

# **BYLAWS AND STANDING RULES OF THE NEW ENGLAND CHAPTER OF THE SOCIETY OF WETLAND SCIENTISTS**

## **ARTICLE I**

### **Names and Objectives**

1. The name of the group shall be the **NEW ENGLAND CHAPTER OF THE SOCIETY OF WETLAND SCIENTISTS**, hereinafter referred to as the New England Chapter.
2. The principal office for the transaction of the business of the New England Chapter is hereby located at the business or home office of the current President. Whenever this location changes, the new location will be announced on the Society of Wetland Scientist website.
3. The objectives are as follows:
  - a. The general purposes of the New England Chapter are to operate solely and exclusively as a non-profit and educational organization to foster conservation and understanding of wetland issues of particular interest to New England.
  - b. Advance public education and enlightenment concerning the New England's wetland resources.
  - c. Provide an independent forum for an interchange of ideas and data focusing on wetland science in New England.
  - d. Develop and encourage wetland science as a distinct discipline by supporting student education, curriculum development, and research in New England.
  - e. Encourage and evaluate the educational, scientific, and technological development and advancement of all branches of wetland science and practice with a focus on New England wetlands and issues.
  - f. Encourage the knowledgeable management of wetland resources of New England.
4. For the administration of the affairs and the attainment of the objectives of the New England Chapter, as set forth in ARTICLE I, 3a through f, the New England Chapter shall have the power, either directly or indirectly, either alone or in conjunction or co-operation with others, to do any and all lawful activities that may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the objectives for which the New England Chapter is organized, and to aid and assist other organizations whose objectives are such as to further accomplish, foster, or attain any of such objectives.

## **ARTICLE II**

### **Membership and Election of Officers**

1. The membership of the New England Chapter shall be open to anyone, residing in New England, who is currently registered as an Active Member, a Student Member, Institutional/Corporate Member, Family Members, or a Lifetime Member of the Society of Wetland Scientists.

2. As used in the Bylaws and Standing Rules, the term "member in good standing" means a member whose dues to the Society of Wetland Scientists are paid, and currently resides in New England.

### **ARTICLE III**

#### **Officers and Board of Directors**

1 . The Officers of the New England Chapter shall be President, Vice-President, Secretary and Treasurer who are elected by the members. These four officers constitute the Executive Board of the New England Chapter who shall have the authority to meet in closed session.

2. Only those who are both Active Members of the Society of Wetland Scientists and members of the New England Chapter in good standing shall be eligible for nomination for an elected office.

3. Terms

- a. The President shall serve for a period of one year. Presidents may be re-elected for up to 5 consecutive terms.
- b. The Vice-President shall serve for a period of one year.
- c. The Secretary and the Treasurer shall serve for a period of two years.
- d. In the event of cancellation of an annual meeting, the officers of the New England Chapter and the members of any standing or special committee shall continue to serve and be responsible for the Bylaws until new elections and an annual meeting are held.
- e. If an officer cannot fulfill or complete the term of office, the Board of Directors is authorized to appoint a replacement until an election is held at the next annual meeting.

4. The Board of Directors shall consist of the Executive Officers, and the Chairs of any Standing Committees. Any number of Directors attending a called meeting of the Board of Directors constitutes a quorum. The Board of Directors is authorized to conduct business and hold meetings at its discretion. The Board of Directors may conduct business or hold meetings electronically or using conference telephone equipment or any other technology that allows everyone to exchange ideas.

### **ARTICLE IV**

#### **Meeting and Voting**

1 . The New England Chapter shall meet once a year during the Annual Meeting of the Society of Wetland Scientists to discuss issues of interest to the New England Chapter.

2. After notifying all of the members, the Board of Directors may cancel an annual meeting or change the place of an annual meeting or order a Special Meeting. If a meeting is cancelled, the Board of Directors shall schedule the next annual meeting.

3. A quorum for the transaction of official business at a New England Chapter meeting shall consist of any number of voting members present.

4. A motion to amend the Bylaws or to establish or dissolve the New England Chapter shall require a majority of the New England Chapter membership. Voting will be conducted either electronically or by mail.
5. A summary of all business conducted at a New England Chapter meeting will be distributed to all New England Chapter members.
6. The Secretary shall certify the voting eligibility of members. Only those who are both Active Members of the Society of Wetland Scientists and members of the New England Chapter in good standing shall be eligible to vote.

