

**BYLAWS SUBMITTED FOR RATIFICATION
OF
SOCIETY FOR ECOLOGICAL RESTORATION
CENTRAL ROCKIES CHAPTER**

January, 1997

ARTICLE I. NAME, GEOGRAPHICAL LIMITS AND AFFILIATION

Section 1. NAME – The name of this organization shall be the Society for Ecological Restoration, Central Rockies Chapter, hereinafter referred to as the Chapter.

Section 2. GEOGRAPHICAL LIMITS - The geographical limits of the Chapter shall be Colorado and Wyoming.

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

ARTICLE II. DEFINITION OF ECOLOGICAL RESTORATION

Ecological Restoration is the process of *assisting the recovery and management of ecological integrity. Ecological integrity includes a range of variability in biodiversity, ecological processes and structure, regional and historic context, and sustainable cultural practices.*

ARTICLE III. MISSION STATEMENT AND OBJECTIVES

Section 1. MISSION STATEMENT - The mission of the Chapter shall be to foster ecological restoration awareness, understanding, and activities among a broad spectrum of participants.

Section 2. OBJECTIVES - Objectives of the Chapter shall be as follows:

- a. To generate on-going community-based volunteer ecological restoration activities and projects on public and private lands.
- b. To foster a growing sense of connection for participants with indigenous ecosystems.
- c. To develop ecological restoration as a science, art and conservation strategy through research and activities related to all areas of restoration, creation and management of ecological communities.

- d. To promote the exchange of information related to ecological restoration through newsletters, society publications and meetings.
- e. To educate the general public, public agencies, private groups and institutions through events, public programs, workshops, publications and guidelines on restoration, creation and management of ecological communities.
- f. To advise and consult with public agencies regarding improvement of standards and criteria for restoration, creation or management of ecological communities.

ARTICLE IV. CHAPTER OFFICE

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

ARTICLE V. 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 National 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. Dues for the chapter shall be billed with and payable to the Society for Ecological Restoration, for distribution to the Chapter.

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 V.

ARTICLE VI. 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 National 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/OF 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 VI.

ARTICLE VII. SUBREGIONS

Section 1. SUBREGIONS - The Board of Directors of the Chapter may determine that the geographic limits of the Chapter should be divided into Subregions in order to best achieve the objectives and activities of the Chapter (Article III, Section 1). In such an event, the Chapter Bylaws should be amended by the Chapter Board of Directors and approved by, the Chapter Members at the Annual Meeting to define the geographic limits of the Subregions and the administrative structure of the Subregions.

ARTICLE VIII. 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 (for one year following Presidency), the Vice President, and the Secretary/Treasurer.
- b. One Representative from each of the Subregions, should the geographic limits of the Chapter be divided into Subregions
- c. Chairperson of Standing Committees

Section 3. OFFICERS AND DUTIES - Officers of the Chapter shall consist of a President, a Vice President and a Secretary/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.
- 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/Treasurer shall be responsible for recording the minutes of all meetings and the issuance of meeting minutes and of the maintenance of the membership records. The Secretary/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 one-year terms, taking office upon their election at the Annual Meeting and terminating their office at the next Annual Meeting or upon election of their successors.
- b. The Secretary/Treasurer shall serve a one-year term, taking office upon election at the Annual Meeting and terminating one year later at the Annual Meeting, or upon election of a successor.
- c. Subregional Representatives shall serve two-year terms, taking office upon election at the Annual Meeting or upon election of their successors.

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. All other vacancies of any unexpired term of an elective office shall be filled through appointment of Chapter Members by the Board of Directors although, an appointed Vice President shall serve only until the next scheduled Annual Meeting where the membership shall elect the next President.

Section 6. RESIGNATION OF OFFICERS AND BOARD MEMBERS - Any officer or Board member 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 IX. STANDING AND OTHER COMMITTEES

Section 1. GENERAL - Standing Committees may be established or combined by the Board of Directors at any Annual or special meeting. The purpose and powers of any

such committee shall be provided in any such resolution. The membership of each committee shall appoint the Committee chairs.

