

**THE SOCIETY OF AMERICAN FORESTERS
SOUTHEASTERN SOCIETY OF AMERICAN FORESTERS
GEORGIA DIVISION**

BYLAWS

Revised and adopted on August 24, 2010 in Cordele, Georgia.

ARTICLE I: NAME AND OBJECTIVES

Sec. 1. This organization is a separate state unit of the Society of American Foresters, hereinafter referred to as the Society, and shall be known as the Georgia Division, Southeastern Society of American Foresters, hereinafter referred to as the Georgia Division as provided in Article VI of the Constitution and bylaws of the Society of American Foresters.

Sec. 2. The objectives of the Georgia Division shall be:

(1) to advance the science, technology, education, and practice of professional forestry and to use the knowledge and skills of the profession to benefit society.

(2) to provide an opportunity for better communication among individual members, their regional representatives, professional foresters throughout the nation, and the general public.

ARTICLE II: ACTIVITIES LIMITED TO EXEMPT PURPOSES

Sec. 1. No part of the net worth shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Georgia Division 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 Article I hereof. No substantial part of the activities of the Georgia Division shall be the dispersion of propaganda or otherwise attempting to influence legislation. The Georgia Division shall not participate or intervene in any political campaign on behalf or against any candidate for public office in any way including publishing or distributing of statements. In case of a written request from a governmental body, committee, or subdivision; the Georgia Division shall provide technical assistance and advice providing the Georgia Division considers such action appropriate. Notwithstanding any other provisions in these articles, the Georgia Division shall not conduct any activities not permitted (a) by an organization exempt from Federal income tax under Sec. 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any later or future United States Revenue Law or (b) by an organization, contributions to which are deductible under Sec. 170(c)(2) of the Internal Revenue Code of 1954 or corresponding provisions of any later or future United States Internal Revenue Law.

Sec. 2. Meetings and activities of the Georgia Division and related state Chapters, as provided for in Article IX, shall adhere to the Statement of Policy of the Society of American Foresters Regarding Antitrust and Anticompetitive Activities and the General Rules Regarding Compliance with Antitrust Laws.

ARTICLE III: MEMBERSHIP

Sec. 1. Members in good standing in the Society with established domicile within the State of Georgia are entitled to membership. Domicile shall be considered the member's home or residence, unless the member's place of business and professional affiliations lie within the territory of another state or other organizational unit; when, by written notification to the Society, the member may establish domicile with said other state Society or Division for membership purposes. An individual may be a voting member and eligible to hold office in only one state Society or Division but may become an associate member of any other state Society or Division.

Sec. 2. Only voting members in good standing, as defined in the Society of American Foresters' Constitution, shall be entitled to vote on any question before Georgia Division. Other members may attend any meetings and contribute to discussions but shall have no voting privileges. Additionally, student chapter members shall be entitled to vote on any questions.

Sec. 3. Membership may be terminated by (1) voluntary resignation, (2) failure to pay dues, (3) expulsion for unprofessional conduct, or (4) transfer of domicile to another state society or division.

ARTICLE IV: DUES

Sec. 1. The annual dues of the Georgia Division shall be set by the Georgia Division Executive Committee based on financial needs. Notification of any changes in the dues structure shall be made to both SESAF and the SAF National Office.

Sec. 2. The annual dues of the Georgia Division shall be payable from the first day of January. With the exception of Student Members who shall not be assessed, dues shall be collected by the Society concurrently with the collection of national dues and transmitted to the Secretary-Treasurer of the Georgia Division by the Southeastern Section Secretary-Treasurer.

Sec. 3. A member who has transferred from another state division or society to the Georgia Division and has paid annual dues in the state society from which the transfer is being made shall not be required to pay additional dues for the year of transfer and shall automatically become a member of the Georgia Division for the remainder of the year.

Sec. 4. New members admitted during the year shall pay pro-rata dues beginning with the quarter after the admission is accepted.

Sec. 5. The Southeastern Section Secretary-Treasurer shall forward quarterly to each Chapter the dues received from members of the respective Chapters during the preceding three-month period.

Sec. 6. Members who have not paid national and state dues by March 1 shall be notified by the Society that they are in unfavorable standing, and thus ineligible to vote, to receive Society publications, to be a candidate for office, or to hold office or serve on Division committees until the dues are paid.

