

**Ohio Invasive Plants Working Group
Ohio EPPC Steering Committee
Meeting Minutes**

August 30, 2004, 10:00 a.m. to 12 noon
Mansfield / Richland County Public Library
43 W. Third Street, Mansfield

Attending: Eddie Dengg (Chair) (Trust for Public Lands), Bill Hendricks (Klyn Nurseries), Nora Hiland (Franklin Soil and Water Conservation District), Jennifer Hillmer (The Holden Arboretum), Carrie Morrow (Columbus and Franklin County Metro Park District).

This was the first meeting of the steering committee which was formally nominated on April 22, 2004 by a the Ohio Invasive Plant Working Group Nominating Committee (chaired by Renee Boronka, Cleveland Museum of Natural History). The previous incarnation of this group was the Invasive Plant Subcommittee (chaired by Jennifer Hillmer) formed in November 2002.

Agenda Item1. Steering Committee operations, interactions with working group and other stakeholders.

Eddie Dengg had circulated a draft work plan and timeline for the steering committee, which was reviewed and approved. The work products for the steering committee will include

- 1) a name for the EPPC (exotic pest plant council, the working title to date);
- 2) Mission statement prepared for new board of directors
- 3) Bylaws (Corporate Regulations) prepared for new board of directors
- 4) Recruitment of an initial board of directors
- 5) Articles of Incorporation drafted and filed.

The committee wanted to ensure that its deliberations and products were available for review and comment from the larger Ohio Invasive Plants Working Group and other interested parties. To do this, we discussed taking minutes and distributing them through several channels, including

- ❖ The Working Group's electronic contact list, maintained by Marleen Kromer (The Nature Conservancy, Ohio Chapter);
- ❖ The Ohio Agricultural Research and Development Center (OARDC) web page that was developed for the March 2004 invasive plants research and management conference;
- ❖ The Northeast Ohio Volunteer Stewardship Alliance's web site;
- ❖ And other web sites as appropriate.

In addition, we want to put all documents produced by the committee into .pdf (portable document file) format for ease of electronic transmission. The OhioInvasives listserve was also suggested as a notification method.

The contacts list from the Working Group needs to be checked so that a postal mailing list for members without email is maintained and used to mail notifications or products for review and comment as well.

Agenda Item 2). Background and purpose of the Steering Committee.

Bill Hendricks asked to be brought up to speed on the Working Group's activities and purpose, and asked how the group viewed the nursery industry's involvement and role in the issue of invasive plants. We discussed the invasive species efforts in Ohio dating from the development of the plant lists and invasive plant awareness workshops in 1999-2000 through the present, the development of a contacts list and the working group, the subcommittees of the working group and their products, and the need to widen the audience and the methods of communicating to a broad audience. This theme underlies the Steering Committee's job of incorporating a statewide council on invasive species.

Agenda Item 3). Choose name(s) for the group.

The selection of a name for the statewide group has been discussed at previous Working Group Meetings (see meeting notes from November 14, 2003). Results of those discussions focused on two choices: "Ohio Invasive Plant Council", or "Ohio Invasive Species Council." It was agreed that the words "Ohio" and "Invasive" should be maintained, but that more discussion was needed on the final naming and focus of the group. Other proposed names were brought to the meeting by the committee members.

The Steering Committee revisited the question thus:

- ❖ The term "invasive plant" limits the group's focus to plants, but ignores the effects of animals, insects, and pathogens on natural communities;
- ❖ The term "invasive species" broadens the group's focus to areas in which the current membership has much less expertise, but which could potentially strengthen the participation and reach of the group;
- ❖ The implicit concern of the group is with the biodiversity and ecological health of natural communities, which includes plant communities and animal communities;
- ❖ Since non-plant invasive species have already and will continue to profoundly affect Ohio's natural areas, the group must acknowledge and address non-plant invaders. This will require the participation of experts beyond the traditional realm of natural area plant and animal experts.

The name "Ohio Invasives Council" was selected for the group, with consensus that the mission and related descriptions of the Council would be explicit about its focus on Ohio natural areas. This name is to be circulated to the Working Group for comment.

Agenda Item 4). Review the draft Mission Statements prepared by the Steering Committee members.

The council needs a mission statement which is concise, but it also must include a specific statement of purpose in its articles of incorporation. The naming discussion above

demonstrates the committee's wish to emphasize a focus on plants as a primary focus of the council, but with the recognition of the importance of other invasive taxa. Final approval of the mission statement will be the responsibility of the first board of directors of the council.

We discussed what the council would accomplish, or what its role would be statewide, to use as the foundation for incorporating and drafting a mission statement. The ideas presented were the following:

- ❖ educate the public, the legislators and decision-makers, and industry about invasive species;
- ❖ promote and disseminate relevant and long-term academic and applied research about invasion biology;
- ❖ develop a statewide strategy to coordinate efforts about invasive species issues, including establishing a funding mechanism and structure to achieve its strategic goals;
- ❖ find and promote information about the funding sources and partnership opportunities for invasive species education, management, and research;
- ❖ be a clearinghouse of information about invasives (including management, research, restoration, early detection, and invasion biology), drawing upon expertise from many disciplines and economic sectors;
- ❖ ride the coat-tails of leading plant researchers from industry and academia for education and applied management.

