



Society of Wetland Scientists

European Chapter

BYLAWS AND STANDING RULES

Contents

ARTICLE I: Names and Objectives	2
ARTICLE II: Membership	3
ARTICLE III: Officers and Board of Directors	3
ARTICLE IV: Meeting and Voting	4
ARTICLE V: Adoption of Standing Rules	5
ARTICLE VI: Amendment of Bylaws	5
ARTICLE VII: SWS Europe Representation	5
STANDING RULES	5
Section 1. Duties of the President	5
Section 2: Duties of the Executive Vice President	6
Section 3. Duties of the Program Vice President	6
Section 4. Duties of the Delegate to SWS Board	6
Section 5. Duties of the Newsletter Editor/Secretary	6
Section 6. Duties of the Newsletter Editor/Secretary-elect	7
Section 7. Duties of the Treasurer	7
Section 8. Duties of the Treasurer-elect	7
Section 9. Duties of the Past President	7
Section 10. Salaries and Expenses	7
Section 11. Dues and Fees	7
Section 12. Standing Committees	7
Section 13. Special Committees	8
Section 14. Order of Business	9
Section 15. Availability of Bylaws and Standing Rules	9
Section 16. Dissolution of the SWS Europe	9
Section 17. Rules of Order	9

ARTICLE I: Names and Objectives

1. The name of the group shall be the EUROPEAN CHAPTER OF THE SOCIETY OF WETLAND SCIENTISTS, hereinafter referred to as the SWS Europe. The SOCIETY OF WETLAND SCIENTISTS in general will be referred to as the SWS.
2. The principal office for the transaction of the business of the SWS Europe is hereby located at the address of the current President. The SWS Europe by resolution of its Board of Directors may change the location of its principal office to any other place within Europe. Whenever this location changes, the new location will be announced on the Society of Wetland Scientist website.
3. The objectives are as follows:
 - a. The general purposes of the SWS Europe are to operate solely and exclusively as a non-profit and educational organization to foster conservation, restoration, and understanding of wetlands.
 - b. Advance public education and enlightenment concerning Europe's wetland resources.
 - c. Provide an independent forum for an interchange of ideas and data developed within wetland science in Europe.
 - d. Develop and encourage wetland science as a distinct discipline by supporting student education, curriculum development, and research in Europe.
 - e. Encourage and evaluate the educational, scientific, and technological development and advancement of all branches of wetland science and practice with a focus on European wetlands and issues.
 - f. Encourage the knowledgeable management of wetland resources of Europe.
 - g. Promote formal partnerships between SWS Europe and other wetland organizations to promote international coordination and collaboration.
 - h. For the administration of the affairs and the attainment its objectives, the SWS Europe shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities that may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the objectives for which the SWS Europe is organized, and to aid and assist other organizations whose objectives are such as to further accomplish, foster, or attain any of such objectives.
 - i. Notwithstanding anything herein to the contrary, the SWS Europe shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would: (1) prevent the SWS from obtaining exemption from United States of America Federal income taxation as a corporation as described in Section 501 (c) (3) of the Internal Revenue Code of 1954 and its regulations as the same now exist or as they may hereafter be amended from time to time, or (2) cause it to lose such exempt status.

ARTICLE II: Membership

1. Membership in the SWS Europe will be the same as for the SWS as follows:
 - a. Active Members: Persons involved in the study, management, or regulation of wetlands; and in any other appropriate wetland activity, including research and educational endeavours.
 - b. Student Members: Persons involved in full-time academic training toward any appropriate wetland endeavour.
 - c. Institutional/Corporate Members: Any institution, government agency or corporate organization with interest in the SWS and the furtherance of its objectives may become an Institutional/Corporate member, but shall not be eligible to vote.
 - d. Library Members: Institutional libraries such as those at colleges, universities, and agencies shall be eligible to join as library members but shall not be eligible to vote.
 - e. Family Members: Two members of a family may be SWS members with full, active member privileges, but shall receive a limited set of publications (usually only one copy per issue of the SWS's journal, Wetlands).
 - f. Lifetime Members: Members joining for the rest of their lives will receive full active members privileges.
 - g. Emeritus Members: An individual who has retired and who is at least 65 years old with 10 years membership in the Society may become an emeritus member.
2. As used in the Bylaws and Standing Rules, the term "member in good standing" means a member whose dues are paid.
3. Members joining during the period ending on December 31, 2005 shall be considered as a Founder Member SWS Europe.

