



## **NATIONAL PLANT BOARD, INC.**

### **BYLAWS**

The bylaws of the National Plant Board (NPB) are an extension of the NPB Constitution and Articles of Incorporation, and further detail the organization and function of the NPB in addition to other policy documents adopted by the organization.

#### **ARTICLE I OFFICES**

**Section 1. Principal Office.** The principal office of the Corporation shall be located at P.O. Box 847, Elk Grove, CA 95759.

**Section 2. Registered Office.** The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office. The Registered Office address is Anderson-Jones, PLLC, 1305 Navaho Dr, Raleigh, NC 27609.

**Section 3. Other Offices.** The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine, or as the affairs of the Corporation may require.

**Section 4. Registered Agent.** The initial registered agent for the corporation is T.J. Hooker.

#### **ARTICLE II MEMBER AGENCY PARTICIPATION**

**Section 1. Members.** The membership of the National Plant Board, Inc. shall include only United States of America official State, Commonwealth or territory plant regulatory agencies that are members in good standing with their regional plant boards or chapters or such other entities or groups as shall be approved by the Board of Directors. Member agencies are not limited in the number of attendees at National Plant Board meetings or participants on National Plant Board committees.

**Section 2. Voting.** A representative from each State, Commonwealth or territory is the voting unit unless otherwise provided. Designation of the official voting representative of a member

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agency shall be identified by the member agency on an annual basis, or as needed if changes occur. Each National Plant Board member agency shall be allowed to cast one non-binding vote on issues brought before the general session of the National Plant Board. Issues voted on shall be limited to referrals to or from regional boards and/or the Board of Directors.

**Section 3. Meetings.** A general meeting of the National Plant Board membership shall be held annually or on call by the president or at the request of a majority of the members of the Board of Directors. All meetings shall be governed by parliamentary procedures defined in the bylaws. The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the National Plant Board 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 National Plant Board may adopt. Any person may attend general sessions of the organization. An appointment to be heard before an open meeting on any matter within the scope of the National Plant Board's activities may be granted upon approval of a majority of the Board of Directors.

### **ARTICLE III GENERAL PROVISIONS**

**Section 1. Seal.** The corporate seal of the Corporation shall consist of an embossed seal or rubber stamp of two concentric circles between which is the name of the corporation and in the center of which is inscribed the words "NATIONAL PLANT BOARD CORPORATE SEAL."

**Section 2. Waiver of Notice.** Whenever any notice is required to be given to any shareholder or director under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be equivalent to the giving of such notice.

### **ARTICLE IV ELECTION AS A SECTION 501(c)(5) CORPORATION**

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(5) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of

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propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(5) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(5) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine or as provided in the Articles of Incorporation.

## **ARTICLE V OFFICERS**

**Section 1.** The officers of the National Plant Board shall consist of a president, vice-president, and a secretary-treasurer elected annually for a maximum of two years, or until their successors are elected and qualified. The Past-President serves in an advisory capacity to the NPB Officers, Executive Committee, the Board of Directors and NPB membership. The officers shall perform the duties usually performed by such officers, together with such duties as shall be prescribed by the Articles of Incorporation and bylaws, or the Board of Directors. All officers shall, on expiration of their terms, surrender to their successors all National Plant Board property. The Board may also employ an Executive Secretary.

**Section 2. President.** The president shall be the principal executive officer of the National Plant Board and shall, in general, supervise and control all business of the National Plant Board. **The president, with the concurrence of the Board of Directors, may employ and terminate contractors as necessary to carry out the work of the National Plant Board.** The president shall preside at all meetings of the members and of the Board of Directors. The president is authorized to appoint committees or designate National Plant Board representatives to carry out the purpose of the organization.

**Section 3. Vice-President.** The vice-president shall assume the duties and powers of the president in the president's absence and will perform such other duties as the president or Board of Directors may direct.

**Section 4. Secretary–Treasurer.** The secretary-treasurer, under the direction of the president, shall keep the minutes of all National Plant Board meetings and meetings of the Board of Directors, and will submit the minutes for approval by the Board of Directors. The secretary-treasurer and Executive Secretary shall maintain all books of account of the National Plant Board and ensure that a record is kept of all votes in case of any Board of Directors member so voting at a Board of Directors meeting.

**Section 5. Executive Secretary.** The Board of Directors may employ an Executive Secretary and prescribe the administrative and operational duties to be performed by that person. The Executive Secretary shall report to and be under the direct supervision of the President. The Board of Directors may authorize the Executive Secretary to enter into contracts or execute and deliver any document or legal instrument on behalf of the National Plant Board. ~~The Executive Secretary, with the concurrence of the Board of Directors, may employ and terminate staff members as necessary to carry out the work of the National Plant Board.~~ The Executive Secretary shall have ex officio, non-voting status on the Board of Directors. The Executive Secretary shall not represent a member agency while serving as Executive Secretary.

