

## **BYLAWS**

### **Maine Division of the New England Society of American Foresters (Adopted by Referendum Ballot - November 2020)**

#### **Article 1- Name and Objectives**

##### **Section 1.**

This organization is a unit of the Society of the American Foresters (the Society, or SAF) and the New England Society of American Foresters (State Society or NESAF) and shall be known as the Maine Division of the New England Society of American Foresters (Maine Division or MESAF).

##### **Section 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 communication among the individual members, the State Society, and the Society.

#### **Article 2- Activities Limited to Exempt Purposes**

##### **Section 1.**

No part of the net earnings of the Maine Division shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons. The Maine Division, however, shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives set forth in Article 1, Section 2 of these Bylaws.

##### **Section 2.**

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

##### **Section 2.1.**

Executive Committee members or Committee chairs may testify on legislation affecting forestry issues in Maine only if the issues under consideration are covered by written position statements formally adopted by the Maine Division, State Society, or the Society. In the case of a written request from a governmental body, committee, or subdivision, the Maine Division can, based on consensus of the Executive Committee, provide technical assistance and advice.

#### **Article 3- Membership**

##### **Section 1.**

The membership of the Maine Division shall consist of members of the Society as provided for in the Society's Bylaws. Members shall designate the Maine Division as the Division with which they are affiliated.

**Section 2.**

Voting members, as defined in the Society's Bylaws, in good standing in the Maine Division, shall be entitled to vote on any question before the Maine Division. Other Society members may attend any meeting of the Maine Division and take part in the discussions, but shall have no vote. Members of any Maine student chapter shall also be entitled to vote on any question before the Maine Division.

**Section 3.**

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

**Section 4.**

Dues shall be set by the Executive Committee of the Maine Division. With the exception of Student Members, who shall not be assessed, dues shall be collected by the Society concurrently with the collection of SAF and NESAF dues and transmitted to the Secretary/Treasurer of the Maine Division via the Treasurer of the State Society.

**Section 5.**

No member shall be entitled to a return of fees or dues upon discontinuance of membership.

**Article 4- Meetings****Section 1.**

Meetings of the Maine Division shall be held at a time and place designated by the Executive Committee with at least 10 days' notice to the membership stating the nature of the business to be undertaken. Division meetings shall not conflict with the annual meeting of the Society or the State Society.

**Section 2.**

At least one business meeting 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 a meeting of the Maine Division. Quorum of these meetings is defined as all voting members in attendance.

**Section 3.**

Other meetings as needed shall be scheduled by the Chair, with the approval of the Executive Committee, and may be open to other interested persons for the exchange of ideas on subjects of interests to the profession of forestry. Resolution of gratitude, regret and other non-policy matters may be adopted by a majority vote of those present at these meetings.

**Section 4.**

Important business matters that cannot be delayed until the next business meeting may be submitted to the voting membership by electronic and/or paper ballot.

**Section 5.**

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 5 - Chapters**

### **Section 1.**

A Chapter within the Maine Division 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 constituted. The boundaries of a Chapter shall be established by the Executive Committee. 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 2.**

A Student Chapter may be authorized within the Maine Division by the Executive Committee upon written petition of 15 or more Student Members at an institution offering a SAF-accredited or candidate for accreditation degree program, or upon written petition of 15 or more Maine Division voting members. A Student Chapter shall be composed of Student Members enrolled at the institution. Student Chapter officers shall serve for the school year. Chairs of student chapters are considered voting members of the Maine Division Executive Committee.

## **Article 6- Officers Descriptions and Responsibilities**

### **Section 1.**

The officers of the Maine Division shall include a Chair, Chair-Elect, an Immediate Past Chair, a Secretary, a Treasurer, a representative to the State Society Executive Committee, Members-at-Large, and such other officers as may be found necessary by the Executive Committee. Officers shall be members, in good standing, of the Society, State Society, and the Maine Division for the duration of their terms.

### **Section 2.**

Terms of office shall commence on January 1 following election and terminate on December 31 following election of or assumption of position by the superseding officer. Terms of office vary from one to two years depending upon the office as outlined below.

### **Section 3.**

The Chair shall serve as the chief executive officer and is responsible for providing leadership and direction through the Maine Division 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.