ARTICLE III: Officers and Board of Directors

1. The Officers of the SWS Europe shall be President, Executive Vice-President, Program Vice President, Delegate to SWS Board, Newsletter Editor/Secretary, and Treasurer who are elected by the members; and the Immediate Past President. These six officers constitute the Board of Directors of the SWS Europe who shall have the authority to meet in closed session. The Newsletter Editor/Secretary-elect and/or Treasurer-elect may meet with the Board of Directors but are not members of the Board of Directors of the SWS Europe.
2. Only Active Members in good standing who have attended at least one of three SWS Europe meetings preceding their nomination shall be eligible for nomination for an elected office.
3. Terms
 - a. The President shall serve only one term in office for a period of one year or until the next annual meeting, but not beyond June 30 and upon the termination of that office shall become immediate Past President.

- b. The Executive Vice-President and Program Vice President, shall serve for a period of one year or until the next annual meeting, but not beyond June 30. The Executive Vice President shall automatically be nominated for President for the year following his or her term as Vice-President. Other nominations may also be made.
- c. The Newsletter Editor/Secretary shall serve for a period of three years, but not beyond June 30 of the third year of the 3-year term. A Newsletter Editor/Secretary-elect will be elected one year prior to termination of the term of a standing Newsletter Editor/Secretary. If the Standing Newsletter Editor/Secretary is nominated for this election and wins, there shall be no Newsletter Editor/Secretary-elect as the Standing Newsletter Editor/Secretary will fill this position.
- d. The Treasurer shall serve for a period of three years, but not beyond June 30 of the third year of the 3-year term. A Treasurer-elect will be elected one year prior to termination of the term of a standing Treasurer. If the Standing Treasurer is nominated for this election and wins, there shall be no Treasurer-elect as the Standing Treasurer will fill this position.
- e. The Delegate to SWS Board shall serve for a period of two years, but not beyond June 30 of the second year of the 2-year term.
- f. In the event of cancellation of an annual meeting, the officers of the SWS Europe and the members of any standing or special committee shall continue to serve and be responsible for the Bylaws until new elections and an annual meeting are held.
- g. If an officer cannot fulfill or complete the term of office, the Board of Directors is authorized to appoint a replacement until the next election.
- h. The Board of Directors shall consist of the Officers. Any number of Directors attending a called meeting of the Board of Directors constitutes a quorum. The Board of Directors is authorized to conduct business and hold meetings at its discretion. The Board of Directors may conduct business or hold meetings electronically or using conference telephone equipment or any other technology that allows everyone to exchange ideas.

ARTICLE IV: Meeting and Voting

- 1. The SWS Europe shall meet once a year at a place to be determined by the board of directors.
- 2. After notifying all of the members, the Board of Directors may cancel an annual meeting or change the place of an annual meeting or order a Special Meeting. If a meeting is cancelled, the Board of Directors shall schedule the next annual meeting.
- 3. A quorum for the transaction of official business at a SWS Europe meeting shall consist of any number of voting members present.
- 4. A motion to amend the Bylaws or to establish or dissolve the SWS Europe shall require a two-thirds majority of those voting. Voting will be conducted either electronically or by mail.

5. The Newsletter Editor/Secretary shall certify the voting eligibility of members. Only those who are both Active Members of the Society of Wetland Scientists and members of the SWS Europe in good standing shall be eligible to vote.
6. A summary of all business conducted at a SWS Europe meeting will be distributed to SWS Europe members.

ARTICLE V: Adoption of Standing Rules

1. The Board of Directors is authorized to adopt and amend Standing Rules necessary for conduct of SWS Europe business by a majority vote.
2. The Standing Rules must include, but shall not be limited to, the following:
 - a. Matters pertaining to SWS Europe finances.
 - b. Prescribed duties of SWS Europe officers.
 - c. Provisions for the establishment, duties, and method of selection of standing committees and other committees necessary to conduct the business of the SWS Europe.
 - d. Authorization for the specified publications of the SWS Europe for the furtherance of its objectives.

