

# New England Society of American Foresters, Inc. Bylaws

Revised August 9, 2023

WHEREAS, in conjunction with all SAF State Societies across the country and with the Society of American Foresters, the state society executive committee initiated the state society to become incorporated; the Society of American Foresters became the sole corporate member under the Act; the individual members became Society Members as set forth in these bylaws (collectively, “Incorporation”);

WHEREAS, the Society Members approving these bylaws hereby approve the incorporation and ratify the actions taken by the Executive Committee in connection with the incorporation.

## ARTICLE I NAME AND ORGANIZATION

1.1 Name. The New England Society of American Foresters, Inc. (“*State Society*” or “NESAF”) is a nonprofit corporation authorized to do business in Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont, organized under the laws of New Hampshire, affiliated with the Society of American Foresters, a District of Columbia nonprofit organization that is tax exempt under Section 501(c)(3) of the Internal Revenue Code (“*SAF*”).

1.2 Nonprofit Organization. The State Society shall be a nonprofit corporation established and operated in accordance with the provisions of the Internal Revenue Code § 501(c)(3) and the regulations promulgated thereunder, and Chapter 292 of the New Hampshire Revised Statutes, as amended (the “*Act*”). Its period of duration shall be perpetual unless dissolved in accordance with Article IX of these Bylaws.

1.3 Geographic Region. The geographic region of this State Society shall consist of Society Members who are residents of or whose primary professional work occurs within Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont (the “*Geographic Region*”). (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 NESAF. However, members of the Society residing in these provinces can request membership in NESAF.)

## ARTICLE II PURPOSES

2.1 Charitable Purposes. The objectives of State Society shall be the same as those of SAF. The purposes for which the State Society is organized are exclusively charitable within the meaning of 501(c)(3) of the Internal Revenue Code.

2.2 No Private Inurement. No part of the net earnings of the State Society shall inure to the benefit of, or be distributable to, its directors, 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 distributions in furtherance of the purposes set forth in these Bylaws. No substantial part of the activities of the State Society shall be attempting to influence legislation, except to the extent permitted by law, and the State Society shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for

public office. Notwithstanding any other provision of these Bylaws, the State Society shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) and Section 509(a)(1), (2), or (3) of the Internal Revenue Code, or corresponding sections of any future federal tax code; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **ARTICLE III MEMBERS**

3.1 Corporate Member. There shall be one member within the meaning of the Act. The sole member of the State Society shall be SAF. Notwithstanding anything in the Act, SAF shall only have voting rights as set forth in this Section 3.1 or elsewhere in these Bylaws. Without the prior approval of SAF, no Director (or any officer to whom the Director has delegated authority) shall have authority to cause the State Society to do any of the following:

- (a) Amend the Articles of Incorporation or these Bylaws;
- (b) Take any actions that jeopardize the 501(c)(3) tax exempt status of the State Society or could jeopardize the group reporting by SAF;
- (c) Engage in any transactions that would materially and negatively impact the “Society of American Foresters” or the “SAF” brand;
- (d) Expand the State Society’s operations into any other geographic region other than the Geographic Region;
- (e) Issue membership within the meaning of the Act to any other person;
- (f) Enter into joint venture or similar arrangement with any other forestry nonprofit or for-profit organization (other than customary joint efforts between forestry organizations);
- (g) Make any sale, transfer, lease or otherwise dispose of all or substantially all of the assets of the State Society in a single transaction or a series of related transactions, outside of the ordinary course of business;
- (h) Any merger involving the State Society; or
- (i) Dissolve the State Society.

3.2 Society Members. NESAF shall have members who are members of SAF located within the Geographic Region (the “*Society Members*”). Notwithstanding NESAF’s references to these other persons as members, they shall not be considered “members” for purposes of the Act, and only SAF shall be a “member” within the meaning of the Act. NESAF will set NESAF membership dues. Each NESAF Division and Chapter will set its respective Division and Chapter membership dues.

