



Special Insert 2014 Referendums

2014 Elections and Referendums Coming Soon

By Matt Menashes, SAF CEO

I have been on the job with SAF for a couple of months now and am getting more and more familiar with our Members, our leadership, our staff, and our programs. It's been a whirlwind of learning, projects, meetings, and more, and I'm excited every day I come to the office.

One of my priority projects is getting prepared for membership votes this fall. The 2014 SAF national and unit elections and referendum votes will be held in October. I want to share my thoughts on the referendums you will be voting on and encourage you to cast your votes this fall. As Members of SAF, you have the responsibility to guide the Society by voting for our leadership at the national and unit level and for membership referendums.

All Members will receive a ballot for election of the Vice-President of the Society, and for leadership in their local units. In addition, there are a series of national referendums this year that will bring us into compliance with the passage of a new law in the District of Columbia, where SAF is incorporated. Membership voted last year to approve incorporation under the new law.

This year's referendums are important to the future of SAF. If they are passed, they will bring SAF governance into the 21st century. Because we are currently incorporated under a law that is 113 years old, we are in a very real sense operating under 19th-century notions of nonprofit governance.

The referendums are a series of votes. First, you are being asked to vote to modernize our so-called mandatory governing documents (currently the Articles of Incorporation and the Constitution) to fit with the new District of Columbia Nonprofit Corporation Act.

Second, you are being asked to vote on a series of changes that consolidate several membership categories into one. Council recommends these changes in part to simplify how the national office staff manages various membership categories, and in part to reinforce the fact that all members of SAF hold equal voting rights. This series of votes is based on a proposal by the Society's Membership & Credentialing Task Force that was approved by Council. I should note that nothing in these votes changes any Member's right to vote. All aspects of SAF governance that are currently under Member control will remain under Member control.

The votes on membership can be considered "subsequent" to the changes in the governing documents, meaning a successful vote on the governing documents does not automatically consolidate the membership categories. Council has carefully structured these votes to provide you the ability to consider these decisions individually.

Finally, we are asking for your approval of some slight changes in the way our mission statement reads. If approved, these will become part of the new Articles of Incorporation.

Council has asked the national office staff to provide the membership with ample opportunity to see the proposed changes and ask questions. To help SAF Members make informed decisions about voting, this special insert of *The Forestry Source* provides background information. On pages 2 through 4 is a sample of this fall's ballot. The votes are presented in order based on which document is affected. On pages 5 through 19, we include background on the changes in the Articles of Incorporation and the Constitution. We will publish background information on candidates for national elections in the September issue, along with any clarifications to referendum language if necessary.

If you have any questions on the votes, please feel free to contact me at mattm@safnet.org.

BACKGROUND

The Society of American Foresters was incorporated in 1928 under a 1901 District of Columbia law. Since then, District of Columbia law governing corporations has been revised twice, most recently in 2010, but SAF has continued to be governed under the 1901 law.

The Members of SAF voted in 2013 to accept governance under the new law, which took effect in 2012. Compliance with the new law requires changes to our governance documents. Currently, those documents are as follows:

- 1) Articles of Incorporation, dated October 3, 1928. This is a one-page legal document stating the “business and objects” of the Society and the number of its “managers.”
- 2) Constitution, adopted by a referendum of the Members in 1969 and most recently revised in 2008. This has been the fundamental governance document of SAF. It is five pages long, and a vote of two-thirds of voting SAF Members is required to amend it.

3) Bylaws. The Society’s current Bylaws prescribe operational procedures and guidelines for Council, committees, and state societies, divisions, and chapters. This document is 19 pages long and may be amended by action of Council.

In December 2013, Council created an ad hoc committee to revise the governance documents to be in compliance with the 2010 law. Committee members are: Anne Heissenbuttel, Robert Malmshiemer, Louise Murgia, Kim Steiner (chair), Thomas Straka, and David Walters. Michael Goergen completed some of the work on these recommendations before his departure as Executive Vice-President.

The committee’s report proposed changes to the first two of these documents, which requires a vote of the membership for amendment or revision. The third document will include policies and procedures and incorporate most of the existing Bylaws; it will continue to be a document under the control of Council. It is also important to note that DC law requires Council to be renamed the Board of Directors.

A Note about Voting

This year’s voting will be available through secure online voting and through paper ballots. SAF members with a valid email address will receive information on how to vote online. Members who do not have an email address will continue to receive paper ballots. More detailed information about the 2014 elections will appear in the September issue of *The Forestry Source* and in the *E-Forester*.

The Sample Ballot

This sample ballot is provided as background to help you make an informed decision when you vote in October. While there is some background and rationale information that will be included on the ballot, additional background on the revisions to the Articles of Incorporation and to the existing Constitution can be found later in this special insert.

ARTICLES AND BYLAWS

Item #1.1

To use the revised Articles of Incorporation to reincorporate under the new District of Columbia Nonprofit Corporation Act of 2010 as directed by the membership in 2013.

Background: In 2013 the membership voted to accept to be governed by the District of Columbia Nonprofit Corporation Act of 2010 (D.C. Code, Title 29, Chapter 4). As part of that process, we are updating our Articles of Incorporation, which were originally written in 1928. Our attorneys have determined that the revised Articles of Incorporation must be voted on by the Membership.

Rationale: This is a legal document, most of whose elements and language are prescribed by law. The only elements particular to the Society are the statement of purpose or mission (which is here taken directly from the existing Constitution) and the number of members on the Board of Directors (14). The language “Board of Directors” (not Council) is required by DC law.

NOTE: The revised Articles of Incorporation include the existing SAF mission statement. If Item #1.2 and #2.0 (below) are approved by the membership then the Articles of Incorporation will be further revised before filing to update the mission statement.

- ☐ I vote to approve the referendum
- ☐ I vote to not approve the referendum

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Item #1.2

To accept the revised "Bylaws" as the fundamental governance document of SAF, replacing the existing Constitution.

Background: Currently, our fundamental rules of governance are embodied in a "Constitution." This terminology is confusing because it is out of step with common, contemporary practice. Under this recommendation, the Constitution will be renamed "Bylaws" in order to bring us in line with conventional definitions and expectations of nonprofit governance. In addition, several changes are made to the document. As is true for the existing Constitution, the new Bylaws will require a two-thirds vote of the Membership for amendment.

Rationale:

Changes were required to transform the current Constitution into Bylaws. Some were needed to delete or update obsolete provisions of the Constitution that were never fixed (such as removing the years the staggered elections were set); some to bring our governance into compliance with current District of Columbia law; and some to respond to recommendations from our attorneys, who are familiar with best practices for organizations like ours. However, other than necessary changes, the proposed Bylaws have been drafted to embody the substance of existing SAF rules of governance (and, as far as possible the exact wording) while still complying with the law. The supplementary procedural rules and guidelines contained in our current bylaws will be included in a new document (e.g., "Board and Society Governance Manual"). In the view of Council, these changes represent minimal change from current practice.