## **ARTICLE V**

### **Adoption of Standing Rules**

1. The Board of Directors is authorized to adopt and amend Standing Rules necessary for conduct of New England Chapter business by a majority vote.
2. The Standing Rules must include, but shall not be limited to, the following:
  - a. Matters pertaining to New England Chapter finances.
  - b. Prescribed duties of New England Chapter officers.
  - c. Provisions for the establishment, duties, and method of selection of standing committees and other committees necessary to conduct the business of the New England Chapter.
  - d. Authorization for publications of the New England Chapter for the furtherance of its objectives.

## **ARTICLE VI**

### **Amendment of Bylaws**

1. The Bylaws of the New England Chapter may be amended by majority vote of the members in good standing. Proposals for amendments may be generated in the following ways:
  - a. Recommendation of a majority of the voting members of the Board of Directors.
  - b. Petitions signed by not fewer than ten members in good standing or 10% of the New England Chapter membership eligible to vote, whichever is fewer, and presented to the Board of Directors.

## **ARTICLE VII**

### **Dissolution of the New England Chapter**

1. Upon dissolution of the New England Chapter, its Executive Board shall transfer all assets, accrued income, and other properties to the Society of Wetlands Scientists parent organization with a request that said assets be held for a period of not more than five years from the date of dissolution of the New England Chapter, for distribution to another Chapter that may be established in approximately the same geographic area within the said five-year period. If another Chapter is not established in the said area and period of time, the Society of Wetland Scientists parent organization may distribute all assets, accrued income and other properties to a New England charitable organization in accordance with Society bylaws.

## **ARTICLE VIII**

### **New England Chapter Representation**

1 . No member of the New England Chapter will represent the New England Chapter without the prior approval of the Board of Directors of the New England Chapter.

### **STANDING RULES**

The following rules are established to assist in conducting the business of the New England Chapter.

#### **Section 1. Duties of the President**

The President shall be responsible for the business of the New England Chapter, and may make appointments authorized in the Standing Rules, establish special committees required for the business of the New England Chapter, and exercise such other responsibilities determined from time to time by action of the New England Chapter or its Board of Directors.

#### **Section 2. Duties of the Vice-President**

Duties of the Vice-President are to assist the President and to perform the duties of the President when that officer is absent or unable to act. The Vice-President is responsible for New England Chapter publicity as directed by the Board of Directors. The Vice President shall serve as Parliamentarian at meetings when the Immediate Past President is not available.

#### **Section 3. Duties of the Secretary**

- a. Record and read minutes of the annual meeting of the New England Chapter and all called meetings of the Board of Directors. Distribute minutes to Board members and to the webmaster; minutes shall be made available on the Society of Wetland Scientists website.
- b. Request updated mailing list of Chapter members from SWS-International. Upon request from the Board of Directors provide copies of membership lists.
- c. Certify eligibility of members prior to any vote.
- d. Direct all correspondence received to the appropriate board member as needed. Prepare and mail correspondence at the direction of Executive Board members.
- e. Prepare and disburse information pertinent to increasing membership.
- f. Maintain a file of correspondence and records of the New England Chapter business.
- g. Maintain and update copies of the Bylaws and Standing Rules.
- h. Prepare semi-annual reports of membership status.

#### **Section 4. Duties of the Treasurer**

- a. Administer the financial resources of the New England Chapter.
- b. Pay all bills of the New England Chapter as authorized by the President or the Board of Directors.
- c. Prepare annual budgets and/or statements as necessary, and present at the annual meeting of the New England Chapter.

### **Section 5. Duties of the Immediate Past President**

The Immediate Past President presides the Nominating Committee and Bylaws Committee and performs the duties of President if both the President and Vice-President are unable to act. The Immediate Past President shall remain as a voting member of the Board, and serve as Parliamentarian at meetings.

### **Section 6. Salaries, Expenses, and Authority to Commit Funds**

- a. Officers and Directors of the New England Chapter shall not receive any salary or clerical or other expenses unless approved by the Board of Directors in advance.
- b. The Board of Directors shall review and sign any single expenditure that has financial consequences for the chapter in amounts greater than \$500.

