

BYLAWS OF THE OREGON SOCIETY OF AMERICAN FORESTERS

ARTICLE 1: NAME AND OBJECTIVES

This organization is a unit of the Society (the Society¹) and shall be known as the Oregon Society of American Foresters (the state society²). As provided in Article VI of the Constitution of the Society the state society is comprised of all the counties within the state of Oregon plus portions of Clark, Skamania and Klickitat counties in Washington.

The objectives of the Society are:

- 1) to advance the science, technology, education, and practice of professional forestry;
- 2) to enhance the competency of its members;
- 3) to establish professional excellence;
- 4) 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; and 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 I hereof.

No substantial part³ 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 provision of any future United States Internal Revenue Law).

1 The term “the Society” refers to the national Society of American Foresters.

2 The term “state society” refers to the Oregon Society of American Foresters.

3 Greater than 5 percent of the annual budget.

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, but may join any other state society in order to support and participate in all other activities of that state society except holding office.

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.

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.

ARTICLE 4: DUES

The annual dues of the state society shall be determined by the state society and shall be due upon receipt of the invoice. With the exception of Student members and Golden 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, if applicable, the Chapter dues received from the 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 and state 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.

Special assessments may be levied upon the approval of 75 percent of the members of the Executive Committee. Unless approved by the state society membership using a mail and/or electronic ballot, special assessments shall not exceed twenty (20) dollars per member per year.

ARTICLE 5: OFFICERS

The officers of the state society shall include a Chair, Chair-Elect, Immediate Past Chair, Secretary, Treasurer, Delegate-at-Large, and 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. 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 year. Upon completion of the term as Chair, the incumbent automatically becomes Immediate Past Chair for the subsequent year.

The Secretary and Treasurer shall be appointed by the Chair with the approval of the Executive Committee. The Secretary and Treasurer may be the same person.

The Delegate-at-Large shall be elected for a one-year term. In the event the Delegate-at-Large is unable to complete the full term of office, the Executive Committee shall appoint a replacement.

In the event the Chair is unable to complete the full term of office, the Chair-Elect shall automatically 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 by a majority vote shall appoint an acting Chair-Elect to serve until the next election, at which time both a Chair and a Chair-Elect shall be elected. Vacancies in the office of all other officers except Immediate Past Chair shall be filled by the Executive Committee by a majority vote.

ARTICLE 6: DUTIES AND RESPONSIBILITIES OF OFFICERS

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; serve as a member of the SAF Northwest Office Committee; 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. The Chair-Elect shall serve as a member of the SAF Northwest Office Committee.

The Secretary, or another officer as directed by the Executive Committee, shall conduct all state society elections and referendums that are not conducted by the national office of the Society or the SAF Northwest Office; keep the minutes of the state society's meetings and, upon request, send a copy to the Executive Vice-President¹; conduct correspondence; announce meetings; send agenda for meetings to the Executive Vice President, upon request; serve as a member of the SAF Northwest Office Committee; 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.

¹ The term "Executive Vice-President" applies to the Executive Vice-President of the 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 monies and disburse all monies authorized by the Chair (or Executive Committee) on behalf of the state society; serve as a member of the SAF Northwest Office Committee; and perform such other duties as may be assigned by the Executive Committee or the Chair. The Treasurer shall annually prepare and send to the Chair 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 and state society's fiscal year, i.e. December 31. Upon certification by the Financial Review Committee, copies of the written report shall be submitted to the Chair and to the Executive Vice-President. The treasurer shall ensure that the appropriate annual non-profit organization tax forms are submitted for all state society business, including the Chapters and the Oregon portion of the SAF Northwest Office. The Treasurer is responsible for ensuring that the state society remains in compliance with all state and federal tax laws.

The Delegate-at-Large and Immediate Past Chair shall assist the Chair as requested by the Chair or the Executive Committee, and serve as a member of the SAF Northwest Office Committee.

ARTICLE 7: ELECTIONS

Nominations made by the Nominating Committee shall be transmitted to the Chair with a copy to the Secretary by July 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 July 1, shall be included on the ballot.

The Membership Chair or SAF Northwest Office shall determine whether all nominees are voting members in good standing and eligible to hold state society office, and shall report to the Chair and the Nominating Committee the name(s) of any nominee(s) who fails to qualify. Further nominations, if necessary, shall be made by the Nominating Committee by July 15. Each eligible nominee shall provide a factual professional biography and an election statement not exceeding 200 words to the Nominating Committee chair by August 1.