The most substantive changes are as follows:

- a. Some of the more detailed rules of procedure that were in the Constitution (most notably many of the rules for state, intrastate, and multistate societies) have been omitted from the Bylaws as inappropriate for a document of this nature. These will be incorporated into a policies and procedures and have the same force of authority as before.
- b. Some rules that were in the old Bylaws (and would otherwise have been moved to the Policies and Procedures Manual) have been incorporated into the new Bylaws and made subject to a more difficult process for amendment. In these cases, we believed that the rules addressed fundamental governance issues. Examples are some of the rules for election and meetings of District Council Representatives (Directors).
- c. Because we are required by DC law to have a Board of Directors, Council will in the future have the formal title of Board of Directors. Functionally, the Board will operate as Council has in the past.
- d. The position of Executive Vice-President (EVP) will be renamed Chief Executive Officer. This change is not required by DC law, but it is in line with most nonprofit corporations and with the actual responsibilities that our EVP has had for many years. The EVP (CEO) will no longer be an officer and voting member of Council (the Board) to comply with DC law.
- e. A Secretary-Treasurer has been added to the list of officers to comply with DC law. The chair of the Finance Committee, appointed annually by the SAF President, has in the past performed the functions of a Secretary-Treasurer. The Secretary-Treasurer will be a Member from one of the voting districts. By practice the Secretary-Treasurer will most likely be the chair of the Finance Committee, but this is not required.

- ☐ I vote to approve the referendum
☐ I vote to not approve the referendum

MISSION STATEMENT**Item #2.0**

*To approve the revision of SAF's mission statement as follows (**Bold** = added; ~~Strikethroughs~~ = removed):*

The mission of the Society of American Foresters is to advance **the sustainable management of forest resources through science, education, and technology, and practice of forestry**; to enhance the competency of its members; to establish professional excellence; and to use ~~the~~ our knowledge, skills, and conservation ethic of the profession to ensure the continued health, integrity, and use of forests ecosystems and ~~the present and future availability of forest resources~~ to benefit society in perpetuity.

Background: Council approved this recommendation of the Membership and Credentialing Task Force at its March 2014 meeting. The purpose of the changes is to convey our common understanding of the mission of SAF in a way that does not create artificial barriers to the appeal of membership in our organization

Rationale: The purpose of the changes is to convey our common understanding of the mission of SAF

- in a way that more fully explains the relationship of science, education, and technology to the sustainable management of forest resources, and
- by relating the knowledge, skills, and conservation ethic of our Members to the long-term value of forests to society.

NOTE: The revised Articles of Incorporation include the existing SAF mission statement. If Item #1 and #2 are approved by the membership then the Articles of Incorporation will be further revised before filing to update the mission statement.

- ☐ I vote to approve the referendum
☐ I vote to not approve the referendum

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MEMBERSHIP

Background: The Membership and Credentialing Task Force recommended, and Council accepted, that the membership categories should be simplified.

Rationale: This series of votes is designed to simplify how the national office staff manages various membership categories while clarifying that all Members of SAF hold equal voting and participation rights. Nothing in this vote changes a Member's right to vote. Currently, all Members of SAF vote on any questions before the Society and that will remain the same. All aspects of SAF governance that are currently under Member control will remain under Member control.

The current membership categories are:

- Professional Members shall be graduates of an SAF-accredited forestry curriculum or of a candidate curriculum for accreditation; OR recipients of a graduate degree in forestry from an institution that has an SAF-accredited forestry curriculum or one that is a candidate for accreditation; OR scientists or practitioners who hold a bachelors or higher degree within the broad field of forestry, based on a curriculum that is neither SAF-accredited nor a candidate for accreditation, and who have three or more years of qualifying experience within the broad field of forestry.
- Conditional Professional Members shall be scientists or practitioners who hold a bachelors or higher degree within the broad field of forestry, based on a curriculum that is neither SAF-accredited nor a candidate for accreditation, and who have less than three years of qualifying experience within the broad field of forestry.
- Associate Members shall be scientists or practitioners who hold a bachelors or higher degree in a subject area not within the broad field of forestry but who work in a position that strongly influences the profession of forestry (excluding elected officials).
- Technician Members shall be graduates of an associate degree program within the broad field of forestry.
- International Members shall be Members who are not a citizen or permanent resident of the United States, its possessions, Canada, or Mexico.

Item #3.1

To approve the renaming of the SAF membership category "Professional Member" (Article III Section 3) to "Member" and to make the respective change to Article III Section I pursuant to passage of this vote.

- ☐ I vote to approve the referendum
☐ I vote to not approve the referendum

Item #3.2

To approve the consolidation of the eligibility requirements for "Conditional Professional Member" (Article III Section 4) into the renamed Article III Section 3 "Member" and to make the respective change to Article III Section I pursuant to passage of this vote.

- ☐ I vote to approve the referendum
☐ I vote to not approve the referendum

Item #3.3

To approve the consolidation of the eligibility requirements for "Associate Member" (Article III Section 6) into the renamed Article III Section 3 "Member" and to make the respective change to Article III Section I pursuant to passage of this vote.

- ☐ I vote to approve the referendum
☐ I vote to not approve the referendum

Item #3.4

To approve the consolidation of the eligibility requirements for "Technician Member" (Article III Section 6) into the renamed Article III Section 3 "Member" and to make the respective change to Article III Section I pursuant to passage of this vote.

- ☐ I vote to approve the referendum
☐ I vote to not approve the referendum

Item #3.5

To approve the consolidation of the eligibility requirements for "International Member" (Article III Section 10) into the renamed Article III Section 3 "Member" and to make the respective change to Article III Section I pursuant to passage of this vote.

- ☐ I vote to approve the referendum
☐ I vote to not approve the referendum

Item #3.6

To approve other editorial changes required throughout the Constitution to make the document consistent with any changes in Article III approved by the membership.

Background: This vote is designed to allow Council to make additional editorial changes throughout the Constitution to ensure that the document is consistent in its use of membership terms and categories.

Rationale: Instead of voting on specific wording changes throughout the document, passage of this item would allow Council to make edits throughout the Constitution as may be necessary to ensure consistency with any changes in Article III approved by the membership.

- ☐ I vote to approve the referendum
☐ I vote to not approve the referendum

MORE BACKGROUND
CAN BE FOUND ON THE
FOLLOWING PAGES

Restated Articles of Incorporation

At its June 2014 meeting, Council approved the ad hoc committee's recommendation to file restated Articles of Incorporation as drafted below.

This is a legal document, most of whose elements and language are prescribed by law. The only elements particular to SAF are the statement of purpose or mission (which is here taken directly from the existing Constitution) and the number of members on the Board of Directors (14). The language "Board of Directors" (not Council) is required by DC law. Table 1 shows the structure of the Articles of Incorporation and the rationale for the language that is included.

The proposed Articles employ the existing SAF mission statement. The ad hoc committee also recommended, and Council accepted, the membership should vote on a revision to the mission statement. If approved by the membership, the Articles will be revised before filing to incorporate that new mission statement (see Table 2).

TABLE 1

Proposed SAF Articles of Incorporation	Rationale for Changes
ARTICLES OF INCORPORATION OF SOCIETY OF AMERICAN FORESTERS To: Department of Consumer and Regulatory Affairs Corporations Division 1100 4th Street SW Washington, DC 20024 These Restated Articles of Incorporation contain Amendments to the Articles of Incorporation of the Corporation requiring approval by the membership, and it is certified that these Restated Articles of Incorporation consolidate all Amendments into a single document pursuant to the provisions of the Nonprofit Corporation Act of 2010 (D.C. Code, Title 29, Chapter 4).	This statement confirms that the Restated Articles of Incorporation follow the new Act.
FIRST. The name of the corporation is: Society of American Foresters.	This language was taken from the Constitution and added to the Articles of Incorporation per the Act.
SECOND. The Corporation is incorporated as a nonprofit corporation under D.C. Code, Title 29, Chapter 4.	This statement confirms SAF as a nonprofit under the new Act.
THIRD. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes as, (i) the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and (ii) lessening the burdens of government within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The general purpose of the Corporation shall be to engage in any lawful activity for which corporations may be organized under the District of Columbia Nonprofit Corporation Act. The specific purposes for which the Corporation is organized are: <ul style="list-style-type: none"> (i) to advance the science, education, technology, and practice of forestry; (ii) to enhance the competency of its members; (iii) to establish professional excellence; and (iv) 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. 	This language, including the mission statement, was taken from the Constitution and added to the Articles of Incorporation per the Act. Members will vote on a new mission statement separately. Please see page 7.

