



CODE OF REGULATIONS
OF
OHIO INVASIVE PLANTS COUNCIL
Adopted: June 8, 2005

ARTICLE I. NAME AND OFFICES

Section 1. Name. The name of the corporation shall be Ohio Invasive Plants 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 raise public awareness about the spread and impact of invasive species, such as effects on the integrity of plant communities and ecosystem services;
- b) To facilitate the exchange of information concerning management, control, inventory, and monitoring of invasive species;
- c) To provide forums for all interested parties to discuss issues relating to invasive species;
- d) To serve as an educational, advisory and technical support council for all aspects of invasive plant species;
- e) To coordinate activities and information exchange with other invasive species groups;
- f) To develop, maintain and publish a council-reviewed list of invasive plant species and their cultivars;
- g) To develop, maintain, and publish a council-reviewed list of non-invasive alternative plant species;
- h) To promote actions to prevent future introductions of new invasive plant species; and
- i) 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 “Directors”). The Corporate Members shall be the only members entitled to vote as members of the Corporation.

Section 2. Ohio Invasive Plants Council. The general membership will be composed of the members of the former Ohio Invasive Plants Working Group and its sub-committees, as they may be composed at any one time (referred to hereinafter as the “Council”). The Council will be consulted and provide advice and technical guidance to the board from time to time. The Board of Directors may establish other general membership categories. The Board will determine criteria for membership, levels of participation, and the structure of dues.

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. Due consideration will also be given to broad geographic representation.

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 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 Council at the Annual Meeting from a slate of candidates selected by the Board of Directors in consultation with the Council. 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 full 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 full 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 the remainder of the vacant term. 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 first quarter of the calendar year, the Corporation shall hold an annual meeting of the Council and 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 by the Board of Directors. 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 fourteen calendar days after any such meeting. Minutes approved by the Board of Directors shall be made available to the Council by the secretary.

ARTICLE VII. BOARD 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. 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 or she is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a 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, fines, 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 or she 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 or she is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a 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 or she 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 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 or she 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, 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 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, 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 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 or she 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 Invasive Plants Council on June 8, 2005.

Jennifer Hillmer, Secretary