



BYLAWS

ARTICLE I

Names and Objectives

1. The name of the organization is the **VIRGINIA ASSOCIATION OF WETLAND PROFESSIONALS**, hereafter referred to as the Association.
2. The purposes of the Association are to:
 - (a) Bring together wetland scientist, regulators, managers, design professionals, attorneys and other wetland professionals in an independent forum that promotes discussion and exchange of ideas on wetland issues important in Virginia;
 - (b) Improve the effectiveness and efficiency of wetland management through the development and operation of certification programs, training and education in wetland delineation, functional assessment, best management practices, mitigation and other areas;
 - (c) Encourage improved public and private partnerships, planning and protection of wetlands based on best available science, technology and engineering practices;
 - (d) Encourage the conservation and responsible use of wetland resources; and
 - (e) Encourage and promote continued research and public education in the area of wetland functions and values.
3. For the administration of the affairs and the attainment of the objectives of the Association, as set forth in Article I, 2 (a) to (e), the Association shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts that may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the objectives for which the association is organized, and to aid or assist other organizations whose objectives are such as to further, foster, or attain any such objectives.*
4. Notwithstanding anything herein to the contrary, the Association shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would: I. prevent it from obtaining exemption from Federal income taxation as a corporation as described in Section 501 (c) (6) of the Internal Revenue Code of 1954 and its regulations as the same now exist or as they may hereafter be amended from time to time, or 2. cause it to lose such exempt status.



ARTICLE II
Membership and Election of Officers

1. The membership of the Association shall consist of a single class:
 - (a) Any person involved in the study, management, preservation, conservation, development, delineation or regulation of wetlands is eligible for membership.
2. The term “Association member” means a member whose dues are paid.

ARTICLE III
Officers and Board of Directors

1. The Executive Officers of the Association shall be President, Vice-President, Executive Secretary and Treasurer, who are elected by the members, and the Immediate Past President. These five - Officers constitute the Executive Board of the association who shall have the authority to act on behalf of the Board of Directors, in between meetings of the Board of Directors, for matters of business that require immediate action: set meetings agendas for meetings of the Board of Directors; and perform other tasks as set forth in the Standing Rules of the Association or as delegated by the Board of Directors. Where the Executive Board acts of behalf of the Board of Directors, it shall act only by a majority vote of the five Executive Officers at a meeting duly called by the President; in such cases the President shall immediately thereafter notify the remaining members of the Board of any action taken.*
2. The Vice President, Executive Secretary and Treasurer shall be elected by majority vote of Association members ~~attending the~~participating in an -annual meeting ~~election.~~* ‡
3. The Vice President shall assume the office of President following the term as Vice President.*
4. (a) The term of office for elected officials shall be one year and terminate upon installation of new Officers at the annual meeting*. (b) In the event of the cancellation of an annual meeting, the Officers of the Association and the members of any standing or special committee shall continue to serve and be responsible for the business and activities of the Association in accordance with the provisions of the Bylaws, or Robert’s Rules of Order in the absence of specific guidelines, until new elections and an annual meeting are held.*
 - (c) If an Officer cannot fulfill or complete the term of office, the Board of Directors is authorized to appoint a replacement until an election is held ~~at~~during the next annual meeting. ‡
- *5. The Board of Directors shall consist of the Executive Officers, ~~the Immediate Past President and the~~ two other most recent Past Presidents, the Archivist, the Communications Chair, the Chairpersons of all standing committees and review panels and any member of a wetland profession duly appointed to the Board of Directors under Article III 6. (b).** ‡
6. At the conclusion of each annual meeting, the Board of Directors, including the newly elected Officers, the three most recent Past Presidents and the Chairpersons of all standing committees shall meet in an open meeting and shall.*



(a) appoint or reappoint the Communications Chair and Archivist who shall then serve on the Board of Directors until the next annual meeting; and**

(b) after such appointments or reappointments, the Board of Directors may determine whether any wetland professions, as reflected in the Association membership or, as set forth above in Article II 1. (a), are inadequately represented on the Board of Directors. If the Board determines that such inadequacy exists, the Board may appoint a representative of such profession(s) from among the association membership, to serve on the Board of Directors until the next annual meeting.

