

BYLAWS
OF THE
NEW ENGLAND
SOCIETY OF AMERICAN FORESTERS

Revision Dates:

By Referendum - November, 1996 and Adopted December 6, 1997

By Referendum - November, 1997 and Adopted December 6, 1997

By Referendum - November, 2001 and Adopted January 31, 2002

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By Referendum – October, 2012 and Adopted January 9, 2014

By Referendum – October, 2013 and Adopted January 9, 2014

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ARTICLE 1: NAMES AND OBJECTIVES

This organization is a unit of the Society of American Foresters (the Society ¹) and shall be known as the “New England Society of American Foresters” (state society ¹), as provided in Article VI of the Constitution of the Society of American Foresters, and is comprised of the counties within the states of Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont.²

The objectives shall be:

- 1) To advance the science, education, technology, and practice of forestry; to enhance the competency of its members; to establish professional excellence; 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 state society shall inure to the benefit of or be distributable to: its members, trustees, officers, or other private persons, except that the state society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article 1 hereof. No substantial part ³ of the activities of the state society shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the state society 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 state society shall provide technical assistance and advice providing the state society deems it appropriate to provide such assistance. Notwithstanding any other provision of these articles, the state society shall not carry on any other activities not permitted to be carried on by:

¹ The term “the Society” refers to the national Society of American Foresters. The term state society used herein applies to a state society, a multi-state society, or an intra-state society. An intra-state society is one with boundaries including only part of one state.

² The Eastern Canadian Provinces of New Brunswick, Newfoundland, Nova Scotia, Prince Edward Island, and Quebec are not part of the charter of the state society known as “New England Society of American Foresters”. However, members of the Society residing in these Provinces can request membership in the state society known as “New England Society of American Foresters”.

³ Substantial part is greater than five percent (5%) of the annual budget.

- 1) 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
- 2) 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 state society in which member has established domicile. The domicile of a member shall be the member's home or residence, unless the member's place of business and professional affiliations lie within the territory of another state society or the eastern Canadian Provinces of New Brunswick, Newfoundland, Nova Scotia, Prince Edward Island, or Quebec, when, by notification in writing to the national office, the member may establish domicile with said other state society for the purpose of state society membership. An individual may be a voting member of and be eligible for office holding in only one (1) state society, but may become an associate member of any other 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 state society. Other members may attend any meeting of the state society 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 state society 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 state society 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 state society.

Members who have not paid national and state society dues by March 1 shall be notified by the Society that they are in bad standing, and thus ineligible to receive Society publications, to be a candidate for office, to vote, or to hold office until the dues are paid.

A member who transfers to another state society and has paid annual dues in the state society 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 state society to which transferred for the remainder of the year.

New members admitted during the year shall pay pro-rata dues beginning with the quarter after admission is accepted. No member shall be entitled to a return of fees or dues upon discontinuance of membership.

The Treasurer shall remit to each Division and Chapter the amount of dues received for each Division and Chapter member.

ARTICLE 5: OFFICERS and STATE REPRESENTATIVES

The officers of the state society shall include a Chair, Vice Chair, Secretary, Treasurer, and such other officers as may be found necessary. Officers shall be voting members of the Society and the state society for the duration of their terms. Terms of the Chair, Vice Chair, and Immediate Past Chair shall be for one year, terms of all other elected officers shall be for two years and commence on January 1.

The Vice Chair, upon completion of that term of office, shall automatically become Chair for the subsequent term. After rotating off the NESAF Executive Committee as Immediate Past Chair and allowing for a two year hiatus, a previously elected Vice Chair can again stand for nomination and election to the position of Vice Chair.

The Secretary and Treasurer may be elected or appointed. The Secretary and the Treasurer may be the same person. Both the Secretary and the Treasurer may run for reelection to these or other officer positions in the society.

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 Vice Chair to serve until the next election, at which time both a Chair and Vice Chair shall be elected. The Executive Committee shall fill vacancies in the offices of Secretary and Treasurer.

