

BYLAWS OF THE MID-ATLANTIC CHAPTER OF THE SOCIETY FOR ECOLOGICAL RESTORATION INTERNATIONAL

ARTICLE I. NAME, GEOGRAPHICAL LIMITS, AND AFFILIATION

Section 1. NAME – The name of this organization shall be the Society for Ecological Restoration International, Mid-Atlantic Chapter, hereafter referred to as the Chapter.

Section 2. GEOGRAPHICAL LIMITS – The geographical limits of the Chapter shall be New York, New Jersey, Pennsylvania, Delaware, Maryland, the District of Columbia, Virginia, and West Virginia.

Section 3. AFFILIATION – The Chapter shall comply with the Bylaws of the Society for Ecological Restoration International, Inc., hereafter referred to as the Society.

ARTICLE II. OBJECTIVES AND ACTIVITIES

Section 1. OBJECTIVES AND ACTIVITIES – While complying with the Statement of Policy in the Bylaws of the Society, the objectives and activities of the Chapter are:

- a. To encourage practice and research in all areas related to the preservation, restoration, creation, or management of ecological communities.
- b. To disseminate scientific and technical information related to the preservation, restoration, creation, or management of ecological communities through meetings, publications, and the printed and electronic media to the Members of the Chapter, to public and private institutions, and to the general public throughout the geographical limits of the Chapter.
- c. To promote the exchange of information related to the preservation, restoration, creation, or management of ecological communities among interested person, groups and institutions throughout the geographical limits of the Chapter.
- d. To develop and promote technical and ethical guidelines for the preservation, restoration, creation, or management of the region's ecological communities.
- e. To conduct programs of public education to raise awareness, interest, and understanding of the value and limitations of all aspects of the preservation, restoration, creation, or management of ecological communities throughout the geographical limits of the Chapter.
- f. To articulate and advance the Chapter's positions relative to scientific and technical matters pertaining to public policy regarding the preservation, restoration, creation, or management of ecological communities.

- g. To advise and consult public agencies within the geographical limits of the Chapter regarding the improvement of standards and criteria for the preservation, restoration, creation, or management of ecological communities.

ARTICLE III. CHAPTER OFFICE

Section 1. LOCATION – The Chapter office shall be located within the geographical limits of the Chapter.

ARTICLE IV. CHAPTER MEMBERSHIP

Section 1. QUALIFICATIONS – Any person, group, business, or organization who/which:

- a. resides or conducts ecological restoration activities within the geographical limits of the Regional Chapter;
- b. pays the annual Chapter Membership dues; and
- c. is a voting Member of the Society;

is a Member of the Chapter. Only Chapter Members may be elected to hold office in the Chapter and may vote in the election of Officers and may vote for such business as may be referred to the Membership.

Section 2. DUES – Membership dues shall be payable annually within 30 days of the notice of payment due. The Board of Directors of the Chapter shall establish the Membership dues rates.

Section 3. CONTINUATION AND/OR TERMINATION OF MEMBERSHIP – Each qualified applicant for Chapter Membership shall, subject to termination provisions set forth in the Bylaws of the Society, continue as a Chapter Member so long as the applicable dues are paid as described in Section 2 of Article IV.

ARTICLE V. SUBSCRIBERSHIP

Section 1. QUALIFICATIONS – Any person, group, business, or organization who/which:

- a. may or may not reside or conduct ecological restoration activities within the geographical limits of the Regional Chapter;
- b. pays the annual Chapter Subscribership dues; and
- c. is not a voting member of the Society;

is a Subscriber of the Chapter.

Section 2. DUES – Subscribership dues shall be payable annually within 30 days of notice of payment due. The Board of Directors of the Chapter shall establish the Subscribership dues rates.

Section 3. CONTINUATION AND/OR TERMINATION OF SUBSCRIBERSHIP – Each qualified applicant for Chapter Subscribership shall continue as a Chapter Subscriber so long as the applicable dues are paid as described in Section 2 of Article V.

ARTICLE VI. CHAPTER OFFICERS AND BOARD OF DIRECTORS

Section 1. POWER AND AUTHORITY OF THE CHAPTER BOARD OF DIRECTORS – The Board of Directors shall control the business and affairs of the Chapter.

