



Bylaws of the Society for Ecological Restoration

Revised September 21, 2019

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Abbreviations of Terms Used in These Bylaws

“Board” - Board of Directors.

“Chair” - Chair of the Board.

“Chapter” - Board approved Chapter of the Society.

“Director” - Member of the Board of Directors.

“Restoration” - Ecological restoration.

“Society” - Society for Ecological Restoration.

Article 1. Indemnification

The Society for Ecological Restoration (the “Society” or “SER”) shall indemnify past and present SER Directors and Officers for acts within the scope of their duties as Directors or Officers of SER, to the extent that he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the past or present Director or Officer was a party because he or she is or was a Director or Officer of SER. The Society will not provide indemnification where the past or present Director or Officer in question breached or failed to perform a duty that he or she owed or owes to SER and the breach or failure to perform constitutes any of the following: (1) A willful failure to deal fairly with the corporation or its members in connection with a matter in which the past or present Director or Officer in question has a material conflict of interest; (2) A violation of the criminal law, unless the past or present Director or Officer in question had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful; (3) A transaction from which the past or present Director or Officer in question derived an improper personal profit or benefit; (4) Willful misconduct; or (5) Negligence.

Article 2. Mission and Purpose

Section 1. Mission Statement. The mission of the Society is to promote ecological restoration as a means of sustaining the diversity of life on Earth and reestablishing an ecologically healthy relationship between nature and culture.

Section 2. Purpose. The purposes of the Society shall be to encourage the development of ecological restoration, as a scientific and technical discipline, as a strategy for environmental conservation, as a technique for ecological research, and as a means of developing a mutually beneficial relationship between human beings and the rest of nature. More specifically, the Society shall: (1) Encourage research in all areas related to the restoration of ecosystems. (2) Disseminate scientific and technical information related to restoration through meetings, publications and the media to the members of the Society, to public and private institutions, and to the general public. (3) Conduct programs of public education to raise awareness and understanding of all aspects of the values and limitations of restoration as a technique for environmental conservation. (4) Promote the exchange of information related to restoration among disciplines, institutions, regions and nations. (5) Encourage educational institutions to address the subject of restoration by including relevant material in existing courses and curricula, and also by establishing new courses, majors and degree programs dealing with this subject. (6) Solicit funding and other forms of support for research in restoration as well as for specific projects. (7) Recognize individuals, organizations, groups and agencies that have made outstanding contributions to the field of restoration. (8) Articulate and advance the Society's positions by encouraging public and private agencies and organizations to adopt policies and regulations and to take actions that promote effective restoration and that recognize the central role of experienced restoration practitioners in project planning and implementation. (9) Articulate and advance the Society's positions by issuing technical reviews and constructive criticisms with regard to restoration components of projects in a manner that neither endorses nor opposes a project in its entirety. (10) Coordinate and provide expertise for those restoration programs in which organizations in addition to the Society are involved. (11) Pursue other objectives that the Board determines to be in the interests of the Society.

Article 3. Offices

Section 1. Registered and Business Offices. The location of the registered office of the Society required by the State of Wisconsin shall be designated by the Board. The principal business office and any other business offices of the Society shall be designated by the Board.

Section 2. Registered Agent. The registered agent of the Society required by the State of Wisconsin shall be designated by the Board.

Article 4. Membership

Section 1. Eligibility. Any person, group, business or organization who supports SER's mission is eligible for membership in the Society. The dues, benefits, and conditions for each member category shall be as established from time to time by the Board.

Section 2. Membership Regions. The membership shall be divided into membership regions worldwide. Current membership regions are listed in Appendix A. Additional regions may be added or the boundaries of existing regions readjusted by the Board as the demography of the membership warrants.

Section 3. Termination or Censure of Membership. The membership of a member shall terminate upon the occurrence of any of the following events: (1) Upon notice from any member of a voluntary termination delivered to the Chair or Secretary of the Society personally or by first class mail, and the membership shall terminate effective upon date of delivery of the notice or the date of its receipt through the mail. (2) Upon a member's failure to renew a membership by paying dues on or before their due date, and the termination shall be effective 60 days after a written notification of delinquency is delivered personally, by mail, by email, or by order of an officer of the Society. A member may avoid such a termination by paying the amount of delinquent dues within the 60-day period. In addition, a member may be reinstated after the 60 day period by re-registering as a member and paying all applicable/outstanding dues. (3) Upon adoption of a resolution by a majority vote of the Board stating in a reasonably explicit way that the member has engaged in conduct materially and seriously prejudicial to the interest or purposes of the Society and either expelling or censuring the member on a specified date. The process for such action is as follows:

Section 3.1: If a concern arises (concern can be raised by any party, whether a member of the Society or not) that a member has engaged in conduct materially and seriously prejudicial to the interest or purposes of the Society, or that a member has violated the SER Code of Ethics, the Executive Committee will review the concern to determine if an investigation is justified. The Executive Committee will vote (simple majority) on whether or not to conduct an investigation.

Section 3.2 If an investigation is justified the Executive Director will initiate such investigation, including securing legal assistance if needed.

Section 3.3 Upon completing the investigation, the results will be presented to the Executive Committee who will then vote on whether the issue can be resolved and the member can remain in good standing by implementing a specified remedy, or whether expulsion is recommended.

Section 3.4 If a specified remedy will resolve the problem, such remedy can be implemented with or without engaging the Board – the Executive Committee can decide whether the issues requires notification and consent of the board. The remedy may or may not include a probationary period during which the member is not considered to be a “member in good standing.”

