

ALL PROPOSED AMENDMENTS - COMPILED

Deletions are shown in red and ~~struckthru~~.
Additions are shown in blue and underlined.

BY-LAWS OF THE NORTHWEST CHAPTER OF THE SOCIETY FOR ECOLOGICAL RESTORATION

ARTICLE I. NAME AND AFFILIATION

The name of the organization shall be the Northwest Chapter (Chapter) of the Society for Ecological Restoration (Society). The Chapter shall also be referred to as SER-Northwest. The Chapter shall conform to the By-laws, Code of Ethics, objectives, policies, and positions as adopted by the Society, in so far as they are lawful within the Chapter's territory. Changes in the Bylaws of the Society as they pertain to the Chapter shall be adopted by the Chapter, unless the Chapter Board of Directors specifically votes not to adopt such changes.

ARTICLE II. MISSION OF THE CHAPTER

The purposes for which SER-Northwest is formed are exclusively charitable, scientific, or educational and consist of the following:

- a. Through education, communication, and advocacy, SER-Northwest is committed to ecological restoration and ecologically sensitive management of ecosystems in the territory defined in Article IV. Ecological restoration is the process of intentionally altering a site to establish a defined, indigenous, historic ecosystem. The goal of this process is to emulate the structure, function, diversity, and dynamics of the specified ecosystem.
- b. To do any lawful activities which may be necessary, useful, or desirable ~~for the furtherance, accomplishment, fostering, or attainment~~ to attain, accomplish, or foster ~~of~~ the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, ~~whether such others be~~ persons or organizations or any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

ARTICLE III. STATEMENT OF NON-PROFIT CHARACTER (INCORPORATION)

SER-Northwest is organized exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. Notwithstanding any other provisions of its Articles of Incorporation, SER-Northwest shall carry on only those activities permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

The Chapter is intended to be a non-profit public benefit corporation and is not organized for the private gain of any person. The corporation shall not have the power to distribute gains, profits, or dividends to its directors or Officers, and no part of its net earnings shall inure to the benefit of any Director or Officer of the corporation, or to any other individual. The corporation may compensate Directors and Officers for the reasonable value of goods or services that they furnish to the corporation.

SER-Northwest shall not endorse or support in any way any candidate for political office and not attempt to influence any votes in any election.

ARTICLE IV. TERRITORY

The territory encompassed by the Chapter shall be the area informally described as "Cascadia," and defined by the borders shown on the attached map (Exhibit 1). The territory shall be divided into ~~seven~~ the five sub-regions as shown in Exhibit 1. These sub-regions shall be called ~~Icelands, Central Coast, South Coast, Columbia, and Snake. The Central Coast subregion shall further be divided into Central Coast North and Central Coast South, with the dividing boundary being located in and around the vicinity north of Vancouver, Washington~~ Western Washington, Western Oregon, Eastern Washington, Eastern Oregon, and the area outside of those subregions, called Greater Cascadia.

ARTICLE V. MEMBERS

Section 1. Membership

Any person, business, or other group interested in the Chapter's mission and in furthering the purposes of the Chapter, who is a member of the Society for Ecological Restoration, and who maintains a paid membership in the Chapter, shall be a Voting Member of the Chapter. Members of the Chapter need not reside within the Chapter territory.

Section 2. Statement of Non-discrimination

This corporation, in the operation of its non-profit functions, shall conduct its activities and shall offer its services and benefits to all persons equally, without discrimination because of race, color, religion, national origin, sex, sexual orientation, or physical ability.

Section 3. Right of Members to Vote

Each paid membership in the Chapter entitles the person, business, or other group to one (1) vote on any question requiring a vote of the membership of the Chapter. The right to vote of a business or other group shall be exercised by an individual designated in writing by that group as its official delegate.

Section 4. Termination of Membership

Membership in the Chapter shall terminate when the member's paid membership in the Chapter expires, or in accordance with the terms of the Society's or Chapter's by-laws. Membership in the Chapter also terminates upon the death of a member and may be terminated by resignation or by resolution of the Chapter's Board of Directors. Membership may not be transferred. No members shall possess any special privilege or access or right-of-ownership to the property of the Society or the Chapter. ~~(The assets of the Chapter shall normally be managed by its Executive Committee.)~~

The Board of Directors may terminate any Chapter membership upon finding, by resolution, that a member has acted contrary to the policies and objectives of the Chapter, violated Chapter policies as established by the Board, or used the Chapter name or identification with the Chapter without authority. The member shall be informed in writing of the resolution and proposed action, invited to the Board of Directors' meeting considering the resolution, and given reasonable time at that meeting to refute the charges.

If any subregion of the Chapter believes that any Chapter membership should be terminated, that sub-region shall transmit, in writing, a request for termination along with a statement of the facts and circumstances supporting such request to the Executive Committee.

Section 5. Meetings of Members

In addition to General Meetings, meetings of the membership for any purpose or business may be called at any time by the President, upon resolution of the Board of Directors or the Executive Committee, or by petition to the President by 10% of the membership. The rules and guidelines contained in Article XI, Section 1, shall apply to these additional meetings.

ARTICLE VI. DUES

The Board of Directors of the Chapter may establish membership classifications and appropriate annual dues rates for institutions, organizations, and other categories. The Board of Directors of the Chapter shall establish dues rates for each membership classification and may establish dues rates for longer periods of time, including lifetime memberships. Disbursement of the dues to the Chapter shall be in accordance with the policies determined by the Board of Directors of the Society. All Chapter annual dues shall remain be deposited in the treasury of the Chapter. ~~Sub-regions may petition the Chapter's Board of Directors for funds as needs arise.~~

ARTICLE VII. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE MEMBERS AND ELECTIONS

Section 1. Composition of the Board of Directors

The ~~15-member~~ Board of Directors shall consist of 15 members:

- a. seven Officers of the Executive Committee elected by the general membership of the Chapter, ~~the Executive Director, and~~ the Regional Representative from SER-International;
- b. ~~and the five~~ six Subregional Representatives ~~(Rep)~~ elected by the membership of each ~~of the five~~ subregions ~~(with the exception of two Representatives for the Central Coast Sub-region, and one At-Large Representative.~~
- c. one At-Large member elected by the general membership;
- d. In the event that a suitable representative ~~for a sub-region~~ is not available for a given term, the ~~sub-regional~~ position for that term will be ~~replaced~~ filled as provided in Article VII Section 7 by an additional at-large position for a period not to exceed a 2-year Board term.

~~Each member of the Board of Directors (or his/her designate), except the Executive Director and the SER-International Representative, has voting privileges for purposes of conducting Chapter business.~~

Section 2. Qualifications to be a Board of Directors Member

Only Chapter members in good standing shall be eligible to be a member of the Board of Directors and officially represent the Chapter on business of the Society by Board of Directors or Officer appointment.

Section 3. Powers and Duties of the Board of Directors

- a. The Board of Directors shall be the governing body of the Chapter and may delegate authority to the Officers, Executive Committee, ~~Executive Director~~, and committee chairpersons.
- b. Each member of the Board of Directors (or his/her designate), except the Executive Director, has voting privileges for purposes of conducting Chapter business.
- c. All corporate powers shall be exercised by or under the authority of the Board of Directors, and the Board of Directors shall control the business, affairs, and assets of the corporation. The Board of Directors shall have the maximum power and authority ~~now or hereafter~~ provided or permitted under laws of the State of Washington to directors of public benefit corporations, acting as a Board of Directors, except that all such powers shall be exercised consistently with and in furtherance of, the irrevocable dedication of the assets of this corporation to the purpose ~~s and in the manner specified in Articles II and III of these By-laws~~ goals, mission and by-laws of the Chapter.

Section 4. Elections

The Nominating Committee shall present a slate of candidates to the membership at least ~~two months~~ 21 days prior to the General Meeting. The slate shall consist of candidates for each position except Past President, which is automatically assumed by the immediate past president. The candidates shall have been selected using the following criteria:

- a. All nominees must be Voting Members.
- b. The Executive Vice-president shall automatically be nominated for President.
- c. ~~Prior approval shall be obtained from said candidates.~~ All nominees shall have agreed to serve if elected.
- d. ~~The candidates for each office should, to the extent possible, represent different sub-regions.~~ Nominees for a Subregional Representative position must work or live in the respective subregion.
- e. Additional nominees may be added to the Nominating Committee's slate upon the signed support of six or more Voting Members, ~~subject to the prior approval of the nominee.~~
- f. ~~The slate of candidates shall be submitted to the voting membership as a written ballot, mailed at least two months prior to the General Meeting.~~

