

SOIL AND WATER CONSERVATION SOCIETY  
BYLAWS OF THE TEXAS COUNCIL OF CHAPTERS  
REVISED BY VOTE OF TEXAS COUNCIL SWCS MEMBERS, JUNE 2003

**Article I - Name**

The name of the Council shall be the Council of Texas Chapters, SWCS.

**Article II - Council Area and Zone Subdivisions**

The area shall be all the chapters in the State of Texas plus such additional chapters that may be formed in Texas. Attached is a list of chapters. The state is divided into five (5) zones as shown on the attached map.

**Article III - Objectives**

The overall objectives of the Texas Council of Chapters of SWCS (hereinafter called the Council) shall be the same as those of the parent society which qualifies as a tax exempt organization, under provisions of 501(c)(3) of the Internal Revenue Service Code. The Council is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Service Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Other objectives shall be coordination of the activities of the Texas chapters, furnishing information to chapter officers and council meeting, selecting the Texas chapters candidates for national offices, and related duties.

**Article IV - Membership and Restrictions on Activities**

The State Council shall consist of three (3) delegates from each Texas chapter (president, past president or their representative, and one other representative) including student chapters and the five (5) Zone Directors. Each chapter shall have one vote for each member delegate present not to exceed a maximum of three (3) votes per chapter. Selection of its member delegates shall be done as each chapter chooses.

No compensation shall be paid to any elected officer or State Council member.

No part of the excess income over expenses of the Council shall incur to the benefit, or be distributed to, its officers, members or any private persons, except that the State Council may be authorized and empowered to reimburse reasonable expenses incurred by its officers, members or any private person in transacting Council business, or its officers, committee members, or representatives for actual expenses incurred in attending meetings or transacting Council business, subject to the limitations as hereinafter provided.

No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and it shall not participate in or intervene in (including the publishing

or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these articles, the Council shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by an organization, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Membership shall not be denied to any otherwise qualified person or persons due to their race, age, color, national origin, sex, or religious belief.

## **Article V - Officers**

Section 1. The principal officers of the Council shall be the President, Past President, President-Elect, Secretary-Treasurer, and five (5) Zone Directors, each of whom shall be a member of the State Council. The Executive Committee shall consist of the President, Past President, President-Elect, Secretary-Treasurer, and the five Zone Directors.

Section 2. The term of office of elected officers shall commence on August 1 following their election and end at midnight on July 31 of the following year. The term of office of appointed officers shall commence on the date of their appointment and end at midnight of the first July 31 after their appointment.

Section 3. The President-Elect shall be elected annually as hereinafter provided. The five (5) Zone Directors shall be elected for a term of two (2) years with those from Zones 1, 3, and 5 being elected on odd years and Directors from Zones 2 and 4 being elected on even years.

Section 4. The Secretary-Treasurer shall be appointed by the President and shall serve at the pleasure of the President.

Section 5. Each officer shall serve until their successor has been elected or appointed and has been certified.

Section 6. The President shall preside at the meetings of the Society, the Council, and Executive Committee; shall appoint all committees, unless otherwise directed by the Bylaws or the Council; and shall perform all other duties incident to this office.

Section 7. In the absence or disability of the President, the President-Elect shall serve. In the absence or disability of the President and President-Elect, the remaining members of the Council Executive Committee will elect a President pro tem from the Zone Directors. A new President-Elect shall be elected by mail ballot of all Council members from a list of no less than two nominees who have been nominated by the remaining members of the Executive Committee. The nominees' qualifications shall be the same as stated in Article VI, Section 1. (c). This action should be initiated as soon as it is known a vacancy exists to enable the new President-Elect to consult with their predecessor.

Section 8. The Secretary-Treasurer shall be responsible for all funds of the Council and shall perform all other duties incident to their office. They shall be bonded in such amount as the Council may determine, at the cost of the Council. The accounts of the Secretary-Treasurer shall be audited at the close of each fiscal year and at such other times as directed by the Council by an Audit Committee, appointed by the Council.

Section 9. The President and Secretary-Treasurer shall report to the membership at the annual

meeting regarding activities and the affairs of the Council during the preceding year. The Secretary-Treasurer's report shall cover the period since the previous annual meeting.