Section 3.5 If no remedy is deemed viable, the Executive Committee shall submit a resolution for expulsion to the Board of Directors.

Section 3.6 Following the adoption of a resolution that a member be expelled, notice shall be sent by registered mail to the address of the member as shown on the Society's membership role, setting forth the resolution adopted. Such notice shall be sent at least 30 days before the effective date of the expulsion and the member being expelled shall be given an opportunity to be heard, either orally or in writing, at a time and place specified in the resolution but not less than five days before the effective date of the expulsion.

Section 3.7 If the member fails to request a hearing, the expulsion shall become effective on the date specified. If the member requests a hearing it shall be held at the time and place specified by the Board in accordance with the rules set forth in these Bylaws applicable to special meetings of the Board.

The Board, or the Executive Committee as outlined in Sections 3.1-3.7 above, shall have the power to exonerate, expel, suspend, censure or otherwise sanction the member in the manner it deems appropriate, and the decision shall be final.

Section 4. Honorary Members. Honorary members may be elected by a two-thirds majority vote of the Board in recognition of distinguished service related to ecological restoration. Honorary members may be elected to lifetime memberships and/or for shorter membership periods. Honorary members shall have all the privileges of members, but shall be exempt from paying dues.

Section 5. Partners. The Society shall, as feasible, develop a partnership program that offers limited and/or reciprocal services (typically through partnership with an organization) for a reduced fee. People affiliated with SER through partnerships are not full members of the Society and do not have the right to vote in Society elections or run for office. They may not receive all of the benefits of full memberships unless they pay full membership fees to become full SER members in good standing.

Article 5. Membership Meetings

Section 1. Regular Meeting. The Society will conduct Annual Meetings of members and the Board once each calendar year at such a time and place as the SER Board may determine. The time and place for Annual Meetings may be changed by the SER Board if deemed by the SER Board to be necessary. The Society may conduct any given Annual Meeting of members either in person or electronically through the use of any means of communication by which all participants in the meeting may simultaneously hear or read each other's communications during the meeting, or all communication is immediately transmitted to each participant and each participant is able to immediately send messages to all other participants.

Section 2. Special Meetings. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board or by the person designated in a written request by not less than one-tenth of all members of the Society who would be entitled to vote at the meeting.

Section 3. Notice of Regular and/or Special Meetings. Written notice stating the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be delivered not less than thirty days before the meeting, either personally or by mail or email, by or at the direction of the Chair or

the Secretary or other officer or person calling the meeting, to each member at the physical or electronic mailing address recorded on the membership roll.

Section 4. Fixing the Membership Roll Date. For the purpose of determining members entitled to vote at any meeting or recess thereof, or in order to make a determination of members for any other proper purpose, the Board shall close the membership roll thirty days immediately prior to the date on which the particular action requiring such determination of members is to occur, and the members on the roll on that date shall constitute the membership for that purpose.

Section 5. Quorum. The members in attendance at an announced meeting (whether in person or via electronic means) shall be the voting body for such business as may be referred to the membership for a vote. The number of members who participate in an election via electronic means will constitute a quorum/shall constitute the voting body for the election of Directors and/or Officers. The affirmative vote of a majority of members present at a physical meeting or an electronic election shall be necessary for adoption of any matter voted on, unless a greater proportion is required elsewhere in these Bylaws.

Section 6. Conduct of Meetings. The Chair, and in his/her absence, the Vice Chair, and in their absence, any person chosen by the Directors present, shall call the meeting of the membership to order and shall act as chairperson of the meeting, and the Secretary of the Society shall act as secretary of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 7. Proxies. At all meetings of the membership, a member entitled to vote may vote in person or by proxy appointed in writing by the member or by his duly-authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Society before or at the time of the meeting. Unless otherwise provided in the proxy, a proxy may be revoked at any time before it is voted, either by written notice filed with the Secretary or the acting secretary of the meeting or by oral notice given by the member to the presiding officer during the meeting. The presence of a member who has filed his/her proxy shall not of itself constitute a revocation of that member's proxy. No proxy shall be valid unless it specifies the dates for which it is to be in effect. The Board shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of proxies.

Section 8. Member Voting. Each voting Member (as defined by the Board in accordance with Article 4, Section 1 of these Bylaws), regardless of their category of membership, shall be entitled to no more than one vote.

Article 6. Officers

Section 1. Number. The officers of the Society shall be a Chair, a Vice Chair, a Secretary and a Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board at any time and for such terms as the Board deems appropriate.

Section 2. Powers and Duties. The powers and duties of the officers shall be determined from time to time by resolution or other directive of the Board. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of societies similar in organization and purposes to this corporation. The powers and duties of the Chair

and Vice Chair shall be considered as equivalent to those of a president and vice president of the Society, respectively. The Treasurer, upon election or appointment, shall be automatically granted by the Board full signature authority for SER's financial accounts. This signature authority shall terminate when the Treasurer's term expires or at the time of resignation, whichever is sooner.

Article 7. Board of Directors

Section 1. General Powers. The business and affairs of the Society shall be managed by its Board of Directors, all of whom shall be members in good standing. The Board is responsible for ensuring the fiscal health of the organization (including approving annual budgets), developing policy, conceptual and strategic planning, operations, funding, representing the Society with other organizations and entities, and hiring/firing/managing the Executive Director. Board members may also assume other roles on behalf of the Society as determined by the Board at any given time. The Board may delegate operational tasks to the Executive Committee and/or Executive Director but shall retain oversight responsibility for all operations. Such delegation may be spelled out in a separate "Delegation of Authority" document. Duties of the Executive Director are outlined in Article 11, Section 1, including responsibility for hiring, firing and managing staff, managing the organization, and developing/proposing the annual budget to the board.

