

Bylaws of the Society for Ecological Restoration International

**Amended by the Board of Directors
August 2007**

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Abbreviations of Terms Used in These Bylaws

“**Board**” - Board of Directors.

“**Chair**” - Chair of the Board.

“**Chapter**” - Board approved Chapter of the Society.

“**Director**” - Member of the Board of Directors.

“**Restoration**” - Ecological restoration.

“**Society**” - Society for Ecological Restoration International.

Article 1. Mission and Purpose

Section 1. Mission Statement . The mission of the Society 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 Society shall be to encourage the development of ecological restoration, as a scientific and technical discipline, as a strategy for environmental conservation, as a technique for ecological research, and as a means of developing a mutually beneficial relationship between human beings and the rest of nature. More specifically, the Society shall: (1) Encourage research in all areas related to the restoration of ecosystems. (2) Disseminate scientific and technical information related to restoration through meetings, publications and the media to the members of the Society, to public and private institutions, and to the general public. (3) Conduct programs of public education to raise awareness and understanding of all aspects of the values and limitations of restoration as a technique for environmental conservation. (4) Promote the exchange of information related to restoration among disciplines, institutions, regions and nations. (5) Encourage educational institutions to address the subject of restoration by including relevant material in existing courses and curricula, and also by establishing new courses, majors and degree programs dealing with this subject. (6) Solicit funding and other forms of support for research in restoration as well as for specific projects. (7) Recognize individuals, organizations, groups and agencies that have made outstanding contributions to the field of restoration. (8) Articulate and advance the Society's positions by encouraging public and private agencies and organizations to adopt policies and regulations and to take actions that promote effective restoration and that recognize the central role of experienced restoration practitioners in project planning and implementation. (9) Articulate and advance the Society's positions by issuing technical reviews and constructive criticisms with regard to restoration components of projects in a manner that neither endorses nor opposes a project in its entirety. (10) Coordinate and provide expertise for those restoration programs in which organizations in addition to the Society are involved. (11) Pursue other objectives that the Board determines to be in the interests of the Society.

Article 2. Offices

Section 1. Registered and Business Offices . The location of the registered office of the Society required by the State of Wisconsin shall be designated by the Board. The principal business office and any other business offices of the Society shall be designated by the Board.

Section 2. Registered Agent . The registered agent of the Society required by the State of Wisconsin shall be designated by the Board.

Article 3. Membership

Section 1. Eligibility . Any person, group, business or organization is eligible for membership in the Society. The dues, benefits, and conditions for each member category shall be as established from time to time by the Board.

Section 2. Membership Regions . The membership shall be divided into membership regions worldwide. Current membership regions are listed in Appendix A. Additional regions may be added or the boundaries of existing regions readjusted by the Board as the demography of the membership warrants.

Section 3. Termination of Membership . The membership of a member shall terminate upon the occurrence of any of the following events: (1) Upon notice from any member of a voluntary termination delivered to the Chair or Secretary of the Society personally or by first class mail, and the membership shall terminate effective upon date of delivery of the notice or the date of its receipt through the mail. (2) Upon a member's failure to renew a membership by paying dues on or before their due date, and the termination shall be effective 60 days after a written notification of delinquency is delivered personally or by mail or by order of an officer of the Society, but a member may avoid such a termination by paying the amount of delinquent dues within the 60 day period. (3) Upon adoption of a resolution by a majority vote of the Board stating in a reasonably explicit way that the member has engaged in conduct materially and seriously prejudicial to the interest or purposes of the Society and expelling the member on a specified date. Following the adoption of a resolution that a member be expelled, notice shall be sent by registered mail to the address of the member as shown on the Society's membership role, setting forth the resolution adopted. Such notice shall be sent at least 30 days before the effective date of the expulsion and the member being expelled shall be given an opportunity to be heard, either orally or in writing, at a time and place specified in the resolution but not less than five days before the effective date of the expulsion. If the member fails to request a hearing, the expulsion shall become effective on the date specified. If the member requests a hearing it shall be held at the time and place specified by the Board in accordance with the rules set forth in these Bylaws applicable to special meetings of the Board. The Board shall have the power to exonerate, expel, suspend, censure or otherwise sanction the member in the manner it deems appropriate, and its decision shall be final.