FOURTH. The Corporation will have members. The classes and rights of members will be set forth in the Bylaws of the Corporation. The Corporation is not a member-governed corporation.	This establishes SAF as a corporation with members.
FIFTH. The Corporation will be governed by a Board of Directors, who will be selected in the manner provided in the Bylaws. The Bylaws may provide for, with respect to the directors, the following: (i) their qualifications; (ii) the place, time, method, and manner of their nomination and election or alternates; (iii) their term of office; (iv) filling of vacancies; (v) their meetings; and, (vi) generally, their rights, powers, duties, privileges, and restrictions.	This Article establishes a Board of Directors as the governing body. The Act does not accept the title "Council," thus this is a name change; its operations do not change.
SIXTH. The number of directors constituting the Board of Directors is fourteen (14). The directors are to serve until their successors are elected and qualified in the manner provided by the Bylaws of the Corporation	This follows our current structure of fourteen members consisting of the President, Vice-President, Immediate Past-President, and 11 voting districts. Complete details are in the proposed Bylaws.
SEVENTH. The Corporation is not organized for pecuniary profit, does not have the authority to issue capital stock, and does not have the authority to pay any dividends. The Corporation will be operated on a nonprofit basis in furtherance of its corporate purposes, and any surplus will be used to further such purposes.	This Article states that SAF will operate as a nonprofit.
EIGHTH. No part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation 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 Three above.	This Article ensures that the Corporation meets its nonprofit responsibilities.
NINTH. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.	This Article states the current limitation on political activity currently in place under SAF's 501(c)(3) status.
TENTH. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.	This Article states restrictions currently in place by SAF's 501(c)(3) status.
ELEVENTH. Upon the dissolution of the Corporation, assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code) or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.	This Article states how SAF's assets would be distributed if dissolved as a corporation within our 501(c)(3) status.
These Amendments were approved by a majority vote of those members entitled to vote _____ on [DATE], in accordance with the Nonprofit Corporation Act of 2010 (D.C. Code, Title 29, Chapter 4).	Statement identifies when the membership approved the amendments. All future amendments must be approved by membership.

The Revised Mission Statement

Council approved a recommendation of the Membership and Credentialing Task Force at its March 2014 meeting to make changes to the SAF Mission Statement as follows.

Table 2

Current Mission Statement	Proposed Mission Statement	Rationale for Changes
The mission of the Society of American Foresters is to advance the science, education, technology, and practice of forestry; to enhance the competency of its members; to establish professional excellence; and to use the knowledge, skills, and conservation ethic of the profession to ensure the continued health and use of forest ecosystems and the present and future availability of forest resources to benefit society.	The mission of the Society of American Foresters is to advance sustainable management of forest resources through science, education, and technology; to enhance the competency of its members; to establish professional excellence; and to use our knowledge, skills, and conservation ethic to ensure the continued health, integrity , and use of forests to benefit society in perpetuity .	<p>The purpose of the changes is to convey our common understanding of the mission of SAF:</p> <ul style="list-style-type: none"> in a way that more fully explains the relationship of science, education, and technology to the sustainable management of forest resources, and by relating the knowledge, skills, and conservation ethic of our Members to the long-term value of forests to society.

The Revised Bylaws

As stated earlier, the new DC law dictates the placement of language within our mandatory governing documents. In addition, best practices in association management are to include procedural-level information in documents that are clearly designed for the operations of the organization.

The tasks of rearranging the current Constitution into new Bylaws and the current Bylaws into an operating, or governance, manual is complex. To make this as easy to understand as possible, we have focused Table 3 below to show the current Constitution, the changes that modernize the document into Bylaws (i.e., where language will appear in the document or if language has been moved to another document), and the explanation. Again, if you have any questions, please email Matt Menashes at mattm@safnet.org.

Table 3

Current Constitution	Renamed Bylaws	Explanation
Article I - NAME The name of the Society shall be SOCIETY OF AMERICAN FORESTERS.	Language moved to the Articles of Incorporation.	The corporation name is required in the Articles of Incorporation. It's being removed from the proposed Bylaws to reduce redundancy.
Article II - OBJECTIVES <i>Section 1.</i> The mission of the Society of American Foresters is to advance the science, education, technology, and practice of forestry; to enhance the competency of its members; to establish professional excellence; and to use the knowledge, skills, and conservation ethic of the profession to ensure the continued health and use of forest ecosystems and the present and future availability of forest resources to benefit society.	Language moved to the Articles of Incorporation.	The mission statement is required in the Articles of Incorporation. It's being removed from the proposed Bylaws to reduce redundancy.

<i>Section 2.</i> The Society shall adopt a statement on forest policy that shall be implemented in accordance with Bylaws established by the Council. The statement and substantive amendments to the statement shall be approved by a two-thirds vote of members voting.	Current practice will be detailed in policies and procedures.	The implementation of the statement on forest policy is detailed in the current Bylaws, not the Constitution. All information about forest policy will be located in the new policies and procedures, reducing redundancy. Section 2 has been obsolete since the creation of the Committee on Forest Policy. The change to this section reflects current practice.
Article III – MEMBERSHIP <i>Section 1.</i> The membership of the Society shall consist of Professional Members, Conditional Professional Members, Associate Members, Technician Members, and Student Members. <i>All members may vote on any questions before the Society.</i>	<i>Renamed Article 1; Section 1</i> The membership of the Society shall consist of Professional Members, Conditional Professional Members, Associate Members, Technician Members, and Student Members. <i>All members may vote on any questions before the Society</i>	There is no change to the membership categories for the vote on the new Bylaws. There will be separate votes on simplifying the membership categories, which if passed by the membership, authorize revisions to this section and others noted below.
<i>Section 2.</i> Standards and procedures for membership admission, change, termination, and reinstatement shall be established by Council in accordance with the following sections.	Language moved to policies and procedures.	Since Council establishes the standards and procedures for membership admission, this language will be moved to the policies and procedures. Council cannot change membership categories without a membership vote.
<i>Section 3.</i> Professional Members shall be graduates of an SAF-accredited forestry curriculum or of a candidate curriculum for accreditation; OR recipients of a graduate degree in forestry from an institution that has an SAF-accredited forestry curriculum or one that is a candidate for accreditation; OR scientists or practitioners who hold a bachelors or higher degree within the broad field of forestry, based on a curriculum that is neither SAF-accredited nor a candidate for accreditation, and who have three or more years of qualifying experience within the broad field of forestry. <i>Professional Members may hold any office and vote on any questions before the Society.</i>	<i>Renamed: Article 1; Section 2</i> Professional Members shall be graduates of an SAF-accredited forestry curriculum or of a candidate curriculum for accreditation; OR recipients of a graduate degree in forestry from an institution that has an SAF-accredited forestry curriculum or one that is a candidate for accreditation; OR scientists or practitioners, who hold a bachelors or higher degree within the broad field of forestry, based on a curriculum that is neither SAF-accredited nor a candidate for accreditation, and who have three or more years of qualifying experience within the broad field of forestry. Professional Members who have rendered outstanding service to forestry and to the Society shall be recognized as Fellows.	DC Law only allows those members with voting rights to be listed under Membership. Fellows are listed as a recognition under Professional Membership in the new Bylaws. Since all Fellows have voting rights as Professional Member there is no limitation on their rights from this change.
<i>Section 4.</i> Conditional Professional Members shall be scientists or practitioners who hold a bachelors or higher degree within the broad field of forestry, based on a curriculum that is neither SAF-accredited nor a candidate for accreditation, and who have less than three years of qualifying experience within the broad field of forestry.	<i>Renamed Article 1; Section 3</i> Conditional Professional Members shall be scientists or practitioners who hold a bachelors or higher degree within the broad field of forestry, based on a curriculum that is neither SAF-accredited nor a candidate for accreditation, and who have less than three years of qualifying experience within the broad field of forestry.	No change for the purposes of accepting the new document. There will be separate votes on simplifying the membership categories.
<i>Section 5.</i> Fellows shall be Professional Members who have rendered outstanding service to forestry and to the Society.	<i>Language moved to Renamed Article 1; Section 2.</i>	DC Law only allows those Members with voting rights to be listed under Membership. Fellows are listed as a recognition under Professional Membership in the new Bylaws. Since all Fellows have voting rights as Professional Members, they cannot be listed as a category of membership.

