



NATIONAL PLANT BOARD, INC.

BYLAWS

The bylaws of the National Plant Board, Inc., hereafter referred to as the National Plant Board (or 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 Impact Association Management's office, 5329 Fayette Avenue, Madison, WI 53713.

Section 2. Registered Office. The registered office of the Corporation required by law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office. **The Registered Office address is Sholz Nonprofit Law LLC.**

Section 3. Other Offices. The Corporation may have offices at such other places, either within or without the State of Wisconsin, 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. **Sholz Nonprofit Law LLC.**

ARTICLE II

MEMBERSHIP & DUES

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.

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Amended: December 21, 2016

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Section 2. Eligibility. A representative from each State, Commonwealth or territory is the voting unit unless otherwise provided. Designation of the official voting representative of a member agency shall be identified by the member agency on an annual basis, or as needed if changes occur.

Section 3. Dues Assessment. The regional boards shall pay annual dues within the NPB fiscal year as established by the NPB Board of Directors, for each National Plant Board member agency. These funds shall be deposited by the secretary-treasurer 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 4. Rights of Members. Each member agency is entitled to one vote. A Member's right to vote shall cease upon lapse of membership for failure to pay dues or by resignation.

ARTICLE III MEETINGS & VOTING

Section 1. Annual Meeting. The NPB shall hold one Annual Meeting at a time and place to be fixed by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be held at the call or the request of the president, a majority of the Board of Directors, or at the request of at least twenty percent (20%) of the Members. Notice of the time and place shall be given in sufficient time for the convenient assembly of the Members.

Section 3. Attendance. The attendance at the Annual Meeting and any Special Meeting is open to all Members.

Section 4. Voting. Each National Plant Board member agency shall be allowed 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 5. Quorum. Except as otherwise provided in these Bylaws, the presence in person or by proxy of Members who have at least twenty-five (25%) percent of the total voting power of the Members constitutes a quorum at all meetings of the Members.

Section 6. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary-treasurer before the appointed time of each meeting. [proxy voting is optional]

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Section 7. Conduct of Meetings. The president shall preside over all meetings of the Members. The secretary-treasurer shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting as well as recording all transactions occurring at the meeting. 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.

Section 8. Informal Action. In accordance with §181.0704, Wis. Stats., any action required or permitted to be approved by the Members, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by Members holding at least two-thirds of the voting power of the Corporation. Any such consent signed by two-thirds of the members has the same effect as a two-thirds vote and may be stated as such in any document filed with the Department of Financial Institutions.

Section 9. Notice of Meetings. The secretary-treasurer shall distribute to each Member a notice of each annual and each special meeting, stating the time and place of the meeting, and in the case of a special meeting, the purposes of the special meeting.

Notice of a member meeting shall be given not less than ten (10) days, nor more than forty-five (45) days, before the date scheduled for the meeting referred to in the notice.

Whenever any notice whatsoever is required to be given under the provisions of the Nonstock Corporation Law of the State of Wisconsin or under the provisions of the Articles of Incorporation or the 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 deemed equivalent to the giving of such notice.

ARTICLE IV 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."

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Section 2. Waiver of Notice. Whenever any notice is required to be given to any shareholder or director under the provisions of the Wisconsin 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 V
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 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.

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ARTICLE VI 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.

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 Administrator 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 Administrator. The Board of Directors may contract the services of an Executive Administrator and prescribe the administrative and operational duties to be performed by that person. The Executive Administrator shall report to and be under the direct supervision of the president. The Board of Directors may authorize the Executive Administrator to enter into contracts or execute and deliver any document or legal instrument on behalf of the National Plant Board.

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ARTICLE VII BOARD OF DIRECTORS

Section 1. General Powers. The management, control and operation of the affairs and properties of the NPB are vested in the Board of Directors of the NPB.

Section 2. 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 3. Composition of the Board. The Board of Directors of the National Plant Board shall be a twelve (12) member body composed of the president, vice-president, and secretary-treasurer, immediate past president, presidents and vice-presidents of the regional plant boards. 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. Only one representative per official member agency of the National Plant Board may serve as a member of the Board of Directors.

Section 4. Alternates. 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.

Section 5. Term. Each director shall serve a term of 2 years, for each office they are representing. Officers can serve up to 8 years as they move up through the offices. Regional Plant Board Representatives may serve 4 years as they move up through offices at the regional level. After a Director has fulfilled their term they will need to be absent for (1) year before being eligible to be re-elected to the Board of Directors.

Section 6. 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 7. 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:

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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.

Section 8. Annual Meeting. The annual meeting of the Board shall be held in conjunction with the Annual meeting of the NPB, unless otherwise specified by the president. The purpose of the Annual Meeting is to elect Directors and officers, and for the transaction of such other business as may come before the meeting.

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Section 9. Regular and Special meetings. Regular meetings of the Board shall be held at such times as the Board may designate, at such place as the Board may designate. Special meetings of the Board may be called by the president or by three (3) or more Directors at such time and place as the president or Directors calling the meeting may specify and in accordance with the notice requirements of Section 2.13.

Section 10. Quorum. A quorum shall consist of at least seven (7) members, representing a majority of the regional boards, provided that for those actions of the Board requiring more than a majority vote as provided in the Bylaws, the number of Directors required to take that action must be present at the meeting in order to have a quorum.

Section 11. Manner of Acting. Except where otherwise provided by law or in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the duly authorized act of the Board.

Section 12. Action without a Meeting. In accordance with Section 181.0821, Wis. Stats., any action that would be taken at a meeting of the Board, except for action pursuant to Articles IX and X of the Bylaws, may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by two-thirds (2/3) of all of the Directors, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds (2/3) of all of the Directors has the same effect as a two-thirds (2/3) vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. For purposes of this section, pursuant to Section 181.0821(1r), Wis. Stats., “in writing” includes a communication that is transmitted or received by electronic means, including electronic mail (“email”), and “signed” includes manual signatures as well as electronic processes associated with a writing and executed or adopted by a person with intent to authenticate a writing, such as an affirmative reply in an email, as defined in Section 181.0103(10p), Wis. Stats., as amended from time to time.

Section 13. Compensation. Directors will not be paid compensation for their services as Directors, provided that nothing in these Bylaws will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Corporation in another capacity or reimbursement of expenses related to undertaking the Corporation’s business.

Section 14. Meetings by Electronic Means of Communication. The Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided: (1) all participating Directors may simultaneously hear or read each other’s communications during the meeting or (2) all communication during the meeting is

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immediately transmitted to each participating Director and each participating Director is able immediately to send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

Section 15. Notice. Notice need not be given of regular meetings of the Board, except a regular meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of a Director is to be considered requires seven (7) days advance notice by email. Special meetings must be preceded by at least forty-eight (48) hours notice by email to each Director.

Section 16. Director Conflict of Interest. The Board shall comply with the Conflict of Interest Policy that is attached as Exhibit A, as amended from time to time.

Section 17. Procedures. 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 18. Officers. The officers of the National Plant Board and the officers of the Board of Directors shall be the same.

ARTICLE VIII FISCAL MATTERS

Section 1. 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 2. 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 within five (5) business days of all withdrawals made by an authorized person other than the secretary-treasurer.

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Section 3. Fiscal Year. The fiscal year for the National Plant Board shall be September 1 through August 31.

ARTICLE IX 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 X 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.

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