

**BYLAWS OF THE MASSACHUSETTS CHAPTER
YANKEE DIVISION
NEW ENGLAND SOCIETY OF AMERICAN FORESTERS**

ARTICLE 1: NAME AND OBJECTIVES

This organization is a unit of the Society of American Foresters (the Society) and shall be known as the "Massachusetts Chapter of the Yankee Division of the New England Society of American Foresters" As provided in Article VI, Section 1 of the Constitution of the Society of American Foresters(the Massachusetts Chapter) is comprised of all counties in Massachusetts.

The objectives shall be:

(1) to advance the science, education, technology, and practice of forestry; to enhance the competency of its members through continuing education and other opportunities; to establish professional excellence; and to use the knowledge, skills, and conservation ethic of the profession to ensure the continued health and use of forest ecosystems and the present and future availability of forest resources to benefit society.

(2) to provide an opportunity for better communication among the individual members, their regional representatives and the Society

ARTICLE 2: ACTIVITIES LIMITED TO EXEMPT PURPOSES

No part of the net earnings of the Massachusetts Chapter shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Massachusetts Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 1 hereof. No substantial part (greater than five percent of the annual budget) of the activities of the Massachusetts Chapter shall be the carrying on of propoganda, or otherwise attempting to influence legislation and the Massachusetts Chapter shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. In the case of a written request from a governmental body, committee, or subdivision, the Massachusetts Chapter shall provide technical assistance and advice providing the Massachusetts Chapter deems it appropriate to provide such assistance. Notwithstanding any other provision of these articles, the Massachusetts Chapter shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE 3: MEMBERSHIP

Every member of the Society in good standing is entitled to membership in the Chapter in which the member has established domicile. The domicile of a member shall be the member's principal home or residence, unless the member's place of business and professional affiliations lie within the territory of another State Society ,when, by notification in writing to the national office, the member may establish domicile with said other State Society for the purpose of Chapter membership. An individual may be a voting member of and be eligible for office holding in only one State Society.

Only voting members, as defined in the Society's Constitution, in good standing, shall be entitled to vote on any question before the Massachusetts Chapter. Other members may attend any meeting of the Massachusetts Chapter and take part in the discussions, but shall have no vote. Members of a student chapter shall be entitled to vote only on any question before the student chapter.

Membership in the Massachusetts Chapter may be terminated by (1) voluntary resignation, (2) failure to pay dues, (3) expulsion from the Society for unprofessional conduct, or (4) transfer of domicile to another State Society.

ARTICLE 4: DUES

The annual dues of the Massachusetts Chapter of \$5 shall be due upon receipt of the invoice. With the exception of Student Members who shall not be assessed, dues shall be collected by the Society concurrently with the collection of national dues and transmitted to the Treasurer of the Massachusetts Chapter.

Members who have not paid national and Massachusetts Chapter dues by March 1 shall be notified by the Society that they are in bad standing, and thus ineligible to vote, to receive the Journal of Forestry to be a candidate for office, or to hold office until the dues are paid. A member who transfers to the Massachusetts Chapter and has paid annual dues in the chapter from which the transfer is being made shall not be required to pay additional dues for the year of transfer and shall automatically become a member of the Massachusetts Chapter for the remainder of the year. New members admitted during the year shall pay pro-rata dues beginning with the quarter after the admission is accepted. No member shall be entitled to a return of fees or dues upon discontinuance of membership.

ARTICLE 5: OFFICERS

The officers of the Massachusetts Chapter shall include a Chair, a Vice-Chair, a Secretary/Treasurer, and such other officers as may be found necessary. Officers shall be voting members of the Society and the Massachusetts Chapter for the duration of their terms. Terms shall be for two years and commence on January 1. All officers are elected for two years but can be elected for more than one term. In the event the Chair is unable to complete the full term of office, the Vice-Chair shall succeed and complete the unexpired term prior to serving the full term as Chair. Should this occur, the Executive Committee by a majority vote shall appoint a replacement Vice-Chair who shall assume the duties of the vacant office until the next regular election of officers. In the event the Vice-Chair is unable to complete the term of office and succeed to the office of Chair, the Executive Committee shall appoint an acting chair to serve until the next election at which time both a chair and vice-chair shall be elected. Vacancies in the office of Secretary/Treasurer shall be filled by the Executive Committee.