Section 2. Composition. The Board shall consist of the officers, a representative from each of up to six active membership regions (as defined in Appendix A), no more than five Directors-at-Large and one other Director representing student members. No more than three Directors-at-Large can be elected from any one "continental" membership region. The number of active Directors shall be determined by the Board, and that number may be reduced by majority vote of the Board, effective upon the completion of an elected term of office by a Director or upon the vacancy of any Director position for any reason.

During the transition to implement the global restructuring, the number of representatives from active membership regions will be reduced from 11 to 8 (in 2018), and then from 8 to 6 (in 2020). These reductions will take place from North America. Any further reductions will be determined by the Board by majority vote.

Section 3. Election of Officers. The Chair shall be nominated by the current Directors from among all current and former Directors and shall be elected by majority vote of the current Directors (including the Chair). The Vice Chair shall be filled by the Chair-elect (Board member who was elected by majority vote of the Directors to serve as the next Chair), or the Past Chair or, if neither is available, by another Director who was elected by majority vote of the Directors. The Treasurer shall be nominated by the current Directors and elected by the general membership. The Secretary position shall be nominated by the Board Development Committee and elected by the full Board. Only current, seated Board Members may be nominated to serve as Secretary. Officers serve two-year terms and are eligible for re-election to one consecutive term.

Section 4. Voting Status of the Chair. The Chair and the Vice Chair are permitted to vote for all SER measures which are properly brought before him or her in the conduct of his or her Board Service. In no instance may an individual Director have more than a single vote in conducting any Board business.

Section 5. Meetings. The Board may permit any or all Directors to participate in a regular or special meeting or in a Committee meeting of the Board by, or to conduct the meeting through the use of, any

means of communication in which all participating Directors may simultaneously hear or read each other's communications during the meeting.

The Board will aim to meet four times annually: once in person and three times by teleconference/electronic conference. An in-person meeting of the Board may be held each calendar year. In person Board meetings may be held immediately before, during and/or immediately after a regular meeting of members in years during which regular meetings are held. This Board meeting shall take place in the same geographic location as the regular membership meeting. The general membership may attend Board meetings on a space-available basis but may not participate in any manner, except by invitation of the Chair. General members may not attend a closed session of the Board unless specifically invited regarding a particular topic of discussion at the closed session.

Section 6. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair, Secretary or one-third of the Directors then in office. The Executive Committee of the Board will fix the place and/or time of each special meeting.

Section 7. Notice. Notice of each meeting of the Board shall be given by written notice delivered personally or by mail or by electronic medium to each Director at the address shown on the membership role not less than 7 days before the date of the meeting.

Section 8. Quorum. Except as otherwise provided by law or by the Articles of Incorporation or by these Bylaws, a majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, but a majority of the Directors present (though less than such quorum) may adjourn or reschedule the meeting without further notice.

Section 9. Proxies. At all meetings of the Board, a Board member entitled to vote may vote in person or by proxy appointed in writing by the Board member or by his/her duly-authorized attorney-in-fact. Such proxy shall be filed with the Secretary before the time of the meeting. Unless otherwise provided in the proxy, a proxy may be revoked at any time before it is voted, either by written notice filed with the Secretary or the acting Secretary of the meeting or by oral notice given by the member to the presiding officer during the meeting. The presence of a Board member who has filed his/her proxy shall not of itself constitute a revocation of that Board member's proxy. No proxy shall be valid unless it specifies the dates for which it is to be in effect. The Board shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of proxies.

Section 10. Motions. Motions should be pre-filed prior to meetings of the Board by submitting them to the Secretary, who shall distribute them to all Directors. Motions may be pre-filed without a second. The Chair may draft and pre-file motions. All motions should contain the following elements: relationship to SER's strategic and operational planning; positive outcomes expected; recommended course of action and individuals/groups required to take action; unambiguous draft motion language; resource implications.

Section 11. Consent without Meeting. Any action permitted or required by the Articles of Incorporation, these Bylaws, or any provision of law to be taken by the Board at a meeting may be taken by consent in absentia without a meeting if consent is obtained from the Directors in writing, by phone, by electronic medium, or FAX by the Secretary or member of the Executive Committee subject to the following provisions:

- New resolutions require a two-thirds majority vote of all Directors in office, less the Chair and any formal abstentions.
- Failure to respond to a request for vote is not considered an abstention. (E.g. if the Board has 15 members, an action in absentia can only be passed if at least 9 Board members vote for the action.)
- Matters discussed at a meeting but not voted on - require a two-thirds majority vote of those Board members that were present for the discussion, less the Chair and any formal abstentions.
- If one-third of the standing Directors vote for a discussion on the resolution then the vote is deferred until a meeting or conference call is conducted.
- Articles of Incorporation and Bylaws cannot be amended by the Board voting in absentia. Resolutions to be adopted by consent in absentia do not require seconding and may be made by any Director, including the Chair.
- A vote is complete as soon as the minimum number of votes to pass or fail a resolution has been cast.

Section 12. Ratification of Actions. All resolutions that were passed by the Board in an electronic meeting or action without meeting shall be sent by mail or electronic medium to all Directors by the Secretary within 30 days of the completion of the vote. The Secretary shall indicate how each Director voted. All resolutions that were passed by the Board in an electronic meeting or action without meeting (in absentia) shall be presented in writing to the full Board at the next quarterly Board meeting in order to be accurately and formally recorded in the formal minutes of that meeting.

