

Bylaws of the Society of Wetland Scientists, Inc.

(revised February, 2018)

ARTICLE I

Names and Mission

1. The name of the group shall be the SOCIETY OF WETLAND SCIENTISTS, hereinafter referred to as the Society.
2. The principal office for the transaction of the business of the Society is hereby located at 22 N. Carroll St., Ste. 300, Madison, WI 53703.
3. The Society, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in the United States of America. By like resolution, the registered agent may be changed to any other person or corporation upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged, and filed with the Secretary of State, and a certified copy thereof shall be recorded in the Office of the Register of Deeds for the county in which the new registered office is located and in the old county, if such registered office is moved from one county to another.
4. The mission of the Society of Wetland Scientists (SWS) is to promote understanding, conservation, protection, restoration, science-based management and sustainability of wetlands.
5. For the administration of the affairs and the attainment of the objectives of the Society, as set forth in ARTICLE FIRST 4a through f, the Society shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities that may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the objectives for which the Society is organized, and to aid and assist other organizations whose objectives are to further accomplish, foster, or attain any of such objectives.
6. Notwithstanding anything herein to the contrary, the Society shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would: (1) prevent it from obtaining exemption from United States Federal income taxation as a corporation as described in Section 501 (c) (3) of the USA Internal Revenue Code of 1954 and its regulations as the same now exist or as they may hereafter be amended from time to time, or (2) cause it to lose such exempt status.

ARTICLE II

Membership

1. Any individual with interest in the Society and furtherance of its objectives shall be eligible to join the Society. Individual members shall receive Society publications and all other membership benefits and are eligible to vote. There are five classes of individual membership: (a) Regular Members: Persons involved in the study, management, or regulation of wetlands and in any other appropriate wetland activity including research and educational endeavors. (b) Student Members: Persons involved in full-time academic training toward any appropriate wetland endeavor. (c) Family Members: Two members of a family may be Society members with full, active member privileges, but shall receive a limited set

of publications (usually only one copy per issue of the Society's journal, Wetlands). (d) Lifetime Members: Members joining for the rest of their lives will receive full active member's privileges. (e) Emeritus members: Individuals who have retired.

2. As used in the Bylaws and Standing Rules, the term "member in good standing" means a member whose dues are paid.

ARTICLE III Officers and Board of Directors

1. The Officers of the Society shall be President, President-Elect, Secretary-General, and Treasurer who are elected by the members, and the Immediate Past President. These five officers constitute the Executive Board of the Society who shall have the authority to meet in closed session. Only Active Members in good standing shall be eligible for nomination for an elected office.
2.
 - a. The President shall serve only one term in office for a period of one year or until the next annual meeting, and upon the termination of that office shall immediately become Past President.
 - b. The President-Elect shall serve for a period of one year or until the next annual meeting, and shall automatically become President for the year following his or her term as President-Elect.
 - c. The Secretary-General and Treasurer shall each serve for a period of three years. The terms of office for the Secretary-General and Treasurer shall be staggered so that their election does not normally coincide during the same year.
 - d. In the event of cancellation of an annual meeting, the officers of the Society and the members of any standing or special committee shall continue to serve and be responsible for the Bylaws, or Robert's Rules of Order in the absence of specific guidelines, until new elections and an annual meeting are held.
 - e. If an officer cannot fulfill or complete the term of office, the Board of Directors is authorized to appoint a replacement until the next annual election is held. If any officer becomes temporarily unable to perform their duties, the Executive Board is authorized to appoint a temporary replacement until such time as they deem the original officer can return to their duties.
3. The Board of Directors shall consist of the Executive Board, a representative from each Chapter and Section that had an active membership of at least twenty-five members the previous year, the representative to the Professional Certification Program, a student representative, and chairs of Standing Committees. Any number of Directors attending a called meeting of the Board of Directors constitutes a quorum. The Board of Directors is authorized to conduct business and hold meetings at its discretion. All members of the Board of Directors shall be members in good standing.
4. The Board of Directors shall appoint a Journal Editor and the WSP Editor. These positions have five-year renewable terms.
5. The Board shall appoint a representative to the Professional Certification Program who shall serve a three (3) year term, which may be renewable for one additional term. This representative shall be a member of the SWS Professional Certification Program in good standing.

6. The Wetlands Journal Editor and Wetland Science and Practice Editor shall be non-voting members of the Board of Directors.
7. The Board shall appoint a non-voting representative to the American Institute of Biological Sciences (AIBS) who shall serve a three (3) year term, which may be renewable for one additional term. This person shall represent SWS (as a member organization) in AIBS related activities and shall be an SWS member in good standing.
8. A non-voting representative of the Association of State Wetland Managers, who is appointed by the Association of State Wetland Managers, is invited to attend meetings of the SWS Board of Directors as a non-voting member.
9. The SWS Board shall appoint a representative as a non-voting member to attend board of directors meetings of the Association of State Wetland Managers. This person, who must be an SWS member in good standing, shall serve a three (3) year term, which may be renewed for one additional three-year term.

