

BYLAWS OF THE GREAT LAKES CHAPTER INTERNATIONAL EROSION CONTROL ASSOCIATION

ARTICLE I GENERAL PURPOSE

The general purpose for which this Chapter is organized is to unite interested parties into a group for the discovery, collection, preservation and dissemination of knowledge toward the attainment of effective and economical methods of preventing erosion and sedimentation of the earth. The geographic boundaries of the Great Lakes Chapter include the states of Illinois, Indiana, Michigan, Minnesota, Ohio, and Wisconsin

ARTICLE II MEMBERSHIP AND DUES

Section 1. Any person who shall subscribe to the purposes of the association and who shall be duly accepted by the Chapter may become a member upon the payment of the annual dues to the International Erosion Control Association (IECA) and the Chapter as provided by the bylaws.

Section 2. Annual dues of the members of this association shall be such as may be fixed from time to time by the Board of Directors of the Chapter and shall be payable in advance of each year. In the event that any member of this Chapter shall have failed to pay dues within three months after they become due and payable shall be notified of such failure to pay. If such dues are not paid within thirty days from the date of such notice, the rights of such members shall be automatically terminated without further notice. Any member whose membership has been so terminated, may be reinstated by the Chapter upon such terms and conditions as it may provide.

Section 3. Any member may apply for and obtain an inactive status of membership, which shall carry no right to vote or share in property or privileges of the Chapter. However, such status shall carry the right for the member to be reinstated to active status at any time dues are paid for the current year in which reinstatement is sought.

Section 4. All Chapter members must follow the Code of Ethics and the Code of Conduct as established by the IECA or as modified by the Board of Directors of the Chapter. Modifications by the Board of Directors of the Chapter may not lessen the codes established by the IECA.

ARTICLE III MEMBERS MEETINGS

Section 1. A meeting of the Chapter members shall be held at least once per year at a place and time designated by the Chapter Board of Directors. Notice of meetings shall be sent to all active Chapter members.

Section 2. A special meeting of the members may be called at any time by the Chapter Board of Directors or by the Chapter members if by written request by not less than one-tenth of the members entitled to vote.

Section 3. Notice of meetings shall be mailed or electronically sent to each active member not less than 30 days prior to each meeting.

Section 4. No member shall be entitled to vote whose dues remain unpaid.

Section 5. Annual and special meetings shall require a quorum of one-tenth of the membership to vote on any issues.

Section 6. All Chapter meetings are open to non-members.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Definition of Board of Directors. The Board is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles, and these Bylaws.

Section 2. Structure of the Board. The Board of this Corporation shall consist of the President, Vice-President, Secretary, Treasurer and one representative from each of the Member states/provinces. The term of office of the President, Vice-President, Secretary and Treasurer shall be for one calendar year. The term of office of the state representatives shall be for three years, with staggered terms so that no more than three state representative positions shall expire in any year.

Section 3. Authority of the Board. The Board or their designee shall have charge of the business and affairs of the Corporation, shall have the authority to fix compensation and terms of employment of all employees and from time to time fix the annual dues for Members of the Corporation, and shall have authority to make, prescribe and enforce all needed rules for the conduct of the business of the Corporation and to perform such other acts as may be necessary or proper in carrying out the business of the Corporation.

Section 4. Nominations. Nominations for the Officers may be made by the nominating committee to take office after the annual meeting of the Members, or by nominations made by Members. Nominations for the state representatives shall be made by the membership of each state.

Section 5. Board Vacancies. The Board shall fill all vacancies that may occur either on the Board or in any other office of the Corporation, and the person so chosen shall hold office for the un-expired term of his predecessor in office.

Section 6. Director Removal. Any Director may be removed from office by a vote of three-fourths (3/4) of all the Members of the Corporation attending any regular or special meeting called for that purpose; provided a quorum is present.

Section 7. Director Attendance. Any Director may be removed from office that misses two (2) consecutive regular Board meetings or two (2) regular Board meetings during term year, by majority vote of the Board.

