

**Bylaws of the Wetland Restoration Section of the Society of Wetland Scientists,  
(revised March 9, 2023)**

**ARTICLE I**

**Names and Mission**

The name of the group shall be the WETLAND RESTORATION SECTION OF THE SOCIETY OF WETLAND SCIENTISTS, hereinafter referred to as the WETLAND RESTORATION SECTION.

The principal office for the transaction of the business of the Wetland Restoration Section (Section) is hereby located at 7918 Jones Branch Drive, Suite 300, McLean, VA 22102. Whenever this location changes, the new location will be announced by the international Society of Wetland Scientists ([www.sws.org](http://www.sws.org)).

The mission of the Society of Wetland Scientists is to promote understanding, conservation, protection, restoration, science-based management, and sustainability of wetlands. The mission of the Section is to support SWS members by advancing research and application in restoration fields that regulate wetlands. Our vision is to help our members achieve the delivery of more successful wetland restoration projects through:

1. Improved exchange of information and expertise among wetland practitioners, regulators, and researchers
2. Enhanced dissemination of information on wetland restoration, both within and beyond SWS
3. Improved identification and promotion of best practice in the design, implementation, and monitoring of wetland restoration projects
4. Making positive contributions to the definition of terms, metrics, and measures of success in wetland restoration.

Notwithstanding anything herein to the contrary, the Section shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would: (1) prevent it from obtaining exemption from United States Federal income taxation as a corporation as described in Section 501 (c)(3) of the USA 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.

For the administration of the affairs and the attainment of the objectives of the Section, as set forth in ARTICLE I, a through f, the Section shall have the power, either directly or indirectly, either alone or in conjunction or co- operation 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 Section is organized, and to aid and assist other organizations whose objectives are such as to further accomplish, foster, or attain any of such objectives.

**ARTICLE II**  
**Membership**

1. Any individual who is a member in good standing of the Society of Wetland Scientists with interest in the Section and furtherance of its objectives shall be eligible to join the Section. Individual members shall receive all membership benefits and are eligible to vote.
2. As used in the Bylaws and Standing Rules, the term "member in good standing" means a member whose dues are paid.

**ARTICLE III**  
**Wetland Restoration Section Goals and Objectives**

The goals of the Section include:

1. Encouraging the sharing of scientific, theoretical, and technical data regarding wetland restoration between the applied, academic, and regulatory sectors of the wetland science arena. In this context, wetland restoration is defined in the broadest sense, including wetland reclamation, rehabilitation, and mitigation.
2. Creating a discussion forum for issues related to wetland restoration including projects driven by local issues, such as regulation in the United States through the Clean Water Act permitting process, or national/international perspectives, such as the delivery of the Convention on Biological Diversity's Aichi Biodiversity Targets via symposia organized at the annual meetings of the Society of Wetland Scientists, internet discussion, and/or other informal networking.
3. Providing opportunities and support for students working on issues related to wetland restoration through granting of research awards and educational outreach at special symposia and poster sessions at annual SWS meetings.
4. Providing a forum for the exchange of wetland restoration ideas and information through a dedicated website for the membership.
5. Sponsoring a symposium at the annual meeting, which addresses topics related to wetland restoration, including topics associated with Clean Water Act permitting in the United States and similar issues from other countries. The theme will vary annually, but the link to the wetland restoration agenda will remain consistent. The Section's Board of Directors or an approved Symposium Committee of the Section will coordinate the annual theme, including the procurement of presentations. To operate solely and exclusively as a charitable and educational organization to foster conservation and understanding of wetlands

Specific measurable objectives that align with the goals of the Section will be developed by the Section Leadership Team (see Article IV) at the annual meeting and revisited at quarterly meetings. The intent is to develop objectives that are attainable within a reasonable timeframe and discuss them regularly to assess progress and continued interest.