~~g. Any By-law revisions or additions approved by the Board of Directors during the year preceding the General Meeting shall be submitted to the Voting Members on the written ballot for their approval.~~

f. 21 days before the General Meeting the slate of candidates and any By-law revisions or additions approved by the Board of Directors during the year preceding the General Meeting shall be posted on the Chapter's website; be provided to all members electronically, and be available in writing to all members upon request. This ballot shall also be provided in writing to all members in attendance at the General Meeting.

g. ~~Written~~ b Ballots shall be received from the members by the Secretary of the Chapter by a specific time and date, and shall be counted by the Nominating Committee before the General Meeting. For ballot-counting purposes, the President shall appoint a replacement for any member of the Nominating Committee who has been nominated for an office.

h. Members may vote electronically, by postal mail, or in person prior to the start of the General Meeting. Instructions and deadlines for these voting methods shall be provided on the Chapter's website, and in any electronic and mail ballots transmitted to members.

Also:

~~a. Voting Members in arrears shall forfeit their rights to vote during the period of their delinquency.~~

~~b. i. Members may only vote for subregional representatives~~ A Voting Member shall be eligible to vote for Reps in the sub-region (or half of sub-region in the case of Central Coast Sub-region) for the subregion in which that Voting Member resides.

~~c. Completed, written or absentee, ballots must be submitted to the Secretary of the Chapter before the scheduled time for counting ballots.~~

~~d. j.~~ j. The candidate receiving the largest number of votes ~~on the written ballot~~ shall be declared elected. No one may hold more than one elective position simultaneously.

~~e. j.~~ j. By-law revisions or additions and ethical standards and practices revisions must be approved by a majority (fifty percent plus 1 vote) of the submitted ballots to be deemed valid.

Section 5. Compensation, Tenure, and Term Limits of Board of Directors

- a. All Board members shall serve without compensation.
- b. The election of the Board of Directors shall be held prior to June 1.
- ~~c. All members of the Board of Directors become members of the Board immediately upon their election by the members of the Chapter or the Chapter's sub-regions, or on June 1 of the year of their election whichever is later.~~
- d. All elected members of the Board shall serve a term of two years and may succeed her/himself. Members of the Executive Committee shall not serve more than two consecutive terms in any one position.
- e. Election of the Board of Directors shall be staggered to facilitate continuity within the Board from one term to the next. In odd years, elections shall be held for the President, Executive Vice President, Secretary, ~~Treasurer~~, and Subregional Representatives for the ~~Snake, Columbia, and Central Coast South~~ Western Oregon and Eastern Washington subregions, and one Representative from Greater Cascadia. In even years, elections shall be held for the Program Vice-President, Treasurer, ~~Newsletter Publications~~ Editor, and Sub-regional Representatives from the ~~Iceland, Central Coast North, South Coast~~ Western Washington and Eastern Oregon subregions, one Representative from Greater Cascadia, and one At-Large Representative elected by the general membership.
- f. In the event that a suitable subregional representative is not nominated during the relevant election year, an election will be held for an additional at large member, in lieu of an election for the subregional representative.

~~The election of the Board of Directors shall be held in the Spring and the date of taking office shall be June 1. All Board members shall serve without compensation.~~

Section 6. Quorum

For purposes of conducting business, a quorum of the Board of Directors shall consist of no less than 60% of the Board

Section 7. Vacancies in the Board of Directors

If the office of President is vacated for any reason, the Executive Vice-president shall ~~ordinarily~~ assume the duties of the President for the ~~balance remainder~~ of the unexpired term ~~of the President~~. All other vacancies on the Board of Directors shall be filled for the remainder of the unexpired term by appointments identified and approved by the Board, ~~although an appointed President shall serve only until the next scheduled Chapter election where the membership shall elect the next President~~. All appointees must be voting members of the Society.

Section 8. Termination or Resignation of Board of Director Members

Termination of a Board of Director member shall be by action of the entire Board. The Board of Directors may remove, by majority vote, any officer who is no longer a Voting Member or who otherwise meets the criteria of Article V. An officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Any such resignation shall be effective immediately upon receipt of such notice, unless otherwise specified in the notice.

