

ARTICLE 1: NAME AND OBJECTIVES

This organization is a unit of the Society of the American Foresters (the Society) and the New England Society of American Foresters (State Society) and shall be known as the “Maine Division of the New England Society of American Foresters (Maine Division).” As provided in Article VI, Section 1 of the Constitution of the Society of American Foresters, the Maine Division is composed of all the counties within the state of Maine.

The objectives shall be:

1. to advance the science, education, technology, and practice of professional forestry in America; to enhance the competency of its members; 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 Maine Division shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Maine Division 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. The Maine Division shall not engage in lobbying on behalf of any legislation, nor participate in, or intervene in any political campaign on behalf of any candidate for public office.

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. Notwithstanding any other provision of these articles, the Maine Division 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 provisions of any future United States Internal Revenue Law).

ARTICLE 3: MEMBERSHIP

Every member of the Society and the State Society in good standing is entitled to membership in the Maine Division if 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 division or State Society, when, by notification in writing to the national office, the member may establish domicile with said other division or State Society for the purpose of division or State Society membership. An individual may be a voting member of and be eligible for office holding in only one State Society.

Voting members, as defined in the Society’s Constitution, 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.

Membership in the Maine Division 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 division or State Society.

ARTICLE 4: DUES

The annual dues of the Maine Division shall be upon receipt of the invoice. Dues shall be set by the Executive Committee with the approval from the majority of voting members attending the spring or fall meeting 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 national dues and transmitted to the Secretary/Treasurer of the Maine Division.

Members who have not paid national and Maine Division dues by March 1 shall be notified by the Society that they are in bad standing, and thus ineligible to vote on Maine Division matters, to receive Society publications, to be a candidate for office, 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 the 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 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 Maine Division shall include a Chair, Vice-Chair (Chair-Elect), a Past Chair, a Secretary/Treasurer, and such other officers as may be found necessary. Officers shall be voting members of the Society and the Maine Division for the duration of their terms.

The Vice-Chair is elected for a one-year term and automatically becomes Chair during the subsequent year. Upon completion of the term as Chair, The Chair automatically becomes Past Chair for one year.

The Secretary/Treasurer is elected to a two-year term, and may be re-elected.

Other officers of the Maine Division are three members-at-large, who are elected to one-year terms and can be re-elected to successive terms.

The Maine Division elects a representative to the State Society Executive Committee, who serves as liaison between the State Society and the Maine Division. The state representative is considered a voting member of the Maine Division Executive Committee.

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 (see Article 8.A) 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 a vice-chair shall be elected. In the event the Secretary/Treasurer is

unable to complete the term of office, the Executive Committee shall appoint an acting Secretary/Treasurer to serve until the next election. Vacancies in the Executive Committee shall be filled by the Executive Committee by adding a member at large for each vacancy. The names of candidates will be drawn from the list of nominees for the immediate past election of officers to serve on the Executive Committee. Upon exhausting that source, names of candidates will be drawn from the list of voting members of the Maine Division.

ARTICLE 6: DUTIES AND RESPONSIBILITIES OF OFFICERS

The **Chair** shall be responsible for developing and continuing Maine Division activities during the term of office and for organizing the membership toward meeting the objectives. The Chair shall preside at meetings of the Maine Division; 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; and perform all other duties commonly incident to such office.

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

The **Secretary/Treasurer** or another officer as described by the Executive Committee shall conduct all Maine Division elections and referendums which are not conducted by the Society; keep the minutes of the Maine Division's meetings and send a copy to the Chair of the State Society; conduct correspondence; announce meetings; send agenda when possible, and perform such other duties as assigned by the Executive Committee or Chair. The Secretary shall prepare and present at the annual meeting a report of the Maine Division's activities, and shall provide a copy of the report to the Chair of the State Society. The Secretary shall report to the Chair of the State Society the adoption of and amendment of these bylaws.

The **Secretary/Treasurer** or another officer directed by the Executive Committee 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 shall prepare and present at the spring and fall 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 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 State Society. The Secretary/Treasurer, in response to an annual request from the Chair of the State Society, shall provide all information required by the Internal Revenue Service Form 990 and, if the Maine Division 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 information required on any additional form of the Internal Revenue Service.

Members-at-Large are responsible for organizing two meetings annually, typically a field meeting during the spring/summer and an indoor meeting during fall/winter. With guidance and input from the entire Executive Committee, members-at-large develop the program, recruit presenters, prepare a meeting budget, secure an appropriate venue, and organize logistics such as food and transportation.

ARTICLE 7: ELECTIONS

Nominations made by the Nominating Committee shall be transmitted to the Chair with a copy to the Secretary/Treasurer 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/Treasurer in writing by September 1, shall be included on the mail ballot.

Election of officers shall be by mailed ballot during October. The ballots shall be counted by December 1. Election results will be reported to the national office not later than December 8.

