

BYLAWS
GREEN MOUNTAIN DIVISION
NEW ENGLAND SOCIETY OF AMERICAN FORESTERS

ARTICLE 1: NAME AND OBJECTIVES

This organization is a unit of the Society of American Foresters (the Society*) and shall be known as the “Green Mountain Division New England Society of American Foresters” (Division*), as provided in Article VI of the constitution of the Society of American Foresters, and is comprised of the counties within the State of Vermont.

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; 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.
- (3) To promote good will and fellowship among the foresters in Vermont
- (4) To foster professional and public awareness and understanding of forestry and forestry issues in Vermont.

ARTICLE 2: ACTIVITIES LIMITED TO EXEMPT PURPOSES

No part of the net earnings of the Division 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 I hereof. No substantial part** of the activities of the Division 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.

* The term “the Society” refers to the national Society of American Foresters. The term Division used herein applies to the Green Mountain Division New England Society of American Foresters.

** Greater than 5% of the annual budget.

In case of a request from a governmental body, committee or subdivision, the Division shall provide technical assistance and advice providing the Division 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 (a) by 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 (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 3: MEMBERSHIP

Every member of the Society in good standing whose domicile is within the State of Vermont is entitled to membership in the Division. 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 Vermont, when, by notification in writing to the national office, the member may establish domicile in Vermont for the purpose of Division membership. An individual may be a voting member of and be eligible for office holding in, only one Division, but may become an associate member of any other Division.

Only voting members as defined in the Society's Constitution, in good standing, shall be entitled to vote on any question before the Division. Other members may attend any meeting of the Division 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 Division may be terminated by (1) voluntary resignation, (2) failure to pay dues, (3) expulsion from the Society for unprofessional conduct, (4) transfer of domicile to another Division, or (5) death.

ARTICLE 4: DUES

Dues amount will be set annually. Any change in dues amount will be recommended by the Executive Committee and require a two-thirds majority of those members voting by ballot.

The annual dues of the Green Mountain Division 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 and then to the Division.

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 the Green Mountain division and had 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 Green Mountain Division 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.

The New England Society of American Foresters' Treasurer shall remit to the Green Mountain Division, the amount of dues received for each Division member.

ARTICLE 5: OFFICERS

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

Officers will be elected by letter ballot in October. The ballots shall be counted by December 1. Division Officers shall serve concurrently with the New England Society Officers (January 1 through December 31).

The Vice Chair is elected for a two-year term and automatically shall become Chair for the two-year subsequent term. Other Officers of the Division will be elected by the voting members to serve two years.

The Vice Chair, upon completion of the term of office, shall automatically become Chair for the subsequent term and shall be ineligible for reelection to either office for a period of two years. Both Secretary and 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 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 the next election at which time both a Chair and a Vice Chair shall be elected. Vacancies in the offices of Secretary and Treasurer shall be filled by the Executive Committee.

ARTICLE 6: DUTIES AND RESPONSIBILITIES OF OFFICERS

The Chair shall be responsible for developing and continuing Division activities during the term of office and for organizing the membership toward meeting the objectives. The Chair shall preside at meetings of the 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 the Division meetings and act for and assist the Chair in conducting Division affairs, as may be requested by the Chair. Duties of the Vice-Chair will be to take responsibility for news coverage for all activities of the Division; to conduct communications efforts within the Division and with other organizations; and to encourage the dispersal of information to gain public awareness and understanding of forestry and the forestry profession.

Duties of the Secretary will be to report the activities of the Division to Division members, to the New England Society of American Foresters, and the parent Society of American Foresters. The Secretary will also maintain a current roll of Division members in good standing and perform the duties usually assigned such and Officer.

The Secretary or another officer as directed by the Executive Committee shall conduct all Division elections and referendums which are not conducted by the national office of the Society; keep the minutes of the Division meetings and send a copy to the Executive Vice-President; conduct correspondence; announce meetings; and perform such other duties as may be assigned by the Executive Committee or Chair. The Secretary shall prepare and present at the annual meeting a report on the Division's activities, and shall provide a copy of the report to the Executive Vice-President. The Secretary shall report to the Executive Vice President the adoption of and amendments to these bylaws.

The Treasurer or another officer directed by the Executive Committee shall act as custodian of the Division's accounting records and accounts; receive and deposit all monies and disburse all monies

authorized by the Chair (or Executive Committee) on behalf of the Division; and perform such other duties as may be assigned by the Executive Committee or the Chair. The Treasurer shall prepare and present at the annual meeting, a report of the 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.

The Treasurer, in response to an annual request from the Executive Vice President, shall provide all information required by the Internal Revenue Service Form 990-T. And, in the event that Internal Revenue Service reporting requirements are changed, the Treasurer shall provide the Executive Vice President the information required on any additional form of the Internal Revenue Service.

ARTICLE 7: ELECTIONS

Nominations made by the Nominating Committee shall be transmitted to the Chair with a copy to the Secretary. 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 in the mail ballot.