Section 13. Continuity Between Sessions. The Executive Committee is empowered to function in place of the Board when the Board is not in session and when an electronic or other special meeting is not feasible. Executive Committee actions other than operational actions may be subject to ratification by the Board.

Section 14. Corresponding Secretaries. The Board may appoint corresponding secretaries for isolated geographic areas with low membership, in order to promote membership recruitment and to convey information. Corresponding secretaries shall enjoy the status equivalent to that of chairpersons of standing committees.

Article 8. General Elections

Section 1. Timing and Electorate. Regular elections shall be scheduled in advance of the regular meeting of members and voting shall occur by absentee ballots. Ballots shall be accepted by physical or electronic mail up to a specific date determined by the Board and explicitly stated on the ballot. The results shall be announced within four weeks after the deadline for casting ballots. The Treasurer, and Directors-at-large shall be elected by the general membership. Regional representatives on the Board shall be elected only by the general membership residing in the membership region that will be served by that representative. The Student representative position shall be elected only by active student members, as defined in Article 5, Section 4. Procedures for the election of any other Directors shall be determined by the Board.

Section 2. Nomination and Eligibility.

The Board of Directors shall appoint a Board Development Committee comprised of no less than three (3) Directors. The Board Development Committee shall prepare a list of one or more candidates for all Director and Officer positions to be filled in order to provide at least a full Board of Directors and the minimum number of required Officers. The Board Development Committee shall present the list of candidates for Directors' positions to the Members at an Annual Meeting and the list of candidates for Officers' positions to the SER Board.

Members in good standing not placed on the lists presented to the Members or the Board by the Board Development Committee may present themselves for consideration for a Director or Officer position in accordance with the voting procedures to enacted by the Board.

Section 3. Confirmation. The candidate receiving the largest number of votes cast shall be elected. In case of a tie vote, the winner shall be selected by chance, such as by a coin toss. Votes for write-in candidates shall be counted only after their eligibility has been confirmed by the Board Development Committee. If two or more positions for Director-At-Large are scheduled for the same election, the nominees shall run collectively, and those nominees receiving the largest numbers of votes, relative to the number of positions to be filled, and relative to any geographic limitations (specifically that no more than three At-Large seats can go to any one membership region) for those positions shall be elected.

Section 4. Terms of Office. Officers shall each serve two-year terms and are eligible for re-election for no more than one consecutive term. The Student Representative and the Regional Representatives shall serve two-year terms and are eligible for re-election for no more than three additional consecutive terms in the same office. Directors-at-Large shall serve four year terms and are eligible for re-election for no more than one consecutive term in the same office. To the extent possible, the terms of Directors-at-large shall be staggered, with a goal of no more than three Directors-at-large running in any one election. No one board member can serve more than ten years consecutively. After 10 years, a member must step down for at least two years. After leaving the Board for at least two years, members can run for election to the Board and all term limits stated above would apply in the same manner as to a new Director.

Standard terms of office will begin on July 1 of even numbered years and will continue for two or four consecutive years (depending on whether the Director is elected to a two or four year term), ending on June 30 of even numbered years.

Section 5. Tenure of Office. Officers and Representatives shall hold office for the term to which elected and until the terms of their duly elected successors begin or until their deaths, disqualification, resignation or removal. Any Director may be removed from office by affirmative vote of a majority of the members in good standing and qualified to elect said Director, taken at a meeting of members called for that purpose, or by two-thirds majority vote by all other Directors. An officer or other Director may resign at any time by filing a written resignation with the Secretary.

Section 6. Disqualification. Regional Representatives on the Board who move from or cease working in their respective regions may continue serving only until the next regular election, when new regional representatives shall be elected.

Section 7. Vacancies. Should the office of Chair become vacant, the Vice Chair shall serve as Chair for the remainder of that term of office. Any other vacancy caused by the resignation, removal, disqualification, or

death of an officer or Director may be filled until the next regular election by the affirmative vote of a majority of the Directors then in office, provided that in case of a vacancy created by the removal of a Director by vote of the members, the members shall have the right to fill such vacancy at the same or subsequent membership meeting or any adjournment thereof. An appointment by the Board to fill a vacancy shall not disqualify the appointee from candidacy to that same office in the next consecutive election or elections. A Director, whose position on the Board is not scheduled for election, may retain that position following an unsuccessful candidacy for another position on the Board.

Section 8. Dismissal/Removal. The Society Board of Directors, by a two-thirds vote of the entire SER Board, may remove or suspend from membership or office any Member, Director, or Officer for actions taken by him or her found to be in violation of these Bylaws, violation of resolutions or policies of the Board, or violation of his or her legal or ethical duties as a Member, Director, or Officer of SER. However, before voting to suspend or remove a Member, Officer, or Director, the Board shall present him or her with a detailed written description of the violation found and provide him or her at least 10 business days to provide the Board with a written response. Such response shall be shared with all members of the Board.

Article 9. Committees

Section 1. Establishment. Committees may be established or dissolved by resolution of the Board. The composition, size, purpose and powers of each Committee shall be provided in any such resolution. Except as otherwise provided in such resolution or these Bylaws, the Chair and Executive Director shall be ex-officio on each Committee. In addition to Standing Committees, which have permanent or extended mandates, there may also be Ad Hoc Committees.

