

BYLAWS OF THE NEW HAMPSHIRE ASSOCIATION
OF
NATURAL RESOURCE SCIENTISTS

ARTICLE I

Name and Purposes

Section 1. Name. The name of this Association shall be THE NEW HAMPSHIRE ASSOCIATION OF NATURAL RESOURCE SCIENTISTS (hereinafter the "Association"). It shall be a non-profit Association organized pursuant to New Hampshire Revised Statutes Annotated Chapter 292.

Section 2. Purposes. The objectives for which this Association is established are as follows:

To promote the various professions engaged in natural resource sciences in New Hampshire; to promote the responsible use of natural resources and the protection of sensitive resource areas; to maintain high standards and an appropriate code of ethics within the natural resource sciences professions; to participate in programs designed to educate the public regarding the natural resource sciences; to implement education seminars for Members of the Association; to act as consul when differences of opinion occur between Association Members; to support and contribute to the expansion of the natural resource science base; to represent diverse private, public and educational membership interests within the natural resource community; and to foster a professional atmosphere for the purpose of facilitating open discussions and exchanges of ideas between the public, private, and educational Members of the Association.

Notwithstanding the foregoing:

No part of the net earnings of the Association shall inure to the benefit of any Member, Director, or officer of the Association, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Association; and no Member, Director, or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association. In addition, the Association shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(6) of the Code.

ARTICLE II

Membership and Organization

Section 1. Charter Members. In connection with the formation of the Association, the Board of Directors may designate Charter Members. The Board of Directors may also grant Charter Membership status to individuals who are members of other professional organizations which have been approved for membership in the Association pursuant to Section 6 of this ARTICLE II.

Section 2. Active Members. Active Members shall be natural resource science professionals having a Baccalaureate degree, with a minimum of 20 semester hours in soil science, wetland science, and/or other natural resource sciences, and must have been engaged in the practice of such profession for at least three years; provided, however, that persons having an Associate's degree and six (6) years of practice in one of the natural resource science fields may be accepted as Active Members. Persons holding advanced degree(s) in relevant natural resource sciences may substitute a master's degree for one year of practice and a doctorate degree for two years of practice. The advanced degree must be in the discipline to which membership is being applied. In no case shall less than one year of actual practice be required. Applicants for Active membership who are certified or licensed in New Hampshire in a professional discipline which is part of the Association meet the minimum education and experience requirements for active membership. Active Members must be approved for membership as such by two existing Active Members and by a Professional Discipline Committee. Active Members shall have voting privileges in the Professional Discipline Committee to which he/she is aligned. An Active Member may align with more than one Professional Discipline Committee. However, as Committee Chair, an Active Member may only represent the Discipline Committee the Active Member serves as Chair.

Section 3. Affiliate Members. Any person with an interest in the natural resource sciences may be accepted as an Affiliate Member. Affiliate Members must be approved for membership by the Board of Directors. Affiliate Members shall join a Professional Discipline Committee. Affiliate Members do not have voting privileges at Professional Discipline Committee meetings but do have voting privileges at other Committee meetings. Members certified or licensed in New Hampshire in a professional discipline which is part of the Association may not be affiliate members.

Section 4. Life Members. The Board of Directors may grant Life Membership to pay a one-time dues assessment in an amount determined by the Board of Directors.

Section 5. Student Members. A student enrolled full-time in an associate, under-graduate, or graduate-level natural resource science curriculum may be admitted as a Student Member. Student Members shall be approved by the Board of Directors. Student members may serve on committees, and shall have a voting privilege on

committees. However, Student Members shall not serve as committee chairs or as Directors and shall not have voting privileges at Professional Discipline Committee meetings and at Association meetings. Members certified or licensed in New Hampshire in a professional discipline which is part of the Association may not be student members.

Section 5 A. Public Sector Members. Any person with an interest in the natural resource sciences that is currently an employee or volunteer of a government agency. Such person shall not be professionally working in the private sector in the natural resource field. Once the individual member's public term of office is terminated then the individual can choose to remain a member under the appropriate membership category subject to all the requirements, rights, and additional fees thereof.

Section 6. Professional Discipline Committees. The Board of Directors may grant membership status to other natural resource scientists or related organizations which meet the education and experience requirements of Active Membership. In order to consider such a group membership, the scientists or organization must have 15 or more active members. In the case of unorganized natural resource scientists, a petition of 15 related professionals is required for consideration by the Board of Directors. The Board of Directors shall have the complete discretion to grant or deny organizational membership status. If such status is granted, at the expiration of a 6 month provisional period, an additional Professional Discipline Committee shall be established for such an organization.

Section 7. Other Classes of Membership. The Board of Directors may establish such other classes of membership as they shall deem desirable to further the purposes of the Association.