State representatives, as regional members of the Executive Committee, are to be elected for two-year terms. Representation shall be one member from each of the States of Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont; one member shall be elected to represent the membership residing in the Eastern Canadian Provinces of New Brunswick, Newfoundland,

Nova Scotia, Prince Edward Island, and Quebec. Terms shall be for two years and shall commence January 1 following election.

ARTICLE 6: DUTIES AND RESPONSIBILITIES OF OFFICERS AND STATE REPRESENTATIVES

Chair:

The Chair shall be responsible for developing and continuing state society activities during the term of office and for organizing the membership toward meeting the objectives.

Vice Chair:

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

Secretary:

The Secretary shall prepare and present at the annual meeting, a report on the state society's activities, and shall provide a copy of the report to the Society's Executive Vice President. The Secretary shall report to the Society's Executive Vice President the adoption of and amendments to these bylaws.

Treasurer:

The Treasurer shall prepare and present at the annual meeting a report of the state society'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 Society's Executive Vice President. The Treasurer, in response to an annual request from the Society's Executive Vice President, shall provide all information required by the Internal Revenue Service Form 990, and if the state society has unrelated business income, Internal Revenue Service Form 990-T. In the event that Internal Revenue Service reporting requirements are changed, the Treasurer shall provide the Society's Executive Vice President the information required on any additional form of the Internal Revenue Service.

State Representative:

State Representatives have the primary responsibility of advancing the mission of NESAF. The primary mechanism for doing this is to act as the main communication link between the NESAF Executive Committee and their respective states, associated divisions, and chapters.

A more expansive and complete description of each of the elected NESAF positions can be found in the NESAF Operations Manual.

ARTICLE 7: ELECTIONS

All voting members of NESAF shall elect officers.

Only voting members residing in the state or collective provinces of the nominees shall elect State Representatives. Election of State Representative shall be rotated, with members from Connecticut, New Hampshire, and Rhode Island being chosen at the regular elections during odd numbered years and the election of those members from Eastern Canada, Maine, Massachusetts, and Vermont being held during even numbered years.

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 ballot.

Election of officers shall be by ballot in **October**. Elections will be conducted electronically and a provision will be made for members who are not connected to the internet, so that they are able to vote.

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. Any paper 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 state society shall include, but not be limited to:

- 1) Executive,
- 2) Nominating and Tellers,
- 3) Awards,
- 4) Grants,
- 5) Membership, and
- 6) Forest Policy

A complete description of each Standing Committee's Charter, responsibilities, process, and accompanying forms can be found in the NESAF Operations Manual.

The Chair of the state society, with approval of the Executive Committee, shall appoint a Chair and members of standing committees, except as specified below for the Executive Committee. The Chair of the state society serves as ex-officio member of each committee.

- 1) EXECUTIVE COMMITTEE - shall consist of the following voting members: Chair of the state society acting as Chair of the committee, other elected officers of the state society (Vice Chair, Secretary, and Treasurer), the Forest Science Coordinator, the News Quarterly Editor, the Website Editor/Administrator, elected State Representatives, the Immediate Past Chair, and the following Standing Committee Chairs: Awards and Fellow; Grants; Membership; Nominating and Tellers; and Forest Policy.

The Executive Committee shall:

- a) Give general supervision to the affairs and interests of the New England SAF and its contacts with the Society;
- b) Will prepare a budget for review and approval by the general membership at the annual meeting;
- c) Shall control the expenditures and program of all meetings; and
- d) 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 Executive Committee shall also:

- e) Fill by appointment the unexpired term of any Executive Committee member;
- f) Approve or disprove proposed appointments by the Chair;
- g) Advise the Chair on all matters which the Chair presents to the committee; and
- h) Act for the state society on urgent matters, which require immediate action between society 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 (2) percent, but in no case less than 10, of the voting members of the state society.

