

CHARTER FOR THE LARGE-SCALE ECOSYSTEM RESTORATION
SECTION (LERS) OF THE SOCIETY FOR ECOLOGICAL RESTORATION

(SER)

Proposed September 14, 2016

Adopted October 5, 2016

ARTICLE I – Name

The name of this organization shall be the “Large-Scale Ecosystem Restoration Section,” hereinafter referred to as “LERS” or “Section.” The LERS is a Section of the Society for Ecological Restoration (hereafter referred to as the “Society”) acting under the umbrella of the Society.

ARTICLE II – Mission, Objectives, and Guiding Principles

Section 1. Mission

It is the mission of the LERS to:

- I. Operate as a Section within the Society for Ecological Restoration to foster understanding and advancement of large-scale ecosystem restoration.
- II. Advance public education and enlightenment concerning the nations’ large-scale ecosystem resources.
- III. Provide a forum for an interchange of ideas, approaches, lessons learned, and data developed relevant to planning, policy, science, and engineering of large-scale ecosystem restoration.
- IV. Develop and encourage large-scale ecosystem restoration as a discipline by supporting student education, curriculum development, and research.
- V. Encourage and evaluate the educational, scientific, engineering, and technological development and advancement of all branches of large-scale ecosystem restoration and practice.
- VI. Encourage the knowledgeable management of and expand our understanding of sustainable large-scale ecosystem restoration.

Section 2. Objectives

The Section will raise the profile of large-scale ecosystem restoration efforts within SER. The Section will help SER foster information and knowledge exchange on large-scale ecosystem restoration through SER’s various platforms.

Section 3. Guiding Principles

Section 3.1. For this purpose, the Section Board of Directors, hereafter referred to as the “Board,” and any ad-hoc committees approved by the Board, shall keep the section membership fully informed of all proceedings and shall invite continuing guidance in the development and implementation of activities and policies from the members.

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Section 3.2. Notwithstanding any other provision within this charter, the Section shall not carry on any activities not permitted to be carried on under the charter of SER.

ARTICLE III – Membership

Section 1. Membership of the Section shall be open to all current members of SER. Application for membership will be made available as part of the SER registration on the SER website and elsewhere as deemed appropriate by SER.

ARTICLE IV – LERS Board of Directors

Section 1. Composition and Definition of the Section Board of Directors

The Board shall consist of the Section officers and ~~the seven or eight two~~ at-large directors who are not elected to Section officer positions. The Board may change the number of directors elected at-large as necessary to accommodate any change in the membership of the Section by a majority vote.

The officers of the Section shall consist of a president, president-elect, past-president, and secretary, (hereafter, the “officers”). The Board may appoint such other officers as it shall deem necessary and proper, such officers to be vested with such authority and obligated to perform such duties as shall be prescribed by the Board. All officers shall be members in good standing of SER, and thereby the Section, ~~and thereby SER,~~ and by virtue of their office be members of the Board. No person may simultaneously hold more than one office.

The o-officers of the Section shall have the following duties:

- President. Shall be the principal officer of the Section and shall in general act as “Chair” of the Board and supervise and have charge of all affairs of the Section, pursuant to the direction and oversight of the Board. Presides at all meetings of the Board and shall serve as chair of the Board. Performs all duties incident to the office of president and such other duties as may be prescribed by the Board from time to time. Accedes to the role of past-president upon expiration of his or her two (2) year term.
- President-Elect. Assumes the duties of the President in the President's absence and ~~assumes~~assume other duties assigned by the president. Accedes to the position of President at the expiration of the president's two (2) year term.
- Past-President. Assists the President as needed and provides continuity to the Board. The Past-President shall serve for one (1) year.
- Secretary. Records the minutes of all meetings of the Board and membership; maintains such minutes in one (1) or more books provided for such purpose. Sees that all notices are duly given in accordance with the provisions of the charter of the Section or as required; authenticate records of the Section; and in general perform all of the duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or the Board. The term of office for the Secretary shall be two (2) years.
- Treasurer. Treasure will be elected by general membership. Treasurer will work with SER Treasurer to manage accounts, balances, budget, and allocations/payments for LERS ~~Section~~chapter. The term of office for the Treasurer shall be two (2) years.

