

**Model Bylaws for the Central Gulf Coast Chapter of the
AMERICAN SHORE AND BEACH PRESEVERATION ASSOCIATION**

ORGANIZATION

The Name of this chapter shall be the Central Gulf Coast Chapter (hereafter referred to as the chapter, Chapter, or CGC Chapter) of the American Shore & Beach Preservation Association (hereafter referred to as the Association), which is a nonprofit corporation established under the laws of New Jersey. These bylaws have been adopted in accordance with the applicable provisions of the Association's Articles of Incorporation. The CGC Chapter shall be bound by the bylaws and policies of the Association.

PURPOSE AND INTENT

The purposes for which this chapter is formed are to bring together for cooperation and mutual helpfulness the various levels of government, interest groups and individuals concerned with the welfare of the beaches and shores of the Central Gulf Coast—namely Alabama, Louisiana, and Mississippi—and to foster in all legitimate ways, consistent with protecting shoreline resources, the reduction of economic and recreational losses, the restoration of damaged areas, and the construction of sound, economical, well-planned development.

The purposes of this chapter shall be accomplished:

- a) By holding meetings to discuss problems in its areas of interest and to enlighten the concerned public on methods available for solving them,
- b) By newsletter, journal or other methods of information dissemination, and
- c) By contributing information or otherwise assisting the section organizations in accomplishment of their nationwide purposes.

BY LAWS

**ARTICLE ONE
MEMBERSHIP**

SECTION 1. Qualifications. Qualification, classes of membership, admission, removal, and resignation of members shall be the same as the Association.

SECTION 2 Admission. Once admitted to the Association, admission of all applications for chapter membership shall be by a majority vote of the present and voting directors at any meeting of the Board of Directors or the CGC Chapter or as solicited by email.

**ARTICLE TWO
DUES**

SECTION 1. Establishment of Dues. Dues for chapter membership shall be determined by the CGC Chapter Board of Directors. Presently, there are no dues for membership in the CGC

Chapter. Any current member of ASBPA residing in the states of Alabama, Louisiana, or Mississippi is a member of the CGC Chapter.

SECTION 2. Delinquency and Cancellation.

Any members of the chapter who shall be delinquent in the payment of dues for a period of 60 days from the time such dues become due shall be notified of such delinquency by the Treasurer of the CGC Chapter. If payment of dues is not made within the next succeeding 60 days, the delinquent member shall be dropped from membership in the chapter and thereupon forfeit all rights and privileges of membership, unless such action is waived by the affirmative action of the Board of Directors.

**ARTICLE THREE
COMMUNICATION**

Any notice required within these bylaws may be provided by mail, telephone, electronic mail, or facsimile.

Voting may be conducted by mail, e-mail, or facsimile.

**ARTICLE FOUR
MEETING OF MEMBERS**

SECTION 1. Annual Meeting.

The CGC Chapter shall hold an Annual Meeting of the members, to be held at such time and place as may be determined by the Board of Directors. Each member of the chapter in good standing shall be given notice of each Annual Meeting not less than 30 days before the meeting and shall specify the place, the day and the hours of such meeting, and shall state the general matter of the business. Proxies will be sent with the notice and will allow either the Secretary or another member in good standing to be designated.

SECTION 2. Special Meeting.

Special meetings of members may be called by the President or, if he/she is absent or unable or refuses to act, by one of the Vice Presidents or at the written request of not less than five directors or written request of not less than one-fourth of the members. Notice of each special meeting shall state the purpose for the meeting, and such notice shall be given in the same manner as for the annual meeting, except required notice shall not be less than ten business days.

SECTION 3. Voting Rights.

At all meetings of the CGC Chapter, each active member shall be entitled to one vote. The current membership records of the chapter, as of the date of notice, shall constitute proof of valid membership.

SECTION 4. Board Pre-approves Proposals.

Proposals to be offered to members for a mail vote, except election ballots, shall first be approved by the Board of Directors.

SECTION 5. Quorum.

The presence in person or by proxy by at least 10 percent of the members of the chapter whose dues have been paid for the current fiscal year shall constitute a quorum for the transaction of business at any regular or special meeting of the chapter. At least 8 members must be present.