<i>Section 6.</i> Associate Members shall be scientists or practitioners who hold a bachelors or higher degree in a subject area not within the broad field of forestry but who work in a position that strongly influences the profession of forestry (excluding elected officials).	<i>Renamed Article 1; Section 4</i> Associate Members shall be scientists or practitioners who hold a bachelors or higher degree in a subject area not within the broad field of forestry but who work in a position that strongly influences the profession of forestry (excluding elected officials).	No Change There will be separate votes on simplifying the membership categories.
<i>Section 7.</i> Technician Members shall be graduates of an associate degree program within the broad field of forestry.	<i>Renamed Article 1; Section 5</i> Technician Members shall be graduates of an associate degree program within the broad field of forestry.	No Change There will be separate votes on simplifying the membership categories.
<i>Section 8.</i> Student Members shall be undergraduate or graduate students in forestry, preforestry, or a forest technician program, or in another program within the broad field of forestry.	<i>Renamed Article 1; Section 6</i> Student Members shall be undergraduate or graduate students in forestry, preforestry, or a forest technician program, or in another program within the broad field of forestry.	No Change This is the only membership category that will not be consolidated.
<i>Section 9.</i> Honorary Members shall be individuals, not eligible to be a Professional Member, Conditional Professional Member, Fellow, or Associate Member, who have rendered distinguished service to forestry. They shall not have the right to hold office or vote on questions in front of the society and shall not be considered members as defined in <i>Sect. 1.</i>	Language moved to policies and procedures.	Honorary Members do not have voting rights, thus they cannot be listed as a membership category. Honorary Members will be listed as a recognition in the policies and procedures with the National Awards.
<i>Section 10.</i> International Members shall be members who are not a citizen or permanent resident of the United States, its possessions, Canada, or Mexico.	<i>Renamed Article 1; Section 7</i> International Members shall be members who are not a citizen or permanent resident of the United States, its possessions, Canada, or Mexico.	No Change There will be separate votes on simplifying the membership categories.
	<i>New Article I; Section 9</i> Membership may be terminated by (1) voluntary resignation, (2) failure to pay dues, (3) expulsion for unprofessional conduct, or (4) death.	This language is being moved from the current Bylaws to the new Bylaws thus requiring a vote of the membership instead of Council for any future changes.
Article IV - DUES Rates and schedules for membership dues and fees shall be established by Council after consultation with delegates of state, multistate, and intrastate societies at a meeting of the House of Society Delegates.	<i>Renamed Article 1; Section 8</i> Rates and schedules for membership dues and fees shall be established by the Board of Directors after consultation with the membership of the House of Society Delegates.	The Nonprofit Corporation Act of 2010 accepts the term "Board of Directors." The term "Council" will no longer be used; however, the body's operations will not change.
Article V - OFFICERS AND COUNCIL <i>Section 1.</i> The officers of the Society shall be a President, a Vice-President, and an Executive Vice-President.	<i>Renamed Article VI Section 1</i> The officers of the Society shall be a President, a Vice-President, a Secretary-Treasurer, and the Immediate Past-President.	The Nonprofit Corporation Act of 2010 requires the addition of a Secretary-Treasurer to serve as an officer. The position will be served by a Council member from one of the voting districts. The Immediate Past-President is being added as an officer. The EVP cannot serve as an officer under the new Act and thus is removed from the list of officers.
<i>Section 2.</i> The President shall preside at meetings of the Society, serve as chair of Council, appoint members of such committees as may be established by Council, and perform all other duties incident to the office. The President shall serve for a one-year term, having succeeded to that office from the office of Vice-President. If the President is absent, or is unable to serve, the President's duties shall be performed by the Vice-President. If the President resigns or is unable to serve, the Vice-President shall succeed as President to	<i>Renamed Article VI; Section 2</i> The President shall preside at meetings of the Society, serve as chair of the Board of Directors, appoint members of such committees as may be established by the Board, and perform all other duties incident to the office. The President shall serve for a one-year term, having succeeded to that office from the office of Vice-President. If the President is absent, or is unable to serve, the President's duties shall be performed by the Vice-President. If the President resigns or is unable to serve, the Vice-President shall	No change except for changing Council to Board of Directors.

serve the remainder of the term, as well as serving the next term as President. If both the President and Vice-President resign or are unable to serve, Council, by affirmative vote of at least 10 of its members, shall appoint a President Pro Tempore from present or past members of Council to serve until a new President and Vice-President are elected at the next general election and take office, or until the President or Vice-President is able to resume those duties. If appointed from the present Council, the President shall resign as an elected Council member.	succeed as President to serve the remainder of the term, as well as serving the next term as President. If both the President and Vice-President resign or are unable to serve, the Board of Directors, by affirmative vote of at least 10 Directors, shall appoint a President Pro Tempore from present or past members of the Board to serve until a new President and Vice-President are elected at the next general election and take office, or until the President or Vice-President is able to resume those duties. If appointed from the present Board of Directors, the President shall resign as an elected Director.	
<i>Section 3.</i> The Vice-President shall be a Professional Member elected by the voting membership for a two-year succession, without eligibility for reelection, as follows: one year as Vice-President, one year as President. If the Vice-President resigns or is unable to serve, a President and a Vice-President shall be elected at the next general election.	<i>Renamed Article VI; Section 3</i> The Vice-President shall be a Professional Member elected by the voting membership for a three-year succession, without eligibility for reelection, as follows: one year as Vice-President, one year as President, and one year as Immediate Past-President. The terms of elected officers shall commence on January 1 following election.	Updated the language to include Immediate Past-President and the beginning of terms to clarify current SAF operations.
	<i>New Article VI; Section 4</i> The Immediate Past-President shall serve for a one-year term, having succeeded to that office from the office of President. The Immediate Past-President shall represent the interests of the entire Society membership and, as requested, shall provide counsel to the President. The Immediate Past-President shall assist in assuring continuity of Society programs during the change of the presidency.	This language is in the current Constitution as Article V; Section 9. It's moved here since the Immediate Past-President will serve as an officer.
	<i>New Article VI; Section 5</i> The Secretary-Treasurer shall be appointed annually by the President from among the prior or current membership of the Finance Committee and shall be one of the Directors currently sitting on the Board from one of the 11 voting districts. The Secretary-Treasurer is responsible for authenticating the records of the Society and for monitoring staff to ensure that they have provided for proper maintenance of the books of the Society and for keeping an accurate account of the proceedings of meetings of the Board of Directors.	The Nonprofit Corporation Act of 2010 requires the addition of a Secretary-Treasurer to serve as an officer. The Secretary-Treasurer will be a Member from one of the voting districts.
<i>Section 4.</i> The Executive Vice-President shall be the executive officer of the Society under the general direction of Council, and shall perform the duties of secretary and treasurer and be custodian of the funds and securities of the Society. The executive Vice-President shall be appointed by the Council for a term of two years starting January 1 of even-numbered years.	<i>Renamed Article IX; Sections 1-3</i> The Chief Executive Officer is the chief salaried employee and the principal administrative officer of the Society. The Chief Executive Officer is responsible for carrying out the work of the Society in accordance with the policies established by the Board of Directors. The Chief Executive Officer is responsible for the hiring, supervision, and discharge of all other employees consistent with the policies of the Board of Directors. The Chief Executive Officer shall present regular reports to the Board of Directors.	The title of Executive Vice-President is being changed to Chief Executive Officer, which is in line with most nonprofit corporations and with the actual responsibilities of the EVP. This new Article also expands on the role of the CEO and the Board, including changing the role of the CEO on the Board from voting to nonvoting.

