



International Association for Landscape Ecology - North America (IALE - North America)

**Formerly: The United States Regional Association of the
International Association for Landscape Ecology (US-IALE)**

Established: July 1986

www.usiale.org (to be updated for IALE-North America)

Bylaws – Revised in Entirety February 2019
by the Executive Committee

Established July 1986.

Revised March 1996

Revised 1998 (Article 5 amended; Article 11 added)

Revised 2001 (Article 5 amended; Article 7 added)

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Revised 2012 (new Articles 22 and 23 added)

Revised 2019 (replaced in entirety to reflect IALE-North America name change and governance updates)

ARTICLE 1. NAME

The official name of the regional chapter of the International Association for Landscape Ecology governed by these Bylaws will be the “International Association of Landscape Ecology - North America” (“Regional Chapter”).

ARTICLE 2. MISSION AND PURPOSE

The purpose of the Regional Chapter shall be to:

1. Foster landscape ecology research and practice across North America;
2. Provide a link between persons concerned with landscape ecology in North America, the International Association for Landscape Ecology, and other regional chapters of IALE;
3. Promote interdisciplinary research and communication among scientists, planners, and other professionals concerned with landscape ecology and colleagues in other countries under the aegis of the International Association for Landscape Ecology; and
4. Promote diversity and inclusion and champion participation in landscape ecology among people of all races, religions, gender identities, sexual orientations, ages, abilities, and veteran status.

The Regional Chapter is organized and operated solely for scientific and educational purposes.

ARTICLE 3. ORGANIZATION AUTHORITY

The Regional Chapter is organized and administered according to Statutes of the International Association for Landscape Ecology (“IALE”) (collectively the “IALE Governing Statutes”), which are incorporated by reference herein in the state of Pennsylvania, and applicable United States state and federal laws and shall be governed by those IALE Governing Statutes, applicable Pennsylvania state and United States federal laws, these Bylaws, and this Regional Chapter’s formation documents.

ARTICLE 4. MEMBERSHIP

Section 1. Members. Membership shall be open to all persons in North America who are engaged or concerned with the study and application of landscape ecology. Those persons who have paid the annual dues of the Regional Chapter shall be “Active Members.”

Section 2. Membership Liaison. This person, appointed by the President in consultation with the Secretary and subject to the approval of the Executive Committee, serves as the primary point-of-contact between Active Members and the Regional Chapter and will liaise with IALE on behalf of the Regional Chapter. The Membership Liaison manages correspondence between Active Members and the web designer and routes Active Member queries or requests for information to Regional Chapter officers as appropriate. The Membership Liaison

is a standing appointed position with ex-officio participation on the Executive Committee.

Section 3. Membership Dues. Membership dues will be established annually by the Executive Committee. Membership Dues shall be used to defray the costs of the Regional Chapter and to provide financial support to the International Secretariat, as specified in the IALE Governing Statutes. Membership shall lapse and members shall no longer be deemed “Active Members” when a person is one (1) year in arrears in annual dues, payment being due on January 1st of each year.

Section 4. Member Powers. All Active Members shall have the same rights and obligations with respect to voting, dissolution, redemption, transfer, and the same rights and obligations with respect to any other matters, except as otherwise stated herein.

Section 5. Member Liability to Third Parties. An Active Member shall not be personally liable for the acts, debts, liabilities, or obligations of the Regional Chapter merely by reason of being an Active Member.

Section 6. Resignation. An Active Member may resign at any time. Resignation does not relieve the former Active Member from any obligations they may have to the Regional Chapter as a result of obligations incurred or commitments made prior to resignation. A person who resigns, may be liable to the Regional Chapter for dues, assessments, or fees as a result of obligations incurred by the person prior to resignation.

Section 7. Termination, Expulsion, or Suspension. No Active Member of the Regional Chapter may be expelled or suspended, and no membership may be terminated or suspended, except pursuant to a procedure that is fair and reasonable and is carried out in good faith.

A procedure is fair and reasonable when:

1. The Active Member is given fifteen (15) calendar days’ prior written notice of the expulsion, suspension, or termination, and the reasons therefor are provided to the Active Member; and
2. The Active Member is given an opportunity to be heard, orally or in writing, not less than five (5) calendar days before the effective date of the expulsion, suspension, or termination by a person or persons authorized to decide that the proposed expulsion, termination, or suspension not take place; or
3. It is fair and reasonable taking into consideration all of the relevant facts and circumstances.

A person who has been expelled or suspended, or whose membership has been suspended or terminated, may be liable to the Regional Chapter for dues, assessments, or fees as a result of obligations incurred by the person prior to expulsion, suspension, or termination.