Section 9. Records

Each Officer shall deliver to his/her successor the records of their office upon expiration of the term of office.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. Composition of the Executive Committee

The Executive Committee shall consist of seven elected Officers: President, Past President, Executive Vice-president, Program Vice-president, Secretary, Treasurer, and Publications Editor.

Section 2. Qualifications to be a Member of the Executive Committee

Only members of the Chapter shall be eligible to be a member of the Executive Committee

Section 3. Duties

The Executive Committee shall have the general power to administer the affairs of the Chapter between General Meetings and in the absence of a full assembly of the Board of Directors. The Executive Committee shall manage the assets of the Chapter. The Executive Committee shall periodically report its functions to the Board of Directors and Chapter members for Board/Chapter review/approval. It shall be among the duties of the Executive Committee to determine which agenda items shall require action or input

from the entire Board of Directors and which items may be handled by the Executive Committee.

Section 4. Quorum

For purposes of conducting business, a quorum of the Executive Committee shall consist of no less than 75 percent of the Executive Committee. All members of the Board of Directors are invited to meetings of the Executive Committee and shall have voting privileges during those meetings, but shall not be counted as part of the quorum.

ARTICLE IX. OFFICERS

Section 1. Names of Officers

The names of the officers of the Executive Committee shall be President, Past President, Executive Vice-President, Program Vice-President, Secretary, Treasurer, and Publications Editor.

Section 2. Duties of the President

The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the Chapter and Board of Directors, shall serve as an ex officio member of all committees except the nominating committee, and shall perform all such other duties as are incident to her/his office.

Section 3. Duties of the Past President.

The Past President shall assist the President and Board of Directors in the conducting of Chapter activities and perform the duties of President if both the President and Executive Vice President are unable to attend meetings of the Board of Directors or Executive Committee. The Past President shall serve as Parliamentarian at meetings.

Section 4. Duties of the Executive Vice-president

The Executive Vice-president shall assume and exercise the duties of the President during the absence of or upon the inability of the President to serve. S/he may be assigned other duties by the President or the Board of Directors. In the event that the Vice-president can not serve in the President's absence, the Board of Director's shall appoint a President, pro tempore.

Section 5. Duties of the Program Vice-President

The Program Vice-President shall oversee the planning and conducting of meetings, workshops, and field trips sponsored by the Chapter. The Program Vice-President shall chair the Program Committee.

Section 6. Duties of the Secretary

The Secretary shall be responsible for files and records of the Chapter. The Secretary shall keep the minutes of all meetings of the Executive Committee and the Board of Directors and all meetings of the members at which business matters require a vote of the members. The Secretary shall be in charge of the directives and documents to be sent to the members as authorized by the Board of Directors. In the event of the Secretary's absence, ~~the Executive Director shall keep minutes at meetings and distribute corresponding documents~~ the attending officers shall arrange for the taking and distribution of minutes and associated documents.

Section 7. Duties of the Treasurer

The Treasurer shall authorize the keeping and ~~maintainance~~ maintenance of adequate and correct accounts of the financial transactions of the Chapter, including accounts of its receipts and disbursements. The Treasurer shall authorize deposit of all monies in the name and to the credit of the Chapter, shall oversee the disbursement of funds of the Chapter as may be ordered by the Executive Committee or the Board of Directors, shall render an account of all financial transactions at meetings of the Board of Directors or when requested by the President, and shall prepare an annual report to be presented at the annual meeting of the membership. The Treasurer shall chair the Budget ~~Committe~~ Committee and coordinate ~~directly~~ with the Executive ~~Director~~ Committee regarding income and expenses ~~generated by the Administrative Office.~~

Section 8. Duties of the Publications Editor

The Publications Editor shall be responsible for the design, content, and production of the Chapter's electronic and print publications. The Publication's Editor will be responsible for coordinating with the ~~Executive Director~~ the Board for acquiring necessary communications and involvement in the Chapter's publications.