	<p>The Chief Executive Officer serves as an ex-officio, nonvoting member of the Board of Directors. By designation by the President or vote of the Board, all or a portion of a meeting of the Board may be held in executive session without notice to, or the presence or participation of the Chief Executive Officer. The Chief Executive Officer is selected by the Board of Directors. If the Board of Directors hires an individual to serve as the Chief Executive Officer, then the role of the Chief Executive Officer will be subject to the provisions of his/her employment agreement.</p>	
<p><i>Section 5.</i> The Society shall be governed by a Council comprising the President, Vice-President, Immediate Past-President, and 11 elected members.</p> <p>Council shall control the funds and properties of the Society, and perform such duties as prescribed by the Constitution.</p> <p>Council may, by affirmative vote of at least 10 of its members, establish, revise, or abolish Bylaws, but no such Bylaws shall abrogate or be inconsistent with any part of the Constitution.</p> <p>Any action of Council may be brought before the Society at large on written petition of not fewer than 250 voting Members representing at least five state, multistate, or intrastate societies with at least 25 petitioners from each. This provision shall not apply to cases of disciplinary action nor to administrative matters, including the appointment or dismissal of the Executive Vice-President, in which cases the decision of Council shall be final.</p> <p>Eight members of Council shall constitute a quorum.</p>	<p><i>Renamed Article IV; Section 1</i> The Society shall be governed by a Board of Directors, traditionally known as Council, consisting of 14 voting Directors: the President, Vice-President, Immediate Past-President, and 11 Directors, of which one Director shall be elected from each voting district.</p> <p>The Board shall control the funds and properties of the Society, and perform such duties as prescribed by the Articles of Incorporation, Bylaws, and Society and Board of Directors policies and procedures.</p> <p><i>Renamed Article IV; Section 2</i> The Board of Directors may, by affirmative vote of at least 10 of its members, establish, revise, or abolish Society and Board of Directors policies and procedures, but no such policies and procedures shall abrogate or be inconsistent with any part of the Articles of Incorporation or Bylaws.</p> <p><i>Moved to Article V; Section 3</i></p> <p><i>New Article V; Section 1</i> Meetings of the Board of Directors shall be held upon call of the President, the President Pro Tempore, or a quorum of the Board. Regular meetings shall be conducted at least once each year and may be held at such times and places as may be fixed by the Board.</p> <p><i>Renamed Article V; Section 2</i> Eight members of the Board of Directors shall constitute a quorum. Voting may occur by voice vote or secret ballot at a meeting where a quorum exists. Meetings may be held electronically if each Director can hear the others.</p>	<p>The language from Section 5 of the Constitution is being moved to various different Articles in the proposed Bylaws.</p> <p>The duties of the Board are expanded to reflect both mandatory governing documents as well as policies and procedures.</p> <p>The current Bylaws, which are under the control of Council, will become policies and procedures. Council's intent is to publish these in a "Governance Manual."</p> <p>This section is moved to Article V; Section 3 and is brought into compliance with DC law. The threshold for membership petition for Board action is set at five Members as it is in the current Bylaws.</p> <p>Defines when board meetings will be held. The President Pro Tempore is defined in Article 6; Section 2 above.</p> <p>The Act allows the Board to hold regularly scheduled meetings electronically versus face-to-face.</p>

	<p><i>Renamed Article V; Section 3</i> Matters may be referred to the President for consideration by the Board of Directors by any officer; Director; state, multistate, or intrastate society; or by petition of five or more voting Members. Action may be taken on such matters without a meeting, as described below, if urgency requires action before the next scheduled meeting.</p> <p><i>Renamed Article V; Section 4</i> An action may be taken without a meeting of the Board of Directors if consent in writing describing the action to be taken is approved and signed by all of the Directors entitled to vote. If all the Directors respond and if the decision is unanimous, then the result will be an action of the Board. Documentation of the unanimous consent must: (i) describe the action taken, (ii) be signed by each Director in a manner that confirms his/her approval and identity, and (iii) be filed with the minutes. If one or more Directors does not respond or if the decision is not unanimous, then no action will be taken, and the business or question must wait for discussion and vote at a meeting of the Board.</p>	<p>This language is taken from the current Bylaws Section V-J.</p> <p>The Act provides the ability for the Board to conduct votes between meetings. The Act requires that votes between Board meetings must be unanimous. If not, discussion will occur at the next scheduled meeting.</p>
<p><i>Section 6.</i> Council shall provide procedures for nomination of Members and Fellows as candidates for election as officers or Council members and shall provide procedures for elections.</p>	<p><i>Renamed Article IV; Section 3</i> The Board of Directors shall provide procedures for nominating Members as candidates for election as officers or Directors and shall provide procedures for elections.</p>	<p>The name of Council is changed. In addition, the term "Fellows" is dropped since all Fellows are Members.</p>
<p><i>Section 7.</i> The members of Council representing voting districts shall be nominated from Professional Members and elected for a three-year term, and shall not serve consecutive terms nor be elected for more than two terms. Terms of Council members shall be staggered as described herein.</p> <p>Election of Council shall be by voting districts, and one Council member shall be elected from each voting district. Council shall establish 11 voting districts for Council elections, each to conform insofar as possible to state, multistate, and intrastate society boundaries, and each to contain insofar as possible not fewer than 7 nor more than 11 percent of the members of the Society eligible to vote. The Council shall review the voting districts at least every 10 years and reestablish boundaries as necessary.</p> <p>The staggered three-year terms for Council members shall commence with the election of Council members from voting districts II, V, VIII, and XI elected in 1983; I, IV, VII, and X in 1984; and III, VI, and IX elected in 1985.</p>	<p><i>Renamed Article IV; Sections 4-5</i> Elected Directors shall be nominated from Professional Members and elected for three-year terms. They shall not serve consecutive terms nor be elected for more than two terms. Directors shall have staggered terms.</p> <p>Election to the Board of Directors shall be by voting districts, and one Member shall be elected from each voting district. The Board of Directors shall establish 11 voting districts for elections, each to conform insofar as possible to state, multistate, and intrastate society boundaries, and each to contain insofar as possible not fewer than 7 nor more than 11 percent of the Members of the Society eligible to vote. The Board of Directors shall review voting districts at least every 10 years and reestablish boundaries as necessary.</p> <p>The staggered three-year terms for Directors shall commence with the election of members from voting districts I, IV, VII, and X in 2014; and III, VI, and IX in 2015; and II, V, VIII, and XI in 2016.</p>	<p>Only the name of Council and Council members are changed. At this time, Council has not discussed changing the qualifications to serve as a director or officer at the national level.</p> <p>Only the name of Council is changed.</p> <p>The years "1983", "1984" and "1985" are updated to modernize the Bylaws.</p>

