

**CONSTITUTION
OF
THE ASSOCIATION OF STATE WETLAND MANAGERS**

PREAMBLE

The Association of State Wetland Managers is hereby formed on the 12 day of December 1983, for education and research purposes to help protect, restore and manage the Nation's wetland resources. There is a need for enhanced state, local, tribal, federal, international and private roles in protection and management of wetlands. Active stewardship is needed to reduce draining, dredging, filling, excess flooding, destruction of vegetation, excavating, building and discharge of pollution. These activities have already destroyed over half of the Nation's fragile and important wetlands, which, in their natural state, serve as:

- habitat for birds, fish, amphibians, reptiles, and other wildlife,
- habitat for rare and endangered species,
- wave and erosion buffers,
- flood storage and conveyance areas,
- sources of nutrients and spawning grounds for fish and shellfish,
- sediment and pollution traps,
- aquifer recharge areas (in some instances),
- educational and research areas.

ARTICLE I

Name

The official name of this organization shall be: the "Association of State Wetland Managers, Inc." hereinafter referred to as the Association.

ARTICLE II

Purpose

The purpose of the Association is to provide the forum and means to promote protection, restoration and management of the Nation's wetlands. More specific goals include:

- To help build state, tribal, local government, federal, international, nonprofit, and private capability to protect and manage wetlands and waters;
- To promote the exchange and dissemination of information between Association members and between Association members and other interested parties through an annual meeting, workshops, seminars, newsletters, reports, books, webinars, training, the Internet and other approaches; To educate the public concerning wetland values and protection, restoration, and management

techniques through workshops, seminars, lectures, reports, books, webinars, the Internet and the like;

- To designate wetlands of special value through surveys, workshops, etc.;
- To conduct research concerning wetland protection and restoration needs and techniques.

The Association is one that does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for non-profit purposes. No part of the earnings of the Association shall personally benefit or be distributable to its members, directors, officers, or other private persons, except to recompense for authorized services rendered and to make payments and distributions in furtherance of the purposes of the Association.

ARTICLE III

Membership

The membership of the Association shall be open to anyone interested in furthering goals of wetland protection, restoration and management in the United States of America. Member qualifications and responsibilities, including voting rights, privileges, and financial responsibilities shall be set forth in the Bylaws of the Association.

ARTICLE IV

Officers

The officers of the Association shall be the Chairman, Vice-Chairman, Secretary and Treasurer. When preferred, the offices of the Secretary and Treasurer may be combined. The responsibilities of officers shall be set forth in the Bylaws of the Association.

ARTICLE V

Board of Directors

The control and direction of the Association, and use of its property, shall be vested in a Board of Directors and in Executive Committees appointed by the Board.

ARTICLE VI

Meetings

One general membership meeting of the Association shall be held annually. Other meetings including conference calls and webinars may be called as provided by in the Bylaws.

ARTICLE VII

Elections

Election of officers will occur every two years and elections of at-large board members will occur every two years on the alternate years as provided in the Bylaws.

ARTICLE VIII

Amendments

Amendments to this Constitution may be proposed by the Board of Directors, or by written petition signed by at least 10% of the membership of the Association. All such petitions shall be submitted to the Association Secretary. The Secretary shall draft a proposed amendment in accordance with the intent of the petition and shall give written notice of it to the Board at least 21 days prior to the meeting of the membership at which it is to be discussed. The proposed amendment shall be discussed at any scheduled meeting or at a special meeting and may be amended in any manner pertinent to the petition by a two-thirds majority vote of the membership at said meeting. The Secretary shall notify the Board and membership of the results. An amendment, which has been adopted, shall become effective 10 days after adoption by two-thirds majority of the membership.

At any meeting of the Board of Directors and or by written correspondence, fax, or e-mail, the Board by a two-thirds vote may amend the Bylaws in conformity with the Constitution, provided that written notice of such shall have been made to each Board member at least 21 days prior to the time at which action thereon is to be taken. The Bylaws may be amended by a majority vote of the Board members.

ARTICLE IX

Dissolution

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association to such organization or organizations operating exclusively for charitable, educational, wetland science, or wetland protection 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 provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE X

Parliamentary Law

In all questions involving parliamentary procedure, including election procedures not covered by the Bylaws of the Association or established by the Board of Directors, Robert's Rules of Order (Revised) shall be considered the governing authority.

ARTICLE XI

Association Records and Reports

Section 1 - Inspection of Records.

- (a) The original Bylaws and Constitution and copies thereof as amended to date, certified by the Secretary, shall be kept on file at a location selected by the Board of Directors, and open to inspection at all reasonable times.
- (b) The books of account, the minutes of the Board of Directors and the membership meetings, and the membership register shall be kept on file at a location selected by the Board of Directors and open to inspection at any reasonable time upon written demand of any member for any purpose reasonably related to his interest as a member.

ARTICLE XII

Saving Clause

Should any provisions of the Constitution or Bylaws of this Association, or the application thereof to any person or circumstance be held invalid, then the remainder of the same or application of such provision to other circumstances shall not be affected thereby.

Revised and approved by vote of the full ASWM membership on April 11, 2018.