ARTICLE V: OFFICERS

Sec. 1. Georgia Division officers shall include a Chair, Chair-Elect, Past Chair, Secretary, Treasurer, and such other officers as may be necessary, including but not limited to Historian and Policy Chair. The offices of Secretary and Treasurer may be combined by majority vote of the Executive Committee (Article VIII). In such case, the duties of the Secretary and Treasurer will be the responsibility of one officer, the Secretary-Treasurer (Article VI, Sec. 3 & 4). Officers must be voting members of the Georgia Division for their term's duration. Terms shall be for one year, with the exception of Secretary-Treasurer, and shall commence on January 1 of the calendar year following the election.

Sec. 2. The Chair-Elect is elected for a one-year term and automatically becomes Chair for the following term. The Chair, upon term completion, automatically serves as Past Chair for one term. The Secretary, Treasurer, or combined Secretary-Treasurer shall, be elected for a two-year term.

Sec. 3. Other necessary officers may be appointed by the Chair with Executive Committee approval.

Sec. 4. The Chair, upon term completion, shall be ineligible for immediate re-election to the offices of Chair or Chair-Elect.

Sec. 5. If the Chair is unable to complete the full office term, the Chair-Elect shall succeed and complete the unexpired term prior to, serving the full term as Chair. Should this occur, the Executive Committee by majority vote shall appoint a replacement Chair-Elect who shall assume the duties of the vacant office until the next regular election of officers. Should the Chair-Elect be unable to succeed to the office of Chair or complete the full term, the Executive Committee shall appoint an Interim Chair to serve until the next regular election at which time both a Chair and Chair-Elect shall be elected. Vacancies in the offices of Secretary and Treasurer shall be filled by appointment of the Executive Committee.

ARTICLE VI: DUTIES AND RESPONSIBILITIES OF OFFICERS

Sec. 1. The Chair shall be responsible for developing and continuing Georgia Division activities during the office term and for organizing the membership toward meeting the objectives. The Chair shall preside at Division meetings and present a progress and activities report; serve as Executive Committee Chair; as ex officio member of all other committees; oversee business affairs and prepare annual budget as early in term as possible in cooperation with the Secretary-Treasurer; appoint, with Executive Committee approval, the standing and special committees; represent the Georgia Division on the Southeastern Society's Executive Committee; and perform all other duties commonly incident to such office.

Sec. 2. The Chair-Elect, in the Chairman's absence, shall preside at Georgia Division meetings and act for and assist the Chairman in conducting Division affairs as requested by the Chairman. The Chair-Elect shall serve as Chair of the Membership and Annual Meeting committees (Article VIII; Sec. 1, B & C).

Sec. 3. The Secretary, or other Division officer as directed by the Executive Committee, shall conduct all Division elections and referendums which are not conducted by the Southeastern or National Societies; keep minutes of Division business meetings and Executive Committee meetings

and send copies to the Executive Committee and Southeastern Society Chair; conduct correspondence; prepare programs and announce meetings; send program agenda to the Southeastern Society Chair; report adoptions of and amendments to these bylaws to the Southeastern Society Chair; and prepare and distribute other written materials as directed by the Executive Committee and normally associated with the office of Secretary.

Sec. 4. The Treasurer, or other officer directed by the Executive Committee, shall act as custodian of the Georgia Division's funds, accounts, and accounting records; receive, deposit, invest, or disperse all monies as authorized by the Chair and (or) the Executive Committee on behalf of the Division; shall prepare and present at the annual meeting and each Executive Committee meeting a statement of Division financial status to include an itemized income and expense statement with appropriate balance sheet at the end of his term of office. Upon certification by the Auditing Committee, copies will be submitted to the Chair of the Georgia Division and Southeastern Society. If needed, the Treasurer shall provide all information required by Internal Revenue Service Forms 990, 990-T or any additional forms.

Sec. 5. The Secretary, Treasurer, or single officer with combined duties will submit records of all meeting minutes, resolutions, policy statements, election results, accounting statements, etc. to the Division Historian for repository at the University of Georgia to be placed in permanent archive files of the Georgia Division.

Sec. 6. When a vacancy opens, the Continuing Forestry Education Coordinator(s) shall be appointed by the Executive Committee for an indefinite term, as befitting the Coordinator(s). The Coordinator(s) will evaluate programs of annual meetings, workshops, seminars, and other professional gatherings that have continuing educational value in forestry and closely related fields and assign an appropriate number of continuing education credit hours to each. The Coordinator(s) will assist members attending approved meetings, certify credit hours, and forward to the National Society to apply toward obtaining Continuing Forestry Education Certificates, to the State Board of Registration for Foresters for registration renewal, or for other professional purposes requiring approved continuing educational credits.

