

Constitution of the 404-10 Group and By-Laws of the 404-10 Group

ARTICLE I - NAME

The official name of this organization shall be the "404-10 Group," referred to hereinafter as the "Group."

ARTICLE II - PURPOSE

The purpose of the Group is to facilitate consistency and understanding among practicing wetlands delineators, permits agents, and their staffs and between the delineation and permitting communities and the regulatory communities, at the local, state, and federal level.

ARTICLE III - MEMBERSHIP

3.1 Eligibility. All persons actively working in this field, or who are concerned with such issues, and who wish to constructively contribute their time and their talents toward increased professionalism within the Group's area of interest are welcomed and encouraged to join the Group. The only test for extending Group membership invitations is that the candidate person or organization be willing to work cooperatively for the good of the community with all other such persons or groups in achieving a higher level of understanding, consistency, and compliance with federal, state, and local wetlands delineation, permitting, and mitigation regulations.

3.1. Processing of New Member Applications. All membership applications received after the initial meeting of October 26, 2000 shall be reviewed by the Membership Committee, which shall determine what class/category of membership is appropriate, and then forwarded to the Executive Committee for approval.

3.2. Membership Categories.

3.2.1. Practicing Individuals. Any delineator, permit agent, or staff professional actively practicing in wetlands operations shall be eligible for membership. "Actively practicing" means that person shall have received, between January 1, 1999 and the date of the adoption of these By-Laws, either at least three jurisdictional determinations based upon a delineation report prepared by that person from any Corps District, or a total of three Section 404 or Section 10 permits, in any combination, from any Corps District. Thereafter, for the year prior to the application, the person applying shall have actively participated in the preparation of either at least three jurisdictional determinations or three Section 404 or Section 10 permits, in any combination, from any Corps District. A firm can have several active memberships but must pay separately for each one.

- 3.2.2. Affiliate member - a co-worker of an active consultant and/or an associate member. The affiliate member has a reduced membership rate but has no voting privileges. This membership allows an office's employees to have access to specific events, meetings, guest speakers, field trips etc. Affiliate memberships cannot be obtained without an Active Consultant or Associate membership from that same firm.
 - 3.2.3. Associate member - not necessarily a consultant but may benefit by keeping up to date on wetland issues (i.e. some lawyers, developers, businesses, suppliers, mitigation bankers, etc.). The associate member does not have voting privileges but has access to all non-voting functions.
- 3.3. Membership Roster. All persons desiring to join the Group in any capacity shall furnish the Secretary with at least their name, either an e-mail or a mailing address of some type, and a contact phone number (home or office).
- 3.3.1. The Secretary shall compile and maintain a roster from this information. Names will appear on the roster in alphabetical order. This roster shall clearly designate the class of membership, voting or associate/affiliate, applicable to each member. Each member of the Group shall receive one copy of the roster. Members are welcome to supply the Secretary with such other additional information as they see fit; fax numbers or e-mail points of contact or both home and office addresses.
 - 3.3.2. The Group shall use this member roster solely for Group purposes, primarily to provide notice of meetings and to determine attendance and voting status. It is the responsibility of the members to provide timely updates or corrections to the Secretary so that the roster will remain accurate.
 - 3.3.3. The Group similarly expects the members of the Group to limit their use of the roster to Group functions and purposes only.
- 3.4. Membership Classes. There shall be three classes of membership; voting, associate, and affiliate. These classes are explained above. Their purpose is to ensure that the Group's decisions are made primarily by those members who have consistently practiced in the field.
- 3.4.1. Voting Members. All practicing persons whose dues are current shall be voting members.
 - 3.4.2. Voting by New Members. Once accepted by the Executive Committee, and upon payment of dues, all new practicing members shall be eligible to vote beginning with the first meeting they attend.
 - 3.4.2. Non-payment of Dues. Voting privileges shall be lost for failure to pay dues until dues are paid. See Section 7.4 for details.
 - 3.4.3. Subcommittees of the Group. The President shall appoint the Chair and members of any subcommittees established, except for the Audit Group, which shall choose its own Chair. Voting eligibility is the same in Subcommittees as in the full 404-10 Group.
- 3.5. Expulsion of Members. No member may be expelled from the Group unless notice is made of a motion to expel at least seven calendar days before the proposed vote. At

least two- thirds of the voting members present must have received 7 days notice in a manner deemed appropriate by the Executive Group of the expulsion motion before any debate or a vote on the motion may occur.