ARTICLE 6: DUTIES AND RESPONSIBILITIES

The Chair shall be responsible for developing and continuing Massachusetts Chapter activities during the term of office and for organizing the membership toward meeting the objectives. The Chair shall preside at meetings of the Massachusetts Chapter; serve as chair of the Executive Committee and as ex-officio member of all other committees; oversee the business affairs; appoint, with the approval of the Executive Committee, the standing committees and other special committees; act as the official delegate to the House of Society Delegates, or, with the approval of the Executive Committee, appoint an alternate; and perform all other duties commonly incident to such office.

The Vice-Chair, in the absence of the Chair, shall preside at Massachusetts Chapter meetings and act for and assist the Chair in conducting Massachusetts Chapter affairs, as may be requested by the Chair.

The Secretary/Treasurer or another officer as described by the Executive Committee shall conduct all Massachusetts Chapter elections and referendums which are not conducted by the national office of the Society; keep the minutes of the Massachusetts Chapter's meetings and send a copy to the Executive Vice-President; conduct correspondence; announce meetings; send agenda for meetings to the Executive Vice-president 30 days in advance when possible, and perform such other duties as may be assigned by the Executive Committee or Chair. The Secretary/Treasurer shall prepare and present at the annual meeting a report on the Massachusetts Chapter's activities, and shall provide a copy of the report to the Chairman of the Yankee Division. The Secretary/Treasurer shall report to the Chairman of the Yankee Division the adoption of and amendment to these bylaws.

The Secretary/Treasurer or another officer directed by the Executive Committee shall act as custodian of the Massachusetts Chapter's accounting records and accounts; receive and deposit all monies and disburse all monies authorized by the Chair (or Executive Committee) on behalf of the Massachusetts Chapter; and perform such other duties as may be assigned by the Executive Committee or the Chair. He/she shall prepare and present at the annual meeting a report of the

Massachusetts Chapter's financial status, including an income and expense statement for the year's operations and a balance sheet as of the end of the Society's fiscal year, i.e., December 31. Upon certification by the Auditing Committee, copies of the written report shall be submitted to the Chair and to the Chair of the Yankee Division . The Secretary/Treasurer, in response to an annual request from the Chair of the Yankee Division, shall provide all information required by the Internal Revenue Service Form 990 and, if the Massachusetts Chapter has unrelated business income, Internal Revenue Service Form 990-T. And, in the event that Internal Revenue Service reporting requirements are changed, the Secretary/Treasurer shall provide the Chair of the Yankee Division the information required on any additional form of the Internal Revenue Service.

ARTICLE 7: ELECTIONS

Nominations made by the Nominating Committee shall be transmitted to the Chair with a copy to the Secretary by September 1. Nominations by the membership at large, if endorsed by at least 25 voting members in good standing and presented to the Secretary in writing by September 1, shall be included on the mail ballot. Election of officers shall be by letter ballot in October. The ballots shall be counted by December 1. Election results will be reported to the national office not later than December 8. The outcome of all elections shall be determined by a plurality or simple majority of those voting. In the case of a tie vote, a run-off election shall be held within one month. The ballots shall be counted by a Tellers Committee who shall promptly certify the results of the election to the Chair, the Executive Committee, the Executive Vice-President (by December 8), and all candidates for office. The membership shall be informed of the election results as soon as possible.

ARTICLE 8: STANDING COMMITTEES

Standing committees of the Massachusetts Chapter shall include, but not be limited to, the Executive, Nominating, Tellers, and Auditing Committees. The Chair of the Massachusetts Chapter with the approval of the Executive Committee, shall appoint a chair and members of the standing committees, except as specified below for the Executive Committee. The Chair of the Massachusetts Chapter serves as ex-officio member of each committee.

A. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Chair of the Massachusetts Chapter acting as chair of the committee and other officers of the Massachusetts Chapter, and the immediate past chair. The Executive Committee shall give general supervision to the affairs and interests of the Massachusetts Chapter and its contacts with the national Society; shall control the expenditure of all funds; and approve the place, date and program of all meetings. The Executive Committee shall adopt a charter for each of the other committees, outlining the objectives, organization and activities of the committees. Each incoming Chair shall recommend to each new Executive Committee at its first meeting additions, deletions and changes in committee charters. Action on any charter, however, may be taken at any Executive Committee meeting. The Committee shall fill by appointment the unexpired term of any Executive Committee member; approve or disapprove proposed appointments by the Chair; advise the Chair on all matters which the Chair presents to the committee, and act for the Massachusetts Chapter on urgent matters which require immediate action between Massachusetts Chapter meetings. Committee business may be transacted by mail ballot but at least one committee meeting shall be held annually. Any action of the Executive Committee shall be subject to a member referendum upon petition of at least two percent but in no case less than 10 of the voting members of the Massachusetts Chapter.