## ARTICLE VI BOARD OF DIRECTORS

**Section 1. Purpose.** The Board of Directors shall establish policy and direct the official business of the National Plant Board. In addition, the Board of Directors shall function as a liaison between the National Plant Board and the regional plant boards, agencies of the federal government, and other appropriate stakeholder organizations.

**Section 2. Membership.** The Board of Directors of the National Plant Board shall be a twelve member body composed of the president, vice-president, and secretary-treasurer, immediate past president, presidents and vice-presidents of the regional plant boards. Only one representative per official member agency of the National Plant Board may serve as a member of the Board of Directors. In the absence of any duly qualified member of the Board of Directors, an alternate member duly authorized by the appropriate regional board shall be entitled to serve for the absent member at any meeting of the Board of Directors. All members of the Board of Directors shall be representatives of official state, commonwealth or territory plant regulatory agencies that are members of the National Plant Board.

**Section 3. Procedures.** The Board of Directors shall meet on the call of the president or on request of a majority of the members. All meetings shall be governed by parliamentary

procedures as defined in these bylaws. A quorum shall consist of at least seven members, representing a majority of the regional boards. An appointment to be heard by the Board of Directors on any matter within the scope of the National Plant Board's activities may be granted upon approval of a majority of the Board of Directors. Minutes or summaries of Board of Directors' meetings shall be sent or made available to all National Plant Board members.

**Section 4. Officers.** The officers of the National Plant Board and the officers of the Board of Directors shall be the same.

**Section 5. General Vacancies.** In the event that any of the regional plant board representatives, excluding officers, is no longer qualified or able to serve causing a vacancy, within 30 days of the vacancy, the regional plant board shall submit to the Board of Directors the name of a person to fill the vacancy.

**Section 6. Vacancies and Mid-Term Succession of Officers.**

If the president vacates the office prior to the completion of the current term, the order of succession shall proceed as follows:

1. The vice-president shall assume the office of president.
2. The secretary-treasurer shall assume the office of vice-president.
3. The regional board represented by the vacating president shall select a replacement member on the Board of Directors.
4. The Board of Directors shall then select a new secretary-treasurer representing a regional board not represented by the new president, vice-president or immediate past-president.

If the vice-president vacates the office prior to the completion of the current term, the order of succession shall proceed as follows:

1. The secretary-treasurer shall assume the position of vice-president.
2. The regional board represented by the vacating vice-president shall select a replacement member on the Board of Directors.
3. The Board of Directors shall then select a new secretary-treasurer representing a regional board not represented by the president, new vice-president or immediate past-president.

If the secretary-treasurer vacates the office prior to the completion of the current term, the order of succession shall proceed as follows:

1. The regional board represented by the vacating secretary-treasurer shall select a replacement member to the Board of Directors.

2. The Board of Directors shall then select a new secretary-treasurer representing a regional board not represented by the president, vice-president or immediate past-president.

The regional board represented by the vacating immediate past-president shall select a replacement member to the Board of Directors.

The Board of Directors may take action to approve alternate arrangements to fill vacancies in officer positions.

## **ARTICLE VII FISCAL MATTERS**

**Section 1. Dues.** The regional boards shall pay annual dues within the NPB fiscal year as established by the Board of Directors for each National Plant Board member agency, and these funds shall be deposited by the secretary-treasurer in an account established in the name of the National Plant Board, Inc.

**Section 2. Deposits.** Funds received by the National Plant Board shall be deposited by the Secretary-Treasurer or such other person as designated by the Board of Directors. National Plant Board funds may be deposited to the credit of the National Plant Board in such banks, trust companies, other depositories, or investment companies as the Board of Directors may select.

**Section 3. Withdrawals.** The secretary-treasurer, or such other person as designated by the Board of Directors, shall issue all checks, drafts, or orders for payment. Copies of bills, expense claims, or other demands for payment shall be maintained in the corporation's files as support or justification for all payments. The secretary-treasurer must be notified of all withdrawals made by an authorized person other than the secretary-treasurer.

**Section 4. Fiscal Year.** The fiscal year for the National Plant Board shall be September 1 through August 31.

## **ARTICLE VIII FORMULATION AND ISSUANCE OF POLICY**

The Board of Directors has the authority to set policy and guidelines for policy development for the organization consistent with the National Plant Board Constitution's purpose statement and Strategic Plan.

**ARTICLE IX  
AMENDMENTS**

**Section 1. Bylaws.** Bylaws may be established as needed to interpret and make specific the provisions contained in the Articles of Incorporation. However, the bylaws may not exceed or conflict with provisions in the Articles of Incorporation. Proposals for bylaws or their modification may be made by any member agency, through their regional plant board; any regional board; or the Board of Directors. The Board of Directors, through the regional plant board presidents, must notify all members of any proposed modifications to the bylaws at least 30 days prior to final action by the Board of Directors. The bylaws will become effective upon approval by three-fourths of the Board of Directors.