

Bylaws of the Association of Massachusetts Wetland Scientists

As approved by the membership at the Annual Meeting on November 15, 2024.

Article I: Name

The name of this organization shall be the “Association of Massachusetts Wetland Scientists” and shall be abbreviated as “AMWS.”

Article II: Purpose

The purpose of AMWS shall be to promote the profession and understanding of wetland science in Massachusetts and to support the public interest by:

1. Developing and maintaining high professional standards and a Code of Conduct and promoting their use by practicing wetland scientists;
2. Supporting and contributing to the expansion of wetland science research and encouraging the free exchange of scientific and technical information within the public and private communities;
3. Designing and developing programs to educate the membership and the public in the study of wetlands and the profession of wetland science; and
4. Contributing to sound public policy based upon the scientific understanding of wetlands.

Definitions:

Wetland Science is a multidisciplinary field with a specialization in the study of wetlands. Such disciplines include but are not limited to ecology, biology, zoology, botany, soil science, hydrology, geology, geomorphology, chemistry, environmental law, and environmental policy.

Profession of Wetland Science refers to the occupation by an individual and includes a broad range of technical specialties and expertise: the delineation and assessment of wetland resource area boundaries; evaluation of the types, functions, and uses of wetland resource areas; preparation of plans and protocols for wetland resource area mitigation, including creation, restoration, enhancement, and/or preservation; and/or the regulatory review, permitting, and compliance with federal, state, and local wetland statutes, regulations, policies, and guidance.

Article III: Membership and Dues

Section A: Membership Levels

1. All AMWS members fall into one of the following two basic membership levels:
 - a. Voting Members; and
 - b. Non-voting Members.
2. Special membership categories include:
 - a. Charter Membership;

- b. Retired Membership;
- c. Student Membership; and
- d. Corporate Membership.

Section B: Basic Membership Levels

1. Voting Members:

a. Qualifications:

- 1) Voting Members must possess a minimum of a two- or four-year college degree, with at least fifteen (15) semester hours in biological, environmental, or related science (see disciplines listed under Wetland Science definition in Article II above); OR
- 2) Voting Members must have practiced the Profession of Wetland Science or an Adjacent Profession for at least two (2) years and must be sponsored for Voting Member status by at least one (1) Voting Member in good standing;

- b. Only Voting Members in good standing shall have voting privileges; and*
- c. Only Voting Members in good standing may serve on the Board of Directors or serve as Chair of a Standing or Non-standing Committee.*

2. Non-voting Members:

- a. Non-voting Members shall be any individual with an interest in wetland science;*
- b. Non-voting Members shall not have voting privileges at full membership meetings; and*
- c. Non-voting Members may serve on a Standing Committee or Non-Standing Committee and have voting rights within that Committee but may not serve as the Committee Chair.*

Section C: Special Membership Categories

1. Charter Membership

- a. Charter Members are those individuals who attended either or both of the two organizational meetings on April 3, 1991 and May 15, 1991 and at that time paid the required dues;*
- b. Charter Members are Voting Members; and*
- c. The twenty-four (24) individuals listed alphabetically below are AMWS Charter Members:*

Kathryn Barnicle	Garrett Hollands	Ward Smith
Randall Christensen	Ruth Ladd	Dean Stockman
Elizabeth Colburn	William Lattrell	Edward Stockman
Paul Davis	Paul Lelito	Janice Stone
Barbara Gard	Raymond Levesque	Bruce Tease
Michael Gagnolati	Mickey Marcus	Budd Titlow
Francesca Gross	Bob Prokop	Arthur Towne
Bernard Holcomb	Gary Sanford	John Vieira, Jr.

2. *Retired Membership*

- a. Retired Members are members who have retired from full- or part-time work; and
- b. Based upon qualifications, Retired Members may be either Voting Members or Non-voting Members and have the privileges associated with their basic membership level.

3. *Student Membership*

- a. Student Members are members involved in full- or part-time academic training; and
- b. Student Members have the privileges granted to a Non-voting Member.