Section 4. Honorary Members . Honorary members may be elected by a vote of two-thirds of the members present in person or by proxy at a regular or special meeting provided they shall first have received unanimous recommendation by the Board, in recognition of distinguished service related to ecological restoration. Honorary members shall be elected for a term of five years and have all the privileges of members, but shall be exempt from paying dues. No more than ten Honorary Members may be enrolled at any one time.

Section 5. Associate Members. The Society shall offer associate memberships with limited services for a reduced fee. Associate members are not full members of the Society and do not have the right to vote in Society elections or run for office.

Article 4. Membership Meetings

Section 1. Annual Meeting . The announced meetings of the Society shall be held at such a time and place as the Board may determine. The time and place for any announced meeting, appointed by the Board may, if necessary, be changed by the Board.

Section 2. Special Meetings . 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 the Society who would be entitled to vote at the meeting.

Section 3. Notice of Meeting. Written notice stating the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be delivered not less than thirty days before the meeting, either personally or by mail, by or at the direction of the Chair or the Secretary or other officer or person calling the meeting, to each member at the physical or electronic mailing address recorded on the membership roll.

Section 4. Fixing the Membership Role Date. For the purpose of determining members entitled to vote at any meeting or recess thereof, or in order to make a determination of members for any other proper purpose, the Board shall close the membership roll thirty days immediately prior to the date on which the particular action requiring such determination of members is to occur, and the members on the roll on that date shall constitute the membership for that purpose.

Section 5. Quorum . The members in attendance at the business meeting at an announced meeting shall be the voting body for election of officers and for such business as may be referred to the membership for a vote. The affirmative vote of a majority of members present at a meeting shall be necessary for adoption of any matter voted on unless a greater proportion is required elsewhere in these Bylaws.

Section 6. Conduct of Meetings . The Chair, and in his/her absence, the Vice Chair, and in their absence, any person chosen by the Directors present, shall call the meeting of the membership to order and shall act as chairperson of the meeting, and the Secretary of the Society shall act as secretary of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 7. Proxies . At all meetings of the membership, a member entitled to vote may vote in person or by proxy appointed in writing by the member or by his duly-authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Society before or at the time of the meeting. Unless otherwise provided in the proxy, a proxy may be revoked at any time before it is voted, either by written notice filed with the Secretary or the acting secretary of the meeting or by oral notice given by the member to the presiding officer during the meeting. The presence of a member who has filed his/her proxy shall not of itself constitute a revocation of that member's proxy. No proxy shall be valid unless it specifies the dates for which it is to be in effect. The Board shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of proxies.

Section 8. Voting . Each membership representing one person shall be entitled to one vote upon each matter submitted to a vote at a membership meeting or by ballot election; each organizational membership shall be entitled to cast two votes.

Article 5. Officers

Section 1. Number. The officers of the Society shall be a Chair, a Vice Chair, a Secretary and a Treasurer. The Chair and Vice Chair shall be nominated and elected by the Board. The Secretary and the Treasurer shall be nominated and elected by the general membership. The position of Vice Chair shall be filled by the Chair-elect, the Past Chair or, if neither is available, by another Director. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board at any time and for such terms as the Board deems appropriate.

Section 2. Powers and Duties . The powers and duties of the officers shall be provided from time to time by resolution or other directive of the Board. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of societies similar in organization and purposes to this corporation. The powers and duties of the Chair and Vice Chair shall be considered as equivalent to those of a president and vice president of the Society, respectively.

Article 6. Board of Directors

Section 1. General Powers . The business and affairs of the Society shall be managed by its Board of Directors, all of who shall be members in good standing. The Board is responsible for developing policy, conceptual and strategic planning, operations, funding, and relations with other organizations. The Board may delegate operational tasks to the Executive Committee and/or Executive Director but shall retain oversight responsibility for all operations.

Section 2. Composition . The Board shall consist of the officers, a representative from each active membership region (as defined by the Directors), no more than six Directors-at-large, and no more than six other Directors representing any other constituencies designated by the Board. The number of active Director positions shall be determined by the Board, and that number may be reduced by majority vote of the Board, effective upon the completion of an elected term of office by a Director or upon the vacancy of any Director position for any reason.

Section 3. Election of the Chair and Vice Chair . The Chair shall be nominated by the current Directors from among all current and former Directors and shall be elected by majority vote of the current Directors. The Chair shall serve a two-year term and is eligible for re-election to one consecutive term. The Vice Chair serves a term designated by the Board.