### **Section 7. Dues and Fees**

- a. Dues for membership in the New England Chapter will be paid to the Society of Wetland Scientists, and will be transferred to the New England Chapter as per the standing rules of SWS.
- b. The cycle for membership in good standing will be on a calendar basis, extending from January 1 to December 31. This term coincides with the fiscal year of the New England Chapter of The Society of Wetland Scientists.

### **Section 8. Standing Committees**

Standing Committees, composed of New England Chapter Members in good standing, shall be appointed by the President in consultation with the Board of Directors within thirty days after the annual meeting unless otherwise specified. Standing committees shall assist the President and Board of Directors in the conduct of the affairs of the New England Chapter. The Chairperson of each standing committee shall report at the annual meeting of the New England Chapter. The term of duty for members of standing committees shall extend from their appointment to the end of the following annual meeting, unless otherwise specified.

- a. Nomination Committee: The Committee shall be responsible for recommending the names of candidates for elected offices and assembling their resumes for distribution to members of the New England Chapter. The Immediate Past President shall serve as Chairperson; if the Immediate Past President is not available, the President shall appoint a member in good standing, preferably one who has served as an officer of SWS.
  1. Preliminary nominations for officers are to be solicited from the membership through the Immediate Past President.
  2. A Nominations Committee will consist of the Immediate Past President and two designates. Designates are to be selected with the intent to maximize geographic diversity.
  3. The list of preliminary nominations will be passed to the Nominations Committee, which will prepare a final slate of candidates.
- b. Bylaws and Standing Rules Committee: This committee shall consist of the Immediate Past President (Chairperson), the President, and the Vice-President, and serves as the New England Chapter's official authority regarding all matters pertaining to the organization's bylaws and standing rules. This committee is responsible for insuring that

the bylaws and standing rules are accurately maintained and updated in accordance with the New England Chapter's bylaws.

### **Section 9. Special Committees**

Special Committees, composed of New England Chapter members in good standing, shall may be appointed by the President in consultation with the Board of Directors at any time for a period of 2 calendar years from the date of appointment unless re-authorized by the vote of the Board. Special Committees are appointed to assist the President and the Board of Directors with developing information, services, or programs which are generally short term, and of a non-recurring nature. The Committee(s) shall report to the Board of Directors and the membership at the Annual Business Meeting. Special Committees may include, but are not limited to, the following:

- a. Communication Committee: The Committee shall be responsible for disseminating information regarding Chapter activities, and increasing the membership of the New England Chapter.
- b. Education & Certification Committee: The Committee shall be responsible for the promotion and improvement of the New England Chapter.
- c. Events Committee: The Committee shall be responsible for making arrangements for the annual meeting
- d. Archives Committee: This committee shall be responsible for developing criteria for determining what types of New England Chapter materials and records will be archived, how and where they will be stored and accessed, and the longevity of various materials in the archive. The Archivist shall President the Archives Committee.
- e. Awards Committee: This committee shall be responsible for developing and implementing an New England Chapter awards program recognizing various categories of outstanding individual and organizational contributions to furthering the objectives of the New England Chapter or advancing wetland science of relevance to New England issues and wetlands.
- f. Membership Committee: This committee shall be responsible for recruiting new members to the Society of Wetland Scientists.

### **Section 10. Order of Business**

The agenda for a business session for an annual meeting of the New England Chapter shall include, but shall not necessarily be limited to, the following items:

- a. Call to order by the President
- b. Address of the President
- c. Determination of a quorum
- d. Introduction of guests and visitors
- e. Reading of the minutes and report of the Secretary
- f. Reports of the Chairperson
- g. Reports of Standing Committees
- h. Reports of Special Committees
- i. Other old business
- j. Installation of newly elected officers
- k. New business
- l. Adjournment

**Section 11. Availability of Bylaws and Standing Rules**

The Bylaws and Standing Rules of the New England Chapter will be available from the Bylaws and Standing Rules Committee upon request of any New England Chapter member and shall be made available on the Society of Wetland Scientists website as well.

**Section 12. Rules of Order**

The New England Chapter will adopt Robert's Rules of Order. The Immediate Past President or, if the Immediate Past President is unavailable, the Vice President will serve as Parliamentarian at meetings.