Section 2. Standing Committees. Committee status shall be granted to those Committees with continuing, long-term responsibilities. Committees require direct action by the Board or Executive Director. Committees should develop procedures for, and/or implement the Society's strategic plan. The chairperson of each Committee shall be appointed by the Board Chair for a term of two years. Chairpersons of Committees may be duly elected members of the Board, but can also be other members-in-good-standing of the Society. The chairperson of each Committee shall appoint Committee members, at least one of whom shall be a current Director. Chairpersons of Committees shall report to the Board through the Chair. All Board members will serve on at least one Committee. The current list of Committees and their essential responsibilities comprise Appendix B.

Section 3. Ad Hoc Committees. Additional special committees may be appointed at any time by the Chair or the Board, or may be created by any group of members and then approved by the Board.

Article 10. Resolutions

Section 1. Resolutions proposed from within the general membership shall be submitted to the Secretary for referral for Board action.

Article 11. Executive Director

Section 1. Appointment. The Board may appoint an Executive Director to carry out the policies and other directives of the Board. The Board shall determine the duties, responsibilities, and terms of employment of the Executive Director. The Board may develop a separate “Delegation of Authority” document to specifically outline Board vs. Executive Director responsibilities, as mentioned in Article 6, Section 1. The Board shall approve the salary of the Executive Director. The Executive Director shall be appointed or dismissed by majority vote of all Directors then in office. The Executive Director, upon being hired and until the conclusion of his/her employment with the Society, shall be a member of the Society in good standing. The Executive Director shall serve ex-officio on the Board as a non-voting member and is concurrently ineligible to hold elected office in the Society. The Executive Director may only participate in closed sessions of the Board if specifically invited.

Section 2. Duties. The Executive Director generally serves as the chief executive officer for the corporation and, when doing so, has the authority, responsibility, and concomitant fiscal autonomy to direct all of the Society's operations independently of the Board and the Executive Committee, within limits that may be specified from time to time by the Board or Executive Committee. Duties of the Executive Director shall include, at minimum, the hiring/firing/management of all other staff, daily operational management of the Society including the implementation of strategic priorities, and development and submission of an annual budget to the Board for approval. The Executive Director shall report on operational matters to the Board and, when the Board is not in session, to the Executive Committee. The Board assumes operational responsibilities should the executive directorship become vacant. The Board may retain some or all operational responsibilities and authority until a newly appointed Executive Director becomes sufficiently knowledgeable about the Society to assume such responsibilities and authority.

Article 12. Rules of Procedures

Section 1. Conduct of Meetings. The Board will strive to achieve decisions through consensus wherever and whenever possible. When consensus is not possible, decisions will be made by majority vote. All meetings will be governed by Robert's Rules of Order, except as specified immediately above, or by vote of membership in attendance.

Section 2. Notice by Mail. Whenever notice by mail is provided for in these Bylaws such notice shall be deemed to have been delivered when deposited in the United States Mail prepaid to the member's physical address as shown on the membership roll or sent via electronic mail to the member's electronic mailing address as shown on the membership roll.

Section 3. Waiver of Notice. Whenever any notice is required to be given to any member or Director of the Society under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meetings, except where a member attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Article 13. Fiscal Year

Section 1. Fiscal Year. The Fiscal year of the Society shall be the calendar year.

Article 14. Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board may authorize any officer or officers, Executive Director, and agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Society, and such authorizations may be general or confined to a specific instance. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Society shall be executed in the name of the Society by the Chair or the Vice Chair and by the Treasurer; and when so executed, no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

Section 2. Loans. No loans shall be contracted on behalf of the Society and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board. Such authorization may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts or other indebtedness issued in the name of the Society shall be signed by such officer or officers, Executive Director, or agent or agents of the Society and in such manner as shall from time to time be determined by or under the authority of a resolution by the Board.

Section 4. Deposits. All funds of the Society shall be deposited upon receipt to the credit of the Society in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board.

Article 15. Chapters, Subchapters, Student Associations, and Sections

Section 1. Chapter Formation, Membership, and Relationship to Society. Members of the Society may form regional chapters for achieving the purposes of the Society. Regional chapter locations shall conform to political and/or bioregional boundaries, which may be adjusted by the Board. Members residing in a common location may initiate the creation of a regional chapter.

Before SER officially recognizes any chapter, the prospective chapter must submit a formal request to the SER Board to function in accordance with the Bylaws of the Society. That formal request shall include:

- a) Submission of the Chapter's draft Bylaws that conform to all relevant local laws and regulations;
- b) A statement, plan, and timeframe for the Chapter to incorporate itself as an independent organization under the relevant laws of its local and national government. (Society Board approval of a chapter is contingent on that chapter incorporating itself within one year of the Board vote to accept its status as an SER chapter); and
- c) A draft Memorandum of Understanding (MOU) between SER and the Chapter, including specific language regarding minimum benefits chapters must provide to members.

Both the Chapter Bylaws and SER/Chapter MOU must be approved by resolution of the Board, or an agent or group designated by the Board. Any Chapter that wishes to alter its Bylaws after initial SER Board approval must gain approval from SER's Board, or by an agent or group designated by the Board, for the proposed Chapter Bylaws adjustments. SER and the Chapter will review the MOU at least once every three

years and either initial and date the existing MOU or adopt a new or amended MOU as needed. Current chapters and their geographic boundaries are listed in Appendix C.