ARTICLE VII: ELECTIONS

Sec. 1. Election of officers shall be by letter or electronic ballot mailed or transmitted in October. The ballots shall be counted by December 1. Elections results will be reported to the National Office no later than December 8.

Sec. 2. The Nominating Committee will propose a slate of officers with the name of at least one person qualified and willing to serve. The proposed slate of officers shall be transmitted to the Chair, along with a copy to the Secretary-Treasurer by September 15. Nominations by the membership at large, if endorsed by at least 25 voting members in good standing and presented to the Secretary-Treasurer in writing on or before September 15, shall be included on the ballot.

Sec. 3. The Secretary-Treasurer shall determine whether all nominees are voting members in good standing, eligible to hold office, and agreeable to serve if elected. The Secretary-Treasurer shall report to the Chair and the Nominating Committee the name of any nominee who fails to qualify.

Further nominations, if necessary, shall be made by the Nominating Committee by no later than September 30.

Sec. 4. The Secretary-Treasurer shall coordinate with the Southeastern Society Business Manager to assure that ballots are provided to all voting members in good standing at least 30 days before the date of the election. The ballot shall (1) state the offices to be filled, (2) list the names of the candidates for each office in alphabetical order, (3) show the closing date for receiving the ballots, and (4) be accompanied by a brief factual professional biography of each candidate and an addressed return envelope, postcard or email address for voting.

Sec. 5. The outcome of the elections shall be determined by a plurality or simple majority of those voting. In the case of a tie vote, a run-off election shall be held within one month. The ballots shall be counted by the Nominating Committee or designate which shall certify promptly the results to the Chair, and Secretary-Treasurer who will notify the Executive Committee, the Southeastern Society Chair, and all candidates for office. The membership shall be informed of the election as soon as possible with results published in the *Southeastern Forester* publication.

ARTICLE VIII: COMMITTEES

Sec. 1. Division standing committees shall be Executive, Membership, Annual Meeting, Georgia Foresters Hall of Fame, Nominating, Auditing, Archives & History, Communications and Youth Camp. The Executive Committee shall appoint ad hoc committees such as Legislative & Forest Policy, Continuing Education, Bylaws & Resolutions, Scholarships, and Ethics & Licensing.

The Division Chair, with Executive Committee approval, shall appoint members of all standing committees except the Executive Committee and other special committees authorized by the Executive Committee. Standing committee terms shall be as stated in the committee charter with, where desirable, initial appointments equally divided into staggered terms to insure continuity. Thereafter the Division Chair will appoint members to fill vacancies created by annual-term expiration or other cause. All committee appointees must be voting members in good standing.

A. The EXECUTIVE COMMITTEE shall consist of the Division Chair, Chair-Elect, Secretary, Treasurer, immediate Past Chair, and State Chapter Chairs with the Division Chair serving as Executive Committee Chair. The Executive Committee shall give general supervision to the affairs and interests of the Division and its contacts with the Southeastern and National Societies, shall control deposit or expenditure of all funds, and approve place, date, and program of all meetings.

The Executive Committee shall require and adopt a charter for all standing committees, other than the Executive, which shall outline objectives, membership, organization and activities of each committee. Incoming chairmen of standing committees shall review their committee's charter and recommend to the Executive Committee any appropriate revisions.

The Executive Committee shall have authority to fill unexpired terms of Executive Committee members except Chapter Chairs who will be replaced by the respective Chapter Chair-Elect. The Executive Committee shall act on any membership application questioned or disagreed upon by the Membership Committee, approve or disapprove appointments

by the Division Chair, advise the Chair on all matters presented to the Committee, and act for the Division on urgent matters requiring immediate attention in the interim between Division business meetings. Minutes of Executive Committee meetings shall be made publicly available to all Division members by the Secretary/Treasurer within thirty (30) days of said meeting. Any action of the Executive Committee shall be subject to a referendum vote by Division members upon petition by fifteen (15) voting members.