4. *Corporate Membership*

- a. Corporate Membership allows multiple individual members from one company, corporation, or recognized organization to be members of AMWS and receive all benefits of AMWS membership, including applicable voting privileges, at a reduced set rate;
- b. The annual dues required of individual members obtaining membership under a Corporate Membership are waived in lieu of an annual Corporate Membership fee;
- c. Individuals seeking AMWS membership through Corporate Membership are required to submit an individual application form or equivalent information as part of the annual Corporate Membership submittal; and
- d. Each individual who obtains or renews AMWS membership through a Corporate Membership may be either a Voting Member or a Non-voting Member based upon the individual's qualifications.

Section D: Membership Standing

1. A member in good standing has paid the required dues for the current calendar year and meets all requirements for membership; and
2. A member who has not paid their dues for the current calendar year is an inactive member. An inactive member shall be restored to a member in good standing by paying their dues for the current calendar year.

Section E: Dues

AMWS membership is on a calendar year basis running from January 1 to December 31 of each year. Dues for the following year are due on or before December 31;

1. Dues for all AMWS members shall be paid annually using the following membership categories: (1) Private Sector; (2) Public Sector; (3) Student; (4) Retired; or (5) Corporate Membership;
2. The fee for a Corporate Membership shall be established for five (5) individuals; a supplemental *pro rata* fee shall apply if there are more than five (5) individuals under a single Corporate Membership; and
3. Upon recommendation by the Board of Directors, the dues for each category of membership for the following calendar year may be modified. Any such changes must be

approved by a simple majority vote of the Voting Members present at the Annual Meeting or a special meeting called for this purpose.

Article IV: Board of Directors (“BOD”)

Section A: Composition of BOD

1. The AMWS BOD shall consist of the five (5) AMWS Officers: (1) President; (2) Vice-President; (3) Treasurer; (4) Secretary; and (5) Immediate Past President;
2. Prior Past Presidents and the Chairs of Standing and Non-standing Committees may attend and participate in BOD meetings but shall not have a vote in BOD matters; and
3. As used in these Bylaws, a simple majority vote of the BOD requires three (3) affirmative votes for a matter to carry if there are five (5) or four (4) BOD Members available to vote and two (2) affirmative votes for a matter to carry if there are three (3) BOD Members available to vote. A quorum of three (3) BOD Members is required for any vote to be taken.

Section B: Duties of BOD

The AMWS BOD shall:

1. Provide guidance for AMWS;
2. When appropriate, hire an AMWS Administrator to assist the BOD and Standing Committee Chairs in the day-to-day operation of AMWS; the AMWS Administrator reports to the President and serves at the discretion of the BOD subject to negotiated contract terms;
3. Keep members in good standing informed of activities related to AMWS;
4. Establish the date, time, and location for all AMWS BOD and full membership meetings;
5. Approve individual expenditures that exceed \$1,000.00;
6. Based upon records provided by the Secretary, in January of each year approve of the members of the four Standing Committees to confirm that overall Standing Committee membership complies with the requirements of this Bylaw;
7. Establish Non-standing Committees, including Technical Advisory Committees, in response to a determined need. Based upon records provided by the Secretary, in January of each year review the membership of all active Non-standing Committees and Technical Advisory Committees. Disband any Non-standing Committee or Technical Advisory Committee in response to a lack of determined need; and
8. Be responsible for the program portion of the Annual Meeting. The BOD, or a subcommittee thereof, shall select the date and location of the Annual Meeting and be responsible for assembling a program and inviting guests and speakers. The BOD shall make the membership aware of the Annual Meeting program via mail, AMWS Newsletter, and/or electronic communication.

