

BYLAWS OF 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:

1. To develop and promote the scientific foundation of wetland science, which includes, but is not limited to ecology, delineation, regulation, restoration, and/or other emerging issues in wetland science;
2. To promote and establish education and training opportunities for wetland professionals; and,
3. To 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 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 delineation.

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 THREE

MEMBERSHIP

Section 1. Membership Eligibility and Status. Membership in an appropriate class listed in Section 2 below shall be open to all persons and organizations interested in wetland science and related topics such as, but not limited to, delineation, restoration, management, and regulations. The Board of Directors shall determine the amount of annual dues for members. Failure to pay annual dues will result in the loss of membership and all voting rights. The membership year begins January 1st and ends December 31st 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 Member. Those members with at least one (1) year of experience in a field directly related to wetland science acceptable to the Association's Board, and/or those members that have at least forty (40) hours of training and/or field experience in wetland delineation acceptable to the Association's Board;
2. Non-voting Member; and
3. Student Member (Non-voting).

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 Association Board.

Section 4. Reinstatement. Members who forfeit their rights and privileges for delinquency 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 current year in which a reinstatement application is approved.

ARTICLE FOUR

OFFICERS AND BOARD OF DIRECTORS

Section 1. Officers. Officers of the Association shall be President, Vice President, Secretary and Treasurer. These officers shall be appointed by the Board of Directors which will consist of seven (7) members, including four (4) officers and three (3) at large Board members. These seven Board members are to be nominated and elected by the total voting membership. Board members shall be elected by utilizing ballots sent to the membership and delivered to the Board within a specified time period. The ballots will be tallied by the Vice President and at least two other Board Members. The said seven (7) members will constitute the Board of Directors of the Association and shall have the authority to meet in closed session.

Section 2. Board Eligibility. Only voting members with currently paid dues shall be eligible for nomination to the Board.

Section 3. Meetings. All Board Members are required to attend at least seventy percent (70%) of Board meetings (seven out of ten Board meetings held per calendar year). The President may assign At Large Board Members to hold special sessions to determine the eligibility of Board Members remaining on the Board. The President may assign another Officer or At Large Board Member to attend in the absence of an Officer to determine the eligibility of a Board Member remaining on the Board. Board members attending less than 70% of the Board meetings are subject to removal from the Board at the discretion of the Board. If a Board member resigns prior to fulfilling his/her tenure, the vacancy will be filled through appointment by the Board.

Section 4. Officer Duties.

President. The President shall serve for a term of one (1) year minimum. Any Board Member may serve as President of the organization for a maximum of two consecutive two-year terms. The President shall be responsible for conducting Board meetings and exercise such other responsibilities determined from time to time by action of the Association, its Board of Directors, or as otherwise required by Minn. Stat. § 317A.305.

Vice President. The Vice President shall serve for a term of one (1) year minimum. Any Board Member may serve as Vice President of the organization for a maximum of two consecutive two-year terms. The Vice President shall automatically be nominated for President for the year following his or her term as Vice President even if the current President's two-year term as a Board Member has not expired. Duties of the Vice President are to assist the President and to perform the duties of the President when that officer is absent or unable to act. Duties of the Vice President shall include the following responsibilities:

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

Secretary. The Secretary shall serve for a term of two (2) years not to exceed two consecutive terms. The term of the office for the Secretary shall be staggered so that his or her term does not coincide during the same year as that of Treasurer. Duties of the Secretary shall include 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 Members;
- Maintain a file or correspondence and records of Association business;
- Maintain and update copies of the Bylaws in conjunction with the Vice President;
- Record and read minutes of Association meetings and all called meetings of the Board of Directors
- Distribute minutes to Board Members; and,
- 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 (2) years not to exceed two consecutive terms. The term of the office of Treasurer shall be staggered so that his or her term does not coincide during the same year as that of the Secretary. Duties of the Treasurer shall include the following responsibilities:

- Administer the financial resources of the Association;
- Pay all bills of the Association as authorized by the Board of Directors;
- Prepare appropriate status reports for the Board of Directors;
- 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 Minnesota Statutes Section 317A.305, Subdivision 3.
- Obtain yearly a digital roster of the Association's members in good standing.
- Provide digital copies of membership lists upon request from the Board of Directors; and,
- Prepare semi-annual reports of membership status.

At Large Board Members. three (3) additional At Large Board Members shall serve for a period of two (2) years not to exceed two consecutive terms. The terms for At Large Board Members will be staggered so that all terms do not coincide. At Large Board Members will be present at Board meetings

and vote on Board issues. Duties of At Large Board Members shall include the following responsibilities:

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

ARTICLE FIVE

MEETINGS OF MEMBERS/DIRECTORS

Section 1. Annual Meeting. An annual meeting of the members shall be held at the location to be announced by the Board on the first Wednesday in the month of November in each year at the beginning of the November forum, for the purpose of delivering the State of the Association. The address shall be made by the President or Vice President. If the day fixed for the annual meeting is a legal holiday in the State of Minnesota, such meeting shall be held on the following Wednesday after the holiday. If the election of Board of Directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than fifty-one percent (51%) of the members having voting rights. If all of the members shall meet at any time and place, either within or out of the State of Minnesota, and consent to the holding of a meeting, 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 mail, to each member entitled to vote at such meeting, not less than fourteen (14) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers 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 deposited in the United States mail addressed to the member at his address as it appears on the records of the Association, with postage thereon prepaid.

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 fifty-one percent (51%) 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 (3) months from the date of its execution, unless otherwise provided in the proxy.

Section 7. Voting by Mail. Where directors or officers are to be elected by members or any class of members, such election may be conducted by mail in such manner as the Board of Directors shall determine. Ballots will be retained for six months.

Section 8. Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be determined in advance each year. A special meeting of the Board of Directors may be called by at least three (3) Directors with three (3) days advance written notice to the other Directors. Five (5) Directors shall constitute a quorum for meetings of the Board of Directors.

ARTICLE SIX
COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him by law.

Section 2. Membership Committee. The Board shall nominate from their number no fewer than two (2) nor more than five (5) persons, who shall constitute the membership committee.

Section 3. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the Board of the Association shall appoint the members thereof. Any member thereof may be removed by the Board whenever in their judgement the best interests of the Association shall be served by such removal.

ARTICLE SEVEN
CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and 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 such officer or officers or agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or by President of the Association. Expenses over One Hundred Dollars (\$100.00) must be approved by the Board.

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

Section 4. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for any purpose of the Association.

ARTICLE EIGHT
FISCAL YEAR

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

ARTICLE NINE
DUES

Section 1. Annual Dues. The Board of Directors shall determine from time to time the amount of annual dues payable to the Association by members of each membership class, and shall give appropriate notice to the members.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of January in each year.

Section 3. Default and Termination of Membership. When any member of any membership class is in default in the payment of dues for a period of ninety (90) days from the beginning of the period for which such dues became payable.

ARTICLE TEN
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Minnesota Statutes Section 317A.435 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.