Section 8. Director Limitation. Directors are limited to a maximum of five (5) in any one of the following categories: (a) Contractors; (b) Design Professionals; (c) Suppliers; or (d) Other (Academic, Government Employees, etc.).

ARTICLE V ELECTIONS

Section 1. Elections for the Board of Directors, by written ballot, shall be conducted once per year by mail or electronically prior to July 31st.

Section 2. Nominations for Board members will be solicited from the membership at least 60 days prior to the election. Write-in nominations will be allowed, provided the write-in candidates meet all eligibility requirements of the Chapter.

Section 3. Nominations for the Board shall be received by the Administrative Vice President, who shall prepare a ballot listing the names of the nominees who have accepted such nomination.

Section 4. The ballots shall be mailed or sent electronically to all active members with voting instructions and a date by which to return the ballots. Ballots shall be returned to two designated independent third parties where they will be tallied.

ARTICLE VI EXECUTIVE OFFICERS

Section 1. The officers of the Chapter shall consist of a President, Vice President, a Secretary, and a Treasurer. Any two or more offices may be held by the same person, except the office of the President.

Section 2. The officers shall be elected by the Board of Directors at the first Board meeting following the annual election of new Board members. The officers shall serve a term of one year, and until their successors are elected and qualified.

Section 3. The President shall preside at all meetings, oversee the operations of the organization, and perform generally the duties customarily required of such officer. In the absence of the President, the Vice President shall preside then Secretary, and Treasurer. The President may not serve more than three consecutive terms.

Section 4. The Vice President shall preside at all meetings in the absence of the President and perform generally the duties customarily required of such officer. In the case that the President can no longer perform duties and resigns as President the Vice President shall assume the office of President. The Vice President shall oversee the administration of the Chapter, including the finances, bylaws, newsletter, website, elections, and membership. The Vice President shall preside at all meetings in the absence of the President and Administrative Vice President. The Technical Vice President shall oversee the technical activities of the Chapter, including the educational activities, training courses, conferences, field tours, and scholarship fund.

Section 5. The Secretary shall have charge of the seal and corporate books and records of the Chapter, and shall issue notices of meetings and, with the President, shall execute and sign such instruments as require signature or attestation, and shall perform other duties as are incident to the office. The Secretary shall take minutes of all Chapter meetings and issue the minutes to the members.

Section 6. The Treasurer shall have the custody of the money and securities of the Chapter, which shall be held in such depository as the officers may designate. The Treasurer shall perform all duties customarily incident to such office, or which may be delegated by the President, and shall at all times keep an accurate record of all monies received and disbursements by the Chapter. The disbursement of funds shall be only by checks signed by the Treasurer under the guidance of the President.

Section 7. The specific duties of each office shall be determined by the Chapter Board of Directors.

Section 8. In case of resignation or disability of any officer, the remaining Chapter Board members may delegate the powers and duties of such officer to any other Board member qualified to perform those duties.

ARTICLE VII COMMITTEES

Section 1. The Board of Directors shall establish standing committees to help direct and facilitate its businesses.

Section 2. Committee members will be chaired by a board member and made up of members of the board and/or chapter members as necessary.

Section 3. The board may add or remove standing committees as it sees fit to best organize and direct its activities.

ARTICLE VIII BOARD MEETINGS

Section 1. The Board of Directors shall meet at least twice per year.

Section 2. A regular meeting of the Board of Directors shall be held during each annual meeting of the members.

Section 3. Special meetings of the Board of Directors may be held upon the call of the President and one of the other Officers, or upon the request of any five Board members.

Section 4. Notice of all meetings of the Board of Directors, shall be given at least 30 days in advance of all meetings. Notices of meetings shall be sent to the Board members by mail or electronically.

ARTICLE IX GIFTS AND DONATIONS

Section 1. Donations and gifts to the Chapter shall be accepted subject to the approval or confirmation of the Board of Directors.