When vacancies exist and when deemed appropriate, the Executive Committee shall nominate Division members to fill the vacancies in the Georgia State Board of Registration for Foresters. Criteria for nomination shall be (1) nominees shall be members in good standing or Fellows in the Society of American Foresters, (2) legal United States citizens, (3) legal Georgia residents, (4) active status Registered Foresters in Georgia, and (5) have been engaged in forestry practice for at least ten (10) years. Written acceptance shall be obtained from each nominee. Names of nominees shall be forwarded to the Governor of the State of Georgia at the appropriate time; currently not later than February 1.

Executive Committee business may be conducted electronically or by telephone but at least one sit-down meeting shall be held annually. Minutes of all meetings will be recorded. Other annual committee appointments will be made at this time or following the first Executive Committee meeting.

B. The MEMBERSHIP COMMITTEE shall consist of not less than three (3) voting members in addition to the Chair-Elect who shall serve as Chair. The committee shall promote membership recruitment and retention in the Division and National Society, coordinate Chapter activities in recruiting and advancing members, provide Division endorsement for applicants qualified for membership, and act for the Division in all other matters in accordance with the committee charter.

C. The ANNUAL MEETING COMMITTEE shall consist of not less than three (3) voting members in addition to the Chair-Elect who serves as Chair. In consultation with and under authority of the Executive Committee, the Annual Meeting Committee shall prepare a program and budget for the Division's annual meeting and shall be responsible for all arrangements thereof. Additional general meetings deemed desirable by the Executive Committee shall be arranged by the Annual Meeting Committee. Subcommittee designations include Program, Silent Auction and Sponsors/Exhibitors. All committee activities shall be conducted in accordance with its charter.

D. The GEORGIA FORESTER'S HALL OF FAME COMMITTEE shall consist of five (5) voting members with staggered terms with the senior member, in reference to longevity on the committee, serving as Chair for one year and retiring from this Committee after five years' service. The Committee's purpose is to honor Georgia residents, or former residents, living or deceased, who have made outstanding contributions to the forestry profession. In accordance with the Committee Charter, the Committee shall select not more than three (3) persons each year for enshrinement in the Hall of Fame, physically located at the Warnell School of Forestry and Natural Resources.

E. The NOMINATING COMMITTEE shall consist of not less than three (3) voting members, appointed by the Division Chair who shall have the alternative of appointing the Executive

Committee as the Nominating Committee. Nominations of at least two (2) candidates, selected from voting Division members in good standing, for each elective position to be filled shall be submitted by September 15 to the Division Chairman and Secretary with written acceptance of nomination from each candidate.

F. The AUDITING COMMITTEE consisting of not less than three (3) voting members, one of whom will be the past Treasurer if available, shall audit the financial statements and accounting records prepared by the Treasurer and certify the accuracy of Division financial records to the Division Chair, Executive Committee, and membership at large.

G. The YOUTH CAMP COMMITTEE shall consist of the Chair (Camp Director), who shall be immediate past chair of the Georgia Division, and three members, two of whom should be Georgia Division members in good standing who are active in working with the camp, and one member of the Billy Lancaster family for whom the camp is named. The Youth Camp Committee shall operate under the general direction of the Division Executive Committee. The duties shall be as follows; Camp Director will have overall responsibility for procurement of the camp site, actual operation and oversight of the camp and awards of students and/or instructors; one member shall act as Financial Director and have overall responsibility for fund raising and treasury; one member shall act as Instructional Director and shall procure and assign instructors for each annual camp; one member shall act as Curriculum Director and develop the schedule of events and periods of instruction for the camp. There may be other members and responsibilities as designated by the Executive Committee and Camp Director.

The Youth Camp shall operate independent of the Georgia Division treasury and stand on its own resources in so much as possible and petition to obtain funds from the treasury whenever a financial crisis occurs.

I. The LEGISLATIVE AND FOREST POLICY COMMITTEE, when appointed by the Executive Committee, shall consist of three (3) voting members. One (1) member, with consent, shall be appointed annually by the Division Chair, with the approval of the Executive Committee, for a three (3) year term. The senior remaining member shall automatically become Committee Chair filling the vacancy created by the previous, retiring Chair. This committee shall review and keep Division members informed of pending legislation pertaining to forestry practice, forest policy, and other pertinent matters. It shall be responsible for review of forest policy issues, legislation, and position statements referred to or originating within the Division. The Committee shall recommend to the Executive Committee a position on any policy issue and make recommendations for modification, reaffirmation, or termination. Division policy and resolutions may be expressed by position statements to legislators, interested groups, and individuals concerned with law formulation, regulations, and public policies. Position statements shall be distributed or pronounced only upon Executive Committee approval. Division positions concerning legislation shall be based on professional, nonpartisan analysis, study, and (or) research results and shall not be used as propaganda or similar means to attempt to influence legislation.

