



## International Erosion Control Association

PO Box 33, PICTON NSW 2571

• phone: +61 2 4677-0901 • fax: +61 2 4677-0902 • email: [admin@austieca.com.au](mailto:admin@austieca.com.au) • web: [www.ieca.org](http://www.ieca.org)

### **BYLAWS, dated 17 March 2015** International Erosion Control Association Region 2 Inc.

A non profit corporation existing under the auspices of the IECA  
and incorporated under Australian laws.

#### **ARTICLE 1: TERMS**

- 1.1 Definitions. Unless the context clearly requires otherwise, the following terms contained in these Bylaws shall have the meanings indicated:
- 1.1.1 "Region 2" means International Erosion Control Association (IECA), Region 2 Inc.
  - 1.1.2 "IRC" means the International Representative Council. It refers to the IECA parent organisation that operates as an umbrella group for the Association, overseeing the various Regions as currently organised.
  - 1.1.3 "Board" means the Board of Directors of Region 2.
  - 1.1.6 "Director" means a person who has been elected and installed on the Region 2 Board of Directors.
  - 1.1.7 "Executive Committee" means the President, Administrative Vice President, Secretary and Treasurer of the Region 2 Board of Directors.
  - 1.1.8 "Chapter" means the group of persons who are members of Region 2 and are organised following the provisions of Article 16, below.
  - 1.1.9 "Member" means a person having status as a member of a chapter in Region 2.
  - 1.1.10 "Person" means an individual, corporation, partnership, trust, estate or other entity.
  - 1.1.11 "The Act" means the Associations Incorporation Act 1991.
  - 1.1.12 "AGM" means Annual General Meeting.
- 1.2 Scope. In these Bylaws:
- 1.2.1 A reference to a function includes a reference to a power, authority and duty.
  - 1.2.2 A reference to the exercise of a function includes the exercise of the power or authority or the performance of the duty as well.
  - 1.2.3 The provisions of the Interpretation Act 1967 apply to and in respect of these Bylaws in the same manner as those provisions would apply if these rules were an instrument made under the Act.

- 1.3 Name. The name of the Association as covered by these Bylaws is International Erosion Control Association, Region 2 Inc.

## **ARTICLE 2: MISSION and VISION**

2.1 Mission Statement: Region 2 of the IECA is dedicated to the further understanding of processes involved in the control, mitigation or rehabilitation of accelerated erosion of soils and the consequent sedimentation of lands and waters elsewhere. It connects, educates and develops the erosion and sediment control community, as well as the general public, with a particular focus on the African, Asian and Australasian Continents, the Indian Subcontinent and various island nations in the Indian Ocean and the Pacific Ocean west of the International Date Line. In particular, it:

- Offers professional development opportunities to the erosion and sediment control and land degradation industries;
- Provides environmental educational opportunities through conferences, short courses, seminars, publications and field days;
- Is a service organisation for the erosion and sediment control and land degradation industries, government departments, NGOs and other interest groups;
- Establishes or fosters the establishment of local, national or international standards for erosion and sediment control products and systems and installation procedures as they may be appropriate to an ecosystem; and
- Provides technical expertise for people, organisations and governments seeking assistance in the fields of erosion and sediment control and consequent land degradation, and their effects on air, land and water quality.

2.2 Vision Statement: The IECA seeks to be the global resource for people who share a common concern for the prevention and control of soil erosion and consequent sediment pollution.

## **ARTICLE 3: LANGUAGE**

3.1 The language to be used in all official correspondence and discussions in Region 2 will be English.

## **ARTICLE 4: FUNCTION OF THE REGION 2 BOARD OF DIRECTORS**

4.1 The Region 2 Board of Directors has several main functions:

- 4.1.1 Oversee all IECA activities in the region to ensure all chapters and members are operating within the tenant of the IECA Constitution and these Bylaws.
- 4.1.2 Provide chapters with resources through the activities of various committees including, but not limited to:
  - Regional Development Committee
  - Chapter Advisory Committee
  - Ethics Committee
  - Certification Committee
  - Region 2 Annual Conference Committee
  - Awards Committee.

- 4.1.3 To work with one chapter in the Region each year so that it's annual conference is elevated to being the Region 2 Annual Conference. However, the general organisation funding and 90 percent of any net profits would remain with the chapter. The remaining 10 percent of net profits is to be paid to the Region 2 Administrative Office and earmarked to cover expenses for regional activities. The Regional input to this conference is, in part, to ensure that the breadth of topics and issues presented cover regional concerns and not just those of the local chapter.