Election of officers and Executive Committee members shall be by letter ballot in 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 shall determine whether all nominees are voting members in good standing, eligible to hold Division Office, and agreeable to serve if elected. The Secretary 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 shall mail or provide for mailing, a letter ballot of each voting member in good standing in early October. The ballots shall (1) state the offices to be filled, (2) list the names of the candidates for each office in alphabetical order, (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 postcard addressed to the Secretary, someone designated by the Secretary, or the Tellers Committee. The Tellers Committee, consisting of three voting members, shall be appointed by the Chair by October 1 each year. The outcome of all elections shall be determined by a plurality or simple majority of those voting. In 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 certify the results of the election to the Division Chair, the Executive Committee, The NESAF Chair, the parent Society Executive Vice president, and all the candidates for office, no later than December 8. The membership shall be informed of the election results as soon as possible.

ARTICLE 8: STANDING COMMITTEES

Standing committees of the Division shall include, but not be limited to, the Executive, Foresters Education, Nominating, Forest Policy, Public Information Committees and Auditing. The Chair of the Division with the 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 Division serves as ex-officio member of each committee.

- A. EXECUTIVE COMMITTEE: The Executive Committee shall be comprised of the Officers of the Division, the immediate past-Chair, the Chair of the University of Vermont Student Chapter, and the Division representative to the New England Society Executive Committee. The Executive Committee shall fill by appointment, the unexpired term of any Executive Committee members; approve or disapprove proposed appointments by the Chair; advise the Chair in the conduct of Division affairs; act for the Division on urgent matters; and to plan the activities of the Division.
- B. FORESTERS EDUCATION COMMITTEE: The Foresters Education Committee shall keep the membership informed on modern developments in forestry education and shall promote continuing education activities for forestry professionals. The Committee members shall be members of the Division and appointed annually by the Division Chair.
- C. NOMINATING COMMITTEE: The Nominating Committee shall be comprised of three Division members of which the immediate Past Division Chair shall serve as Committee Chair, with two other members appointed annually by the Division Chair. The function of the Committee shall be to submit a list of eligible candidates willing to serve for nomination and election to appropriate offices and positions of the Division, and to prepare for the nomination and election of such candidates.
- D. FOREST POLICY COMMITTEE: The Forest Policy Committee shall operate in accordance with the Society Forest Policies and the Society by-laws II A-E. The Committee shall review and keep the Division members informed of pending or proposed issues and position statements referred to or originating within the Division. The Committee may recommend modification, reaffirmation, or termination of any existing position. The Committee members shall be members of the Division and appointed annually by the Division Chair.
- E. PUBLIC INFORMATION COMMITTEE: The Public Information committee (PIC) shall be comprised of an unlimited number of Division members, with the chair appointed annually by the Division Chair. The objectives of the PIC are: (1) To enhance the public's understanding and perception of forestry; (2) To increase public knowledge and definition of the profession among all age groups, but in particular with school-aged children; and (3) To maintain and enhance the visibility of the SAF. The PIC will coordinate its programs with Green Mountain Division activities on an annual basis.
- F. 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.
- G. SPECIAL COMMITTEES: These committees, authorized by the Executive Committee, shall be appointed by the Division Chair to carry out specific tasks or activities. Such committees may include: Tellers, Membership, Program, etc., and will automatically terminate upon completion of the assigned task.

ARTICLE 9: MEETINGS

The annual meeting of the Division 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 any meeting of the New England or National Society. Other meetings will also avoid such conflict.

Not less than two meetings per year will be scheduled by the Executive Committee. One, an annual meeting, to be scheduled not later than two weeks before the annual meeting of the New England Society, and the other, a field meeting, to be scheduled sometime during the summer or fall months. Ten voting members, including at least one member of the Executive Committee, constitute a quorum to conduct business at any meeting.

Business meetings may be held separately or in conjunction with the annual meeting of the Division and notification of such meeting, stating the nature of the business to be undertaken, shall be sent to the membership 30 days in advance of the meeting. Positions pertaining to Division 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 letter ballot, except as provided in the National Society Bylaws II A-E. All ballots must be returned to 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 maybe 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 maybe 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 10: PAPER OF PETITION

A petition to schedule a meeting, signed by at least fifteen voting members, will make it mandatory for the Executive Committee to schedule a special meeting without a vote of the membership. A petition to arrive at a decision on any other matter upon which action has not been initiated by the Executive Committee or in a regular meeting, or one to remove an Officer from office, signed by at least fifteen voting members, will make a letter ballot of the voting members mandatory.

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 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. Ballots shall be mailed and received by a member of the Executive Committee as chosen by the committee.

ARTICLE 11: 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 of the voting members of the Division. Proposed amendments shall be submitted to the Executive Vice-President for approval prior to a mail ballot of voting members. All members are to be presented a written notice of proposed amendments thirty days before a vote will be taken. Amendment of these Bylaws shall require a two-thirds vote of the

members voting and shall be reported to the Chair, New England Society and parent Society Executive Vice-President.

ARTICLE 12: ASSETS

The Division's assets belong to its division membership as a whole. In the event of division or merger of Divisions, the assets of the parent Division will be audited and allocated to the new division(s) in proportion to the percentage of the voting members transferred.

Upon the dissolution of the Division, the Executive Committee shall, after paying or making provision for the payment of, all of the liabilities, transfer all the assets of the Division to NESAF, or dispose of all of the assets in such a manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, 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.

ARTICLE 13: PARLIAMENTARY PROCEDURE

Parliamentary procedure not covered elsewhere in these Bylaws shall be governed by the rules contained in "Robert's Rules of Order".

Adopted by the Division members on 28 January 2005.

By: Bill Samal
Chair

Dave Stevens
Treasurer, Executive Committee