

**Restated BYLAWS OF THE
SOUTH CENTRAL CHAPTER OF IECA
(INTERNATIONAL EROSION CONTROL ASSOCIATION)
(A Nonprofit Corporation)**

ARTICLE 1 - TERMS

- 1.1 Definitions - Unless stated otherwise, the following terms contained in these bylaws shall mean as indicated.
- 1.1.1 "IECA" is defined as the International Erosion Control Association.
 - 1.1.2 "South Central Chapter" is defined as the group of IECA Members from Texas, Oklahoma, Arkansas and Louisiana organized according to the guidelines provided and recognized by the IECA Board of Directors. Hereafter referred to as the "Corporation."
 - 1.1.3 "Officer" means a Member elected as an Officer of the Corporation. Officers are the President, VP-Administration, VP-Technical, VP-Marketing, Secretary/Treasurer.
 - 1.1.4 "Member" is defined as a person having status as a Member of the Corporation.
 - 1.1.5 "Board" is defined this Corporation's Board of Directors which includes five Officers and four Members elected at-large.
 - 1.1.6 "Director" means a member of this Corporation's Board.

ARTICLE 2 - MISSION STATEMENT

- 1.2 The goal of the South Central Chapter of the IECA is to serve as a regional resource providing education, networking, and research for engineers, government, consultants, construction and related professionals for the purpose of establishing standards of practice and expertise in the fields of erosion control, sediment control and storm water management.

ARTICLE 3 - MEMBERSHIP AND DUES

- 3.1 Any person who shall subscribe to the purpose and mission of the Corporation, a Member in good standing of the IECA, shall be accepted to membership upon payment of the annual dues, both IECA and Chapter. Any membership which is terminated by the parent IECA organization is simultaneously terminated by the Chapter.
- 3.2 Annual dues of the Members of this association shall be fixed from time to time by the Board. Dues shall be payable not later than 12 months from the anniversary date of the initial IECA join date or other date which may have been previously established. Failure to pay dues shall immediately terminate the membership and all related benefits. Membership status and related benefits shall be reinstated upon payment of appropriate dues. The period of membership and benefits applies to the 12 month period succeeding the date of dues payment.
- 3.3 Members paying their dues at the annual meeting will receive all the rights and benefits due a Chapter Member.

ARTICLE 4 - MEETINGS OF MEMBERS

- 4.1 An Annual Meeting of Members shall be held in the fall of each year via conference call / video conferencing / e-mail, with the time, and date as the Board may choose. The purpose of this meeting is to elect the new Board of Directors and conduct Chapter business.
- 4.2 Special Meetings of the Members for any purpose or purposes may be called anytime by a majority the Board of Directors. A Special Meeting for any purpose or purposes may be

called anytime 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. It shall be the duty of the President to call a Special Meeting of the Members if the Board is presented with a written request from any three Directors or from ten percent (10%) or more of the total Members. All written requests must describe the purpose or purposes for the meeting. The Special Meeting is to be held at such time and place as the Board may fix, not less than thirty (30) days nor more than sixty (60) days after the receipt of the written request. If the President neglects or refuses to issue such call, the Board of Directors or the Members making the request may do so.

- 4.3 Notice of Meetings shall be given to each Member entitled to vote not less than ten (10) days prior to any Regular or Special Meeting.
- 4.3 A minimum of ten (10) Members shall be present to establish a quorum.
- 4.4 Notice of each meeting shall be in writing, stating the date, time and place of the meeting. A notice of a Special Meeting shall describe the purpose or purposes for which the meeting is being called.
- 4.5 Notice of each Annual Meeting shall be given not less than thirty (30) days prior to the meeting date. Notice of a Special Meeting shall be provided not less than thirty (30) nor more than sixty (60) days after the previously described request is received. Notice may be transmitted by mail, personal delivery, telegraph or teletype, email 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 in the records of the Corporation. Such notice shall be deemed to have been delivered one (1) day after sending (1) if mailed with first-class postage prepaid, (2) if mailed by registered or certified service, on the date shown on the signed return receipt by or on behalf of the addressee, or (3) if transmitted by any other method set forth above.
- 4.6 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 one another during the meeting. A Member participating by such means shall be deemed to be present in person.
- 4.7 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 Members' meeting. A Member may vote in person, by proxy, or by written ballot received by the Corporation 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.
- 4.8 All meetings are open to non-Members.