## **ARTICLE 5: MEMBERSHIP**

- 5.1 Membership shall be consistent with the provisions in the Act, the IECA Constitution, these Bylaws, especially the requirements of Clauses 5.2, 5.3, 5.4, 5.5 and 5.6 below, and payment of the required fees to a chapter.
- 5.2 Any person may become a member of a chapter in Region 2 providing:
- They are engaged or have a vested interest in the control, mitigation or study of accelerated erosion because of human activities or the consequent degradation of soils and/or pollution of lands and waters by sediment.
  - They subscribe to the purposes, mission and ethics of Region 2 as outlined in a separate document titled "Code of Ethics, International Erosion Control Association, Region 2 Inc.", pay the applicable annual fees and remain in good standing.
  - They have been nominated for membership through a local chapter as outlined in Clause 5.5. and their nomination has been approved. Note, except for Emeritus Membership, the decision of the local chapter in acceptance of a person's nomination shall be final. While the local chapter is free to nominate candidates for Emeritus Membership, acceptance and approval of such nominations is wholly in the jurisdiction of the Region 2 Board (Clause 5.6.5).
- 5.3 Membership in a chapter in Region 2 will also constitute membership in Region 2 and in the Association.
- 5.4 Apart from voting privileges (see Clause 5.5, below), all members of the Association, Region or a chapter are entitled to all rights and privileges offered to any other members of the Association, Region or a chapter.
- 5.5 Members may belong to more than one chapter if they pay the appropriate chapter fees. As such, they have normal voting rights in these chapters and associated regional matters. However, they will be allowed voting rights in relation to IRC issues in only the Region where they normally work and as listed in the Region 2 database as their regular IECA mailing address. IRC issues include voting for membership to the IRC and any changes to the IECA Constitution.
- 5.6 Region 2 shall consist of the following classes of membership: Student, Individual, Corporate, Emerald and Emeritus:
- 5.6.1 Student Membership:
- One vote per membership on Region 2 or local chapter matters
  - Digital Subscription to *Erosion Control*, the IECA's bi-monthly publication

- Member discounts to educational events and publications in all chapters and regions of the Association
- Updates on Region 2 and local chapter activities, publications and other information resources.

All application/renewals for student membership must be accompanied by documented proof of their current status.

#### 5.6.2 Individual Membership:

- All the membership rights of Student Membership
- The opportunity to be listed on the Region 2 and local chapter website if there is one.

#### 5.6.3 Corporate Membership:

- All membership rights of Individual Membership, but with up to two votes per membership on Region 2 or local chapter matters and up to five employees eligible for member discounts to IECA educational events and publications
- Attendee lists for the Region 2 or IECA Annual Conference on request.
- Special Region 2 and local chapter artwork for promotional use

#### 5.6.4 Emerald Membership:

- All membership rights of Corporate Membership.
- A copy of any current proceedings of Conferences held in Region 2 on request.
- Special recognition in Region 2 and local chapter newsletters.

#### 5.6.5 Emeritus Membership:

- All the membership rights of Individual Membership

Note: Emeritus Membership shall be restricted as follows:

- To persons who have retired from active service and who have rendered eminent service to the erosion and sediment control industries and the Association
- So that the number of persons so honoured shall not exceed 12 at any one time in Region 2.

Nominations for Emeritus Membership can be submitted by Chapter Boards of Directors at any time during the year and will be considered at the first meeting of the Region 2 Board each year. Unsuccessful nominations will not be automatically carried forward from one year to the next, but this should not preclude the renomination of a candidate.

#### 5.7 Chapter Formation & Membership

Chapter Formation in all countries falling under the jurisdiction of Region 2 is welcomed with the provision that they comply with the terms & conditions of Article 16 below and that the following conditions are met:

- 5.7.1 Full compliance and acceptance of Region 2 Bylaws, the Region 2 Articles of Incorporation and Inter-regional agreement between Region 1 and Region 2.

- 5.7.2 Approval by R2 BofD.
- 5.7.3 A minimum of 20 fully paid up members.
- 5.7.4 A minimum annual administrative fee payable yearly in advance to Region 2 of US \$ 500.00 (five hundred) or such amount as determined by the R2 BofD.
- 5.7.5 Payment of US\$ 25.00 per annum per member or such amount as determined by the R2 BofD.
- 5.7.6 Electronic payment into IECA Region 2 bank account.