Section C: Duties of AMWS Officers

1. The ***President*** shall:
 - a. Preside at BOD meetings and full membership meetings of AMWS, including the business portion of the Annual Meeting;

- b. Appoint the Chairs of all Standing Committees subject to ratification by a simple majority vote of the BOD;
 - c. Appoint the Chairs of all Non-standing Committees, including Technical Advisory Committees;
 - d. With consultation of the BOD and the Standing Committee Chairs, coordinate the day-to-day operation of AMWS with the AMWS Administrator; and
 - e. With the consultation and concurrence of a simple majority vote of the BOD, represent AMWS both verbally and in writing on issues that affect and/or involve wetland science.
2. The ***Vice-President*** shall:
- a. Preside at BOD meetings and full membership meetings of AMWS in the absence of the President;
 - b. Support the President in his/her duties;
 - c. In the absence of the Treasurer and/or Secretary, assume the duties of the Treasurer and/or Secretary (see Section D.3. Vacancies, below); and
 - d. In the absence of or at the request of the President, with the consultation and concurrence of a simple majority vote of the BOD, represent AMWS both verbally and in writing on issues that affect and/or involve wetland science.
3. The ***Treasurer*** shall:
- a. Preside at BOD meetings and full membership meetings of AMWS in the absence of the President and Vice-President;
 - b. On approval of the President, have the authority to pay AMWS bills of \$1,000.00 or less on his/her own signature;
 - c. Provide the financial administration of AMWS or oversee the financial administration of AMWS as provided by the AMWS Administrator;
 - d. Provide an annual financial report to the membership at the Annual Meeting and in the AMWS Newsletter; and
 - e. In the absence of the Secretary, assume the duties of the Secretary (see Section D.3. Vacancies, below).
4. The ***Secretary*** shall:
- a. Keep a written record of each meeting of the BOD and the full membership;
 - b. Provide copies of such minutes in a timely manner to the BOD and Committee Chairs for review and approval by the BOD. Upon approval, maintain a record of official AMWS meeting minutes;
 - c. Upon request, submit a copy of requested meeting minutes to any member in good standing;
 - d. Be responsible for notifying all members in good standing at least twenty-one (21) days prior to full membership meetings. Notification may be coordinated through the AMWS Administrator and may be via mail, AMWS Newsletter, and/or electronic communication;
 - e. Maintain a current listing of the AMWS membership and the Chairs and members of all Standing and Non-standing Committees; and

- f. In the absence of the Treasurer, assume the duties of the Treasurer (see Section D.3. Vacancies, below).
5. The ***Immediate Past President*** shall:
- a. Offer expertise, experience, and institutional knowledge to the BOD and Committee Chairs;
 - b. Support the President in his/her duties; and
 - c. In the absence of the President and Vice-President or at the request of the President and Vice-President, with the consultation and concurrence of a simple majority vote of the BOD, represent AMWS both verbally and in writing on issues that affect and/or involve wetland science.

Section D: Election of AMWS Officers

1. The ***Nominations Committee***:
- a. Is a Non-standing Committee;
 - b. The Chair is a Voting Member in good standing not currently serving on the BOD who is appointed by the President in January of each year when election of AMWS Officers will occur;
 - c. The Chair selects two (2) other Voting Members in good standing to serve on the Committee;
 - d. The Committee shall nominate up to two candidates for President, Vice-President, Treasurer, and Secretary;
 - e. Additional nominations made in writing by a Voting Member in good standing may be submitted to the Nominations Committee. Such petition shall name the candidate and the specific position, and must be received by the Chair at least forty-five (45) days prior to the Annual Meeting;
 - f. The Chair of the Nominations Committee shall confirm the willingness of each nominee to serve if elected;
 - g. All nominated candidates must be Voting Members in good standing;
 - h. The Nominations Committee shall submit a written report to the BOD which includes the nominations of the Committee for each office and any confirmed nominees made by others. A verbal report to the to the BOD as entered into the record through minutes at a scheduled BOD meeting is also acceptable. Such written or verbal report shall be provided to the BOD at least thirty (30) days prior to the Annual Meeting; and
 - i. Following review by the BOD, the list of nominees for each office shall be provided to the Voting Members in good standing at least fourteen (14) days prior to the Annual Meeting. Notification may be through the mail, AMWS Newsletter, or electronic communication.
2. Term of Office and the Election Process:
- a. The election of AMWS Officers occurs at the Annual Meeting every other calendar year. Such elections shall occur in odd numbered years;
 - b. Nominations that may be considered during the election shall consist of the following:
 - (1) nominees included in the Nominations Committee report to the BOD that have been

duly noticed to the membership; and (2) the nomination of a Voting Member in good standing made by a Voting Member in good standing, seconded by a Voting Member in good standing, and accepted by said nominee during the election process;