~~Section 9. Duties of the Executive Director~~

~~The Executive Director shall be selected and serve at the discretion of the Board of Directors. The primary role of the Executive Director is to translate policy set by the Board into action. The Executive Director shall report directly to the Board of Directors and coordinate regularly with Officers. Duties shall include the supervision of the Administrative Office which handles all membership outreach, data base maintenance, and correspondence and inquiries directed to the Chapter. The Executive Director shall coordinate with The Society for Ecological Restoration International on all applicable matters including submittals to the International newsletter. Other duties to be accomplished by the Executive Director include: subregional administrative support and coordination, development of Chapter programs, fund raising to support administrative functions and Chapter programs, production and maintenance of membership services~~

~~and materials, administrative budget accounting, meeting organization and agenda development, direct coordination with Treasurer concerning income and expenses, direct coordination with Publications Editor concerning content of publication materials, direct coordination with President regarding administrative functions, and submittal of time and effort accountability reports to the Board of Directors at the scheduled meetings. The Executive Director shall serve on the nominating committee, program committee, workshop committee, budget committee, and be a non-voting member of the Executive Committee. The Executive Director shall also assume the responsibilities of the Secretary in his/her absence.~~

ARTICLE X. COMMITTEES

Section 1. Standing Committees

The President of the Chapter shall create standing committees as deemed necessary by the Board of Directors, except for the Nominating Committee. Unless otherwise specified in these Bylaws, the President shall appoint from the membership, subject to the approval of the Board of Directors, a Chairperson of each committee. Except for the Nominating Committee and the Budget Committee, the Chairperson of any standing committee shall appoint such members as are deemed necessary for the proper functioning of the committee. The Chairperson of each Standing Committee is an ex officio member of the Board of Directors, but shall have no Board voting privileges. The Officers and the Board of ~~d~~Directors shall assist the committee chairs in forming their committees. All committee chairs shall submit a written summary of committee activities to the President or to the Secretary before the yearly General Meeting, or upon the completion of any special project.

- a. Nominating Committee: The Board of Directors shall appoint three members of the Board to serve as the Nominating Committee. At least two members shall be representatives of two different sub-regions. The ~~Nominating~~ Committee shall prepare a slate of ~~two~~ properly qualified candidates for each of the elective positions: ~~, namely,~~ President, Executive Vice-president, Program Vice-president, Secretary, Treasurer ~~y~~, Publications Editor, and subregional representatives ~~Chapter Delegate. The Nominating Committee shall send absentee ballots to all Voting Members of the Chapter at least two months prior to the General Meeting and shall tabulate the returned ballots to determine the outcome of the election. The Board of Directors shall appoint the three members of the Nominating Committee, which should include a Voting Member from each of two different sub-regions and one member of the Board of Directors.~~
- b. Program Committee: The Program Committee shall be responsible for making arrangements for the annual meeting and other Chapter sponsored meetings and field trips. The Program Vice-President will be the chairperson of the Program Committee and will be responsible for appointing a minimum of three other

Chapter members to the Program Committee. Appointed members of the Program Committee shall be approved by the President.

- c. Workshop Committee: The Workshop Committee shall be responsible for developing, planning, and conducting any workshops sponsored by the Chapter. Workshops include activities intended to facilitate the sharing of ecological restoration knowledge and training of both members and non-members in the practice of ecological restoration. The Workshop Committee shall also be responsible for reviewing workshop proposals from Subregions or other organization for funding by the Chapter and providing recommendations to the Executive Committee for approval or disapproval of funding. ~~The chairperson of the Workshop Committee will act as the liaison with the New Academy for Ecological Restoration, which is affiliated with the Society.~~ The Chairperson of the Workshop Committee shall appoint at least two Chapter members to assist in the committee's activities.
- d. Budget Committee: The Budget Committee shall provide a two-year budget for approval by the Board of Directors. The members of the committee shall also include the Executive Vice-president and the Program Vice-president.

Section 2. Temporary Committees

The President shall create such Temporary Committees as are deemed necessary by the Board of Directors. The Chairperson and the members of these committees shall be appointed by the President subject to the approval of the Board of Directors. At least one member of the Board of Directors shall serve as a member of each of these Temporary Committees. All Temporary Committees shall submit regular reports to the Board of Directors.

Section 3. Quorum

Unless otherwise provided in the resolution that established the Standing or Temporary committee, a majority of the whole committee shall constitute a quorum.