## **ARTICLE IV BOARD OF DIRECTORS**

- 4.1 General Powers. The governance of the State Society shall be vested in the Board of Directors (the “**Board**”) as further provided in these Bylaws. The business and affairs of the State Society shall be managed under the direction of the Board.
- 4.2 Number. The number of directors (“**Directors**”) constituting the Board shall be determined by the Board. The initial Board shall consist of officers serving the following roles: Chair, Chair-Elect, Immediate Past Chair, Secretary, Treasurer, an elected representative from each individual state in the Geographic Region, 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 Society District VI Director shall serve ex-officio as a non-voting member.
- 4.3 Term. The Board shall determine the term of office for Directors. In the absence of a term, a Director shall serve until each such Director’s successor shall have been duly appointed and qualified, or until each such Director’s earlier removal, resignation, death, or incapacity.
- 4.4 Qualifications. Directors shall be Professional Society Members within the Geographic Region for the State Society.
- 4.5 Annual Meeting. The Board shall, at minimum, hold an annual meeting, at a date, time, and location mutually agreed upon by the Board.
- 4.6 Special Meetings. Meetings other than the annual meeting may be called by the Chair or a majority of the members of the Board.
- 4.7 Notice. Notice of the annual meeting or special meeting shall be given upon at least five days’ notice to the Directors or such other longer time as may be required under the Act. Such notice shall state the purpose of the meeting and may be communicated in person, by telephone, by mail or private carrier, electronically, or any other lawful form of wired or wireless communication.
- 4.8 Voting. At any meeting or action taken without a meeting of the Board, each Director shall have one vote. If there is a tie in any vote, the Chair shall have an additional vote to break the tie. A member of the Board serving in more than one role, as defined in Section 4.2, shall only have one vote. Members sharing the same role shall have only one vote for that role.
- 4.9 Quorum; Manner of Acting. A majority of the Directors then in office, present in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such a quorum is present at a meeting or by proxy, a majority of the Directors present, in person or by proxy, may adjourn the meeting without further notice. Once a quorum is declared to be present, the act of a majority of those Directors present and voting shall bind the State Society and constitute action of the Board, unless otherwise stated herein.
- 4.10 Participation by Telephone or Video Conference. Any one or more members of the Board or any committee thereof may participate in any meeting of the Board or such committee by means of telephone or video conference or similar communications equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall qualify as attendance of a meeting for the purpose of determining a quorum and all other purposes.

4.11 Action Without a Meeting. Action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if the action is agreed to in writing by at least a majority of the members of the Board or any such committee, or such greater number of Directors if required by the Act.

4.12 Committees. The Board may establish and terminate committees. The Board 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; shall specify the function of task forces; and shall appoint all committee and task force chairs.

4.13 Vacancies. Vacancies occurring on the Board, other than by expiration of term, shall be filled for the unexpired term by appointment by the Chair. A Director appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor or until a successor shall be elected or appointed.

4.14 Removal. Any Director may be removed for cause by majority vote of the Board, provided there is a quorum present at the meeting when such action is taken. Any Director may be removed without cause by the unanimous vote of the Board, excluding the Director to be removed. Any Director may be removed by SAF for cause.

4.15 Resignation. Any Director may resign from office at any time and for any reason by delivering a resignation in writing to the Board, the acceptance of which shall not be necessary to make the resignation effective. Any resignation by a Director from his or her officer position shall be treated as a resignation as a Director.

4.16 Compensation. Directors shall serve without compensation but may be reimbursed for reasonable expenses incurred for or on behalf of the State Society.

## **ARTICLE V OFFICERS**

5.1 General; Number; Qualification. The officers of NESAF shall be vested with authority to administer and implement duties, responsibilities, and directives in conformity with their respective offices in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws (see Section 4.8 regarding voting). The officers of the State Society shall be Chair, Chair-Elect, Immediate Past Chair, Secretary, Treasurer, an elected representative from each individual state in the Geographic Region, 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. Officers shall be Professional Society Members in good standing. Standing Committee Chairs shall be appointed annually by the NESAF Chair. The elected term of State Representatives, Secretary, and Treasurer shall be two years and the appointed positions of Forest Science Coordinator, News Quarterly Editor, and Website Editor/Administrator shall be two years.

5.2 Resignation. Any officer may resign his or her office at any time by submitting a written letter of resignation to the Board, which shall be effective immediately without requiring acceptance by the State Society.

5.3 Removal. Any officer or agent may be removed from office at any time, with or without cause by the Board, whenever in its judgment it is in the best interests of the State Society.

5.4 Chair. The Chair shall serve as the chief executive officer and is responsible for providing leadership and direction through the Board. The Chair shall preside at meetings, serve as chair of the

Board, appoint members of such committees as may be established by the Board, 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 Board shall call a meeting of the Society Members to elect a new Chair and Chair-Elect.

5.5 Chair-Elect. The Chair-Elect shall be a NESAF Member elected by NESAF Members for three consecutive officer's terms as follows: Chair-Elect, Chair, Immediate Past-Chair. After rotating off the NESAF Board 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.

