

BYLAWS OF THE COASTAL PLAIN CHAPTER OF THE SOCIETY FOR ECOLOGICAL RESTORATION

ARTICLE 1. NAME, GEOGRAPHICAL LIMITS, AND AFFILIATION:

Section 1. Name. The name of this organization shall be the Coastal Plain Chapter of the Society for Ecological Restoration, hereinafter referred to as 'the Chapter.'

Section 2. Geographical Limits. The geographical limits of the Chapter are Alabama, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina, and Virginia.

Section 3. Affiliation. The Chapter is incorporated in the State of North Carolina and is governed by the North Carolina General Assembly General Statutes, Chapter 55A, North Carolina Nonprofit Corporation Act. The Chapter is affiliated with the Society for Ecological Restoration International, hereinafter referred to as 'the Society,' incorporated in the State of Wisconsin. The Chapter bylaws are consistent with, but not limited by, the bylaws of the Society.

Section 4. Chapter Office. The Chapter office shall be located within the geographical limits of the Chapter.

ARTICLE II. MISSION AND PURPOSE.

Section 1. Mission Statement. The mission of the Chapter is to promote ecological restoration as a means of sustaining the diversity of life on Earth and reestablishing an ecologically healthy relationship between nature and culture.

Section 2. Purpose. The purposes of the Chapter shall be:

To encourage practice and research in all areas related to ecosystem restoration.

To disseminate scientific and technical information related to ecosystem restoration through meetings and publications to the members of the Chapter, to public and private institutions, and to the general public.

To develop and promote technical and ethical guidelines for ecosystem restoration.

To conduct programs of public education to raise awareness, interest, and understanding of the values and limitations of ecosystem restoration.

To articulate and advance the Chapter's positions on public policy regarding ecosystem restoration.

To advise public agencies regarding the improvement of ecosystem restoration standards and criteria.

To encourage the fellowship of restorationists based on shared knowledge, dedication, friendship, and mutual professionalism within the region.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. Any person, group, business, or organization is eligible for membership in the Chapter.

Section 2. Dues. The mandatory dues for each membership category shall be as established by the Board. Membership dues shall be payable annually.

Section 3. Continuation and/or Termination of Membership. Each member shall, subject to termination provisions set forth in the bylaws of the Society, continue as a member so long as Chapter dues are paid.

ARTICLE IV. SUBCHAPTERS

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. 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 Membership Meeting to define the geographic limits of the Subregions and the administrative structure of the Subregions.

ARTICLE V. 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:

The Chapter Officers: President, Vice President, Secretary, and Treasurer;

One Director from each State;

One or more Student Director(s), and;

Up to five Directors-at-Large;

Section 3. Officers and Duties. Officers of the Chapter shall consist of a President, a Vice President, a Secretary, and a Treasurer. Their duties are:

The President shall provide overall leadership and direction of the Chapter and preside as Chair at all meetings of the Board of Directors. The President shall appoint, with the advice of the Board of Directors, Chairs of all the Standing and Special Committees.

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.

The Secretary shall be responsible for recording the minutes of all official meetings and the issuance of meeting minutes and duties assigned by the President. Coordination of membership records will be conducted jointly with the Membership Committee Chair.

The Treasurer shall be responsible for the receipt and disbursement of funds of the Chapter and shall submit semi-annual financial reports to the Board of Directors and the annual financial report at the Annual Membership Meeting

Section 4. Terms of Office. All Officers shall serve two-year terms, taking office upon their election at the Annual Membership Meeting and terminating their office at the Annual Membership Meeting. No officer shall serve more than two consecutive terms in a single office.

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 un-expired term of the President. The Board of Directors shall fill all other vacancies of any un-expired term of an elective office through appointment of Chapter Members; although, an appointed Vice President shall serve only until the next scheduled Annual Membership Meeting where the membership shall elect the next President and Vice President.

Section 6. Resignation of Officers and Board Directors. 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 VI. STANDING AND OTHER COMMITTEES

Section 1. General. Standing Committees may be established by resolution 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 Chapter President shall appoint and may reappoint the Committee chairs for terms of two years. Chairpersons of each Standing Committee shall appoint Committee members.

Section 2. Duties. The duties of the established Standing Committees are as follows:

Executive Committee: The Executive Committee will be comprised of Chapter Officers. The Executive Committee can also appoint by majority vote up to two additional temporary members from the chapter or international leadership (past or present). The Executive Committee is empowered to function in place of the Board when the Board is not in session and when an electronic or other special meeting is not feasible. Executive Committee actions other than operational actions are subject to ratification by the Board.

Board Development Committee: The Board Development Committee serves the Chapter in the oversight of Board nominations, appointments and selections, elections and Board recruitment, Board Member orientation and training, Committee and Working Group nominations, and Board Member service recognition.

Conference Committee: The Conference Committee shall arrange the programs for the Annual Meeting and for any special meeting and provide the President with a proposed agenda and budget at least two months prior to the meeting date.

Communications Committee: The Communications Committee shall coordinate and maintain the Chapter website, produce and distribute Chapter newsletters, notices of Chapter events, and other materials that further the Chapter objectives and activities.

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 VII. ELECTIONS AND VOTING

Section 1. Elections. The Board Development Committee shall present to the Membership at least two months prior to the Annual Membership Meeting, a preliminary slate of Officer and Board Member candidates selected under the following criteria:

All candidates must be Chapter Members;

Prior approval shall be obtained from each candidate;

The candidates for each office should, to the greatest extent possible, be from different subregions or states within the geographical limits of the Chapter;

Candidates for Officer positions must have served in a leadership capacity at the international or chapter level, or have served on a chapter committee for at least one term.