J. The BYLAWS AND RESOLUTIONS COMMITTEE, when appointed by the Executive Committee, shall consist of not less, than five (5) voting members, one of whom shall be the immediate past Division Chairman who shall serve as Committee Chairman. The

Committee shall thoroughly review Division Bylaws and Resolutions at least annually and revise when necessary to accurately represent the operation and policies of the Division. Any amendments and/or revisions need to be made prior to the annual meeting, allowing ratification by the Division membership in accordance with Article XII.

K. The SCHOLARSHIPS COMMITTEE, when appointed by the Executive Committee, shall consist of the Treasurer not less than two (2) other voting members and shall determine the amount of the scholarships and recommend that amount to the Executive Committee by June 30 each year. The Warnell School of Forest Resources shall recommend the scholarship recipient, of which the Executive Committee shall determine approval.

L. The ETHICS and LICENSING COMMITTEE, when appointed by the Executive Committee, shall consist of not less than five (5) voting members and shall consider, recommend, and (or) act upon cases concerning violation of professional ethics by individual members or improper use of Division or Chapter resolutions, policy statements, or other materials. The Committee shall maintain liaison and cooperate with other organizations or groups, such as the Georgia State Board of Registration for Foresters, concerned with professional forestry ethics and licensing.

M. The ARCHIVES AND HISTORY COMMITTEE shall operate in accordance with its charter and shall consist of no more than four members, chaired by a designated Division Historian. The term of appointment to this Committee shall be for two years. Staggered appointments will be used to facilitate committee continuity, with one-half of its members being replaced annually. This Committee shall preserve in accessible form the history and vital records of the Georgia Division and its predecessors, the Georgia Chapter of the Southeastern Society of American Foresters. It shall be responsible for: (1) maintaining an archives file of selected historical documents; (2) accepting from the Secretary-Treasurer and/or the Chair file material more than one year old, and evaluating, selecting, and preserving those materials having continuing or historic value or interest; (3) researching the Archives files and reporting on the history, development or activities of the Georgia Division as appropriate. The depository for the Division Archives is the University of Georgia.

N. The COMMUNICATION COMMITTEE shall operate in accordance with its charter. The Committee shall consist of at least one member from each Chapter and shall work in cooperation with the appropriate Society Staff member. The term of the Chair's appointment shall be for two years. Staggered appointments will be used to facilitate committee continuity, with one-half of its members being replaced annually. The Committee shall be responsible for proper news coverage in the various media for all suitable activities of the Georgia Division; shall prepare professional communications within the Georgia Division and with other organizations and shall encourage the dispersal of information to gain public awareness and understanding of forestry and the forestry profession, including, but not limited to, regular updating of the Georgia Division website.

ARTICLE IX. CHAPTERS

Sec. 1. A Chapter within the Division may be authorized by the Executive Committee upon written petition of fifteen (15) or more voting members resident in an area where a strong local organization may be affected. Chapter boundaries shall be designated by the Executive Committee. Where an active Chapter can be sustained only by including members from both sides of a state boundary, the Chapter shall be affiliated with the state Society or Division in which the majority of Chapter members are resident.

A Chapter shall hold at least one meeting each year in order to retain its authorization. The authorization for a Chapter may be rescinded by the Executive Committee. The officers of each Chapter shall include a Chair, Chair-Elect, Secretary-Treasurer, and such other officers as may be necessary. Chapter Officers shall be voting members of the Society and shall be residents or employed within the boundaries of the Chapter for the duration of the term of office which may be one or two years as provided in the Chapter Bylaws. The term shall begin on January 1. Chapters may adopt Bylaws subject to the approval of the Executive Committee, provided that no part thereof shall conflict with the Constitution and Bylaws of the Society.

A Chapter shall report promptly to the Georgia Division Chair who will report to the Chair of the Southeastern SAF the election of Chapter officers, the adoption of Chapter Bylaws and amendments thereto, and at least once a year on the proceedings of the Chapter. Actions or recommendations of a Chapter on Society affairs will be transmitted to the Georgia Division for consideration for forwarding to the Chair of the Southeastern SAF.

