

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

ARTICLE 1: NAME, MISSION, VISION AND OBJECTIVES

This organization is a unit of the Society of American Foresters (the Society) and shall be known as the "Michigan Society of American Foresters." As provided in Article VI, Section 1 of the Constitution of the Society of American Foresters, the Michigan Society of American Foresters is comprised of all the counties within the state of Michigan.

MISSION

The mission of the Michigan Society of American Foresters is responsible stewardship of our forests while meeting the vital needs of society.

VISION

Realizing that the health and use of forests are vitally important to society and that we, as foresters, have a technical and advisory role to play as spokesperson for these resources, we offer the following:

- (1) Promote and enhance the professional development of our members
- (2) Create a strong public awareness of professional forestry
- (3) Participate in constructive, open dialogue with other resource professionals, conservation groups, state and local government and publics
- (4) Be recognized as THE professional forestry organization

OBJECTIVES

The objectives of the Michigan Society of American Foresters 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.

ARTICLE 2: ACTIVITIES LIMITED TO EXEMPT PURPOSES

No part of the net earnings of the state society 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 distributions in furtherance of the purposes set forth in Article 1 hereof. No substantial part¹ of the activities of the state society 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. In the case of a written request from a governmental body, committee, or subdivision, the state society shall provide technical assistance and advice providing the state society 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 provisions of any future United States Internal Revenue Law).

ARTICLE 3: MEMBERSHIP

Every member of the Society in good standing is entitled to membership in the state society in which the member has established domicile. The domicile of a member shall be the member's principal home or residence, unless the member's place of business and professional affiliations lie within the territory of another state society, when, by notification in writing to the national office, the member may establish domicile with said other state society for the purpose of state society membership. An individual may be a voting member of and be eligible for office holding in only one state society.

Only voting members, as defined in the Society's Constitution, in good standing, 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. Members of a student chapter shall be entitled to vote only on any question before the student chapter.

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, or (4) transfer of domicile to another state society.

¹Greater than five percent (5%) of the annual budget.

ARTICLE 4: DUES

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.

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 vote, to receive Society publications, to be a candidate for office, or to hold office until the dues are paid.

A member who transfers to another state society and has 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 state society to which transferred 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 Treasurer shall remit to each Chapter amounts as determined by the Executive Committee.* Current (2009) amounts for each chapter are: \$1.50 per member for the first 100 members, \$1.40 per member for the second 100 members, \$1.30 per member for all other members and for each student chapter, \$.10 per student member.

ARTICLE 5: OFFICERS

The officers of the state society shall include a Chair, a Chair-Elect, 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 shall be for two years and commence on January 1.

A Chair-Elect is elected for a one-year term every other year and automatically shall become Chair for the subsequent term, and shall be ineligible for re-election to either office for a period of 8 years following the end of the term as Chair. The Chair, upon completion of the term as Chair, automatically becomes Immediate Past Chair for one year. The Secretary and Treasurer may be elected or appointed. The Secretary and Treasurer may be the same person.

Other officers are Coordinators for Communication, Policy, Science/Technology, Continuing Forestry Education, and Membership; the Michigan Forester Editor; and the Awards Chair. The officers of the state society comprise the Executive Committee of the Michigan Society of American Foresters (hereafter called the "Executive Committee"). The officers shall be appointed by the Chair with the approval of the Executive Committee.

The Upper Peninsula and Lower Peninsula Chapter Chairs shall be part of the Executive Committee.

In the event the Chair is unable to complete the full term of office, the Chair-Elect shall succeed and complete the unexpired term prior to serving the full term as Chair. Should this occur, the Executive Committee by a majority vote shall appoint a replacement Chair-Elect who shall assume the duties of the vacant office until the next regular election of officers. In the event the Chair-Elect is unable to complete the term of office and succeed to the office of Chair, the Executive Committee shall appoint an acting to serve until the next election at which time both a Chair and a Chair-Elect shall be elected. Vacancies in the offices of Secretary and Treasurer shall be filled by the Executive Committee.

ARTICLE 6: DUTIES AND RESPONSIBILITIES

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 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; act as the official delegate to the House of Society Delegates, or, with the approval of the Executive Committee, appoint an alternate; and perform all other duties commonly incident to such office.

The Chair-Elect, in the absence of the Chair, shall preside at state society meetings and act for and assist the Chair in conducting state society affairs, as may be requested by the Chair, and act as the Strategic Planning Coordinator.