SECTION 6. Liabilities.

No member of the CGC Chapter shall be personally liable for debts, liabilities or obligations of the chapter.

**ARTICLE FIVE
CHAPTER BOARD OF DIRECTORS**

SECTION 1. Number of Directors.

The maximum number of directors of the CGC Chapter shall be 18. The board shall elect the officers of the chapter, shall appoint such regular and special committees as may be required from time to time, shall control the expenditure of funds, and shall determine the eligibility of applicants for membership. The board shall carry out all mandates of the chapter and the association.

SECTION 2. Qualifications for Directors.

Each member coastal county or parish shall automatically qualify as a potential member and is eligible for election to the Board of Directors. Any member, or qualified representative of a member, of the chapter in good standing is eligible for election to the Board of Directors. Furthermore, qualified members of various federal or state agencies are eligible to hold non-voting positions on the Board of Directors and such positions will be filled by the President with approval of existing board members.

SECTION 3. Term of Office.

The regular term of office for a member of the Board of Directors shall be three years. Terms shall be staggered so that no more than four positions will be vacated and opened for election annually. The newly elected directors shall assume office at the Annual Meeting.

SECTION 4. Nominations.

This Nominating Committee shall be appointed by the President at least 60 days prior to the annual meeting and shall be composed of three to five members of the Board of Directors. The Nominating Committee shall nominate candidates for directors and officers after canvassing the membership.

SECTION 5. Nomination and Election of Board of Directors.

The Nominating Committee shall prepare and submit to the members at the Annual Meeting at least one nomination for each of the elective offices of the chapter. Any person so nominated shall have given his or her prior consent to nomination and election as an officer or director. Nominations from outside the committee shall be valid provided they are submitted to the committee no less 15 days in advance of the board meeting with recommending signatures of no

less than 10 active members and the prior consent of the person nominated. If there is more than one nominee for any board seat, the election of that seat shall be conducted by secret vote.

SECTION 6. Vacancies.

Vacancies on the chapter Board of Directors may be appointed by the chapter President and confirmed by the Executive Committee.

- a) A vacancy or vacancies on the chapter's Board of Directors shall be deemed to exist in the case of death, resignation or removal of any director.
- b) If the chapter's Board of Directors shall accept the resignation of a director to take effect at a future time, the President shall have the power to appoint a successor, confirmed by the executive committee, to take office when the resignation is effective.

SECTION 7. Duties and Powers.

The business and affairs of the chapter shall be controlled by the Board of Directors, which shall have the following powers:

- a) To establish general policy of the chapter consistent with the policies of the association: to conduct, manage and control the affairs and business of the chapter, and make such rules and regulations as they deem best consistent with these bylaws.
- b) To elect and remove the officers of the chapter.
- c) To provide adequate funds for maintenance of the chapter.
- d) To appoint an Executive Committee (subject to provisions of the bylaws) and other committees to delegate any of the powers and authority of the board

SECTION 8. Meetings of the CGC Chapter Board of Directors.

- a) Regular meetings of the CGC Chapter Board of Directors shall be held not less than once a year, the time and place to be set by the chapter President or chapter Executive Committee. Written notice of the time and place of such meetings shall be sent to each director not less than 30 days before each meeting and shall specify the place, the day and the hour of such meeting. Meetings may be held by conference call.
- b) Special meetings of the chapter Board of Directors may be called by the President, the Executive Committee or at the request of five members of the Board of Directors. If the President is absent or unable or refuses to act, special meetings may be called by the (First) Vice President, in which event the (First) Vice President may set the time and place in the same manner as for regular board meetings, with notice of such meetings being given in the same manner for regular meetings. Meetings may be held by conference call.
- c) The chapter President may offer proposals to the chapter board of directors for a vote. For e-mail or facsimile votes, the minimum allowable response time is 72 hours. For regular mail votes, the minimum response time is 10 days.
- d) Twenty-five percent of the members of the Board of Directors shall constitute a quorum for regular or special meeting or for voting by mail, or facsimile.
- e) Each member of the chapter Board of Directors is responsible to attend all meetings or to designate an alternate to attend in his/her absence. Designated alternates must be members in good standing and, if approved by the board, can vote as a member of the board at that meeting.