Section 8. Membership Voting. Each Active Member is entitled to one vote on each matter on which the Active Members vote. All Member votes shall be decided by a simple majority unless otherwise stated herein. A “simple majority” shall be defined as the vote for the person or issue that obtains the highest number of votes cast which exceeds the second-highest number of votes cast.

An Active Member may appoint a proxy to vote or otherwise act for that Active Member by signing an appointment form either personally or by the Active Member’s attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. An appointment is valid for eleven (11) months unless a different period is expressly provided in the appointment form. An appointment of a proxy is revocable by the Active Member. The death or incapacity of the Active Member appointing a proxy does not affect the right of the Regional Chapter to accept the proxy’s authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before

the proxy exercises authority under the appointment.

Appointment of a proxy is revoked by the person appointing the proxy by: 1) Attending any meeting and voting in person; or 2) Signing and delivering to the Secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form.

ARTICLE 5. GOVERNANCE

Section 1. Mode of Business and Corporate Powers. All business and correspondence of the Regional Chapter shall be in English. The Executive Committee shall be permitted to conduct all of its business remotely via teleconferencing and web-conferencing and through other forms of electronic communication, except that there shall be at least one face-to-face meeting annually, typically at the Annual Conference. Executive Committee members who are unable to attend the Annual Meeting in person are permitted to participate via remote access. Remote attendance of Executive Committee members shall count towards quorum requirements unless prohibited by applicable state law.

Section 2. Executive Committee. The Regional Chapter shall be governed by an Executive Committee made up of a minimum of nine (9) and maximum of eleven (11) individuals who shall be the directors of the Regional Chapter including: the President, Secretary, Treasurer, four (4) Councilors-at-Large, two (2) Student Representatives, and, when in office, the President-Elect and the Outgoing Treasurer. The Officers of the Executive Committee are the President, Secretary, and Treasurer. Executive Committee members and officers shall be representative of the diverse disciplines and professions that are concerned with landscape ecology.

The Executive Committee shall be permitted to conduct any and all such organizational business of the Regional Chapter as shall be necessary, appropriate, and not inconsistent with the law or Articles of Incorporation, between the business meetings of the Regional Chapter, including but not limited to the appointment of committee chairs and members, whether done by the Executive Committee or their designees. All votes of the Executive Committee shall be decided by a simple majority of those voting. The minimum numbers of Executive Committee members that shall be present to constitute a quorum shall be fifty-one percent (51%) of the then current Executive Committee members.

ARTICLE 6. NOMINATIONS AND ELECTIONS

Section 1. Executive Committee Nominations. The Executive Committee of the Regional Chapter shall be its Board of Directors. Such terms herein shall be used interchangeably. All directors on the Board of Directors must be individuals and must not receive compensation for their service on the Board.

Nominations for the Executive Committee may be made by any Active Member of the Regional Chapter and may be made by the Nominating Committee. All nominations, however made, shall be conveyed to the Executive Committee for review at least thirty (30) calendar days before stated close of the election. The slate of candidates running for election shall be submitted by the Secretary or their designee to the Regional Chapter membership at least twenty (20) calendar days prior the applicable election.

Section 2. Balloting. To be counted, ballots for the Executive Committee vacancies shall be received by the Secretary or their designee from Active Members on or before duly stated deadlines in the manner prescribed. Ballots shall be tallied by two (2) members of the then current Executive Committee or their designees, none of whom may be on the ballot. Members of the Executive Committee shall be elected by simple majority vote on a ballot distributed by the Secretary to all members using electronic means. Only Active Members who are students may vote for Student Representatives.

ARTICLE 7. DUTIES AND TERMS OF THE EXECUTIVE COMMITTEE

Section 1. Duties of President. The President is an officer of the Regional Chapter. The President of the Regional Chapter shall convene and chair meetings of the Executive Committee, preside at business meetings of the Regional Chapter, and represent the Regional Chapter on the IALE Council, as specified in the IALE Governing Statutes. The President or their designee from the Executive Committee serves on the Nominating Committee and liaises between the Executive and Nominating committees. The President or their designee from the Executive Committee is also encouraged to attend Host Committee planning meetings. The President's term of office shall begin in even-numbered years, one year and one day after their election as President-Elect, and shall last for two (2) years. The President may be elected to successive terms.