ARTICLE IV Meeting and Voting

1. The Society shall meet once a year at a place to be determined by the Board of Directors.
2. In the event of an emergency, the Board of Directors may cancel an annual meeting or change the place of an annual meeting or order a Special Meeting. If a meeting is canceled, the Board of Directors shall schedule the next annual meeting.
3. A quorum for the transaction of official business at a Society meeting shall consist of any number of voting members present.
4. The Secretary-General shall certify the voting eligibility of members.
5. The Board of Directors and the membership may vote by mail or electronically.

ARTICLE V Adoption of Standing Rules

1. The Board of Directors is authorized to adopt and amend Standing Rules necessary for conduct of Society business by a majority vote.
2. The Standing Rules must include, but shall not be limited to, the following:
 - a. Matters pertaining to Society finances.
 - b. Prescribed duties of Society officers.

- c. Provisions for the establishment, duties, and method of selection of standing committees and other committees necessary to conduct the business of the Society.
- d. Authorization for the specified publications of the Society for the furtherance of its objectives.
- e. Provisions for the establishment, maintenance, and dissolution of any Regional Chapter or Section of the Society established pursuant to the provisions of Article VII.

ARTICLE VI Amendment of Bylaws

1. The Bylaws may be amended by a two-thirds vote of the members in good standing who attend an annual meeting or respond to an electronic vote as authorized by the Board of Directors. Proposals for amendments may be generated in the following ways:
 - a. Recommendation of a majority of the voting members of the Board of Directors.
 - b. Petitions signed by not fewer than 2.5 % of the Society membership eligible to vote and presented to the President at least thirty days prior to the annual meeting. The Secretary-General shall determine if the signatories are members in good standing within 30 days of receipt. The petition will be presented for a vote at the next annual business meeting.
2. The Board of Directors is authorized to take whatever steps may be necessary, including amendments to the Bylaws, to obtain and retain tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII Chapters and Sections of the Society

1. Chapters of SWS are authorized, integral operations of the Society of Wetland Scientists, Inc. that conduct geographic activities serving the objectives of and representing the Society. Sections of SWS are authorized, integral operations of the Society of Wetland Scientists, Inc. that conduct activities serving various professional interests of the membership. Activities and operations of chapters and sections are considered to be operations of the Society. A Chapter of the Society may be authorized if it seems likely to provide a worthwhile service, has a reasonable chance of continued and successful operation, and complies with this Article. Only a voting member of the Society in good standing may be a voting member of a Chapter or Section of the Society. Chapters and Sections of the Society may hold meetings, sponsor symposia, disseminate information, adopt resolutions, and engage in other activities to advance the objectives of the Society in keeping with the Bylaws and Standing Rules of the Society. The activities of Chapters shall advance the objectives of the Society in their geographic area. The activities of Sections shall advance the objectives of the Society according to their stated professional interests. Actions and resolutions of a Chapter or Section shall be identified only with that Chapter or Section unless transmitted to the Board of Directors and subsequently adopted in accordance with the appropriated provisions of the Bylaws and Standing Rules as an action or resolutions of the Society.

A Chapter or Section may be dissolved by two-thirds vote of the Board of Directors. Such an action may be based upon the Chapter or Section having taken action contrary to or otherwise having failed to comply with its own Bylaws or Bylaws and Standing Rules of the Society; failed to hold specific meetings; or otherwise failed to function as an active, effective arm of the Society. Upon dissolution of a Chapter or Section, the assets and records of that Chapter or Section shall revert to the Society for disposal in the best interests of the former members of the Chapter or Section, or of the Society, as decided by the Board of Directors.

In order to provide effective maintenance of a Chapter or Section, the Board of Directors shall have the power to reorganize chapter boundaries, rename Chapters or Sections, remove Chapter or Section officers, or alter any other Chapter or Section structural or functional aspect in order to provide for the viability of the Chapter or Section or to maintain fiscal or legal requirements of the Society. All such actions shall require a two-thirds vote of the Board of Directors. The Board shall consult with affected chapters prior to changing chapter boundaries.

2. Chapters and Sections: A Chapter or Section of the Society may be authorized by a two-thirds vote of the Board of Directors upon petition not by fewer than twenty-five Society members in good standing and upon certification by the Secretary-General. In the case of Chapters, the twenty-five Society members in good standing who sign the petition shall be from the proposed Chapter's designated geographic region. All Chapters and Sections shall comply with the Society Bylaws and Standing Rules.

ARTICLE VIII Dissolution of the Society

1. If the Society is dissolved, all net assets will be distributed to a similar organization exempt under Section 501(c)(3) of the Internal Revenue Code. Designation of the organization(s) to receive said assets will be at the discretion of the Board of Directors.

ARTICLE IX Society Representation

No member of the Society will represent the Society without the prior approval of the Board of Directors.