

**SOCIETY OF WETLAND SCIENTISTS  
PACIFIC NORTHWEST CHAPTER  
BYLAWS**

**ARTICLE I  
Names and Objectives**

1. The name of the group shall be the PACIFIC NORTHWEST CHAPTER OF THE SOCIETY OF WETLAND SCIENTISTS, hereinafter referred to as the PNW Chapter or simply Chapter. The SOCIETY OF WETLAND SCIENTISTS in general will be referred to as the SOCIETY.

2. The principal office for the transaction of the business of the PNW Chapter is hereby located at the address of the current chapter Secretary/Newsletter Editor/. The PNW Chapter by resolution of its Board of Directors, may change the location of its principal office to any other place within the states of Washington, Oregon or Idaho.

3. The objectives are as follows:

a. The general purposes of the Chapter are to operate solely and exclusively as a charitable and educational organization to foster conservation and understanding of wetlands.

b. Advance public education and enlightenment concerning wetland resources.

c. Provide an independent forum for an interchange of ideas and data developed within wetland science.

d. Develop and encourage wetland science as a distinct discipline by supporting student education, curriculum development, and research.

e. Encourage and evaluate the educational, scientific, and technological development and advancement of all branches of wetland science and practice.

f. Encourage the knowledgeable management of wetland resources.

4. For the administration of the affairs and the attainment of its objectives, the PNW Chapter 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 PNW Chapter is organized, and to aid and assist other organizations whose objectives are such as to further accomplish, foster, or attain any of such objectives.

5. Notwithstanding anything herein to the contrary, the PNW Chapter shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would: (1) prevent the SOCIETY from obtaining exemption from Federal income taxation as a corporation as described in Section 501 (c) (3) of the 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. Membership in the PNW Chapter will be the same as for the SOCIETY as follows:

a. Individual: 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: (1) Active Members: Persons involved in the study, management, or regulation of wetlands and in any other appropriate wetland activity including research and educational endeavors. (2) Student Members: Persons involved in full-time academic training toward any appropriate wetland endeavor. (3) 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). (4) Lifetime Members: Members joining for the rest of their lives will receive full active member's privileges. (5) Emeritus members: Individuals who have retired and who are at least 60 years old with 15 years membership or retired and 65 years old with 10 years membership in the Society may become emeritus members.

b. Library: Any institutional library such as those at colleges, universities, and agencies shall be eligible to join the Society and receive the Society's publications but shall not be eligible to vote.

c. Institutional/Corporate: Any institution, government agency, or corporate organization with interest in the Society and furtherance of its objectives shall be eligible to join the Society. Institutional/Corporate members receive the Society's publications and other membership benefits but shall not be eligible to vote.

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 PNW Chapter shall be President, Executive Vice President, Program Vice President, Secretary/Newsletter Editor, and Treasurer who are elected by the members; and the Immediate Past President. These six officers (or seven officers if

the Secretary/Newsletter Editor position is held by two people) constitute the Executive Board of the PNW Chapter who shall have the authority to meet in closed session.

2. Only Active Members in good standing who have attended at least one of the last three PNW Chapter meetings preceding their nomination shall be eligible for nomination for an elected office.

3. (a) The President shall serve up to two (2) years or until the next biennial meeting, and upon the termination of that office shall become Immediate Past President.

(b) The Executive Vice President, Program Vice President, and Secretary/Newsletter Editor shall serve for a period of up to two (2) years or until the next biennial meeting. The Executive Vice President shall automatically be nominated for President for the year following his or her term as Executive Vice President. Other nominations may also be made.

(c) The Treasurer shall serve for a period of up to three (3) years, or until the next biennial meeting.

(d) If an officer cannot fulfill or complete the term of office, the Board of Directors is authorized to appoint a replacement until the next election. Except for the President, Board members may be re-elected for multiple terms. The President may be re-elected once, for a total of two (2) terms.

4. The Board of Directors, also known as Administrative Board, shall consist of the Executive Board and the Immediate Past President. A minimum of three (3) members of the Board 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.

#### ARTICLE IV Meeting and Voting

1. The PNW Chapter shall meet once every two years (biennially) at a place to be determined by the Board of Directors.

2. In the event of an emergency, the Board of Directors may cancel a biennial meeting or change the place of a biennial meeting or order a Special Meeting. If a meeting is canceled, the Board of Directors shall schedule the next biennial meeting.

3. A quorum for the transaction of official business at a PNW Chapter meeting shall consist of at least three (3) members of the Board of Directors.

4. Members in good standing may vote on official Chapter business. Voting may take place at the biennial meeting or by mail, email, or by other formats. The Secretary shall

be responsible for conducting the vote and shall record the vote in the minutes of the next Board of Directors meeting.

5. The Secretary shall certify the voting eligibility of members and shall announce the results of the vote to the members.

#### ARTICLE V Adoption of Standing Rules

1. The Board of Directors is authorized to adopt and amend Standing Rules necessary for conduct of PNW Chapter business by a majority vote.

2. The Standing Rules must include, but shall not be limited to, the following:

(a) Matters pertaining to Chapter finances.

(b) Prescribed duties of Chapter officers.

(c) Provisions for the establishment, duties, and method of selection of standing committees and other committees necessary to conduct the business of the PNW Chapter.

(d) Authorization for the specified publications of the PNW Chapter for the furtherance of its objectives.

#### ARTICLE VI Amendment of Bylaws

1. The Bylaws may be amended by a two-thirds vote of the members in good standing who vote on the amendment. 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 twenty members in good standing or 10% of the PNW Chapter membership eligible to vote, whichever is fewer, and presented to the Board of Directors.