- 3.5.1. The notice shall be written and it shall contain the grounds for the expulsion. The member in question shall have the right to examine this cause, any witnesses or evidence introduced by the maker of the motion, to introduce evidence and testimony in response, and to speak in his or her defense. The Group shall itself observe and shall extend to the accused all the rights contained in paragraph 69 of Robert's Rules of Order.
- 3.5.2. Expulsion votes shall be taken by secret ballot, and shall require a two-thirds vote of the voting members present.

ARTICLE IV - OFFICERS

- 4.1. Titles. The official titles of the elected officers of the Group shall be President, Vice President, Secretary, and Treasurer. (Appointed officers, such as Parliamentarian and Sergeant- at-Arms, shall have officer status if the President chooses to fill such positions.)
- 4.2. Tenure. Each elected officer shall hold office for one year. The initial term of elected office shall start on the day of the first Group election and shall expire on September 30, 2001. Thereafter, terms will begin each October 1 and then expire on the following September 30. Elected officers may serve consecutive terms in the same office, or in another office, without limit. Thus, a person could be elected to the same office each year, or to a different office each year, as long as that person wishes to continuing serving and is (re) elected.
- 4.3. Eligibility. Any person eligible to vote at a Group meeting is eligible for any elected or appointed Group officer position. Anyone who announces or qualifies as a candidate for public office shall not be eligible to serve as an elected or appointed officer.
- 4.4. Elections. All contested offices shall be filled by secret ballot. Uncontested offices may be filled by acclamation. Elections will be held during a meeting in September each year, with at least 10 business days notice (mail, e-mail, fax, or telephone) to all members.
- 4.5. Nominations.
 - 4.5.1. Beginning with the elections for the terms beginning on October 1, 2001, a Nominating Committee of three voting members shall be appointed by the outgoing President in August of 2001. The Secretary shall furnish the Nominating Committee a full current roster, clearly noting which members are eligible for office. This Committee shall then survey and contact the voting members of the 404-10 Group and then nominate one or more members for each position. The Nominating Committee shall report to the

President not later than 5 business days before notice of the elections is made to the 404-10 Group members. (This means the Nominating Committee must conclude its work at least 15 business days before elections can be held.) Thereafter, the President shall similarly form a Nominating Committee each August.

- 4.5.2. Any member eligible for office may be nominated from the floor by any Group voting member during the election meeting.
- 4.6. Appointed Officers. If President appoints one, the Parliamentarian shall continue in office until the next President appoints a replacement. The Parliamentarian need not be a voting member. From time to time, the President may appoint other officers, such as a Sergeant- at-Arms, Historian, Librarian, etc., who will continue in office until the President either appoints a replacement or abolishes the position.
- 4.7. Removal of Officers.
 - 4.7.1. Elected Officers. Any elected officer may be removed at any meeting by a majority vote of the voting members present, provided that notice of the removal has been made at least 10 business days before the removal will be voted upon. The notice shall contain the reason for the proposed removal.
 - 4.7.2. Appointed Officers. Appointed officers are automatically removed when the President either abolishes the position or appoints a successor. Election of a new President does not automatically remove an appointed officer.
- 4.8. Temporary Reassignment of Officer Duties. In case of illness or absence, the President may assign all or part of the absent officer's duties to any other officer, elected or appointed. If the absence or illness will exceed three months, the Group voting members should declare the office vacant by majority vote and hold an election (not earlier than 10 business days after declaring the office vacant) to fill the unexpired term of the absent officer.
- 4.9. Duties of Officers. No single officer shall sign any draft, note, check, pledge, or other financial instrument in the name of or on behalf of the Group in excess of \$50.00 (Fifty Dollars) without the passage of an authorizing motion at a general or special Group meeting.
 - 4.9.1. The President shall be the chief executive officer and chief spokesman for the Group. The President shall have the general supervision and management duties and powers usually vested in the office of president of a corporation. The President shall be charged to see that the resolutions and decisions of the Group are carried out and performed. The President shall also appoint the Nominating Committee (Section 4.5.1) and the Audit Group (Section 7.5).
 - 4.9.2. The Vice President shall preside in the absence of the President. The Vice President shall be the chief deputy of the President and shall act as the President in the absence or illness of the President. If the President and the Vice President are both absent, the Secretary shall preside.
 - 4.9.3. The Secretary shall keep the minutes of all general, special, and Executive Committee meetings, maintain the membership roster, establish