Section 2. MEMBERS OF THE CHAPTER BOARD OF DIRECTORS – The Board of Directors of the Chapter shall consist of:

- a. The Chapter President, the Past President, the Vice President, the Secretary, and the Treasurer.
- b. Up to eight (8) Chapter Board State Representatives, preferably, but not necessarily, one each from New York, New Jersey, Pennsylvania, Delaware, Maryland, the District of Columbia, Virginia, and West Virginia.
- c. Up to three (3) Chapter Board At-Large Representatives, from anywhere within the Chapter's geographical limits.

Section 3. OFFICERS AND DUTIES – Officers of the Chapter shall consist of a President, a Vice President, a Secretary, and a Treasurer. Their duties are:

- a. The President should provide overall leadership and direction of the Chapter and preside as chair at all meetings of the Board of Directors. The President shall appoint, with the advice of the Board of Directors, chairs of all the Board and Ad Hoc Committees as described in Article VII.
- b. The Vice President shall assume the duties of the President in the absence or upon the inability of the President to serve, and shall perform any duties assigned by the President.
- c. The Secretary shall be responsible for recording the minutes of all the Meetings; the issuance of Meeting minutes; the maintenance of the Membership records as provided to the Secretary by the Treasurer; and the distribution, acceptance, tallying of election ballots.

- d. The Treasurer shall be responsible for the receipt and disbursement of funds of the Chapter and shall submit quarterly financial reports to the Board of Directors and an annual financial report at the Annual Meeting.

Section 4. TERMS OF OFFICE

- a. The President and Vice President shall serve three-year terms, taking office upon their election at the Annual Meeting and terminating their offices at the Annual Meeting three years later, or upon election of their successors. Each President or Vice President may serve a maximum of two consecutive three-year terms.
- b. The Secretary and the Treasurer shall serve three-year terms, taking office upon election at the Annual Meeting and terminating their offices three years later at the Annual Meeting, or upon election of a successor. The first Secretary and Treasurer elected following establishment of the Chapter shall have staggered terms such that the Secretary shall serve a term of two years and the Treasurer shall serve a term of three years. Each Secretary or Treasurer may serve a maximum of two consecutive three-year terms.
- c. The State Representatives shall serve three-year terms, taking office upon election at the Annual Meeting and terminating their offices three years later at the Annual Meeting or upon election of their successors. The first set of State Representatives elected following establishment of the Chapter shall have staggered terms such that two State Representatives shall serve one-year terms, two State Representatives shall serve two-year terms, and two State Representatives shall serve full three-year terms. Each State Representative may serve a maximum of two consecutive three-year terms, except that the four initial State Representatives who serve abbreviated terms of one year or two years shall be eligible to serve two consecutive full three-year terms following their initial abbreviated terms.
- d. The At-Large Representatives shall serve three-year terms, taking office upon election at the Annual Meeting and terminating their offices three years later at the Annual Meeting or upon election of their successors. Each At-Large Representative may serve a maximum of two consecutive three-year terms.
- e. A Chapter Member who has served for two full terms as either a State or At-Large Representative is eligible for consideration for successive term in that office, but only after a three-year hiatus.
- f. The Past President shall serve a three-year term, taking office at the Annual Meeting immediately following presidency and terminating the office three years later at the Annual Meeting or upon replacement by a new Past President through election of a new President. Each Past President may serve a maximum of two consecutive three-year terms.

Section 5. VACANCIES – If the office of the President is vacated for any reason, the Vice President shall assume the duties of the President for the balance of the unexpired term of the President. The Board of Directors shall fill all other vacancies of any unexpired term of an elective office through appointment of Chapter Members.

Section 6. RESIGNATION OF OFFICERS AND BOARD MEMBERS – Any Officer or Representative may resign at any time by giving written notice to the Board of Directors, the President, or the Vice President. Any such resignation shall be effective immediately upon receipt of such notice, unless otherwise specified in the notice.