Section 2. Duties of the President-Elect. The President-Elect shall attend all Executive Committee meetings and gain thorough familiarity with the organization and current activities of the Regional Chapter and IALE. As assigned by the President, the President-Elect will fulfill other duties designed to prepare the President-Elect for leadership of the Regional Chapter. In the absence of the President, the President-Elect shall chair Executive Committee meetings and represent the Regional Chapter on the IALE Council, as specified in the IALE Governing Statutes. The President-Elect's term of office shall begin on first day following their election of odd-numbered years, with service in this position during the second year in office of the then current President. The term of office for the President-Elect shall be one (1) year, with the President-Elect then serving the following two (2) years as President.

Section 3. Duties of Secretary. The Secretary is an officer of the Regional Chapter. The Secretary shall keep the membership records of the Regional Chapter, schedule and notify members of meetings, maintain the minutes of annual meetings and meetings of the Executive Committee, collate news items, prepare the twice-yearly newsletters with the assistance of the Communications Committee, and email links to the IALE Bulletin to Active Members of the Regional Chapter. The Secretary shall also be responsible for submitting and updating all required annual reports to the State in which the Regional Chapter is organized and for maintaining all operational and historical business information pertaining to the Regional Chapter in accordance with state and federal law and nonprofit best practices. Annual reports shall include, but not be limited to, filing and or reporting:

1. The Annual Report due on or before April 30th of each year if the Regional Chapter has affected any change in its officers during the preceding calendar year (15 Pa. CSA § 5110);
2. Amendments to the Articles of Incorporation for changes to a registered agent (15 Pa. CSA § 5507; and
3. The Annual Report of the Executive Committee which shall be filed with the minutes of the Annual Meeting of Active Members, verified by the President and Treasurer or by a majority of the Executive Committee, showing in appropriate detail the following:
 - a. The assets and liabilities, including trust funds, of the Regional Chapter as of the end of the fiscal year immediately preceding the date of the report;
 - b. The principal changes in assets and liabilities, including trust funds, during the fiscal year immediately preceding the date of the report;
 - c. The revenue or receipts of the Regional Chapter, both unrestricted and restricted to particular purposes, for the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Regional Chapter;
 - d. The expenses or disbursements of the Regional Chapter, for both general and restricted purposes, during the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Regional Chapter; and

- e. The number of Active Members of the Regional Chapter as of the date of the report, together with a statement of increase or decrease in their number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

The Secretary shall keep minutes of the proceedings of the members, the Executive Committee and any other Regional Chapter body, and a membership register, giving the names and addresses of all members and the class and other details of the membership of each. The records provided for herein shall be kept at any of the following locations:

1. The registered agent's (if any) office of the Regional Chapter;
2. The principal place of business of the Officers of the Regional Chapter wherever situated; or
3. Any actual business office of the Regional Chapter (if any).

Pursuant to state law, the Secretary shall ensure that:

1. Every Active Member shall, upon written verified demand stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and record of account, and records of the proceedings of the Active Members, Executive Committee and any other Regional Chapter body, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of the person as an Active Member. In every instance where an attorney or other agent is the person who seeks the right of inspection, the Secretary shall ensure that the demand be accompanied by a verified power of attorney or other writing that authorizes the attorney or other agent to so act on behalf of the Active Member.
2. To the extent reasonably related to the performance of the duties of the Executive Committee, such Executive Committee members have a right:
 - a. In person or by any attorney or other agent, at any reasonable time, to inspect and copy corporate books, records and documents and, in addition, to inspect, and receive information regarding the assets, liabilities and operations of the Regional Chapter and any subsidiaries of the Regional Chapter incorporated or otherwise organized or created under applicable state law that are controlled directly or indirectly by the Regional Chapter; and
 - b. To demand that the Regional Chapter exercise whatever rights it may have to obtain information regarding any other subsidiaries of the Regional Chapter.

The Secretary's term of office shall begin on first day following their election of odd-numbered years and last two (2) years. The Secretary may be elected to successive terms.

Section 4. Duties of Treasurer. The Treasurer is an officer of the Regional Chapter. The Treasurer shall send notices of Regional Chapter membership dues, receive membership dues from the members of the Regional Association, manage the Regional Chapter's budget, maintain the financial records of the Regional Chapter, submit the Regional Chapter's annual payment to the International Secretariat of the IALE as stipulated in IALE Governing Statutes, provide a financial statement to the Executive Committee bi-annually per Handbook for Treasurer, and to the membership at the Annual Meeting, or in the IALE-North America Newsletter, as directed by the Executive Committee, and provide reminders of overdue membership dues to would be members. The Treasurer shall also keep appropriate, complete, and accurate books or records of account with the Regional Chapter office. The records provided for herein shall be kept at any of the following locations:

4. The registered agent's (if any) office of the Regional Chapter;

5. The principal place of business of the Officers of the Regional Chapter wherever situated; or
6. Any actual business office of the Regional Chapter (if any).