Section 4. Voting Status of the Chair, Vice Chair, and Past-chair . The office of the Chair is not permitted a vote except in cases where a tie-breaking vote is required. The office of the Vice Chair is permitted to vote except in cases where the Vice Chair is acting in the position of Chair. A director who concurrently holds any of these offices and who also holds a directorship elected by the membership may vote as an elected director only. In no instance may an individual Director have more than a single vote in conducting Board business.

Section 5. Meetings . A regular meeting of the Board shall be held the day before, during and/or immediately after the regular meeting of members. This Board meeting shall take place at the same venue as the membership meeting. The general membership may attend Board meetings on a space-available basis but may not participate in any manner, except by invitation of the Chair.

Section 6. 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 Executive Committee of the Board will fix the place and/or time of each special meeting.

Section 7. Notice . Notice of each meeting of the Board shall be given by written notice delivered personally or by mail or by electronic medium to each Director at the address shown on the membership role not less than 7 days before the date of the meeting.

Section 8. Quorum . Except as otherwise provided by law or by the Articles of Incorporation or by these Bylaws, a majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, but a majority of the Directors present (though less than such quorum) may adjourn or reschedule the meeting without further notice.

Section 9. Proxies . At all meetings of the Board, a Board member entitled to vote may vote in person or by proxy appointed in writing by the Board member or by his/her duly-authorized attorney-in-fact. Such proxy shall be filed with the Secretary before or at the time of the meeting. Unless otherwise provided in the proxy, a proxy may be revoked at any time before it is voted, either by written notice filed with the Secretary or the acting secretary of the meeting or by oral notice given by the member to the presiding officer during the meeting. The presence of a Board member who has filed his/her proxy shall not of itself constitute a revocation of that Board member's proxy. No proxy shall be valid unless it specifies the dates for which it is to be in effect. The Board shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of proxies.

Section 10. Motions . Motions should be pre-filed prior to meetings of the Board by submitting them to the Secretary, who shall distribute them to all Directors. Motions may be pre-filed without a second. The Chair may draft and pre-file motions. All motions shall contain the following elements: relationship to SER's strategic and operational planning; positive outcomes expected; recommended course of action and individuals/groups required to take action; an unambiguous draft motion; a timetable for consultation with the Board providing deadline for responses; resource implications.

Section 11. 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 by consent in absentia without a meeting if consent is obtained from the Directors in writing, by phone, by electronic medium, or FAX by the Secretary or member of the Executive Committee subject to the following provisions. Resolutions of an operational nature or involving the implementation of existing policies require a two-thirds majority vote of all Directors in office. Trailing issues - that is, matters discussed at a meeting but not voted on - require a two-thirds majority vote of those Board members that were present for the discussion. New policy resolutions excluding trailing issues, require a two-thirds majority vote of all Directors in office. New business resolutions and policy resolutions can be voted upon. If one-third of the standing directors vote for a discussion on the resolution then the vote is deferred until a meeting or conference call is conducted. Articles of Incorporation and Bylaws cannot be

amended by the Board voting in absentia. Resolutions to be adopted by consent in absentia do not require seconding and may be made by any Director, including the Chair. A vote is complete as soon as the minimum number of votes to pass or fail a resolution has been cast.

Section 12. Ratification of Actions. All resolutions that were passed by the Board in an electronic meeting or action without meeting shall be sent by first class mail or electronic medium to all Directors by the Secretary within forty-five days of the completion of the vote. The Secretary shall indicate how each Director voted.

Section 13. Continuity Between Sessions . 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.

Section 14. Corresponding Secretaries. The Board may appoint corresponding secretaries for isolated geographic areas with low membership, in order to promote membership recruitment and to convey information. Corresponding secretaries shall enjoy the status equivalent to that of chairpersons of standing committees.

Article 7. General Elections

Section 1. Timing and Electorate . Regular elections shall be scheduled in advance of and cast at the regular meeting of members. Absentee ballots shall be accepted by physical or electronic mail up to a specific date determined by the Board and explicitly stated on the ballot. The results shall be announced before adjournment. The Secretary, Treasurer, and Directors-at-large shall be elected by the general membership. Regional representatives on the Board shall be elected only by the general membership residing in the membership region that will be served by that representative. Procedures for the election of other directors shall be determined by the Board.