## **ARTICLE 6: FEES**

- 6.1 Membership levels and fees charged will be set and managed by the local chapter in consultation with each member and following Clause 5.6. Whatever level of membership applies at the chapter level shall also apply at the Region 2 and IECA levels.
- 6.2 Fees shall be payable on registration and yearly renewal fees not later than 12-months from the anniversary date of the initial join date or other date that has been established previously. The period of membership and benefits applies to the 12-month period following the date of fees payment.
- 6.3 Emeritus Members shall not pay any membership fees.
- 6.4 Of the fees that are paid, the chapter administration shall pay an agreed sum of US\$ 25.00 (twenty five) for each member to Region 2 and the IRC or as determined from time to time by the Region 2 Board and the IRC. All payments will be made to the Region 2 Administrative Office in bulk in February and/or August of each year in Australian dollars. Of course, the need to pay the agreed sum will affect the fees that are charged to each member. Country or regional chapter membership to Region 2 can only be considered for more than 20 paid up members. Chapter membership fee payment to Region 2 will be US\$ 25.00 per member plus an annual administrative fee of US \$ 500.00. All payments will be made to the Region 2 Administrative Office in bulk in February and/or August of each year in Australian dollars.
- 6.5 Failure of members to pay the necessary fees within one calendar month of the due date can result in membership in the Association, Region 2 and local chapter and all their associated rights and benefits being terminated. Membership status and related benefits can be reinstated on payment of the appropriate fees.

## **ARTICLE 7: DISCIPLINE OF MEMBERS**

- 7.1 Following discussions with the Region 2 Board, where a Chapter's Board of Directors is of the opinion that a member has persistently refused or neglected to comply with a provision of the Chapter's Bylaws, the Region 2 Bylaws, IECA Constitution, the Region 2 Code of Ethics or has persistently and wilfully acted in a manner prejudicial to the interests of their local chapter, Region 2 or the Association, a chapter may, by resolution:
  - Suspend the member from such rights and privileges of membership of the Association as their Chapter's Board of Directors may determine for a specified period, or
  - Expel the member from the Association.

## ARTICLE 8: MEETINGS OF MEMBERS

- 8.1 Annual General Meeting: The AGM of the members for the transaction of business as may properly come before the meeting, shall be held in February or March each year on such date, time and place as the Board may determine and specify in the notice of that meeting. At the AGM, the Board of Directors for the forthcoming twelve months shall be installed, and all committee Chairpersons or their representatives shall report on their activities for the past year and proposed activities for the coming year.
- 8.2 Special Meetings: A Special Meeting of the members for any purpose or purposes may be called at any time by the Board to be held on such date, time and place as it may specify in a notice. In addition, it shall be the duty of the President to call such a Special Meeting if the Board is presented with a written request from:
- At least three Directors, or
  - Ten percent or more of the total members.

Any such written request must describe the purpose or purposes for the meeting. If the President neglects or refuses to issue such call, the Directors or the members making the request may do so.

### 8.3 Notice of Meetings:

8.3.1 General: Notice of each AGM or Special Meeting of the members shall be given by or at the direction of the Secretary to each member entitled to vote at such a meeting.

8.3.2 Form: Notice of each meeting shall be by email, stating the date, time and place. Notice of an AGM need not outline the purpose for the meeting. However, a notice of a Special Meeting must outline the purpose or purposes for which the meeting is being called.

8.3.3 Delivery: Notice of each Annual or Special Meeting shall be given not less than thirty days or more than fifty days before the date. Further, notice of a Special Meeting shall be announced not less than thirty or more than fifty days after the request for it is received. Notice may be transmitted by personal delivery, email or facsimile. It will be addressed to a member using his/her last set of email details as shown in records held at the Region 2 Administrative Office. Such notice shall be deemed to have been delivered one day after sending.

8.4 Waiver: Notice of a Members' Meeting may be waived by any member, before, during or after the meeting. Where given before a meeting, the notice must be in writing and signed by the member. Even when there has been no written waiver, a meeting may be waived by any member at any time if:

- The notice of that meeting is shown to be defective, or
- The matter to be discussed is not within the purpose or purposes described in the notice.

8.5 Adjourned Meetings: When a quorum is present, an adjournment of any Members' Meeting may be taken to such time and place as those present determine and announced at the meeting without new notice being given. In the case of any meeting that is adjourned because of the failure of a quorum to attend, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum if notice of the new meeting is given following Clause 8.3.