7. The Board of Directors is authorized to conduct the business of the Association, consistent with these Bylaws, and to hold meetings at its discretion. The Board of Directors shall meet at least quarterly, unless it is determined by the Executive Board, upon recommendation by the President, that there are no items of business that must be attended to by action of the Board of Directors.*

8. In between schedule meetings of the Board of Directors, if at least three members of the Board of Directors are in agreement that an action taken by the President or Executive Board, or an issue not addressed by the President or Executive Board, warrants full consideration by the Board of Directors, then those members of the Board of Directors may direct the President to call a full meeting of the Board of Directors within (14) calendar days to consider such action or issue. At such a meeting, duly called by the President, the Board of Directors may consider that action or issue, and others, as they deem appropriate.

9. The Treasurer position is an elected position that shall serve a minimum term of three (3) years in order to maintain continuity in the organization's finances. **

ARTICLE IV Meeting and Voting

1. The Association shall meet once a year ~~at a place~~in a format to be determined by the Board of Directors or by a majority of Association members ~~attending-participating in~~ an annual meeting. ‡

2. In the event of an emergency, the Board of Directors may cancel an annual meeting or change the ~~place-format~~ of an annual meeting or order a Special Meeting. If a meeting is canceled, the Board of Directors shall reschedule the next annual meeting. ‡

3. The transaction of official business at an Association meeting shall require a majority vote of Association members present.* , or by a majority of the Association members voting on a mail or electronic ballot. ‡

4. A motion to amend the Bylaws shall require a two-thirds majority of Association members attending an annual meeting, or by two-thirds of the Association members of the voting on a mail or electronic ballot. ‡.

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5. The Executive Secretary shall certify the voting eligibility of Association members.



ARTICLE V
Adoption of Standing Rules

1. The Board of Directors is authorized to adopt and amend Standing Rules necessary for conduct of Association business by a majority vote.
2. The Standing Rules must include, but shall not be limited to, the following:
 - (a) Matters pertaining to Association finances.
 - (b) Prescribed duties of Association Officers.
 - (c) Provisions for the establishment, duties, and method of selection (by Presidential appointment or by election) of standing committees – other than the Board of Directors – and other committees necessary to conduct the business of the association. A standing committee is defined as one that is established permanently as part of the basic organization of the Association.
 - (d) Authorization for the specified publications of the Association for the furtherance —of its objectives.*

ARTICLE VI
Amendment of Bylaws

1. The Bylaws may be amended by a two-thirds vote of the Association members who ~~attend an annual meeting and~~ vote on the amendment. Proposals for amendments may be generated in one of the following ways[†]:
 - (a) Recommendation of a majority of the Board of Directors.
 - (b) Petitions signed by not fewer than twenty Association members or 10% of the Association eligible to vote, whichever is fewer, and presented to the President at the annual meeting.*
2. The Board of Directors may not consider the merits of or recommend consideration of any proposed amendment unless written notice and description of such proposed amendment shall have been ~~mailed-submitted~~ to each member of the Board of Directors at least ten (10) calendar days prior to the meeting of the Board of Directors.[†]
3. No amendment shall be put to vote at an annual meeting unless written notice and description of such amendment shall have been ~~mailed-sent~~ to the last known ~~mailing~~-address (~~email or physical~~) for each member of the Association at least twenty (20) days before the convening of the annual meeting.[†]
4. The Board of Directors is authorized to take whatever steps may be necessary, including amendments to the Bylaws, to obtain and retain tax exempt status under Section 501 (c) (6) of the Internal Revenue Code.



ARTICLE VII
Dissolution of the Association

1. If the Association is dissolved, all net assets will be distributed to a similar organization exempt under Section 501 (c) (3) of the Internal Revenue Code. Designation of the Organization(s) to received said assets will be at the discretion of the Board of Directors.

ARTICLE VIII
Association Representation

1. No member of the Association will represent the Association without prior approval of the Board of Directors.

*Revised September 23, 2011

** Revised October 24, 2015

‡ Proposed November 2022