- c. Upon election, the President, Vice-President, Treasurer, and Secretary shall serve a two-year term. The newly elected AMWS Officers take office immediately following their election;
- d. The President and Vice-President may be elected to serve no more than two (2) consecutive terms in the same office. The Treasurer and Secretary may be elected to serve no more than four (4) consecutive terms in the same office;
- e. If the President does not seek a second term or during the President's second term in office, the Vice-President will automatically be nominated for President for the following two-year period. The Vice-President may decline this nomination;
- f. Following the election of a new President, the former President becomes the Immediate Past President. In the event that the President is elected to a second term, the current Immediate Past President shall also serve a second term;
- g. Voting for AMWS Officers is limited to Voting Members in good standing present at the Annual Meeting and will occur by a show-of-hands. The votes will occur in the following order: President, Vice-President, Treasurer, and Secretary. A simple majority of the Voting Members in good standing present at the Annual Meeting is necessary to be elected. If there are more than two candidates for an office and no candidate receives a simple majority in the first round of voting, the two (2) candidates with the highest vote totals shall be retained as candidates for as many rounds of voting as necessary for one to achieve a simple majority of the Voting Members in good standing present at the Annual Meeting; and
- h. Alternatively, if the Nominations Committee is able to offer only a single candidate for each office, upon acceptance of this process by a simple majority of the Voting Members in good standing present at the Annual Meeting, the entire slate may be accepted by a simple majority decision of the Voting Members in good standing present at the Annual Meeting.

3. Vacancies:

- a. In the event that the President is unable to complete his/her term, the Vice-President shall immediately fill the unexpired portion of the President's term and the Vice-President's position shall remain vacant until the next election;
- b. In the event that the Vice-President is unable to complete his/her term, the position shall remain vacant until the next election;
- c. In the event that the Treasurer is unable to complete his/her term, at the discretion of the BOD, the Vice-President or Secretary shall remain as Vice-President or Secretary but shall also fulfill the Treasurer's duties for the balance of the Treasurer's term;
- d. In the event the Secretary is unable to complete his/her term, the Vice-President or Treasurer shall remain as Vice-President or Treasurer but shall also fulfill the Secretary's for the balance of the Secretary's term; and
- e. In the event that the Immediate Past President is unable to complete his/her term, the prior Past Presidents shall be asked in order of most recent service to fill the unexpired

portion of the Immediate Past President's term. If no prior Past President accepts, the position shall remain vacant until a new President is elected.

Article V: AMWS Committees

Section A: Standing Committees

1. Standing Committees are permanent AMWS Committees that serve important roles in the day-to-day operation of AMWS.
2. The four AMWS Standing Committees and their purposes are as follows:
 - a. The ***Program/Education Committee*** shall:
 - 1) Be responsible for the design and development of programs (other than the Annual Meeting) and workshops to educate the membership and the public about wetland science; and
 - 2) Foster and support research in wetland science.
 - b. The ***Membership Committee*** shall:
 - 1) Review new Voting Member applications to confirm requisite membership qualifications; and
 - 2) Be responsible for maintaining and increasing membership in AMWS and, in consultation with the BOD, develop and implement measures to attract new members.
 - c. The ***Newsletter Committee*** shall:
 - 1) Develop and distribute a periodic Newsletter to the membership; and
 - 2) Prepare other publications as directed by the BOD.
 - d. The ***Governmental Affairs Committee*** shall:
 - 1) Be responsible for contributing to sound public policy, with the consultation and concurrence of a simple majority vote of the BOD, based upon a scientific understanding of wetlands; and
 - 2) Participate with the President and/or his/her designee in representing AMWS in its verbal and written interactions with governmental and/or regulatory agencies.
3. Requirements for the Standing Committees and Chairs are as follows:
 - a. The Chair of each Standing Committee shall be appointed by the President and ratified by a simple majority vote of the BOD. Should the Chair of a Standing Committee be removed or resign, the President shall appoint a new Chair subject to ratification by a simple majority vote of the BOD. The Chair of the Newsletter Committee shall be the AMWS Newsletter Editor;
 - b. Additional Standing Committee Members are selected by the Chair based upon the needs and purpose of the Committee subject to approval by a simple majority vote of the BOD;
 - c. The BOD through the Secretary shall be notified of the membership of each Standing Committee annually in January and upon any change in any Standing Committee membership;

