Article I. Name

The name of this organization shall be the National Association of Invasive Plant Councils (NAIPC). NAIPC was previously known as the National Association of Exotic Pest Plant Councils (NAEPPC).

Article II. Mission & Object

Section 1. Mission

The mission of NAIPC is to increase awareness about plants invading natural areas in the United States, to support member organizations and partners in their efforts to prevent, eradicate, and manage invasive plants, and to provide a unified voice on invasive plant issues that have national significance.

Section 2. Object

The object of this organization shall be:

a) To facilitate communication between invasive plant councils (IPCs), especially regarding issues and policies of national importance on exotic pest plants that threaten natural areas and wildlands;

b) To communicate and represent the interests of IPCs on issues and policies of national importance regarding invasive exotic pest plants that threaten natural areas and wildlands;

c) To support the formation and growth of IPCs, and to provide a forum for all IPCs to share in and benefit from the information generated by each IPC and this association;

d) To provide support for the implementation of national invasive species initiatives and other activities of national importance.

Article II. Membership

Section 1. The membership of NAIPC shall consist of state and multi-state invasive and exotic pest plant councils that work to reduce the impacts of invasive plants through education, management, data sharing, policy, and/or cooperation. Member councils may have names other than “IPC”.

Section 2. Member organizations are autonomous from NAIPC.
Section 3. Organizations may apply or re-apply for membership in NAIPC by filing a membership form and a copy of their bylaws with the NAIPC Chair. Membership to an applicant will be granted by a majority vote of the Board of Directors.

Section 4. An organization may be removed as a member of NAIPC if it has not participated in any NAIPC meeting by phone or in person within one year or if its work is not consistent with the mission of NAIPC. Removal of a member organization requires a majority vote of the Board of Directors.

Article III. Officers

Section 1. The officers of the Council shall be Chair, Vice Chair, Secretary and Treasurer. These officers shall perform the duties prescribed by these Bylaws and by parliamentary authority adopted by the Council.

Section 2. All officers shall be nominated and elected by the Board of Directors. Officers must be part of a member organization but do not have to be the officially designated Director from their organization.

Section 3. All officers shall serve 2-year terms of office and up to a maximum of 2 consecutive terms in the same position. Officers may serve in the same position again after a hiatus of one year.

Section 4. Officer Duties

The Chair shall preside at all meetings of the Board of Directors and of the members. The Chair has general supervision over the staff, property, finances and affairs of the organization. The Chair shall prepare meeting agendas and make committee appointments, and may execute contracts or other obligations on behalf of the organization as authorized by the Board and may perform such other duties as the Board may determine.

The Vice Chair shall exercise the duties and responsibilities of the Chair in the Chair’s absence, and shall perform other duties pertaining to the office of Vice Chair.

The Secretary shall be responsible for the keeping of minutes of all business meetings of the organization, meetings of the Board of Directors and meetings of the Executive Committee, and shall perform other duties pertaining to the office of Secretary.

The Treasurer is responsible for drafting the organization’s annual budget, maintaining the financial records and other duties pertaining to the office of Treasurer. If NAIPC funds are kept with a fiscal agent, the Treasurer shall be the liaison to the fiscal agent.

Article IV. Board of Directors

Section 1. The Board of Directors shall consist of the President or Chair from each member organization. If the President or Chair is unable to serve as a NAIPC Director, the President may appoint another representative from their organization to serve instead.
Section 2. Each member organization shall designate an alternate Director, who may serve in place of the member organization's primary NAIPC Director when necessary.

Section 3. If a member organization's primary and alternate NAIPC Directors are both unavailable, a proxy may serve with permission from the NAIPC Chair.

Section 4. The Board of Directors members shall be equal to the number of member councils who participate in NAIPC.

Section 5. The Board of Directors is empowered to conduct business by email, telephone, or meetings provided there is a quorum.

Section 6. A simple majority of the current voting members or their proxies constitutes a quorum of the Board of Directors.

Section 7. The Board of Directors shall meet at least once each year in person or by phone. Between meetings the Board can make decisions by mail, conference call or other electronic means.

Section 8. Special meetings or conferences of the Board may be called by the Chair and shall be called upon written request of three standing members of the Board.

Section 9. The Directors shall not be personally liable for the debts, liabilities and other obligations of the Association.

Section 10. The Directors and Officers of the NAEPPC shall be indemnified by NAIPC to the fullest extent permissible under the law.

Section 11. The Board of Directors may, by two-thirds majority, elect ex-officio Directors who will serve as advisors to the Board. Ex-officio Directors do not have voting privileges on the Board.

Article V. Committees

Section 1. The Executive Committee will consist of Officers and other members-at-large appointed by the board, and will have the powers and authority of the Board in the management of the business affairs of the Association, to the extent permitted, and except as otherwise provided, by provisions of law. The purpose of the Executive Committee shall be to provide rapid response to specific projects and priorities and to assure progress and momentum during time periods between Board meetings.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.
Section 2. The council shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not members of the Board and shall act in an advisory capacity to the Board.

Article VI. Parliamentary Authority

The rules contained in Robert’s Rules of Order Newly Revised shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules or order the Council may adopt.

Article VII. Amendment of Bylaws

The Board of Directors may amend these bylaws by a two-thirds vote of those present at any board meeting.

Article VIII. Finances

Section 1. The collection and accounting of funds shall be the responsibility of the Treasurer, in cooperation with the designated fiscal agent, if a fiscal agent is used

Section 2. The Treasurer, in cooperation with the fiscal agent, shall maintain all records of funds collected and dispersed by NAIPC. Such records shall be available for review by any voting member upon adequate notice. Reasonable fees may be charged to reimburse expenses incurred for making copies of documents. A financial report shall be provided annually and submitted to the IRS, if required

Section 3. Following approval by the Chair or the Vice Chair, the Treasurer or an approved fiscal agent has the authority to sign checks for disbursement of funds of the Council.

Section 4. The Board may solicit voluntary contributions, in-kind services, grants, or donations to support the activities and functions of NAIPC.