The Treasurer shall also authorize the expenditure of funds from the Regional Chapter's account on behalf of the Executive Committee and in accordance with the Regional Chapter's spending policies and procedures as described in the then current Executive Committee Handbook ("Handbook"). The Treasurer's term of office shall begin in even-numbered years, on first day following their election Treasurer, and shall last for two (2) years. Given the essential function of this role, the Executive Committee may approve the automatic renewal of this position for another two (2) year term should no other person be nominated for Treasurer in an election year. To facilitate banking within the United States' banking system, the Treasurer must be a legal resident of the United States. To ensure safekeeping of the Regional Chapter's finances, to hold this position, the Treasurer must successfully pass a background check; the criteria and processes for which shall be established by the Executive Committee, described in the Handbook, and provided to the nominees prior to an election. The Treasurer may be elected to successive terms.

Section 5. The Outgoing Treasurer. The Outgoing Treasurer is responsible for facilitating the transition of a newly elected Treasurer during their first year of appointment as Treasurer. The Outgoing Treasurer shall assist the new Treasurer in transitioning to all duties of the office and sign the tax forms for the last full calendar year they were Treasurer. The term of this office shall begin on the first day following election of a new Treasurer and shall be for one (1) year.

Section 6. Councilors-at-Large. The Regional Chapter shall strive to ensure that each Councilor-at-Large represents a different discipline or profession applicable to the mission of the Regional Chapter. A Councilor-at-Large shall perform such duties as may from time to time be assigned to them by the President or their designee and shall be appointed by the President to fulfill the duties of other officers who is unable to complete their term(s) of office. A minimum of two (2) Councilors-at-Large shall be elected in even-numbered years and two (2) in odd-numbered years with the terms of each beginning on first day following their election. The Regional Chapter shall endeavor to include Councilors-at-Large who are citizens of at least two (2) different North American countries. In the election for these positions, the candidate with the most votes will fill one (1) seat. The second seat will be filled by the person with the next greatest number of votes who represents a different country, as is possible given the candidate pool. If no such person exists, the person with the next greatest number of votes, regardless of country, will fill the second seat. The term for Councilors-at-Large shall be two (2) years. Councilors-at-Large may be elected to successive terms. One Councilor-at-Large will serve as the Committee Chair of the Site Selection Committee. One Councilor-at-Large will serve as the Committee Chair of the Equity, Inclusion and Diversity Committee.

Section 7. Student Representatives. Student Representatives will be primarily responsible for fostering communication and interaction of Student Members of the Regional Chapter both among themselves and the greater membership of the Regional Chapter. Student Representatives will serve as contact points for students, represent student concerns, promote student membership, solicit nominations, and oversee the election of their successors to the Executive Committee. Student Representatives may also assist local host and program chairs with student-related meeting arrangements and arrange workshops or symposia oriented toward students. One Student Representative will be elected each year for a two (2) year term. Terms shall start on first day following their election. The Regional Chapter will endeavor to include Student Representatives who are citizens of at least two (2) different North American countries. Student Representatives may be elected to successive terms for the duration of their education.

Section 8. Fiduciary Duties of Executive Committee Members and Officers.

Executive Committee members shall stand in a fiduciary relation to the Regional Chapter and shall perform their

duties as an Executive Committee member in good faith, in a manner they reasonably believe to be in the best interests of the Regional Chapter, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing their duties, an Executive Committee member shall be entitled to rely in good faith on the information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

1. One or more officers or employees (if any) of the Regional Chapter whom the Executive Committee member reasonably believes to be reliable and competent in the matters presented;
2. Counsel, public accountants, or other persons as to matters which the Executive Committee member reasonably believes to be within the professional or expert competence of such person; and
3. A committee of the Executive Committee upon which the member does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the member reasonably believes to merit confidence.

An Executive Committee member shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause their reliance to be unwarranted.

Section 9. Conflicts of Interest.