These ideas were parsed into the following categories or potential purposes for the council:

- ❖ Education
- ❖ Research: invasion biology
- ❖ Research: restoration and plant evaluation
- ❖ Information exchange: education and awareness
- ❖ Information exchange: technical information
- ❖ Statewide strategy based on the St. Louis Declaration on Invasive Plant Species
- ❖ Build partnerships to address invasive species issues
- ❖ Find and disseminate funding

Several key questions about education were discussed:

- 1) What exactly do we mean when we say the council's purpose is to educate?
- 2) The council would be a clearinghouse of information for whom?
- 3) Would the council's role be to educate, or to coordinate educational activities, or to provide leadership to educators?

This produced a partial list of the important stakeholders who are important as participants in the council's work, or are important recipients of the council's products and information. These are the sectors and audiences who must be at the table, or who need to be educated about invasive species:

Natural Areas

- ❖ land managers, land stewards, natural area managers
- ❖ biologists
- ❖ naturalists and environmental educators
- ❖ environmental or conservation planners

Education

- ❖ teachers, environmental educators
- Research, Academic/Public Sector
 - ❖ Universities and colleges
 - ❖ ARS – Agricultural Research Service (USDA)
 - ❖ OSU – Ohio Agricultural Research and Development Center
 - ❖ Ohio Department of Agriculture
- Research, Applied
 - ❖ management
 - ❖ restoration
 - ❖ species evaluation
- Public
 - ❖ gardeners
 - ❖ consumers (landscaping)
 - ❖ natural area enthusiasts
- Decision-makers, legislators
 - ❖ all levels of local to state government
- Green Industry
 - ❖ growers and wholesalers
 - ❖ designers and landscape architects
 - ❖ landscape industry: installers and maintainers
 - ❖ retail industry and consumer advisors

Proposed mission statements. Several were proposed before the meeting and discussed. One was selected and further revised: *The mission of the Ohio Invasives Council is to address the threat of invasive [species, particularly plants] to Ohio's natural ecosystems and economy by providing leadership, promoting education, information exchange, and coordinating statewide efforts on invasive [species] issues.* The steering committee will wrap up discussions of the mission and purpose statements at its next meeting, and will circulate the results along with sample by-laws to the working group after its next meeting.

Next meeting: Wednesday, October 6, 10:00 a.m. – 12:00 p.m., Mansfield or Ashland

Agenda for next meeting:

- 1) Complete the draft mission and purpose statements for working group review.
- 2) Begin discussions of by-laws and organizational structure and review examples from other invasive plant councils.
- 3) Strategize the process of qualifying, nominating, and installing the board of directors.

**Ohio Invasive Plants Working Group
Ohio EPPC Steering Committee
Meeting Minutes**

October 6, 2004, 10:00 a.m. to 12 noon
Mansfield / Richland County Public Library
43 W. Third Street, Mansfield

Attending: Eddie Dengg (Chair), Carrie Morrow, Nora Hiland, Jennifer Hillmer, Bill Hendricks

Agenda

- 4) Complete the draft mission and purpose statements for working group review.
- 5) Begin discussions of by-laws and organizational structure and review examples from other invasive plant councils.
- 6) Strategize the process of qualifying, nominating, and installing the board of directors.

Agenda Item #1: Complete the draft mission and purpose statements.

Mission Statement: The Ohio Invasives Council coordinates statewide efforts to address the threat of invasive species to Ohio's natural ecosystems and economy by providing leadership and promoting education, research, and information exchange.

Nora Hiland volunteered to draft a statement of purpose to recommend for the Articles of Incorporation for discussion at the next meeting.

Agenda Item #2: Discuss by-laws and organizational structure.

See Attachment A for line-item discussion and comments on the "Outline of Typical Bylaws" prepared by Eddie Dengg and Nora Hiland in 2003. Eddie Dengg volunteered to draft a set of regulations based on the steering committee's discussions at this meeting, and he requested prompt comments. His October 10, 2004 draft is attached (Attachment B).

The following notes summarize the basis for the structure and regulations as shown in the attachments.

Structure of the Council. Who becomes a member of the council, with voting rights and decision-making authority? How can the interests of all the stakeholders in invasive species issues be best represented by an organization that is paradoxically large and small enough to be effective? What structure would complement and strengthen the very loose-knit organization of the Ohio Invasives Plant Working Group?

Eddie Dengg proposed a typical structure for non-profits. The committee did not discuss other structures in detail.

Board of Directors

- All decisions are made here, and the Directors have sole voting rights.