Except as specified otherwise elsewhere in these Bylaws, Chapters shall function independently of the Society; shall adopt their own SER Board-approved Bylaws; shall operate their own programs and activities; and shall be responsible for their own funding. Each Chapter is responsible for its own legal and fiscal liabilities, unless specifically stated otherwise by resolution of the Board. Chapters may request grants and loans from the Society, to be evaluated by the Treasurer and the Executive Director for Board action. Dues for Chapters may be collected by the Society, and the Society may withhold a percentage of Chapter membership fees to cover administrative overhead costs.

Chapters shall function in accordance with all Bylaws and policies of the Society. All officers and board members of the Chapter shall be members-in-good-standing of the Society. All Chapter members shall be members-in-good-standing, unless a Chapter has a separate written agreement with SER to allow Chapter-only memberships. The Board may suspend or revoke a chapter at any time for not operating in accordance with the MOU, the Society's Bylaws, policies, or purposes, or for jeopardizing the Society fiscally or legally.

Chapter leaders shall communicate with the Society through their Regional Representative and/or the Society's Chapter Relations Committee. Each Chapter shall provide information as requested periodically by the Board.

Section 2. Subchapter Formation, Membership, and Relationship to Society. A Subchapter of SER is a group of SER members-in-good-standing organized geographically, under the auspices, and within the established boundaries, of an existing, formally recognized Chapter of the Society. Regional Subchapter locations should, when possible, conform to political and/or bioregional boundaries. The Chapter Board and/or the SER Board may adjust the boundaries of a regional Subchapter when needed. Members residing in a common location may initiate the creation of a regional Subchapter for achieving the purposes of the Society.

Before SER officially recognizes any Subchapter, the prospective Subchapter and its sponsoring Chapter must submit a formal request to the SER Board to function in accordance with the Bylaws of the Society. That formal request shall include:

- a) Submission of the Subchapter's draft Charter that conforms to the sponsoring Chapter ByLaws and any relevant local laws and regulations;
- b) A draft Memorandum of Understanding (MOU) between the Subchapter and the Chapter.
- c) Proposed changes to Chapter Bylaws if needed to address creation of Subchapter.

The Subchapter Charter and Chapter/Subchapter MOU must be approved by resolution of the Chapter Board. Those approved documents will then be advanced to the SER Board or an agent or group designated by the SER Board for formal recognition of the Subchapter as an official entity of the Society. The SER Board should follow the recommendation of the Chapter assuming the Chapter has met all requirements in setting up the Subchapter. If the SER Board does not approve a Subchapter, the SER Board must provide the Chapter/Subchapter with a reasonable rationale for denial and opportunity to resolve concerns. Current chapters and their geographic boundaries are listed in Appendix C. Only one Subchapter can exist in any

given geographic location, but any given SER geographic region (as defined in Appendix A) may contain multiple Subchapters as long as those Subchapters do not have overlapping boundaries.

Subchapters will not be legally independent entities. The Sponsoring Chapter will be legally and fiscally responsible for the Subchapter. Beyond this, Subchapters and Chapters may determine together the level of independence or coordination that will exist between the two entities. Subchapters may request grants and loans from the Society (with the explicit support of their Sponsoring Chapter), to be evaluated by the Treasurer and the Executive Director for Board action. All members of Subchapters must be full dues-paying members of the Society. Dues for Subchapter memberships shall be collected by the Society, and the Society may withhold a percentage of Subchapter membership fees to cover administrative overhead costs.

Subchapters shall function in accordance with all Bylaws and policies of the Society. All officers and Board members of the Subchapter shall be members-in-good-standing of the Society. The Board may suspend or revoke a Subchapter Charter at any time for not operating in accordance with the Society's Bylaws, policies, or purposes, or for jeopardizing the Society fiscally or legally, or if otherwise deemed necessary by the SER Board. Subchapters will only remain affiliated with the Society as long as their sponsoring Chapter remains in good standing. If the Chapter is dissolved, all related Subchapters would also be dissolved. In the event of the dissolution of a sponsoring Chapter, Subchapters may petition the SER Board for recognition as formal SER Chapters following the Chapter recognition process outlined in Article 15, Section 2.

Subchapter leaders shall communicate with the Society through their Chapter, their Regional Representative and/or the Society's Chapter Relations Committee. Each Subchapter shall provide information as requested periodically by the Board.

Section 3. Section Formation, Membership, and Relationship to Society. A Section of SER is a group of SER members-in-good-standing organized to focus on a particular topical or thematic interest that conforms to the objectives of the Society, such as the study of a particular ecosystem, function, technique, or management strategy.

The formal request by a Section to function under the Bylaws of the Society shall include:

- a) Submission of the Sections' draft Charter that conform to SER rules and regulations; and
- b) A draft Memorandum of Understanding (MOU) with the Society that provides details of how SER will oversee Section activities and manage membership dues, donations, and funds.

Both the Section Charter and SER/Section MOU must be approved by resolution of the Board, or an agent or group designated by the Board. Any Section that wishes to alter its Charter after initial SER Board approval must gain approval from SER's Board for the proposed Section Charter adjustments. Current Sections are listed in Appendix C.

In accordance with a Section's MOU with SER, Sections may collect dues, hold meetings and issue publications and newsletters. In accordance with a Section's MOU with SER, the Society may withhold a percentage of a Section membership fee and/or other fees to cover costs associated with managing a Section's dues, donations, funds, and providing other services to the Section that may be designated by the MOU.

Sections shall function in accordance with all Bylaws and policies of the Society. The Board may suspend or revoke a Section at any time for not operating in accordance with the Society's Bylaws, policies, or purposes, or for jeopardizing the Society fiscally or legally.

