



This organization is known as “The Society for Ecological Restoration Ontario Chapter” and may be abbreviated as “SERO”, “SER Ontario” or “serontario” or referred in this document as the “Chapter”.

## By-Law Articles (I – XIII)

### Article I: Statement of Purpose

1. The purpose of the Society for Ecological Restoration Ontario Chapter is to encourage, within the Province of Ontario, the development of ecological restoration as a scientific and technical discipline and also as a strategy for environmental conservation and management, a technique for ecological research, and a means of developing a mutually beneficial relationship between humans and all other aspects of Earth’s environment, *sensu lato*.

### Article II: Definition of Ecological Restoration

1. SER Ontario adopts the SER International definition: Ecological restoration is the process of assisting the recovery of an ecosystem that has been degraded, damaged, or destroyed.

### Article III: Statement of Chapter Activities

1. We promote the practice, principles, and benefits of ecological restoration.
2. We represent restorationists’ viewpoints and principles on behalf of specific provincial, regional and local restoration-related issues of interest or concern to the Chapter Board and General Assembly of Members.
3. We facilitate the collection and exchange of restoration-related information internally within the SER-Ontario Membership, and externally with the wider community.
4. We provide educational opportunities for restoration ecologists and other target groups, to advocate for increased post-secondary restoration programs, and to provide information to education-related organizations.
5. We provide a range of additional member services in support of restoration activities and the development of a restoration network in Ontario.
6. We provide a discussion forum to encourage discussion of restoration ethics and philosophy, and to develop guidelines for restoration efforts.



**Article IV: Statement of Chapter Charitable/Non-Profit Status**

1. The Society for Ecological Restoration - Ontario Chapter does not operate for the purpose of gain of its members. Any profits or other accretions shall be used solely for the promotion of the Purposes and Activities. This Chapter is not formally recognized as a charity or incorporated as a non-profit organization.

**Article V: By-Law Precedence**

1. These By-Laws shall give due consideration to changes in the By-Laws of the parent organization of the Society for Ecological Restoration International, and be revised where necessary. Specifically, the Chapter By-laws must conform to the Chapter's Memorandum of Understanding (MOU) with the Society for Ecological Restoration International.

**Article VI: Chapter Office**

1. SER Ontario will operate a "virtual office" but all Board members must be listed on the Chapter website and be accessible to all members for communication. The Books and Records of the Society for Ecological Restoration Ontario Chapter shall be kept at an address in Ontario as designated by the Board members. Normally, one copy will be held by each of the officers acting as Chair and Treasurer.

**Article VII: Chapter Membership**

1. Chapter Membership is open to anyone who is interested or active in the profession and shares the ethics and principles espoused by the Society for Ecological Restoration Ontario Chapter and the Society for Ecological Restoration International. No actions, statements, or other business may be initiated by non-members. All must be Chapter members in good standing. Chapter members have the option of joining SER International but are not required to do so. Membership in SER Ontario is "rolling", i.e. good for one full year once membership is activated regardless of the date a member joins.
2. Membership Meetings
  - a. A call for an Annual General Meeting (AGM) of the Membership Assembly will be made once per year. This call will be sent in three months in advance of the AGM. If by 2 weeks in advance of the AGM date, SERS's Membership Coordinator has not received sufficient confirmation of attendance to reach quorum, the AGM may be cancelled and a virtual (email) update sent to members with a notice of cancellation. Interested non-members will be invited and encouraged to attend.
  - b. 25% of SER Ontario members shall constitute a quorum. Where meetings are required, members may vote in person or may delegate a proxy in writing. Where meetings are not required, votes may be registered in writing, by facsimile, or by electronic mail.
  - c. Voting on matters requiring action by the Membership will be determined on the basis of a simple majority of votes cast.
3. Chapter fees for Membership may be set by the Board.



### **Article VIII: Elected and Appointed Offices to the Board; Board Meeting Procedures**

1. The Board shall be composed of up to 12 chapter members, either elected or by appointment.
2. The Officers and Duties include:
  - Chair
    - Strategic planning of SER Ontario, in consultation with Board and Directors
    - Chairs Board/Director meetings and AGM
    - Maintains communications with the Society for Ecological Restoration International (SERI)
  - Treasurer
    - Responsible for all financial transactions and statements
  - Membership Coordinator
    - Communication with members and SERI (on memberships)
    - Responsible for recording terms of Board Members
  - Education Coordinator
    - Plans in-service or professional education events (one per year minimum)
    - Plans annual general meeting
  - Field Trip Coordinator
    - Plans and implements field trips (minimum one per year)
  - Publications Coordinator
    - Plans and implements Native Plant Guide (to be published every two years)
    - Brings other opportunities to the attention of the Board
  - College/University Outreach and Scholarships Coordinator
    - Plans and adjudicates SERO scholarships and any other awards
  - Communications Coordinator
    - Manages Minutes of Board meetings and AGM
    - Manages social media framework
  - Board Members-at-large
    - No assigned portfolio
    - Attends Board meetings and assists other Board members as appropriate

#### Non-voting members of the Board

- Web Site Coordinator
    - Maintains the SERO website
    - Manages PayPal
  - Past Chair
    - Acts in advisory capacity
2. All meetings follow an agenda emailed at least one day in advance. The Chair runs the meeting (a temporary Chair will be appointed if needed to run a meeting). Meetings follow consensus or, as needed, Robert's Rules of Order (*viz* Article XII).