- The Board composition is described in the Regulations to ensure that certain parameters are met, including minimum and maximum size, qualifications, geographic representation, length of terms, and so on.
- The Board represents the spectrum of interest groups (“stakeholders”) who make up the general membership and technical advisory committees of the Council.
- The Executive Committee comprises the officers of the board and the Executive Director, if one exists for the Council. The Regulations specify which committees are “standing,” or permanent, or which types of committees are part of the council.

Technical Advisory Committees

- These are topical committees – the subcommittees of the Ohio Invasive Plants Working Group are analogous. This is the source of action and production of the Council’s membership.
- The technical committees feed information to the Directors for decisions and actions. Typically, at least one director is represented on each technical advisory committee, although he/she is not necessarily the chair of that committee.
- These committees report to the board as well as to the general membership and the public. In other words, this is where the real meat and potatoes (or beans and rice) work of the Council is.

General Membership

- Supporters, dues-payers (as are all the above people). They may be on the technical advisory committees, but they are not necessarily experts or decision-makers.
- General members are the constituents, the audience, and the advocates for the work and publicity of the council.

What is the public face of the Ohio Invasives Council? What are the benefits of belonging? The council is primarily about information, education, and awareness leading to better decisions and land-management actions. The benefits of belonging fall into two broad types:

- Direct benefits go to the dues-paying members of the council: the products, information, council mailings (such as newsletters or updates).
- Affiliate organizations such as park districts, land trusts, and government agencies are represented by membership in the Council – hopefully by participation on technical advisory committees. Their own members or constituents receive whatever products or information from the Council that the affiliate provides, for example, a newsletter article about the council and its projects, or an information flier, website, or other kinds of information.

Discussion of Regulations (By-Laws)

See Attachment A for comments. The steering committee went through an outline of typical bylaws and discussed what directions or recommendations they would take in preparing a

draft for the first board of directors. Eddie Dengg volunteered to summarize the discussion into a draft of bylaws (Attachment B).

Actions before next meeting

Dengg – draft OIC regulations; contact Boronka for nominating committee report

Hillmer – draft recommendations to first OIC board; meeting minutes

Hiland – draft statement of purpose

Morrow – check email contact list and surface mail contacts with M. Kromer

Hendricks – review and comment as needed on all drafts

ALL – suggestions and biographies of potential first board members

Next Meeting: Wednesday, November 17, 2004, 10:00 a.m. to noon, Mansfield Public Library

Agenda for Nov. 17

- 1) identify core potential board members, solicit input from working group members
- 2) decide on procedure for composing the initial board
- 3) begin drafting director job descriptions and responsibilities in order to begin recruitment after the meeting

Attachment A

Outline of Typical Bylaws (In Ohio, these are Known as Regulations)

[This outline was prepared by Eddie Dengg and Nora Hiland in 2003 for the EPPC Subcommittee of the Working Group. Recommend keeping the regulations simple, not cumbersome - so they don't need to be changed often. Don't make it difficult to get people to serve on the Board of Directors. Bracketed comments are from the October 6, 2004 Steering Committee discussion.]

The bylaws or regulations of a corporation are its constitution. They are a set of agreed upon principals to govern the operation of the organization effectively. What follows is a generalized outline of "typical" regulations. An organization can choose to address these issues, within the bounds of law, in any manner its founders or directors can agree upon. Other issues may also be addressed in the regulations if the board or founders believe it prudent.

Name

The name of this Organization shall be _____.

Offices

Usually states that the organization's official office is located at _____, or any other place within the state as determined by the board of directors from time to time.

Mission or Objectives

Succinctly states the mission of the organization

Membership [Pertains to general membership, not Directors]

Governs who may become a member, creates categories of membership, qualifications, powers and duties of members.

[Decisions about membership and qualifications rest with the Board]

Officers

Defines officers of the organization and details their powers and duties

Board of Directors [Minimum of 3, best not to get too large and cumbersome]

Sets a maximum and/or minimum number of directors, puts in place a mechanism for selecting directors, sets term length and or limits, filling of vacancies, and related matters

[Board composition or recommended representation listed in August 2004 steering committee minutes, and should include natural areas, education, research (academic or public sector), research (applied), public, decision-makers or legislators, green industry, at-large.

Term limits for board members? Cycling off and on is not preferred by the steering committee unless there is a mechanism to keep the active – if non-voting – participation of effective and dedicated individuals.]

Board Meetings

Defines the requirements for calling meetings, such as notice requirements, quorum, distribution of minutes, rules for placing items on the agenda, minimum number of meetings per year, schedule of meetings, i.e. quarterly, etc.

[Once per year is minimum, to elect officers, – other meetings at Directors' discretion – allows flexibility without changing bylaws.]

Council Meetings [Optional section for board decision about types of meetings]

This article describes the conduct of an annual meeting at which the membership elects officers and board (unless these positions are filled in some other way, such as by the sitting board itself), setting the agenda, and like issues.