- 2) NOMINATING and TELLERS COMMITTEE - shall operate in accordance to its Charter:

- a) Conduct annual nominations to the NESAF Executive Committee as authorized by that Committee and as further prescribed by the Bylaws.
 - b) The Tellers Committee will consist of selected members separate from the nomination process, providing a stand-alone certification of returned ballots and verification of the election results.
 - c) Committee membership shall consist of a Chair, Co-Chair, and the respective State Representatives serving as committee members.
- 3) AWARDS COMMITTEE - shall operate in accordance to its Charter:
- a) Solicit and review nominations for NESAF State Society Awards; and
 - b) Select award winners for the two categories of NESAF State Society Awards.
 - c) The committee's composition will consist of the following voting members: the State Society Chair and the elected State Representatives. They will elect one voting member to serve as the Awards Committee Chair.
- 4) GRANTS COMMITTEE - shall operate in accordance to its Charter:
- a) Overseeing the distribution of the internal NESAF Grant Fund, and
 - b) Proposing and preparing applications to National SAF (Foresters Fund) and other opportunities, as they are available.
- 5) MEMBERSHIP COMMITTEE - shall operate in accordance to its Charter:
- a) Monitor and evaluate the membership numbers and dynamics of the chapters and divisions that comprise NESAF,
 - b) Encourage active membership recruitment and retention programs,
 - c) Informs the members of the status of NESAF membership, and
 - d) Interacts with the Society's Office of the Coordinator, Member Services and Marketing, or its equivalent.
- 6) FOREST POLICY COMMITTEE - shall operate in accordance to its Charter:
- a) Advise the NESAF Executive Committee on state society forest policy matters, in adherence to and guided by the Society by-laws and forest policy process.
 - b) Inform and engage the state society's membership in policy matters.

SPECIAL COMMITTEES: The Chair shall appoint these AD HOC committees, when authorized by the Executive Committee. Such committees may include:

- a) Program,
- b) Communications, or
- c) 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: APPOINTMENTS

With the approval of the Executive Committee, the Chair shall make the following appointments:

- 1) **FOREST SCIENCE COORDINATOR:** A Forest Science Coordinator shall be appointed for a two-year term beginning January 1, and may be reappointed to a total of two consecutive terms.
- 2) **COMMITTEES:** The Chair and members of each authorized committee shall be appointed to serve for one-year terms, beginning January 1.
- 3) **OTHER APPOINTMENTS:** Other appointments shall be authorized by the Executive Committee and made by the Chair.

ARTICLE 10: STATE DIVISIONS AND/OR CHAPTERS

- 1) **STATE DIVISIONS:** A State Division may be authorized by the Executive Committee upon written petition of 30 or more voting members resident in the state and upon approval by referendum⁴ of the members in the state. The boundaries of a State Division shall follow state lines except in cases approved by the Council.⁵ The authorization for a State Division may be rescinded by the Executive Committee or upon the affirmative vote of at least 10 members of the Council. A State Division shall hold at least one meeting each year to retain its authorization.

The officers of each State Division shall include a Chair, Vice Chair, a Past Chair, a Secretary, a Treasurer, the State Representative to the NESAF Executive Committee, and such other officers as may be found necessary. The Secretary and Treasurer may be the same person. State Division officers shall be voting members of the Society and shall be resident or employed within the boundaries of a State Division for the duration of the term of office, which shall be for one year, beginning January 1.

⁴ Council action November 18-19, 1981 provides that on matters of reorganization, Council will not consider a petition to conduct a referendum to establish or disestablish a State Society where the establishment decision had been based on properly conducted referendum within the previous two-year period. The decision where determined by referendum, shall stand for at least two years.

⁵ A Council comprising the president, vice-president, immediate past president, and 11 elected members shall govern the Society, according to the Constitution and Bylaws of the Society of American Foresters, Article V, Section 5.

State Divisions may adopt bylaws subject to approval of the Executive Committee and the Council, provided that no part thereof shall conflict with the Constitution and Bylaws of the Society.