Section 2. Regular Meetings of the Section Board of Directors.

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There shall be, at a minimum, ~~two~~four meetings of the Board every calendar year. To the extent practical, meetings of the Board may be held by teleconference or other means that permit board members to participate.

The Board may provide by resolution the time and place for holding of regular meetings of the Board. Notices of meetings of the Board shall be communicated to the LERS Board members, via email or other communication tools adopted by the Board. ~~be posted on the SER website a minimum of ten (10) days in advance of any such meeting.~~

Section 3. Quorum.

Transaction of business at any meeting of the Board shall require a quorum ~~constituting a minimum of the simple majority (50% plus one) of the members of the Board, including at least two Section Officers and at least one at-large director.~~ If a quorum cannot be reached, any decisions shall be presented in email to missing officers and at-large directors to provide their concurrence no more than 5 business days after the date of the meeting. If missing officers or at-large directors object in writing through email within the 5 business day period, ~~the~~ decision must be revisited at the next board meeting. If missing officers or at-large directors do not inform the board on their decision, the decision will stand.

Section 4. Manner of Acting.

The act of a majority of the voting board members present at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided by law. Each voting board member shall have one (1) vote on all matters submitted to a vote of the Board. No voting by proxy shall be permitted.

Section 5. Minutes and Parliamentary Procedure.

Full minutes of each meeting of the Board shall be recorded by the secretary, containing results of the deliberations of the Board. The minutes shall be submitted to the Board for approval at the subsequent meeting of the Board. All meetings of the Board shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with the charter of the Section or rules adopted by the Board for its own governance.

Section 7. Elections or Appointment, Term, and Nominations

Section 7.1. Elections or Appointment

Twelve at-large directors shall be selected by the Section membership in elections held for this purpose. Six at-large directors shall be selected by the membership in each election so that the board membership shall be divided into two six board member cohorts whose terms in office shall overlap by two years. For this purpose, elections shall be held in two consecutive years and no elections shall be held in the third year until the cycle resumes. The duly elected directors shall select the President-elect, Secretary, and Treasurer shall be elected from amongst their ranks by the membership in elections held for this purpose in even-numbered years; provided, however, Officers shall serve until their successors have been duly elected and qualified. Officers may serve. No elected officer shall hold two (2) successive terms in office if so elected by the Board. The exceptions to the officer selection process are as follows: the President shall automatically become Past-president, and the President-elect shall automatically become the President at the end of their

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~~respective terms in those offices. Directors other than officers shall be elected by the membership in elections held for this purpose in even-numbered years.~~

Section 7.2. Term

The term of each elected member of the Board shall ~~be three (3) last no more than 2~~ years. Members can serve up to three (3) consecutive terms (maximum of nine (9) years, after which they must step down for a period of at least one year. If they are re-elected after a minimum one year off the board, term limits start over as they would to any newly elected board member. The exceptions are that once a person is selected as President elect, they will serve a second two year term as President, and then a third two year term as Past president, unless they should elect to resign from their role on the Board.

Section 7.3. Nominations

The Board shall select a nomination committee of six (6) members of the Section to present a slate of ~~one or more~~ nominees for ~~at-large director~~~~each elected office~~ to the membership at least thirty (30) days prior to the annual business meeting. The nominating committee shall solicit nominations and recruit volunteers from the membership.

Section 8. Removal or Resignation of Board Members

Section 8.1. Members of the Board of directors may be removed from their elected or appointed office for just cause (e.g., major infraction of the charter or illegal acts) upon majority vote of the Board of Directors at a regularly scheduled meeting with a quorum present. ~~The~~An action of removing a member of the Board should be initiated by at least three directors at large or the President.