[There are three probable types of meetings, all of which do not need mention in the regulations:

- 1) Annual Business Meeting, which gives the general membership a chance to see what the board is doing, and what issues and directions it has and will take up, introduces topics for the annual symposium, and features reports from the committees
- 2) Annual Symposium, which is focused on the current topics and issues, and is a forum for networking and information exchange
- 3) Working Group Meetings, such as the technical advisory committees and other general meetings to get projects accomplished]

Committees

Defines [narrowly or broadly] how committees may be formed and names any Ex Officio members, enumerates any standing committees, such as an executive committee, finance committee, nominating committee, technical advisory committees, etc. [The Ohio Working Group Subcommittees – Education, Research, Management, etc. – would all be technical advisory committees under this structure which would be standing, and accountable to the board. Not naming the specific committees in the regulations maintains flexibility.]

Parliamentary Authority

This section sets the parliamentary rules for conducting the meeting. It usually says something like:

The rules contained in the current edition of 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 of order the Council may adopt.

Amendment of Bylaws (Regulations)

Rules for amending bylaws(regulations)

Finances

Powers and duties for financial management are covered in this section. For example, treasurer collects funds, checks over \$5,000 require two signatures, how annual budgets are approved, definition of the organization's fiscal year, rules of this nature. May include a membership fee schedule, but then changing the schedule becomes a change in the bylaws, and hence more cumbersome. [Specify that Treasurer must be bonded, and specify whose two signatures are allowable for checks. Recommend that specific \$ amounts for memberships not be included here.]

Chapters [Not recommended for Ohio Invasives Council]

Include this section if the organization wants to have chapters within the state

Indemnification and limitation of liability

A section to make the directors comfortable that they won't be held financially liable for actions of the group

Limitations (this should be incorporated into the articles of incorporation as well)

[Recommend using language necessary for 501(c)(3) incorporation which follows IRS requirements, so regulations are ready if board chooses to pursue non-profit tax status.]

A section laying out things the organization will not do, like:

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue

Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this corporation.

Attachment B: Draft for Steering Committee Discussions (10-10-2004)

CODE OF REGULATIONS
OF
OHIO INVASIVES COUNCIL
Adopted: _____, 200_

ARTICLE I. NAME AND OFFICES

Section 1. Name. The name of the corporation shall be Ohio Invasives Council (the "Corporation").

Section 2. Principal Office. The principal office of the Corporation shall be located in Ohio at a location to be determined from time to time by the Board of Directors.

ARTICLE II. PURPOSES

The Corporation shall be a 501(c)(3) not for profit corporation organized exclusively for the following charitable purposes:

- a) To provide leadership in research, education, information dissemination, and management of invasive species;
- b) To coordinate a state-wide strategy to address the threat of invasive species to Ohio's natural ecosystems and economy;
- c) To carry on any and all additional activities, incident, related, or appropriate to the furtherance of the above purposes.

ARTICLE III. MEMBERSHIP

Section 1. Corporate Membership. The members of the Corporation shall be those persons who are serving from time to time on the Board of Directors. The Corporate Members shall be the only members entitled to vote as members of the Corporation.

Section 2. General Membership. The Board of Directors may establish general membership categories. The Board will determine criteria for membership, levels of participation, and the structure of dues. General Members shall not be entitled to notice of Board meetings and shall not have voting privileges on issues to be decided by the Board of Directors.

Section 3. Compliance with Provisions for Meetings of Directors. The Directors, when exercising the rights and privileges of Corporate Members at a meeting, shall comply with the provisions of Sections 1 to 8 of Article V, relating to meetings of the Board of Directors.

ARTICLE IV. DIRECTORS

Section 1. Board Composition. The Board shall be composed of Directors chosen to create a balance of viewpoints representing the stakeholders interested in invasive species issues, including but not limited to government and non-profit natural areas professionals, educators, researchers, the green industry, and the interested public.

Section 2. Non Discrimination. The Corporation shall not discriminate in the selection of Directors on the basis of gender, race, color, religion, national origin, income, sexual orientation, or marital status.

Section 3. Duties and Powers. Subject to the limitations set forth in the Articles of Incorporation and these Regulations, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board shall have the following duties and powers:

- a) To elect and remove Directors, Officers, and agents of the Corporation, and prescribe such powers and duties for them as may not be inconsistent with law, the Articles, or these Regulations;
- b) To evaluate the Executive Director and to fix compensation and benefits;
- c) To develop and determine policies which govern the Corporation;
- d) To develop and monitor the Corporation's programs, financial policies, and budgets;
- e) To assure the Corporation's financial stability and support it both with a personal financial contribution and in its fundraising efforts;
- f) To borrow money and incur indebtedness when necessary for the purposes of the Corporation, and to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidences of debt and securities.

Section 4. Number of Directors. The number of Directors shall not be less than ten (10) nor more than twenty-five (25).