3. Committees may be initiated by either the Board or the Membership, but will be subject to Board direction and a Board officer must serve on a Committee.
4. The Board or appointed Committees shall develop policies and guidelines for the operations of the Chapter, to be ratified by the Board.
5. Board meetings shall be held at least twice per year (in person or by conference call).
6. Proxy votes by Board members in absentia will be accepted when provided in writing, or when absent, Board members may register their vote in writing, by facsimile, by electronic mail or conference call on a specific matter under consideration by the Board.
7. Four members of the voting members of the Board shall constitute a quorum. Resolutions or decisions are passed by consensus or simple majority vote of the Board when a quorum is present. If a tie is not resolved, the proposal shall be considered to be defeated.
8. Board terms are for three years, where, per these revised By-laws, all Board positions will be open for elections starting with the January 1 2010 election cycle.
9. There is no limit to the time one person serves on the Board.
10. A call for nominations will be sent via email three months prior to the AGM. Nominations will be accepted for all open positions, even if the incumbent is prepared to stand. Candidates will have the opportunity to make a brief statement at the AGM.
11. Elections shall be conducted at the AGM of each calendar year. The Past-Chair (or designate) will conduct the election. If the Past-Chair is not available, a member of the General Assembly will act as coordinator as long as that member does not have any conflicts of interest.
12. If a Board position is not contested, the Board may acclaim the position without requiring a vote by the membership. Notice of acclaimed positions shall be posted in the newsletter and via email.
13. A Board member may request a leave of absence, to be approved by a simple majority of the remaining Board members. The member will be replaced by an acting Board member appointed by the Board. Leaves of absences are not to exceed one calendar year.
14. Board or other positions that become vacant between elections shall be filled by appointment by the Board until the next regular election.
15. The office of a Board member shall be automatically vacated if:
  - a. the Board member submits a written resignation to the Chair;



- b. the Board member is removed by simple majority vote of a quorum of Board Members or by a simple majority vote of the Assembly Membership;
- c. the Board member's term of appointment expires;
- d. the Board member does not have membership in good standing in the Chapter within two months of expected application or renewal. This grace period recognizes that the International Office, which handles all Chapter membership registration, sometimes is delayed in sending official notice to Board or the member. A Board member is advised to keep a receipt as proof of intent of membership registration in case a delay extends beyond two months.

**Article IX: Indemnification of Board members.** Every Board member of the Chapter and his/her heirs, executors, administrators, estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Chapter from and against:

- a. all costs, charges and expenses whatsoever which such Board member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for and in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her, in or about the execution of his/her office; and
- b. all other costs, charges and expenses which he sustains, or incurs, in or about or in relation to the affairs of the Chapter except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

**Article X: Fiscal Year**

1. The fiscal year for the Chapter shall be the calendar year.

**Article XI: By-law Amendment**

1. By the Board. The Board is generally charged with keeping by-laws updated. These by-laws may be altered, amended or repealed and new by-laws adopted by the Board by a simple majority of the Board when a quorum is present. Votes may be registered in person, in writing, by fax, or by electronic mail. Adequate notice of voting on by-laws shall be provided to all Board members. Where Board members have altered by-laws, the Assembly Membership will be notified and a request for comments sent. If a simple majority of the total Chapter Assembly members clearly states they want a by-law repealed, it shall be repealed.
2. By the Assembly of General Members. These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by the Assembly Membership by a simple majority of a quorum of members. Votes may be registered in person, in writing, by fax, or by electronic mail. Adequate notice of voting on by-laws shall be provided to all Members. Normally, these should be raised at the AGM but it is recognized urgency may be required and a vote may be requested and held within and at any reasonable time (the term "reasonable" refers to the need for sufficient discussion of issues and that a vote should not be held on a civic holiday).



3. No by-law that is instituted and approved by the Assembly Membership can be amended or repealed by the Board alone; only the Assembly Membership can do so.
4. No by-law can be approved if it contains language or intentions that violate Canadian or international laws.
5. By-laws shall be restricted to the purposes of due diligence and operation of the Chapter.

**Article XII: Rules of Order**

1. In the case of matters of dispute with respect to interpretation of these by-Laws and the conduct of meetings of the Membership and Board, Robert's Rules of Order shall serve as the authority in the resolution of these disputes.

**Article XIII: Disposal of Assets**

1. In the event of the dissolution or winding-up of the Chapter, all its remaining assets, after payment of its liabilities, shall be distributed to one of the registered charitable organizations in Canada.