

# **By-Laws of The Cascadia Chapter of The Coastal Society**

**Originally Written -- July 10, 2000**

By order of the Board of Directors, these by-laws serve as

## Articles of Incorporation

### Article I - Name

The name of this organization shall be "The Cascadia Chapter of The Coastal Society," hereinafter referred to as "The Cascadia Chapter."

### Article II - Purposes

The Cascadia Chapter was organized to provide a Pacific Northwest focus to the educational goals of: promoting knowledge, understanding, and sustainable use of coastal environments; fostering interdisciplinary cooperation and communication among professionals, interest groups, and individuals concerning coastal environments; encouraging sustainable use of coastal resources consistent with the dynamic natural processes of coastal environments; providing public information on the importance of effective research and management programs; and articulating positions on proposed legislation and policies.

### Article III - Definitions

For the purposes of these By-Laws, the terms "Corporation," "Chapter," and "Organization" are used synonymously and refer to The Cascadia Chapter.

### Article IV - Effect of These By-Laws

Nothing in these By-Laws shall be construed to supersede the provisions of the Articles of Incorporation (such Articles and any amendments thereof being hereinafter collectively referred to as the "Articles of Incorporation"). In the event of a conflict, the Articles of Incorporation, unless amended, shall prevail.

### Article V - Membership

#### Section 1. Classes of Members -

- (a) The Chapter shall have four classes of members, discussed below. Each class may include only those persons who are members in good standing of The Coastal Society living in or having a substantial work or avocational interest in the areas of Pacific

Northwest coastal watersheds. This area is primarily identified as the western portions of British Columbia, Washington, Oregon and Northern California.

- (b) The four membership classes are:
- (1) Charter members, comprised of individuals who joined the Chapter on or before July 10, 2000.
  - (2) Regular members, comprised of charter members and other persons who joined or join the Chapter at any time after July 10, 2000.
  - (3) Institutional members, comprised of accredited libraries, associations, interest groups, industry, academia, or government.
  - (4) Student members, comprised of active full-time students enrolled in academic programs at the secondary, college, or graduate school level.

Section 2. Membership -

- (a) Membership will commence upon payment of dues.
- (b) Membership may be terminated for non-payment of dues.
- (c) All members shall have the same rights and privileges. Institutional memberships have one vote per membership.

Article VI - Dues

Section 1. Amount - Annual dues for membership shall be determined by resolution of the Chapter Board of Directors.

Section 2. Period of Dues - Payment of dues shall cover the twelve-month period following receipt of a membership payment.

Article VII - Offices

Section 1. Principal Office - The principal office of the Chapter shall be located at a site to be determined by the Board of Directors.

Section 2. Other Offices - The Chapter may also maintain offices at such other places as the Board of Directors may from time-to-time determine.

Article VIII - Annual Business Meeting

Section 1. Timing - The annual business meeting of the Chapter shall be held at a place determined by the Board of Directors.

Section 2. Notice of Meetings - Written notice of the annual Business Meeting, stating the time and place it is to be held, shall be distributed in the Newsletter (see Article XIII, Section 1) or another publication at least 30 days before the meeting. Notices shall be directed to each Chapter member at the address designated by each member.

Section 3. Quorum - Five percent of the membership shall be necessary and sufficient to constitute a quorum.

Section 4. Voting -

- (a) The affirmative vote of a majority of the voting membership present at the annual business meeting shall be necessary and sufficient to decide each question or matter.
- (b) Each member shall be entitled to one vote at the annual business meeting.

## Article IX - Board of Directors

Section 1. Number and Election -

- (a) The Cascadia Chapter shall be managed by a Board of Directors consisting of three elected Officers (a President, Secretary, and Treasurer), and four elected Directors, Officers are discussed in Article X, Directors in Article XI, and the members in Article XII.
- (b) Elected Officers and Directors, and all ex-officio Board members, must be members of the Chapter.

Section 2. Duties, Powers, and Committees -

- (a) The Board of Directors shall control and manage the Chapter's affairs, property, and interests, and may exercise all powers of the Chapter, except as herein or in the Articles of Incorporation expressly conferred upon or reserved to the members.
- (b) The President may create and appoint committees to assist the Board in the conduct of the Chapter's affairs, subject to approval by the Board of Directors.

Section 3. Annual and Regular Meetings: Notice -

- (a) The Board of Directors shall meet at least four (4) times each calendar year, one meeting of which shall be convened in conjunction with the Chapter's annual business meeting.
- (b) Notice of any regular meeting of the Board of Directors, or changes to the time and/or place thereof, shall be sent in advance to each Board member.