A conflict of interest transaction is a transaction with the Regional Chapter in which a member of the Executive Committee has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the member of the Executive Committee if the transaction is fair to the Regional Chapter at the time it was entered into or is approved as provided below:

1. A transaction in which member of the Executive Committee has a conflict of interest may be approved by the vote of the Executive Committee if the material facts of the transaction and the member of the Executive Committee's interest is disclosed or known to the Executive Committee.
2. A transaction in which a member of the Executive Committee has a conflict of interest may be approved:
 - a. In advance by the vote of the Executive Committee if the material facts of the transaction and the member of the Executive Committee's interest were disclosed or known to the Executive Committee; or
 - b. If the material facts of the transactions and the member of the Executive Committee's interest were disclosed or known to the Executive Committee members and they authorized, approved, or ratified the transaction.
3. For the purposes of this section, a member of the Executive Committee has an indirect interest in a transaction if:
 - a. Another entity in which the member of the Executive Committee has a material interest or in which the member of the Executive Committee is a general partner is a party to the transaction; or
 - b. Another entity of which the member of the Executive Committee is a director, officer, or trustee is a party to the transaction, and the transaction is or should be considered by the board of directors of the corporation.

A conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Executive Committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified under this section by a single member of the Executive Committee. If a majority of the members of the Executive Committee who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under

this section. The presence of a member of the Executive Committee with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsection of this section if the transaction is otherwise approved as provided herein.

Section 10. Liability of Executive Committee Members.

The civil liability of an Executive Committee member for the performance or nonperformance of their duties shall be limited to gross negligence or intentional misconduct.

Section 11. Indemnification of Executive Committee Members.

To the extent permitted by law, the Regional Charter shall indemnify Executive Committee members against liability incurred in a proceeding to which the individual was made a party because the individual is or was an Executive Committee member if:

1. The conduct of the individual was in good faith;
2. The individual reasonably believed that their conduct was in the best interests of the Regional Chapter, or at least was not opposed to the Regional Chapter's best interests; and
3. In the case of a criminal proceeding, the individual did not have reasonable cause to believe their conduct was unlawful.

Indemnification permitted under this section in connection with a proceeding by or in the right of the Regional Chapter is limited to reasonable expenses incurred in connection with the proceeding.

Section 12. Resignation. A member of the Executive Committee may resign at any time by delivering written notice to the Executive Committee, the President, or the Secretary. Such resignation shall be effective upon receipt of notice unless the notice specifies a later effective date. Once delivered, such notice of resignation is irrevocable unless revocation is permitted by the Executive Committee.

Section 13. Removal. A member of the Executive Committee may only be removed by a meeting of the Active Members called for the purpose of removing the Executive Committee member and the notice must state that the purpose, or one of the purposes, of the meeting is removal of the Executive Committee Member. Removal of the Executive Committee member is authorized if it is approved by all of the following: By a majority of the Executive Committee and a two-thirds vote of the Active Members..

ARTICLE 8. COMMITTEES

Section 1. Awards Committee. To recognize outstanding contributions from members of the landscape ecology community, the Regional Chapter shall present awards in the following categories: Best Student Presentation at the Annual Meeting (where both oral and poster presentations are considered); Distinguished Landscape Ecologist; Distinguished Landscape Practitioner; Distinguished Service to the Regional Chapter; and Best Publication in Landscape Ecology.

The Best Student Presentation Award(s) shall be awarded on an annual basis; the competition shall be organized and implemented by the Awards Committee. Judges shall be solicited from those individuals attending the Annual Meeting. The Best Student Presentation Awards(s) will be based on results of judging for that calendar year.

Nominations for the Distinguished Landscape Ecologist, Distinguished Landscape Practitioner, Distinguished Service to the Regional Chapter awards, and the Best Publication in Landscape Ecology award shall be solicited from the Active Membership as appropriate and at the sole discretion of the Awards Committee following the review of eligible nominations measured against the award criteria.

The Awards Committee shall present the awards during the Annual Meeting. The President shall nominate the Chair of the Awards Committee and the Executive Committee shall appoint the Chair. The Chair of the Awards Committee shall nominate for Executive Committee approval four (4) to six (6) Active Members. Awards Committee members will serve staggered 3-year terms, with one or two new members appointed each year as needed based on then current vacancies.

Section 2. Foreign Scholar Travel Award Committee. In recognition that international perspectives are valuable to members of the Regional Chapter, the Foreign Scholar Travel Award is established to support travel to the Regional Chapter's Annual Meetings for foreign colleagues. The annual awardee will be selected by the Foreign Scholar Travel Award Committee according to the committee's award criteria which shall specifically require the abstract of the successful applicant to have a high scientific value. Award recipients will be restricted to non-G7 countries. Preference shall be given to candidates from countries with which contact is generally more difficult and with greater financial need. The award amount will be set by the Executive Committee.

The President shall nominate the Chair of the Foreign Scholar Travel Award Committee for Executive Committee approval. The Chair of the Foreign Scholar Travel Award Committee will nominate for Executive Committee approval three (3) to seven (7) Active Members to serve on the Foreign Scholar Travel Award Committee. Committee members will serve staggered 3-year terms, with one or two new members appointed each year as needed.