The Secretary shall act in accordance with the Secretary's Charter. The Secretary shall act as Chair of the Archival Committee, shall serve as ex officio member and shall oversee and coordinate the activities of the Audit Committee and the Teller Committee. The Secretary or another officer as described by the Executive Committee shall conduct all state society elections and referendums which are not conducted by the national office of the Society; keep the minutes of the state society's meetings and send a copy to the Executive Vice-President; conduct correspondence; announce meetings; send agenda for meetings to the Executive Vice-President 30 days in advance when possible, 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 state society'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 amendment to these bylaws.

The Treasurer shall act in accordance with the Treasurer's Charter. The Treasurer shall act as the Finance Committee Chair and oversee and coordinate Forester's Education Fund activities in the state society. The Treasurer or another officer directed by the Executive Committee shall act as custodian of the state society's accounting records and accounts; receive and deposit all moneys and disburse all moneys authorized by the Chair (or Executive Committee) on behalf of the state society; and perform such other duties as may be assigned by the Executive Committee or the Chair. He/she shall prepare and present at the annual meeting a report of the state society'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 and to the Executive Vice-President. The Treasurer is responsible for ensuring that the state

society remains in compliance with all state and federal tax laws. The Treasurer, in response to a request from the Executive Vice President shall provide all information required by the Internal Revenue Service (IRS) on forms prescribed by the IRS.

The Communication Coordinator shall act in accordance with the Coordinator's Charter. The Communication Coordinator shall oversee and coordinate the activities of the Communication Committee and the Webmaster.

The Policy Coordinator shall act in accordance with the Coordinator's Charter. The Policy Coordinator shall serve as ex officio member and shall oversee and coordinate the activities of the Policy Committee.

The Science/Technology Coordinator shall act in accordance with the Coordinator's Charter. The Science/Technology Coordinator shall bring timely and appropriate information to MSAF from the Forest Science and Technology Board and the Working Groups, shall oversee and coordinate activities of the Canadian Institute of Forestry Liaison, and other liaisons to science, education or conservation-based groups as appointed by the Executive Committee.

The Membership Coordinator shall act in accordance with the Coordinator's Charter. The Membership Coordinator shall oversee and coordinate member services activities including, ethics, membership diversity, student mentoring and membership recruitment/retention. The Membership Coordinator shall oversee and coordinate the activities of the Nominating Committee and the Awards Committee.

The Continuing Forestry Education Coordinator shall act in accordance with the Coordinator's Charter and in cooperation with the national Society's CFE committee or staff member of the Society designated by the Executive Vice President. The Coordinator shall keep the membership informed on developments in forestry education; shall promote continuing education activities for forestry professionals and determine CFE credits for Michigan Society meetings and other continuing education activities.

The Michigan Forester Editor shall act in accordance with the Editor's Charter. The Editor shall oversee and coordinate the activities of the state society's Publications Business Manager, and additional personnel associated with the state society's publications.

The Upper Peninsula Chapter Chair and the Lower Peninsula Chapter Chair shall act to inform the Executive Committee as to the chapter's activities. Each chair shall be responsible for conducting one state society meeting each year.

ARTICLE 7: ELECTIONS

Nominations made by the Nominating Committee shall be transmitted to the Chair with a copy to the Secretary by September 1. Nominations by the membership at large, if endorsed by at least 10 voting members in good standing and presented to the Secretary in writing by September 1, shall be included on the ballot.

Election of officers shall be by ballot in October and November. 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 by November 1st. The ballots shall be counted by December 1. Election results will be reported to the national office not later than December 8.

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. Any paper ballots shall be counted by a Tellers Committee who shall promptly certify the results of the election to the Chair, the Executive Committee, the Executive Vice-President (by December 8), and all candidates for office. The membership shall be informed of the election results as soon as possible.

ARTICLE 8: STANDING COMMITTEES

Standing committees of the state society shall include, but not be limited to, the Executive, Nominating, Tellers, and Auditing Committees. The Chair of the state society with the approval of the Executive Committee, shall appoint a chair and members of the standing committees, except as specified below for the Executive Committee. The Chair of the state society serves as ex-officio member of each committee.

A. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Chair of the state society acting as chair of the committee and other officers of the state society. The Executive Committee 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 Executive Committee shall adopt a charter for each of the other committees, outlining the objectives, organization and activities of the committees. Each incoming Chair shall recommend to each new Executive Committee at its first meeting additions, deletions and changes in committee charters. Action on any charter, however, may be taken at any Executive Committee meeting. The Committee shall fill by appointment the unexpired term of any Executive Committee member; 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. Any action of the Executive Committee shall be subject to a member referendum upon petition of at least two percent but in no case less than 10 of the voting members of the state society.

B. **NOMINATING COMMITTEE.** The Nominating Committee shall operate in accordance with the committee charter. 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 by September 1. If, for any reason, a nominee is found by the Secretary to be ineligible, the Nominating Committee shall provide another nomination by September 15.

C. **TELLERS COMMITTEE.** The Tellers Committee shall operate in accordance with the committee charter. This committee shall assemble at the time and place set by the Secretary to count ballots and shall certify the results of elections to the Chair and Executive Committee.

D. **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.

E. **FINANCE COMMITTEE.** The Finance Committee shall operate in accordance with the committee charter and shall consist of the Treasurer, acting as chair, chapter treasurers, the Publications Business Manager, and Forester's Fund co-chairs. The committee shall act to provide continuity in terms of financial matters among committee members.

F. **FORESTER'S EDUCATION FUND COMMITTEE.** The Forester's Education Fund Committee shall operate in accordance with the committee charter and shall consist of a member from each chapter who shall serve as committee co-chairs, and the Treasurer who will serve as member ex-officio. The committee shall secure donations for raffles; proceeds from which shall be split, with two-thirds (2/3) passed on to the Society's Forester's Fund and one-third (1/3) deposited with the Michigan SAF Education Fund. The committee shall present funding proposals to the Executive Committee, which will consider projects for the Education Fund and/or forward to the Society's Forester Fund for approval.

G. **POLICY COMMITTEE.** The Policy Committee shall operate in accordance with the committee charter, the Society's Forest Policies, and the Society's Bylaws. This Committee and a staff member of the Society designated by the Executive Vice President shall work in cooperation with each other. The committee shall review and keep state society members informed of pending or proposed legislation. It shall be responsible for reviewing Forest Policies, forest policy issues and position statements referred to or originating with the state society. The committee may recommend a state society position on any policy issue to the Executive Committee, and recommend modification, reaffirmation or termination of any existing position. The Committee, in conjunction with the Communication Committee, shall be responsible for internal and external dissemination of state society position statements.

H. **COMMUNICATION COMMITTEE.** The Communication Committee shall operate in accordance with the committee charter and the Society's Bylaws. This committee and a staff member of the Society designated by the Executive Vice President shall work in cooperation with each other. The committee shall be responsible for news coverage for all activities of the state society; shall conduct communications efforts within the Society and with other

organizations; shall encourage the dispersal of information to gain public awareness and understanding of forestry and the forestry profession and shall maintain the society's website. The committee, in conjunction with the Policy Committee, shall be responsible for internal and external dissemination of state society position statements.

I. AWARDS COMMITTEE. The Awards Committee shall operate in accordance with the committee charter. This committee shall identify and recommend to the Executive Committee or to the membership at large, whichever is appropriate, eligible candidates who may receive the various state or national society awards. The committee shall coordinate their activities with the Membership Coordinator, who serves as ex-officio member.

J. EDITORIAL BOARD. The Editorial Board shall operate in accordance with the committee charter and shall consist of the Michigan Forester Editor (Chair), the Publications Business Manager and additional personnel associated with the state society's publications. The Editorial Board Chair shall appoint those to serve on the board. The official publication, The Michigan Forester, of the Michigan Society shall be published at least once each year and preferably twice, each edition to be mailed to each state society member. Chapters are urged to appoint an official reporter and all members are encouraged to provide articles and new item

ARTICLE 9: SPECIAL COMMITTEES

A. SPECIAL COMMITTEES, and other appointments authorized by the Executive Committee, shall be appointed by the Chair. Other appointments may include liaisons to universities, colleges, other educational, professional, natural resource or conservation groups their boards, committees or work groups.

B. Other appointments shall be authorized by the Executive Committee and made by the Chair.

ARTICLE 10: STATE CHAPTERS

A. CHAPTERS. A Chapter within the State Society may be authorized by the Executive Committee 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 Executive Committee. 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 in which a majority of the Chapter members are resident.

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 Executive Committee or upon the affirmative vote of at least 10 members of the Council.