Section 2. DUTIES - The duties of the established Standing Committees are:

- a. Elections Committee. The Elections Committee shall prepare a slate of qualified candidates for each of the elective positions, namely: President, Vice President, Secretary/Treasurer, and each of the Regional Representatives. The Elections Committee shall send absentee ballots to all Chapter Members at least thirty days prior to the Annual Meeting and shall tabulate the returned ballots to report the outcome of the election at the Annual Meeting. The election process shall approximate the following schedule:
 - o Requests for nominations shall be sent on arrival of Bald Eagles in Colorado (November 1)
 - o Mailing of ballots and announcement of annual meeting to general
 - o Return ballots and meeting registrations to Elections Committee when Black Bears give birth (February 12)
 - o Annual Meeting set at time of early flowering of Pasque Flowers (March 10)
- b. Volunteer Project Committee. The Volunteer Committee shall evaluate and select restoration sites; recruit, train and coordinate volunteers; and manage restoration and monitoring of volunteer projects.
- c. Outreach Committee. The Outreach Committee shall organize public lectures, workshops and festivals and shall provide for public agency support.
- d. Program Committee. The Program Committee shall arrange the programs for the Annual Meeting, Summer Field Tours and for any special meeting and provide the President with a proposed agenda and budget at least two months prior to the meeting date.
- e. Publication Committee. The Publications Committee shall produce and distribute notices of Chapter events, brochures soliciting Chapter Membership, and other printed materials that further the Chapter objectives and activities.
- f. 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.

Section 3. OTHER COMMITTEES - Other Committees may be appointed at any time by the President or the Board of Directors, or may be created by any group of Members. Such Committees shall present progress or final reports to the President and/or the Board of Directors, and, if requested by the Board of Directors, to the Membership at large.

ARTICLE X. ELECTIONS AND VOTING

Section 1. ELECTIONS - The Elections Committee (See Sections I and 2 of Article D-) shall present at least two months prior to the Annual Meeting, a slate of Officer and Board Member 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 subregions or from different states within the geographical limits of the Chapter;
- d. Additional nominees may be added to the Elections Committee's slate candidate;
- e. The slate of candidates and any other item of business requiring a membership vote shall be submitted to the Membership as an absentee ballot, mailed at least thirty days prior to the Annual Meeting.

Section 2. BALLOTING - Absentee ballots shall be received from the Chapter Members and shall be counted by the Secretary/Treasurer. The chair of the Elections 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 shall forfeit their rights to vote;
- b. Completed absentee ballots must be submitted to the Secretary/Treasurer 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. 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 XI. MEETINGS

Section 1. ANNUAL MEETING - The Annual Meeting shall be held once each year for the purpose of installing Officers and Board members, receiving reports from the Standing and Special Committees, receiving the annual financial report, sharing information and plans for the year, 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 business meeting at the Annual Meeting. The affirmative vote of a majority of Members present at the 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, and in his/her absence, the Vice President and in their absence, any person chosen by the Board of Directors present, shall call the business meeting to order and shall act as chairperson of the meeting. The Secretary/Treasurer shall act as secretary at the business meeting, but in the absence of the Secretary/Treasurer, the presiding officer may appoint any other person to act as secretary of the 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 Robert's Rules of Order, the latest revision.

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 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 (Chairperson of the Board).

c. Notice of each meeting of the Board of Directors shall be given by written notice delivered personally or mailed or given by facsimile (FAX), or E-mail to each Board Member at the address shown on the membership role not less than seven (7) 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 attend the meeting without protesting lack of notice prior to the business part of the meeting. Notice of meetings shall include a written agenda.

d. 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.

e. Order of business and parliamentary procedures at Board meetings shall follow Robert's Rules of Order, latest revision.,

f. 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.

g. Members of the Chapter may attend Board of Directors meetings, but may not vote on motions made by the Board.

Section 3. OTHER MEETINGS - Other meetings may be Subregional ones, should the Board of Directors determine that the geographical limits of the Chapter be divided into Subregions (Section I of Article VII), or they may be field trips and courses on various aspects of ecological restoration. A person need not be a Chapter Member or Subscriber in order to attend these Meetings.

ARTICLE XII. FISCAL YEAR

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

ARTICLE XIII. 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 Chapter 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 Chapter, 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 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 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.

ARTICLE XIV. AMENDMENTS

Section 1. Bylaws may be amended:

a. By Members. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the membership by affirmative vote of not less than a majority of the members present or represented by proxy at any business or special meeting of the members at which a quorum is in attendance.

b. By Directors. These Bylaws may also be altered, amended or repealed and new Bylaws may be adopted by the Board by affirmative vote of a majority of the number of directors present at any meeting at which a quorum is in attendance. However, no Bylaw adopted by the membership shall be amended or repealed by the Board if the Bylaw adopted by the membership so provides.

Section 2. Implied Amendments. Any action taken or authorized in good faith by the membership or by the Board, which would be inconsistent with the Bylaws then in effect, but taken or authorized by the members or the board as prescribed in Article XIV Section I, shall be given the same effect as though the Bylaws had been temporarily amended or suspended as far, but only as far, as is necessary to permit the specific action so taken or authorized.