Election of officers shall be by mail and/or electronic ballot in October. 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.

If the SAF national office electronic ballot process is not used, the SAF Northwest Office or the Secretary shall provide for mailing a letter to each voting member in good standing no later than early October. The ballots shall: (1) state the offices to be filled, (2) list the names of the candidates for each office in alphabetical order, (3) show the closing date for receiving the ballots, and (4) be accompanied by a brief factual professional biography of each candidate and a return envelope addressed to the designated person designated to receive paper ballots. The SAF Northwest Office may also be designated as the recipient for paper ballots.

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). The Nominating Committee chair or state society Chair shall contact all candidates who ran for office and notify them of the results. 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, Membership, Annual Meetings, Policy and Legislation, Communications, Education, Nominating, Tellers, Financial Review, Continuing Forestry Education, Science & Technology, Foresters' Fund, Oregon SAF Foundation, Awards and Recognition, and SAF Northwest Office Committees.

The Chair of the state society, with the approval of the Executive Committee, shall appoint the Chair and members of standing committees, except as otherwise specified for in these bylaws. The Chair of the state society serves as ex-officio member of each committee. Other appointments for special committees and positions deemed necessary shall be made by the Chair and approved by the Executive Committee.

The chair and members of each authorized committee shall be appointed to serve for one-year terms, except as otherwise provided in these bylaws or the separate bylaws of other standing committees, with the term beginning January 1. A quorum of any committee shall be more than half its members in person or by proxy, and may conduct business requiring a vote through a plurality of those voting.

A. EXECUTIVE COMMITTEE

Members of the Executive Committee shall include the officers of the state society as well as all Chapter Chairs, chairs and co-chairs of all standing committees, and chairs of special committees/liaisons. The Chair of the state society shall serve as Chair of the Executive Committee. Each member of the Executive Committee has one vote.

The Executive Committee shall give general supervision to the affairs and interests of the state society and its contacts with the Society; shall control the expenditure of all funds; and approve the place, date and program of all meetings. The Executive Committee shall adopt and maintain a Strategic Action Plan that shall outline the objectives, organization and activities of each committee.

Each incoming Chair shall recommend to each new Executive Committee at its first meeting any additions, deletions and changes to each committee's objectives, organization, or activities, however, these recommendations and any actions taken upon them may be taken at any Executive Committee meeting. The Executive Committee shall fill by appointment the unexpired term of any Executive Committee member except as otherwise provided in these bylaws; approve or disapprove proposed appointments by the Chair; advise the Chair on all matters which the Chair presents to the Executive Committee; and act for the state society on urgent matters that require immediate action between state society meetings. Business may be transacted by mail and/or electronic ballot, but at least one Executive 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. MEMBERSHIP COMMITTEE

The Membership Committee shall consist of a chair, and include the chair of each Chapter membership committee. In cooperation with a staff member of the Society designated by the Executive Vice President, the Membership Committee shall actively promote membership in the Society, coordinate recruitment activities of chapters and play an active role in improving

member services at the local level. The Membership Committee may assist with state society elections.

C. ANNUAL MEETING COMMITTEE

The Annual Meeting Committee shall consist of members of the Annual Meeting host Chapter(s). The Annual Meeting Committee Chair(s) shall be appointed by the host Chapter(s) with the approval of the Executive Committee. In consultation with the Executive Committee, the Committee shall prepare a program for the state society's annual meeting and shall be responsible for all arrangements thereof.

In addition, other special meetings as may be deemed desirable by the Executive Committee shall be arranged by a SPECIAL PROGRAM COMMITTEE as may be appointed.

D. POLICY AND LEGISLATION COMMITTEE

The Policy and Legislation Committee will follow the Society Forest Policy Process and the Society Bylaws and Code of Ethics. This Committee and a staff member of the National Society designated by the Executive Vice-President shall cooperate and provide mutual support in efforts to review and respond to policy issues important to the forestry profession. The Committee shall track and keep state society members informed of notable pending or proposed legislation and other policy issues, and related perspectives and responses from the profession. It shall review forest policy issues and position statements referred to or originating within the state society, including those from local chapters. 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.

E. COMMUNICATIONS COMMITTEE

The Communications Committee and a staff member of the National Society designated by the Executive Vice-President shall work in cooperation with each other. The Communications Committee shall be responsible for news coverage for all activities of the state society. It shall also conduct communication efforts within the state society and with other organizations and encourage the dispersal of information to gain public awareness and understanding of forestry and the forestry profession.

