

**THE SOCIETY FOR ECOLOGICAL RESTORATION - EASTERN CANADA /
LA SOCIÉTÉ POUR LA RESTAURATION ÉCOLOGIQUE - EST DU CANADA¹**

BY-LAW ARTICLES²

Article 1.- Mission and Purpose

Mission. The mission of the “Society for Ecological Restoration - Eastern Canada” (SER-EC hereafter) is to advance the science, practice, and policy of ecological restoration to sustain biodiversity, improve resilience in a changing climate, and re-establish an ecologically healthy relationship between nature and culture.

Purpose. The purpose of SER-EC is to encourage, within Eastern Canada, the development of ecological restoration, as a scientific and technical (applied) discipline, as a strategy for environmental consideration, as a field for ecological research, and as a means of developing a mutually beneficial relationship between human beings and nature (through ecological services provided). To do so and within Eastern Canada, SER-EC will:

- Encourage research in all areas related to the restoration of ecosystems and disseminate scientific and technical information related to the ecological restoration to its individual and organizational members, as well as the general public;
- Solicit funding and other forms of support from governmental, non-governmental, private and academic partners for activities related to ecological restoration (promotion, support to research, workshop, symposium, education and field study projects);
- Recognize individual members that have made outstanding contributions to the field of ecological restoration;
- Pursue other ecological restoration-oriented objectives that the Board determines to be in the interests of the SER-EC and in accordance to SER Global (SER hereafter)'s mission and by-laws.

Article 2.- Membership

Eligibility and duration. Membership is open to any person, group, business or organization who supports SER-EC's mission would it be because they are interested or active in the profession and shares the ethics and principles espoused by SER and SER-EC. All members of SER-EC will have to be SER members. Membership is for one year from the date of registration or renewal

¹ A French version of the current document is available upon request.

² If a rule of the SEREC By-laws is not mentioned in the current text and/or that a clarification of it is needed, the official rules of SER International By-laws will apply.

- Partnerships. SER-EC will, as feasible, develop a partnership program that offers limited and/or reciprocal services (typically through a partnership agreement with an organization) for a reduced fee (affiliate members). People affiliated with SER-EC through partnerships are not full members of the SER-EC and do not have the right to vote in elections or run for a Board position. They may not receive all of the benefits of full memberships unless they pay full regular membership fees to become full SER-EC's members in good standing. Moreover, they will not be added to SER's database and will not receive any of the communications from SER, or any SER benefits.
- Termination of Membership. The membership of an individual/organizational member shall terminate when a notice is sent for a voluntary termination, a failure to renew due membership one year later to the activation date, or adoption of a resolution by a majority vote of the Board to expel a member on a specific date, stating in a reasonably explicit way that the member has engaged in conduct materially and seriously prejudicial to the interest or purposes of SER-EC or in violation of the SER Code of Ethics

Honorary Members. In recognition of distinguished service related to ecological restoration in Eastern Canada, the nomination of a potential honorary member might come from a proposition from any regular members, including a Board Member. They should be elected by at least two-thirds majority vote of SER-EC's Board member. There would be no financial benefit associated with such recognition.

Article 3.- Governance (Appointment to the Board and Duties)

- Governance. The non-paid (i.e., as a volunteer) Board members and staff duties include:
 - Two elected co-chairs (one from Québec and one from Atlantic Provinces) [Strategic planning, Meetings' coordination and communications with SERI], a secretary, and a treasurer.
 - Minimum of 3 up to 16 elected Board members (including the 2 co-presidents) with equal participation (when possible) of representatives from Québec and Atlantic provinces [Board meeting attendance, Advisory Committees and Short-Term Working Groups Leads [Communication, Partnership and Membership Development, Science Special Events], and assistance to other Board members and the staff as appropriate)
 - Up to two non-voting observer positions
 - A representative of a SER Student Association located within the geographical area of SER-EC may also participate in Board meetings but do not have the right to vote.
 - Non-voting paid (contract services pre-approved by the Board) employees (coordinator/communication agent/accounting) may be required. If no funding is available, voluntary Board members could fulfill temporarily these positions.
- Board elected members' rules. Following a call for nominations to all regular members sent via email two months prior to the annual meeting, Board members will be elected for a term of three years.