Section 3. Meeting Site Selection Committee. The Meeting Site Selection Committee will work on a four (4) year timeline to target future Annual Meeting hosts and locations. This committee also is responsible for documenting and updating the history for said meeting planning. The President shall nominate the Chair of the Meeting Site Committee who shall be a current Councilor-At-Large and is appointed by the Executive Committee. The Meeting Site Selection Committee Chair shall nominate for Executive Committee approval three (3) to four (4) Active Members. The Meeting Site Committee Chair shall also serve a liaison among the Annual Meeting Program Chair, Local Host, a possible professional meeting planner, and the Executive Committee so as to foster communication and avoid delays in meeting planning. The Meeting Site Selection Committee will seek to rotate Annual Meetings around various locations within North America. Meeting Site Selection Committee members will serve staggered three (3) year terms, with one (1) or two (2) new members appointed each year as needed.

Section 4. Sponsorship Committee. The Sponsorship Committee seeks to increase revenue and lower registration fees for the Annual Meeting by obtaining sponsorship from a wide variety of organizations such as government agencies, companies, and educational institutions that support landscape ecology. The main duties of the Sponsorship Committee are to contact and recruit possible sponsors for the Annual Meeting, liaison with the Local Host and local sponsorship committees, provide continuity between successive years, provide aid and advice to the local sponsorship committee wherever possible, and develop and maintain a database of possible sponsors. The President shall nominate the Sponsorship Committee Chair for Executive Committee approval. The Sponsorship Committee Chair shall nominate for Executive Committee approval four (4) to six (6) Active Members to serve as Sponsorship Committee members. Sponsorship Committee Members will serve staggered three (3) year terms, with one or two new members appointed each year as needed.

Section 5. Nominating Committee. This committee is responsible for seeking diverse nominations for the Executive Committee from the Active Membership of the Regional Chapter, preparing a balanced slate of candidates, facilitating a standardized process for collecting candidate profiles to present to the Active Membership for election, and collecting and reporting on the voting results. The President shall nominate the Chair of the Nominating Committee for approval by the Executive Committee. The Chair of the Nominating Committee shall nominate for Executive Committee approval four (4) Active Members, in addition to the President or their designee, who will serve staggered three (3) year terms, with one (1) or two (2) new members appointed each year as needed.

Section 6. Policy Committee. This committee leads the Regional Chapter in facilitating the use of landscape ecology knowledge by landscape policy makers and decision makers. It functions as an interface between landscape ecology experts and policy makers/decision makers. It will draw on the knowledge of the Regional Chapter's Active Members, including those who are in government positions. The Policy Committee promotes increased use of landscape ecology knowledge in policy and application, collaboration with larger science societies that have complementary goals and ongoing staff and program resources, and promotes the use of Annual Meetings to further synthesize policy-relevant science and training for effective communication on policy issues. The President shall nominate the Chair of the Policy Committee and the Executive Committee shall appoint the Chair. The Chair of the Policy Committee shall nominate for Executive Committee approval three (3) to five (5) Active Members to serve as the Policy Committee. Nominees shall represent a range of public policy experience at local and national scales. Committee members will serve staggered three (3) year terms, with one (1) or two (2) new members appointed each year as needed.

Section 7. Communications Committee. This committee shall coordinate and facilitate the communication of the Regional Chapter's activities, and it shall promote an understanding of and appreciation for landscape ecology. The Communications Committee shall serve a diverse audience that includes current and future members, the broader academic community, educators, policy-makers and decision-makers, businesses and industry, and the general public. The Communications Committee is responsible for the communication of all aspects of the Regional Chapter's business and activities and, as such, will work closely with other Regional Chapter committees and the Regional Chapter's officers, particularly the Secretary on the semi-annual newsletters, the Membership Liaison, the Student Representatives, the Sponsorship Committee, the Awards Committee, and the Policy Committee and web designers. The President will nominate the Chair of the Communications Committee for appointment by the Executive Committee. The Chair of the Communications Committee will nominate for approval by the Executive Committee three (3) to five (5) Active Members to serve as Communications Committee members. The Communications Committee will work closely with the Equity, Inclusion, and Diversity Committee to make communications as inclusive as possible. While English is the primary language of the Regional Chapter, the Communications Committee will work to try to make some Regional Chapter materials available in other languages common in North America, where possible. Committee members will serve staggered three (3) year terms, with one (1) or two (2) new members appointed each year as needed.