Section leaders shall report to SER as specified in the SER/Section MOU. Each Section shall provide information as requested periodically by the Board in accordance with its policies.

Section 4. Student Association Formation, Membership, and Relationship to Society. Student members (undergraduate or graduate) may form individual Student Associations at their academic institutions. Each Student Association must have a faculty mentor and be registered as an official student group within its home academic institution. A formal request to form a Student Association must be submitted to SER's Executive Director. Student Associations must renew their registration with SER annually. Current Student Associations and their academic institutions are listed in Appendix C.

Student Associations shall function in accordance with the procedures for student organizations at their academic institution. Members of Student Associations receive Society benefits as outlined in the Student Association handbook. The Board may assess and revise Student Association member benefits and/or Association processes from time to time. The Society will maintain an up to date Student Association handbook and inform all Student Associations whenever processes or member benefits change. A fee for registering as a Student Association may be collected by the Society. Student Associations may collect dues, subject to the rules of the Student Association's Academic Institution.

The Board may suspend or revoke its affiliation with a Student Association at any time for not operating in accordance with the Society's Bylaws, policies, or purposes, or for jeopardizing the Society fiscally or legally.

Student Association leaders shall report to SER's Executive Director. Each Student Association shall provide information as requested periodically by the Board in accordance with its policies.

Article 16. Amendments

Section 1. By Members. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the membership by affirmative vote of not less than a majority of the members present or represented by proxy at any business or special meeting of the members at which a quorum is in attendance. Prior notice of specific intent to alter, amend or repeal these Bylaws must be given as required in Article 5, Section 3 of these Bylaws. Appendices contain only items of fact, and thus shall be altered by the Secretary to conform to current conditions.

Section 2. By Directors. These Bylaws may also be altered, amended or repealed and new Bylaws may be adopted by the Board by affirmative vote of a majority of the number of Directors present at any meeting at which a quorum is in attendance; but no Bylaw adopted by the membership shall be amended or repealed by the Board unless the Bylaw so adopted so provides.

Section 3. Implied Amendments. Any action taken or authorized in good faith by the membership or by the Board, which would be inconsistent with the Bylaws then in effect but is taken or authorized by

affirmative vote of not less than the number of members or of the number of Directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended as far, but only as far, as is necessary to permit the specific action so taken or authorized.

These Bylaws include all revisions made by motions of the Board of Directors and adopted on March 10, 2016.

APPENDIX A. Membership Regions

Current membership regions are as follows:

Africa: Continent of Africa.

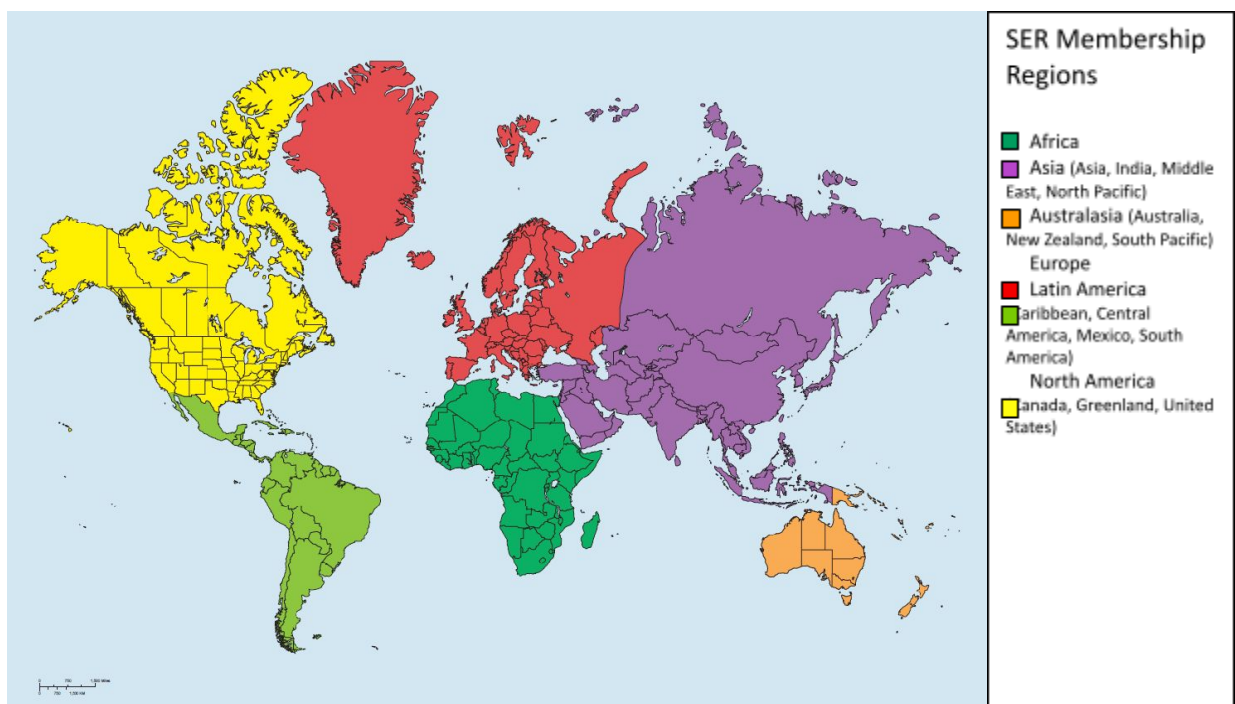
Asia: East and Southeast Asia west to Europe and Africa, excluding eastern Russia and eastern Turkey.

