

CHARTER FOR THE SECTION ENTITLED INTERNATIONAL NETWORK FOR SEED-BASED RESTORATION (INSR)

**CHARTER and BYLAWS OF THE
THE INTERNATIONAL NETWORK FOR SEED-BASED RESTORATION
(INSR) OF THE SOCIETY FOR ECOLOGICAL RESTORATION (SER)**

ARTICLE I – Name

The name of this organization shall be the “International Network for Seed-based Restoration”, hereinafter referred to as “INSR” or “Section”. The INSR is a Section of the Society for Ecological Restoration (hereafter referred to as the “Society”) acting under the umbrella of the Society.

ARTICLE II – Mission, Objectives, and Guiding Principles

Section 1. Mission.

It is the mission of the INSR to:

- i. Operate as a Section within the Society for Ecological Restoration to foster understanding and advancement of seed ecology, conservation, and seed-based restoration of degraded systems.
- ii. Advance public education, global policy, and awareness concerning the global need for native plant seed conservation and research.
- iii. Provide a forum for an interchange of ideas, approaches, lessons learned, and data developed relevant to planning, policy, and science as it relates to native seed biology, ecology, and seed-based restoration.
- iv. Support education, outreach, and research globally into seed-based solutions for restoration.
- v. Foster international collaboration to develop standards for native plant seed testing and regulation.
- vi. Serve as an emergency expert panel equipped to address issues related to germplasm biodiversity conservation, native seed ecophysiology, seed farming, and seed-based restoration issues.

Section 2. Objectives.

The Section will raise the profile for seed-based and plant materials needs for ecosystem restoration efforts within the Society. The section will help the Society foster information and knowledge exchange on large-scale ecosystem restoration through the Society’s various platforms.

Section 3. Guiding Principles.

Section 3.1. For this purpose, the Section Board of Directors, hereafter referred to as the “Board,” and any ad-hoc committees approved by the Board, shall keep the Section membership fully informed of all proceedings and shall invite continuing guidance in the development and implementation of

CHARTER FOR THE SECTION ENTITLED INTERNATIONAL NETWORK FOR SEED-BASED
RESTORATION (INSR)

activities and policies from the members.

Section 3.2. Notwithstanding any other provision within these bylaws, the Section shall abide by the bylaws of SER.

ARTICLE III – Membership

Section 1. Membership in the Section shall be open to all current members of the Society. Application for membership will be made available as part of the Society registration on the Society’s website and elsewhere as deemed appropriate by SER.

ARTICLE IV – INSR Board of Directors

Section 1. Composition and Definition of the Section Board of Directors.

The Board shall consist of the Section officers and a minimum of two at-large directors (herein known as ‘at-large directors’ or ‘ALD’). The Board may change the number of at-large directors as necessary by a majority vote. The officers of the Section shall consist of a Chair, Chair-Elect, Treasurer, and Secretary, (hereafter, the “officers”). The Board may appoint such other officers as it shall deem necessary and proper, such officers to be vested with such authority and obligated to perform such duties as shall be prescribed by the Board. All officers and directors shall be members in good standing of the Section, and thereby the Society, No person may simultaneously hold more than one position on the board.

The officers of the Section shall have the following duties:

- *Chair*. Shall be the principal officer of the Section and shall in general supervise and have charge of all affairs of the Section, pursuant to the direction and oversight of the Board. Presides at all meetings of the Board and shall serve as Chair of the Board. Performs all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time. The Chair is not elected, rather the chair accedes from the Chair-Elect office. The Chair may accede to the honorary, non-elected role of past-chair upon expiration of a two (2) year term.
- *Chair-Elect*. Assumes the duties of the Chair in the Chair’s absence and assume other duties assigned by the Chair. Accedes to the position of Chair at the expiration of the Chair’s term.
- *Treasurer*. Handles financial matters of the Section, including oversight of fiscal health of the organization, assists with budgeting, fundraising and other duties as needed.
- *Secretary*. Records and maintains the minutes of all meetings of the Board and membership; schedules and prepares agendas for the meetings. Sees that all notices are duly given in accordance with the

CHARTER FOR THE SECTION ENTITLED INTERNATIONAL NETWORK FOR SEED-BASED RESTORATION (INSR)

provisions of the bylaws of the Section or as required; authenticates records of the Section; writes and submits annual reports of the Section to the Society; and in general performs all of the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

- At Large Directors (ALDs). Participate and support Section activities, meetings, and mission. The ALD is an elected, non-officer position, with a standard term of 3 years. The same person may seek re-election to serve in the office for a second term, following election procedures. The same person is limited to serving no more than 2 consecutive terms, i.e., 6 consecutive years in the position. Upon reaching this limit, they may seek an officer role or step down from the board.
- Past Chair - this is an honorary position on the board, without voting power and which does not count toward a meeting quorum. The Past Chair is welcome to attend board meetings and advise on an as-needed basis for the two years immediately following their service as Chair. There is only one Past Chair at a time.