ARTICLE VI: Amendment of Bylaws

The Bylaws may be amended by a two-thirds vote of the members in good standing who attend an annual meeting and vote on the amendment. Voting may be conducted via electronic mail, phone, fax, postal mail, or any other effective and suitable means of communication. Proposals for amendments may be generated in the following ways:

- a. Recommendation of a majority of the voting members of the Board of Directors.
- b. Petitions signed by not fewer than twenty members in good standing or 10% of the SWS Europe membership eligible to vote whichever is fewer, and presented to the President at the annual meeting.

ARTICLE VII: SWS Europe Representation

1. Member of the SWS Europe will not represent the SWS Europe without the prior approval of the Board of Directors.

STANDING RULES

Section 1. Duties of the President

- a. The President shall be responsible for the business of the SWS Europe.
- b. Make appointments authorized in the Standing Rules
- c. Establish special committees required for the business of the SWS Europe.

- d. And exercise such other responsibilities determined from time to time by action of the SWS Europe or its Board of Directors.

Section 2: Duties of the Executive Vice President

- a. Duties of the Executive Vice President are to assist the President
- b. Perform the duties of the President when that officer is absent or unable to act.
- c. Assist the treasurer in drafting an annual budget.

Section 3. Duties of the Program Vice President

- a. The Program Vice President shall oversee meetings, workshops, and field trips sponsored by the SWS Europe
- b. The Program Vice President has the authority to nominate other SWS Europe members to provide assistance in organizing SWS Europe sponsored events.

Section 4. Duties of the Delegate to SWS Board

- a. Duties of the Delegate to SWS Board are to represent the SWS Europe during the SWS Board of Directors meetings including the SWS annual meeting when the President or Executive Vice President is absent or unable to act as a member of the SWS Board.
- b. Serves as a liaison between the SWS Europe and other SWS chapters.
- c. And, Serves as a liaison between the SWS Europe and the SWS in pursuing the establishment of new SWS chapters in Latin America. The duties of the Delegate to SWS Board shall be performed in consultation with the SWS Europe Board of Directors.

Section 5. Duties of the Newsletter Editor/Secretary

- a. Record and read minutes of the annual meeting of the SWS Europe and all called meetings of the Board of Directors. Distribute minutes to Board members and webmaster; minutes shall be made available on the SWS website.
- b. Certify eligibility of members prior to any vote
- c. Prepare and mail correspondence at the direction of Executive Board
- d. Maintain a file of correspondence and records of SWS Europe business.
- e. Maintain and update copies of the Bylaws and Standing Rules.
- f. Prepare the camera ready copy of the SWS Europe's quarterly newsletter
- g. Serve as membership data base manager
- h. Prepare and disburse information pertinent to increasing membership.
- i. Oversee development, procurement, and distribution of SWS and SWS Europe stationary.

Section 6. Duties of the Newsletter Editor/Secretary-elect

- a. Work closely with the Newsletter Editor/Secretary on SWS Europe affairs in order to be prepared to occupy the position at the end of the Newsletter Editor/Secretary's term in office.
- b. Fulfill the term of Newsletter Editor/Secretary should that individual not be able to continue in office.

Section 7. Duties of the Treasurer

- a. Administer the financial resources of the SWS Europe.
- b. Pay all bills of the SWS Europe as authorized by the President or the Board of Directors.
- c. Serve as Chairperson of the Ways and Means Committee.
- d. Prepare an annual budget in cooperation with the President and present it at the annual meeting of the SWS.

Section 8. Duties of the Treasurer-elect

- a. Work closely with the Treasurer on SWS Europe financial affairs in order to be prepared to occupy the position at the end of the Treasurer's term in office.
- b. Fulfill the term of Treasurer should that individual not be able to continue in office.

Section 9. Duties of the Past President

- a. The immediate Past President chairs the Nominating Committee and Bylaws Committee.
- b. And serves as Parliamentarian at meetings.

Section 10. Salaries and Expenses

- a. Officers and Directors of the SWS Europe shall not receive any salary or clerical or other expenses unless approved by the Board of Directors in advance.
- b. Travel expenses to attend Board meetings may be authorized by the Board of Directors as requested on a case by case basis.

Section 11. Dues and Fees

- a. Dues for membership in the SWS Europe will be paid to the Society of Wetland Scientists, and will be transferred to the SWS Europe as per the standing rules of SWS.
- b. The cycle for membership in good standing will be on a calendar basis, extending from January 1 to December 31. This term coincides with the fiscal year of the SWS Europe of The Society of Wetland Scientists.

