

**BY-LAWS OF THE NORTHWEST CHAPTER
of the
SOCIETY FOR ECOLOGICAL RESTORATION INTERNATIONAL**

ARTICLE I. NAME, AFFILIATION, and GEOGRAPHICAL LIMITS

Section 1 – Name and affiliation: The name of the organization shall be the Northwest Chapter (SERNW) of the Society for Ecological Restoration International (SERI). The Chapter shall be consistent with, but not limited by, the By-laws, Code of Ethics, objectives, policies, and positions as adopted by the Society.

Section 2 – Purpose of the Chapter: The purposes for which SERNW is formed are exclusively charitable, scientific, and educational and consist of the following:

- a. Through education, communication, and advocacy, SERNW is committed to ecological restoration and ecologically sensitive management of ecosystems in the territory defined in Article IV. Ecological restoration is the process of intentionally altering a site to establish a defined, indigenous, historic ecosystem. The goal of this process is to emulate the structure, function, diversity, and dynamics of the specified ecosystem.
- b. To do any lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations or any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

Section 3 – Chapter Geographical Service Area: The territory encompassed by SERNW shall include the Pacific Northwest states of Washington, Oregon, and Idaho.

ARTICLE II. STATEMENT OF NON-PROFIT CHARACTER

The Chapter is incorporated in the State of Washington. SERNW is organized exclusively for charitable, scientific and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. SERNW is intended to be a non-profit public benefit corporation and is not organized for the private gain of any person.

ARTICLE III. MEMBERS

Section 1 - Eligibility for Membership: Application for voting membership shall be open to any individual, business, or other organization that supports the purpose statement in Article II. Membership is granted after completion and receipt of a

membership application and annual dues. Residence in the geographic service area is not a condition of membership.

Section 2 - Statement of Non-discrimination: This corporation, in the operation of its non-profit functions, shall conduct its activities and shall offer its services and benefits to all persons equally, without discrimination because of race, color, religion, national origin, sex, sexual orientation, or physical ability.

Section 3 - Annual Dues: The amount required for annual dues shall be set by the Board of Directors. Continued membership is contingent upon being up-to-date on membership dues.

Section 4 - Rights of members: Each Regular Member of SERNW is entitled to one vote on any question requiring a vote of the membership of the Chapter.

Section 5 - Resignation and Termination of Membership: Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a two-third majority vote of the board of directors..

Section 6 - Non-voting membership: The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1 - Annual meeting: An annual meeting of the membership shall be held once each year for the purpose of installing Officers and Board Members, receiving reports from the Standing and Special Committees, receiving annual financial report, and discussing other items of business that are listed on the agenda.

Section 2 – Special meetings: Special meetings of the membership may be called at any time by the President, the Executive Committee, or a simple majority of the board of directors. A petition signed by 10% of the membership may also call a special meeting.

Section 3 – Notice of meetings: Notice of each meeting shall be given to each voting member, by mail or email, not less than two weeks prior to the meeting.

Section 4 – Quorum: The members present at any properly noticed meeting shall constitute a quorum, unless a greater proportion is required elsewhere in these Bylaws.

Section 5 – Voting: All issues to be voted on shall be decided by a simple majority of those participating in a vote or election of board members or present at the meeting in which the vote takes place.

Section 6 – Order of Business: The order of business and parliamentary procedures at the Annual membership Meeting shall follow Robert’s Rules of Order, the latest revision.

ARTICLE V. BOARD OF DIRECTORS

Section 1 - Board role: The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to officers and committees.

Section 2 – Members of the Board of Directors - The board shall consist of the Chapter Officers and up to five Directors-at-Large.

Section 3 – Terms: All board members shall serve two-year terms, taking office upon their election at the Annual Membership Meeting, and holds office until his or her successor has been elected and qualified. Terms are staggered; the president, executive vice president, secretary, and positions 1 and 2 directors at large will be elected in odd calendar years, with all other board members elected in even years. All board members are eligible for re-election to the board. However, no officer shall serve more than two consecutive terms in a single office.

Section 4 – Meetings and notice: The board shall meet at least semi-annually, at an agreed time and place. An official board meeting requires that each board member have notice via mail or email at least two weeks in advance. Members of the chapter may attend Board of Director meetings on a space-available basis, but may not participate in any manner except by invitation of the Chair.

The Board of Directors may take or authorize action 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 of Directors and shall be filed with the minutes of the next board meeting.

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

Section 5 – Board elections: New directors and current directors shall be elected or re-elected by the Voting members. Directors will be elected by a simple majority of members participating in the election.

Section 6 – Election procedures: A Nominating Committee shall be responsible for nominating a slate of prospective board members representing the chapter’s diverse constituency (see Article XI Section 3). The slate of nominees shall be submitted to the voting membership as a ballot, distributed at least one month prior to the Annual Membership Meeting

Section 7 – Quorum: To be a valid act of the chapter, an act of the board must be approved by a majority of the directors at a meeting which a quorum is present. A majority of the directors constitutes a quorum. Proxy voting is not allowed.

Section 8 – Officers and Duties: There shall be six officers of the board, consisting of a president, executive vice-president, program vice-president, secretary, treasurer, and publications/web manager. Their duties are as follows:

The *president* shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: executive vice-president, program vice-president, secretary, treasurer, publications/web manager.