ARTICLE 5 - ELECTIONS

- 5.1 Election of Officers and At-large Directors shall be taken by ballot annually by all eligible Chapter Members. If the situation arises that the nomination process does not yield nominees for open positions, the Board of Directors shall nominate, vote and appoint persons to the Board vacancy. The Officers and At-large Directors shall be known as Directors.
- 5.2 Nominations for Officers and At-large Directors will be solicited 30 days prior to the balloting date. A least one nomination for each open position must be presented to members on the ballot. Write-in nominations will be allowed. No nominee will be employed or represent the same company, organization, government entity or product as any other nominee or board member. In the event that a board member changes employment after being elected which causes two board members to be employed or to represent the same company,

organization, government entity or product as another board member; the conflicting board members will serve out their respective terms. In the event that a minimum of one (1) nominee is not put forth by the Membership, the board will fill the board vacancy in accordance with Article 5.1

- 5.3 Each Member having status as a Member on the 30 days prior to the date of the ballot is given one vote on each office voted on the ballot. A Member may vote in person, by proxy, by e-mail, by electronic ballot (survey monkey or similar program) or by written ballot received by the Corporation (Secretary/Treasurer) on or prior to the ballot due date.
- 5.4 The nominees receiving the most votes shall be elected. In case of a tie, new ballots shall be issued to the Members and another vote shall be taken. This process shall be repeated as many times as is required to elect new Officers and At-large Directors.
- 5.5 The term of office for each of the nine Board of Directors positions shall be three years. Three Members of the Board shall be elected each year. The Board of Directors shall consist of five Officers and four at-large Directors. The first Board of Directors elected under these Bylaws shall initially serve staggered terms – three (3) officers will be elected to a three year term (President, VP-Technical, and VP-Administration); two (2) officers (VP-Marketing and Secretary/Treasurer) and one (1) at-large Board Member will be elected to a two year term; and the three (3) remaining at-large Board Members will be elected to a one year term.
- 5.6 Election of the office of President-Elect will be conducted by the Board of Directors. The President-Elect will serve 1 year in this capacity and then two years as President. Once the two (2) year term of President is complete the exiting President will chair the membership committee for a two (2) year period and will be identified as “Past-President” and is a non-voting member of the board of directors. At the start of the President’s 2nd year of service, the Board of Director’s will vote for the President-Elect from the existing Board of Director’s and that person’s Director position will be vacated after 1 year when that person becomes president. Said Director position will be posted on the ballot to serve the remaining term or full term as required to meet the 3 year term of office for that position.
- 5.7 Board candidates must demonstrate previous participation in the erosion/sediment control industry, intent to provide continued service to the IECA, and agree, if elected, to attend and participate in at least 75% of all scheduled Board meetings.
- 5.8 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.
- 5.9 The Board may, by a two-thirds (2/3) vote of the entire Board, remove any Director at any time for cause. Such removal becomes effective on the date specified by the Board.
- 5.10 The Chapter Members may remove one or more Directors, with or without cause. The Director shall be removed by a majority vote of the Chapter Members. The removal ballot must occur by a secret ballot of the Chapter Members.
- 5.11 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, the Board may fill the vacancy by affirmative vote of a majority of the remaining Directors. A Director thus elected or affirmed 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 installed.
- 5.12 A majority of the Directors shall constitute a quorum for the transaction of business.
- 5.13 Only Chapter Members in good standing 30 days prior to the ballot due date will be allowed

to vote on any type of ballot.