Section 2. Regular Meetings of the Section Board of Directors.

There shall be, at a minimum, two meetings of the Board every calendar year. To the extent practical, meetings of the Board may be held by video call or other means that permit board members to participate.

The Board may provide by resolution the time and place for holding of regular meetings of the Board.

Section 3. Quorum.

Transaction of business at any meeting of the Board shall require a quorum of the Section officers and at least one at-large director.

Section 4. Manner of Acting.

The act of a majority of the voting board members present at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided by law. Each voting board member shall have one (1) vote on all matters submitted to a vote of the Board.

Section 5. Minutes and Parliamentary Procedure.

Full minutes of each meeting of the Board shall be recorded by the Secretary, containing results of the deliberations of the Board. The minutes shall be submitted to the Board for approval at the subsequent meeting of the Board.

Section 6. Elections or Appointment, Term, and Nominations.

Section 6.1. Elections or Appointment.

Elections will be held annually in October for the open board positions.

CHARTER FOR THE SECTION ENTITLED INTERNATIONAL NETWORK FOR SEED-BASED
RESTORATION (INSR)

Section 6.2. Term.

Standard terms for officer positions are 2 years and shall require election every 2 years as follows as indicated in Table 1. The Chair holds their position for one term only, as does the Chair Elect. Standard terms for ALD positions are 3 years and shall require election every 3 years as indicated in Table 1. Except the Chair and Chair-elect, elected board members may hold the same position (officer or ALD) for a maximum of two consecutive terms. Elected board members can serve an unlimited number of consecutive terms in different positions, so long as the above conditions are met. No member shall serve on the board for more than 10 consecutive years. After 10 years of consecutive board membership, that person must step down from the board and is eligible to re-join the board after 1 year. Terms begin on January 1 and end on December 31.

CHARTER FOR THE SECTION ENTITLED INTERNATIONAL NETWORK FOR SEED-BASED RESTORATION (INSR)

Table 1. Schedule for INSR Board of Directors election cycles.

| | Officer terms are 2 years | | | | | ALD terms will become 3 years | | | | | | |
|------|---------------------------|-------|-------------|-----------|-----------|-------------------------------|---------|---------|---------|---------|-----------------|----------------------------------|
| | Past-Chair | Chair | Chair-Elect | Secretary | Treasurer | AL D# 1 | AL D# 2 | AL D# 3 | AL D# 4 | AL D# 5 | | |
| 2016 | | KD | RF | SF | - | - | OK | SP | NS | - | | |
| 2017 | | KD | RF | SF | - | MD | OK | SP | NS | - | | |
| 2018 | | KD | RF | SF | - | MD | OK | SP | NS | - | | |
| 2019 | KD | RF | NS | SF | - | MD | OK | SP | KK | - | | |
| 2020 | KD | RF | NS | SF | - | MD | JE | SP | KK | DU | # of open seats | |
| 2021 | RF | NS | open | SF | open | MD | JE | open | KK | DU | 3 | Karin serves 3 year term |
| 2022 | RF | NS | SP | open | LP | open | JE | EL | open | DU | 3 | Julie & Danilo serve 3 year term |
| 2023 | NS | | open | | open | | open | | | open | 4 | All ALDs are on 3 year terms |
| 2024 | NS | | | open | | | | open | | | 2 | |
| 2025 | | | open | | open | open | | | open | | 4 | |
| 2026 | | | | open | | | open | | | open | 3 | |
| 2027 | | | open | | open | | | open | | | 3 | |
| 2028 | | | | open | | open | | | open | | 3 | |
| 2029 | | | open | | open | | open | | | open | 4 | |
| 2030 | | | | open | | | | open | | | 2 | |

CHARTER FOR THE SECTION ENTITLED INTERNATIONAL NETWORK FOR SEED-BASED
RESTORATION (INSR)

Section 6.3. Nominations and Voting.

A call for nominations will be made in September via email and voting will occur in October via electronic form. Results will be tallied by the board, approved by the Chair and announced to the candidates and membership in November.

Section 7. Removal or Resignation of Board Members.