Chapters may adopt bylaws subject to the approval of the Executive Committee and the Council, provided that no part thereof shall conflict with the Constitution and Bylaws of the Society.

A Chapter shall report promptly to the state society Chair and the Executive Vice-President 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.

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

Upon request, the Executive Vice-President will collect and forward dues of Chapters, and may provide mailing labels, membership rosters, and other automation products.

B. STUDENT CHAPTERS. A Student Chapter may be authorized within the Michigan Society by the Executive Committee upon written petition of 15 or more Student Members at an institution designated as SAF-accredited or as a candidate institution for accreditation or an SAF-recognized forest technician training program, or upon written petition of 15 or more voting members.

Student Chapters shall be composed of Student Members and other Society members employed by an institution designated as SAF-accredited or as a candidate institution for accreditation or by an SAF-accredited or candidate for accreditation forest technician school or. Student Chapter officers shall serve for the school year.

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

ARTICLE 11: UNIT POSITION STATEMENTS

A. Unit position statement procedures. Unit positions shall be in accordance with Forest Policy Principles and not be in conflict with existing national positions. Society units shall follow the National Bylaws II-A, B, C, D, and E in developing, adopting, rescinding, and communicating positions.

For unit position statement procedures, Unit terminology corresponds to national terminology as follows:

National	State, Intrastate, Multistate, Division, or Chapter of SAF
President	Unit Chair
Council	Unit Executive Committee
Executive Vice-President	Unit Chair
Task Force	Unit Task Force
Committee on Forest Policy	Unit Forest Policy Committee
National Position Statement	Unit Position Statement

B. The following exceptions to National Bylaws II-A, B, C, and D apply to unit position statement procedures.

1. Assistance. Upon a request by a Society unit, the Committee on Forest Policy, Forest Science and Technology Board, and working groups may assist by acting as advisors to Society units, committees, and task forces.
2. Identification of issues. Issues proposed for unit positions are selected by the Unit Executive Committee, and may be recommended to the Executive Committee by unit committees or the unit membership at large.
3. Coordination among units of the Society. Multiunit position statement preparation and adoption is encouraged where issues may be more regional than local in scope. Jointly adopted position statements shall be clearly identified as such.
4. National office review. Proposed unit positions shall be submitted to the national office for review prior to adoption by the unit. Proposed division or chapter positions shall also be reviewed by the relevant state or multistate unit prior to national office review. The Executive Vice-President review shall ensure the unit's position statement is consistent with Forest Policy Principles, national positions, and the position statement format.
5. Adoption procedure. After review by the Executive Vice-President, unit position adoption shall be by the affirmative vote of at least two-thirds of the Unit Executive Committee. When doubt exists as to whether or not there would be general agreement on a proposed unit position by the members of the unit, a

secret mail ballot of the unit's voting members shall be conducted prior to adopting the position. In such cases, approval shall be by the affirmative vote of at least two-thirds of those members voting.

6. Rescission of unit positions. Council may rescind any position adopted by a unit of the Society if the position is inconsistent with Forest Policy Principles or current national positions.
7. Communicating positions. Prior to their communication and distribution, unit position statements shall be made available to the national office for filing.

ARTICLE 12: 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.

The state society shall schedule meetings so as not to conflict with the annual meeting of the Society.

Other meetings as needed shall be scheduled by the Chair, with the approval of the Executive Committee, 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. Resolutions of gratitude, regret and other non-policy matters may be 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 electronic or paper ballot.

ARTICLE 13: RECALL

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 accordance with Article 7. 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 and signed by at least two percent but in no case less than 10 of the voting members of the state society. Ballots shall be distributed and received by a member of the Executive Committee as chosen by the committee.

ARTICLE 14: 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 10 of the voting members of the state society. Proposed amendments shall be submitted to the Executive Vice-President for approval prior to a vote by the membership in accordance with article 7. Amendment of these bylaws shall require a two-thirds vote of the members voting.

ARTICLE 15: ASSETS

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

Upon the dissolution of the state society, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the state society, transfer all the assets of the state society to the national Society, or dispose of all of the assets of the state society exclusively for the purposes of the state society in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, 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.

Adopted by the state society members on October 9, 2009.

By: Larry Leefers, Chair

Date: 10/09/2009

Martha Sjogren, Secretary and Member, Executive Committee

Ernest Houghton, Immediate Past Chair and Member, Executive Committee

Amendment(s) adopted: _____