ARTICLE VII. BOARD AND AD HOC COMMITTEES

Section 1. ESTABLISHMENT. The Board may by resolution establish or disestablish Board Committees. The composition, size, purpose and powers of each committee shall be provided in any such resolution. Except as otherwise provided in such resolution or these Bylaws, the President shall be ex-officio on each committee. In addition to Board Committees, which have permanent or extended mandate, there may also be Ad Hoc Committees.

Section 2. BOARD COMMITTEES. Board Committee status shall be granted to those Board Committees with continuing, long-term responsibilities. Board Committees require direct action by the Board. The chairperson of each Board Committee shall be approved by the Board for a term of one year and may be re-appointed by the Board annually. The chairperson of each Board Committee, who may also be a duly elected member of the Board, shall appoint committee members, at least one of whom shall be a current Director. Chairpersons shall report to the Board through the President when the Board is not in session. A list of Board Committees and their essential responsibilities is located in Appendix A.

Section 3. AD HOC COMMITTEES. Additional special committees may be appointed at any time by the President or the Board, or may be created by any group of members.

Article VIII. ELECTIONS AND VOTING

Section 1. ELECTIONS – The Nominating Committee shall present to the Board (in sufficient time to allow delivery to the Chapter Membership as indicated under Section 1e below) a proposed slate of Officer and Representative candidates selected under the following criteria:

- a. All nominees must be Chapter Members;
- b. Prior approval shall be obtained from each candidate;
- c. The candidates for each office should, to the greatest extent possible, be from different states within the geographical limits of the Chapter as described in Section 2.b of Article VI;

- d. Additional nominees may be added to the Nominating Committee's slate upon the signed support of six or more Chapter Members, subject to the prior approval of the candidate;
- e. The slate of candidates shall be submitted to the Membership as an absentee ballot, mailed at least thirty days prior to the Annual Meeting;
- f. The President shall abstain from voting in elections except to resolve a tie.

Section 2. VOTING – Any Bylaw revisions or additions and any other items of business requiring a Membership vote that have been approved by the Board of Directors during the year preceding the Annual Meeting shall be submitted to the Chapter Members as an absentee ballot for their approval.

Section 3. BALLOTING – Absentee ballots shall be received from the Chapter Members by the Secretary and shall be counted by the Nominating Committee. The chair of the Nominating Committee shall announce the results of the election and voting at the Annual Meeting. The following election and voting rules apply:

- a. Chapter Members in arrears of their dues shall forfeit their rights to vote;
- b. Completed absentee ballots must be submitted to the Secretary before the scheduled time for counting the ballots;
- c. The candidate receiving the largest number of votes on the absentee ballot shall be declared elected.
- d. Bylaw revisions or additions and other items of business requiring a Membership vote must be approved by a majority of the submitted ballots.
- e. Each Member shall be entitled to one vote upon each matter submitted to a vote by absentee ballot.

ARTICLE IX. MEETINGS

Section 1. ANNUAL MEETING – The Annual Meeting shall be held once each year for the purpose of installing Officers and Representatives, receiving reports from the Board and Ad Hoc Committees, receiving the annual financial report, and discussing other items of business that are listed on the agenda. The following items apply for the business meeting at the Annual Meeting.

- a. A quorum shall be the Members in attendance at the Annual Meeting. The affirmative vote of a majority of Members present at the Annual Meeting shall be necessary for adoption of any matter voted on, unless a greater proportion is required elsewhere in these Bylaws.

- b. Members must be notified of the Annual Meeting at least thirty days before the scheduled date of the meeting.
- c. Items to be considered for the agenda of the business meeting at the Annual Meeting must be submitted to the President at least six weeks prior to the date of the Meeting.
- d. The President, or in his/her absence, the Vice President, or in their absence, any Member chosen by the Board of Directors present, shall call the Annual Meeting to order and shall act as chairperson of the Annual Meeting. If the Secretary serves as the presiding officer, the Secretary may appoint any other Member to serve as secretary of the Annual Meeting.
- e. A person need not be a Chapter Member or Subscriber in order to attend the Annual Meeting.
- f. The order of business and parliamentary procedures at the Annual Meeting shall follow the latest version of *Robert's Rules of Order*.

Section 2. CHAPTER BOARD OF DIRECTORS MEETING – The Board of Directors meetings shall be held at least once each year at the Annual Meeting. More frequent meetings are encouraged. The following items apply to any Chapter Board of Directors meeting:

- a. Meetings shall be held at such a place as the Board of Directors shall designate within the geographical limits of the Chapter.
- b. Meetings of the Board of directors may be called at any time by the President (acting as Chairman of the Board).
- c. Notice of each meeting of the Board of Directors shall be given by written notice delivered personally or electronically or mailed or given by facsimile (FAX) to each Board Member at the address shown on the Membership role not less than seven days before the date of the meeting. Notice of a meeting need not be given to any Board Member who (1) signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or (2) who attends the meeting without protesting lack of notice prior to the business part of the meeting. Notice of meetings shall include a written agenda.
- d. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken

shall state that the action was taken by written consent of the Board of Directors without a meeting and that the Bylaws authorize the Directors to so act, and such statement shall be *prima facie* evidence of such authority.

- e. A quorum for transacting business shall be a majority of the Board Members then in office, but a majority of the Board Members present (though less than such quorum) may adjourn (reschedule) the meeting without further notice.
- f. Order of business and parliamentary procedures at Board meetings shall follow the latest version of *Robert's Rules of Order*.
- g. Any action permitted or required to be taken by the Board of Directors may be taken without a meeting, if more than half of the Members of the Board consent in writing to such action. Such action by written consent shall have the same force and effect as an equivalent vote of the Board Members and shall be filed with the minutes of the next Board meeting.
- h. Members of the Chapter may attend Board of Directors meetings, but may not vote on motions made by the Board.

Section 3. OTHER MEETINGS – The Chapter's Board of Directors, or chairs of the Board Committees, or chairs of the Ad Hoc Committees may schedule Other Meetings including field trips and workshops on various aspects of ecological restoration. A person need not be a Chapter Member or Subscriber in order to attend these Other Meetings.

ARTICLE X. FISCAL YEAR

The fiscal year of the Chapter shall be the calendar year.

ARTICLE XI. FINANCE AND MANAGEMENT

Section 1. EXECUTION OR ENDORSEMENT OF CHECKS – All checks, drafts, or other orders for payment of money and notes or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons, and in such a manner, as the Board of Directors shall determine by resolution.

Section 2. EXECUTION OF CONTRACTS – The Board of Directors may authorize one or more Officers or agents to enter into any contract or execute any instrument in the name of, and on behalf of, the corporation, and such authority may be general or limited to specified instances. No Officer, agent or employee shall have any power or authority to bind or obligate the corporation by any commitment, contract, or engagement, or to pledge its credit or render it liable for any purpose or in any amount unless duly authorized by the Board of Directors.

Section 3. DEPOSITS – All funds of the Chapter shall be deposited upon receipt to the credit of the Chapter in such banks or other depositories as may be selected by the Board of Directors by resolution.

APPENDIX A: BOARD COMMITTEES

Listed below are the initial proposed Board Committees of the Chapter and their principal functions:

Executive. The Executive Committee consists exclusively of the Chapter President, the Past President (for one year following Presidency), the Vice President, the Secretary, and the Treasurer. The committee acts on behalf of the Board when the Board is not in session.

Board Development Committee. The Board Development Committee shall oversee Board nominations; Board member orientation and training; Board member evaluation and organizational assessment, recognition and awards for Board service; and strategic planning and Board retreats.

Program Committee. The Program Committee shall arrange the programs for the Annual Meeting and for any special meeting and provide the President with a proposed agenda and budget at least two months prior to the meeting date.

Publications Committee. The Publications Committee shall produce and distribute a Chapter newsletter and send out notices of Chapter events, brochures soliciting Chapter Membership, and other printed materials that further the Chapter objectives and activities.

Membership Committee. The Membership Committee shall work to encourage the maximum number of persons residing or working within the Chapter's geographical limits to become Chapter Members. The Committee shall work with the Publications Committee in design and distribution of any brochures soliciting Chapter Membership.

Issues Advisory Committee. The Issues Advisory Committee shall work to advise the Board of Directors on questions of affiliation with other organizations, and on the sponsorship of conferences and workshops.