Section 8. Equity, Inclusion, and Diversity Committee. This committee shall exist to foster and proactively address equity, inclusion, and diversity ("EID") within the Regional Chapter. Specifically, the EID Committee will foster a shared culture within the Regional Chapter that promotes the goals of accepting, respecting, and valuing differences that include attributes such as age, race, gender, ethnicity, religion, sexual orientation, gender expression, sexual identity, ability, language, family circumstances, and cultural backgrounds. The EID Committee will actively liaise with other Committees in order to achieve the following duties:

1. Identify areas of strategic focus for EID across the Regional Chapter;
2. Develop and maintain policies and practices on EID;
3. Develop activities that broaden diversity, enhance equity, and facilitate inclusion in the Regional Chapter, including representation on Regional Chapter boards and committees, in Regional Chapter governance, activities, within Regional Chapter award recipients, and within the Active Membership of the Regional Chapter;
4. Work to identify under-represented groups and ways to reach those groups and form equitable partnerships with relevant programs and organizations to improve recruitment, retention, and active participation within the Regional Chapter; and

5. Expand the dialogue among the Regional Chapter members about diversity, inclusion, and equity to include the entire field of landscape ecology across all levels – including the public, students, professionals, and leaders in the field.

The Chair of the EID Committee will be nominated by the President for appointment by the Executive Committee. The Chair shall be a current Councilor-At-Large. The Chair of the EID Committee will nominate for Executive Committee approval three (3) to five (5) Active Members to sit on the committee with the aim to have representation from a diverse group. Committee members will serve staggered 3-year terms, with one or two new members appointed each year.

Section 9. Other Committees. The Executive Committee may form other temporary or permanent committees as it deems necessary and appropriate to the business needs of the Regional Chapter. Such committees may be charged with specific or broad tasks, and the Executive Committee may give them powers to co-opt other Active Members or non-Active Members for particular purposes.

ARTICLE 9. MEETINGS

Section 1. Business Meeting.

The business meeting of the Regional Chapter shall be held once each year. Ordinarily, this meeting shall be held concurrently with an Annual Meeting cosponsored by the Regional Chapter and a host institution. Alternatively, the Annual Meeting may be held in conjunction with meetings of an appropriate professional association as specified by the Executive Committee.

Notice for this meeting shall be provided by the Secretary or other authorized person to Active Members no fewer than ten (10) days or more than sixty (60) days before the business meeting. The notice for this meeting shall include a description of any matter or matters which must be approved by the Active Members.

An Active Member may at any time waive any notice required by this Section. The waiver must be in writing, be signed by the Active Member entitled to the notice, and be delivered to the Secretary for inclusion in the minutes or filing with the corporate records. An Active Member's attendance at a meeting waives objection to: 1) Lack of notice or defective notice of the meeting, unless the Active Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and 2) Consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Active Member objects to considering the matter when it is presented.

Unless otherwise stated herein, those votes represented at the Business Meeting of Active Members shall constitute a quorum.

Section 2. Duties of Program Chairperson and Local Host. The Program Chairperson and Local Host shall be selected and approved by the Executive Committee. They shall develop programs and make local arrangements for Annual Meetings, together with a possible professional meeting planner. The Chair of the Meeting Site Selection Committee serves as the liaison among the Program Chair, Local Host, a professional meeting planner, and the Executive Committee. The Executive Committee shall be the final decision-making body for Annual Meeting arrangements, unless otherwise delegated. At any given time, there will be a Program Chair and a Local Host responsible for the present year's Annual Meeting, and second Program Chair and Host for the following year's Annual Meeting.

Section 3. Meeting Code of Conduct. The Regional Chapter's meetings are open to Active Members and those interested in landscape ecology. A primary goal of the Regional Chapter is to be inclusive and encouraging of

contributors with varied and diverse backgrounds as the Regional Chapter fosters and promotes landscape ecology. The Regional Chapter is committed to providing a friendly, safe, productive, and welcoming environment for all meeting participants, regardless of gender, sexual orientation, ability, race, national origin, or religion. The Code of Conduct, specified in full in the Handbook and incorporated by reference herein, outlines the expectations for all who participate in Regional Chapter meetings, as well as the consequences for unacceptable behavior (collectively with this Section 3, "Conduct Code"). All participants including, but not limited to attendees, speakers, volunteers, exhibitors, chapter members, service providers, and others shall be expected to abide by the Conduct Code during all meeting related events of the Regional Chapter, including those sponsored by organizations other than the Regional Chapter but held in conjunction with Regional Chapter events, whether in public or private facilities.