A State Division shall report promptly to the New England SAF Chair and the Society's Executive Vice President, the election of State Division officers, the adoption of State Division bylaws and amendments thereto, and shall report at least once a year on the proceedings of the State Division. Actions or recommendations of a State Division will be transmitted to the New England SAF for recommendation to the Council.

The New England SAF is authorized to appropriate funds to the State Divisions for the conduct of their business.

Upon request, the Society's Executive Vice President will collect and forward dues of State Divisions, and may provide mailing labels, membership rosters, and other automation products.

- 2) CHAPTERS (of State Divisions): A Chapter within a state may be authorized by the Executive Committee upon written petition of 15 or more voting members resident in an area where a strong local organization may be effected. The Executive Committee shall establish boundaries of a Chapter. Where a viable Chapter can be sustained only by including members from both sides of a state boundary, the Chapter shall be affiliated with the state society in which a majority of the Chapter members are resident.

A Chapter shall hold at least one meeting each year to retain its authorization.

The authorization for a Chapter may be rescinded by the Executive Committee or upon the affirmative vote of at least 10 members of the Council.

The officers of each Chapter shall include a Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers as may be found necessary. The Secretary and Treasurer may be the same person. Chapter officers shall be voting members of the Society and shall be residents or employed within the boundaries of the Chapter for the duration of the term of office, which shall be for one year, beginning January 1.

Chapters may adopt bylaws subject to the approval of the Executive Committee and the Council, provided that no part thereof shall conflict with the Constitution and Bylaws of the Society.

Adjacent Chapters of adjoining state societies may conduct joint activities when the Executive Committees of such societies determine that topography, accessibility, and concentration of membership make this arrangement desirable.

A Chapter shall report promptly, to the state society Chair and the Society's Executive Vice President, the election of Chapter officers, the adoption of Chapter bylaws and amendments thereto, and shall report at least once a year on the proceedings of the Chapter. Actions or recommendations of a Chapter on Society affairs will be transmitted to the state society for recommendation to the Council.

The state society and divisions are authorized to appropriate funds to the Chapter for the conduct of its business.

Upon request, the Society's Executive Vice President will collect and forward dues of Chapters, and may provide mailing labels, membership rosters, and other automation products.

- 3) **STUDENT CHAPTERS:** A Student Chapter may be authorized within the New England SAF, by the Executive Committee, upon the written petition of 15 or more Student Members at an institution designated as SAF-accredited or a 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 a SAF-recognized forest technician school. Student Chapter officers shall serve for the school year.

Student Chapter officers shall be students or graduate students and members of the society.

ARTICLE 11: MEETINGS

The annual meeting of the state society shall be held at the time and place designated by the Executive Committee, with at least 30 days notice to the membership, but shall not conflict with the annual meeting of the National Society. Other meetings will also avoid such conflict.

At least one business meeting consisting of no less than five percent of the voting membership shall be held during the year to consider business of sufficient importance to require careful consideration by the membership at large.

Business meetings may be held separately or in conjunction with the annual meeting of the state society and notification of such meeting, stating the nature of business to be undertaken, shall be sent to the membership 30 days in advance of the meeting. Positions pertaining to state society policy shall be presented at the business meeting for discussion, and if approved by a majority vote, shall be submitted to all voting members by ballot, except as provided in the National Society Bylaws II A – N. Ballots returned will then be tabulated by the Secretary,

someone designated by the Secretary, or the Tellers Committee for counting within six weeks. A simple majority of the votes cast shall be required for adoption. All adopted positions shall be transmitted to the Executive Committee for appropriate action.

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 interest 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 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 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 ten, voting members of the state society. Ballots shall be distributed, returned, and then tabulated 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 ten, voting members of the state society. Proposed amendments shall be submitted to the Society's Executive Vice-President for approval prior to a ballot of voting members. Amendment of these Bylaws shall require a two-thirds vote of the members voting.

ARTICLE 14: ASSETS

The state society's assets belong to its membership as a whole. In the event of division or merger of state societies, the assets of the New England SAF will be audited and allocated to the new state society in proportion to the percentage of the voting members transferred.