Section 2. No gift or donation shall, in any event, be accepted which shall or may require the payment of any annuity or other charge from the funds or resources of the Chapter except from the income or principal of such gift or donation so made.

Section 3. All contribution or gifts shall be payable to the Great Lakes Chapter of the International Erosion Control Association and deposited in the name of the Chapter in the depository selected therefor. A full and complete record of all gifts received shall be kept by the Treasurer and the Chapter.

ARTICLE X ORDER OF BUSINESS

Section 1. The order of business for the conduct of meetings of the Chapter shall be as follows:

- Reading of minutes of last meeting and approval
- Secretary's Report
- Treasurer's Report
- President's Report
- Reports of Committees
- Reports of Special Committees
- Unfinished Business
- New Business
- Adjournment

Section 2. The Chapter officers shall have charge of the business and affairs of the Chapter, shall have the authority to fix compensation and terms of employment of all employees, and shall have authority to make, prescribe, and enforce all needed rules for the conduct of business of the Chapter and to perform such other acts as may be proper and necessary to carry out the business of the Chapter.

Section 3. The Chapter President, or other representative appointed by the officers, shall be liaison with the IECA.

Section 4. All meetings shall be conducted by the guidelines set out by Robert's Rules of Order.

ARTICLE XI AMENDMENT OF BYLAWS

In accordance with the Ohio Nonprofit Corporation statutes, the power to alter, amend, or repeal these bylaws or adopt new bylaws shall be vested in the Board of Directors of the Chapter. Any change in these bylaws must be approved by a majority vote of the members present at the annual meeting provided a quorum of the membership is present, or a majority of the membership responding to a vote by mail or electronic mail, provided a quorum of the membership responds.

ARTICLE XII STANDARDS

Section 1. The Chapter shall abide by the Charter Agreement between the IECA and the Chapter.

Section 2. The Chapter shall observe and maintain the following standards set by the IECA for all Chapters:

- a. Submit to IECA an annual financial report and an annual activity report.
- b. Conduct a minimum of two educational events per year.
- c. Publish a Chapter newsletter, minimum of two times per year.
- d. Conduct one annual Chapter membership meeting per year.
- e. Conduct at least two Chapter Board of Directors meetings per year.

ARTICLE XIII DISSOLUTION

Upon dissolution of the Chapter, its net assets shall be distributed in accordance with Ohio Nonprofit Corporation statutes, with any residue being distributed to the IECA or any charitable organization or purpose determined by majority of the Board of Directors.

PRESIDENT

GREAT LAKES CHAPTER
INTERNATIONAL EROSION CONTROL ASSOCIATION

JOB DESCRIPTION

The President must be duly elected to office by the general membership of Great Lakes for a two-year term. The President must be a current member of IECA and Great Lakes. There is a three-term limitation provided the above stated criteria are met.

This is the most responsible position on the GLC -IECA board. The person in this position must interact with the GLC -IECA Board of Directors in matters pertaining to the administration of GLC-IECA. Generally, the President oversees the activities of all active GLC-IECA committees and is responsible for the formation and staffing of new and the abandonment of existing committees when required. The President has the responsibility to call, preside at and conduct scheduled and special Board of Director meetings, and preside at meetings of the Membership.

A person serving in this position should have an in-depth knowledge of GLC -IECA's mission and have very good communication and administrative skills. The primary purpose of this position is to provide the leadership and guidance to the Board and the Association that fulfills GLC -IECA's short and long-term goals.

DUTIES AND RESPONSIBILITIES

Duties and responsibilities include but are not limited to:

Approves minor (\$500 or less) expenditures of IECA funds that are in the best interest of the association. If immediate action is not required, expenditures are to be brought before the entire Board of Directors.

Acts as the spokesperson for IECA at Chapter events and events sponsored by similar groups.

Presides at and conducts all Board of Director and Membership meetings in accordance with "Roberts Rules".

Calls for votes on resolutions made at GLC-IECA meetings. In the event of a tie vote, the President votes as the "tie breaker".

When warranted, conducts and presides over "special" Board of Director meetings to address critical issues needing immediate attention between scheduled board meetings. Typically this would be via email.

Presides as chairperson of GLC -IECA's executive committee.

Creates or abolishes committees when needed, typically this will be done with input provided by the appropriate Vice-President.

Appoints the Chairperson and reviews the committee staffing as well as overseeing all activities associated with all active GLC -IECA committees.

Provides the guidance, leadership and professional integrity to keep GLC -IECA in the forefront of the erosion control industry.

Upholds GLC -IECA's Bylaws.

Develops the agenda for the Board of Director and Membership meetings.

Leads the Board of Directors in long range planning.

Upon taking office, the President will provide the Board of Directors with a plan of action to fulfill his/her accomplishments established for the ensuing year.

Updated: October 14, 2010

**VICE PRESIDENT
GREAT LAKES CHAPTER
INTERNATIONAL EROSION CONTROL ASSOCIATION**

JOB DESCRIPTION

The Vice President must be duly elected to office by the general membership of the GL-IECA for a one year term. There is no term limitation provided the above stated criteria are met.

In the event the duly elected President cannot fulfill his/her term, the Vice President will serve as President. This position is directly responsible for the portfolio of the following committees:

Bylaws (AD Hoc)
Government Relations
Membership
Merchandise
Newsletter
Promotion and Marketing
Ways and Means
Annual Conference
CPESC
Finance
Professional Development
Workshops and Education Forums

A person serving in this position should have an in-depth knowledge of GL-IECA's Mission and have very good communication, excellent leadership and administrative skills. The primary purpose of this position is to directly oversee those tasks associate with the above-mentioned committees.

Duties and Responsibilities

The duties and responsibilities include but are not limited to:

Have an expert knowledge in all activities associated with the committee efforts listed above.

Provide leadership to all assigned committee activities to assure that all efforts are administratively sound and on schedule.

Communicate with all committee chairs prior to each board meeting to discuss committee progress.
Serve as the board liaison to all assigned committees.

Participates as a voting member of the GL-IECA Board of Directors at all meetings on all association resolutions. Attendance at 75% (minimum) of the meetings is required.

Represents the GL-IECA at conferences, workshops and expositions at the request of the president.

In the event the duly elected President cannot fulfill his/her term the Vice President is expected to fulfill those responsibilities.

Uphold GL-IECA'S Bylaws

Assumes and professionally completes any and all tasks assigned by the President.

Exhibits a professional, unbiased attitude when representing GL-IECA

**SECRETARY
GREAT LAKES CHAPTER
INTERNATIONAL EROSION CONTROL ASSOCIATION**

JOB DESCRIPTION

The Secretary must be duly elected to the office by the general membership of GLC-IECA for a one-year term. The Secretary must be a current member of IECA and GLC -IECA. There is no term limitation provided the above stated criteria are met.

The primary function of this position is to accurately record the discussion, motions made and seconded, actions taken and key points presented at board and membership meetings. Prepare clear and concise written minutes with appropriate action items for all IECA meetings. Minutes will be distributed to the entire board within two weeks of the close of the meeting.

When called upon, the Secretary will prepare correspondence to general membership and/or individuals/organizations outside GLC -IECA. This correspondence could be for the signature of the Secretary or the President.

A person serving in this position should have the appropriate skills to perform at the required level of competence compatible with this position, in-depth knowledge of GLC -IECA's mission, and very good communication skills as a representative of GLC -IECA.

DUTIES AND RESPONSIBILITIES

The duties and responsibilities include but are not limited to:

Accurately record the general discussion, motions, action taken and key points at each and every GLC -IECA Board of Directors meeting conducted through the year. This includes regularly scheduled as well as "special" meetings called by the President.

Prepares clear and concise minutes with appropriate action items for all board meetings.

Distributes those minutes to the entire board and appropriate committee chairpersons GLC -IECA within two weeks of the meeting.

