

BYLAWS
NORTHEAST CHAPTER OF THE
INTERNATIONAL EROSION CONTROL ASSOCIATION

ARTICLE I – PURPOSE

The Northeast Chapter (Chapter) of the International Erosion Control Association (IECA) provides educational, networking, and business opportunities to erosion and sediment control, stormwater, Municipal Separate Storm Sewer System (MS4), and engineering and environmental professionals. The geographic boundaries of this Chapter include the states of Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, and Vermont.

ARTICLE II – MEMBERSHIP AND DUES

Section 1. Any person who subscribes to the purposes of IECA will become a member upon the payment of the annual dues to IECA and, in accordance with the IECA Bylaws, will automatically become a member of the Chapter that the member indicates upon their membership.

Section 2. Members paying their dues annually will receive all the rights and benefits due to a Chapter member.

Section 3. Non-payment of dues to IECA will result in termination of Chapter membership.

Section 4. All members must follow the IECA By-Laws and policies, which are available on the IECA website.

ARTICLE III – MEMBER’S MEETINGS

Section 1. An annual meeting of the members shall be held each year in conjunction with the Chapter’s Regional Annual Conference. Notice of meetings and agenda shall be sent to all members entitled to vote. The purpose of the meeting shall include election of officers of the Chapter and such other business as may properly come before it.

Section 2. A special meeting of the members may be called at any time by the President or by the membership if by written request of not less than ten (10) percent of members entitled to vote.

Section 3. Notice of meetings shall be electronically transferred to each member entitled to vote at the email address listed in the IECA database. The notice will be issued no less than ten (10) days prior to any regular or special meeting.

Section 4. Only members in good standing shall be entitled to vote.

Section 5. All meetings are open to non-members who express an interest in joining the IECA and the Chapter.

ARTICLE IV – ELECTIONS

Section 1. Elections shall be held at the annual meeting by all eligible Chapter members present. Such elections shall be by majority vote of the Chapter membership present.

Section 2. Nominations for officers will be solicited thirty (30) days prior to the annual meeting. Write-in nominations at the meeting will be allowed providing write-in candidates meet all eligibility requirements of the Chapter.

Section 3. To qualify to have their name placed on the ballot a member must have maintained an active membership in the Chapter for nine (9) months prior to the election. The requirement for active membership in the Chapter may be waived due to extenuating circumstances if unanimously approved by the Chapter Board of Directors.

ARTICLE V – CHAPTER BOARD OF DIRECTORS

Section 1. The Chapter Board of Directors (BOD) shall consist of the Chapter officers, seven (7) State Representatives and up to four (4) At Large Representatives.

Section 2. Chapter officers shall consist of a President, a Vice President, a Secretary, and a Treasurer. Any two or more officer positions may be held by the same person except the office of President. The officers of the Chapter shall be elected by the Chapter membership and serve for a term of one (1) year beginning January 1 of the following year and lasting through December 31 of that same year, and until their successors are elected. The time between election and January 1 will be used to prepare the incoming officers regarding Chapter duties, responsibilities, and procedures.

Section 3. State Representatives (one per state) shall be appointed by the BOD. The term of the State Representative shall be no longer than three (3) years beginning with their appointment. These representatives will be considered BOD Members and given full voting privileges.

Section 4. No more than four (4) At Large Representatives shall be appointed by the President and ratified by the standing BOD. The term of the At Large Representative shall be no longer than three (3) years beginning with their appointment. At Large Representatives will have a specific mission or serve as a Committee Chair. These representatives will be considered BOD Members and given full voting privileges.

Section 5. The President shall: (i) preside at all BOD and Chapter meetings; (ii) oversee the operations of the Chapter; and (iii) perform generally the duties customarily required of such officer. The President shall serve as the official Chapter representative at the annual IECA Conference as well as represent the Chapter on IECA's Presidents Council. The President may be provided reasonable travel expenses as established by the BOD. The most-recent past President that maintains Chapter membership will sit on the Nomination Committee for the Chapter, but not as the Committee Chair.

Section 6. The Vice President will: (i) oversee the Chapter's Membership and Nomination Committees and shall track membership; (ii) manage tasks to increase and retain membership; and (iii) perform additional duties delegated to them by the President. In the case that the President can no longer perform their duties and/or resigns the Vice President shall assume the office of President.

Section 7. In the absence of the President, the Vice President shall preside at the meeting.

Section 8. The Secretary will oversee Chapter Marketing and Promotions, which includes: (i) the publication of the newsletter; (ii) management and update of the website; (iii) management and update of the IECA Chapter Community site; (iv) documenting Chapter meetings; (v) other duties as are incident to their office; and (vi) perform additional duties delegated to them by the President. The Secretary shall track meeting participation of the BOD and document meeting absences in the meeting notes.

