

# SAF Bylaws

Adopted by Membership Referendum October 31, 2014

## Article I -- Membership

### Section 1

The membership of the Society shall consist of Professional Members, Conditional Professional Members, Associate Members, Technician Members, and Student Members. All members may vote on any questions before the Society.

### Section 2

Professional Members shall be graduates of an SAF-accredited forestry curriculum or of a candidate curriculum for accreditation; OR recipients of a graduate degree in forestry from an institution that has an SAF-accredited forestry curriculum or one that is a candidate for accreditation; OR scientists or practitioners, who hold a bachelors or higher degree within the broad field of forestry, based on a curriculum that is neither SAF-accredited nor a candidate for accreditation, and who have three or more years of qualifying experience within the broad field of forestry. Professional Members who have rendered outstanding service to forestry and to the Society shall be recognized as Fellows.

### Section 3

Conditional Professional Members shall be scientists or practitioners who hold a bachelors or higher degree within the broad field of forestry, based on a curriculum that is neither SAF-accredited nor a candidate for accreditation, and who have less than three years of qualifying experience within the broad field of forestry.

### Section 4

Associate Members shall be scientists or practitioners who hold a bachelors or higher degree in a subject area not within the broad field of forestry but who work in a position that strongly influences the profession of forestry (excluding elected officials).

### Section 5

Technician Members shall be graduates of an associate degree program within the broad field of forestry.

### Section 6

Student Members shall be undergraduate or graduate students in forestry, pre-forestry, or a forest technician program, or in another program within the broad field of forestry.

### Section 7

International Members shall be members who are not a citizen or permanent resident of the United States, its possessions, Canada, or Mexico.



### **Section 8**

Rates and schedules for membership dues and fees shall be established by the Board of Directors after consultation with the membership of the House of Society Delegates.

### **Section 9**

Membership may be terminated by (1) voluntary resignation, (2) failure to pay dues, (3) expulsion for unprofessional conduct, or (4) death.

## **Article II -- Meetings**

### **Section 1**

The Society shall hold an annual membership meeting and such other meetings as the Board of Directors may direct. The place and date of the annual meeting shall be selected by the Board and notice given to the members. Notice of membership meetings is provided to voting members at least 10 days before a meeting.

### **Section 2**

The annual meeting is open to all members. One-tenth of the number of members entitled to vote constitutes a quorum for the transaction of business at a meeting of the members.

### **Section 3**

Members have the right to cast a vote that is binding on the Society for the election and removal of Directors and officers, amendments to the Articles of Incorporation and these Bylaws, and other matters reserved to the members by law. Amendments to these Bylaws shall be conducted according to the provisions of Article XI.

Resolutions regarding any other issue adopted at the annual meeting shall represent the consensus of those members present and shall not be binding on the Society.

### **Section 4**

Should action from the membership be necessary between meetings, voting may take place by ballot via mail or electronic means.

## **Article III -- State, Multistate, or Intrastate Societies**

### **Section 1**

State, multistate, or intrastate Societies of American Foresters may be authorized by the Board of Directors in all states and the District of Columbia where viable units can be formed. The boundaries of all state, multistate, or intrastate societies shall follow state lines, except in unusual cases of need as approved by the Board of Directors.

The Board may, upon affirmative vote of at least 10 of its members, rescind the authorization of a state, multistate, or intrastate society.



## **Section 2**

The state, multistate, and intrastate societies shall convene a meeting of a House of Society Delegates at least annually, to advise the Board of Directors on Society affairs. The House of Society Delegates shall consist of a student representative, and the chair of each state, multistate, or intrastate society, or the official delegate approved by the executive committee of the unit. A chair and chair-elect of the House of Society Delegates shall be elected from among the state, multistate, and intrastate society delegates to serve terms of office as specified in the bylaws. The Chief Executive Officer shall appoint a member of the staff to act as secretary of the House of Society Delegates.

## **Article IV -- Board of Directors**

### **Section 1**

The Society shall be governed by a Board of Directors, traditionally known as Council, consisting of 14 voting Directors: the President, Vice-President, Immediate Past-President, and 11 Directors, of which one Director shall be elected from each voting district.

The Board shall control the funds and properties of the Society, and perform such duties as prescribed by the Articles of Incorporation, Bylaws, and Society and Board of Directors policies and procedures.

### **Section 2**

The Board of Directors may, by affirmative vote of at least 10 of its members, establish, revise, or abolish Society and Board of Directors policies and procedures, but no such policies and procedures shall abrogate or be inconsistent with any part of the Articles of Incorporation or Bylaws.

### **Section 3**

The Board of Directors shall provide procedures for nominating members as candidates for election as officers or Directors and shall provide procedures for elections.

### **Section 4**

Elected Directors shall be nominated from Professional Members and elected for three-year terms. They shall not serve consecutive terms nor be elected for more than two terms. Directors shall have staggered terms.