### **Section 4.**

The Chair-elect shall be elected by the membership for three consecutive officer's terms as follows: Chair-Elect, Chair, Immediate Past-Chair. 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 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 5.**

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

**Section 6.**

The Secretary shall be elected by the membership for a one-year term. The Secretary can be elected for successive terms. 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 the Maine Division's records.

**Section 7.**

The Treasurer shall be elected by the membership for a two-year term. The Treasurer can be elected for successive terms. The Treasurer shall act as custodian of the Maine Division's accounting records and accounts; receive and deposit all moneys and disburse all moneys authorized by the Chair or Executive Committee on behalf of the Maine Division; and perform such other duties as may be assigned by the Executive Committee or the Chair. He/she/they shall prepare and present at the fall meeting and executive committee meetings a report of the Maine Division's financial status, including an income and expense statement for the year's operations and a balance sheet as of the end of the fiscal year. The Division's fiscal year shall end on September 30th. Upon certification by the Auditing Committee, copies of the annual written report shall be submitted to the NESAF Chair and the Chair of the Maine Division. The Secretary/Treasurer, in response to an annual request from the State Society Treasurer, shall provide all information required by the Internal Revenue Service for completing the State Society's tax reporting.

**Section 8.**

Members-at-Large (MALs) shall be elected by the membership for one-year terms. MALs can be elected for successive terms. MALs are responsible for organizing field meetings and assisting with the annual business during fall each year. With guidance and input from the entire Executive Committee, MALs develop the program, recruit presenters, prepare a meeting budget, secure an appropriate venue, and organize logistics such as food and transportation. Members-at-Large are considered voting members of the Maine Division Executive Committee.

**Section 9.**

The Representative to the State Society Executive Committee is elected, by members of the Maine Division, for a two-year term and may be elected to successive terms. The Representative serves as a liaison between the State Society and the Maine Division.

**Section 10.**

In the event a position is vacant, another officer directed by the Executive Committee shall fulfill the duties of that position.

**Section 11.**

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

## **Article 7- Elections**

### **Section 1.**

Maine Division officers as listed in Article 6 Section 1 shall be elected by Maine Division members only.

### **Section 2.**

The outcome of all elections shall be determined by a plurality of those voting. In the case of a tie vote, a run-off election shall be held within thirty (30) days. The membership shall be informed of the election results as soon as possible.

## **Article 8- Standing and Special Committees**

### **Section 1.**

The Maine Division Executive Committee shall consist of all elected officers outlined in Article 6 Section 1. The following are considered to be voting members of the Maine Division Executive Committee (Chair, Chair-Elect, Immediate Past Chair, Secretary, Treasurer, Members-at-Large, State Representative to NESAF, and Chairs of Student Chapters)

### **Section 2.**

The Executive Committee shall give general supervision to the affairs and interests of the Maine Division and its contacts with the State Society; shall control the expenditure of all funds; and approve the place, date, and program of all meetings. The Executive 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; and act for the Maine Division on urgent matters which require immediate action between meetings. The Executive Committee may oversee agreements with individuals or organizations for contract work that benefits the Maine Division. All such agreements will be reviewed by the Executive Committee annually. Executive Committee business may be transacted by email ballot but at least one meeting shall be held annually. Four members of the Executive Committee, one of whom must be either the Chair or Vice Chair, shall constitute a quorum. Four affirmative votes shall be required for passage of any question before the Executive Committee.

### **Section 3.**

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 Maine Division.

### **Section 4.**

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 task forces to conduct short-term, defined work. The Chair shall specify the function of the task forces. The Chair shall appoint all committee and task force chairs.

## **Article 9- Amendment of Bylaws**

### **Section 1.**

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 Maine Division. Proposed amendments shall be submitted to all voting members of the Division at least four weeks in

advance of the date set for the amendment vote. Amendment of these bylaws shall require two-thirds vote of the members voting.

### Article 10- Assets

#### Section 1.

NESAF assets, which include assets of all its subunits, 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 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.

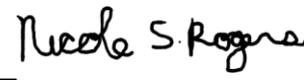
#### Section 2.

In the event of dissolution of the Maine Division, the Executive Committee shall, after paying or making provision for the payment of all the liabilities of the Maine Division, transfer all the assets of the Maine Division to the New England Society of American Foresters.

**Adopted by the state society members on 15 November 2020**



By: \_\_\_\_\_, Chair

Witness:  \_\_\_\_\_, Member, Executive Committee