

BYLAWS
New England Society of American Foresters (NESAF)
(Proposed for adoption by Referendum Ballot, October, 2020)

Article I – Name and Objectives

Section 1

This organization is a unit of the Society of American Foresters (the Society¹ or SAF), recognized as a non-profit 501(c) (3) organization, and shall be known as New England Society of American Foresters (state society² or NESAF).

Section 2

The objectives of NESAF shall be the same as those of the Society.

- 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 II -- Activities Limited to Exempt Purposes

Section 1

No part of the net earnings of NESAF shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons. NESAF, however, 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 I, Section 2 of these Bylaws.

Section 2

No substantial part of the activities of NESAF shall be used to influence legislation. NESAF shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Article III – Membership

Section 1

The membership of NESAF shall consist of members of the Society as provided for in the Society's Bylaws and who are residents of, or whose primary professional work occurs within the counties within the states of Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and

¹ The term “the Society” refers to the national Society of American Foresters.

² 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.

Vermont.³

Section 2

The Executive Committee shall set the annual membership dues.

Article IV – Meetings

Section 1

NESAF shall hold an annual membership meeting on a date and at a place designated by the NESAF Executive Committee. The Executive Committee shall provide at least thirty (30) days' notice of the meeting to the members. The meeting shall not conflict with the Society's annual membership meeting.

Section 2

NESAF's annual business meeting shall be held separately or in conjunction with annual membership meeting. Those voting members present shall constitute a quorum for the transaction of business at the business meeting.

Section 3

All meetings shall be conducted according to parliamentary rules set by the Executive Committee consistent with the latest published edition of Robert's Rules of Order.

Article V – Divisions and Chapters

Section 1

NESAF is comprised of the following four Divisions: Granite State, Green Mountain, Maine, and Yankee. The NESAF Executive Committee may authorize the creation of a new Division and may rescind authorization of a Division. Divisions shall comply with both SAF and NESAF Bylaws. A Division may adopt bylaws for its governance, subject to approval by the NESAF Executive Committee. A Division may separate from NESAF in accordance with current SAF governance procedures.

Section 2

The Division executive committees may authorize establishment of chapters within their Divisions where viable units can be formed and may rescind authorization. Chapters shall comply with SAF, NESAF, and Division bylaws. A Chapter may adopt bylaws for its governance, subject to approval by the Division and NESAF executive committees.

Section 3

The NESAF Executive Committee may authorize a new student chapter.

³ 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".

Article VI – Officers

Section 1

The officers of NESAF shall be a Chair, a Chair-elect, the Immediate Past Chair, a Secretary, a Treasurer, and an elected representative from each of the six states. The offices of Secretary and Treasurer may be combined and filled by one person acting as Secretary-Treasurer. Officers shall be voting members in good standing of the Society and NESAF for the duration of their terms.

Section 2

Terms of the Chair, Chair-elect, and Immediate Past Chair shall be for one year, terms of all other elected officers shall be for two years. Terms of office shall commence and expire on January 1 following election.

Section 3

The Chair shall serve as the chief executive officer and is responsible for providing leadership and direction through the NESAF Executive Committee. The Chair shall preside at meetings, serve as chair of the Executive Committee, appoint members of such committees as may be established by the Executive Committee, and perform all other duties incident to the office. The Chair shall succeed to this office from the office of Chair-elect. If the Chair is absent or unable to serve, the Chair's duties shall be performed by the Chair-elect. If the Chair resigns or is unable to serve, the Chair-elect shall succeed as Chair to serve the remainder of the term, as well as serving the next term as Chair. If both the Chair and Chair-elect resign or are unable to serve, the executive committee shall appoint a Chair Pro Tempore from present or past members of the executive committee who are Professional, Conditional Professional, Associate, or Technician Members to serve until a new Chair and Chair-elect are elected at the next general election and take office, or until the Chair or Chair-elect is able to resume those duties.