- f) If a member of the chapter Board of Directors, or his/her designated alternate, misses two or more consecutive board meetings during their term, that directorship may be considered vacant. Such vacancy shall be filled pursuant to Article Five, Section 6 of these bylaws.

SECTION 9. Board designees.

If a board member wishes to designate an alternate to attend a chapter board meeting on their behalf, that designation needs to be made in writing (via letter, facsimile or electronic mail) to the chapter President or the chapter Secretary. Such designations should be presented to the board for assent at the beginning of the actual board meeting. Designated alternates must be ASBPA and CGC Chapter members in good standing and, if approved by the board, can vote as a member of the board only at that meeting.

**ARTICLE SIX
CHAPTER OFFICERS**

SECTION 1. Number and Title.

The officers of this chapter shall be a President, no more than two Vice Presidents, Secretary and Treasurer. The officers shall hold office until each shall resign or be removed, or until a successor shall be elected and qualified.

SECTION 2. Election and Term of Office.

- a) All officers shall be elected annually by the Board of Directors at the time of the annual meeting.
- b) The term of the office for all officers shall be one year for such additional terms as they shall be elected.

SECTION 3. Removal and Resignation.

- a) Any officer may be removed for cause by vote of majority of the Directors at that time in office, at any regular meeting.
- b) Any officer may resign by giving written notice to the President or the Secretary of the Board of Directors. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. Vacancies.

A vacancy in any office, except the President, by death, resignation, removal, disqualification or any other cause shall be filled by appointment of the President and confirmed by the Board to serve the remainder of the term.

SECTION 5. President.

The President shall be the chief executive officer of the chapter. He/she shall preside at all meetings of the chapter, the Board of Directors and the Executive Committee. He/she shall be an ex-officio member for all committees of the association and shall have such other powers and duties as may be prescribed by the Board of Directors, the Executive Committee or the bylaws.

SECTION 6. Vice Presidents.

- a) There shall be no more than two Vice Presidents, typically no more than one from each of the major regions in the Central Gulf Coast. One of the Vice Presidents shall be appointed as First Vice President by the President. Whenever possible, Vice Presidents should reside in a state other than that of the President.
- b) In the absence or disability of the President, the First Vice President, or his/her designee, shall perform all of the duties of the President, and when so acting shall have all the powers of and be subject to all restrictions upon the President. The First Vice President will continue to serve in this capacity until the next regular election of officers by the board.
- c) The Vice Presidents shall have such powers and perform such duties as, from time to time may be prescribed for them by the President, Board of Directors, the Executive Committee or the bylaws.

SECTION 7. Secretary.

- a) The Secretary shall attend all meetings of the chapter, Board of Directors and Executive Committee. In case he/she cannot attend a meeting for any cause, the body holding such meeting may appoint a Recording Secretary Pro-Tem.
- b) The Secretary shall keep or cause to be kept, at the principal office of the chapter of such other place as the Board of Directors may order, a book of minutes of all meetings of the chapter, Board of Directors, and Executive Committee. The minutes shall include the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at meetings of the Board of Directors and Executive Committee, the number of members present or represented at association meetings and proceedings thereof.
- c) The Secretary shall have access to a register from the principal office of the association showing the names of all members and their respective addresses.
- d) The Secretary shall give, or cause to be given, notice of all meetings of the chapter, Board of Directors and Executive Committee as required by the bylaws.
- e) Within 30 days after the annual meeting, the Secretary shall forward the current bylaws, minutes of the annual meeting, and the list of officers and directors.
- f) The Secretary shall authorize such other powers and perform such other duties as may be prescribed from time to time by the President, the Board of Directors, the Executive Committee or the bylaws.

SECTION 8. Treasurer.

- a) The Treasurer shall oversee the handling of all the funds of the chapter and the deposit of all money and other valuables in the name and to credit of the chapter with such depositories as may be designated from time to time by Executive Committee.
- b) The Treasurer shall administer the disbursement of funds of the association as may be ordered by the Executive Committee, shall render to the Board of Directors or to the President, whenever requested, an account of all or his/her transaction as Treasurer and the financial operations of the association.
- c) The Treasurer shall prepare an annual budget, in conjunction with the President, for board approval prior to the beginning of the fiscal year.
- d) The Treasurer shall prepare an annual financial report and forward it to the association by January 15.