- 8.6 Telephonic Meetings: One or more members may participate in any meeting by telephone or other means of communication by which all persons participating in the meeting can hear one another during the meeting. A member participating by such means shall be deemed to be present in person.
- 8.7 Action without a Meeting: An action required or permitted to be taken by the members at any meeting may be taken without a meeting if all members entitled to vote on the action consent to it. Such action shall be evidenced by one or more written consents describing the action taken, signed by all members entitled to vote on the action, and delivered to the Region 2 Administrative Office for inclusion in the minutes or filing with the Region's records. This could, for example, allow for voting by email on a simple, straight forward, non controversial issue where a formal meeting is not necessary.
- 8.8 Quorum: Ten percent or more of the membership constitute a quorum. They may be represented in person, by proxy or, in the case of the election of Directors, by written ballot received at the Region 2 office before a nominated date and subject to the provision of Clause 5.5 above.
- 8.9 Order of Business. The order of business for the conduct of general meetings in Region 2 shall be as follows:
- consideration of previous minutes
  - business arising
  - Secretary's report
  - Treasurer's report
  - President's report
  - committee reports
  - general business
  - next meeting.
- 8.10 Voting: Each person or other entity having status as a member on the date notice of the meeting is given shall have one vote on each matter voted on during the meeting, except as otherwise allowed for by the terms of Clause 5.6. A member may vote in person, by proxy or, in the case of the election of Directors, by written ballot received at the Region 2 Administrative Office before the due date. Action upon a matter is approved if the number of votes cast favouring the action exceeds the number of votes opposing the action. Cumulative voting is not permitted, including for the election of Directors.

## **ARTICLE 9. BOARD OF DIRECTORS**

- 9.1 Authority: All Corporate powers related to regional issues shall be exercised by or under the authority of the Board. The business, affairs and property of Region 2 shall be managed under the direction of the Board, subject to any limitations set forth in the Articles of Incorporation and in these Bylaws. The rights and responsibilities of the Board may not be transferred to any third party.
- 9.2 The Board has no authority at chapter level except to ensure that:
- The Act, the IECA Constitution and these Bylaws are being followed.
  - One of the annual chapter conferences becomes the regional conference.

However, the annual Region 2 Conference will be organised and funded at chapter level and 90 percent of the net profits will remain there – see Clause 3.1.3. Which chapter conference is nominated as the Region 2 Annual Conference is in the jurisdiction of the Board in consultation with all Region 2 chapters and with the concurrence of the winning chapter.

### 9.3 Number and Qualification:

9.3.1 Number: The Board shall consist of a minimum of six Directors all of whom shall be active members in Region 2.

9.3.2 Qualifications: Board candidates must meet the requirements of Clauses 9.3.2.1 through to 9.3.2.3 that demonstrate:

- Previous participation in the erosion and sediment control industries,
- Contribution to IECA , and
- Intent to provide continued service to Region 2 and the Association.

9.3.2.1 Board candidates must demonstrate a professional affiliation with the erosion control industry.

9.3.2.2 Board candidates must be able to show that they are among the best people for the job based on their qualifications (Clause 9.3.2). Ideally, but not necessarily, they will:

- Have a minimum of two consecutive year's membership in the Association immediately before the date of their candidacy.
- Have served at least 1-year as an active, participating IECA committee member and /or chapter officer and/or chapter committee member, or a combination of these.

9.3.2.3 Board candidates must agree, if elected, to attend and participate in at least 75 percent of all scheduled Board meetings in any calendar year. Failure to participate in at least 75 percent of meetings can result in a Director being stood down and a replacement being nominated by the remaining Board members to complete the stood-down member's term (see Clauses 9.9 and 9.10). Directors can assume there will be up to three General Meetings each calendar year, not including Special Meetings – see Clauses 8.2 and 8.3.

9.3.2.4 Contingency plan for restitution: Where, in the opinion of the current serving Board of Directors (BofD) of Region 2 through a special meeting vote, a restitution plan is to be implemented to restore administrative and operational activities within the organisation. Where such restitution plan is implemented the BofD may be reduced to a minimum of three active members irrespective of their association to any specific chapter. The duration of any restitution plan must not exceed three (3) years.

### 9.4 Nomination and Election:

9.4.1 Each fully chartered chapter in Region 2 will elect/nominate the requisite members to the Region 2 Board. Their names and contact details will be received by the Region 2 Administrative Office by the end of December in each year:

9.4.1.1 If there is only one fully chartered chapter, ideally, five candidates shall be nominated by that chapter.

9.4.1.2 If there are two fully chartered chapters, ideally, three candidates shall be nominated by each of those chapters.