The Secretary/Treasurer shall determine whether all nominees are voting members in good standing eligible to hold Maine Division office and agreeable to serve if elected. The Secretary/Treasurer shall report to the Chair and Nominating Committee the name of any nominee who fails to qualify. Further nominations, if necessary, shall be made by the Nominating Committee by no later than September 15.

The Secretary/Treasurer shall mail or provide for mailing a letter ballot to each voting member in good standing. The ballots shall (1) state the offices to be filled, (2) list the names of the candidates in alphabetical order for each office, (3) show the closing date for receiving the ballots, and (4) be accompanied by a brief factual professional biography of each candidate and a return envelope or post card addressed to the Tellers Committee.

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 at least three members each in the Maine Division and of good standing shall include, but not be limited to, the Executive, Forest Practices, Nominating, Tellers, and Auditing Committees. The Chair of the Maine Division 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 Maine Division serves as ex-officio member of each committee.

A. **EXECUTIVE COMMITTEE.** The Executive Committee shall consist of all elected officers, including the Maine Division's elected representative to the State Society Executive Committee. The chairs of any student chapters are also considered full voting members of the Executive Committee. The Executive Committee is chaired by the Chair of the Maine Division. 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 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 Maine Division on urgent matters which require immediate action between 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 Maine Division. 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.

B. NOMINATING COMMITTEE. The Nominating Committee is appointed annually by the Chair and shall operate in accordance with the committee charter. This committee shall nominate from eligible Maine Division 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/Treasurer or other officer by September 1. If, for any reason, a nominee is found by the Secretary/Treasurer to be ineligible, the Nominating 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/Treasurer 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, communications, forest practices, etc.

With approval of the Executive Committee, the Chair of the Division shall appoint chairs and members to standing and special committees to serve a one year term beginning January 1. Committee Chairs and members may serve for more than one year at the pleasure of the current Maine Division Chair.

ARTICLE 10: STATE DIVISIONS AND/OR CHAPTERS

A. CHAPTERS. 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.

A Chapter shall hold at least one meeting each year to retain its authorization and be governed by a set of officers as described for state societies.

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.

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.

A Chapter shall report promptly to the Maine Division Chair and the 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 activities of the Chapter. Actions or recommendations of a Chapter on Society affairs will be transmitted to the Maine Division or state division for recommendation to the Council.

The Maine Division is authorized to appropriate funds to the Chapter for the conduct of its business.

B. STUDENT CHAPTERS. 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 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. Chairs of student chapters are considered full voting members of the Maine Division Executive Committee.

Student Chapter officers shall be students or graduate students who are members of the Society.

ARTICLE 11: MEETINGS

Meetings of the Maine Division shall be held at a time and place designated by the Executive Committee with at least 21 days notice to the membership. Division meetings shall not conflict with the annual meeting of the Society or the State Society.

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 meeting of the Maine Division and notification of such meeting stating the nature of the business to be undertaken, shall be sent to the membership 21 days in advance of the meeting. Positions pertaining to Maine Division policy shall be presented at the business meeting for discussion and, if approved by majority vote, shall be submitted to all voting members by letter ballot, except as provided in the Society Bylaws II A-E. All ballots must be returned to the Tellers Committee. 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 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.

Important business matters that cannot be delayed until the next business meeting may be submitted to the voting membership by mail ballot.

ARTICLE 12: DIVISION MANAGER.

The Maine Division may reach agreement with qualified parties to assist the Chair and Secretary/Treasurer with the routine administrative tasks necessary for the efficient management

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of the Division's business affairs. Duties, compensation, and other details of the relationship between the Division Manager and Maine Division Executive Committee shall be covered by a written agreement between the Division Manager and Maine Division Chair. The Maine Division Chair and Division Manager will review the agreement on an annual basis.

ARTICLE 13: 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 a recall may be initiated by the Executive Committee or by a petition setting forth the points of contention and signed by at least two percent but no less than 10 voting members of the Maine Division. Ballots shall be mailed and received by a member of the Executive Committee as chosen by the committee.

ARTICLE 14: 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 Maine Division. Proposed amendments shall be submitted to the Executive Vice-President of the Society for approval prior to a mail ballot of voting members. Amendment of these bylaws shall require two-thirds vote of the members voting.

ARTICLE 15: ASSETS

Maine Division assets belong to the Maine Division membership as a whole. In the event of division or merger of state societies, the assets of the parent division(s) will be audited and allocated to the newly formed organization in proportion to the percentage of the voting members transferred.

Upon 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 national Society, or dispose of all the assets of the Maine Division exclusively for the purposes of the Maine Division 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 Maine Division members on October 10, 2006.

By: Robert S. Seymour, Chair

Date: November 5, 2006



Member, Executive Committee



Member, Executive Committee

Amendment(s) adopted: _____