and maintain the files of the Group, prepare correspondence for the President's or Vice President's signature, and perform all other related publication duties as directed by the President.

- 4.9.4. The Treasurer shall keep, track, and disburse all Group funds. He or she shall open and operate a separate checking account exclusively for Group operations at a financial institution approved by the Executive Committee. No other funds from any source shall be co-mingled with Group funds at any time, nor shall Group funds be co-mingled with any other funds. The Treasurer shall keep a current record of all funds received and paid out, with supporting receipts. The Treasurer shall make a written report at every general Group meeting showing the balance on hand and listing all funds received and paid out. If all three other elected officers are absent, the Treasurer shall preside.

ARTICLE V - EXECUTIVE COMMITTEE

- 5.1. Composition. The Executive Committee shall consist of the four elected officers (President, Vice President, Secretary, and Treasurer) and any appointed officer positions (for example, Parliamentarian) with incumbents.
- 5.2. Duties and Purpose. The Executive Committee will assist the President in determining agenda items for upcoming general meetings and provide such advice and general assistance as the President may request.
- 5.3. Meetings. The Executive Committee will meet on an irregular schedule as required, either at the call of the President or upon the request of any two members of this Committee.
- 5.4. Quorum. One half of the officers, in any combination of elected or appointed officers, are required for Executive Committee meetings.

ARTICLE VI - GENERAL AND SPECIAL GROUP MEETINGS

- 6.1. Regular Meetings. The Group intends to hold at least two general meetings of the entire membership each year. This meeting will be held at a time and place determined by the Executive Committee. The Group goal is to provide at least a seven calendar day notice of the meeting, by any combination of e-mail, mail, or telephone calls.
- 6.2. Special Meetings. The Group shall be convened anytime either of these two events occurs:
- 6.2.1. The President calls for a special meeting. Every good faith effort will be made to provide notice to as many members as possible. However, the press of a short notice event may prevent full notification of the membership. In that event, the President shall fully report on the special meeting at the next following general Group meeting.
- 6.2.2. The President is presented with a petition to hold a special meeting. To be valid, this petition shall be signed by either 10% of the Group's voting members or by 20% of the entire Group membership (voting and affiliate, in any combination). The Secretary shall compare the petition's signatures with the Group roster and shall then announce that the petition is valid or invalid. In either case, the original of the petition will be retained by the Secretary for the Group files. The President shall also fully report on this special meeting at the next following general Group meeting.