## **ARTICLE IV**

### **Officers and Board of Directors**

1. Only Active Members in good standing shall be eligible for nomination for an elected office.
2. The seven officers of the Section shall be Immediate Past-Chair, Chair, Vice-Chair, Secretary, Treasurer, Student At-Large, and International At-Large. These officers constitute the Board of Directors who shall have the authority to meet in closed session and all positions serve one term. When a new Vice-Chair is elected, the former Vice-Chair becomes the new Chair and the former Chair becomes the new Immediate Past-Chair.
  - a. The Chair shall serve for a term of one year and upon the termination of that office shall become Immediate Past-Chair.
  - b. The Vice-Chair shall serve for a period of one year and then becomes the Chair. If the Chair leaves office prior to completion of their term, the Vice-Chair shall assume the duties of the Chair.
  - c. The Secretary and Treasurer shall each serve for a period of three years. The terms of office for the Secretary and Treasurer shall be staggered so that their election does not normally occur during the same year.
  - d. The Student At-Large shall serve for a period of one year and must be a student in good standing at the start of their term.
  - e. The International At-Large shall serve for a period of one year and must have their primary residence outside of the United States at the start of their term.
  - f. The Immediate Past-Chair shall serve for a period of one year.
  - g. If an officer other than the Chair cannot fulfill or complete the term of office, the Board of Directors is authorized to appoint a replacement until the next election is held. If any officer other than the Chair becomes temporarily unable to perform their duties, the Board of Directors is authorized to appoint a temporary replacement until such time as they deem the original officer can return to their duties. If the Chair cannot fulfill or complete the term of office, either temporarily or permanently, then the Vice-Chair assumes the duties of the Chair (either temporarily or permanently, as the case may be).
  - h. If no eligible person is nominated (by self or others) for any of the offices listed above, then the standing officer may continue to serve in the same position in excess of the term limits mentioned above.
3. The Section Leadership Team shall consist of the Board of Directors and the Chairs of any Standing Committees. The Section Leadership Team is authorized to conduct business and hold meetings at its discretion. All members of the Section Leadership Team shall be members in good standing. The Section Leadership Team may conduct business or hold meetings electronically or using conference telephone equipment or any other technology that allows everyone to exchange ideas.

**ARTICLE V**  
**Meeting and Voting**

1. The Section shall meet at least quarterly to discuss issues of interest to the Section.
2. A quorum for the transaction of official business of the Section shall consist of at least three members of the Section Leadership Team.
3. The Secretary shall certify the voting eligibility of members.
4. The Board of Directors and the membership may vote for officers, Bylaw and Standing Rule amendments by mail or electronically. Voting for officers shall be done approximately one month before the annual meeting and results announced at the meeting. Candidates shall be solicited from the membership and applications shall be received approximately two months before the annual meeting. Self-nomination shall be acceptable. Applications typically include a 100 to 200 word summary of the candidate's background, past service to SWS, why they want to serve the Section, what Section initiatives they are interested in, etc. Voting results shall be announced electronically and at the annual meeting.

**ARTICLE VI**  
**Adoption of Standing Rules**

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

**ARTICLE VII**  
**Amendment of Bylaws**

1. The Bylaws may be amended by a two-thirds vote of the members in good standing who attend a Section business meeting or respond to an electronic vote as authorized by the Board of Directors. Proposals for amendments may be generated in the following ways:
  - a. Recommendation of a majority of the voting members of the of Board of Directors.
  - b. Petitions signed by at least 20 percent of the Section membership eligible to vote and presented to the Chair at least thirty days prior to the next business meeting. The Secretary shall determine if the signatories are members in good standing within 30 days of receipt. The petition will be presented for a vote at the next business meeting.
2. The international SWS Board of Directors is authorized to take whatever steps may be

necessary, including amendments to the Section Bylaws and Standing Rules, to obtain and retain tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE VIII**

### **Dissolution of the Section**

1. If the international SWS is dissolved, the Section is also dissolved and all net assets will be distributed to a similar organization exempt under Section 501(c)(3) of the Internal Revenue Code. Designation of the organization(s) to receive said assets will be at the discretion of the international SWS Board of Directors.
2. A Section may be dissolved by two-thirds vote of the international SWS Board of Directors. Such an action may be based upon the Section having taken action contrary to or otherwise having failed to comply with its own Bylaws and Standing Rules or Bylaws and Standing Rules of the Society; failed to hold specific meetings; or otherwise failed to function as an active, effective arm of the Society. Upon dissolution of a Section, the records of that Section shall revert to the international SWS for disposal in the best interests of the former members of Section, or of the international SWS, as decided by the Board of Directors. All Section assets will revert to the international SWS, with a request that said assets be held for a period of not more than one-year from the date of dissolution of the Section, for distribution to another Chapter that may be established in approximately the same geographic area, or another Section with a similar area of interest, within the said one-year period. If another Chapter or Section is not established in the said area, or with a similar area of interest, within the one-year period of time, the international SWS parent organization may distribute all assets, accrued income and other properties in the best interests of the former members of the former members of the Section, or the international SWS, as decided by the international SWS Board of Directors.
3. In order to provide effective maintenance of a Section, the international SWS Board of Directors shall have the power to rename Sections, remove Section officers, or alter any other Section structural or functional aspect in order to provide for the viability of the Section or to maintain fiscal or legal requirements of the international SWS. All such actions shall require a two-thirds vote of the international SWS Board of Directors. The international SWS Board shall consult with the affected chapter, prior to changing chapter boundaries.