Section 4. Special Meetings: Notice -

- (a) Special meetings of the Board of Directors shall be held whenever called by the President or a designee, or by at least three members of the Board of Directors; time and place may be specified in the respective notices or waivers of notice thereof.
- (b) Except as otherwise required by statute, notice of such special meetings shall be sent directly to each Board member, addressed to the residence or usual place of business, at least three (3) days before the day on which the meeting is to be held.

Section 5. Chair - At Board of Directors' meetings, the President, or in his/her absence, another Board member designated by the President shall preside.

Section 6. Quorum -

- (a) At Board of Directors' meetings, the presence of a majority of the total number of elected Board members (Officers and Directors) shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by the Articles of Incorporation or these By-Laws.
- (b) A majority of the Board members present at any regular or special meeting may adjourn the meeting until a quorum is present.

Section 7. Manner of Acting -

- (a) At all meetings of the Board of Directors, each elected member shall have one vote.
- (b) Action by a majority of the Board members at any meeting at which a quorum is present shall be the act of the Board of Directors.
- (c) Proxy votes may be accepted by the Chair if supported by written designation from the absent Board member to the proxy voting Board member, with specific reference to the issue(s) subject to a vote.

Section 8. Resignation - Any Board member, official or ex-officio, may resign at any time by giving written notice to the President. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the President.

Section 9. Removal - Any Board member, official or ex-officio, may be removed with cause at any time by the majority vote of the Board membership.

Section 10. Vacancies - Any vacancy in the Board of Directors occurring by reason of an increase in the number of Directors or by reason of the death, resignation, disqualification, removal, or inability to act of any Board member, or otherwise, shall be filled for the un-expired portion of any term by a Chapter member nominated by the President and approved by a majority vote of the remaining Board members present and voting at any regular meeting or special meeting of the Board of Directors called for that purpose. Preference will be shown to non-winning candidates for office in the most recent Chapter election.

## Article X - Officers

Section 1. Number and Term of Office -

- (a) The Officers of the Chapter shall consist of a President, a Secretary, and a Treasurer. Ex-officio members of the Board of Directors may sit at the President's invitation but shall not be considered Officers unless so specified according to the terms of these By-Laws. Elected Directors are discussed separately under Article XI.
- (b) Elections of Officers shall be held by mail ballot prior to January 1 each year, or as soon as practical thereafter, to elect replacements for Officers whose terms will be expiring or who have left the Board for any other reason (see Article IX, Section 9).
- (c) Each Officer shall hold office until a successor has been elected and qualified, or until his/her death, resignation, or removal.
- (d) Elected Officers shall assume their office, duties, and responsibilities upon notification of election by the President.

Section 2. Nominations and Elections -

- (a) The Election Nominations Committee shall consist of at least three members, one of whom will be the most recent Past-President, who shall serve as Committee chair. All Committee members will be selected by the President with due consideration to representation of different disciplines and regions. The chair and Committee members will be announced to the membership at least three months prior to each election. Members who have served on the Elections Nomination Committee for two consecutive years shall be ineligible until after a lapse of one year.
- (b) The Elections Nomination Committee shall solicit an election slate reflecting the Cascadia region's US states and Canadian province.

Section 3. Resignation - The general guidance offered in Article IX, Section 8 applies.

Section 4. Removal - The general guidance offered in Article IX, Section 9 applies.

Section 5. Vacancies -

- (a) A vacancy for President shall require immediate action by the remaining Board members. The highest ranking remaining Officer, usually the Past President, shall convene a special meeting or conduct a telephone or mail survey of Board members to fill the vacancy from among the remaining Board members.
- (b) A vacancy in any office designated in Article X, Section 1, except that of President, shall be filled as provided by the general guidance in Article IX, Section 10.
- (c) Members may be designated by the Board to complete the vacant term of the departed Board member.

Section 6. President -

- (a) The President shall be the Chapter's Chief Executive Officer and, subject to the Board's direction, shall have general charge of Chapter business.
- (b) The President's term shall be two years.

Section 7. Secretary -

- (a) The Secretary has responsibility for:
  - (1) Record all the proceedings of business, general membership, and Board of Directors meetings;
  - (2) Cause all notices to be duly given in accordance with the provisions of these By-Laws;
  - (3) Work with the Treasurer (see Article X, Section 11) to ensure all current books, reports, statements, and all other documents and records of the Chapter are properly kept and filed;
  - (4) At the end of each year, include historical information and files in the Chapter's archival files.
  - (5) Perform all duties incident to the Office of Secretary and such other duties as are dictated by these By-Laws, or as mutually agreed to by the President or Board of Directors;
  - (6) Shall hold office for a term of three years and may be reelected.