There is no limit to the time one person serves on the Board when reelected. If Board position becomes vacant (following a written resignation) between elections, this one shall be filled by appointment of a member by the Board (provisory Board member) but this person will only fill out the remainder of the vacant position and would have to run for election after that. Accordingly, to reasons mentioned at the sub-section entitled Termination of membership (see above), a Board member could be removed by simple majority vote of a quorum of Board Members or by a simple majority vote of the Assembly Membership.

- Indemnification of Board members. Every Board member of SER-EC and his/her heirs, executors, administrators, estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmlessly out of the funds of SER-EC from and against:
 - 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;
 - all other costs, charges and expenses which he sustains, or incurs, in or about or in relation to the affairs of SEREC except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

To do so, a Directors and Officers insurance policy in place that protects and indemnifies your board and officers

- Office (*Secretariat - Administrative and Coordination Services*). SER-EC operates through a “virtual office” but all Board members will be listed on SER-EC website in order to be accessible to all members. The Books and Records will be kept held by the coordinator and store on the website and/or a SharePoint. When it will be decided by the Board, a specific registered office of SER-EC could be determined (office rental), or the office of SER-EC could be physically hosted, at no charges, by a partners’ organization.

Article 4.- Meetings’ Frequency and Procedures

- Regular Meeting. SER-EC will conduct, at least once each calendar year, a General Annual Meeting of all members and the Board either in person or electronically at such a time as the Board may determine. Efforts will be made to alternate the meetings between the provinces forming SER-EC. SER-EC will promote the use of any means of electronic communication (ex: conference call, videoconference, etc.) by which all participants in the meeting may simultaneously hear each other’s communications during the meeting. Honorary and interested non-members will be invited and

encouraged to attend but they will not be part of the voting body. **Article 4.- Meetings' Frequency and Procedures**

- Notice and confirmation of Annual General and Board meetings. Written notice stating the day and hour of the meeting, the purpose for which the meeting is called and information to join it, shall be delivered not less than thirty days (for the AGM) before the meeting by email, to each member of the electronic mailing address recorded on the membership roll. If by 2 weeks in advance of the meeting date, the coordinator has not received sufficient confirmation of attendance to reach quorum (40% of all Board Members plus 1), the meeting may be cancelled and an email updating SER-EC latest information (ex: summary report, events to come, the date of the next meeting, etc.) sent to all members with the notice of cancellation.
- Quorum and Voting. The members in attendance at an announced meeting will be the voting body for such business as may be referred to the membership for a vote. The number of members who participate in an election via electronic means will constitute a quorum/shall constitute the voting body for the election of Board members (15% of all regular members shall constitute the quorum). The affirmative vote of a majority of members (40% + one) present at a physical meeting or an electronic election shall be necessary for adoption of any matter voted on, unless a greater proportion is required and determine previously by the Board. 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 electronic mail on a specific matter under consideration by the Board.
- Conduct of Meetings. The Co-Chairs, in alternance, and in their absence, any Board members chosen by them, will call the meeting of the membership to order and will act as the chairperson of the meeting. In the absence of the coordinator, the presiding co-chairs or designated Board members may appoint any other attendee to act as the secretary of the meeting. Each voting member (as defined by the Board in accordance with these by-laws) will be entitled to no more than one vote. The conduct of meetings will follow rules of the “London Code of Conduct” (i.e., Act respectfully; Behave professionally; Communicate appropriately; Work collaboratively) and SER Codes of Ethics and Code of Conduct.
- Special Meetings and Committees. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board or by the person designated in a written request by not less than one tenth of all members of SER-EC who would be entitled to vote at the meeting. When needed, a task force committee or Special Working Group may be initiated by

either the Board or the Membership, but will be subject to Board direction and a Board member must serve on such a committee.

Article 5.- Amendment. Amendment of the current by-laws could be done by:

- 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 (i.e., at least four Board members) when a quorum is present. Votes may be registered in person or in writing 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 SER-EC Assembly members clearly states they want a by-law repealed, it shall be repealed.
- By the Assembly of Regular 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 or by electronic mail. Adequate notice of voting on by-laws shall be provided to all members. Normally, these should be raised at the annual meeting but if 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).

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. No by-law can be approved if it contains language or intentions that violate SER by-laws, Canadian or international laws. By-laws shall be restricted to the purposes of due diligence and operation of SER-EC.

Article 6.- Rules of Order. In the case of matters of dispute with respect to the 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 7.- Disposal of Assets. In the event of the dissolution of SER-EC, all its remaining assets, after payment of its liabilities, shall be distributed to one of the registered charitable organizations in Eastern Canada or to other SER Chapters in Canada.