B. NOMINATING COMMITTEE. The Nominating Committee shall operate in accordance with the committee charter. This committee shall nominate from eligible Massachusetts Chapter members at least two candidates for each elective office and obtain agreement to serve if elected from each nominee, and send the nominations and agreements to serve to the Secretary or other officer by September 1. If, for any reason, a nominee is found by the Secretary to be ineligible, the Nomination Committee shall provide another nomination by September 15.

C. TELLERS COMMITTEE. The Tellers Committee shall operate in accordance with the committee charter. This committee shall assemble at the time and place set by the Secretary to count ballots and shall certify the results of elections to the Chair and Executive Committee.

D. AUDITING COMMITTEE. The Auditing Committee shall operate in accordance with the committee charter. This committee, at the conclusion of the fiscal year, shall inspect the financial records of the Treasurer. The committee shall certify the accuracy of the financial statements prepared by the Treasurer and shall report the results of the audit to the Chair and the membership.

ARTICLE 9: SPECIAL COMMITTEES.

A. SPECIAL COMMITTEES, authorized by the Executive Committee, shall be appointed by the Chair. Such committees may include: membership, program, forest policy, communication, etc.

ARTICLE 10: STUDENT CHAPTERS.

A. STUDENT CHAPTERS. A Student Chapter may be authorized within a Massachusetts Chapter by the Executive Committee upon written petition of 15 or more Student Members at an institution designated as SAF-accredited or as a candidate institution for accreditation or an SAF recognized forest technician training program, or upon written petition of 15 or more voting members.

Student Chapters shall be composed of Student Members and other Society members employed by an institution designated as SAF-accredited or as a candidate institution for accreditation or by an SAF-recognized forest technician school. Student Chapter officers shall serve for the school year. Student Chapter officers shall be students or graduate students who are members of the Society.

ARTICLE 11: MEETINGS.

At least one business meeting consisting of no less than five percent of the voting membership or no less than 15 members shall be held during the year to consider business of sufficient importance to require careful consideration by the membership at large. Other meetings as needed shall be scheduled by the Chair, with the approval of the Executive Committee, and may be open to friends of members and other interested persons for the exchange of ideas on subjects of interests to the profession of forestry. Resolutions of gratitude, regret and other non-policy matters may be adopted by a majority vote of those present at these meetings. Important business matters that cannot be delayed until the next business meeting may be submitted to the voting membership by mail ballot.

ARTICLE 12: RECALL.

Any officer may be removed from office for reason of misconduct, incompetence or neglect of duty provided such removal is approved by two-thirds vote of all members voting in a letter ballot. Such ballot may be initiated by the Executive Committee on its own volition or it shall be required to conduct such a ballot if it receives a petition setting forth the points of contention and signed by at least two percent but in no case less than 10 of the voting members of the Massachusetts Chapter. Ballots shall be mailed and received by a member of the Executive Committee as chosen by the committee.

ARTICLE 13: AMENDMENT OF BYLAWS.

Amendments to these bylaws may be proposed by the Executive Committee or upon written petition of at least two percent but in no case less than 10 of the voting members of the Massachusetts Chapter. Proposed amendments shall be submitted to the Executive Vice-President for approval prior to a mail ballot of voting members. Amendment of these bylaws shall require a two-thirds vote of the members voting.

ARTICLE 14: ASSETS.

Massachusetts Chapter assets belong to the Massachusetts Chapter membership as a whole. In the event of division or merger of state societies, the assets of the parent Massachusetts

Chapter(s) will be audited and allocated to the new Massachusetts Chapter(s) in proportion to the percentage of the voting members transferred. Upon the dissolution of the Massachusetts Chapter, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Massachusetts Chapter, transfer all the assets of the Massachusetts Chapter to the national Society, or dispose of all of the assets of the Massachusetts Chapter exclusively for the purposes of the Massachusetts Chapter in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine.

Adopted by the Massachusetts Chapter members on

By:

Chair

Date:

Member, Executive Committee

Member, Executive Committee

Amendment(s) adopted: