



**BYLAWS  
OF  
THE ASSOCIATION OF STATE WETLAND MANAGERS, INC.  
DBA the National Association of Wetland Managers  
(Last Revised July 18, 2023)**

**ARTICLE I  
PURPOSE OF THE ASSOCIATION**

The purpose of the Association is to provide the forum and means to promote protection, restoration, and management of the Nation's wetlands. This Association is organized exclusively for research, educational, and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and, specifically, to receive and administer funds for such charitable, research, and educational purposes, all for the public welfare, and for no other purposes.

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings of the Association shall be to the benefit of or be distributed to its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes.

**ARTICLE II  
MEMBERSHIP**

**Section 1. Availability of Membership**

Membership to this organization is available on a non-discriminatory basis in regard to race, religion, color, national origin, or gender.

**Section 2. Qualifications**

Membership in the Association shall be open to all individuals interested in protection, restoration, and management of wetlands and that meet membership qualifications established by the Board of Directors. Members of the Association shall pay dues established by the Board of Directors. Any applicant meeting the requirements of Section 1 of this Article and any membership qualifications established by the Board shall be granted membership.

**Section 3. Privileges of Members**

Members of the Association shall be entitled to:

- Attend the annual meeting and special functions of the Association at a reduced fee to be determined by the Board of Directors;
- Serve on one or more Committees of the Association at the discretion of the Committee Chair;
- Receive the Association's communications, such as newsletters and emails periodically throughout the year;
- Stand for election to the Board of Directors consistent with the procedures provided herein;
- Receive a discount, to be determined by the Board of Directors, on Association publications, trainings, webinars, or other products; and
- Vote for officers, board of directors, and on business brought before the general membership.

#### Section 4. Types of Membership

- a) Individual Government/NPO Employee: Individual members who work for government agencies or non-profit organizations.
- b) Individual Corporate/Consultant: Individual members who work for the private sector.
- c) Tribal: Tribal members are those individuals who are either members of or employed by an American Indian Tribe or Alaska Native agency.
- d) Student: Student members are those who are enrolled full time in an academic institution.
- e) Senior/Retiree: Senior/Retiree members are those who are 65 years of age or older.
- f) Group Membership: A group membership consists of 3 or more individuals from the same government agency, organization, business, or other entity and receives a 20% discount off each individual membership rate. Only one vote shall be accorded per NPO/government agency/corporate group membership. The discounted rate provided for individual Tribal memberships cannot be used to calculate Tribal group rates. If a Tribe wants to purchase a group membership, rates will be calculated using the standard individual government employee rate.
- g) Honorary: Honorary Members are persons of marked distinction who shall be accorded by the Board of Directors the privileges of the Association without payment of dues.

#### Section 5. Members in Good Standing

A member in good standing shall be one who has no indebtedness to the Association, is current with membership dues, and has complied and is complying with all the provisions of the Association Constitution, Bylaws, and Rules.

### **ARTICLE III** OFFICERS AND DIRECTORS

#### Section 1. Officers

The Officers of the Association shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer. When preferred, the offices of Secretary and Treasurer may be combined. Only employees of state or tribal agencies may serve as Chair and Vice Chair of the Association. Officers must have held an At Large or Ex Officio position on the Board of Directors for at least one year before running for an Officer position.

Section 2. Board of Directors

The Board of Directors shall consist of ten (10) members to include the Chair, Vice Chair, Secretary, Treasurer, Outgoing Chair and five (5) Members at Large. The Chair, the Vice Chair and at least four of the other eight (8) Board members shall be employees of state or tribal agencies. The Board may be only 9 total members if the Secretary and Treasurer positions are combined.

### Section 3. Ex Officio Board Members

The Board of Directors may invite others to participate as ex officio members of the Board. Ex officio members may participate in board meetings, including conference calls and contribute to board discussion. Ex officio members do not have the ability to vote on issues as a formally elected board member.

## **ARTICLE IV**

### DUTIES OF OFFICERS AND BOARD OF DIRECTORS

#### Section 1. Duties of the Chair

It shall be the duty of the Chair, under the direction of the Board of Directors, to serve as chief executive officer in the exercise of overall responsibility and authority for the general management and control of business and affairs of the Association. The Chair shall preside at all meetings of the Association, appoint all committees with the exception of the Nominating Committee, remove any appointee, and enforce the Bylaws of the Association.

#### Section 2. Duties of the Vice Chair

It shall be the duty of the Vice Chair to assist the Chair in the discharge of the Chair's duties, to officiate in the Chair's absence, and serve as the Association's chief liaison to other organizations. The Vice Chair shall also perform such other duties as delegated by the Chair.

#### Section 3. Duties of the Secretary

It shall be the duty of the Secretary to assist in the discharge of the Chair and Vice Chair's duties, and to officiate in their absence. The Secretary shall be Secretary of the Board of Directors and of the Association. The Secretary shall give or cause to be given, notice of all meetings of the members and the Board of Directors required by the Bylaws and shall keep, or cause to be kept, a record of minutes at such place as the Board of Directors may order, of all the meetings of the Board of Directors, with the time and place of holding, the names of those present at meetings of the Board of Directors and members' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at such place as the Board of Directors may order, a register showing names of members and

their addresses. The Secretary shall maintain, or cause to be maintained, at such place as the Board of Directors may order, the official copies of the Articles of Incorporation, Constitution and Bylaws.

#### Section 4. Duties of the Treasurer

The Treasurer and designees shall collect and keep all the funds of the Association in the manner prescribed by the Board of Directors and shall disperse the funds of the Association only on the approval of and in the manner prescribed by the Board of Directors. The Treasurer shall keep or cause to be kept an accurate accounting of all financial transactions of the Association and shall prepare or cause to be prepared all financial reports required by the Board of Directors, these Bylaws, or as required by state or federal law.

#### Section 5. Powers and Duties of the Board of Directors.

- a) General: The general powers of the Association shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by the Board of Directors except as provided below for the Executive Committees or delegated to the Committees by the Board of Directors. The Board of Directors shall have the power and right to make rules and regulations binding upon all members and to arbitrate any internal controversy, difference, or problem that may arise. The Board of Directors may cooperate with, contract with, or engage in joint action with other persons or organizations to achieve the Association's objectives. The Board of Directors may act as an agent, or appoint an agent, to represent any member or members on any subject matter pertaining to the Association's objectives. The Board of Directors may provide for the employment of nonmembers and may contract for services, as it may deem necessary for the proper conduct of the affairs of the Association.
- b) Financial: The Board of Directors shall have supervision and control of the funds of the Association. Funds or assets may be expended only for carrying out the objectives of the Association as defined by these Bylaws. No member of the Board of Directors or any committee shall receive any compensation from the Association except for expenses incurred on Association business or as compensation for time spent on the Association's business as ordered by the Association's Board of Directors. The Board of Directors may authorize any officer or officers, agents, or employees, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Association, shall be signed or endorsed by such persons, and in such manner as, from time to time, shall be authorized by the Board of Directors.

**ARTICLE V**  
NOMINATION OF OFFICERS AND  
DIRECTORS

Section 1. Good Standing of Nominees

All nominees for elective office must be members in good standing.

Section 2. Nomination Committee

The nominating committee will propose candidates at least one month prior to the election of each year. The Secretary will post existing candidates in the regular notices no later than October 15<sup>th</sup> as well as a call for nominations from the membership.

Section 3. Nominations

Members can nominate a candidate for each of the elective offices. Nominees must be submitted to the Secretary and be members in good standing of the Association.

Section 4. Posting of Nominations

Upon review and approval by the Secretary, names of all nominees shall be provided to the membership by no later than November 15<sup>th</sup>. A member may accept nomination for only one office. No change in nomination shall be made following notice to the membership. In the rare event that nominee(s) withdraw and the number of nominees remaining is insufficient to fill need, the vacancies process below shall be followed.

**ARTICLE VI**  
ELECTION OF THE BOARD OF  
DIRECTORS

Section 1. Term of Officers

The Chair, Vice Chair, Secretary and Treasurer shall be elected for a term of two (2) years.

Section 2. Term of Members at Large

Members at Large shall be elected for a period of two (2) years.

Section 3. Date of Election

The election of Officers and Members at Large shall take place electronically and be completed by no later than December 15<sup>th</sup> in alternating years.

Section 4. Start of Elected Term

The term of each Officer and Member at Large shall begin on the January 1<sup>st</sup> following the election.

Section 5. Ballot for Officers and Board Members

Election of Officers and Members at Large shall be by single ballot. The candidate

receiving the highest number of votes for each office shall be the winner. The Secretary shall compile a list of all members in good standing as of November 15<sup>th</sup>. The list of candidates shall be provided to Association members through email communication. The Secretary will provide all members with a ballot and a deadline for submitting their vote. The Secretary shall check the name of each member as the ballot is received. On the date specified, the votes will be counted by the Executive Director and the results announced to the Board and membership.

#### Section 6. Tie Vote

If a tie vote prevents the election of a candidate for a particular office, another vote for that office shall be taken by a ballot that excludes any candidates who received fewer votes for that office.

#### Section 7. Vacancies

- a) Officer Vacancies: Any vacancy occurring among the officers of the Association by reason of resignation, removal, or death shall be filled promptly. If a vacancy occurs in the office of the Chairman, the Vice-Chair shall immediately assume the office of the Chair for the unexpired term or until an election can be called. If the Vice Chair is unable to assume the office of the Chair, then the office shall be filled by the Secretary. If the Secretary is also unable to assume the office of the Chair, then the office shall be filled by the Treasurer. If the Treasurer is also unable to fill the office of the Chair, then the office shall be filled by a qualified Member at Large, elected by a majority of the Board of Directors within 30 days of vacancy. Any vacancy in the offices of Vice-Chair, Secretary or Treasurer shall be filled by a qualified Member at Large designated by the Board of Directors after receiving a majority vote by the same and shall be filled within 90 days of such vacancy.
- b) Member at Large Vacancies: Any vacancy that may occur in the Board of Directors with more than six months of the term remaining shall be filled within two months by special election. Such vacancy shall be filled by a majority vote of members in good standing. Notice of a special election must be sent to members at least ten (10) days before the election ballot is scheduled to be sent. The notice shall include the name of one candidate, nominated by a Nominating Committee, for each vacancy. The name of any nominee nominated by the general membership must be submitted to the Secretary for posting at least five (5) days before the ballot is scheduled to be sent.

#### Section 8. Removal from Office

Any person holding an elective office may be removed from that office by vote of the general membership through a special meeting called for the specific purpose of considering such removal and providing that the notice, and voting requirements are satisfied as set forth herein.

**ARTICLE VII**  
**COMMITTEES AND OTHER APPOINTMENTS**

Section 1. Executive Committees Appointed by the Board of Directors as needed. Nominating. A Nominating Committee consisting of three (3) members shall be selected by the Board of Directors to prepare a list of candidates for elective office by October 15<sup>th</sup> of each year and to propose candidates in the event of a vacancy in accordance with Article VI.

Section 2. Executive Committees Appointed by the Chair as needed. Upon election, the Chair may appoint the following Committee Chairs and such other Committee members, committees, or appointees as he or she deems necessary or advisable in the interest of the Association. Committees shall bring major decision items to the attention of the Board of Directors for approval.

- a) Executive Committee: Duties include annually reviewing and revising standard operating procedures for the Board as well as annually reviewing and revising staff policies and benefits as needed to ensure organizational health.
- b) Nominating Committee: Duties include working with the Executive Director and Association staff to recruit and/or identify nominees each year and conduct the nomination process; and mentoring new Board members through the Association Board Orientation process.
- c) Legislation & Policy Committee: Duties include working with Association staff to track the progress of legislation, provide information to the membership, provide advice to the Board, and participate in comment letter writing and/or editing on behalf of the Board.
- d) Applied Science and Projects Committee: Duties include working with Association staff to identify future projects and technical/training needs of states and tribes as well as opportunities for the Association to partner with other organizations on projects including applied research and pilot demonstrations.
- e) Outreach and Communications Committee: Duties include identifying new partners, organizations, agencies and academic institutions for potential collaborations with the Association; working with Association staff on development of communication/marketing materials; and developing a regional and national presence for the Association.
- f) Finance Committee: Duties include working with the Association Executive Director and Bookkeeper on annual budget development; research new grant and/or funding opportunities; advising Association staff on investment strategies and opportunities; and identifying sustainable and diverse sources of funding for the Association.