Section 12. Standing Committees

The President in consultation with the Board of Directors shall appoint standing Committees, composed of SWS Europe members in good standing. Standing committees shall assist the

President and Board of Directors in the conduct of the affairs of the SWS Europe. The Chairperson of each standing committee shall report at the annual meeting of the SWS Europe. The term of duty for members of standing committees shall extend from their appointment to the end of the following annual meeting, unless otherwise specified.

- a. **Ways and Means Committee** The committee shall be responsible for preparing an annual budget for the SWS Europe. The Committee shall be chaired by the Treasurer and will also include the Executive Vice President and Program Vice President.
- b. **Conference Committee** The Committee shall be responsible for making arrangements for the annual meeting, including but not limited to:
 1. the content of the program
 2. meeting and lodging site(s),
 3. banquet and refreshments, and
 4. field trips.

The committee shall consist of a minimum of three SWS Europe members and will be chaired by the Program Vice President. The President will approve committee members.

- c. **Nomination Committee** - The Committee shall be responsible for recommending the names of candidates for elected offices. The immediate Past President shall serve as Chairperson. Nominations for officers are to be solicited from the membership through the Newsletter Editor and sent to the Immediate Past President.
- d. **Archives Committee** - This committee shall be responsible for developing criteria for determining what types of SWS Europe materials and records will be archived, how and where they will be stored and accessed, and the longevity of various materials in the archives. The committee is composed of the Board of Directors and will be chaired by the Treasurer.
- e. **Bylaws and Standing Rules Committee** - This committee shall consist of the Board of Directors and will be chaired by the immediate Past President and serves as the SWS Europe's official authority regarding all matters pertaining to the organization's bylaws and standing rules. This committee is responsible for insuring that the bylaws and standing rules are accurately maintained and updated.
- f. **Scholarship and Awards Committee** - This committee shall be responsible for obtaining, evaluating, and ranking wetland-related scholarships and awards. The committee will be chaired by the Executive Vice President and will recommend scholarships and awards to the Board of Directors for decision.
- g. **Communication Committee** - The Committee shall be responsible for disseminating information regarding SWS Europe activities, and increasing the membership of the SWS Europe.

Section 13. Special Committees

Special Committees are appointed to assist the President and the Board of Directors with developing information, services, or programs that are generally short term and of a non-recurring nature. The Committee(s) shall report to the Board of Directors and the membership at the Annual Business Meeting. Special Committees, composed of SWS Europe members in good standing, shall be appointed by the President in consultation with the Board of Directors at any

time for a period of 2 calendar years from the date of appointment unless reauthorize by the vote of the Board.

Section 14. Order of Business

The agenda for a business session for an annual meeting of the SWS Europe shall include, but shall not necessarily be limited to, the following items:

- a. Call to order by the President
- b. Remarks by the President
- c. Determination of a quorum
- d. Introduction of guests and visitor
- e. Reading of minutes and Newsletter Editor/Secretary's report
- f. Treasurer's report
- g. Reports of Standing Committees
- h. Reports of Special Committees
- i. Other old business
- j. Installation of newly elected officers
- k. New business
- l. Adjournment

Section 15. Availability of Bylaws and Standing Rules

The Bylaws and Standing Rules of the SWS Europe will be available from the Bylaws and Standing Rules Committee upon request of any SWS Europe member and shall be made available on the Society of Wetland Scientists website as well.

Section 16. Dissolution of the SWS Europe

Upon dissolution of the SWS Europe, its Executive Board shall transfer all assets, accrued income, and other properties to the Society of Wetlands Scientists parent organization with a request that said assets be held for a period of not more than five years from the date of dissolution of the SWS Europe, for distribution to another Chapter that may be established in approximately the same geographic area within the said five-year period. If another Chapter is not established in the said area and period of time, the Society of Wetland Scientists parent organization may distribute all assets, accrued income and other properties to a European charitable organization in accordance with SWS bylaws. A motion to dissolve the SWS Europe, upon the recommendation of the SWS Board of Directors, shall require a two-thirds majority of those voting. Voting will be conducted either electronically or by mail.

Section 17. Rules of Order

The SWS Europe will adopt Robert's Rules of Order. The Immediate Past President will serve as Parliamentarian at meetings.