

BYLAWS
OF
THE MINNESOTA SOCIETY OF AMERICAN FORESTERS

(Note: The *italic* portions of these bylaws denote optional language; others are mandatory.
The exception is "state society" -- refer to footnote #1.)

ARTICLE 1: NAME AND OBJECTIVES

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

The objectives 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 *Minnesota 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 part² of the activities of the *state society* shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the *Minnesota 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 *Minnesota society* shall provide technical assistance and advice providing the *Minnesota 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

¹The term "state society" used herein applies to either a state society, a multi-state society (more than one state), or an intra-state society (having separate boundaries within the same state, e.g., Northern California SAF and Southern California SAF). The term "the Society" refers to the national Society of American Foresters.

²Greater than five percent (5%) of your annual budget.

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 **Minnesota** 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 **Minnesota** 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 **Minnesota** 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*.

ARTICLE 4: DUES

The annual dues of the **Minnesota** 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 **Minnesota** society.

Members who have not paid national and **Minnesota** 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 **Minnesota** 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.

ARTICLE 5: OFFICERS

The officers of the *state society* shall include a Chair, a Chair-Elect, a Secretary/Treasurer, and such other officers as may be found necessary. Officers shall be voting members of the Society and the **Minnesota society** for the duration of their terms. Terms shall be for *one year* and commence on January 1.

The Chair-Elect is elected for a *one-year* term and automatically shall become Chair for the subsequent term. The Secretary/Treasurer shall be elected. The Secretary/Treasurer will be the same person.

Other officers are the current Chairs of the various committees both standing and special of the Minnesota society and elected Chairs of the various Chapters of the Minnesota society which shall be appointed by the Chair with the approval 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 office of Secretary/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 **Minnesota 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 **Minnesota society** meetings and act for and assist the Chair in conducting *Minnesota society* affairs, as may be requested by the Chair.

The Secretary or another officer as described by the Executive Committee shall conduct all **Minnesota society** elections and referendums which are not conducted by the national office of the Society; keep the minutes of the **Minnesota 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 **Minnesota 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 or another officer directed by the Executive Committee shall act as custodian of the **Minnesota 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 **Minnesota 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 **Minnesota 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.

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 25 voting members in good standing and presented to the Secretary in writing by *September 1*, shall be included on the mail (electronic or by Postal Service) ballot.

Election of officers shall be by ballot in *October*. *Elections will be conducted electronically and a provision will be made for those members who are not connected to the internet so they are able to vote.* 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 **Minnesota 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 **Minnesota society** serves as ex-officio member of each committee. [A skeletal charter is attached.]

A. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Chair of the **Minnesota 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 mail ballot (either electronic or by Postal Service) but at least one committee meeting (either a sit down or teleconference) 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 **Minnesota society**.

B. NOMINATING COMMITTEE. The Nominating Committee shall operate in accordance with the committee charter. This committee shall nominate from eligible **Minnesota society** members at least two candidates for each elective office and 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.

ARTICLE 9: SPECIAL COMMITTEES

A. SPECIAL COMMITTEES, authorized by the Executive Committee, shall be appointed by the Chair. Such committees may include: membership, program, forest policy, communication, etc.

ARTICLE 10: STATE DIVISIONS AND/OR CHAPTERS

A. STATE DIVISIONS (of multi-state societies). A State Division may be authorized by the Executive Committee upon written petition of 30 or more voting members resident in the state and upon approval by referendum³ of the members in the state. The boundaries of a State Division shall follow state lines except in cases approved by the Council. The authorization for a State Division may be rescinded by the Executive Committee or upon the affirmative vote of at least 10 members of the Council. A State Division shall hold at least one meeting each year to retain authorization and be governed by a set of officers as described for *state societies*.

State Divisions 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 State Division shall report promptly to the *state society* Chair and the Executive Vice-President, the election of State Division officers, the adoption of State Division bylaws and amendments

³Council action November 18-19, 1981, provides "that on matters of reorganization, the Council will not consider a petition to conduct a referendum to establish or disestablish a State Society where the establishment decision had been based on a properly conducted referendum within previous two-year period. The decision, where determined by referendum, shall stand for at least two years."

thereto, and shall report at least once a year on the activities of the State Division. Actions or recommendations of a State Division will be transmitted to the *state society* for recommendation to the Council.

A *state society* is authorized to appropriate funds to the State Division for the conduct of its business.

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

B. CHAPTERS. A Chapter within a *state society* or state division 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 *state societies*.

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 **Minnesota** 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 **Minnesota** society or state division 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.

C. STUDENT CHAPTERS. A Student Chapter may be authorized within a *state 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-recognized forest technician school. 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.

1. 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.

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 interests 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 mail (either electronic or by Postal Service) 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 a letter ballot. 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 **Minnesota** society. *Ballots shall be mailed 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 mail ballot (either electronic or by Postal Service) of voting members. Amendment of these bylaws shall require a two-thirds vote of the members voting.

ARTICLE 15: ASSETS

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 _____

By: _____, Chair

Date: _____

Member, Executive Committee

Member, Executive Committee

Amendment(s) adopted: _____

Attachment to Standard Minimum Bylaws

SKELETAL CHARTER

(NAME OF COMMITTEE)

Date Established:

Objectives:

Organization:

Activities:

Duration:

Amendments: