Immediate Past President, as the Vice President electee shall automatically progress through each of these offices, serving a one-year term in each as specified in ARTICLE V. Officers of the Society shall be elected by majority vote of the voting members present at the annual meeting of the Society and shall serve until the close of the annual meeting of the Society marking the end of the term of their elected office, with the above stated exceptions that the Vice President shall automatically become the President Elect, the President Elect shall automatically become President, and the President shall automatically become Immediate Past President. Individuals in the offices of Secretary, Treasurer, and Editor may be elected to consecutive terms. Two (2) new Directors shall also be elected each year for a term of three (3) years and one Student Director for a one (1) year renewable term or until their successors shall be duly elected and qualified.

Section C. No member shall be eligible for office who is not a current member in good standing, including Student Directors. Preference for Officers will be given to those members who have been voting members of the Society and/or members who have served the Society for the immediate past three (3) consecutive years.

Section D. Vacancies in the office of President between terms shall automatically be filled through succession in the following order: President Elect, Vice President, Secretary, Treasurer, and Editor. All vacancies, other than that in the office of President, shall be filled through appointment by the Board of Directors.

ARTICLE XII. MEMBERSHIP

Section A. Categories. All Membership categories shall be subject to the approval of the Board of Directors. There shall be the following Membership Categories:

1. Individual Member. Any person who is interested in the advancement of the Society and its goals.
2. Sustaining Member. Companies, institutions, or organizations interested in the advancement of the Society and its goals.
3. Student Member. Any full-time individual student who is interested in the advancement of the Society and its goals.
4. Subscription Member. Any Institution wishing to receive copies of the *Journal of Aquatic Plant Management*.
5. Honorary Member. An Honorary member shall hold in perpetuity all rights of active membership. Before being considered for honorary membership a person must meet the following criteria:
 - a. The nominee must have contributed significantly to the field of aquatic vegetation management. (The individual should be retired and no longer employed in the field of aquatic vegetation management, except that part-time work as a consultant shall be permissible).
 - b. The nominee must have been a voting member of the Society for no less than ten

- (10) years.
- c. The nominee must have actively promoted the Society and its affairs during their membership.
- d. Nominees for honorary membership shall be submitted to the Bylaws and Resolutions Committee in the form of a petition signed by no less than ten (10) active members or may originate within the Bylaws and Resolutions Committee. Nominees will be evaluated by the Bylaws and Resolutions Committee to ascertain that they meet the criteria for eligibility as an honorary member. Eligible nominees will be presented to the Board of Directors by the Bylaws and Resolutions Committee. Honorary membership shall be approved by a majority vote of the Board of Directors.

Section B. Voting Privileges. All Individual, Student, Honorary and one designated representative from a Sustaining Membership who are members in good standing with current, paid-up dues shall have the right to vote. Subscription Members do not have voting rights.

Section C. Membership Dues. Dues amounts for each membership category shall be proposed by the Board of Directors and voted upon by the membership at the Annual Business Meeting. Annual dues are due by Jan. 31st and shall in no case be paid later than the first full day of the annual meeting. to qualify for the full rights and privileges of membership in that calendar year.

ARTICLE XIII. COMMITTEES and REPRESENTATIVES

Section A. Standing Committees. Standing Committee Chairs shall be appointed by the President. Additional Committee members not already designated in the Bylaws shall be voting members of the Society, selected by the Chair and approved by the President. The number of persons on each committee may be changed at the discretion of the President and the Board of Directors. Standing Committees shall perform all duties as defined in the Operating Manual. Standing Committees are as follows:

1. Awards Committee: This committee shall be responsible for overseeing and implementing the Society's awards program in accordance with the Bylaws and other established criteria documented in the Awards Criteria section of the Operating Manual, as approved by the Board of Directors. This shall include coordination with the APMS President and those committees designated to present awards for the purpose of ensuring appropriate, personalized plaques, certificates or other established forms of recognition are prepared by this committee for presentation at the annual meeting awards banquet or at other times as may be otherwise determined by the Board of Directors. This committee shall consist of no fewer than 3 members.
2. Bylaws and Resolutions Committee. This committee shall consist of not fewer than five (5) voting members of the Society. All resolutions and Bylaws changes to be considered shall be presented to this committee, who shall present worthy suggestions to the Society in a form appropriate for adoption, subject to Bylaws Article VIII. All petitions with ten (10) or more signatures of voting members shall be brought to the attention of the Society. Bylaws changes, adopted in accordance with ARTICLE VIII shall be incorporated into the current Bylaws by this committee and submitted to the Secretary for the official record. The Chair shall also serve on the Strategic Planning Committee.
3. Education and Outreach Committee. This committee shall be responsible for identifying

specific educational needs and issues appropriate for APMS sponsorship. Once such needs are identified and verified, this committee shall direct the coordination, development, and production of Society sponsored educational materials and programs as deemed appropriate by the Board of Directors. The Chair shall also serve on the Strategic Planning Committee. The committee shall consist of not less than five (5) members, one of whom shall be the Chair of the Student Affairs Committee.