ARTICLE III

Board of Directors

Section 1. Board of Directors. Management of the Association shall rest in the Board of Directors, which shall have sole authority to make any and all decisions affecting the affairs of the Association. The Board shall have sole responsibility for the financial and general organizational health of the Association and will ensure that the purposes and goals of the Association are adhered to. The Board shall have the power to approve candidates for membership and the power to seek additional funds for program activities. The Board may resolve matters of policy and urgency. The Board shall meet as required by these Bylaws.

Section 2. Number of Directors. The number of Directors shall be 9, provided however, that the Board of Directors shall have the ability to increase the size of the Board up to 15 Directors. The Board of Directors shall be comprised of at least one Member from each Professional Discipline Committee. The Past President shall serve as an advisory member of the Board in a non-voting capacity.

Section 3. Election of Directors. The initial Board of Directors shall be the five incorporators of the Association and such other persons as may be chosen by the incorporators. Subsequent Boards of Directors shall consist of the President, Vice President, Secretary, Treasurer, the Chair of each of the three Standing Committees set forth in ARTICLE VII, and the Chair of each of the Professional Discipline Committees. The Directors shall be elected by the Members of the Association at their annual meeting, with the exception that the Chair of each Professional Discipline Committee shall be elected solely by the members of the Professional Discipline Committee which they are to represent. The election of the Chair of the Professional Discipline Committee shall also occur at the annual meeting.

Section 4. Term of Office. Directors shall serve one-year terms and may serve up to three consecutive terms in any given position.

ARTICLE IV

Officers and Their Duties

Section 1. Officers. The officers of the Association shall be a President, Vice President, Treasurer and Secretary, each of whom shall be elected for a one year term. Such other officers and assistant officers as may be deemed necessary may be appointed by the Board of Directors. Any two or more offices may be held by the same person. No officer may serve for more than two consecutive terms of office.

Section 2. Election. Nomination of officers shall be made at each annual meeting of the Association. A nominee receiving the vote of a majority of those Members of the Association that are present at the meeting and eligible to vote shall be declared elected.

Section 3. Vacancies. A vacancy in any office shall be filled by the Board at its next regular meeting.

Section 4. President. The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. He/she shall, when present, preside at all meetings of the Members and, unless the Board has elected a Chair, at meetings of the Board of Directors. He/she may sign with the secretary or with any other proper officer of the Association thereunto authorized by the Board of Directors: deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association, or which is required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president. The President shall have authority to approve expenditures less than \$250. The President shall represent the Association at local, civic, and community activities which require the Association's attendance. The President shall serve on the Executive Committee.

Section 5. Vice President. The Vice President shall succeed to the powers of the President in his/her absence. The Vice President shall serve on the Executive Committee.

Section 6. Treasurer. The Treasurer of the Association shall have charge of all funds of the Association, shall keep a detailed account of its income and expenditures, and shall be responsible for payment of all expenditures of the Association and filing the appropriate tax returns for the Association. He/she shall provide an annual financial report to the Board of Directors of the Association prior to the annual meeting and, in addition, if so requested, shall provide interim financial statements to the Board members. The Treasurer shall present to the Board for adoption a proposed budget for each fiscal year. The Treasurer's signature or the President's signature shall be required on the Association's checks. At the conclusion of his/her term of office there shall be a review of financial records by a qualified individual not associated with NHANRS and appointed by the Board of Directors prior to May 15th. The Treasurer shall serve on the Executive Committee.

Section 7. Secretary. The Secretary of the Association shall record the minutes of all meetings, attend to correspondence, and keep the records of the Association. The Secretary shall issue notices to the members of the Board of Directors in accordance with these Bylaws. The Secretary shall serve on the Executive Committee.

ARTICLE V

Meetings of the Membership

Section 1. Voting. Each Active Member and each Life Member listed on the membership rolls at the time of giving notice of a meeting shall be entitled to one vote on each matter submitted to a vote of the Members at the meeting. A Member that is not an individual may vote at a meeting of the membership by an authorized representative of such Member.

Section 2. Proxy. Members entitled to vote at a meeting of the membership may vote at any such meeting by proxy. Authorization to act as a proxy is to be submitted to the Board in writing prior to voting.

Section 3. Annual and Special Meetings. The annual meeting of the Members of the Association shall be held in February of each year at such place as the Board shall determine, unless the Board of Directors shall designate some other time for the meeting. Special meetings of the Members shall be held at the direction of the Board of Directors or the Executive Committee. Dues for the following year shall be established for each class of membership at the annual meeting or a special meeting by a majority vote of the Active Members present.

Section 4. Quorum. At any meeting of the membership duly called, the lesser of thirty-five (35) voting members or one-third (1/3) of the voting members listed

on the membership rolls at the time of the giving of notice of the meeting, present in person or proxy, shall constitute a quorum.