<p><i>Section 8.</i> The candidate receiving the highest number of votes for each office shall be declared elected. The terms of elected officers and Council members shall commence on January 1 following election.</p>	<p><i>Renamed Article IV; Section 6</i> The candidate receiving the highest number of votes for each office shall be declared elected.</p> <p>In the event said candidate cannot fulfill the duties of office, the candidate receiving the second highest number of votes shall serve. If the candidate receiving the second highest number of votes is unable to assume this responsibility, the Board of Directors shall fill the unexpired term of the Director with a Member from the same voting district. If an alternate or appointee fills an unexpired term of less than 18 months of the three-year term, this person may be a candidate for the Board of Directors in the next regular election for that seat and serve the full term if elected. The terms of Directors shall commence on January 1 following election.</p>	<p>This section is being expanded to include language from the current Bylaws detailing replacements of Board members upon the ability of not fulfilling the role.</p>
<p><i>Section 9.</i> The Immediate Past-President shall serve one year as a voting member of the Council representing the entire Society membership and, as requested, shall provide counsel to the President. The Immediate Past-President shall assist in assuring continuity of Society programs during the change of the presidency.</p>	<p><i>Renamed Article VI; Section 4</i> The Immediate Past-President shall serve for a one-year term, having succeeded to that office from the office of President. The Immediate Past-President shall represent the interests of the entire Society membership and, as requested, shall provide counsel to the President. The Immediate Past-President shall assist in assuring continuity of Society programs during the change of the Presidency.</p>	<p>Expansion of language to include the role of the Immediate Past-President.</p>
	<p><i>New Article IV; Section 7</i> The Chair of the House of Society Delegates, the Chair of the Forest Science and Technology Board, the Chair of the Forest Policy Committee, and a student representative shall serve as nonvoting, ex officio members of the Board of Directors.</p> <p><i>New Article IV; Section 8</i> The Board of Directors may remove a Director in the limited circumstances set forth in Section 29-406.08 of the DC Code. A Director may be removed, with cause, by a majority vote of those Members voting in a referendum conducted within the voting district that elected the Director.</p> <p><i>New Article V; Section 5</i> Meetings of the Board of Directors shall be conducted according to the most recent edition of <i>Robert's Rules of Order Newly Revised</i>.</p>	<p>Sections are new and from the current SAF Bylaws and/or required by the new DC Act.</p>

<p>STATE, MULTISTATE, OR INTRASTATE SOCIETIES Article VI</p> <p><i>Section 1.</i> State, multistate, or intrastate Societies of American Foresters may be authorized by Council in all states and the District of Columbia where viable units can be formed, and when the affected section or sections agree to do so. The boundaries of all state, multistate, or intrastate societies shall follow state lines, except in unusual cases of need as approved by Council.</p> <p>Council may, upon affirmative vote of at least 10 of its members, rescind the authorization of either a state, multistate, or intrastate society, or a section.</p> <p>Provisions in the <i>SAF Constitution and Bylaws</i> that apply to state, multistate, or intrastate societies shall also apply to a section not converted to a state, multistate, or intrastate society. Such a section should change its name to "society."</p> <p>To retain its authorization, a state, multistate, or intrastate society shall hold at least one meeting each year.</p> <p>The officers of each state, multistate, or intrastate society shall include a chair, a vice-chair, a past chair, a secretary, and a treasurer, or a Secretary-Treasurer, and such other officers as may be found necessary. Officers of state, multistate, or intrastate societies shall be voting members of the Society.</p> <p>Standard minimum bylaws for state, multistate, or intrastate societies shall be established by Council. Any state, multistate, or intrastate society may adopt additional bylaws for its government, subject to the approval of Council, provided that no part thereof shall conflict with the <i>Constitution and Bylaws</i> of the Society or the standard minimum bylaws.</p>	<p><i>Renamed Article III; Section 1</i> State, multistate, or intrastate Societies of American Foresters may be authorized by the Board of Directors in all states and the District of Columbia where viable units can be formed. The boundaries of all state, multistate, or intrastate societies shall follow state lines, except in unusual cases of need as approved by the Board of Directors.</p> <p>The Board may, upon affirmative vote of at least 10 of its members, rescind the authorization of a state, multistate, or intrastate society.</p> <p>Language moved to policies and procedures.</p> <p>Language moved to policies and procedures.</p> <p>Language moved to policies and procedures.</p> <p>Language moved to policies and procedures.</p>	<p>Some of the current language includes reference to sections no longer in SAF's local unit structure. Thus, text was removed.</p> <p>Much of the current language is being moved to the policies and procedures because implementation resides with the Board. This will also allow state societies more flexibility, e.g., the title of local unit officers.</p>
<p><i>Section 2.</i> The state, multistate, and intrastate societies shall convene a meeting of the House of Society Delegates at least annually at the time of the SAF annual meeting, to advise Council on Society affairs. The House of Society Delegates shall consist of a student representative, and the chair of each state, multistate, or intrastate society, or the official delegate approved by the executive committee of the unit. A chair and vice-chair of the House of Society Delegates shall be elected from among the state, multistate, and intrastate society delegates present at the</p>	<p><i>Renamed Article III; Section 2</i> The state, multistate, and intrastate societies shall convene a meeting of a House of Society Delegates at least annually, to advise the Board of Directors on Society affairs. The House of Society Delegates shall consist of a student representative, and the chair of each state, multistate, or intrastate society, or the official delegate approved by the executive committee of the unit. A chair and chair-elect of the House of Society Delegates shall be elected from among the state, multistate, and intrastate society delegates to serve terms of office as specified in the bylaws. The Chief</p>	<p>No change except for title for Executive Vice-President to Chief Executive Officer.</p>

annual meeting of the House of Society Delegates to serve terms of office as specified in the Bylaws. The Executive Vice-President shall appoint a member of the staff to act as secretary of the House of Society Delegates.	Executive Officer shall appoint a member of the staff to act as secretary of the House of Society Delegates.	
<i>Section 3.</i> A state or multistate division may be authorized by the executive committee of a multistate society. The boundaries of a state or multistate division shall follow state lines, except in cases approved by Council. The authorization for a state or multistate division may be rescinded by the executive committee of the multistate society or upon the affirmative vote of at least 10 members of Council.	Language moved to policies and procedures.	Since this language appears in both the current Constitution and Bylaws, combining the language into policies and procedures reduces redundancy and confusion.
<p><i>Section 4.</i> A chapter within a state may be authorized by the executive committee of a state, multistate, or intrastate society upon written petition of 15 or more of its voting members resident in an area where a strong local organization may be affected. The boundaries of a chapter shall be established by the executive committee of the state, multistate, or intrastate society. 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, multistate, or intrastate society within whose boundaries a majority of the chapter members are resident.</p> <p>A student chapter may be authorized within the boundaries of a state, multistate, or intrastate society by its executive committee upon written petition of 15 or more student members at an institution designated as SAF-accredited or as a candidate institution for accreditation or an SAF-recognized forest technician training program, or upon written petition of 15 or more voting members of the state, multistate, or intrastate society.</p> <p>The authorization for a chapter may be rescinded by the executive committee of the state, multistate, or intrastate society or upon the affirmative vote of at least 10 members of the Council.</p> <p>The officers of each chapter shall include a chair, a secretary, and a treasurer, or a Secretary-Treasurer, and such other officers as may be found necessary. Chapter officers shall be voting members of the Society. Student chapter officers shall be students or graduate students who are members of the Society.</p> <p>Chapters may adopt bylaws subject to the approval of the state, multistate, or intrastate society executive committee and the Council, provided that no part thereof shall conflict with the <i>Constitution and Bylaws</i> of the Society.</p>	<p>Language moved to policies and procedures.</p> <p>Language moved to the policies and procedures.</p> <p>Language moved to the policies and procedures.</p> <p>Language moved to the policies and procedures.</p>	Since this language appears in both the current Constitution and Bylaws, combining the language into policies and procedures reduces redundancy and confusion.