- 6.3. Quorum and Manner of Acting. Robert's Rules of Order shall govern all meetings of the Group, except as modified by these By-Laws, unless a two-thirds majority of the voting members present elect to suspend the rules. Changes to the By-Laws shall not be made by suspending the rules. The only authorized, valid method to change the By-Laws is the amendment procedure in Section 8.2 of these By-Laws.
- 6.3.1. General Meetings. For these meetings, a quorum shall consist of a majority of the voting members.
- 6.3.2. Special Meetings Convened by the President. For these meetings, to vote on a business issue, a quorum shall consist of one third of the voting members and one half of the officers (any combination of elected or appointed officers).
- 6.3.3. Special Meetings Convened by Petition. For these meetings, a quorum shall consist of at least the same number of members as signed the petition and one half of the officers (any combination of elected or appointed officers). Those members who signed the petition need not attend the meeting. However, if it is a "10% of the voting members" petition, and some of voting members who signed it do not appear, then a like number of substitute voting members must attend the meeting in their place.
- 6.3.4. Open and Closed Meetings. All meetings of the Group shall begin and remain as "open meetings" unless a vote is taken to close the meeting. Thus, any Group meeting, special or general, can be closed to Group non-members or to Group affiliate members by a majority vote of the Group voting members present. This vote may be taken by a roll call, show of hands, or secret ballot, as specified by the maker of the motion to close the meeting. The Group anticipates that the requirement to close a Group meeting to discuss sensitive or confidential information will rarely, if ever, occur.
- 6.3.4.1. The Group specifically reserves the ejection rights conferred by Robert's Rules of Order, Paragraph 67. Every Group member, of any membership class or category, including officers, shall be subject to ejection, regardless of voting status. (Ejection also can be applied to non-Group members.)
- 6.3.4.2. Ejection shall require a simple majority vote, by secret ballot, of the voting members present. The ejection motion shall only affect the meeting in which it is made and cannot apply to future Group meetings.
- 6.3.5. Voting Procedures. Voting shall normally be by show of hands unless the maker of the motion asks for a roll call vote. A contested election of officers and ejection votes shall always be taken by secret ballot. The Secretary shall determine voting member status in accordance with Section 3.4.1. of these By-Laws and issue a credential for voting at the start of the business portion of a Group meeting, before any votes are taken.

ARTICLE VII - DUES

- 7.1. Requirement for Dues. The Group shall collect membership dues to meet its operating expenses.
- 7.2. Level of and Duration of Dues. Initial membership dues will be current through September 30, 2001. Thereafter, dues will become payable each October 1.
- 7.2.1. Practicing Individual members wishing to maintain voting privileges. These will be \$100 (One Hundred) per year.
- 7.2.2. Affiliate Members will be \$10 (Ten) per year.
- 7.2.3. Associate Members. These will be \$200 (Two Hundred) per year.
- 7.4. Non-payment of Required Dues. Persons or organizations whose dues are not paid by October 1 each year shall not receive meeting notices, a membership roster, or have voting status. Such persons or organizations shall be dropped from the membership roster if their dues are not paid by November 1 each year.
- 7.4.1. Payment of dues will immediately restore all Group membership rights.
- 7.5. Audit Committee. The President shall appoint an Audit Committee not later than August 20 each year. This Committee will consist of three members, who will select their Chair. It shall audit the dues money (and any other receipts) of the Group each year. The Treasurer shall fully cooperate with the Audit Committee and shall deliver the books and financial records to the Audit Committee not later than August 25 each year. (The Group checkbook should be balanced when delivered to Audit Group.) The Audit Committee shall review these books and then issue a written report to the President and the membership at the general Group meeting closest to October 1 each year.

ARTICLE VII - ADOPTION AND AMENDMENT OF BY-LAWS

- 8.1. Final Adoption and Passage of By-Laws. These By-Laws shall be issued to all prospective members of the Group at the initial, organizational meeting of the Group. Final adoption of these By-Laws shall require a simple majority vote of the persons present.
- 8.2. Amending the By-Laws. Once adopted, amendments shall require a two-thirds majority of the voting members present, provided that due notice of the proposed amendment was furnished to the Group voting membership at least seven calendar days before the vote.
- 8.2.1. Introduction or first reading of a proposed By-Laws amendment at a general or special Group meeting always constitutes sufficient notice, so as long as a quorum is present.
- 8.2.2. For purposes of giving notice to amend the By-Laws, and to vote on amending the By-Laws, no two special or general Group meetings can be held less than seven full calendar days apart. (This no way limits the number of

special or general Group meetings that may be held within any given period for any other purposes.) However, to amend the By-Laws, the two such meetings must be held at least seven calendar days apart.

8.2.2.1. The day the amendment is introduced is counted as day one of the required seven day waiting period.

8.2.2.2. Thus, if an amendment was introduced at a general Group meeting held on Wednesday, March 20, the earliest day a special Group meeting could adopt that amendment would be Wednesday, March 27.