9.4.1.3 If there are three or four fully chartered chapters, ideally, two candidates shall be nominated by each of those chapters.



9.4.1.4 If there are more than four fully chartered chapters, ideally, one candidate shall be nominated by each of those chapters.

However, it is understood that one or more chapters might choose to not have representative(s) on the Board. In this case, the Region 2 Board of Directors will nominate representative(s) as necessary to meet the requirements of this Clause.

9.4.2 It is a goal of Region 2 to maintain a democratic balance in representation on the Board from among:

- The various countries that make up Region 2
- Contractors, manufacturers, design professionals, suppliers, academics, government officers, students and others whose activities are relevant to the purposes and mission of the Association.

However, it is acknowledged that achieving this goal might not always be possible.

9.4.3 Each person newly nominated to the Board of Directors shall submit the following information to the Executive Offices by the end of September, each year:

- the endorsement of three current members
- a biosketch showing how they meet the requirements of Clause 9.3.2
- a statement of why the nominee would like to serve as an IECA Director
- a passport-style photo.

9.4.4 Acceptance of the Candidate's nomination shall be verified by the Region's Communication's Officer, based on fulfilment of the Candidate's qualifications as described in Clauses 9.4.1, 9.4.2 and 9.4.3, above.

Upon verification of the nomination, the Candidate's biosketch and statement shall be placed on a ballot and distributed to all eligible members not less than thirty days or more than fifty days before the closing date for elections. Elections must be held in November or December of each year.

9.4.5 Election. The Directors shall be nominated by their Chapter Board of Directors or elected by their Chapter members entitled to vote.

9.4.5.1 Written ballots shall be provided to each member entitled to vote in the same manner as provided for notice of a meeting of the members, including email.

9.4.5.2 Ballots shall be signed by the member or his/her authorised representative, mailed, emailed or faxed to the Regional Office, and received by or on the date specified in order to be counted.

9.4.5.3 In the event of a voting tie for a Director's position, a straw poll will be taken by the current President to identify the winning candidate.

9.4.5.4 Upon election and before installation, each newly elected Candidate shall be called a "Director-Elect". A Director-Elect does not hold voting powers for Board transactions. See Clause 9.7.

9.5 Term of Office. Each Director shall hold office for a term of 3-years with two Directors being elected each year.

- 9.6 Election of Directors in 2016. A straw poll will determine the length of each Director's tenure – two will be for a 1-year term only, two will be for a 2-year term and two will be for a 3-year term.
- 9.7 Installation of Director-Elects. Installation of Director-Elects and the newly elected officers occurs upon adjournment of the AGM to be held in February or March of each year.
- 9.8 Resignation: A Director may resign at any time by delivering written notice to the Board. A resignation shall be effective on the date such notice is received or on the date specified in the notice, if later. If the date of notice reception is different from the date specified within the notice, the President shall decide which of the two dates takes precedence.
- 9.9 Removal:
- 9.9.1 By the members. The members may remove one or more Directors for any reason if a majority vote to do so at a Special Meeting. The removal ballot must occur at a Special Meeting of the members.
- 9.9.2 By the Board. The Board may remove any Director for any reason by a 2/3 vote of the entire Board.
- 9.10 Vacancies. A vacancy in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by a majority vote of the remaining Directors. If possible, any replacement Director should come from the same country as the person being replaced. If the remaining Directors do not constitute a quorum, the Board may fill the vacancy by affirmative vote of a majority of the remaining Directors. A Director so elected or affirmed to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until his or her successor is elected and installed.
- 9.11 Quorum. Except in the case of removal of a Director (see Clause 9.9.2, above), a majority of the Directors shall constitute a quorum for the transaction of business.
- 9.12 Voting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board. A Director who is present at a meeting when action is taken is deemed to have assented to the action taken unless:
- The Director objects at the beginning of the meeting, or promptly upon his/her arrival, to holding the meeting or transacting business at the meeting, or
  - The Director delivers written notice of his/her dissent or abstention to the person presiding at the meeting before its adjournment.

Where a unanimous vote is required, a Director can abstain without blocking the success of the vote, thereby symbolically withholding support while not paralysing the decision-making process. Unanimous votes could be required, for example, where voting on an issue is by email – policies restrict email voting to non controversial issues. That the vote is unanimous shows that, in the minds of those entitled to vote at least, the issue is not controversial (see Clause 8.7).

Whatever happens, the Director's dissent or abstention from the action taken must be entered into the minutes of the meeting.