4. Exhibits Committee. This committee shall be responsible for making all arrangements concerning commercial or other exhibits at annual meetings. The committee shall coordinate its activities with the Meeting Planning Committee, Meeting Planner, the Secretary, the Treasurer, and other relevant persons. The committee shall be responsible for establishing annual meeting levels of recognition, recommending exhibit fees, recognizing contributors at the meeting, securing names of the designated representative from each exhibitor attending and administering programs to give awards or prizes to exhibitors.
5. Finance Committee. This committee shall have at least four (4) members, one of whom shall be the Treasurer of the Society. The committee shall 1) review all financial records at the end of each fiscal year, 2) prepare a report on the Society's financial status for presentation to the Board of Directors at the mid-year meeting, 3) prepare the annual budget of the Society, 4) advise and assist the Treasurer in maintaining Society financial records and in preparing reports for the Board of Directors.
6. Legislative Committee. This committee shall consist of not fewer than five (5) voting members whose duties shall be to inform itself as to any legislation pending of interest to the Society and to make recommendations to the Board of Directors on the same.
7. Meeting Planning Committee. This committee shall have at least three members. The committee shall investigate alternative sites within a region, and provide a recommendation to the Board of Directors to aid in selecting the meeting site and property. Upon recommendation of this Committee and approval by the Board of Directors, this Committee may secure the services of a Meeting Planner firm or contractor via a competitive bid process for the purposes of assisting with carrying out their designated responsibilities.
8. Membership Committee. This committee shall consist of not fewer than five (5) active members of the Society; one of whom shall be the Secretary, one of whom shall be the Chair of the Student Affairs Committee and one of whom shall be the Vice President. This committee shall investigate and promote memberships in the Society. The committee shall inform the Society about the death of a member. The committee shall also assist in the preparation of letters of condolence sent on behalf of the Society by the President.
9. Nominating Committee. The Nominating Committee shall consist of not fewer than five (5) members, to be chaired by the Immediate Past President, and shall recommend to the Society candidates for election to the several offices. This committee shall inform the Society membership of the slate of nominees for office at least 30 days prior to the annual business meeting (an exception may be made for Student Director if selection of a nominee by the Student Affairs Committee cannot meet that deadline). Terms of membership in the Nominating Committee shall be for no more than two successive years, and a two-year break shall occur between periods of service on this committee.

10. Past Presidents Advisory Committee. This committee shall consist of all past Presidents of the Society who are members in good standing and shall be chaired by the Immediate Past President of the Society. The duties of this committee shall be to examine the aims and goals of the Society, make recommendations to the Board of Directors related to achieving these aims and goals, and to review and suggest changes to the Operating Manual, as may be appropriate.
11. Program Committee. The program committee shall consist of the members of the Board of Directors, chaired by the President Elect, and its duty shall be to provide programs for each annual meeting. It shall be at the discretion of the Board and at the option of the Program Chair (President Elect) to annually request approval for a capped monetary allocation to cover select invited speaker(s)' expenses for those presenting at the annual meeting who may be unable to attend without a stipend. These monies are to be used at the discretion of the President Elect / Program Chair.
12. Proposal Review Committee. This Committee shall be responsible for reviewing all proposals submitted to the Society equal to or in excess of \$5,000, excluding proposals for the Society's Graduate Student Research Grant. The Committee shall consist of the Immediate Past President, President Elect, Treasurer, one Director, and one member at-large. The Committee will be chaired by the Immediate Past President who will appoint the Director and member at-large. Upon review of each proposal, the Committee will submit a written recommendation with justification to the Board for final decision.
13. Publications Committee. This committee shall be responsible for the quality and quantity of all Society publications. The committee shall prepare the editorial policy, publication format, and procedures for approval by the Board of Directors. The committee shall be chaired by the Editor of the *Journal of Aquatic Plant Management*. Additional members shall include the Associate Editor(s), the Secretary, and at least three other members of the Society. A selected member of this Committee shall serve on the Strategic Planning Committee.
14. Regional Chapters Committee. This committee shall be responsible for promoting and forming regional chapters of the Society. It shall evaluate requests from groups wishing to affiliate with the Society as regional chapters. The committee shall be responsible for enhancing communications and coordination among the regional chapters and the Society. The committee shall be responsible for collecting and displaying information about job opportunities in the field of aquatic plant management. Appropriate information should be made available at the annual meeting and in the Newsletter. The committee shall consist of at least one representative of each recognized regional chapter and include the Vice President of the Society who shall be Chair.
15. Scholastic Endowment Committee. This committee shall be responsible for coordinating fund raising activities for the Society's Scholastic Endowment Fund. The committee shall consist of not less than four (4) members, one of whom shall be the Chair of the Student Affairs Committee.
16. Strategic Planning Committee. This committee shall be responsible for clarifying the future focus of the Society by providing a framework for decision-making and recommending realignment of resources and establishment of priorities, as needed, in a practical, productive and responsive manner to meet current and future membership