Section 9. The Treasurer shall have the custody of the money and securities of the Chapter., The monies shall be held in such depository as the officers may designate. The Treasurer shall at all times (i) keep an accurate record of all monies received; (ii) disbursements by IECA; (iii) shall perform all duties customarily incident to such office; and (iv) perform additional duties delegated to them by the President. The Treasurer shall be responsible for preparation and submittal of IRS required forms/documentation. The disbursement of funds shall be performed by the Treasurer under the guidance of the President and the BOD.

Section 10. In case of absence or disability of any officer, the remaining Chapter officers may delegate, for the time being, the powers and duties of such officer to any other person qualified to perform the same.

Section 11. Any officer of this Chapter may be removed (with or without cause) from office by majority vote of the BOD at any time. Any officer of this Chapter may be removed from office by the Chapter membership at the Chapter's Annual meeting or a special meeting provided ten (10) percent of the Chapter membership is present.

Section 12. Any State or At Large Representative may be removed (with or without cause) from office by majority vote of the BOD at any time. Any State or At Large Representative may be removed (with or without cause) from office by the Chapter membership at the Chapter's Annual meeting or a special meeting provided ten (10) percent of the Chapter membership is present.

Section 13. Appointment of State Representatives shall be staggered such that no more than three State Representative are appointed in any one year. The grouping of State Representative shall be as follows:

- Group 1 – Connecticut, Massachusetts, Maine;
- Group 2 – Rhode Island and New York; and
- Group 3 – Vermont and New Hampshire

Section 14. All BOD members shall attend a minimum eight (8) of twelve (12) monthly BOD meetings per calendar year. Elected officers that do not meet the minimum meeting requirements will be removed from their position. The requirement for minimum meeting requirements in the Chapter may be waived due to extenuating circumstances if unanimously approved by the BOD.

Section 15. Six (6) BOD members will constitute a quorum for the transaction of business. Any business that requires a vote in the absence of a quorum will automatically be tabled until the next meeting.

ARTICLE VI – COMMITTEES

Section 1. The BOD shall establish one (1) or more committees that shall serve at the pleasure of the BOD and have such authority as designated by the BOD.

Section 2. The BOD shall maintain a written list of all committees so established, which shall be updated no less than annually.

Section 3. To the extent practicable, At Large or State Representatives shall chair the committees.

ARTICLE VII – GIFTS AND DONATIONS

Section 1. Donations and gifts to the Chapter shall be accepted subject to the approval of the BOD.

Section 2. No gift or donation shall be accepted which shall require the payment of any annuity or other charge from the funds or resources of the Chapter without the approval of the BOD.

Section 3. All contributions shall be payable to the “Northeast Chapter of the IECA” and deposited in the name of the Chapter in the depository selected therefor. A full and complete record of all contributions received shall be kept by the Treasurer.

ARTICLE VIII – ORDER OF BUSINESS

Section 1. The Chapter officers shall have charge of the business and affairs of the Chapter, shall have authority to fix compensation and terms of employment of all employees of the Chapter, and shall have authority to make, prescribe, and enforce all needed rules for the conduct of the business of the Chapter, and to perform such other acts as may be necessary or proper in carrying out the business of the Chapter.

Section 2. The Chapter President, or their appointed representative, shall be liaison with the IECA or as otherwise designated.

Section 3. Robert’s Rule of Order shall be the guideline by which all meetings are conducted.

ARTICLE IX – AMENDMENT OF BYLAWS

These Bylaws may be amended, altered, or repealed by a two-thirds ($\frac{2}{3}$) vote of the entire BOD at any regular meeting of the BOD.

ARTICLE X – INDEMNIFICATION

Each BOD Member now or hereafter serving the Chapter, and each individual who at the request of or on behalf of the Chapter is now serving or hereafter serves as an Officer or Representative shall be indemnified by the Chapter to the fullest extent permitted by law, against all liability, including costs, expenses, judgments, penalties, fines, and attorneys' fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding, civil or criminal, in which the individual or may be made a party by reason such Officer or Representative being or having been such an Officer, Representative, or employee, or by reason of any action alleged to have been taken or omitted by him or her in any such capacity, whether or not the individual is an Officer or Representative or acting in such other capacity at the time of incurring such liability. The foregoing right of indemnification shall not be exclusive of other rights to which such Officer or Representative may be entitled as a matter of law.

ARTICLE XI – DISSOLUTION

Section 1. Liabilities: All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provisions shall be made, therefore.

Section 2. Distribution of Assets: Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to the charitable and educational organization, organized under the latest version of Section 501(c)(3) of the Internal Revenue Code of a similar or like nature to this organization, as determined by the BOD.

AMENDMENT NO. 1: NEC Board approved May 6, 2022 (revision/complete rewrite of the Bylaws)