## **ARTICLE IX**

### **Society Representation**

No member of the SWS will represent SWS without the prior approval of the international SWS Board of Directors, nor represent the Section without prior approval of the Restoration Section Board of Directors.

**Standing Rules of the Wetland Restoration Section of the Society of Wetland Scientists,**  
***(revised March 9, 2023)***

**Section 1. Duties of the Chair**

The Chair shall serve for a period of one year and upon the termination of that office shall become the Immediate Past-Chair. Generally, duties include presiding at the meetings of the Section, authorizing expenditures of Section funds, promoting the interests of the Section, and ensuring that a symposium or other activity is organized in advance for the annual SWS meeting.

The Chair shall be responsible for conducting business, including the day-to-day direction of all committees and representatives, establish special committees required for the business of the and exercise such other responsibilities determined from time to time by action of the Board of Directors. The Chair shall preside at all Section meetings, serve as the Chairman of the Board of Directors, and strive to attend:

1. The Annual Meeting of the international Society of Wetland Scientists, including the Board of Directors meeting that generally occurs the day before the start of Annual Meeting.
2. The international SWS Board of Directors Fall Budget Conference call.
3. The international SWS Mid-year Board of Directors Conference Call of the Society.
4. Other SWS meetings as appropriate.

Should the Chair be unable to attend the meetings noted above, he or she shall appoint another Section Board member to attend. The Chair or their designee shall prepare and submit Section Reports, as directed by international SWS.

**Section 2. Duties of the Vice-Chair**

The Vice-Chair shall serve for a period of one year and shall become the Chair after the next election. Duties of the Vice-Chair are to assist the Chair and perform the duties of the Chair when that officer is absent or unable to act. The Vice-Chair shall also serve as the Chair of the Symposium Committee and serve as a liaison between the Section Board of Directors and the Program Committee/Symposium Committee for the international SWS Annual Meeting being planned that year.

The Vice-Chair shall serve as Parliamentarian at meetings when the Immediate Past Chair is not available and shall act as Archives Liaison to international Society of Wetland Scientists staff, ensuring that appropriate Section documents are archived.

**Section 3. Duties of the Secretary**

The Secretary shall each serve for a period of three years. Duties generally include assisting with organizing annual meeting symposia, preparing agendas and minutes of Section meetings, maintaining Section records, membership correspondence, and other administrative tasks. The Secretary shall also have the following responsibilities:

1. Record and read minutes of the annual meeting of the Section and all called meetings

of the Board of Directors. Distribute minutes to Board members and to the webmaster; minutes shall be made available on the Section page of the international Society of Wetland Scientists website ([www.sws.org](http://www.sws.org)).

2. Request updated mailing list of Section members from international Society of Wetland Scientists.
3. Certify eligibility of voting members.
4. Direct all correspondence received to the appropriate Board member as needed.
5. Prepare and mail correspondence at the direction of Board members.
6. Maintain a file of correspondence and records of the Section business. Annually transmit old correspondence and records to the SWS business office.
7. Maintain and update copies of the Bylaws and Standing Rules; make updated copies available on the website with assistance from the SWS Staff.
8. Prepare semi-annual reports of membership status and present reports at the meetings of the Board of Directors and to the membership at the Annual Meeting.
9. Serve as the Chairperson of the Section Membership Committee.
10. Prepare and disburse information pertinent to increasing membership.
11. Oversee development, procurement, and distribution of Section stationary, brochures, postage, photocopying, and other items as needed or directed.