**ARTICLE VIII**  
**MEETINGS**

Section 1. Types of Meetings. Meetings may take place by conference call, by webinar, by e-mail, by fax as well as face-to-face.

- a) General Membership: A General Membership meeting of the Association shall be held as part of the Annual Meeting.
- b) Annual Meeting: The Association will hold an Annual Meeting for the Membership and other individuals, groups, and organizations to further the objectives of the Association.
- c) Board Meetings: The board will hold monthly or bimonthly meetings usually via conference call to carry out regular board business. The date and time for these meetings will be established at the beginning of each calendar year.
- d) Special. Special meetings of the Board of Directors and General Membership shall be called as necessary in accordance with the requirements of these Bylaws.

#### Section 2. Calling a Special Meeting

The Chair may call a special meeting of the Association or the Board of Directors at any time. The Chair is required to call a special meeting at the written request of twenty (20) Members of the Association or by six (6) members of the Board of Directors.

#### Section 3. Notice of a Special Meeting

Notice of a special meeting shall be provided by the Secretary in writing to each member at least ten (10) days prior to the meeting and will include the proposal(s) and such background information as may be desirable.

#### Section 4. Quorum

A quorum at any Board of Directors meeting shall consist of not less than six (6) of its members.

#### Section 5. Voting

- a) Board of Directors: Only Board Members present and in good standing may participate and vote in the deliberations of the Board. Proxy voting at Board meetings is not permitted. The Chair may only vote in the case of a tie vote of the Board. If a quorum is not reached during the live meeting and a time sensitive vote is required, a vote by email may be performed before the next regularly scheduled Board meeting.
- b) General Membership: Only Members in good standing may vote at any meeting. Proxy voting is not permitted. Votes by the General Membership can be made by fax, email or at face-to-face membership meetings. The Secretary shall notify the membership by email of a proposed vote a minimum of 10 days but no longer than 21 days prior to the vote. The Secretary shall compile all electronic votes with votes made at face-to-face membership meetings to determine results.

#### Section 6. Order of Business

- a) General Membership: The following order of business should be observed at general membership meetings:



1. Attendance
  2. Approval of Minutes
  3. Amendments to Bylaws
  4. Officers' reports
  5. Committee reports
  6. Reports of delegates from and to other organizations
  7. Unfinished business
  8. New Business
  9. For the good of the Association
  10. Adjournment
- b) Special: At special meetings no business shall be transacted except that stated in the notice of the meeting.

#### Section 7. Robert's Rules

In conducting Association meetings, where By-laws do not specifically provide otherwise, Robert's Rules of Order shall govern.

### **ARTICLE IX** DUES

#### Section 1. Dues

The Board of Directors shall determine dues for all classes of Members. They shall become effective upon written notice to the Members and shall be appended to these Bylaws.

#### Section 2. Honorary

Honorary Members shall be exempt from dues.

#### Section 3. Delinquent Account Loss of Membership

If payment is not made within sixty (60) days from the date of the invoice the Member may be dropped from the Association.

### **ARTICLE X** RESIGNATIONS

All resignations from the Board of Directors, including Officers', must be received in writing by letter or email and will become effective upon receipt by the Executive Director.

### **ARTICLE XI** EXECUTIVE DIRECTOR; OTHER STAFF AND CONSULTANTS

The Board shall employ an Executive Director to be the chief operating officer for the Association and other assistants and staff. The Director shall be responsible for general coordination of Association activities and the hiring and supervision of other staff and consultants to carry out Association activities as approved by the

Board. The Board shall establish procedures for covering Association activities when there is a vacancy in the Executive Director position.

**ARTICLE XII**  
COOPERATIVE AGREEMENTS AND PARTNERSHIPS

Section 1.

The Association may establish memorandums of agreements and other cooperative agreements and partnerships with other organizations to carry out the objectives of the Association. The Executive Director, in coordination with the Vice Chair, is authorized to negotiate such agreements and partnerships. The Board must approve all such agreements and partnership proposals.