F. EDUCATION COMMITTEE

The Education Committee and a staff member of the Society designated by the Executive Vice-President shall work in cooperation with each other. The Education Committee shall be responsible for a program to educate members of the public and especially students in the forestry profession; shall act as liaison on matters of educational concern to institutions of higher learning that offer courses in forestry within the state society boundaries; shall keep the membership informed on modern developments in forestry education; and shall promote continuing educational activities for forestry professionals in coordination with the Continuing Forestry Education Committee.

G. NOMINATING COMMITTEE

The Nominating Committee shall nominate from eligible state society members at least two candidates for each elective office, obtain an agreement to serve if elected from each nominee, and send the nominations and agreements to serve to the Membership Chair, SAF Northwest

Office, or other officer by July 1. If, for any reason, a nominee is found to be ineligible, the Nominating committee shall provide another nomination by July 15. The Nominating Committee shall also solicit nominee biographies by August 1, and provide them to the Secretary or other officer so designated to conduct the election.

H. TELLERS COMMITTEE

The Tellers Committee function shall be performed by the Nominating Committee Chair, or another Committee representative, along with the SAF Northwest Office. 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.

I. FINANCIAL REVIEW COMMITTEE

The Financial Review Committee shall consist of a minimum of three members appointed by the Chair and approved by the Executive Committee. The Chair-Elect may serve as Chair of this Committee. This Committee, at the conclusion of the fiscal year, shall inspect the financial records of the state society. This Committee shall certify the accuracy of the financial statements prepared by the Treasurer and shall report the result of this review to the Chair and to the state society membership.

J. CONTINUING FORESTRY EDUCATION COMMITTEE

This Committee assists the membership with Continuing Forestry Education and Certified Forester procedures. This Committee and a staff member of the Society designated by the Executive Vice-President shall work in cooperation with each other.

K. SCIENCE AND TECHNOLOGY COMMITTEE

The Science and Technology Committee shall consist of the Chair, and other members as necessary. This Committee shall provide communication between the scientists, working groups, and the state society; shall organize working groups that will contribute to program and policy development at the state society and chapter levels; shall coordinate with the national Forest Science and Technology Board; and shall contribute to continuing education programs that are developed by the Education Committee. Towards the promotion of these science and technology objectives this committee shall be responsible for facilitating workshops throughout the state.

L. FORESTERS' FUND COMMITTEE

The Foresters' Fund Committee's primary duties include publicizing and assisting SAF units in applying for the Foresters' Fund grants, Oregon Special Projects grants, and offering assistance in coordination of the operation of a Foresters' Fund Raffle at the annual meeting.

M. OREGON SAF FOUNDATION

Members of this Committee shall be appointed by the Chair in accordance with the OSAF Foundation Bylaws. The committee has responsibility for raising and dispersing funds in accordance with the OSAF Foundation Charter, and providing annual financial reports to the Executive Committee.

N. AWARDS AND RECOGNITION COMMITTEE

The Awards and Recognition Committee solicits nominations of candidates who exhibit excellence in forestry from a variety of sources, determines awardees, and coordinates the presentation of awards to the recipients, usually at the annual meeting. Awards include, but are not limited to, Chapter of the Year, Forester of the Year and other state society awards, and national awards.

O. SAF NORTHWEST OFFICE COMMITTEE

This committee is comprised of the six officers of both the Oregon and Washington state societies. These officers are: Chair, Chair-Elect, Immediate Past Chair, Secretary, Treasurer and Delegate-at-Large. This committee oversees the functioning of the SAF Northwest Office. The Oregon Chair serves as the SAF Northwest Office Committee chair in odd-numbered years, and the Washington Chair in even-numbered years.

P. SPECIAL COMMITTEES/LIAISONS

Special Committees, Advisors, Coordinators and Liaisons are appointed by the Chair and approved by the Executive Committee. Such positions may include, but are not limited to, the Historian, ONREF Advisors, American Tree Farm System Liaison and The Wildlife Society Liaison.

ARTICLE 9: CHAPTERS

A. CHAPTERS

A Chapter 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 established. 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. The authorization for a Chapter may be rescinded by the Executive Committee or upon the affirmative vote of at least 10 members of the National Council.

