

BYLAWS OF MICHIGAN SOCIETY OF AMERICAN FORESTERS

Adopted by Membership of Referendum September 9, 1980
Amended by Referendum March 13, 1985
Revised by Referendum November 1, 1996
Revised by Referendum October 9, 2009
Revised by Referendum xxxx, 2017

ARTICLE 1: STATE SOCIETY COMPOSITION

This organization is a unit of the Society of American Foresters (the Society) and shall be known as the "Michigan Society of American Foresters." The Michigan Society of American Foresters is comprised of all the counties within the state of Michigan.

ARTICLE 2: MEMBERSHIP

Every member of the Society in good standing is entitled to membership in the state society where the member's principal home or residence is located. If the member's place of business and professional affiliations lie within the territory of another state society, the member may become a member of that state's society by written notification to the national office. An individual may be a voting member of and be eligible for office holding in only one state society.

Only voting members in good standing, as defined in the Society's bylaws, including student members, shall be entitled to vote on any question before the state society. Other members may attend any meeting of the state society and take part in the discussions, but shall have no vote.

Membership in the state society may be terminated by (1) voluntary resignation, (2) failure to pay dues, (3) expulsion from the Society for unprofessional conduct, (4) death, or (5) transfer of residence to another state society.

Rates and schedules for Society membership dues and fees shall be established by the Society Board of Directors after consultation with the membership of the House of Society Delegates. Similarly, the State Board shall establish state membership dues and fees after consultation with state society members.

The annual dues of the state society 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. The Treasurer shall remit to each Chapter amounts as determined by the State Board after consultation with state society members.

ARTICLE 3: OFFICERS AND DUTIES

The officers of the state society 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 state society for the duration of their terms. Term of office for Chair and Vice Chair shall be for two calendar years and commence on January 1.

Chair and Vice-Chair are elected to a two year term every other year. The Secretary and Treasurer may be elected or appointed by the Board. The Secretary and Treasurer may be the same person.

The Chair shall be responsible for developing and continuing state society activities during the term of office and for organizing the membership toward meeting the objectives. The Chair shall preside at meetings of the state society; serve as chair of the Board and as ex-officio member of all other committees; oversee the business affairs; appoint, with the approval of the Board, the standing committees and other special committees; act as the official delegate to the House of Society Delegates; and perform other duties commonly expected of the office.

The Vice Chair shall assist the chair in conducting the affairs of the society. In the absence of the Chair, the Vice Chair shall perform all duties required of the Chair.

The Secretary shall conduct state society elections and referendums; keep minutes of state society meetings; announce meetings; compile meeting agendas and informational materials; and maintain records of the organization. The Secretary or another officer as described by the Board shall also conduct all state society elections and referendums which are not conducted by the national office of the Society.

The Treasurer shall be a custodian of the state society's accounting records and accounts; receive and deposit all moneys and disburse all moneys authorized by the State Board. Annually and at other times when requested, the Treasurer shall furnish a report of the state society's financial status including an income and expense statement for the year's operations and a balance sheet.

The State Board may conduct special elections if necessary to fill Chair, Vice Chair, Secretary and/or Treasurer positions if vacated before the term expires.

ARTICLE 4: ELECTIONS

Nominations made by the Nominating Committee (see Article 5) shall be transmitted to the Chair with a copy to the Secretary. Nominations by the membership at large shall be included on the ballot.

Election of officers shall be by ballot. Elections may be conducted by electronic or paper ballot. A provision will be made for those members who are not connected to the internet so they are able to vote when an electronic ballot is used. The Secretary shall request from the national office a list of members not receiving an electronic ballot and send those members a paper ballot.

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 Executive Committee (see Article 5) shall promptly certify the results of the election to the State Board and all candidates for office. The membership shall be informed of the election results as soon as possible.

ARTICLE 5: BOARD AND COMMITTEES

STATE SOCIETY BOARD. The state society board (herein the State Board) shall consist of the Executive Committee, chapter chairs and other committee member chairs. Additional at-large members, appointed by the Chair with approval of the State Board, may also be included. The State Board shall give general supervision to the affairs and interests of the state society and its contacts with the national Society; shall control the expenditure of all funds; and approve the place, date and program of all meetings. The State Board shall 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 state society on urgent matters which require immediate action between state society meetings. Committee business may be transacted by electronic or mail ballot but at least one committee meeting shall be held annually. The Executive Committee shall fill by appointment the unexpired term of any Board member.

The State Board shall oversee the following functions of the MSAF, as needed. Ad hoc committees, chairpersons, appointees, or other structures may be formed to address specific functions. Board functions are not limited to these listed.

A. **Nominations and Ballot Counting.** The board or its committee shall nominate from eligible State Society members at least two candidates for each elective office, obtain agreement to serve if elected from each nominee, and send the nominations and agreements to serve to the Secretary or other designated officer. If, for any reason, a nominee is found by the Secretary to be ineligible, the board or its committee shall provide another nomination in a timely manner for the election period. The board or its committee shall assemble at the time and manner set by the Secretary to count ballots and shall certify the results of elections to the Chair and board.

B. **Finances.** The board or its committee, the State Society Treasurer, and Chapter Treasurers shall act to provide continuity in terms of financial matters for State Society. The board or its committee shall annually review the State Society budget and financial records. Annual budgets and financial reports shall be voted upon by the board. Formal audits conducted by an individual or business external to the State Board shall be requested as needed.

C. **Education Fund.** The board or its committee shall secure donations for raffles, with proceeds distributed according to the board's direction. The board shall consider and/or develop funding proposals and will fund projects from the Education Fund.

D. **Policy.** The board or its committee shall identify policy issues and determine and implement appropriate actions, consistent with National SAF policies, such as drafting letters, formulating position statements, making recommendations for action, and other tools to represent the interests of forestry and the State Society. The board or its committee shall work with other organizations where appropriate. It shall be responsible for reviewing forest policies, forest policy issues, and position statements referred to or originating with the State Society. The

board shall be responsible for internal and external dissemination of State Society position statements.

E. Communications. The board or its committee shall work with all aspects of State Society communications needs, including such duties as news coverage for all activities of the State Society, distribution of State Society policies and position statements, communications efforts within the State Society and with other organizations, outreach to various publics, and shall maintain the State Society's website.

F. Awards. The board or its committee shall identify and recommend eligible candidates who may receive the various State or National Society awards.

G. Science and Technology. The board or its committee shall identify science and technology needs as necessary. The needs shall be acted upon in coordination with the National SAF, its Working Groups, its Science and Technology board, and interested partners both within and outside SAF units.

H. Continuing Forestry Education. The board shall appoint a coordinator to assist in determining SAF Continuing Forestry Education credits for conferences and events both within and without SAF units, and for requirements associated with the SAF Certified Forester program.

EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Chair, Vice Chair, Secretary and Treasurer of the state society. The Chair acts as chair of the committee. The Executive Committee shall be designated to handle essential business of the Society as delegated by the State Board. The Executive Committee shall promptly notify the State Board and/or membership, as appropriate, of any actions taken. Any actions taken by the Executive Committee shall be subject to review by the State Board or the membership as a whole, as appropriate.

NOMINATING COMMITTEE. This committee shall nominate from eligible state society members at least two candidates for each elective office, obtain agreement to serve if elected from each nominee, and send the nominations and agreements to serve to the Secretary or other officer.

SPECIAL COMMITTEES, and other appointments authorized by the Board, shall be appointed by the Chair. Coordinators and Committees may be appointed to serve functions necessary to the support society functions, such as: Communication, Policy, Science/Technology, Auditing, Finance, Continuing Forestry Education, and Membership; the Michigan Forester Editor; and/or the Awards Chair. Each officer shall serve a two-year term with an option to renew. Coordinators or Committee Chairs serve on the State Board.

Other appointments may include liaisons to universities, colleges, other educational, professional, natural resource or conservation groups their boards, committees or work groups.

ARTICLE 6: STATE CHAPTERS

CHAPTERS. A Chapter within the State Society may be authorized by the Board upon written petition of 15 or more voting members resident in an area where a strong local organization may

be effected. The boundaries of a Chapter shall be established by the Board. Where a viable Chapter can be sustained only by including members from both sides of a state boundary, the Chapter shall be affiliated with the state society where a majority of the Chapter members reside.

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 the Michigan Society or affiliated state society.

The authorization for a Chapter may be rescinded by the Board.

Chapters may adopt bylaws subject to the approval of the Board, provided that no part thereof shall conflict with the bylaws of the Society.

A Chapter shall report promptly to the state society Chair 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 state society for recommendation to the Council.

The state society is authorized to appropriate funds to the Chapter for the conduct of its business.

STUDENT CHAPTERS. A Student Chapter may be authorized within the Michigan Society by the Board upon written petition at an institution designated as SAF-accredited or as a candidate institution for accreditation or an SAF-recognized forest technician training program.

Student Chapters shall be composed of Student Members and other interested students. Student Chapter officers shall be elected according to the student chapter bylaws.

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

ARTICLE 7: MEETINGS

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.

Other meetings as needed shall be scheduled by the Chair, with the approval of the Board, and may be open to friends of members and other interested persons for the exchange of ideas on subjects of interest to the profession of forestry.

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

ARTICLE 8: RECALL

Any officer may be removed from office for reason of misconduct, incompetence, or neglect of duty provided such removal is approved by majority vote of all members voting in a referendum within the voting boundaries of that unit (such as a chapter or state society). Such a ballot may be initiated by the Board 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 by voting members of the state society.

ARTICLE 9: AMENDMENT OF BYLAWS

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 electronic and/or post (mail) ballot.

ARTICLE 10: ETHICS

The state society shall adopt the Society 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 state society's website.

ARTICLE 11: ASSETS

No substantial part of the activities of The Corporation shall involve propaganda, or attempts to influence legislation.

No activities shall involve participation, or intervention, in any political campaign of any candidate for public office.

None of the net earnings of The Corporation shall inure to the benefit of The Corporation's board of directors, officers, or other private individual members. However, this provision shall not limit the ability to use net earnings, or other assets, in the furtherance of The Corporation's mission, to pay reasonable compensation for services rendered, or to reimburse expenses incurred on behalf of The Corporation.

A volunteer member of the board of directors of The Corporation shall not be held personally liable to The Corporation, or its members, for any monetary damages for a breach in the director's fiduciary duty. This shall not limit liability for acts or omissions not in good faith, or that involve intentional misconduct, or a knowing violation of the law.

In the event of the dissolution of The Corporation and after paying all liabilities, the board of directors shall distribute the assets of The Corporation to another organization(s) with a similar mission, or one or more charitable or educational nonprofit organizations.