The *executive vice-president* shall assume and exercise the duties of the president during the absence of or upon the inability of the President to serve. The executive vice president shall chair the nominating committee. The executive vice president may be assigned other duties by the president or the Board of Directors.

The *program vice-president* shall oversee the planning and conducting of meetings, workshops, and field trips sponsored by the Chapter. The program vice-president shall chair the Program Committee.

The *secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The *treasurer* shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

The *publications/web manager* shall be responsible for the design, content, and production of the Chapter's publications and website.

Section 9- Resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, or more than two unexcused absences

from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 - Vacancies: If the office of the President is vacated for any reason, the Executive 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 unexpired term of an elected 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 11 – Special meetings: Special meetings of the board shall be called upon the request of the president, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

ARTICLE VI. COMMITTEES

Section 1 - Committee formation: The President of the Chapter shall create standing committees as deemed necessary by the Board of Directors, except for the Nominating Committee. Unless otherwise specified in these Bylaws, the President shall appoint from the membership, subject to the approval of the Board of Directors, a Chairperson of each committee. Except for the Finance Committee, the Chairperson of any standing committee shall appoint such members as are deemed necessary for the proper functioning of the committee. The Chairperson of each Standing Committee is an ex officio member of the Board of Directors, but shall have no Board voting privileges. The Officers and the Board of directors shall assist the committee chairs in forming their committees. All committee chairs shall submit a written summary of committee activities to the secretary before the yearly General Meeting, or upon the completion of any special project.

Section 2 - Executive committee: The six officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to direction and control of the full board.

Section 3 – Nominating committee: The executive vice president shall select two directors at large to serve as additional members of the nominating committee. The Nominating Committee shall prepare a slate of properly qualified candidates for each of the elective positions. Candidates will be recruited with the intention of maintaining geographic representation and diversity within the board. Candidates will be selected under the following additional criteria:

All candidates must be Chapter Members;

Prior approval shall be obtained from each candidate;

Each candidate shall be willing and able to commit to 40 hours service towards board activities and to attend one board meeting annually;

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

Chapter Members may submit additional nominations for Board positions to the Nominating 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 4 - Program Committee: The Program Committee shall be responsible for making arrangements for the annual meeting and other Chapter sponsored meetings and field trips. The Program Vice-President will be the chairperson of the Program Committee and will be responsible for appointing a minimum of three other Chapter members to the Program Committee. Appointed members of the Program Committee shall be approved by the President.

Section 5 - Workshop Committee: The Workshop Committee shall be responsible for developing, planning, and conducting any workshops sponsored by the Chapter. Workshops include activities intended to facilitate the sharing of ecological restoration knowledge and training of both members and non-members in the practice of ecological restoration. The Workshop Committee shall also be responsible for reviewing workshop proposals from members or other organization for funding by the Chapter and providing recommendations to the Executive Committee for approval or disapproval of funding. The Chairperson of the Workshop Committee shall appoint at least two Chapter members to assist in the committee's activities.

Section 6 - Finance Committee: The Finance Committee is comprised of the Treasurer, the Executive Vice President and the Program Vice President. It is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members and the public.

ARTICLE VII. CONTRACTS, FINANCE, AND GIFTS

Section 1 – Contracts: The Board may authorize any Officer or Officers, agent or agents of the Chapter, in addition to the Officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter. Such authority may be general or confined to specific 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.

Section 2 – Deposits and Disbursements: All funds of the Chapter shall be periodically deposited to the credit of the Chapter in such banks, trust companies, and other depositories as the Board of Directors may select. All checks, drafts, or orders for the payment of money and notes or other evidences of indebtedness issued in the name of the Chapter shall be signed by such Officer or Officers, agent or agents, of the Chapter and in such a manner as shall periodically be determined by resolution of the Board.

Section 3 - Contributions, Gifts, or Bequests: The Board may accept on behalf of the Chapter any contribution, gift, or bequest for the general purposes or for any specific purposes of the Chapter.

Section 4 - Disposition of Assets on Liquidation or Dissolution: In the event all memberships are terminated, or in the event the Chapter owns or holds any assets (cash, investments, property, etc.) upon its dissolution, after paying or adequately providing for the debts and obligations of the Chapter, the Board of Directors shall wholly transfer the remaining assets to the Society. In no event shall any earnings or other property of the Society or Chapter be distributed or inure to the benefit of any member, former member, Director or Officer of the Chapter, or other private individual, or to any corporation, trust, or organization whose net earnings inure to the benefit of any individual, either directly or indirectly.

ARTICLE VIII. FISCAL YEAR

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

ARTICLE IX. BOARD OF DIRECTORS OR OFFICERS OF NON-PROFIT CORPORATIONS: LIABILITIES AND LIMITATIONS

Except as provided in paragraph 2 of this article, a member of the Board or an officer of any non-profit corporation is not individually liable for any discretionary decision within his or her official capacity as a Board member or Officer unless the decision or failure to decide constitutes gross negligence.

Nothing in this section shall limit or modify in any manner the duties and liabilities of a Board member or Officer of the Corporation to the corporation or the corporation's members.

ARTICLE X. AMENDMENTS TO THE CHAPTER BY-LAWS

These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved by a vote of the membership by a majority vote on February XX, 2007.

Secretary

Date