Section 4. Social Media/ New Media. The Regional Chapter meeting participants shall adhere to the current *IALE-North America Guidelines for Social Media/ New Media*, specified in full in the Handbook and incorporated by reference herein.

ARTICLE 10. FINANCES

The Regional Chapter shall be supported by membership dues, grants, contributions, fund-raising activities, income from the Annual Meeting, and other sources of income the receipt of which are consistent with the Regional Chapter's mission and tax exemption. Assessment and the amount of membership dues shall be left to the discretion of the Executive Committee. Funds of the Regional Chapter shall be under the supervision of the Executive Committee and shall be managed by the Treasurer. Tax related information is submitted annually by the Treasurer.

All elected officers serve gratis.

The Regional Charter may not make a loan or guarantee to or for the benefit of a member of the Executive Committee.

ARTICLE 11. PUBLICATIONS

The publication of the Regional Chapter shall be the *IALE-North America Newsletter* which, along with the IALE Bulletin, shall be distributed semi-annually in mid-summer and late-winter to all Active Members of the Regional Chapter.

ARTICLE 12. AMENDMENTS

Section 1. Standard Amendments. These Bylaws may be amended by a two-thirds majority vote of either 1) those Active Members voting at any Annual Meeting; or 2) those returning a ballot distributed by the Secretary to all Active Members by electronic means. Text of proposed amendments and/or a summary of the amendments shall be published in the IALE North America Newsletter and/or distributed electronically to Active Members at least twenty (20) calendar days prior to the voting deadline. Such publication shall be accompanied with an Executive Summary of the proposed amendments. Such amendments shall become effective when adopted unless otherwise provided in the resolution effecting the change.

Section 2. Emergency Amendments. The Executive Committee shall adopt emergency bylaws, subject to repeal or change by action of the Active Members, which, notwithstanding any different provisions of law or of the Articles of Incorporation, be effective during any emergency resulting from a catastrophe as a result of which a quorum of the Executive Committee cannot be readily assembled. The emergency bylaws may make any provision that may be appropriate for the circumstances of the emergency.

1. **Lines of Succession.** The Executive committee or other body, or the officers, if given authorization by the Executive Committee, either before or during an emergency, may:

- a. Provide, and from time to time modify, lines of succession in the event that during the emergency any or all officers or agents of the Regional Chapter shall for any reason be rendered incapable of discharging their duties; and
 - b. Effective in the emergency, change the head offices or designate several alternative head offices or regional offices of the Regional Chapter.
2. **Person Not Liable.** A representative of the Regional Chapter:
- a. Acting in accordance with any emergency bylaws shall not be liable except for willful misconduct.
 - b. Shall not be liable for any action taken by them in good faith in an emergency in furtherance of the ordinary business affairs of the Regional Chapter even though not authorized by the emergency or other bylaws then in effect.
3. **Effect on Regular Bylaws.** To the extent that they are not inconsistent with any emergency bylaws adopted, these Bylaws of the Regional Chapter shall remain in effect during any emergency, and, upon its termination, the emergency bylaws shall cease to be effective.
4. **Procedure in Absence of Emergency Bylaws.** Unless otherwise provided in emergency bylaws, notice of any meeting of the Executive Committee or any other body during an emergency shall be given only to those Active Members as is feasible to reach at the time and by such means as are feasible at the time, including publication, radio, television, on internet-based. To the extent required to constitute a quorum at any meeting of the Executive Committee or any other body during any emergency, the officers of the Regional Chapter who are present shall, unless otherwise provided in emergency bylaws, be deemed, in order of rank as follows: President, President-elect (if any), Treasurer, Secretary.

ARTICLE 13. DISSOLUTION

Dissolution of the Regional Chapter is authorized if it is approved by all of the following: by a majority of the Executive Committee; by a two-thirds vote of the Active Members; and in writing, by any person or persons whose approval is required for an amendment of the Articles of Incorporation or these Bylaws, or for dissolution.

The Regional Charter shall provide notice of any meeting at which such approval is to be considered by the persons noted above. The notice must state that the purpose, or one of the purposes, of the meeting is to consider dissolution of the Regional Charter and contain or be accompanied by a copy or summary of the plan of dissolution. The plan of dissolution shall indicate to whom the assets owned or held by the Regional Chapter will be distributed after all creditors have been paid.

At any time after dissolution is authorized, the Regional Chapter may dissolve by delivering all necessary documents to the Secretary State of the state in which the Regional Chapter is organized. Such documents shall include a statement to the effect that the dissolution was approved by a sufficient vote of the Executive Committee, its Active Members, and by any person or persons whose approval is otherwise required.