### **Section 5**

Election to the Board of Directors shall be by voting districts, and one Member shall be elected from each voting district. The Board of Directors shall establish 11 voting districts for elections, each to conform insofar as possible to state, multistate, and intrastate society boundaries, and each to contain insofar as possible not fewer than 7 nor more than 11 percent of the members of the Society eligible to vote. The Board of Directors shall review voting districts at least every 10 years and reestablish boundaries as necessary.

The staggered three-year terms for Directors shall commence with the election of members from voting districts I, IV, VII, and X in 2014; and III, VI, and IX in 2015; and II, V, VIII, and XI in 2016.

### **Section 6**

The candidate receiving the highest number of votes for each office shall be declared elected.

In the event said candidate cannot fulfill the duties of office, the candidate receiving the second highest number of votes shall serve. If the candidate receiving the second highest number of votes is unable to assume this responsibility, the Board of Directors shall fill the unexpired term of the Director with a Member from the same voting district. If an alternate or appointee fills an unexpired term of less than 18 months of the three-year term, this person may be a candidate for the Board of Directors in the next regular election for that seat and serve the full term if elected. The terms of Directors shall commence on January 1 following election.

### **Section 7**

The Chair of the House of Society Delegates, the Chair of the Forest Science and Technology Board, the Chair of the Forest Policy Committee, and a student representative shall serve as nonvoting, ex officio members of the Board of Directors.

### **Section 8**

The Board of Directors may remove a Director in the limited circumstances set forth in Section 29-406.08 of the DC Code. A Director may be removed, with cause, by a majority vote of those members voting in a referendum conducted within the voting district that elected the Director.

## **Article V -- Meetings of the Board of Directors**

### **Section 1**

Meetings of the Board of Directors shall be held upon call of the President, the President Pro Tempore, or a quorum of the Board. Regular meetings shall be conducted at least once each year and may be held at such times and places as may be fixed by the Board.

### **Section 2**

Eight members of the Board of Directors shall constitute a quorum. Voting may occur by voice vote or secret ballot at a meeting where a quorum exists. Meetings may be held electronically if each Director can hear the others.

### **Section 3**

Matters may be referred to the President for consideration by the Board of Directors by any officer; Director; state, multistate, or intrastate society; or by petition of five or more voting members. Action may be taken on such matters without a meeting, as described below, if urgency requires action before the next scheduled meeting.

#### **Section 4**

An action may be taken without a meeting of the Board of Directors if consent in writing describing the action to be taken is approved and signed by all of the Directors entitled to vote. If all the Directors respond and if the decision is unanimous, then the result will be an action of the Board. Documentation of the unanimous consent must (1) describe the action taken, (2) be signed by each Director in a manner that confirms his/her approval and identity, and (3) be filed with the minutes. If one or more Directors does not respond or if the decision is not unanimous, then no action will be taken, and the business or question must wait for discussion and vote at a meeting of the Board.

#### **Section 5**

Meetings of the Board of Directors shall be conducted according to the most recent edition of Robert's Rules of Order Newly Revised.

### **Article VI -- Officers**

#### **Section 1**

The officers of the Society shall be a President, a Vice-President, a Secretary-Treasurer, and the Immediate Past-President.

#### **Section 2**

The President shall preside at meetings of the Society, serve as chair of the Board of Directors, appoint members of such committees as may be established by the Board, and perform all other duties incident to the office. The President shall serve for a one-year term, having succeeded to that office from the office of Vice-President. If the President is absent, or is unable to serve, the President's duties shall be performed by the Vice-President. If the President resigns or is unable to serve, the Vice-President shall succeed as President to serve the remainder of the term, as well as serving the next term as President. If both the President and Vice-President resign or are unable to serve, the Board of Directors, by affirmative vote of at least 10 Directors, shall appoint a President Pro Tempore from present or past members of the Board to serve until a new President and Vice-President are elected at the next general election and take office, or until the President or Vice-President is able to resume those duties. If appointed from the present Board of Directors, the President shall resign as an elected Director.

#### **Section 3**

The Vice-President shall be a Professional Member elected by the voting membership for a three-year succession, without eligibility for reelection, as follows: one year as Vice-President, one year as President, and one year as Immediate Past-President. The terms of elected officers shall commence on January 1 following election.

#### **Section 4**

The Immediate Past-President shall serve for a one-year term, having succeeded to that office from the office of President. The Immediate Past-President shall represent the interests of the entire Society membership and, as requested, shall provide counsel to the President. The

Immediate Past-President shall assist in assuring continuity of Society programs during the change of the Presidency.

### **Section 5**

The Secretary-Treasurer shall be appointed annually by the President from among the prior or current membership of the Finance Committee and shall be one of the Directors currently sitting on the Board from one of the 11 voting districts. The Secretary-Treasurer is responsible for authenticating the records of the Society and for monitoring staff to ensure that they have provided for proper maintenance of the books of the Society and for keeping an accurate account of the proceedings of meetings of the Board of Directors.