Section 4. Tenure of Committees and Their Members

The tenure of a Standing or Temporary committee is at the pleasure of the Board of Directors ~~or until the next Board of Directors assumes office.~~

Section 5. Powers of Committees

The committees of the Chapter shall have those powers and duties ~~outlined~~ specified by the Board of Directors or the President. The Chairperson of a committee shall render an accounting of the progress and current status of the committee's work. Each committee may adopt its own rules provided they are not inconsistent with rules adopted by the Board of Directors, or with the Society's or Chapter's by-laws.

ARTICLE XI. MEETINGS

Section 1. General Meeting (Annual Meeting).

A General Meeting shall be held once each year for the purpose of installing Officers and ~~Reps~~ subregional representatives ~~for~~ of the Chapter, and for the purpose of receiving reports of the Standing and Temporary committees, Board of Directors, annual financial report of the Chapter, and for any other business listed on the printed agenda.

- a. Items to be considered for the agenda of the General Meeting must be submitted ~~six~~ two weeks prior to the date of the General Meeting.
- b. The location of the General Meeting shall be determined by the Chapter Board of Directors.
- c. The presence of five percent of the members at any Chapter meeting shall be necessary to constitute a quorum for the transaction of business requiring a vote of the membership. Every decision made by a majority of the members present at a Chapter meeting, at which a quorum is present, shall be regarded as a valid act of the members.
- d. Members must be notified of the General Meeting at least ~~thirty~~ twenty-one days before the scheduled date of the meeting.
- e. The order of business and parliamentary procedures at Chapter meetings shall follow the newest edition of Roberts Rules of Order, latest revision. These Rules shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these by-laws or any special rules of order the Society or the Chapter may adopt.

Section 2. Meetings of the Board of Directors

There shall be twice-annual meetings of the Board of Directors plus such others as determined by the Board or by petition of 10 percent of the membership of the Chapter.

- a. Meetings shall be held at such place as the Board of Directors shall designate within the Territory of the Chapter. One of the meetings shall be the same as the General Meeting. The other meeting may be by tele-conference.
- b. Meetings of the Board may be called at any time by the President or by any three Directors, provided that due notice and the purpose of the call are given.
- c. Notice of meetings shall be mailed seven days prior to the meeting date to each Board member at the current address shown in the Chapter files, or by fax,

telephone, email, or personal delivery forty-eight hours before the meeting date. Notice of meetings shall include a written agenda.

- d. For purposes of transacting business requiring a vote of the full Board of Directors, a quorum of more than half of the 13 voting Board members designated in Article VII, Section 1, is required. A meeting at which a quorum is present may continue to transact business, notwithstanding the withdrawal of Board members present at the meeting, if any action taken is approved by at least a majority of the required quorum.
- e. The order of business and parliamentary procedures at meetings of the Board of Directors shall follow the newest edition of Roberts Rules of Order, latest revision.
- f. A majority of the Board members present at any meeting, although less than a quorum, may adjourn the meeting without further notice, until a quorum shall attend. If the meeting is adjourned for more than forty-eight hours, written or verbal notice of any adjournment to another time or place shall be given prior to the beginning of the adjourned meeting to the Board members who were not present at the time of the adjournment.
- g. Members of the Chapter and/or the Society may attend Board meetings, but may not vote on actions taken by the Board.
- h. Any action required or permitted to be taken by the Board may be taken without a meeting, if more than half of the members of the Board individually or collectively 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 and shall be filed with the minutes of the next noticed Board meeting.

Section 3. Meetings of the Executive Committee

In addition to the twice-annual meetings of the Board, the Executive Committee shall meet at locations and times determined by the Executive Committee for the purposes of administering affairs of the Chapter between General Meetings.

Section 4. Sub-regional Meetings

Each sub-region shall meet as frequently and for whatever purposes as desired by members of that sub-region. All members of the Chapter, the Society, and interested members of the public are welcome at Sub-regional meetings.

ARTICLE XII. LIMITATION OF AUTHORITY

In the absence of express authorization of the Executive Committee, no Officer, committee chairperson, or member shall have the ~~aet~~ [authority](#) to bind the Chapter in any manner.