Section 5. Election and term of Office. The Directors shall be elected by the Corporate Members at the Annual Meeting. The first Board of Directors shall be divided into three classes. The first class will serve a term of one year, the second a term of two years, and the third a term of three years. Thereafter, the term of office shall be three years, with approximately one third of the terms expiring each year.

Section 6. Term Limits. No director shall serve more than two consecutive terms. A Director also serving as an Officer of the Corporation shall be allowed to serve as

a Director until the end of their term as Officer. A Director who has served for two consecutive terms is eligible to become a Director again after one year has elapsed.

Section 7. Vacancies. A vacancy or vacancies shall exist in the case of death, resignation, or removal of any Director, or in the case of an unfilled position on the Board. Any vacancy may be filled by election by the Board. The Director shall be elected to a three year term, beginning the year he was elected. A Director elected to fill a vacancy may be elected at a time other than the annual meeting if the need or opportunity exists.

Section 8. Resignation. Any Director may resign by giving written notice to the Board or to any Officer. The resignation shall take effect upon its receipt, and the acceptance of a resignation shall not be necessary to make it effective, unless otherwise specified in the notice.

Section 9. 501(c)(3) Status. The Board of Directors shall ensure that the Corporation does not engage in any activity that will jeopardize the Corporation's federal tax exemption.

Section 10. Honorary and Advisory Directors. The Board may choose Honorary or Advisory Directors if the Board feels it is beneficial to accomplish the purposes of the organization. Honorary and Advisory Directors may participate in Board Meetings, but do not have voting privileges.

ARTICLE V. MEETINGS

Section 1. Location of Meetings. Meetings of the Board shall be held at any place designated by the Board within or outside of the State of Ohio. Meetings may be opened to the observation of the general membership at the will of the Board.

Section 2. Annual Meeting. By notice or call of the Board at least ten days prior to the date specified for the annual meeting and during the second quarter of the year, the Corporation shall hold an annual meeting of Corporate Members for the purpose of electing Officers and Directors, and the transaction of other business.

Section 3. Regular Meetings. Regular meetings of the Board shall be held on such dates and at such times as may be fixed by the Board. Reasonable notice shall be given to all Board Members.

Section 4. Special Meetings. Special meetings of the Board may be called at any time by any Officer of the Board or any four Directors for any purpose(s). Notice of the time, place, and purpose(s) of every special meeting of the Board shall be given to each Director in person, by mail, by fax, or by phone at least 48 hours before the meeting.

Section 5. Quorum. Except as provided elsewhere in these regulations, a majority of the Directors serving at any given time constitutes a quorum. Business may be transacted with a majority vote of present Directors when a quorum is present.

Regardless of whether a quorum is present, a majority of the Directors who are present may adjourn the meeting.

Section 6. Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting are in simultaneous communication with one another.

Section 7. Participation in Meetings by E-mail or Other Electronic Media. Members of the Board may participate in a meeting through the use of e-mail or similar electronic communications, provided that no resolution proposed and discussed in such a manner shall be considered approved unless an e-mail is sent from each Director to the Secretary confirming that Director's vote and opinion on the matter, and being simultaneously transmitted (cc:'d) to every other Director's e-mail address of record.

Section 8. Voting by Proxy. Except as otherwise provided by law or by the Articles of Incorporation, the voting upon all matters required or permitted to be voted upon by the Directors may be conducted by proxy, with the same effect as voting upon such matters at a meeting of the Directors duly called and held and at which a quorum is present, provided that the proxy is given in writing. Such action, and the written proxy will be filed with the minutes of the proceedings of the Board.

ARTICLE VI. OFFICERS

Section 1. Categories of Officers. The Corporation shall have a President, a Vice President, a Secretary, a Treasurer, and such other Officers as the Board may deem necessary. A person may hold several offices at the same time, except the President may not serve concurrently as the Vice President, the Secretary, or the Treasurer.

Section 2. Election and Terms of Office. The Officers shall be elected by the Board of Directors at the Annual Meeting. Officers shall be elected for a term of one year. Officers may be re-elected after review of their performance. The Board of Directors may remove any Officer by a majority vote when a quorum is present.

Section 3. Vacancies. Any vacancy occurring in any office of the Corporation by death, resignation, or removal may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 4. Duties of Elected Officers:

- a) President. The President shall preside at all meetings of the Board of Directors and the Annual Meeting. Subject to the direction of the Board of Directors, the President shall have general executive supervision over the property, affairs, and finances of the Corporation. The President may execute all authorized deeds, mortgages, contracts, and other obligations in the name of the Corporation and shall have such other authority and shall perform such other duties as may be determined by the Board. The

President shall appoint the Chairs of all committees and shall be an ex-officio member of all committees. The President shall ensure the integrity of the Board process.