- d. The majority of the total membership of the four Standing Committees shall be Voting Members;
- e. The Standing Committees shall coordinate their activities through the President and AMWS Administrator; and
- f. Business of the Standing Committees may be conducted in person, by mail, and/or by electronic communication, including but not limited to telephone, electronic mail, and/or any internet-based meeting forum.

Section B: Non-standing Committees and Technical Advisory Committees

1. Requirements for Non-standing Committees and Chairs are as follows:
 - a. Non-standing Committees are established by the BOD for a one-year period subject to annual renewal in response to a determined need;
 - b. The Chair of each Non-standing Committee is appointed by the President. Should the Chair of a Non-standing Committee be removed or resign, the President shall appoint a new Chair;
 - c. Additional Non-standing Committee Members are selected by the Chair based upon the needs and purpose of the Committee;
 - d. The BOD through the Secretary shall be notified of the membership of each Non standing Committee annually in January and upon any change in any Non- standing Committee membership;
 - e. Business of Non-standing Committees may be conducted in person, by mail, and/or by electronic communication, including but not limited to telephone, electronic mail, and/or any internet-based meeting forum; and
 - f. Examples of past and current Non-standing Committees include Nominations Committee, Bylaws or Bylaws Review Committee, Ethics or Ethics Review Committee, Wildlife Committee, and Professional Networking Committee. These examples shall not limit the ability of the BOD to establish other Non-standing Committees, as necessary.

2. Requirements for Technical Advisory Committees (“TACs”) and Chairs are as follows:
 - a. TACs are a special type of Non-standing Committee that may be established by the BOD in response to a determined need to focus research, education, and analysis on a specific technical issue or issues;
 - b. The Chair of each TAC is appointed by the President. Should the Chair of a TAC be removed or resign, the President shall appoint a new Chair;
 - c. Additional TAC Members are selected by the Chair based upon the needs and purpose of the Committee;
 - d. The BOD through the Secretary shall be notified of the membership of each TAC annually in January and upon any change in any TAC Committee membership;
 - e. A TAC may be asked by the BOD to provide a report or reports to the BOD which may be submitted to an applicable governmental or regulatory agency in an advisory capacity. Such reports shall be identified as AMWS technical reports; the TAC members may be identified in the report as appropriate. TAC reports may not be released to a governmental or regulatory agency, to an outside party, or posted on the AMWS website without the express approval of a simple majority vote of the BOD; and

- f. Business of TACs may be conducted in person, by mail, and/or by electronic communication, including but not limited to telephone, electronic mail, and/or any internet-based meeting forum.

Article VI: Meetings

Section A: Annual Meeting

An Annual Meeting of the full membership shall be held in the last quarter of each year, the date and location of which shall be determined by the BOD. The President shall preside over the business meeting, which will include, as necessary, the following:

1. Election of AMWS officers every other (odd) year;
2. Establishment of dues for the following calendar year;
3. Consideration of any amendments proposed to the Bylaws; and
4. Transaction of any other business that needs to come before the membership.

Section B: BOD Meetings

1. BOD Meetings shall be held throughout the year as needed;
2. BOD Meetings may be called by the President, the Vice-President in the absence of the President, or by a simple majority vote of the BOD; and
3. Business of the BOD may be conducted in person, by mail, and/or by electronic communication, including but not limited to telephone, electronic mail, and/or any internet-based meeting forum.

Section C: Special Meetings

Special meetings of the full membership shall be called within sixty (60) days upon petition to the President of twenty (20) percent of the Voting Members in good standing or by a simple majority vote of the BOD.