#### ARTICLE VII Society Representation

1. Members of the PNW Chapter will not represent the PNW Chapter without the prior approval of the Board of Directors.

## **PACIFIC NORTHWEST CHAPTER STANDING RULES**

### **Section 1. Duties of the President**

The President shall be responsible for the business of the Chapter, make appointments authorized in the Standing Rules, establish special committees required for the business of the Chapter and exercise such other responsibilities determined from time to time by action of the Chapter or its Board of Directors.

### **Section 2: Duties of the Executive Vice President**

Duties of the Executive Vice President are to assist the President and to perform the duties of the President when that officer is absent or unable to act, and to assist the Treasurer in drafting an annual budget.

### **Section 3. Duties of the Secretary/Newsletter Editor**

- (a) Prepare the Chapter's quarterly newsletter.
- (b) Serve as membership database manager.
- (c) Certify eligibility of members prior to any vote.
- (d) Prepare and mail or email correspondence at the direction of Board of Directors.
- (e) Prepare and disburse information pertinent to increasing membership.
- (f) Maintain a file of correspondence and records of Chapter business.
- (g) Maintain and update copies of the Bylaws and Standing Rules.
- (h) Record the minutes of the biennial meeting of the Chapter and all called meetings of the Board of Directors. Distribute minutes to Board members.

### **Section 4. Duties of the Treasurer**

- (a) Administer the financial resources of the Society.
- (b) Pay all bills of the Chapter as authorized by the President or the Board of Directors.
- (c) Serve as Chairperson of the Ways and Means Committee.
- (d) Prepare an annual budget in cooperation with the Executive Vice President and present it at the biennial meeting of the Society.

## **Section 5: Duties of the Program Vice President**

The Program Vice President shall oversee meetings, workshops, and field trips sponsored by the Chapter; and has the authority to nominate other Chapter members to provide assistance in organizing Chapter sponsored events.

## **Section 6. Duties of the Immediate Past President**

The Immediate Past President chairs the Nominating Committee and Bylaws Committee and serves as Parliamentarian at meetings.

## **Section 7. Salaries and Expenses**

(a) Officers of the Society shall not receive any salary or clerical or other expenses unless approved by the Board of Directors in advance.

(b) Travel expenses to attend board meetings may be authorized by the Board of Directors as requested on a case by case basis.

## **Section 8. Dues and Fees**

The Chapter will not assess any dues and fees in addition to those assessed by the Society.

## **Section 9. Standing Committees**

Standing Committees, composed of Chapter members in good standing, shall be appointed by the President in consultation with the Board of Directors. Standing committees shall assist the President and Board of Directors in the conduct of the affairs of the Chapter. The Chairperson *of each standing* committee shall report at the biennial meeting of the Chapter. The term of duty for members of standing committees shall extend from their appointment to the end of the following biennial meeting, unless otherwise specified.

### *(a) Ways and Means Committee*

The committee shall be responsible for preparing an annual budget for the Chapter. The Committee shall be chaired by the Treasurer and will also include the Executive Vice President and Program Vice President.

### *(b) Conference Committee*

The Committee shall be responsible for making arrangements for the biennial meeting, including but not limited to:

(1) the content of the program

- (2) meeting and lodging site(s),
- (3) banquet and refreshments, and
- (4) field trips.

The committee shall consist of a minimum of three Chapter members and will be chaired by the Program Vice President. Committee members will be approved by the President.

*(c) Nomination Committee*

The Committee shall be responsible for recommending the names of candidates for elected offices. The Immediate Past President shall serve as Chairperson. Nominations for officers are to be solicited from the membership through the Secretary/Newsletter Editor and sent to the Immediate Past President.

*(d) Archives Committee*

This committee shall be responsible for developing criteria for determining what types of Chapter materials and records will be archived, how and where they will be stored and accessed, and the longevity of various materials in the archives. The committee is composed of the Board of Directors and will be chaired by the Treasurer.

*(e) Bylaws and Standing Rules Committee*

This committee shall consist of the Board of Directors and will be chaired by the Immediate Past President and serves as the Society's official authority regarding all matters pertaining to the organization's bylaws and standing rules. This committee is responsible for ensuring that the bylaws and standing rules are accurately maintained and updated.

*(f) Scholarship and Awards Committee*

This committee shall be responsible for obtaining, evaluating, and ranking wetland-related scholarships and awards. The committee will be chaired by the Executive Vice President and will recommend scholarships and awards to the Board of Directors for decision.

**Section 10: Special Committees**

Special Committees are appointed to assist the President and the Board of Directors with developing information, services, or programs which are generally short term and of a non-recurring nature. The Special Committee(s) shall report to the Board of Directors and the membership at the Biennial Business Meeting. Special Committees, composed of members in good standing, shall be appointed by the President in consultation with the

Board of Directors at any time for a period of two (2) calendar years from the date of appointment unless reauthorized by the vote of the Board.

### **Section 11. Order of Business**

The agenda for a business session for a biennial meeting of the Society shall include, but shall not necessarily be limited to, the following items:

- (a) Call to order by the President
- (b) Remarks by the President
- (c) Determination of a quorum
- (d) Introduction of guests and visitors
- (e) Secretary's report
- (f) Treasurer's report
- (g) Reports of Standing Committees
- (h) Reports of Special Committees
- (i) Other old business
- (j) Installation of newly elected officers
- (k) New business
- (1) Adjournment

### **Section 12: Chapter Boundaries**

The Chapter boundaries consist of the states of Idaho, Oregon and Washington.

### **Section 13. Rules of Order**

The Society will adopt Robert's Rules of Order. The Immediate Past President will serve as Parliamentarian at meetings.

Last revised September 19, 2012.