- b) Vice President. The Vice President shall perform all duties of the President in the absence or the inability of the President to serve, or in the event of a vacancy in that office.
- c) Treasurer. The Treasurer, as Chief Financial Officer, shall be responsible for the custody of all funds and securities of the Corporation and the disbursement of funds, shall be authorized to open bank accounts in the name of the Corporation and to sign checks, drafts and other documents requiring the payment of money. The Treasurer shall file, and is authorized to execute and file accurate and complete tax filings with appropriate government agencies as necessary or appropriate. An Assistant Treasurer, if needed, shall perform such duties and functions as the Treasurer may assign or delegate. The Treasurer shall be bonded in an amount determined by the Board of Directors.
- d) Secretary. The Secretary shall keep accurate and complete records of all meetings of the Board of Directors, and shall provide copies, electronic or paper, of the minutes of each meeting, to each member of the Board of Directors for their review within a reasonable time after any such meeting.

ARTICLE VII. COMMITTEES

Section 1. General. Committees may be established and dissolved by the Board of Directors when the Corporation would benefit from such committees. Activities of and recommendations from these committees shall be reported to the Board of Directors on a regular basis. The Board of Directors shall be represented on all Committees.

Section 2. Technical Advisory Committee. There shall be a standing technical advisory committee which shall be composed of members of the Ohio Invasive Plants Working Group and its sub-committees, as they may be composed at any one time.

Section 3. Executive Committee. The Officers of the Corporation, along with the Executive Director (if any) shall make up the Executive Committee. The Executive committee shall have the authority of the full Board of Directors, except the authority to fill Board vacancies or amend these regulations. The Executive Committee will meet at intervals when there is no Board Meeting or at the call of the President. The Secretary shall keep minutes and make them available to the Board of Directors. Regulations which apply to Board Meetings apply at Executive Committee Meetings, except that the notice requirements shall not apply in the event that a majority of the Executive Committee agrees to meet with less notice.

ARTICLE VIII. PARLIAMENTARY PROCEDURE

Robert's Rules of Order shall govern the proceedings at all meetings of the Board of Directors to the extent that such rules do not conflict with law, the Articles of Incorporation, these Regulations, or resolutions adopted by the Board of Directors.

ARTICLE IX. OTHER PROVISIONS

Section 1. Agents & Representatives. The Board may appoint an Executive Director and such other agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board may see fit, so far as may be consistent with these Regulations, to the extent authorized or permitted by law.

Section 2. Contracts. The Board, except as otherwise provided in these Regulations, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no Officer, agent, or employee shall have any authority or power to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or to any amount.

Section 3. Fiscal Year. The fiscal year of the Corporation shall commence on January 1st of each year and end on December 31st.

ARTICLE X. INDEMNIFICATION AND LIMITATION OF LIABILITY IN DAMAGES

Section 1. Scope of Indemnification, Payment of Expenses, and Provisions of Insurance. This Article X provides that the Corporation may or must indemnify, pay the expenses of or purchase or maintain insurance for certain persons under certain circumstances. The Corporation shall not indemnify, pay the expenses of, or purchase or maintain insurance for any person in connection with an action or suit in which the liability of a Director under Section 1702.55 of the Ohio Revised Code (which imposes personal liability on Directors who vote for or assent to certain statutorily proscribed distributions or loans of corporate assets or who knowingly receive a distribution made contrary to law or the Articles of Incorporation) is the only liability asserted.

Section 2. Third Party Action Indemnification. Except as provided in Section 1 of this Article X, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit or proceeding, including all appeals (other than an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that he is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a Director, Director, or Officer of another domestic or foreign non-profit corporation or corporation for profit, or a partnership, joint venture, trust, employee benefit plan, or other enterprise, against expenses (including attorneys' fees), judgments, decrees,

finances, penalties, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceedings, unless it is proved by clear and convincing evidence in a court of competent jurisdiction that his action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation and that, with respect to any criminal action or proceeding, he had reasonable cause to believe this conduct was unlawful; the termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself constitute such proof.

Section 3. Derivative Action Indemnification. Except as provided in Section 1 of this Article X, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit, including all appeals, by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a Director, Director, or Officer of another domestic or foreign nonprofit corporation or corporation for profit, or partnership, joint venture, trust, employee benefit plan, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of the action or suit unless it is proved by clear and convincing evidence in a court of competent jurisdiction that his action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interest of the Corporation, except that the Corporation shall indemnify him to the extent the court in which the action or suit was brought determines upon application that, despite the proof but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 4. Determination of Indemnification Rights. Any indemnification under Section 2 or Section 3 of this Article X (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Director, or Officer is proper in the circumstances. The determination shall be made (a) by a majority vote of those Directors who in number constitute a quorum of the Directors and who also were not and are not parties to or threatened with any such action suit, or proceeding or (b), if such a quorum is not attainable (or even if attainable) and a majority of disinterested Directors so directs, in a written opinion by independent legal counsel compensated by the Corporation or (c) by the court in which the action, suit, or proceeding was brought.