#### **Section 4. Duties of the Treasurer**

The Treasurer shall serve for a period of three years. Duties include assisting with organizing annual meeting symposia, administering the financial resources of the Section, preparation of an annual budget, and other tasks related to finances, including:

1. Administer the financial resources of the Section in accordance with all applicable rules and requirements set by the international Society of Wetland Scientists, and laws of local, state or federal governments.
2. Pay all bills of the Section as authorized by the Chair or the Board of Directors.
3. Review financial statements for the Section.
4. Prepare annual budgets and statements as necessary and present a report on the budget at the annual meeting of the Section.

#### **Section 5. Duties of the Immediate Past-Chair**

The Immediate Past-Chair serves a term of one year and duties include:

1. Perform the duties of Chair if both the Chair and Vice-Chair are unable to act.
2. Responsible for updating and maintaining the Bylaws and Standing Rules.
3. Serve as Parliamentarian at Section meetings.
4. Shall remain a voting member of the Board while Immediate Past-Chair.

#### **Section 6. Duties of the At-Large Members**

At-Large members serve for a period of one year. Duties include assisting with organizing annual meeting symposia and generally assisting the other Board members as needed.

#### **Section 7. Salaries, Expenses, and Authority to Commit Funds**

1. Officers and Directors of the Section shall not receive any salary or clerical or other

expenses unless approved by the Board of Directors in advance.

2. International SWS encourages the Section to provide funds for the Chair to attend the international SWS Annual Meeting, and to this end, a travel expense line item shall be incorporated into the annual budget as approved each fiscal year.
3. The Board of Directors should review and authorize any single expenditure that has financial consequences for the Section in amounts greater than \$50.00.
4. The Chair shall review and sign any contract that involves legal exposure or has financial consequences for the Section. For Section expenditures, single commitments with financial consequences greater than 100% of the Wetland Restoration Section's assets also require the international SWS President's signature.

### **Section 8. Dues and Fees**

1. Dues for membership in the Section will be paid to the international SWS and will be transferred to the Section as per the Standing Rules of the international SWS.
2. Ten (\$10) dollars of dues received from each member will be allotted annually to the Section to which each member is affiliated. Members may choose to become affiliated with more than one Section at a cost of five (\$5) dollars for each additional Section. Additional Section dues will be allocated directly to the Section account. Additional requests for funds by Sections must be submitted to the international SWS Board with written justification no later than three months prior to a meeting of the international SWS Board of Directors and will be considered on a case-by-case basis.
3. 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 Section.

### **Section 9. Standing Committees**

Standing committees shall assist the Chair and Board of Directors in the conduct of the affairs of the Section. The Chairperson of each standing committee shall report at Section meetings and provide a written report to the Section Chair and Archives Liaison (Vice-Chair). The Chairs of the standing committees also shall provide any additional useful information or documents to the Archives Liaison.

New Standing Committee members (Section members in good standing) and committee Chairs shall be appointed by the Section Chair in consultation with Section Leadership Team as soon as possible after the Section annual meeting. The Section Chair will notify all committee members and Chairs of their appointments and will notify the SWS Staff so that all relevant documents, as well as the Section website can be updated. The Section Chair will charge each committee Chair with specific responsibilities after the annual meeting and throughout the year, and Committee Chairs shall report to the Section Chair. Standing Committees shall assist the Section Chair and Board of Directors in the conduct of the affairs of the Section. Standing Committees may establish subcommittees upon approval by the Board of Directors. The committee Chair should submit a written request to the Board stating the need for the subcommittee, basic subcommittee responsibilities, membership size, and protocols and procedures.



**Section 10. Special Committees**

Special Committees composed of Section members in good standing shall be appointed by the Section Chair in consultation with Board of Directors at any time. Special Committees are appointed to assist the Chair and the Board of Directors with developing information, services, or programs, which 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 meeting.

**Section 11. Order of Business**

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

1. Call to order by the Chair;
2. Report of the Chair;
3. Report of the Secretary;
4. Report of the Treasurer;
5. Other old business;
6. Installation of newly elected officers;
7. New business and petitions; and,
8. Adjournment.

**Section 12. Availability of Bylaws and Standing Rules**

The Bylaws and Standing Rules of the Section will be available from the Board of Directors or Bylaws Committee (if one exists) upon request of any Section member and shall be made available on the international Society of Wetland Scientists Section website page as well.

**Section 13. Rules of Order**

The Section will adopt Robert's Rules of Order. Additions for clarification will be identified in the international SWS Leadership Manual. The Section Immediate Past-Chair shall serve as Parliamentarian.