A Director who votes in favour of the action shall have no subsequent right of dissent or abstention.

### 9.13 Meetings.

- 9.13.1 AGM. The first meeting of each newly elected Board shall be considered the AGM of the Board of Directors and be held in February or March each year.
- 9.13.2 Regular Meetings. Regular Meetings of the Board shall be held at such place and on such date and time as shall from time to time be fixed by resolution of the Board. One of these meetings shall be held immediately before or immediately after the AGM.
- 9.13.3 Special Meetings. Special meetings of the Board may be called by the President or any two or more Directors. It will be held at such date, time and place as the Board, the President or Directors calling the meeting shall specify in the notice of that meeting.
- 9.13.4 Telephonic Meetings. Any or all of the Directors may participate in a Regular or Special Meeting by telephone or other means of communication by which all Directors participating can hear each other at the same time during the meeting. Participation by such means shall constitute a presence at the meeting.
- 9.13.5 Action without a Meeting. Action required or permitted to be taken by the Board at any meeting may be taken without a meeting if written consents describing the action taken are signed by each Director before the action is taken. All documentation must be delivered to the Region 2 Administrative office for inclusion in the minutes or filing with the appropriate records, but see Clause 8.7
- 9.13.6 Notice of Meetings. A notice of the AGM of the Board or of any Regular Meeting is not required if the date, time and place has been fixed by the Board at a previous meeting and a copy of the minutes of that meeting has been emailed or otherwise delivered to every Director at least fourteen days in advance. Notice of the time and place of all Special Meetings of the Board shall be given by or at the direction of the Secretary by personal delivery, email, telephone or facsimile at least 14 days before the day upon which the meeting is to be held.

In addition to the transaction of business as may properly come before the Board, such notice shall state the general purpose(s) for which the Special Meeting has been called.

- 9.13.7 Waiver of Notice. Notice of any meeting of the Board may be waived by a Director before or after the time and date specified in the notice. Any such waiver shall be in writing, signed by the Director and delivered to the Region 2 Administrative Office for inclusion in the minutes or filing with the records.

Alternately, a Director waive a meeting if, at the beginning of the meeting, he/she objects to holding the particular meeting or the transaction of particular business at that meeting and does not thereafter vote for or assent to any action taken.

### 9.14 Committees.

- 9.14.1 Committees. By majority vote of the Board, one or more committees may be created to serve at its pleasure and to have such authority as the Board, by resolution, shall provide subject to limitations contained in the Act.
- 9.14.2 List of Committees. The Board shall maintain a written list of all operational committees. The list shall be updated at each Regular, Special or AGM of the Board to reflect any changes.

9.14.3 Committee Minutes. Each committee shall keep a written record of each meeting. Where possible, committee reports will be sent to the Administrative Vice President and Executive Director at least five weeks before scheduled Board meetings.

9.15 Directors' Compensation. If prudent to do so within the current budget, the Board may reimburse Directors and Director-elects for any out-of-pocket expenses associated with attendance at Board meeting, if any, and following the requirements of a separate document titled: "Board Reimbursement Policy".

## **ARTICLE 10. OFFICERS**

10.1 The Region 2 Board of Directors shall include a President, Administrative Vice President, Technical Vice President, Marketing Vice President, International Development Vice President, Secretary, and Treasurer. To be considered for the office of President, a person must have served at least one year on the Board except in 2012 when any member can be considered. The same individual may simultaneously hold more than one office.

10.2 An Officer must receive the affirmative vote of a majority of the Directors present to be elected. All Officers shall be elected by secret ballot cast by the Board of Directors. The election and installation shall occur at the first meeting of the Board in any year in February or March.

10.3 Officers shall hold office for a period of one year, with the exception of the President, and will continue until their respective successors are installed.

10.4 The President shall serve for a minimum period of two (2) years to a maximum period of up to five (5) years if so required plus an additional one year term as Past President. Consequently, a person elected as President might serve on the Board for an additional period of four or five years.

10.5 All members of the Board shall be Directors.

10.6 The President shall exercise the usual executive powers pertaining to the office of the President, preside at all meetings (Board and Members Meetings) and perform such other duties as the Board may designate from time to time.

10.6.1 In the absence or disability of the President, the Administrative Vice President shall act as President and shall perform such other duties as the Directors may from time to time designate.

10.6.2 In the absence or disability of the President and the Administrative Vice President, the Technical Vice President shall act as President and shall perform such other duties as the Directors may from time to time designate.