ARTICLE 6 - OFFICERS

- 6.1 The Officers of the Corporation shall be a President, Vice President-Administration, Vice President-Technical, Vice President-Marketing, and Secretary/ Treasurer. The same individual may hold more than one office, excluding the President.
- 6.2 All open positions for the Officers of the Corporation shall be elected by the Members at the Annual Meeting. The newly elected Officers shall begin their term the following January 1. The period between the election and January 1 shall be utilized to prepare the Officers-elect regarding Chapter duties, responsibilities, and procedures.
- 6.3 President. The President shall exercise the usual executive powers pertaining to the office of President, preside at all meetings of the Board and Members and perform such other duties as the Board may from time to time designate. The President shall serve as liaison with the parent IECA organization.
- 6.4 Administrative Vice President. The Administrative Vice President shall preside at all meetings in the absence or disability of the President, the Administrative Vice President shall act as President and shall perform such other duties as the Directors may from time to time designate.
- 6.5 Technical Vice President. The Technical Vice President shall preside at all meetings in the absence or disability of the President and Administrative Vice President, the Technical Vice President shall act as President and shall perform such other duties as the Directors may from time to time designate. The Technical Vice President shall be responsible for organizing all educational events and shall perform other such duties as the Directors may from time to time designate.
- 6.6 Marketing Vice President. The Marketing Vice President shall preside at all meetings in the absence or disability of the President, Administrative Vice President, and the Technical Vice President, the Marketing Vice President shall act as President and shall perform such other duties as the Directors may from time to time designate. The Marketing Vice President shall be responsible for monitoring/promoting membership of the Corporation and shall perform other such duties as the Directors may from time to time designate.
- 6.7 Secretary/Treasurer. The Secretary shall be responsible for (1) directing the issue of notification of the meetings of the Members and Directors; (2) recording minutes of the meetings of the Board and Members; (3) signing and executing, along with the President or other authorized Officer, all contracts, documents, and other instruments in the name of the Corporation; (4) keeping the corporate seal; and (5) performing such other duties as the Board may from time to time direct. The Treasurer shall (1) perform all of the duties usually incident to the office of Treasurer; (2) supervise and be responsible for all funds and all securities of the Corporation; (3) keep or cause to be kept regular books of account; (4) 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 (5) perform other such duties as the Directors may from time to time direct.
- 6.8 An Officer 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.
- 6.9 The Board may, by a two-thirds (2/3) vote of the entire Board, remove any Officer at any time for cause. Such removal becomes effective on the date specified by the Board.
- 6.10 A vacancy in an Officer position, 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, the Board may fill the vacancy by affirmative vote of a majority of the remaining Directors. An Officer thus elected or affirmed 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 installed.

ARTICLE 7 – ADMINISTRATION BOOKS AND RECORDS

- 7.1 The Corporation shall keep as permanent records, duly signed by the Corporation's Secretary, minutes of all Member and Board and a record of all meetings of each Committee of the Board.
- 7.2 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 The Corporation shall keep appropriate and complete financial records and books of account.
- 7.4 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 Member meetings for at least the past three (3) years.
 - 7.4.4 Financial statements required to be maintained by law, for the past three (3) years.
 - 7.4.5 All written communication to Members 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 Texas Secretary of State.
- 7.5 A Member or Member's agent 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 Member's agent 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 Director's 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 Member's 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 Member's 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 material.
- 7.6 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 October 1 through September 30.

ARTICLE 9 - GIFTS AND DONATIONS TO THE CORPORATION

- 9.1 Gifts and donations to the Corporation shall be subject to approval and acceptance by the Board.
- 9.2 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.

9.3 A full and complete record of all gifts received shall be kept by the Chapter Treasurer.

ARTICLE 10 - RELATIONSHIP WITH IECA

10.1 Membership in the South Central Chapter is restricted to Members of the IECA.

10.2 The South Central Chapter shall operate in compliance with the Articles, Bylaws, and Policies of the IECA.

10.3 The President of the South Central Chapter shall serve as liaison with the IECA.

ARTICLE 11 - AMENDMENT OF BYLAWS

11.1 These bylaws may be amended, altered or repealed by two-thirds (2/3rds) vote of the Members present at the Annual Meeting or at Special Meetings called by the Board of Directors. A vote may be taken in a Special Meeting only if a notice of the proposed action is contained in the notice of the meeting. Voting can be done in person, by Fax, by electronic mail, or United States Post Office to the addresses of the South Central Chapter of IECA.

ARTICLE 12 - RULES OF ORDER

12.1 All meetings of Members and Directors shall be governed by the most recent edition of Robert's Rules of Order, Revised where those rules are not inconsistent with the Articles, Bylaws, or special rules of order of the Corporation.

ARTICLE 13 - DISSOLUTION

13.1 Upon dissolution of the Chapter, the net assets shall be distributed in accordance with the General Corporation Law of Texas for Nonprofit Corporations, with any residue being distributed to any charitable organization or purpose determined by the majority of the Board of Directors.

ARTICLE 14 - INDEMNIFICATION

14.1 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 officer 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.

Adopted this 7th day of April , 2016.

Phil Handley (Original is signed)
President
South Central Chapter of IECA