ARTICLE XIII. MANAGEMENT, CONTRACTS, FINANCE, AND GIFTS

Section 1. Inspection of Corporate Records

The books of account, minutes, and committee actions and proceedings shall be open to inspection upon written demand by any Board member at any reasonable time and for any purpose reasonably related to his or her interests as a member of the Board. Such inspection may be made in person, or by any agent or attorney designated by the Board member, and shall include the right to make extracts and copies. Demands for inspection may be presented to the Board at any meeting, or to the President or Secretary, or if such demand relates to the books of account, to the Treasurer. Each such demand may be granted by the Officer to whom it is presented or the demand may be referred to the Board of Directors for action.

Section 2. By-laws and Minutes

The original or a certified copy of the By-laws, together with all amendments thereto, and the minute book shall be kept at the principal office of the Chapter (or, in its stead, in the possession of the Secretary of the Chapter), and shall be subject to inspection as provided in Article XIII, Section 1.

Section 3. Contracts

The Board may authorize any Officer or Officers, agent or agents of the Chapter, in addition to the Officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter. Such authority may be general or confined to specific instances. No Officer, agent, or employee shall have any power or authority to bind or obligate the Chapter 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.

Section 4. Deposits

All funds of the Chapter shall be periodically deposited to the credit of the Chapter in such banks, trust companies, and other depositories as the Board of Directors may select.

Section 5. Disbursements

All checks, drafts, or orders for the payment of money and notes or other evidences of indebtedness issued in the name of the Chapter shall be signed by such Officer or Officers, agent or agents, of the Chapter and in such a manner as shall periodically be determined by resolution of the Board.

Section 6. Contributions, Gifts, or Bequests

The Board may accept on behalf of the Chapter any contribution, gift, or bequest for the general purposes or for any specific purposes of the Chapter.

Section 7. Disposition of Assets on Liquidation or Dissolution

In the event all memberships are terminated, or in the event the Chapter owns or holds any assets (cash, investments, property, etc.) upon its dissolution, after paying or adequately providing for the debts and obligations of the Chapter, the Board of Directors shall wholly transfer the remaining assets to the Society. In no event shall any earnings or other property of the Society or Chapter be distributed or inure to the benefit of any member, former member, Director or Officer of the Chapter, or other private individual, or to any corporation, trust, or organization whose net earnings inure to the benefit of any individual, either directly or indirectly.

ARTICLE XIV. AUDITS

Audits of the Society's finances shall be internal.

ARTICLE XV. FISCAL YEAR

The Chapter's fiscal year is to be January 1 to December 31.

ARTICLE XVI. AMENDMENTS TO THE CHAPTER BY-LAWS

Changes in [Amendments to](#) the by-laws shall be recommended by Voting Members of the Chapter or by the Board. Such changes, when approved by ~~action of a majority (more than half) of the Board attending any officially noticed Board meeting at which a quorum is present,~~ shall be brought ~~by the Board~~ before the membership for ~~vote adoption, as provided in Article VII Section 4.~~ ~~An amendment shall be approved through approval on a written ballot by a majority (more than half) of the Voting Members submitting ballots to the Chapter Secretary.~~