10.6.3 In the absence or disability of the President, Administrative Vice President and Technical Vice President, the Marketing Vice President shall act as President and shall perform such other duties as the Directors may from time to time designate.

10.6.4 In the absence or disability of the President, Administrative Vice President, Technical Vice President and the Marketing Vice President, the International Development Vice President shall act as President and shall perform such other duties as the Directors may from time to time designate.

10.7 The Secretary shall be responsible for:

- directing the issue of notification of the meetings of the members and Directors;
- ensuring minutes of the meetings of the Board and members are properly recorded;
- signing and executing, along with the President or other authorized Officer, all contracts, documents and other instruments in the name of the Region;
- keeping the common seal;
- and performing such other duties as the Board may direct from time to time.

10.8 The Treasurer shall:

- perform all of the duties usually incident to the office of Treasurer
- supervise and be responsible for all funds and securities of the Region
- keep or cause to be kept regular accounting books
- cause to be deposited all funds and other valuable effects in the name of the Region in such depositories as may be designated by the Board perform such other duties as the Board may direct from time to time.

10.9 The Communications Officer is responsible for implementation of policies and programs and the daily operation of the Region. He/she shall be employed by the Board and shall perform duties for the Region as the Board may specify from time to time. The Communications Officer shall give notice of the meetings held by the members and the Directors, but at the direction of the Secretary.

10.10 An Officer may resign any time by delivering written notice to the Board. The resignation shall be effective on the date such notice is delivered or on the date specified in the notice.

10.11 The Board may, by a two-thirds vote of the entire Board, remove any officer at any time for any reason, but see Clauses 9.9 and 9.10. Such removal becomes effective on the date specified by the Board.

10.12 Vacancies in any office arising from any cause may be filled by a majority vote of the Board at any Regular or Special meeting.

10.13 The Board may appoint such other Officers and agents as it deems necessary or expedient, who shall hold their office for such terms, have and exercise such powers, and perform such duties as the Board determines.

10.14 Any compensation of Officers of the Region shall be determined and fixed by the Board of Directors.

10.15 The Board has the authority to make any decisions it deems necessary during transitional processes of Board members nominations and the election process.

## **ARTICLE 11. IRC DIRECTORS**

11.1 The Region 2 Board of Directors shall appoint any representatives of the Region to the IRC Board of Directors.

11.2 Region 2 shall cover the out-of-pocket expenses for Region 2 representatives for attendance at meetings of the IRC Board as the current budget allows.

- 11.3 Ideally, only one person from any one country or chapter shall be elected to serve on the IRC in any one year.

## **ARTICLE 12. DISPUTES**

- 12.1 Where at all possible to do so, any internal disputes within Region 2 will be handled by the Region, initially at a chapter level, but involving the Regional Board of Directors where a satisfactory local resolution cannot be found.
- 12.2 Any disputes between Regions can be passed onto the IRC for adjudication. In this case, the IRC will have the final say in any outcomes.
- 12.3 Any outcomes must concur with the Act, the IECA Constitution and these Bylaws.

## **ARTICLE 13. ADMINISTRATION BOOKS AND RECORDS**

- 13.1 The Region 2 Administrative Office shall keep minutes of all Region 2 Board Meetings for at least seven years. These will be duly signed by the Region 2 Secretary.
- 13.2 The Region 2 Administrative Office shall maintain records of all current Region 2 members. These records will include the names of the members, the chapter(s) to which they belong, their full postal and residential addresses, email addresses and phone and facsimile numbers.
- 13.3 The Region 2 Administrative Office shall keep appropriate and complete financial records and books of account for at least seven years.
- 13.4 Copies of the following documents shall be maintained at the Region 2 Administrative Office:
- 13.4.1 A current copy of the Act.
  - 13.4.2 The Region 2 Articles of Incorporation and any amendments to them, current or otherwise.
  - 13.4.3 A copy of the IECA Constitution.
  - 13.4.4 The Region 2 Bylaws and any amendments to them, current or otherwise.
  - 13.4.5 Copies of minutes of all Board and member meetings, including chapter meetings, for at least seven years.
  - 13.4.6 Copies of all financial statements for at least seven years.
  - 13.4.7 An up-to-date members' register, however, its currency is in the hands of the chapters.
  - 13.4.8 All official written communication to members within the past seven years.
  - 13.4.9 A list of the full contact details of all current Directors and Officers.
  - 13.4.10 Copies of annual statements as required by the Act for at least the past seven years.
  - 13.4.11 Copies of all committee reports where these are operating under the jurisdiction of the Region 2 Board.
  - 13.4.12 Copies of records of action taken by the members or Directors without a meeting.