Section 8.2. The membership may petition the Board for removal of a board member by written request to the President.

Section 8.3. Any board member may resign at any time by giving written notice to the president and secretary. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 9. Vacancies

Any vacancy occurring in the Board may be filled at any time by the Board. A board member appointed by the Board to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. Vacancies may be filled by the affirmative vote of a majority of the Board present at a meeting at which a quorum is present.

Section 10. Standing Committees - Standing committees will be established with committee chairs appointed by the ~~p~~President. Each committee shall be constituted of no less than three (3) members in good standing.

Section 11. Resolutions

Resolutions proposed from within the general membership of the ~~CLER- Section~~ shall be submitted to the Secretary for referral for Board action.

Section 12. Reporting

The Chair of the Section board shall report to the Chair of the SER Board of Directors or designee.

ARTICLE V – Dues, Finances, Books, and Records

Section 1. Dues

Section 1.1 Annual dues shall be assessed in an amount to be determined by the Board at a regularly scheduled meeting. Notice of any change in annual dues shall be provided to the membership in accordance with the rules and regulations regarding payment of dues to the Society. Dues to the Section are to be paid and collected by the Society on its behalf.

Section 2 Finances

Section 2.1 The fiscal year of the Section shall be aligned with SER's fiscal year.

Section 2.2 All funds of the Section shall be deposited to the credit of the Society in an account separate from the Society's general funds and maintained solely for the use of the Section in such banks, trust companies, or other depositories as the SER Board may select. The Board and Officers or other such designated agent(s) of the Section retain all rights to review, inspect, and audit such accounts as held by the Society on its behalf within fifteen (15) business days following written notice~~d~~ provided electronically, via FAX, or by mail.

Section 3 Membership Records

The Society shall keep complete and accurate membership~~s~~ rolls of the Section. Updated and accurate membership databases are to be maintained by the Society and provided to the Section Board on a quarterly basis. The Board and Officers retain all rights to review, inspect, and audit such records as held by the Society on its behalf within fifteen (15) business days following written notice~~d~~ provided electronically, via FAX, or by mail.

ARTICLE VI – Compensation

Section 1 Officers and board members as such shall not receive any financial compensation for their service as an officer or board member. Nothing herein contained shall be construed to preclude an officer or board member from serving the Section in any other capacity and receiving reasonable compensation for such service.

ARTICLE VII – Inurement

Section 1 No part of the net earnings of the Section shall inure to the benefit of, or be distributable to, its officers, board members, committee members, or other private persons, except that the Section shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE VIII – Meetings

Section 1. Membership Meetings

Meetings of the voting membership shall be held every ~~two~~ years~~s~~. This meeting shall be known as the business meeting. The Board may provide by resolution the time and place for the holding of additional regular meetings of the voting membership, with a minimum of at least forty-five (45) days' notice. Notice may be communicated in person or by telephone, internet, email, or mail.

Section ~~24~~ Order of Business

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The order of business at the biennial business meeting and all other special meetings approved by the Board shall be in accordance with [the latest edition of Robert's Rules](#) of Order, except where this may conflict with the charter of the Section.

ARTICLE IX – Amendment of Charter

- Section 1 The charter may be amended by a two-thirds vote of section members in good standing and approval by the Society's Board. Proposals for amendments may be generated in the following ways:
- Recommendation of a majority of the voting members of the Board.
 - A petition signed by not fewer than 2.5 percent of the Section membership eligible to vote and presented to the president at least thirty (30) days prior to the Section business meeting. The secretary shall determine if the signatories are members in good standing within thirty (30) days of receipt.

ARTICLE X – Society Representation

No member of the Section will represent the Section without the prior approval of the Section Board of Directors.

ARTICLE XI – Dissolution

- Section 1 The Section may be dissolved by a vote of the SER board; or, by two-thirds vote of all members of the Section.
- Section 2 If the Section is dissolved, all net assets will remain with SER.