

Bylaws for ForestSAT: the Association for Applications of Spatial Analysis Technologies in Forestry

Adopted 11 Dec, 2015

Votes Yes: 9 Votes No: 0 Did not vote: 1

Article 1: Name

The name of this association shall be ForestSAT (the Association for Applications of Spatial Analysis Technologies in Forestry).

Article II: Purpose

The overall purpose of ForestSAT is to promote the application of spatial analysis technologies in forestry facilitating the cooperation among research organizations, universities, government agencies, and the private sector to foster a science-based understanding of how spatial analysis technologies can describe and monitor forested ecosystems. Recognized is an inherent need to integrate data from multiple remote sensing systems, field based observations, and other spatial information, using a variety of approaches. Numerous uses of spatial data are relevant, from addressing the needs of local forest managers, to informing forest ecosystem models, to establishing monitoring systems in support of international agreements.

The following objectives are specific to the overall purpose:

1. To promote the exchange of ideas and information about the use of remote sensing in forested ecosystems.
2. To promote interest in the use of remote sensing in forested ecosystems.
3. To demonstrate applications of spatial data to characterizing forest conditions and change.
4. To promote the cooperation between the spatial analysis and forest scientists communities
5. To support an ongoing series of conferences related to spatial analysis technologies in forestry.

Article III: Membership

At this time, there will be no formal requirement or fee for membership in ForestSAT.

Interested people can apply for membership which is accepted or rejected with a decision of the Board of Directors.

Article IV: Officers

1. ForestSAT will be governed by a Board of Directors. The number of Directors constituting the entire Board shall be fixed by the Board, but such number shall not be less than four (4).

2. The Board of Directors will consist of the following voting members: a chairperson, a secretary/treasurer, and the remaining members shall be Board members-at-large.
3. The host of the most recent ForestSAT conference shall serve on the Board.
4. The Board of Directors will meet at least once each year.
 - a. Quorum. At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.
 - b. Voting. At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the Chairperson shall have an additional vote to be the tie-breaker.
 - c. Virtual Participation . Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone, virtual meeting software or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
 - d. Subject to the provisions of law, of the Certificate of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of ForestSAT and shall exercise all the powers that may be exercised by ForestSAT.
5. The chairperson will serve for a term of two years.
 - a. The initial chairperson shall be that person specified in the Certificate of Incorporation of the ForestSAT.
 - b. The chairperson will be the chief executive officer of ForestSAT.
 - c. The chairperson will preside over all meetings of the Board of Directors.
 - d. The chairperson will appoint the chairpersons of all standing and ad hoc committees and be an ex officio member of all committees.
 - e. The chairperson will be appointed by the Board with a majority vote.
6. The secretary/treasurer will serve for a term of two years
 - a. The secretary/treasurer will record minutes of each meeting of the Board of Directors and transmit such minutes to the members of the Board of Directors and the ForestSAT.com website within 60 days of such meeting.
 - b. The secretary/treasurer will file all annual reports, fees and other forms as necessary to maintain the existence of ForestSAT as a public benefit organization in the state of Washington, USA.
 - c. The secretary/treasurer shall maintain an account of all income and expenditures of ForestSAT. An annual financial report will be presented to the Board of Directors.
 - d. The secretary/treasurer will be appointed by the Board with a majority vote.
7. The Board members at large will serve a term of two years and can be renewed at the end of this term by the chairperson.

8. The Board of Directors for cause or emergency in the best interests of ForestSAT may meet and declare any position on the Board of Directors vacant by a majority vote of its members. If a vacancy on the Board of Directors occurs the following procedures apply:
 - a. Office of chairperson vacant: any member of the Board of Directors may be appointed by the Board of Directors to serve in the capacity of chairperson until the end of the unexpired term.
 - b. Office of secretary/treasurer vacant: any member of the Board of Directors, except the chairperson may be appointed to fill the unexpired term of the secretary/treasurer.
 - c. Office of Director vacant: the Board of Directors by approval of two-thirds majority may appoint any ForestSAT member to fill the unexpired term created by the vacancy.

Article V: Committees

1. There are no sub-committees within ForestSAT at this time. From time to time, as needed, the chairperson of ForestSAT may establish ad hoc committees to address specific short-term needs and permanent committees to serve longer-term interests.

Article VI: Meetings

1. ForestSAT will hold at least one general membership meeting biennially, usually at the ForestSAT conference.
2. The Board of Directors will hold at least one Board meeting annually. An annual report of ForestSAT activities and finances will be submitted by April 1 each year to the Board of Directors and posted to the ForestSAT.com website.

Article VII: Bylaws and Amendments

1. Bylaws essential to the conduct of the affairs of the ForestSAT may be enacted by the Board of Directors. Approval of Bylaw requires at least a majority of positive votes of the Board of Directors.
2. These By-Laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Directors then in office.

Article VIII: Operation Date

ForestSAT will operate fiscally on a calendar year basis.

Article IX: Personal Liability

No member, officer, or Director of ForestSAT shall be personally liable for the debts or obligations of ForestSAT of any nature whatsoever, nor shall any of the property of the members, officers, or Directors be subject to the payment of the debts or obligations of ForestSAT.

Article X: Nondiscrimination Policy

ForestSAT will not practice or permit any unlawful discrimination on the basis of gender, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Article XI: Dissolution

1. The duration of ForestSAT shall be perpetual until dissolution.
2. ForestSAT may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law.
3. Upon the dissolution of the organization, any remaining assets of ForestSAT shall be distributed to other professional, non-profit organizations with purpose and goals similar to ForestSAT, as identified and approved by the Board.

These Bylaws were adopted at a meeting of the Board of Directors of ForestSAT on 11 December, 2015.

Juan Suarez
Chairperson

Maureen Duane
Secretary/Treasurer