Upon the dissolution of the New England SAF, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the New England SAF:

- 1) Transfer all the assets of the New England SAF to the National Society, or

- 2) Dispose of all of the assets of the New England SAF exclusively for the purposes of the New England SAF in such manner, or
- 3) Dispose of all of the assets of the New England SAF 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.

Accepted by the state society members in October, 2013 in a referendum ballot and adopted by the NESAF Executive Committee on January 9, 2014.

By  .sig.
Chair

 .wit.
Member, Executive Committee

APPENDICES

1) Bylaw Referendum – November 1996

Proposals to change the term of elected officers (Chair, Vice Chair, Secretary, and Treasurer) from one (1) year to two (2) years and to eliminate the office of Immediate Past Chair.

Status: Accepted by voting membership and adopted on December 6, 1997.

2) Bylaw Referendum – November 1997

Proposals include changes required by the March 6, 1996 version of “Standard Bylaws of State, Multi-state, and Intra-state Societies” as written by National SAF.

Principal changes required by these Minimum Standard Bylaws are:

Article 1: Expansion of objective (1) to include ethics and “to ensure the continued health and use of forested ecosystems; and the present and future availability of forest resources to benefit society.”

Article 3: New Canadian members will now have to indicate in writing to the national office that they wish to be a member of NESAF. Current members do not have to take this action.

Article 8: The listing of Standing Committees has been reduced to include only those required by the Standard Bylaws, with one exception. The exception is the retention of the Committee on Distinguished Service Awards.

Article 14: In the last paragraph regarding disposal of assets, if NESAF is dissolved, religious organizations have been removed from the list of non-profit organizations to which the assets might have been distributed. It is thought that selecting a religious organization might be source of contention.

Status: Accepted by voting membership and adopted on December 6, 1997.

3) Bylaw Referendum – November 2001

Article 1: Names and Objectives

a) Minor revision to footnote ¹

Article 2: Activities Limited to Exempt Purposes

b) Minor revision to footnote ³

Article 5: Officers and State Representatives

- c) New language is inserted describing the inclusion of the State Representative position as an elected member of the Executive Committee, its length of term, and representation.

Article 6: Duties and Responsibilities of Officers and State Representatives

- d) Article has been extensively revised to just detail the major responsibilities of each elected position.
- e) A more expansive and complete job description of each of the elected NESAF positions can be found in the NESAF Operations Manual.

Article 7: Elections

- f) There are substantive clarifications on member's rights in voting and the sequential process of providing a ballot, tabulating, and announcing results in the annual election.

Article 8: Standing Committees

- g) Extensive revisions in the inclusion of standing committees:
 - i) Elimination of Teller's; Auditing; and Distinguished Service Award;
 - ii) Addition of Awards and Fellow; Grants; Membership; and Forest Policy; and
 - iii) Expansion of Nominating to Nominating and Tellers
- h) Each proposed Standing Committee shall operate in accordance to its charter and only their primary responsibilities are included in the Bylaws. A complete description of each Standing Committee's Charter, responsibilities, process, and accompanying forms can be found in the NESAF Operations Manual.
- i) Expansion of voting members of the Executive Committee to include state representatives, Immediate Past Chair, and the following standing committee chairs: Awards and Fellow; Grants; Membership; Nominating and Tellers; and Forest Policy
- j) Special Committees – revisions are proposed in the listing of Ad Hoc committees:
 - i) Deletion of Membership; and Forest Policy
 - ii) Addition of Auditing Committee

Article 10: State Divisions and/or Chapters

- k) Several minor and clarifying language changes

Article 11: Meetings

- l) A single language clarification

Article 13: Amendment of Bylaws

- m) A single language clarification

Article 14: Assets

- n) The changes are mandated by SAF to be in compliance with Federal law, the entire replacement of the paragraph's language on dissolution.

Status: Accepted by voting membership and adopted on January 31, 2002.