needs. This Committee shall consist of no fewer than nine (9) members including the Immediate Past President, the Vice President, Treasurer; the following Committee Chairs: Bylaws & Resolutions, Education & Outreach and Student Affairs; a member of the Publications Committee; plus at least two members-at-large selected for their long-standing support and/or historical perspective of the Society.

17. Student Affairs Committee. This committee should consist of no fewer than four (4) members of the Society. The Chair of the Student Affairs Committee shall also serve as a member of the Scholastic Endowment Committee and the Strategic Planning Committee. The duties of this committee shall be to investigate and promote membership of students into the Society and make recommendations to the Board of Directors as to means of enhancing and encouraging student participation in the Society. Prior to the Annual Business Meeting, this Committee shall provide the Nominating Committee the name of their selected current student member willing to serve on the Board as a Student Director for the up-coming year.
18. Website Committee. This committee will be responsible for maintaining the website and will coordinate all structural modifications therein. In addition, the committee will be responsible for approving all postings on the site. This committee shall consist of no fewer than three (3) members.

Section B. Special Committees. Such other committees as from time to time may be deemed necessary shall be appointed by the President.

Section C. Special Representatives. The President shall appoint, with approval of the Board of Directors, special representatives of the Society. These persons shall attend meetings of organizations such as: AERF, CAST, WSSA, NALMS, RISE, BASS and other organizations to act as liaisons between these organizations and the Society.

ARTICLE XIV. RULES OF ORDER

Business sessions of the Society shall be conducted in accordance with Roberts' Rules of Order.

ARTICLE XV. PUBLICATIONS

All publications of the Society shall be issued under the direction of the Editor and shall become the property of the Society.

ARTICLE XVI. SCHOLASTIC ENDOWMENT

Section A. The Aquatic Plant Management Society Scholastic Endowment shall be used to encourage and enhance student participation and public interest in the Society.

Section B. The Aquatic Plant Management Society Scholastic Endowment fund shall be maintained in a separate account administrated by the Board of Directors and shall be used to support scholarships and student activities in the Society. Expenditures shall be made following recommendation by the Student Affairs Committee and/or the Education and Outreach Committee with the approval of the Board of Directors.

ARTICLE XVII. AMENDMENTS

These Bylaws may be amended by three-fourths vote of the active members present at any annual business meeting, provided the proposed amendment has been approved by the Board of Directors and given in writing to the Secretary, and that a written notice of said proposed amendment has been transmitted to active members thirty (30) days before the annual meeting, and further that notice of the time said amendments are to be voted on has been announced at least twelve (12) hours in advance.

ARTICLE XVIII. DISSOLUTION

The society shall have perpetual existence, but if dissolved, its assets shall be donated to a non-profit organization or Institution, qualified under Section 501(c)(5) of the Internal Revenue Code of 1986 as amended, to be selected by the last Board of Directors to be used for research or educational outreach on aquatic plant management.

The above and foregoing Bylaws of THE AQUATIC PLANT MANAGEMENT SOCIETY, INCORPORATED, were adopted on July, 15, 1986, revised July 1988, July 1989, July 1990, July, 1992, July 1995, July 1998, July 1999, July 2001, July 2002, July, 2003, July, 2004, July 2006, July 2008, July 2009, July 2011, July 2013, July 2015, July 2016.

Last Amended: July 18, 2016.