Chapter Members may submit additional nominations for Board positions to the Board Development Committee prior to distribution of the final ballot.

The final ballot shall be distributed to the Membership at least thirty days prior to the Annual Membership Meeting.

Section 2. Balloting. Ballots shall be received from the Chapter Membership and shall be counted by the Board Development Committee. The chair of the Board Development Committee shall announce the results of the election and voting at the Annual Membership Meeting. The following election and voting rules apply:

Chapter Members in arrears shall forfeit their right to vote;

Completed ballots must be submitted to the Board Development Committee at least ten (10) business days prior to the scheduled Annual Membership Meeting.

The candidate receiving the largest number of votes on the ballot shall be declared elected. In case of a tie vote, successive balloting shall be conducted among those present at the Annual Membership Meeting until one candidate receives a plurality.

Each Member shall be entitled to one vote upon each matter submitted to a vote.

ARTICLE VIII. MEETINGS

Section 1. Annual Membership Meeting. The Annual Membership 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, and discussing other items of business that are listed on the agenda. The following items apply for the business meeting at the Annual Membership Meeting:

A quorum shall be the Members in attendance at the Annual Membership Meeting. The affirmative vote of a majority of the quorum shall be necessary for adoption of any matter voted on, unless a greater proportion is required elsewhere in these Bylaws.

Members must be notified of the Annual Membership Meeting at least thirty days before the scheduled date of the Meeting.

Items to be considered for the agenda at the Annual Membership Meeting must be submitted to the President at least ten (10) business days prior to the date of the Meeting.

The President, and in his or her absence, the Vice President, and in their absence, any person chosen by the Board of Directors, shall call the business meeting to order and shall act as chairperson of the meeting. The Secretary shall act as official scribe and recorder at the business meeting, but in the absence of the Secretary, the presiding officer may appoint any other person to fulfill these roles.

A person need not be a Chapter Member in order to attend the Annual Membership Meeting.

The order of business and parliamentary procedures at the Annual Membership Meeting shall follow Robert's Rules of Order, the latest revision.

Section 2. Chapter Board of Directors Meetings. The Board of Directors meetings shall be held at least once each year at the Annual Membership Meeting. More frequent meetings are encouraged. The following items apply to any Chapter Board of Directors meeting:

Meetings shall be held at such place as the Board of Directors shall designate within the geographical limits of the Chapter.

Meetings of the Board of Directors may be called at any time by the President (Chairman of the Board).

Written notice of each meeting of the Board of Directors shall be delivered to each Board Member at the physical or email address shown on the membership role not less than 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 attends the meeting without protesting lack of notice prior to the business part of the meeting. Notice of meetings shall include a written agenda.

A quorum for transacting business shall be a majority of the Board Directors then in office, but a majority of the Board Directors present (though less than such quorum) may reschedule the meeting without further notice.

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

Any action permitted by or required of the Board of Directors may be taken without a meeting, if more than half of the Directors 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 Directors and shall be filed with the minutes of the next Board meeting.

Members of the Chapter may attend Board of Directors meetings on a space-available basis, but may not participate in any manner, except by invitation of the Chair.

Section 3. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair, Secretary, or one-third of the Directors then in office. The person or persons calling such special meetings of the Board may determine the place for holding such special meetings. Special meetings may be held either at a common location or electronically, as long as all Directors in attendance are not restricted from full discourse and participation by the electronic medium.

Section 4. Other Meetings. Other meetings may be Regional ones, should the Board of Directors determine that the geographical limits of the Chapter be divided into Subregions, or they may be field trips and courses on various aspects of ecological restoration. A person need not be a Chapter Member to attend these Meetings.

Section 5. Consent without Meeting. Any action permitted or required by the Articles of Incorporation, these Bylaws, or any provision of law to be taken by the Board at a meeting may be taken without a meeting if formal consent is obtained from the Directors in writing, by phone, email, or FAX by the Secretary, subject to the following provisions: 1) Resolutions of an operational nature or involving the implementation of new policies require a majority vote of all Directors in office. 2) Trailing issues - that is, matters discussed at a meeting but not voted on - require a majority vote of those Board Directors that were present for the discussion. 3) New policy resolutions, excluding trailing issues, require a 2/3 majority vote of all Directors in office. 4) Articles of Incorporation and Bylaws cannot be amended by the Board voting in absentia. 5) Resolutions to be adopted by consent in absentia do not require seconding and may be made by any Director, including the Chair. 6) A vote is complete as soon as the minimum number of votes to pass or fail a resolution has been cast.

ARTICLE IX. FISCAL YEAR

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

ARTICLE X. 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 by the Treasurer to the credit of the Chapter in such banks or in other depositories as may be selected by the Board of Directors by resolution.

ARTICLE XI. AMENDMENTS

Section 1. By Members. These bylaws, including any appendices, 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.

Section 2. 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; but no Bylaw adopted by the Membership shall be amended or repealed by the Board if the Bylaw so adopted so provides.

Section 3. Implied Amendments. Any action taken or authorized in good faith by the membership or the Board, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of members or of the number of Directors required to amend the Bylaws so that the Bylaws would be consistent with such action, 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.