## **Article VII -- Committees of the Board**

### **Section 1**

An Executive Committee of the Board of Directors, consisting of the President, Vice-President, Immediate Past-President, the Secretary-Treasurer, and two other Board members appointed annually by the President with concurrence of the Board, shall be designated to handle essential business of the Society as delegated by the Board of Directors.

### **Section 2**

A Finance Committee of the Board of Directors, consisting of three members of the Board appointed annually by the President, shall be designated to address financial matters of importance before the Board. The Secretary-Treasurer shall serve as chair.

### **Section 3**

An Audit Committee of the Board of Directors, consisting of three members of the Board appointed annually by the President, shall be designated to oversee annual audits of financial records. The chair shall be appointed by the President. A Director serving on the Audit Committee is not eligible to serve at the same time on the Finance Committee.

### **Section 4**

The Board may establish or terminate other standing or ad hoc Committees of the Board to perform duties as it deems appropriate. If a proposed committee is to be authorized to exercise the authority of the Board of Directors, then (i) the members of that committee must consist of only Directors (two Directors or more), (ii) the creation of that committee requires a majority vote of the entire Board of Directors, and (iii) the Board of Directors may delegate any of the Board of Directors' powers and authority except with respect to those matters specifically reserved to the Board by law, the Articles of Incorporation, and these Bylaws. Those matters specifically reserved to the Board by law include:

- a. the authorization of asset distributions;
- b. the approval or proposal of action to members;
- c. the filling of vacancies on the Board of Directors;
- d. the appointment of committees with the authority of the Board, or the filling of vacancies in any such committee; and
- e. the approval of any self-dealing transactions.



The Board resolution creating the committee must specify the function of the committee. The Board of Directors shall specify the manner in which chair and members of the committee are to be selected, and the terms that the chair and members may serve.

## **Article VIII -- Advisory Committees**

### **Section 1**

The members of advisory committees may consist of Directors and/or non-Directors. In carrying out their responsibilities, advisory committees shall operate within the framework of policies and procedures established by the Board of Directors.

### **Section 2**

A Forest Science and Technology Board shall be designated by the Board of Directors to provide for the effective dissemination and use of forest sciences within the Society.

### **Section 3**

A Forest Policy Committee shall be designated by the Board of Directors to advise the Board on forest policy matters.

### **Section 4**

A Certification Review Board shall be designated to develop, establish, and maintain standards and procedures for individuals to become certified and recertified under the Certified Forester® program.

### **Section 5**

An Educational Policy Review Committee shall be designated to monitor all aspects of professional and technical forestry and natural resources education, including the accreditation standards and procedures of the Society, and to advise the Board of Directors on such matters.

### **Section 6**

The Board of Directors may establish or terminate other advisory committees and task forces as appropriate.

## **Article IX -- Chief Executive Officer**

### **Section 1**

The Chief Executive Officer is the chief salaried employee and the principal administrative officer of the Society. The Chief Executive Officer is responsible for carrying out the work of the Society in accordance with the policies established by the Board of Directors. The Chief Executive Officer is responsible for the hiring, supervision, and discharge of all other employees consistent with the policies of the Board of Directors. The Chief Executive Officer shall present regular reports to the Board of Directors.

## **Section 2**

The Chief Executive Officer serves as an ex-officio, nonvoting member of the Board of Directors. By designation by the President or vote of the Board, all or a portion of a meeting of the Board may be held in executive session without notice to, or the presence or participation of the Chief Executive Officer.

## **Section 3**

The Chief Executive Officer is selected by the Board of Directors. If the Board of Directors hires an individual to serve as the Chief Executive Officer, then the role of the Chief Executive Officer will be subject to the provisions of his/her employment agreement.

## **Article X -- Ethics**

The Society shall adopt a Code of Ethics governing the ethical conduct of its members. Unethical conduct by a Member is conduct that violates the Code of Ethics. The Code of Ethics shall be published at least annually or posted on the Society's website.

## **Article XI -- Amendments**

The Bylaws may be amended by a two-thirds vote of members voting. Proposed amendments shall be submitted to all voting members at least four weeks in advance of the date set for counting the ballots. Amendments shall be effective immediately upon their approval unless otherwise provided. Voting may take place by ballot via mail or electronic means.

## **Article XII -- Miscellaneous**

### **Section 1**

The Society shall indemnify its Directors and Officers as required by the laws of the District of Columbia.

### **Sections 2**

Corporate records shall be maintained consistent with the laws of the District of Columbia. They shall include the Articles of Incorporation, the Bylaws, the Society and Board of Directors Policies and Procedures, and the minutes of the Board of Directors, including any resolutions or motions made by the Board.