

UNITED STATES NATIONAL RAMSAR COMMITTEE

BY-LAWS

ARTICLE I. Purpose of the Committee

Section 1. **PURPOSE.** Said organization is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

- (a) No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 17(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II. Members and Observers

Section 1. **MEMBERS.** The members of the United States National Ramsar Committee (the Committee) shall be composed of representatives of United States nongovernmental organizations, both nonprofit and for-profit, and local and state governmental organizations that have an interest in supporting the objectives of the Convention on Wetlands of International Importance. Each member shall have one vote on Committee matters. Members pay such dues as may be approved at any Annual Meeting or other meeting announced for that purpose.

Section 2. **OBSERVERS.** The Observer members shall be composed of representatives of United States federal governmental agencies and other individuals who have an interest in supporting the objectives of the Convention on Wetlands of International Importance. Observers may participate in Committee meetings, but shall not be able to vote.

Section 3. **QUALIFICATIONS FOR MEMBERS AND OBSERVERS.** Nongovernmental and local and state governmental organizations may qualify for membership by identifying one representative and one alternate to the Secretary of the Committee and by payment of annual dues. Federal agencies may qualify for observer status by identifying one observer and one alternate to the Secretary of the Committee. Individuals may obtain observer status by applying to the Committee and being approved by majority vote at any meeting. Observers shall not be required to pay dues.

Section 4. MEETINGS. U.S. National Ramsar Committee shall conduct an Annual Meeting to be held at such place and at such time during each calendar year as the Chair or a majority of the Officers may determine. Additional meetings may be called by the Chair or a majority of the Officers at any time and shall be announced by the Secretary upon the written request of the Chair or a majority of the Officers.

Section 5. NOTICE OF MEETINGS. Notice of meetings shall be given by service upon each Member and Observer in person, or by mailing to him or her at his/her last known address a written or printed notice specifying the time and place of such meeting at least five (5) days before the date designated for such meeting.

Section 6. QUORUM. At the Annual Meeting, one-third of the Members shall constitute a quorum but, in the event of a quorum not being present a lesser number may adjourn the meeting to some future time. At any meeting except the Annual Meeting, Members present shall constitute a quorum except that one-third of the Members shall be required for a quorum at any meeting for the purpose of electing officers or approving dues.

Section 7. RESIGNATIONS. Any Member or Observer may resign any time by giving written notice to the Chair or Secretary. Any such resignation shall take effect at the time specified therein, or if the time is not specified therein, upon its acceptance by the Chair or Secretary.

Section 8. MAINTENANCE OF VOTING STATUS. Members that have not paid annual dues shall be retained as non-voting Members of the Committee and shall return to voting status upon payment of dues.

Section 9. EXPULSION. Any Member may be expelled or any agency or individual denied Observer status, with or without cause, by the affirmative vote of two-thirds of all the Members.

Section 10. OTHER PROCEDURES. Procedures other than those specified in these By-Laws shall be as prescribed in the current edition of Robert's Rules of order.

Section 11. DUES. Each Member organization shall pay dues annually. National organization dues are \$100; regional, state and local organization dues are \$50.

ARTICLE III. Officers

Section 1. NUMBER. The officers of the U.S. National Ramsar Committee shall be:

- (a) Chair
- (b) Vice-chair
- (c) Secretary
- (d) Treasurer

Section 2. ELECTION.

- (a) **Nominating procedures** - A Nominating Committee appointed by the Chair shall prepare a slate of nominees, including at least one nominee for each vacant officer position. Each such candidate shall have agreed to serve if elected.
- (b) **Election procedures and Terms of Office** - Balloting will be conducted at the Annual Meeting or at any other meeting called for that purpose. Written notice of any such meeting shall be mailed to each Member at the address recorded at the Committee's office not less than thirty (30) days prior to the meeting. The notice shall contain the slate of candidates for offices described in subsection (a) of this Section. Those receiving a majority of the votes cast for each position shall hold office for one year from the time of their election, and thereafter until their successors shall be elected, or until their death, resignation, or removal.

Section 3. DUTIES OF OFFICERS. The duties and powers of the officers of the Committee shall be as follows:

- (a) **Chair** -- The Chair shall:
 - (1) preside at all meetings of the Committee;
 - (2) be the chief operating officer of U.S. National Ramsar Committee and oversee the programs and administration of the Committee, subject to the direction of the Committee; and
 - (3) present at each Annual Meeting of the Committee a report of the business of the Committee.
- (b) **Vice-Chair** -- The Vice-Chair shall:
 - (1) preside at all meetings of the Committee in the absence of the Chair and shall succeed to the office of Chair in the event of death or resignation.
- (c) **Treasurer** -- The Treasurer shall:
 - (1) have the care and custody of and be responsible for all the funds and securities of the Committee and for depositing all such funds in the name of the Committee in such bank or banks, trust company or trust companies or safe deposit vaults as the Committee may designate;
 - (2) exhibit at all reasonable times the books and accounts to any Member of the Committee upon application at the office of the Committee during business hours;
 - (3) render a statement of the condition of the finances of the Committee at each meeting of the Committee, and at such other times as shall be required of him/her by the Members, and a full financial report at the Annual Meetings; and
 - (4) keep or cause to be kept at the office of the Committee correct books of account of all its business transactions and such other books of accounts as the Members may require.

- (5) shall, if required by the Members, give to the Committee such security for the faithful discharge of his/her duties as the Members may direct.

(c) Secretary – the Secretary shall:

- (1) keep the minutes of the meetings of the Committee in appropriate books;
- (2) cause to be called meetings of the Committee in accordance with these By-Laws;
- (3) present to the Committee at its meetings all communications addressed to him/her officially;

Section 4. **VACANCIES, HOW FILLED.** All vacancies in any office shall be filled by the Members without undue delay, at a regular meeting or at a meeting especially called for that purpose.

Section 5. **COMPENSATION OF OFFICERS.** The Members may authorize the payment of reasonable compensation to any officer for expenses or services rendered.

- (a) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Section 6. **RESIGNATIONS AND REMOVALS.** Any officer of the Committee may resign at any time by giving written notice to the Chair or to the Secretary. Resignations shall take effect at the time specified therein, upon its acceptance by the Members. The Members, by affirmative vote of a majority of the entire Membership, may remove from office any officer appointed by it.

ARTICLE IV. Amendments

Section 1. **HOW AMENDED.** These By-Laws may be altered, amended, repealed or added to by an affirmative vote of two-thirds of the Members at an annual meeting or at a special meeting called for that purpose, provided that written notice shall have been sent to each Member and Observer, which notice shall state all alterations, amendments or changes which are proposed to be made in such By-Laws. If, however, all the Members shall be present at any regular or special meeting, these By-Laws may be amended by a unanimous vote, without any previous notice.

ARTICLE V: Dissolution of the Organization

Section 1. **DISSOLUTION.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a

public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted by unanimous vote of Committee Members, December 8, 1999

Judith F. Taggart, Terrene Institute, Chair

George Furness, Secretary-Treasurer

Amended by vote of Committee Members, April 18, 2002

William Howard, Chair

George Furness, Treasurer