4) Bylaw Referendum – June, 2008

ARTICLE 5: OFFICERS and STATE REPRESENTATIVES

The Vice Chair, upon completion of that term of office, shall automatically become Chair for the subsequent term. After rotating off the NESAF Executive Committee as Immediate Past Chair and allowing for a two year hiatus, a previously elected Vice Chair can again stand for nomination and election to the position of Vice Chair.

ARTICLE 7: ELECTIONS

All voting members of NESAF shall elect officers.

Only voting members residing in the state or collective provinces of the nominees shall elect State Representatives. Election of State Representative shall be rotated, with members from Connecticut, New Hampshire, and Rhode Island being chosen at the regular elections during odd numbered years and the election of those members from Eastern Canada, Maine, Massachusetts, and Vermont being held during even numbered years.

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 ballot.

Election of officers shall be by ballot in **October**. Elections will be conducted electronically and a provision will be made for members who are not connected to the internet, so that they are able to vote.

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. Any paper 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 state society shall include, but not be limited to:

- 7) Executive,
- 8) Nominating and Tellers,
- 9) Awards,
- 10) Grants,
- 11) Membership, and
- 12) Forest Policy

NOMINATING and TELLERS COMMITTEE - shall operate in accordance to its Charter:

- c) Conduct annual nominations to the NESAF Executive Committee as authorized by that Committee and as further prescribed by the Bylaws.

- d) The Tellers Committee will consist of selected members separate from the nomination process, providing a stand-alone certification of returned ballots and verification of the election results.
- e) Committee membership shall consist of a Chair, Co-Chair, and the respective State Representatives serving as committee members.

AWARDS COMMITTEE - shall operate in accordance to its Charter:

- a) Solicit and review nominations for NESAF State Society Awards; and
- b) Select award winners for the two categories of NESAF State Society Awards.
- c) The committee's composition will consist of the following voting members: the State Society Chair and the elected State Representatives. They will elect one voting member to serve as the Awards Committee Chair.

ARTICLE 11: MEETINGS

The annual meeting of the state society shall be held at the time and place designated by the Executive Committee, with at least 30 days notice to the membership, but shall not conflict with the annual meeting of the National Society. Other meetings will also avoid such conflict.

At least one business meeting consisting of no less than five percent of the voting membership shall be held during the year to consider business of sufficient importance to require careful consideration by the membership at large.

Business meetings may be held separately or in conjunction with the annual meeting of the state society and notification of such meeting, stating the nature of business to be undertaken, shall be sent to the membership 30 days in advance of the meeting. Positions pertaining to state society policy shall be presented at the business meeting for discussion, and if approved by a majority vote, shall be submitted to all voting members by ballot, except as provided in the National Society Bylaws II A – N. Ballots returned will then be tabulated by the Secretary, someone designated by the Secretary, or the Tellers Committee for counting within six weeks. A simple majority of the votes cast shall be required for adoption. All adopted positions shall be transmitted to the Executive Committee for appropriate action.

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 interest 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 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 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 ten, voting members of the state society. Ballots shall be distributed, returned, and then tabulated 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 ten, voting members of the state society. Proposed amendments shall be submitted to the Society's Executive Vice-President for approval prior to a ballot of voting members. Amendment of these Bylaws shall require a two-thirds vote of the members voting.

Status: Accepted by voting membership in a June 1, 2008 Referendum ballot and adopted on June 17, 2008.

5) Bylaw Referendum – October, 2012

In Article 8: Standing Committees, Section 1) Executive Committee: the Website Editor/Administrator was added as a voting member of the Executive Committee.

Status: Accepted by voting membership in a October, 2012 Referendum Ballot and adopted on January 9, 2014

6) Bylaw Referendum – October, 2013

In Article 5: Officers and State Representatives - Proposed change in the term of elected officers (Chair, Vice Chair, Immediate Past Chair) from two (2) years to one (1) year.

Status: Accepted by the voting membership in an October, 2013 Referendum Ballot and adopted on January 9, 2014.