Section D: Meeting Notice

The Secretary shall provide notice of all full membership meetings to all members in good standing at least thirty (30) days prior to any full membership meeting. Notification may be via mail, AMWS Newsletter, and/or electronic communication.

Article VII: Amendments to the AMWS Bylaws

Section A: Amendment Proposal

1. Amendments to the AMWS Bylaws may be proposed by a simple majority vote of the BOD or by a petition to the President signed by fifteen (15) Voting Members in good standing or five (5) percent of the Voting Members in good standing, whichever is smaller;

2. Proposed amendments to the AMWS Bylaws shall be submitted in writing to the BOD at least forty-five (45) days prior to the Annual Meeting or special meeting called for this purpose; and
3. A copy of the proposed amendments shall be provided to all members in good standing at least twenty-one (21) days prior to the meeting via mail, AMWS Newsletter, and/or electronic communication.

Section B: Adoption of Amendments

1. Proposed amendments to the AMWS Bylaws can only be voted upon at the Annual Meeting or special meeting called for this purpose;
2. Voting on proposed amendments to the AMWS Bylaws is limited to Voting Members in good standing present at the Annual Meeting or special meeting called for this purpose and will occur by a show-of-hands;
3. To be adopted any proposed amendment must receive an affirmative vote of no less than two-thirds of the Voting Members in good standing present at the Annual Meeting or special meeting called for this purpose; and
4. Amendments to the Bylaws become effective immediately following an affirmative vote.

Article VIII: Adoption of the Bylaws

Section A: Recognition of Original Bylaws and Amendments

1. The original AMWS Bylaws were drafted by Randall Christensen, Paul Davis, Francesca Gross, Ward Smith, and John Vieira, Jr. and were submitted to and approved by a majority vote of the Charter Members present on August 7, 1991;
2. Various amendments were made to the Bylaws at Annual Meetings in October 1993, March 2000, and November 2003; and
3. The earlier versions of the Bylaws remain on file with AMWS.

Section B: Adoption of November 4, 2011 Amendments to the AMWS Bylaws

1. As AMWS celebrated its 20th year in 2011, the BOD determined that review and revision of the Bylaws was necessary. In June 2011, John Rockwood was appointed by President Heidi Davis to serve as Chair of the Non-standing Bylaws Review Committee. Glenn Wood, Patrick Garner, Ruth Ladd, and Mickey Marcus served on the Bylaws Review Committee. The revisions bring the Bylaws up-to-date and make them consistent with the actual day-to-day operations of AMWS; and
2. On November 4, 2011, the Voting Members in good standing voted to approve and accept the proposed amendments to the Bylaws of the Association of Massachusetts Wetland Scientists.

Section C: Adoption of November 17, 2023 Amendments to the AMWS Bylaws

1. As more than a decade has passed since the last amendments to the AMWS Bylaws, the BOD determined that minor revisions were necessary for consistency and changes in daily operations. President Stacy Minihane appointed Vice-President Diana Walden to review the Bylaws and bring suggested revisions to the current BOD for discussion. Glenn Wood, Richard Kirby, Alicia Geilen, David Gorden, Scott Smyers, and Michael Seekamp provided feedback to the draft revision. The most impactful change is the revision to the requirements and qualifications of a voting member in an effort to diversify and open the membership; and
2. On November 17, 2023, the Voting Members in good standing voted to approve and accept the proposed amendments to the Bylaws of the Association of Massachusetts Wetland Scientists.

Section D: Adoption of November 15, 2024 Amendments to the AMWS Bylaws

1. Following approval of the November 17, 2023 Amendments, a subsequent motion and affirmative vote of the membership requested that the President appoint a Bylaws Review Committee Chair. John Rockwood was appointed as such by President Stacy Minihane to thoroughly review the Bylaws for consistency and clarity and to provide recommendations to the BOD and ultimately to the membership for consideration.
2. On November 15, 2024, the Voting Members in good standing voted to approve and accept the proposed amendments to the Bylaws of the Association of Massachusetts Wetland Scientist.