Section 2. Nomination and Eligibility . Any member who is eligible to vote may declare candidacy for office or nominate another member for candidacy. Names of candidates shall be submitted in writing to the Secretary. No nomination shall be accepted without the prior consent of the nominee. Candidacy for election as Secretary and Treasurer requires prior service on the Board or in another leadership role, such as a committee chairperson or chapter president, for at least one of the past four years. Candidacy for election as a regional representative or as an at-large representative requires no prior leadership service. Candidates for representative of a membership region must reside or work in that region. Eligibility of candidates shall be verified by the Board Development Committee. All eligible candidates for an office shall be included on the ballot.

Section 3. Confirmation. The candidate receiving the largest number of votes cast shall be elected. In case of a tie vote, the winner shall be selected by chance, such as by a coin toss. Votes for write-in candidates shall be counted only after their eligibility has been confirmed by the Board Development Committee. If two or more positions for Director-at-large are scheduled for the same election, the candidates shall run collectively, and those candidates receiving the largest numbers of votes, relative to the number of positions to be filled, shall be elected.

Section 4. Terms of Office . The Secretary and Treasurer shall each serve two-year terms and are eligible for re-election to one consecutive term. Regional representatives shall each serve two-year terms and are eligible for re-election for no more than one additional consecutive term in the same office. To the extent possible, the terms of representatives shall be staggered. Directors-at-large shall serve four year terms and are eligible for re-election for no more than one consecutive term in the same office. Any other Directors shall serve two year terms and are eligible for re-election for no more than one consecutive term in the same office.

Section 5. Tenure of Office . Officers and representatives shall hold office for the term to which elected and until the terms of their duly elected successors begin or until their deaths, disqualification, resignation or removal. Any Director may be removed from office by affirmative vote of a majority of the members in good standing and qualified to elect said Director, taken at a meeting of members called for that purpose, or by unanimous vote by all other Directors. An officer or other director may resign at any time by filing a written resignation with the Secretary.

Section 6. Disqualification . Regional representatives on the Board who move from or cease working in their respective regions may continue serving only until the next regular election, when new regional representatives shall be elected.

Section 7. Vacancies . Should the office of Chair become vacant, the Vice Chair shall serve as Chair for the remainder of that term of office. Any other vacancy caused by the resignation, removal, disqualification, or death of an officer or Director may be filled until the next regular election by the affirmative vote of a majority of the Directors then in office, provided that in case of a vacancy created by the removal of a Director by vote of the members, the members shall have the right to fill such vacancy at the same or subsequent membership meeting or any adjournment thereof. An appointment by the Board to fill a vacancy shall not disqualify the appointee from candidacy to that same office in the next consecutive election or elections. A Director, whose position on the Board is not scheduled for election, may retain that position following an unsuccessful candidacy for another position on the Board.

Article 8. Committees

Section 1. Establishment . Board Committees and Working Groups may be established or disestablished by resolution by the Board. The composition, size, purpose and powers of each committee shall be provided in any such resolution. Except as otherwise provided in such resolution or these Bylaws, the Chair shall be ex-officio on each committee and the Executive Director shall be ex-officio on each Working Group. In addition to Board Committees and Working Groups, which have permanent or extended mandate, there may also be ad hoc committees.

Section 2. Board Committees and Working Groups. Board Committee or Working Group status shall be granted to those Board committees or working groups with continuing, long-term responsibilities. Board Committees require direct action by the Board, and working groups may be delegated by the Board to the Executive Director for action. Working groups shall develop procedures for, and/or implement the Society's strategic plans. The chairperson of each Board Committee or Working Group shall be approved by the Board for a term of one year and may be re-appointed by the Board annually. Chairpersons of Board Committees or Working Groups may also be duly elected members of the Board. The chairperson of each Board Committee or Working Group shall appoint committee members, at least one of whom shall be a current Director. Chairpersons of Committees shall report to the Board through

the Chair and Chairpersons of Working Groups shall report to the Board through the Executive Director when the Board is not in session. The current list of Board Committees and Working Groups and their essential responsibilities comprise Appendix B.

Section 3. Ad Hoc Committees . Additional special committees may be appointed at any time by the Chair or the Board, or may be created by any group of members.

Article 9. Resolutions

Section 1 . Resolutions proposed from within the general membership shall be submitted to the Secretary for referral for Board action.

Article 10. Executive Director

Section 1. Appointment . The Board may appoint an Executive Director to carry out the policies and other directives of the Board. The Board shall determine the duties, responsibilities, and terms of employment of the Executive Director. The Board shall approve the salary and budget of the Executive Director. The Executive Director shall be appointed or dismissed by majority vote of all Directors then in office. The Executive Director shall be a member of the Society in good standing. The Executive Director shall serve ex-officio on the Board as a non-voting member and is concurrently ineligible to hold elected office in the Society.