Section 4

The Chair-elect shall be a Professional, Conditional Professional, Associate, or Technician Member elected by the membership for three consecutive officer's terms as follows: Chair-elect, Chair, Immediate Past-Chair. After rotating off the NESAF Executive Committee as Immediate Past Chair and allowing for a two year hiatus, a previously elected Chair-Elect can again stand for nomination and election to the position of Chair-Elect.

Section 5

The Immediate Past-Chair shall serve one term, having succeeded to that office from the office of Chair.

Section 6

The Secretary and Treasurer shall be elected. The Secretary is responsible for keeping an accurate account of the proceedings of meetings of the Executive Committee and annual membership meeting and for authenticating NESAF's records. The Treasurer is responsible for monitoring and maintaining financial records and for receiving and disbursing funds.

Section 7

State representatives, as regional members of the Executive Committee, 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 combined Eastern Canadian Provinces of New Brunswick, Newfoundland, Nova Scotia, Prince Edward Island, or Quebec.

Section 8

Upon petition stating reasoned cause signed by at least ten percent (10%) of the voting members or a two-thirds majority vote of the NESAF Executive Committee, any officer may be removed by a majority vote of those members voting in a recall election.

Article VII – Elections

Section 1

The Chair-elect and, if necessary as provided for in Article VI Section 3, the Chair shall be elected by NESAF members.

Section 2

The outcome of all elections shall be determined by a plurality vote. In the case of a tie between the top two candidates, a runoff election between the two highest vote totals shall be held within thirty (30) days.

Article VIII – Committees

Section 1

The NESAF Executive Committee shall consist of the following voting members - Chair, the Chair-elect, the Immediate Past Chair, the Secretary, the Treasurer, the elected state representatives, the Forest Science Coordinator, the News Quarterly Editor, the Website Editor/Administrator, and the following Standing Committee Chairs (Awards and Fellow), Grants, Membership, Nominating and Tellers, and Forest Policy. The District VI Director for the Society that includes NESAF shall serve ex-officio as a non-voting member. The Executive Committee shall be responsible for the business of NESAF and shall have the control of all funds. Five members of the Executive Committee shall constitute a quorum for its meetings.

Section 2

Division executive committees shall consist of the following voting members - Chair, the Chair-elect, the Immediate Past Chair, the Secretary, the Treasurer, and other duly elected members.

Section 3

Chapter executive committees shall consist of the following voting members - Chair, the Chair-elect, the Immediate Past Chair, the Secretary, and the Treasurer.

Section 4

Any action of the Executive Committee shall be subject to a member referendum upon petition by at least ten percent (10%) of the voting members of respective state society/division/chapter.

Section 5

The Executive Committee may establish and terminate committees. The Executive Committee shall specify the function of the committees and set the terms of the chair and members. The Chair may

establish and terminate ad hoc committees or task forces to conduct short-term, defined work; the Chair shall specify the function of such. The Chair shall appoint all committee and task force chairs.

Article IX – Amendments

Amendments to these bylaws may be proposed by the Executive Committee or upon written petition of at least 10 percent (10%) of voting members of NESAF. Proposed amendments shall be submitted to all voting members at least four weeks in advance of the date set for the amendment vote. Amendments shall require approval by two-thirds of the members voting and shall be effective immediately upon their approval unless otherwise provided.

Article X – Assets

Section 1

NESAF assets, including the assets of all its subunits (Divisions and Chapters), belong to NESAF members. In the event a Division separates from NESAF, the assets of NESAF, less each Division's restricted funds, will be audited and allocated to the new State Society unit in proportion to the percentage of the voting members transferred to the new unit. Restricted funds established at a Division and recognized by NESAF prior to the time of separation will be transferred in total to the new unit.

Section 2

In the event of the dissolution of a Chapter, subject to the approval of the NESAF Executive Committee, the Division executive committee shall audit the Chapter, pay or make provisions for paying its liabilities, and transfer its assets to the Division.

Section 3

In the event of the dissolution of NESAF, the Executive Committee shall, after paying or making provision for the payment of all the liabilities of NESAF, transfer its property, funds, and other assets to the Society of American Foresters.