Section 5. Advances of Expenses. Except as provided in Section 1 of this Article X, expenses (including attorneys' fees) incurred by the Director or Officer of the Corporation in defending the action, suit, or proceeding shall be paid by the Corporation as they are incurred, in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the Director or Officer in which he agrees both (a) to repay the amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that his action or failure to

act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation and (b) to cooperate with the Corporation concerning the action, suit, or proceeding.

Section 6. Purchase of Insurance. Except as provided in Section 1 of this Article X, the Corporation may purchase and maintain insurance or furnish similar protection, including, but not limited to, trust funds, letters of credit, and self insurance, for or on behalf of any person who is or was a Director, Officer, employee, agent, or volunteer of the Corporation or is or was serving at the request of the Corporation as a Director, Director, Officer, employee, agent, or volunteer or another domestic or foreign non profit corporation or corporation for profit, or a partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provisions of this Article or of the Ohio Nonprofit Corporation Law. Insurance may be purchased from or maintained with a person in which the Corporation has a financial interest.

Section 7. Non-Exclusivity; Heirs. The indemnification provided by this Article X shall not be deemed exclusive of, and shall be in addition to, any other rights granted to a person seeking indemnification as a matter of law or under the Articles of Incorporation, these Amended Regulations, any agreement, vote of the Corporate Members, or the disinterested Directors, any insurance purchased by the Corporation, any action by the Directors to take into account amendments to the Ohio Nonprofit Corporation Law that expand the authority of the Corporation to indemnify a Director, Director, or Officer of the Corporation, or otherwise, both as to action in his official capacity and as to action in another capacity while holding an office or position, and shall continue as to a person who has ceased to be a Director, Director, or Officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 8. No Mandatory Indemnification of Volunteers. Section 1702.12 (E)(5) of the Ohio Nonprofit Corporation Law shall not apply to the Corporation to the extent that it requires the indemnification of volunteers (as that term is defined in Section 1702.01 (N) of the Ohio Nonprofit Corporation Law) other than Directors or Officers of the Corporation or Directors, Directors, or Officers of another domestic or foreign non profit corporation or corporation for profit, or partnership, joint venture, trust, employee benefit plan, or other enterprise serving at the request of the Corporation.

Section 9. Limitation of Liability in Damages of a Director. Other than in connection with an action or suit in which the liability of a Director under Section 1702.55 of the Ohio Revised Code is the only liability asserted, a Director of the Corporation shall be liable in damages for any action he takes or fails to take as a Director only if it is proved, by clear and convincing evidence, in a court with jurisdiction that his act or omission was one undertaken with deliberate intent to cause injury to the

Corporation or was one undertaken with a reckless disregard for the best interests of the Corporation.

ARTICLE XI. LIMITATIONS ON CORPORATE AUTHORITY

Section 1. Private Inurement. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

Section 2. Political Activity and Lobbying. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office;

Section 3. Non-exempt Activities. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

Section 4. Loans and Guarantees. The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE XII. AMENDMENTS

These Regulations of the Corporation may be amended, or new Regulations may be adopted by the Directors at a meeting which states that purpose, by a 2/3 majority of the Directors present at a meeting at which a quorum exists. Written notice of the meeting, its purpose, and the proposed changes shall be given at least ten days in advance of the meeting.

ARTICLE XIII. DISSOLUTION

In the event of the termination of the existence of the Corporation for any cause whatsoever, all assets and property over and above whatever may be required by the payment of just debts and obligations shall be vested in another organization organized and operated for a similar qualified exempt purpose under section 501(c)(3) of the Internal Revenue Code, as amended.

I hereby certify that these regulations were adopted by the Board of Directors of Ohio Invasives Council on _____, 200_.

_____, Secretary

**Ohio Invasive Plants Working Group
Ohio EPPC Steering Committee
Meeting Minutes**

November 17, 2004, 10:00 a.m. to 12:15 p.m.
Mansfield / Richland County Public Library
43 W. Third Street, Mansfield

Attending: Eddie Dengg (Chair), Carrie Morrow, Nora Hiland, Jennifer Hillmer, Bill Hendricks

Agenda

1. Discuss how to increase review and response rate from working group about steering committee's products (name, mission, purpose, etc.).
2. Decide on procedure for composing the initial board.
3. Identify core potential board members, solicit input from working group members.
4. Begin drafting director job descriptions and responsibilities in order to begin recruitment after the meeting.
5. Other business

Agenda #1: Increasing review and response rate from working group participants.

There was very minimal response from the email and hard-copy mailing on November 2 of the committee's October 6 minutes and generalized regulations. No news is good news? The draft statement of purpose from Nora Hiland (10.19.04) was not included in the mailing, nor was the draft of regulations from Eddie Dengg (10.10.04), pending review and further discussion by the Steering Committee.

The committee considered calling the working group together for presentation and discussion of all of its products, in order to insure that all participants have a chance to review and comment. We concluded, however, that in the Working Group's November 2003 vote to proceed (by nominating a steering committee to lay the groundwork for a council) was our directive, and that maintaining momentum was more important. The products of the steering committee will be taken up by the first board of directors of the council, and all the products are available upon request.