Section 10. Treasurer -

(a) The Treasurer has responsibility for:

- (1) Have charge of, supervision over, and be responsible for the funds, securities, receipts, deposits, and disbursements of the Chapter;
- (2) Maintain records of vouchers for all moneys disbursed;
- (3) Render to the President or the Board at each Board meeting or whenever requested, a statement of the Chapter's financial condition;
- (4) Keep the Chapter's accounting books for all business and transactions over the past year;
- (5) Serve on the Finance Committee to prepare an annual budget;
- (6) At the end of each year, transmit historical information and files to the Secretary for inclusion in the Chapter's archival files.
- (7) Be empowered to require from all Officers or agents of the Chapter reports or statements giving such information as he/she may desire with respect to any and all financial transactions of the Chapter;
- (8) Perform all duties incident to the Office of Treasurer and such other duties as are given by these By-Laws or as from time-to-time may be assigned by the President or Board of Directors; and
- (9) The Treasurer shall hold office for a term of three years and may be reelected.

Section 11. Sureties and Bonds - In case the Board of Directors shall so require, any Officer or agent of the Chapter shall execute to the Chapter a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his/her duties to the Society, including responsibility for negligence and for the accounting for all property, funds, or securities of the Chapter which may come into his/her hands.

#### Article XI - Directors

Section 1. Specifications -

- (a) There shall be four (4) Directors on the Board of Directors, each elected for a three-year term according to the nomination, election, resignation, and removal procedures described for Officers in Article X.
- (b) Vacancies shall be filled on a 2, 1, 1 cycle over each three-year period to ensure continuity on the Board of Directors.
- (c) Each Director shall hold office until his/her successor is elected and qualified (which applies to Director's leaving at the end of a term or when elected as a Chapter officer), or until his/her death or resignation.

Section 2. Re-election - Directors shall be eligible for re-election subject to the limitation that they shall not serve more than two consecutive terms in same elected capacity for the Chapter.

#### Article XII - Committees

Section 1. Establishment - The President shall have authority to appoint and discharge standing and ad hoc committees necessary to conduct the business of the Chapter, subject to approval by the Board of Directors, and to appoint a chair.

Section 2. Duration -

- (a) All standing committees shall be established permanently; ad hoc committees shall operate for a period of one year unless provided otherwise by majority vote of the Board.
- (b) Standing committees shall continue until terminated by majority vote of the Board.
- (c) Standing committee membership shall be determined by majority vote of the Board. Membership changes do not require a vote of the general membership or a change in these By-Laws. Ad hoc committees shall be appointed by the President.

Section 3. Standing Committees - The Chapter shall be served by the following standing committees, with basic roles as described:

- (a) Membership - to develop an organized effort to expand the Chapter's membership.
- (b) Education - to ensure that the Chapter's principal purpose is coordinated with all Society activities.
- (c) Special Programs - to pursue special opportunities such as environmental celebrations and to develop special documents such as financial support proposals.
- (d) Finance - to develop an annual operating plan.

Section 4. Ad Hoc Committees - The Chapter shall convene an ad hoc Elections Nomination Committee in preparation for each annual election, and an ad hoc Committee on Student Awards to select a deserving recipient of the best student paper presented at each Chapter conference.

Section 5. Standing Committee Chairs - Each standing committee chair shall sit on the Board of Directors as an ex-officio member. He/She may participate in all Board activities but may not vote on Board decisions.

Article XIII - Publications

Section 1. Newsletter

- (a) The Chapter publishes a quarterly Newsletter. Issues contain Chapter information and technical reports. Copies are sent to each Chapter member.
- (b) The Newsletter is coordinated by editors supported by:
  - (1) Chapter members who serve as regional news correspondents; and
  - (2) paid assistants who serve as production staff.

Section 2. Conference Proceedings -

- (a) Proceedings shall be published in conjunction with each Chapter conference. Copies are sent to all Chapter members paid for the year of the conference.
- (b) When the Chapter co-sponsors a conference, no special proceedings will be published.

Section 3. Special Publications - The Chapter releases occasional publications after special events, e.g., regional meetings or co-sponsored events. Copies are sent to all members.

Article XIV - Awards

Section 1. Categories -

- (a) The Society may confer any or all of the following awards to deserving individuals at one of its four annual meetings:
- (1) Outstanding Service Award to a public figure for outstanding accomplishments related to the purposes of the Chapter.
  - (2) Distinguished Public Service Award to a public figure for efforts related to the purposes of the Chapter.
  - (3) President's Award for a Chapter member recognized for unusual service to the Chapter.
  - (4) Distinguished Service Award for dedication to the Chapter.
  - (5) Best Student Paper Award for the best oral presentation and written manuscript presented at the Chapter's conference.