Section 7.1. Members of the Board of Directors may be removed from their elected or appointed office for just cause (e.g., major infraction of the bylaws, the SER Code of Ethics, or illegal acts) or upon losing the confidence of the Board based upon majority vote of the Board of Directors at a regularly scheduled meeting with a quorum present.

Section 7.2. The membership may petition the Board for removal of a board member by written request to the Chair.

Section 7.3. Any board member may resign at any time by giving written notice to the Chair and Secretary. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 8. Vacancies.

Any vacancy occurring in the Board may be filled at any time by the Board. A board member appointed by the Board to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. Vacancies may be filled by the affirmative vote of a majority of the Board present at a meeting at which a quorum is present.

Section 9. Standing Committees - Standing committees will be established with committee chairs appointed by the Chair. Each committee shall be constituted of no less than three (3) members in good standing of the Society, and thereby the Section.

Section 10. Resolutions.

Resolutions proposed from within the general membership of the INSR shall be submitted to the Secretary for referral for Board action.

Section 11. Reporting.

The Chair of the Section's Board of Directors shall report to the Chair of the Society's Board of Directors or designee.

ARTICLE V – Dues, Finances, Books, and Records

CHARTER FOR THE SECTION ENTITLED INTERNATIONAL NETWORK FOR SEED-BASED RESTORATION (INSR)

Section 1. Dues.

Section 1.1. The Board will determine whether or not INSR will charge dues, consistent with the structure for chapter dues within the Society. If dues are instated, dues will be paid to and collected by the Society on the Section's behalf.

Section 2. Finances.

Section 2.1. The fiscal year of the Section shall be aligned with SER's fiscal year.

Section 2.2. All funds of the Section shall be deposited to the credit of the Society and maintained and accounted for as restricted funds solely for the use by the Section and as directed by the Section Treasurer to SER. The Board and Officers or other such designated agent(s) of the Section retain all rights to review, inspect, and audit the accounting for the Section as held by the Society on its behalf within thirty (30) business days following written notice provided electronically, via FAX, or by mail.

Section 3. Membership Records.

The Society shall keep complete and accurate memberships rolls of the Section. Updated and accurate membership databases are to be maintained by the Society and provided to the Section Board on a quarterly basis. The Board and Officers retain all rights to review, inspect, and audit such records as held by the Society on its behalf within fifteen (15) business days following written notice provided electronically, via FAX, or by mail.

ARTICLE VI – Compensation

Section 1. Officers and board members as such shall not receive any financial compensation for their service as an officer or board member. Nothing herein contained shall be construed to preclude an officer or board member from serving the Section in any other capacity and receiving reasonable compensation for such service.

ARTICLE VII – Inurement

Section 1. No part of the net earnings of the Section shall inure to the benefit of, or be distributable to, its officers, board members, committee members, or other private persons, except that the Section 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 herein.

CHARTER FOR THE SECTION ENTITLED INTERNATIONAL NETWORK FOR SEED-BASED RESTORATION (INSR)

ARTICLE VIII – Meetings

Section 1. Membership Meetings.

Meetings of the Section’s membership shall be held every year. This meeting shall be known as the Membership Meeting. The Membership Meeting will be held in conjunction with the biennial World Conference of the Society in the odd numbered years. In even numbered years, the Membership Meeting shall be held at a date determined by the Board. Members can connect in person or remotely through phone or internet conferencing to the Membership Meeting. The Board may provide by resolution the time and place for the holding of additional regular meetings of the voting membership, with a minimum of at least forty-five (45) days notice. Notice may be communicated in person or by telephone, internet, email, or mail.

ARTICLE IX – Amendment of Charter

Section 1. This charter and bylaws may be amended by a majority vote of the INSR Board. Proposals for amendments may be generated in the following ways:

- Recommendation of a majority of the INSR Board.
- A petition signed by not fewer than 2.5 percent of the Section membership and presented to the Chair at least thirty (30) days prior to a meeting of the Section. The Secretary shall determine if the signatories are members in good standing of the Section, and thereby SER within thirty (30) days of receipt.

ARTICLE X – Society Representation

No member of the Section will represent the Section without the prior approval of the Section Board of Directors.

ARTICLE XI – Dissolution

Section 1. The Section may be dissolved by a two-thirds vote of the SER board; or, by a simple two-thirds vote (requires that two-thirds of the voting members; with abstaining or neutral votes not considered) vote of all members of the Section.

Section 2. If the Section is dissolved, all net assets will remain with the Society.

This document was revised and approved by the INSR membership via electronic vote in December 2020.