5.6 Immediate Past-Chair. The Immediate Past-Chair shall serve one term, having succeeded to that office from the office of Chair. In the event that the Immediate Past-Chair resigns, the seat shall remain vacant for the remainder of the term.

5.7 Secretary; Treasurer. The Secretary and the Treasurer shall each be a NESAF member, elected by NESAF members for a two-year term. The Secretary and the Treasurer may be elected to consecutive terms. The Secretary is responsible for keeping an accurate account of the proceedings of meetings of the Board and annual membership meeting and for authenticating the State Society's records. The Treasurer is responsible for monitoring and maintaining financial records and for receiving and disbursing funds.

5.8 State Representatives. There shall be one member elected from each of the States of Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont. A State Representative shall be elected by vote only of NESAF members of that respective state.

## **ARTICLE VI ANNUAL SOCIETY MEMBER MEETING**

6.1 Annual Membership Meeting. The State Society shall hold an annual membership meeting of the Society Members on a date and at a place designated by the Board. The Board shall provide at least thirty days' notice of the meeting to the Society Members.

6.2 Annual Business Meeting. NESAF's annual business meeting shall be held separately or in conjunction with the Annual Membership Meeting. NESAF members, who are in good standing and present, shall constitute a quorum for the transaction of business at the business meeting.

## **ARTICLE VII DIVISIONS AND CHAPTERS**

7.1 Divisions. The Board may create, reorganize, add, or rescind the authorization of a division within its Geographic Region ("*Divisions*"). Divisions shall comply with the State Society's Bylaws. The membership of Divisions may elect an executive committee which shall be governed by the State Society Bylaws, and which may in addition adopt policies and procedures that are consistent with the State Society Bylaws after approval by the Board.

7.2 Chapters. The State Society or Division executive committees (i) may authorize establishment of chapters within their respective Geographic Region and (ii) may rescind authorization. Chapters shall comply with the State Society's Bylaws. The State Society Board may authorize and rescind a student chapter.

## **ARTICLE VIII CONFLICT OF INTEREST**

8.1 A conflict-of-interest transaction is a transaction with the State Society in which a Director has a direct or indirect interest. The State Society has adopted and will periodically update a Conflict of Interest Policy, which shall be followed at all times when a Director has a direct or indirect interest in a transaction or a potential transaction.

## **ARTICLE IX DISSOLUTION**

9.1 The State Society may be dissolved and its business and affairs terminated upon a vote of a majority of the Directors in office at the time the dissolution is approved, at a meeting of which written notice mailed or emailed to each Director shall be given at least five days previously thereto (unless the Act requires a longer time period, in which case, the time period required under the Act), with such notice stating the purpose of the proposed meeting; *provided that* SAF must consent to the dissolution of the State Society as provided in Section 3.1. Upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Articles, consistent with state law, and approved by SAF, a Certificate of Dissolution shall be filed with the Secretary of State.

9.2 In the event of dissolution of the State Society and after all of its debts and expenses have been paid, or in the event it shall cease to carry out the objectives and purposes herein set forth, all assets of the State Society which may be legally distributed shall be distributed in conformity with these Bylaws and for the purposes set forth in the Articles. All remaining assets of the State Society shall be distributed to SAF.

## **ARTICLE X MISCELLANEOUS**

10.1 Fiscal Year. The fiscal year of the State Society shall begin on the first day of January and end on the last day of December of each year.

10.2 Books and Records. The State Society shall keep correct and complete books and records of its accounts; in addition, it shall keep minutes of the proceedings of its meetings and maintain a current record of the names and addresses of its Directors.

10.3 Indemnification. The State Society shall, to the fullest extent permitted by the Act, indemnify any and all individuals made a party to a proceeding because the individual is or was a Director or officer against liability incurred in the proceeding and shall pay for or reimburse the reasonable expenses by a Director or officer who is a party to such proceeding in advance of final disposition of the proceeding.

10.4 Amendments. Subject to approval of SAF, these Bylaws may be amended or repealed, and new Bylaws may be adopted by a two-thirds vote of NESAF members voting.

10.5 Construction and Interpretation. Any male or female pronouns that appear in these Bylaws shall be understood to refer to person of either sex or other gender association. Unless otherwise expressly provided, the words “include,” “including,” and similar terms do not limit the preceding words or terms (and, accordingly, shall be read as if the phrase “without limitation” followed such words or terms).

*Adopted by the Board this 9<sup>th</sup> day of August, 2023.*

*Adopted by the State Society members, in a referendum, on 22nd day of November, 2023.*