Section 2. Selection - Award recipients shall be discussed and approved by the Board, except for the Best Student Paper Award which will be determined by an ad hoc Committee at the conference.

Article XV - Execution of Instruments

Section 1. - All checks, drafts, bills of exchange, acceptances, bonds, endorsements, notes, or other obligations, or evidences of indebtedness of the Chapter, and all deeds, mortgages, indentures, bills of sale, conveyances, endorsements, assignments, transfers, stock powers, or other instruments of transfer, contracts, agreements, dividend or other orders, powers of attorney, proxies, waivers, consents, returns, reports, certificates, demands, notices of documents, and other instruments or rights of any nature, may be signed, executed, verified, acknowledged, and delivered by such persons (whether or not officers, agents, or employees of the Chapter) and in such manner as from time-to-time may be determined by the Board of Directors.

Article XVI - Fiscal Year

Section 1. - The fiscal year of the Chapter shall be fixed by the Board of Directors, in consultation with the Board of Directors of The Coastal Society from time-to-time as the needs of the corporate business requires.

Article XVII - Amendments

Section 1. Amendments to By-Laws - An amendment to these By-Laws may be proposed and submitted to the Board of Directors in writing by a member of the Board or by petition signed by 20 members of the Chapter. After general discussion at a Board meeting, the proposed amendment shall be mailed to each member of the Chapter for approval. The amendment shall be effective upon approval by a simple majority vote of the members.

Section 2. Amendments to Corporate Charter - The corporate charter may be amended in the same manner as these By-Laws, subject, however, to the laws and regulations of the State in which this corporation is incorporated. No amendment to the corporate charter shall be effective until appropriate acceptance of such changes are acknowledged by the incorporating State.

#### Article XVIII - Indemnity

Section 1. General Indemnification - Any person made a party to any action, suit, or proceeding, by reason of the fact that he or she, their testator, or intestate representative is or was a Director, Officer, or employee of the Chapter, or of any Chapter in which served as such at the request of the Chapter, shall be indemnified by the Chapter against reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit, or proceedings, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding, or in connection with any appeal therein that such Officer, Director, or employee is liable for negligence or misconduct in the performance of his duties.

Section 2. Caveat to Indemnification - The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any Officer or Director or employee may be entitled apart from the provisions of this section.

Section 3. Limits to Indemnification - The amount of indemnity to which any Officer or any Director may be entitled shall be fixed by the Board of Directors, except that in the case where there is no disinterested majority of the Board available, the amount shall be fixed by arbitration pursuant to the then- existing rules of the American Arbitration Association.

#### Article XIX - Procedure

Section 1. Rules - Procedures and other items, not specified in these By-Laws or by action of the meeting, shall be in accordance with the Pocket Manual of Rules of Order by Henry M. Robert.

#### Article XX - General Prohibitions

(Notwithstanding any provision of the Articles of Incorporation or By-Laws which might be susceptible to a contrary construction.)

Section 1. Intent -

- (a) The Chapter shall be organized and operated exclusively for the educational purposes set forth in Article II.
- (b) Policies and positions of the Chapter on matters related to the management of coastal resources shall be reviewed and approved by the membership prior to being made public.
- (c) The Chapter shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 2. Earnings -

- (a) No part of the net earnings of the Chapter shall or may under any circumstances inure to the benefit of any private shareholder or individual.
- (b) The Chapter shall not be organized or operated for profit.
- (c) The Chapter shall not;
  - (1) Lend any part of its income or corpus without the receipt of adequate security and reasonable rate of interest to;
  - (2) Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to;
  - (3) Make any part of its services available on a preferential basis to;
  - (4) Make any purchase of securities or any other property, for more than adequate consideration in money or money's worth from;
  - (5) Sell any securities or other property for less than adequate consideration in money or money's worth to; or
  - (6) Engage in any other transactions which result in substantial diversions of its income or corpus to; any Officer member of the Board of Directors or substantial contributor to the Chapter.
- d) The prohibitions contained in Article XX, Section 2(c) do not mean to imply that the Chapter may take such loans, payments, sales, or purchases to anyone else, unless such authority be given or implied by other provisions of the Articles of Incorporation or By-Laws.

Article XXI - Distribution on Dissolution

Section 1. Dissolution - Upon dissolution of the Chapter, the Board of Directors shall distribute the assets and accrued income to one or more organizations as determined by the Board, but which organization or organizations shall meet the limitations prescribed in Article XX, Section (1)(a) and (2) inclusive.