<p><i>Section 5.</i> Existing groups are authorized to convert to chapters upon the approval of the executive committees of the state, multistate, or intrastate societies involved.</p>	Language moved to policies and procedures.	
<p><i>Section 6.</i> Only those units authorized and provided for herein are units of the Society and authorized to represent themselves as such.</p>	Language moved to policies and procedures.	
<p>FOREST SCIENCE AND TECHNOLOGY Article VII</p> <p>The Society shall establish a strategy for identifying science needs, identifying new and emerging science, technology transfer, on-the-ground applications of science and technology, interfacing with scientists and practitioners from allied fields and professions dealing with forest resources, and identifying and engaging in issues related to forest science and forest resource management. The means of implementation are set forth in the Bylaws.</p>	<p><i>New Article VIII; Section 1</i> The members of advisory committees may consist of Directors and/or non-Directors. In carrying out their responsibilities, advisory committees shall operate within the framework of policies and procedures established by the Board of Directors.</p> <p><i>Renamed Article VIII; Section 2</i> A Forest Science and Technology Board shall be designated by the Board of Directors to provide for the effective dissemination and use of forest sciences within the Society.</p> <p><i>New Article VIII; Section 3</i> A Forest Policy Committee shall be designated by the Board of Directors to advise the Board on forest policy matters.</p> <p><i>New Article VIII; Section 4</i> A Certification Review Board shall be designated to develop, establish, and maintain standards and procedures for individuals to become certified and recertified under the Certified Forester® program.</p> <p><i>New Article VIII; Section 5</i> An Educational Policy Review Committee shall be designated to monitor all aspects of professional and technical forestry and natural resources education, including the accreditation standards and procedures of the Society, and to advise the Board of Directors on such matters.</p> <p><i>New Article VIII; Section 6</i> The Board of Directors may establish or terminate other advisory committees and task forces as appropriate.</p>	<p>This article is renamed and expanded to include those committees/boards listed in the current Bylaws and to allow the Board to create and terminate other advisory committees not listed in this section.</p>

<p>ETHICS Article VIII</p> <p>The Society shall adopt a Code of Ethics governing the ethical conduct of its members. Unethical conduct by a Member is conduct that violates the Code of Ethics. The Code of Ethics shall be published at least annually in the <i>Journal of Forestry</i>, <i>The Forestry Source</i>, or other suitable SAF publications.</p> <p>The Council shall establish and set forth in the Bylaws procedures for review of alleged unethical conduct charges made by a Member. The accused shall be informed of charges against them, the contents of the charges, and the identity of those making the charges, and shall be afforded an opportunity to be heard.</p> <p>A Member may be reprimanded, censored, expelled, or otherwise disciplined upon the affirmative vote of at least two-thirds of the Ethics Committee. The President shall administer such discipline. Appeal by the accused may be made to Council within 90 days of the Ethics Committee's decision.</p>	<p><i>Renamed Article X</i></p> <p>The Society shall adopt a Code of Ethics governing the ethical conduct of its Members. Unethical conduct by a Member is conduct that violates the Code of Ethics. The Code of Ethics shall be published at least annually or posted on the Society's website.</p>	<p>All the details regarding violations of the Code of Ethics are in the current SAF Bylaws.</p> <p>Moving other language to the policies and procedures allows the language to be located in one document versus two documents.</p>
<p>PUBLICATIONS Article IX</p> <p>The Society shall publish professional journals and other periodicals as approved by Council for dissemination of general, professional, and scientific information pertaining to forestry and natural resources. Council shall establish the objectives and policies for these publications.</p>	<p>Moved to policies and procedures.</p>	<p>Since the Board approves periodicals as well as their objectives and policies and other SAF programs, this language is more appropriate in the policies and procedures.</p>
<p>MEETINGS Article X</p> <p><i>Section 1.</i> The Society shall hold an annual meeting and such other meetings as Council may direct. The place and date of the annual meeting shall be selected by Council and notice given to the members.</p> <p><i>Section 2.</i> Resolutions adopted at the annual meeting shall represent the consensus of those voting members present and shall not be binding on the Society.</p>	<p><i>Renamed Article II; Section 1.</i> The Society shall hold an annual membership meeting and such other meetings as the Board of Directors may direct. The place and date of the annual meeting shall be selected by the Board and notice given to the Members. Notice of membership meetings is provided to voting Members at least 10 days before a meeting.</p> <p><i>Renamed Article II; Section 3.</i> Members have the right to cast a vote that is binding on the Society for the election and removal of Directors and officers, amendments to the Articles of Incorporation and these Bylaws, and other matters reserved to the Members by law. Amendments to these Bylaws shall be conducted according to the provisions of Article XI.</p> <p>Resolutions regarding any other issue adopted at the annual meeting shall represent the</p>	<p>Changes reflect the new DC Act regarding membership meetings. Please note that this does not refer to the national convention itself. Practice has been that such a meeting takes place during the convention.</p> <p>This section is changed to comply with DC law and specifically enumerates membership rights.</p>