The committee will send a letter in hard copy presenting the following points to all the people on the working group contact list:

- The chosen name, mission statement, and statement of purpose for their review and comments, with all comments directed to Carrie Morrow.
- The Ohio Invasive Plants Working Group will become the Ohio Invasives Council upon incorporation: all participants of the working group are de facto members of the council.
- A draft of the corporate regulations is available to anyone who wants to review it (in electronic or hard copy).
- A call for nominations for the first Board of Directors, the procedure for electing the first board, and the board's first task (legal incorporation).
- The steering committee has almost finished preparing documents for the new board of directors, and will disband upon the board's election.

The mailing will include a brief notice summarizing the council incorporation project to date which may be included in any organization's newsletter or website. This will be available electronically. Eddie Dengg will draft the letter which will be reviewed before sending. Nora Hiland will compile the working group news release.

Agenda #2: Procedure to compose the initial Board of Directors.

The committee wants to have a slate of candidates presented to the full group in advance, to be elected at the next working group/council meeting (tentatively scheduled for January 2005). To achieve this promptly, and with minimal complexity, it will

1. identify candidates from several sources: a) the 2003-2004 nominating committee's list; b) recommendations from the steering committee members and its contacts; and c) a call for nominations from the working group membership;
2. screen potential candidates to address and balance professional or personal interests, geography, and qualifications;
3. prepare information about the working group/council's purpose and activities to date, along with an application form;
4. decide who to approach to gauge interest and ask for an application;
5. review the applications and select a slate of candidates to present to the full group for a vote;
6. call for additional nominations from the floor when presenting the slate of candidates for election.

Agenda #3: Identify potential board members.

The steering committee does not want to specify quotas on either professional or geographic representation, which could be cumbersome or counterproductive. It does, however, want to ensure that the council leadership covers a solid cross-section of geography and organizations or interest groups. The sectors to be represented are broadly defined as

1. natural areas public agencies,
2. natural areas non-profit (or other non-government) organizations,
3. green industry,
4. academia or educational institutions, and
5. interested public (includes garden clubs, natural area enthusiasts, and others without a professional affiliation).

The geographic sectors were kept simply to

1. northwest,
2. northeast,
3. central,
4. southwest, and
5. southeast Ohio.

The steering committee recommends electing a minimum of two directors from each professional/personal sector, plus two at-large candidates from any sector. The slate of candidates will be as geographically balanced as is practical, but geographic representation may be secondary to that of experience and talent.

The committee went into executive session to discuss suggestions of potential board members and to see how the above demographics were represented and where additional recruitment is likely necessary.

Agenda #4: Job descriptions and qualifications for Directors.

Eddie Dengg presented a draft job description for a member of the Board of Directors (Attachment A) which will be adapted for the board selection process. The committee agreed that an application

form with a questionnaire might suffice for the initial board selection, due to the difficulty of scheduling personal interviews. Jennifer Hillmer will draft and circulate an application and questions.

Agenda #5: Other Business.

Nora Hiland's email address has changed: nora-hiland@franklinswcd.org.

Eddie Dengg reported that a National Exotic Pest Plant Council will be incorporating at a ceremony in late February in Washington DC. They would like to have an Ohio representative there. It would be nice to have someone from the newly incorporated (we hope) Ohio Invasives Council at the ceremony. For more information, contact Renee Boronka at the Cleveland Museum of Natural History.

Actions before next meeting

Dengg – Draft letter to working group, circulate to steering committee + Kromer, Boronka for review

Hendricks – solicit recommendations for OIC board from ONLA and other green industry contacts (ASLA & APLD)

Hiland – draft newsletter release to include with working group letter

Hillmer – minutes, revise director job description, draft application form

Morrow – set up working group / council meeting date with Kromer and Boronka

ALL – continue work on potential slate of board candidates

Next Meeting: The committee will probably not meet again in person, but will arrange at least one telephone conference (no date specified). Most business will take place by email.

ATTACHMENT A

Board Members Job Description – [DRAFT]

Qualifications: Members of the Board of Directors should have proven abilities of volunteer program management, interdisciplinary awareness and experience, and sound judgment, as well as some understanding or appreciation of invasive species issues. Members should be articulate, provide evidence of leadership skills and capabilities, and demonstrate personal skills such as integrity, enthusiasm, communication skills, critical thinking, decision-making, and follow-through.

Duties: Members of the Board of Directors are responsible for setting the strategic direction of the Ohio Invasives Council, as well as hands-on implementation of board approved actions. Board Members are responsible for preparing for and attending regular board meeting, overseeing all aspects of the organization, and furthering the mission. This includes ensuring effective organizational planning, ensuring adequate resources, effective management of resources, creating and monitoring programs, enhancing public image, and communicating with the members of the Ohio Invasives Council.

Meetings: It is anticipated that the board will meet every other month as a whole, with working sub-committees meeting during the off-months.