Europe: British Isles, Iceland, Greenland continental Europe east generally to the Ural Mountains, Ural River and Black Sea, but to include in their entirety both Russia and Turkey, and to also include European islands and overseas territories.

Latin American/Caribbean: Mexico to Argentina and Chile, Bermuda, the West Indies.

North America: Canada and the United States.

Australasia: Australia, New Zealand, and the Pacific Isles.



APPENDIX B. Board Committees

Listed below are the standing and adhoc/time limited Committees of the Society and their principal functions (Committees listed with an asterisk were not formally active at the time the bylaws were adopted):

Standing Committees

Executive: The Executive Committee consists of the Chair, Vice Chair, Secretary, Treasurer and any other Directors appointed by the Board. The Committee acts on behalf of the Board when the Board is not in session.

Board Development: The Board Development Committee oversees Board nominations, Board orientation and training, Board member evaluation and organizational assessment, recognition and awards for Board service, and strategic planning and Board retreats.

Chapter Relations: The Chapter Relations Committee provides a networking mechanism for chapter leadership and regional representatives to communicate together, to learn from each other, and to communicate with the Board. The CRC is made up of all Regional Representatives to the Board, plus one Board member from each Chapter and Section. The CRC is chaired by a member of the Board, it meets quarterly, and it will ideally develop and implement a two-year work plan to help SER achieve its strategic plan.

Finance: The Finance Committee provides oversight of the budget and financial accounts of the Society and, through the Treasurer, informs the Board of the status of investments and budget needs and actuals. The Finance Committee contributes to the review of the annual budget developed by the Society, quarterly finance reports, and investment plans.

Publications: The Publications Committee shall oversee the publication of journals, proceedings, monographs, and other publications, including recommendations for the selection of editors and publishers.

Science and Policy: The Science and Policy Working Group shall develop and consider policy and scientific matters of direct relevance to the membership of the Society and the theory and practice of ecological restoration.

Adhoc Committees

Awards: The Awards Committee shall be responsible for the Society's awards program, including nominations, evaluations, selection of recipient, and presentations. Prior to the presentation of any award, the Awards Working Group will obtain, through the Executive Director, authorization from the Board or the Executive Committee of the Board.

Conference: The Conference Committee shall be responsible for oversight of regular conferences and any other major conferences, including dates, venue, appointment of conference directors, and assurance that local arrangements and the program are satisfactory. The Executive Committee may choose to take on the

responsibilities of the Conference Committee instead of convening a separate committee during conference years.

Communications: The Communication Committee is responsible for facilitating an exchange of ecological restoration information among the Society's chapters, sections, associations, and members and with non-Society organizations and individuals.

Development: The Development Committee is responsible for creating and recommending fundraising strategies to the Board that support SER operating costs, programs, and/or initiatives.

Indigenous Peoples Restoration Network: This Committee shall establish communication networks among indigenous peoples of the world and shall advise the Board on matters pursuant to restoration and related societal issues from the perspectives of indigenous cultures.

Membership: The Membership Committee shall recommend to the Board strategies for increasing membership and for forming new chapters and sections and shall make recommendations for serving the needs of members and chapters.

Student Relations: The Student Relations Committee is responsible for promoting the needs of SER's student members within the Society. The Committee is also responsible for building and strengthening SER's Student Association program and its members.

APPENDIX C. Chapters, Sections, and Student Associations

Chapters

The following chapters, along with their approximate geographic boundaries, are currently active in the Society:

Australasia Chapter. Seventeen countries throughout Australasia.

Central Rockies Chapter, United States. States of Colorado and Wyoming.

Great Basin Chapter, United States. States of Utah west of the Wasatch Mountains, northern and central Nevada, eastern California, southeastern Oregon and southern Idaho.

European Chapter. British Isles, Iceland, Greenland continental Europe east generally to the Ural Mountains, Ural River and Black Sea, but to include in their entirety both Russia and Turkey, and to also include European islands and overseas territories.

Mid-Atlantic Chapter, United States. Washington D.C. and states of Delaware, Maryland, New Jersey, New York, Pennsylvania, Virginia and West Virginia.

Midwest-Great Lakes Chapter, United States. Illinois, Indiana, Michigan, Minnesota, Ohio, Iowa and Wisconsin.

New England Chapter, United States. Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont.

Nepal Chapter.

Northwest Chapter, United States and Canada. The Cascadia Bioregion, extending from southern Alaska south through British Columbia, Washington, Idaho, most of Oregon, and portions of Montana, Wyoming, Nevada, Utah, and northern California.

Ontario Chapter, Canada.

Southeast Chapter, United States. States of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.

Southwest Chapter, United States. States of Arizona, New Mexico, Utah, southern Nevada and southern California.

Texas Chapter, United States.

Western Canada Chapter, Canada. Provinces of British Columbia, Alberta, Saskatchewan, Manitoba and the Yukon and the Northwest Territories.

Sections

The following sections are active in the Society:

Large-scale Ecosystem Restoration Section.
International Network for Seed-Based Restoration

Student Associations

The following student associations are active in the Society:

Colorado State University Student Association, United States.

Niagara College Student Association, Canada.

North Carolina State University Student Association, United States.

State University of New York - College of Environmental Science & Forestry Student Association, United States.

Temple University–Ambler Campus Student Association, United States.

Texas A&M University Student Association, United States.

University of Guelph Student Association, Canada.

University of Montana Student Association, United States.

University of Washington Student Association, United States.

University of Wisconsin–Stevens Point Student Association, United States.