<p><i>Section 3.</i> The National Assembly of the Society shall be the official annual meeting of the Society and is held at the time of the national convention. Members of the National Assembly are the SAF members present for the meeting. Officers of the National Assembly shall include the President as chair, the Vice-President as vice-chair, and the Executive Vice-President as secretary.</p> <p>The National Assembly shall provide a forum for reporting and discussing the official business of the Society. Actions of the National Assembly shall be limited to expressions of opinion and recommendations to Council. Opinions and recommendations originating in a meeting of the House of Society Delegates or a meeting of the Forest Science and Technology program representatives may be presented for information but are not subject to National Assembly action.</p>	<p>consensus of those Members present and shall not be binding on the Society.</p> <p><i>Renamed Article II; Section 2.</i> The annual meeting is open to all Members. One-tenth of the number of Members entitled to vote constitutes a quorum for the transaction of business at a meeting of the Members.</p> <p><i>Renamed Article II; Section 4.</i> Should action from the membership be necessary between meetings, voting may take place by ballot via mail or electronic means.</p>	<p>This section is changed to comply with DC law and specifically enumerates the required quorum to transact business at a membership meeting.</p> <p>This section is added to comply with DC law and specifically enumerates that membership action may take place by either mail or electronic ballot.</p>
<p>AMENDMENTS Article XI</p> <p>The Constitution may be amended by a two-thirds vote of members voting. Proposed amendments shall be submitted to all voting members at least four weeks in advance of the date set for counting the ballots. Amendments shall be effective immediately upon their approval unless otherwise provided.</p>	<p>The Bylaws may be amended by a two-thirds vote of Members voting. Proposed amendments shall be submitted to all voting Members at least four weeks in advance of the date set for counting the ballots. Amendments shall be effective immediately upon their approval unless otherwise provided. Voting may take place by ballot via mail or electronic means.</p>	<p>No change except for the name of document and that voting may take place by mail or electronic ballot. Members must approve any amendments.</p>
	<p>Committees of the Board</p> <p><i>New Article VII; Section 1</i> An Executive Committee of the Board of Directors, consisting of the President, Vice-President, Immediate Past-President, the Secretary-Treasurer, and two other Board members appointed annually by the President with concurrence of the Board, shall be designated to handle essential business of the Society as delegated by the Board of Directors.</p> <p><i>New Article VII; Section 2</i> A Finance Committee of the Board of Directors, consisting of three members of the Board appointed annually by the President, shall be designated to address financial matters of importance before the Board. The Secretary-Treasurer shall serve as chair.</p> <p><i>New Article VII; Section 3</i> An Audit Committee of the Board of Directors, consisting of three members of the Board appointed annually by the President, shall be</p>	<p>This is a new Article based on the new DC Act. Only Directors can serve on Committees of the Board, which is Council's current structure for Council committees.</p> <p>SAF currently has a Finance Committee and adding this to the new Article VII makes it, in effect, a permanent Committee of the Board.</p> <p>The DC Act requires the addition of an Audit Committee and the requirements for a Committee of the Board.</p>

	<p>designated to oversee annual audits of financial records. The chair shall be appointed by the President. A Director serving on the Audit Committee is not eligible to serve at the same time on the Finance Committee.</p> <p><i>New Article VII; Section 4</i> The Board may establish or terminate other standing or ad hoc Committees of the Board to perform duties as it deems appropriate. If a proposed committee is to be authorized to exercise the authority of the Board of Directors, then (i) the members of that committee must consist of only Directors (two Directors or more), (ii) the creation of that committee requires a majority vote of the entire Board of Directors, and (iii) the Board of Directors may delegate any of the Board of Directors' powers and authority except with respect to those matters specifically reserved to the Board by law, the Articles of Incorporation, and these Bylaws. Those matters specifically reserved to the Board by law include:</p> <ul style="list-style-type: none"> a. The authorization of asset distributions; b. The approval or proposal of action to Members; c. The filling of vacancies on the Board of Directors; d. The appointment of committees with the authority of the Board, or the filling of vacancies in any such committee; and e. The approval of any self-dealing transactions. <p>The Board resolution creating the committee must specify the function of the committee. The Board of Directors shall specify the manner in which chair and members of the committee are to be selected, and the terms that the chair and members may serve.</p>	<p>This section defines the Board's ability to create or terminate other committees not described in the Bylaws and makes such Committees of the Board consistent with the DC law.</p>
	<p>Miscellaneous</p> <p><i>New Article XII; Section 1.</i> The Society shall indemnify its Directors and Officers as required by the laws of the District of Columbia.</p> <p><i>New Article VII; Sections 2</i> Corporate records shall be maintained consistent with the laws of the District of Columbia. They shall include the Articles of Incorporation, the Bylaws, the Society and Board of Directors Policies and Procedures, and the minutes of the Board of Directors, including any resolutions or motions made by the Board.</p>	<p>New Article based on the DC Act.</p>

Consolidated Membership Category

At its December 2013 meeting, Council approved a recommendation of the Membership and Credentialing Task Force to consolidate SAF's membership categories pending Member approval. This change will simplify how the national office staff manages various membership categories and also clarify that all Members of SAF hold equal voting rights.

SAF's complex membership categories result in higher database maintenance costs, and this change will streamline our ability to manage the database and reduce labor costs. In addition, the membership categories make it difficult for potential and current Members to understand their membership benefits and voting rights. All Members have voting rights at the local and national level and can serve on national committees and task forces. Nothing in the 2014 referendums changes a Member's right to vote. Currently, all Members of SAF vote on any questions before the Society and that remains the same if consolidation passes. All aspects of SAF governance that are currently under Member control will continue to remain under Member control.

If approved, the definition of "Member" will include the qualifications for each of the current Member-types (shown in Table 4 below). Student Members will remain a separate category under this proposal. The recognition of Professional Members as "Fellows" will be added to the revised qualifications. Honorary Members are moved from the Bylaws to policies and procedures as required by DC law.

Table 4

Current Membership Category and Qualifications	Consolidated Category
<ul style="list-style-type: none"> Professional Members shall be graduates of an SAF-accredited forestry curriculum or of a candidate curriculum for accreditation; OR recipients of a graduate degree in forestry from an institution that has an SAF-accredited forestry curriculum or one that is a candidate for accreditation; OR scientists or practitioners who hold a bachelors or higher degree within the broad field of forestry, based on a curriculum that is neither SAF-accredited nor a candidate for accreditation, and who have three or more years of qualifying experience within the broad field of forestry. 	Member, with each of the qualifications enumerated.
<ul style="list-style-type: none"> Conditional Professional Members shall be scientists or practitioners who hold a bachelors or higher degree within the broad field of forestry, based on a curriculum that is neither SAF-accredited nor a candidate for accreditation, and who have less than three years of qualifying experience within the broad field of forestry. 	
<ul style="list-style-type: none"> Associate Members shall be scientists or practitioners who hold a bachelors or higher degree in a subject area not within the broad field of forestry but who work in a position that strongly influences the profession of forestry (excluding elected officials). 	
<ul style="list-style-type: none"> Technician Members shall be graduates of an associate degree program within the broad field of forestry. 	
<ul style="list-style-type: none"> International Members shall be members who are not a citizen or permanent resident of the United States, its possessions, Canada, or Mexico. 	

What They're Saying

"I implore all SAF professionals to read and support the changes. These changes to our core documents are designed to meet new incorporation standards in DC and assemble governing processes in a single document."

Dave Walters, President

"The new Bylaws strengthen the role of members in SAF governance . . . the Chairs of the House of Society Delegates, the Forest Policy Committee and the Forest Science and Technology Board, and the student rep become non-voting ex-officio members of the Board of Directors assuring that HSD, key committees, and students have a direct voice in [SAF] as we move forward."

Anne Heissenbittel, Chair, House of Society Delegates

"SAF is well into our second century, and we need to ensure that our Society's governance reflects today's standards. Council has worked diligently to meet new legal requirements and reflect evolution of the profession, while assuring that members' standing in SAF does not change. I encourage all members to study the proposals and support them in this fall's elections."

Ed Shepard, District 2 Council Representative

"Council, staff, and a very dedicated Ad Hoc Committee—with input from SAF attorneys—have worked hard over two years to meticulously update our governing documents. All of this effort supports the strategic opportunity to modernize SAF's governance processes and procedures. I strongly encourage the membership to endorse the proposed changes."

Joann Meyer Cox, Immediate Past-President

"Valuing our rich history and proud tradition concerning these documents, Dr. Kim Steiner and other members of the Task Force have done an outstanding job to revise and update these to comply with current law. I encourage you to vote in favor of these revised documents which will help guide SAF into the future while retaining our rich history."

Bob Alverts, Vice-President

"The various referenda we all will be voting on will definitely streamline the documents that guide SAF, and changes in the membership categories will simplify and streamline our membership structure."

Judd Edeburn, District 8 Council Representative