Section 2. Duties . The Executive Director generally serves as the chief executive officer for the corporation and, when doing so, has the authority, responsibility, and concomitant fiscal autonomy to direct all of the Society's operations independently of the Board and the Executive Committee, within limits that may be specified from time to time by the Board or Executive Committee. The Executive Director shall report on operational matters to the Board and, when the Board is not in session, to the Executive Committee. The Board assumes operational responsibilities should the executive directorship become vacant. The Board may retain some or all operational responsibilities and authority until a newly appointed Executive Director becomes sufficiently knowledgeable about the Society to assume such responsibilities and authority.

Article 11. Rules of Procedures

Section 1. Conduct of Meetings . All meetings will be governed by Robert's Rules of Order, except as specified by vote of membership in attendance.

Section 2. Notice by Mail . Whenever notice by mail is provided for in these Bylaws such notice shall be deemed to have been delivered when deposited in the United States Mail prepaid to the member's physical address as shown on the membership roll or sent via electronic mail to the member's electronic mailing address as shown on the membership roll.

Section 3. Waiver of Notice . Whenever any notice is required to be given to any member or director of the Society under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meetings, except

where a member attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Article 12. Fiscal Year

Section 1. Fiscal Year . The Fiscal year of the Society shall be the calendar year.

Article 13. Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board may authorize any officer or officers, Executive Director, and agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Society, and such authorizations may be general or confined to a specific instance. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Society shall be executed in the name of the Society by the Chair or the Vice Chair and by the Treasurer; and when so executed, no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

Section 2. Loans. No loans shall be contracted on behalf of the Society and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board. Such authorization may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts or other indebtedness issued in the name of the Society shall be signed by such officer or officers, Executive Director, or agent or agents of the Society and in such manner as shall from time to time be determined by or under the authority of a resolution by the Board.

Section 4. Deposits. All funds of the Society shall be deposited upon receipt to the credit of the Society in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board.

Article 14. Chapters and Guilds

Section 1. Chapter Formation and Membership. Members of the Society may form chapters for achieving the purposes of the Society. Each chapter comes into existence by resolution of the Board. Chapter locations shall conform to political and/or bioregional boundaries. Members residing in a common location may initiate the creation of a chapter. The formal request by a chapter to function under the bylaws of the Society requires approval by resolution of the Board. All officers and board members of the chapter shall be a member in good standing of the Society. Current chapters and their geographic boundaries are listed in Appendix C.

Section 2. Relation to the Society. Chapter heads shall communicate with the Society through the Board. Each chapter shall provide information as requested periodically by the Board in accordance with its policies. Except as specified otherwise elsewhere in this Article, chapters shall function independently of the Society, may adopt their own bylaws, shall operate their own programs and activities, and generally shall be responsible for their own funding. Each chapter is responsible for its

own legal and fiscal liabilities, unless specifically stated otherwise by resolution of the Board. Chapters may request grants and loans from the Society, to be evaluated by the Treasurer and the Executive Director for Board action. Dues for chapters may be collected by the Society. Chapters shall function in accord with all Bylaws and policies of the Society. The Board may suspend or revoke a chapter at any time without prior notice for not operating in accord with the Society's Bylaws, policies, or purposes, for jeopardizing the Society fiscally or legally, or for any other reason, whether specified or not.

Section 3. Guilds. A guild is a group of members in good standing organized to focus on a particular interest that conforms with the objectives of the Society, such as the study of an ecosystem, function, technique, or management strategy. Guilds are recognized upon approval by the Executive Director. Guilds shall enjoy a status equivalent to that of ad hoc committees. Guilds may be dissolved by resolution of the Board without prior notice.

Article 15. Amendments

Section 1. 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. Prior notice of specific intent to alter, amend or repeal these Bylaws must be given as required in Article 4, Section 3 of these Bylaws. Appendices contain only items of fact, and thus shall be altered by the Secretary to conform to current conditions.

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 unless the Bylaw so adopted so provides.

Section 3. 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 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.

These bylaws were amended by the Board of Directors at the San Jose, California Board meeting, August 2007. The Board meeting minutes, including the amended Bylaws, were approved January 14, 2008.

Karen M. Rodriguez, Secretary
January 15, 2008

APPENDIX A. Membership Regions

Current membership regions are as follows:

Africa: Continent of Africa.