ARTICLE XVII. BOARD OF DIRECTORS OR OFFICERS OF NON-PROFIT CORPORATIONS: LIABILITIES AND LIMITATIONS

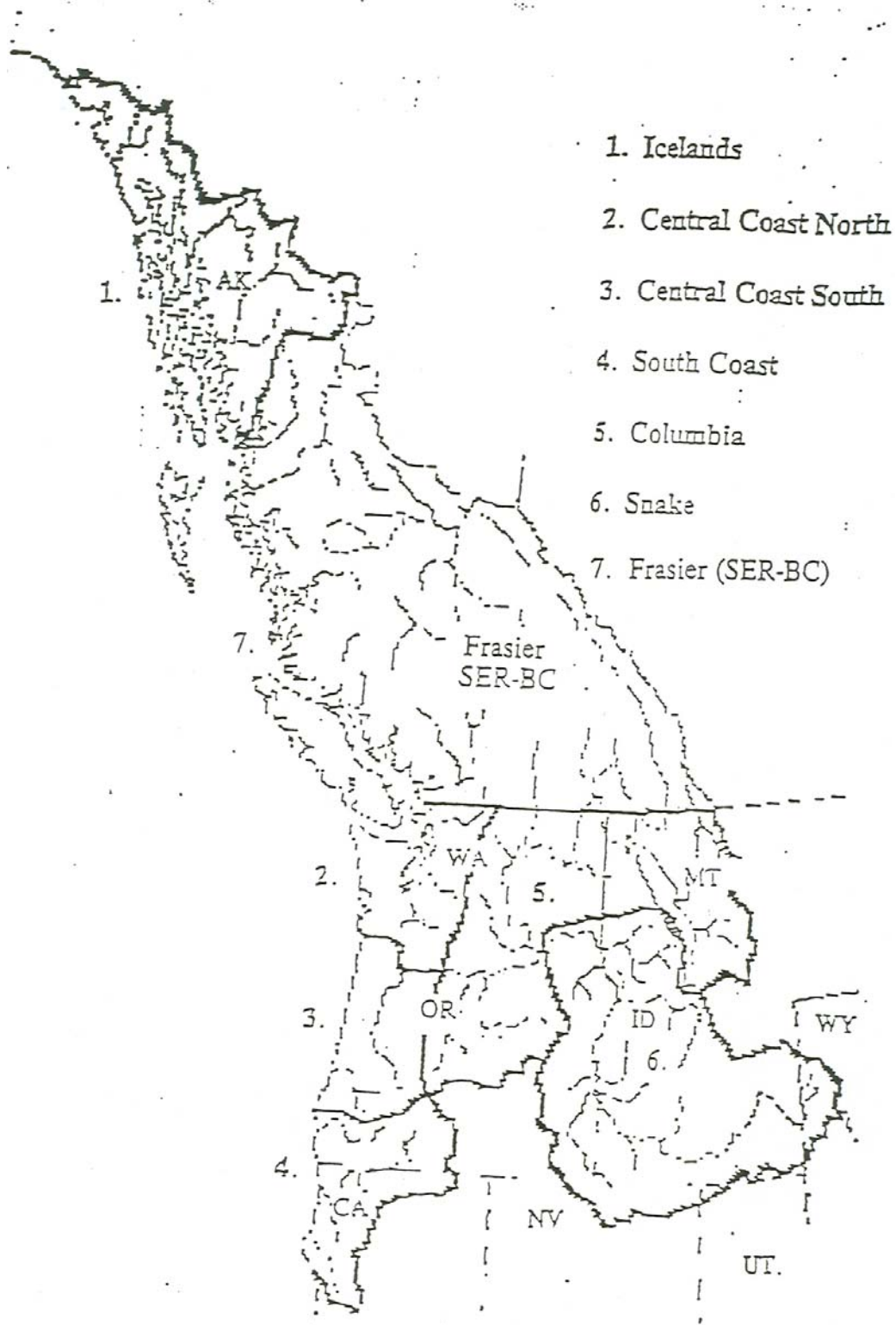
Except as provided in paragraph 2 of this article, a member of the Board or an officer of any non-profit corporation is not individually liable for any discretionary decision within his or her official capacity as a Board member or Officer unless the decision or failure to decide constitutes gross negligence.

Nothing in this section shall limit or modify in any manner the duties and liabilities of a Board member or Officer of the Corporation to the corporation or the corporation's members.

ARTICLE XVIII. WORKING GROUPS

Working Groups may form and be sponsored by SERNW after submitting a written proposal to the Program Vice-President stating the purpose and mission of the Working Group as well as its compatibility with SERNW mission statement. The rationale for formation of the Working Group, the proposed activities, organization, and expectations for SERNW support must also be included in the proposal. The Program Vice-President will then present the proposal to the Board of Directors for approval. ~~Upon approval, the Executive Director will coordinate SERNW efforts to support established Working Groups.~~ All active Working Groups have a Chair appointed or approved by the Board of Directors. The Chair of the Working Group shall report to the Board and/or Executive Committee annually.

EXHIBIT 1: THE TERRITORY OF THE NORTHWEST CHAPTER OF THE SOCIETY FOR ECOLOGICAL RESTORATION



POSTSCRIPT.

Amendments to the By-Laws proposed to the members in 2006 shall, if adopted by the members, become effective as follows:

- a. The term of the sitting treasurer at the time of adoption shall be extended for one year and run until the election of 2008.
- b. Sitting Representatives shall serve their full terms.

This Postscript shall be automatically removed from these By-Laws upon the public announcement of the results of the 2008 elections.