Section 5. Notice of Meetings. Written notice of the time and place of the annual meeting and of special meetings shall be mailed to members listed on the membership rolls not fewer than thirty (30) days in advance of the date of such meeting.

ARTICLE VI

Meetings of the Board of Directors

Section 1. Annual Meetings of Directors. The annual meeting of the Board of Directors shall be held during the month of February in each year unless the Board designates some other time for the meeting. The purpose of the meeting shall be to report on the general health and status of the Association and to conduct such other business as may be appropriate.

Section 2. Special Meetings of Directors. The President or the Executive Committee or any two (2) members of the Board may call a special meeting of such Board.

Section 3. Regular Meetings of Directors. The members of the Board of Directors shall meet at such times and at such places as they shall determine, except that a meeting shall be held annually as provided in Section 1 of this ARTICLE VI.

Section 4. Voting. Each member of the Board of Directors shall have one vote.

Section 5. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any annual, regular or special meeting (of the Board of Directors).

Section 6. Notice. The Secretary of the Association shall notify each member of the Board of Directors of the annual meeting date not fewer than fourteen (14) days prior to the date of such meeting. The Secretary shall notify each Director of any special meeting at least three (3) days prior to such meeting, and such notice may be given by telephone, by FAX transmission, by means of other telecommunication equipment, or in writing, and such notice shall specify the purpose of the special meeting. No other business may be conducted at a special meeting except that specified in the notice thereof.

Section 7. Informal Action by Board of Directors. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent or consents in writing and setting forth the action so taken shall be signed by all of the members of the Board entitled to vote thereon. Such written consent or consents shall be filed with the Association's other permanent records.

Section 8. Telephone Meeting. A special meeting of the Board of Directors may be called by or at the request of the President or any two (2) members of the Board and may be held by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another, and such participation shall constitute presence at the meeting. Notice of any such special telephone meeting shall be given in writing delivered to a responsible person at the Director's residence or place of business, or by telephone, not fewer than twelve (12) hours prior to the time of such special telephone meeting.

Section 9. Waiver of Notice. Whenever any notice is required to be given to a Director pursuant to these Bylaws or pursuant to New Hampshire law, a waiver thereof in writing signed by the person or persons entitled to receive such notice, whether signed prior to, at, or after the meeting, shall be deemed equivalent to the giving of such notice.

ARTICLE VII

Committees

Section 1. Executive Committee. The Executive Committee shall consist of the President, the Vice President, the Treasurer and the Secretary. The Executive Committee, when the Board of Directors is not in session, shall have, and may exercise such authority of the Board as directed by the Board of Directors. The Executive Committee shall not have the authority of the Board with respect to amending the articles of agreement, adopting a plan of merger or consolidation, recommending a voluntary dissolution of the Association or a revocation thereof, or amending these Bylaws or fill a vacancy in the Board of Directors.

Section 2. Nominating Committee. The Nominating Committee shall consist of three persons, one of whom shall be the Past President who shall serve as Chair of the Committee. The Chair shall select two other members to serve on the Committee and such members shall be Active Members of the Association.

The duties of the Nominating Committee shall be to present to the Association nominations for Directors and Officers of the Association. The proposed slate of officers will be sent out with the Annual Meeting notice.

Section 3. Professional Discipline Committees. Each member shall join one or more Professional Discipline Committees. The initial Professional Discipline Committees shall be wetland scientists and soil scientists. The members of each Professional Discipline Committee shall elect a Chair at the Annual Meeting. The Chair of each Professional Discipline Committee will become a member of the Board of Directors. No member shall serve as Chair of more than one Professional Discipline Committee. Additional Professional Discipline Committees may be added by the Board of Directors.

Section 4. Standing Committees. There shall initially be three Standing Committees. These are the Education and Research Committee, the Legislative Committee and the Membership Committee. Standing Committees will be made up of a Chair and one representative from each Professional Discipline Committee.

Section 5. Other Committees. The Board of Directors may appoint other special purpose and study committees as they deem necessary from time to time.

ARTICLE VIII

Amendments

These Bylaws may be amended at any annual or special meeting of the membership at which a quorum is present, and any amendment shall require the affirmative vote of a two-thirds majority of the members present and voting; provided, however, that proposed amendments must be submitted to the members at least thirty (30) days prior to the meeting at which they are considered.

ARTICLE IX

Indemnification

The Association shall indemnify each of its Directors and officers, or its former Directors and former officers, or any person who may have served at the request of the Association as a trustee, Director, or officer of another Association, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

ARTICLE X

Corporate Seal

The Association shall have a corporate seal on which shall be inscribed the name, state and year of incorporation. The original Bylaws for New Hampshire Association of Natural Resource Scientists were incorporated on 28th day of January 1999.