Asia: East and Southeast Asia west to Europe and Africa.

Europe: British Isles, Iceland, continental Europe east to the Ural Mountains, Ural River, and Black Sea.

Latin American/Caribbean: Mexico to Argentina and Chile, Bermuda, the West Indies.

Midwest North America: Canada—Manitoba, Ontario; United States—Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin.

Northeast North America: Canada—Labrador, New Brunswick, Newfoundland, Nova Scotia, Prince Edward Island, Quebec; United States—Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, West Virginia.

Pacific: Australia, New Zealand, and the Pacific Isles.

Pacific Northwest, North America: Canada—British Columbia, Northwest Territories, Yukon Territory; United States—Alaska, Idaho, Oregon and Washington.

Rocky Mountains/Great Plains, North America: Canada—Alberta, Saskatchewan; United States—Colorado, Montana, New Mexico, Oklahoma, Texas, Utah, and Wyoming.

Southeast United States: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, and Virginia.

Western United States: Arizona, California, Hawaii and Nevada.

APPENDIX B. Board Committees and Working Groups

Listed below are the current standing Committees and Working Groups of the Society and their principal functions:

Board Committees

Executive: The Executive Committee consists of the Chair, Vice Chair, Secretary, Treasurer and any other Directors appointed by the Board. The committee acts on behalf of the Board when the Board is not in session.

Assessment: The Assessment Committee shall periodically evaluate the effectiveness of the Executive Director in directing operations and in implementing decisions of the Board with particular regard to the implementation of strategic plans and development initiatives. The committee shall be chaired by the Chair and shall include all officers and any other Directors appointed by the Board.

Board Development: The Board Development Committee oversees Board nominations, Board orientation and training, Board member evaluation and organizational assessment, recognition and awards for Board service, and strategic planning and Board retreats.

Working Groups

Awards: The Awards Working Group shall be responsible for the Society's awards program, including nominations, evaluations, selection of recipient, and presentations. Prior to the presentation of any award, the Awards Working Group will obtain, through the Executive Director, authorization from the Board or the Executive Committee of the Board.

Conference: The Conference Working Group shall be responsible for oversight of regular conferences and any other major conferences, including dates, venue, appointment of conference directors, and assurance that local arrangements and the program are satisfactory.

Communications: The Communication Working Group is responsible for facilitating an exchange of ecological restoration information among the Society's chapters, guilds, and members and with non-Society organizations and individuals.

Development: The Development Working Group is responsible for creating and recommending fundraising strategies to the Board that support SER International operating costs, programs, and/or initiatives.

Education: The Education Working Group is responsible for guiding and implementing the Society's approved educational initiatives.

Indigenous Peoples Restoration Network: This Working Group shall establish communication networks among indigenous peoples of the world and shall advise the Board on matters pursuant to restoration and related societal issues from the perspectives of indigenous cultures.

Membership: The Membership Working Group shall recommend to the Board strategies for increasing membership and for forming new chapters and guilds and shall make recommendations for serving the needs of members and chapters.

Publications: The Publications Working Group shall oversee the publication of journals, proceedings, monographs, and other publications, including recommendations for the selection of editors and publishers.

Science and Policy: The Science and Policy Working Group shall develop and consider policy and scientific matters of direct relevance to the membership of the Society and the theory and practice of ecological restoration.

APPENDIX C. Chapters and Guilds

The following chapters, along with their approximate geographic boundaries, are currently active in the Society:

Australia Chapter.

British Columbia Chapter, Canada.

California Chapter, United States.

Central Rockies Chapter, United States. States of Colorado and Wyoming.

Coastal Plain Chapter, United States. States of Alabama, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina and Virginia.

European Chapter. British Isles, Iceland, continental Europe east to the Ural Mountains, Ural River, and Black Sea.

India Chapter.

Mexico Chapter.

Mid-Atlantic Chapter, United States. Washington D.C. and states of Delaware, Maryland, New Jersey, New York, and Pennsylvania.

New England Chapter, United States. Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont.

Northwest Chapter, United States and Canada. The Cascadia Bioregion, extending from southern Alaska south through British Columbia, Washington, Idaho, most of Oregon, and portions of Montana, Wyoming, Nevada, Utah, and northern California.

Ohio Chapter, United States.

Ontario Chapter, Canada.

Texas Chapter, United States.

The following guilds are active in the Society:

Student Guild