The officers of each Chapter shall include an elected Chair, an elected Chair-Elect, a Secretary, a Treasurer, and a Chapter may elect or appoint such other officers as are found necessary. The Chapter Chair serves on the state society Executive Committee. The Secretary and Treasurer may be the same person. Chapter officers shall be voting members of the Society and shall be resident or employed within the boundaries of the Chapter for the duration of the term of office, which shall be for one year, beginning January 1.

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

Adjacent Chapters of adjoining state societies may conduct joint activities when the Executive Committees of such societies determine that topography, accessibility, and concentration of membership make this arrangement desirable.

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. At least once per year, the Chapter shall report its recommendations and activities on Society affairs to the state society Chair. The state society Chair will transmit recommendations to Council for consideration.

Chapters may have the following standing committees²:

- Executive Committee
- Education Committee
- Membership Committee
- Nominating Committee
- Program Committee
- Tellers Committee
- Policy and Legislation Committee
- Financial Review Committee
- Communications Committee

Other such committees as may be found necessary may be established by the Chapters. Chair appointments to these committees shall be reported to the state society Chair and state Secretary by February 1 each year.

B. STUDENT CHAPTERS

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

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

Student Chapter officers shall be undergraduate or graduate students who are members of the Society in good standing.

² Chapters must have, at a minimum, an Executive Committee, a Nominating Committee, a tellers Committee, and an Audition/Financial review Committee.

ARTICLE 10: UNIT POSITION STATEMENTS

A. UNIT POSITION STATEMENT PROCEDURES

Unit positions shall be in accordance with the *SAF Forest Policy Principles* and not be in conflict with existing national positions. Society units shall follow the National Bylaws, Article II, Forest Policy Activities, 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. EXCEPTIONS TO UNIT POSITION STATEMENT PROCEDURES

The following exceptions to National Bylaws, Article II, Forest Policy Activities, 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 the *SAF 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 and/or electronic 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 *SAF 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 11: MEETINGS

The Annual Meeting of the state society shall be held at the time and place designated by the Executive Committee with at least 30 days notice to the membership, but shall not conflict with the annual meeting of the National Society. Other meetings will also avoid such conflict. The Annual Meeting shall be hosted by one or more chapters (or the state society) and shall rotate from chapter to chapter each year. Joint meetings with other state societies or natural resource organizations may be planned. The host chapter(s) shall schedule and reserve facilities for the annual meeting, with approval of the Executive Committee.

At least one business meeting of the voting membership shall be held during the year. Business meetings may be held separately or in conjunction with the Annual Meeting of the state society, and notification of such meeting, stating the nature of the business to be undertaken, shall be sent to the membership 30 days in advance of the meeting. Important business matters that require a vote, must be submitted to the voting membership by mail and/or electronic ballot. The outcome of all votes shall be determined by a plurality or simple majority of those voting.

The net revenue/deficit of the regular Annual Meeting shall be split 50%/50% between the state society treasury and the treasury of the chapter(s) hosting that year's meeting. The regular Annual Meeting means one not held jointly with other state societies or other professional organizations. Net revenue is to be calculated by subtracting all costs, (excepting those occasioned by special funds, i.e. Foresters' Fund), from all revenues, (excepting those collected by the above-mentioned special funds). Therefore, if the annual meeting garners a profit, it is shared one half to the state society treasury, and one half to the host chapter(s), and if there is a net loss, that deficit is charged one half to the treasury of the state society and one half to the host chapter(s). If more than one chapter serves as host, the one half revenue/deficit share attributed to the chapters is shared equitably among those chapters. When the annual meeting is jointly held with another state society, other financial arrangements may need to be made.

A joint Leadership Conference with the Washington State SAF shall be held in January of each year to train Chapter and State officers. The state society has responsibility for planning the program and making event arrangements during odd-numbered years.

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 mail or electronic ballot.

ARTICLE 12: 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 by letter or electronic ballot. Such ballots 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 mailed or electronically sent and received by a member of the Executive Committee as chosen by the Executive Committee.

ARTICLE 13: 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 and/or electronic ballot of voting members. Amendments of these bylaws shall require a two-thirds vote of approval by the members voting.

ARTICLE 14: 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 will be audited and allocated to the new state society in proportion to the percentage of voting members transferred.

Upon the dissolution of the state society, the Executive Committee shall, after paying or making provision for the payment of all the liabilities of the state society, transfer all the assets of the state society to the 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 Nov. 16, 2010.