13.4.13 Volumes 1 and 2 of "Guide for Meetings and Organisations", by N.E. Renton and published in Australia by the Law Book Company.

13.5 During regular business hours and at the Region 2 Administrative Office, a member or member's agent shall have the right to inspect and copy any of the records required to be maintained under Clause 13.4, above. However, the member's demand must be made in good faith and for a proper purpose, he/she must explain the reason for inspection in writing and clearly list the records to be inspected. Further, those records being inspected and/or copied must be directly connected with the member's stated purpose. A member may exercise these rights by giving the Region 2 Administrative Office at least five business days written notice that lists the documents to be inspected and/or copied. The Region 2 Administrative Office may impose a reasonable charge for materials provided, including a fee to cover the costs of labour and materials.

13.6 Any Person dealing with the Region 2 Administrative Office may rely upon a copy of the records of the proceedings, resolutions, or votes of the Board or members, or a copy of a resolution or motion, when certified by the President or Secretary.

## **ARTICLE 14. FINANCIAL YEAR**

14.1 The financial year of Region 2 shall be from 1 January through to 31 December.

## **ARTICLE 15. GIFTS AND DONATIONS TO THE CORPORATION**

15.1 Donations and gifts to Region 2 shall be subject to approval and acceptance by the Board. No gift or donation shall be accepted that requires or might require the payment of any annuity or other charge from the funds or resources of the Region, except from the income or principal of such gift or donation.

15.2 A full and complete record of all gifts to Region 2 shall be kept by the Communications Officer and reported to the Region 2 Board at the AGM.

## **ARTICLE 16. CHARTER AND RECOGNITION OF CHAPTERS**

16.1 The Board may charter and recognise chapters within Region 2. These exist solely in furtherance of the purposes and mission of the Region and must operate in compliance with its Articles of Incorporation, Bylaws and policies.

16.2 Membership in a chapter is automatic upon payment of member fees as set from time to time. These fees include levies payable to Region 2 and the IRC (see Clause 6.4)

16.3 Each chapter shall have a President, Vice President, Secretary and Treasurer. The same individual may hold more than one office, excluding the President. Each Officer shall serve a term of one year and shall be elected by the chapter members at the chapter's AGM.

16.4 The chapter's officers shall have charge of the affairs of the chapter, including authority to:

- Raise funds additional to the member fees,
- Fix the compensation and terms of employment of any chapter employees, and
- Perform such other acts as may be necessary or proper in carrying out the affairs of the chapter.

They must adopt Bylaws or rules for the conduct of the chapter's affairs that are consistent with the Act, the Region 2 Articles of Incorporation, and Region 2 Bylaws and policies.

- 16.5 Each Chapter President, or other representative elected by the chapter members, shall serve as liaison with the Region 2 Board of Directors through membership of the Chapter Advisory Committee.

## **ARTICLE 17. INDEMNIFICATION**

- 17.1 Each Chapter will ensure their Officer's have appropriate indemnification cover as a Director on the Region 2 Board.

## **ARTICLE 18. AMENDMENT OF BYLAWS**

- 18.1 These Bylaws may be amended, altered or repealed if a two thirds majority of the voting membership request it following normal voting procedures. Each person or other entity having status as a member on the date notice of the meeting is given can have one vote on each of the proposed changes except as otherwise allowed for by the terms of Clause 5.6.
- 18.2 Members will be given not less than thirty days or more than fifty days to consider the matter and record their vote in writing at the Region 2 Administrative Office. Notice of proposed changes may be transmitted by personal delivery, letter, email or facsimile. It will be addressed to a member using his/her last set of contact details as shown in the Region 2 records. Such notice shall be deemed to have been delivered one day after sending.
- 18.3 Any proposed changes to these Bylaws shall not amend, alter or repeal any Article or Clause if in doing so, they affect the qualifications, classifications, term of office or compensation of the current Region 2 Board of Directors.

## **ARTICLE 19. RULES OF ORDER**

- 19.1 The procedures contained in Volumes 1 and 2 of "Guide for Meetings and Organisations", by N.E. Renton and published in Australia by the Law Book Company will govern all meetings of members and Directors where those rules are not inconsistent with the Articles of Incorporation, these Bylaws, or any special rules of order set by Region 2. A current edition of these documents will be retained by each of the current Region 2 President and the Region 2 Communications Officer.
-