Sec. 2. A Student Chapter may be authorized within the Georgia Division by the Executive Committee upon written petition of fifteen (15) or more Student Members at an institution designated as SAF-accredited or as a candidate institution for accreditation or by a SAF-recognized forest technician program, or upon written petition of fifteen (15) or more voting members. Student Chapters shall be composed of Student Members and other Society members employed by the institution at which the Student Chapter is authorized. Student Chapter officers shall be students or graduate students who are members of the Society. They shall serve for the school year. Society members other than Student Members who are members of Student Chapters shall also be members of their local Chapter.

ARTICLE X. MEETINGS

Sec. 1. Annual or other Division meetings shall be scheduled so as not to conflict with meetings of the National or Southeastern Societies. Members shall be notified by mail and/or electronically at least thirty (30) days in advance of any and all Division meetings.

Sec. 2. At least one business meeting, with no less than fifteen (15) voting members attending, shall be held annually to consider business of sufficient importance to require consideration by the membership at large. The membership shall be informed of Division progress and activities, committee activities, financial status, and other significant business. Division position statements and resolutions shall be presented for discussion and, if approved by majority vote, be submitted to voting Division members by electronic or letter ballot. A simple majority of votes cast shall be required for adoption.

Adopted position statements and resolutions shall be transmitted to the Executive Committee for appropriate action. Important business that cannot be delayed for consideration until the scheduled business meeting may be submitted to the voting membership by mail ballot at the discretion of the Executive Committee.

Sec. 3. Other Division meetings, as needed, shall be scheduled by the Division Chair with Executive Committee approval. These meetings may be open to friends of members and other interested persons for exchange of ideas or discussion of subjects of interest to the forestry profession. Resolutions of gratitude, regret, and other non-policy matters may be adopted by voting members present. Notice of such called meetings shall specify the purpose and only such stated business shall be conducted.

Sec. 4. At all meetings of the members of the Georgia Division, its Executive Committee, or any committee thereof, Robert's Rules of Order, Newly Revised shall govern as to parliamentary procedure, except where those rules conflict any provision of the Bylaws of the Georgia Division.

ARTICLE XI. RECALL AND PETITION

Sec. 1. Any Division officer may be removed from office for misconduct, incompetence, or neglect of duty providing such removal is approved by two thirds (2/3) affirmative vote of all members voting in an electronic or letter ballot. The ballot may be initiated by the Executive Committee on its own volition or it shall be required to conduct such a ballot on receipt of a petition stating points of contention on which has been signed by at least fifteen (15) Division voting members. Ballots shall be mailed and received by the secretary or other person(s) as directed by the Executive Committee.

Sec.2. A petition signed by at least fifteen (15) voting members and submitted to the Executive Committee is required to initiate an electronic or letter ballot of the voting membership on matters such as, but not limited to, the following: (1) removal from office of any officer for inadequate performance of duty, (2) notice of a special meeting, (3) decision on any matter upon which action has not been initiated by the Executive Committee or in a regular meeting. A two-thirds (2/3) majority of members voting shall be required on a ballot item initiated by petition.

ARTICLE XII. AMENDMENT OF BYLAWS

Sec. 1. Amendments to these Bylaws may be proposed by the Executive Committee by commissioning the Bylaws and Resolutions Committee or upon written petition of at least fifteen (15) of the voting members of the Georgia Division.

Sec. 2. After consideration by the Bylaws and Resolutions Committee and after authorization by the Executive Committee, if required, for change or addition having been received by the National Society, proposed amendments to these bylaws shall be submitted for acceptance electronically to Division voting members. A simple majority vote shall be called upon during the Division business meeting held in conjunction with the annual meeting. Bylaws amendments require a two-thirds (2/3) affirmative vote of members voting.

ARTICLE XIII. DISSOLUTION

Sec. 1. State society assets and liabilities belong to the state society membership as a whole. In the event of division or merger of state societies, the assets and liabilities of the parent state societies will be audited and allocated to the new societies in proportion to the percentage of the voting members transferred.

Upon dissolution of the state society, the Executive Committee shall, after paying or making provision for the payment of all the liabilities of the state society, transfer all the assets of the state society to the national society, or dispose of all of the assets of the state society exclusively for the purpose of the state society in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Executive Committee shall determine.