ARTICLE SEVEN

CHAPTER EXECUTIVE COMMITTEE

SECTION 1. Composition.

There shall be an Executive Committee which shall consist of the officers of the CGC Chapter, the immediate Past President during the one-year period following the expiration of his/her term as President, various directors from the general board, and may include the chairman of such Standing or Special Committees and such other directors as the President may designate, subject to the acknowledgement of the Board of Directors, for the efficient operation of the chapter. Members of the Executive Committee shall hold office for a period of one year or until the appointment and qualification of their successors. The Executive Committee shall consist of an odd number of members.

SECTION 2. Powers and Duties.

The Executive Committee shall assume the duties of the Board of Directors during the interim between meetings of the Board, and shall perform such other duties as the Board of Directors shall from time to time delegate to it. The committee may waive its power in any case and refer such case back to the Board of Directors upon all action taken during the interim.

SECTION 3. Meetings.

- a) The President may call regular meetings of the Executive Committee with no less than 72 hours of notice.
- b) Special meetings of the Executive Committee may be called by the President or by any three members of the Executive Committee upon request to the Secretary.
- c) Should any emergency arise where immediate action is necessary by the Executive Committee, a telephone poll of the Executive Committee may be instituted by the President to obtain the advice of its members.

SECTION 4. Quorum.

A simple majority of the members of the Executive Committee shall constitute a quorum for transaction of business, unless a greater number is required or fixed by the Board of Directors, Executive Committee or bylaws. In the event a quorum is not present, official approval of action taken shall be carried over the next meeting when a quorum is present.

ARTICLE EIGHT OTHER CHAPTER COMMITTEES

SECTION 1. Appointments.

The President shall appoint such standing and special committees as he or she may deem appropriate or as mandated by these bylaws.

SECTION 2 Additional Committees.

The Board of Directors may initiate and establish additional committees as they deem appropriate.

SECTION 4. Bylaws Committee.

In even-numbered years, the President shall appoint a minimum of three members of the Board of Directors to serve as the Bylaws Committee to review the chapter's bylaws and suggest affirmations or changes.

ARTICLE NINE FINANCES

SECTION 1. Board Responsibility

The CGC Chapter's Board of Directors shall control all funds of the chapter and establish an annual budget. Processing of funds and the method of accounting shall be subject to Board authorization and approval. Through authorization by the Board of Directors, the chapter shall conduct business procedures that are normal and in keeping with the chapter's purposes.

All revenue, profit, income and funds received shall be used solely for the promotion of the purposes of the CGC Chapter, and no portion thereof shall inure to the benefit of members of the chapter. This shall not preclude officers and directors from reimbursement for board approved expenses for efforts on behalf of the chapter.

SECTION 2. Fiscal Year

The fiscal year of the chapter shall begin on January 1 of each year and end on December 31 of the same year.

ARTICLE TEN BYLAWS AMENDMENTS

SECTION 1. Approval of Amendments

Bylaws shall be adopted, amended or repealed only by the vote of a majority of the membership in good standing present at any meeting of the chapter and at which a quorum is present. The national ASBPA board will review any changes for consistency with the national bylaws.

ARTICLE ELEVEN RULES OF ORDER

SECTION 1. Rules of Order

Robert's Rules of Order shall prevail in the conduct of all meetings of the members of the chapter, the Board of Directors, and the Executive Committee. In any conflict between the chapter's bylaws and Robert's Rules of Order, the bylaws take precedence.

ARTICLE TWELVE DISSOLUTION

SECTION 1. Dissolution

The chapter may be dissolved, the voting and initiative for which shall be the same as provided for amendments of the bylaws. On dissolution of the chapter, any funds remaining shall be distributed to the Association.

SECTION 2. Involuntary Dissolution

The chapter may be dissolved for cause by the Association Board of Directors upon thirty (30) days notice to the officers of the chapter.