When required, prepares correspondence on behalf of GLC -IECA. Typically this will be done at the request of the President.

Participates as a voting member of the GLC -IECA Board of Directors at all meetings on all association resolutions. Attendance at 75% (minimum) of the meetings is required.

Represents GLC -IECA at conferences, workshops and expositions either at the request of the President.

SECRETARY ... DUTIES AND RESPONSIBILITIES (Continued)

Upholds GLC -IECA's Bylaws.

Assumes and professionally completes any and all tasks assigned by the President.

Exhibits a professional, unbiased attitude when representing GLC -IECA.

**TREASURER
GREAT LAKES CHAPTER
INTERNATIONAL EROSION CONTROL ASSOCIATION**

JOB DESCRIPTION

The Treasurer must be duly elected to office by the general membership of GLC-IECA for a one-year term. The Treasurer must be a current member of IECA and GLC -IECA. There is no term limitation provided the above stated criteria are met.

The primary function of this position is to closely interact with the President and the Board of Directors in all financial aspects associated with the fiscal well being of the association. The Treasurer is responsible for the preparation of a formal financial report to be presented at GLC -IECA Board of Directors meetings.

A person serving in this position should have the appropriate skills to perform at the required level of competence compatible with this position, an in-depth knowledge of GLC -IECA's mission, and very good communication skills as a representative of GLC -IECA.

DUTIES AND RESPONSIBILITIES

The duties and responsibilities include but are not limited to:

Assists GLC -IECA Board of Directors in preparing the annual operating budget to ensure that the association remains fiscally solvent and responsive to the needs of the membership.

Prepares and presents an accurate and concise financial report at each GLC -IECA Board of Directors meeting.

Along with the President and Board of Directors review and approve any expenditures of GLC -IECA funds of \$ 500 or more.

Provides a system of fiscal accountability and be a guardian of GLC -IECA funds and resources for the Board of Directors.

Serves as Chairperson of the Finance Committee.

Participates as a voting member of the GLC -IECA Board of Directors at all meetings on all association resolutions. Attendance at 75% (minimum) of the meetings is required.

Represents IECA at conferences, workshops and expositions either at the request of the President.

Upholds GLC -IECA's Bylaws

TREASURER ... DUTIES AND RESPONSIBILITIES (Continued)

Assumes and professionally completes any and all tasks assigned by the President.

Exhibits a professional, unbiased attitude when representing GLC -IECA.

**BOARD MEMBER – STATE/PROVINCE REPRESENTATIVE
GREAT LAKES CHAPTER
INTERNATIONAL EROSION CONTROL ASSOCIATION**

JOB DESCRIPTION

A Board Member – State Representative must be duly elected to the GLC -IECA Board of Directors by the active membership of the GLC -IECA Board of Directors. The Board Member – State Representative must be a current member of IECA and GLC -IECA. There is no term limitation provided the above stated criteria are met.

The primary function of this position is to closely interact with the President and other GLC - IECA Board Members in all assigned duties from the President. Typically persons in this position will either serve on or chair selected committee assignments. They will also participate in all board votes to determine GLC -IECA actions/policy.

A person serving in this position should have an in-depth knowledge of GLC -IECA's mission and have very good communication skills as a representative of GLC -IECA.

DUTIES AND RESPONSIBILITIES

The duties and responsibilities include but are not limited to:

Serves on or chairs any and all GLC -IECA committees as deemed by the President.

Participates as a voting member of the GLC -IECA Board of Directors at all meetings on all association resolutions. Attendance at 50% (minimum) of the meetings is required. The President may waive this requirement if the situation warrants a waiver.

Represents GLC -IECA at conferences, workshops and expositions either at the request of the President or within the incumbents immediate region.

Upholds GLC -IECA's Bylaws.

Assumes and professionally completes any and all tasks assigned by the President.

Exhibits a professional, unbiased attitude when representing GLC -IECA.