Section 10. The duties of the Past President shall include the preparation of the Annual Report for their year of office to include a summary of the major activities and events that occurred during their term of office as President for the Annual Council History. The Annual History shall be distributed at the annual business meeting.

## **Article VI - Nomination and Election Procedure**

Section 1. (a) A nominations committee and an elections committee consisting of members, individual sustaining members or fellows shall be appointed by the President not later than 180 days before the annual meeting.

(b) The nominations committee shall nominate and submit to the President not later than 60 days before the annual meeting a list of qualified candidates who have consented to have their names appear on the ballot for the elective offices. If only one (1) person shows to serve in a particular office, that name will be the only name on the ballot for that office.

(c) The Nominations Committee shall accept any candidate properly nominated and shall, except in unusual cases, nominate one or more additional candidate(s) in any case where only one has been otherwise nominated. All candidates for President-Elect and the five (5) Zone Directors shall have served on the Texas or National Council or on Texas or National Committees or have been a chapter officer.

(d) Nominations by petition may be made and presented to the Nominations Committee (1) if adopted by a chapter at a regular meeting, or at a special meeting called for such purpose, or by the Executive Committee of the chapter if authorized to do so at a regular chapter meeting; or (2) if signed by 20 or more voting members of the Council who may or may not be members of the chapter. All petitions for nominations, in order to be considered, must reach the Nominations Committee at least 120 days before the annual meeting.

(e) The number of candidates on the ballot presented to the membership for voting for each of the positions of President-Elect and appropriate Zone Directors (3 Directors in odd years and 2 Directors in even years) shall not exceed the number of Texas Zones. Not more than one candidate from each chapter shall be on the ballot for each of these appropriate positions.

(f) The number of candidates on the ballot presented to the membership within a Zone for voting for a Zone Director shall not exceed the number of chapters in the Zone for which the Director is to be elected. Not more than one candidate from each chapter may be on the ballot for this position.

The list of candidates submitted by the Nominations Committee shall include all nominations duly presented in accordance with the provisions of these Bylaws. Should a candidate be nominated by petition for more than one position, the Nominations Committee shall submit their name only for the position for which they shall declare their preference in writing or, failing such declaration, for the position of higher rank.

(h) A petition that nominates more than one candidate for the same position shall be void.

(i) The annual election shall be by mail ballots as hereinafter provided.

(j) At least 45 days prior to the election date the President shall mail a notice thereof to each member of the Society in good standing, together with instructions for voting and a written or printed ballot

containing a list of all candidates certified by the Nominations Committee. Suitable ballot envelopes shall be enclosed. The notice shall state the election shall be no later than 20 days prior to the annual meeting.

(k) Ballots shall be mailed to the President. Any ballots not received by the office of the President by the election date shall not be valid and shall not be counted.

(l) Within three office working days after the election date the President shall deliver, unopened, to the Elections Committee all official ballot envelopes received by him/her from qualified voters, with their certification to that effect.

(m) Within five office working days after the delivery of the unopened ballot envelopes, the Elections Committee shall meet and count the ballots. A ballot marked for more than one candidate for the same position shall be held void with respect to that position.

(n) The candidate receiving the greatest number of votes for each position shall be elected to that position. In case of a tie vote for a position in any election, the Executive Committee shall determine who shall be certified to that position for the next year(s).

(o) The Elections Committee shall certify the results of the election and shall deliver the ballots and an attested copy of such certification to the President. The President shall hold the certification and ballots for inspection by any member for 30 days thereafter, whereupon the ballots may be destroyed. A record of first and second runner-up will be kept by the President for use by the Executive Committee in filling vacancies.

(p) Announcement of the results of the election shall be made by the President at the annual meeting. Votes for all candidates shall be announced in the first Newsletter (official organ of the Council) following the annual meeting.

## **Article VII - Committees**

The President will appoint such committees as deemed necessary to conduct the affairs of the Council.

## **Article VIII - Meetings**

Meetings shall be held at such time and places deemed necessary to conduct the affairs of the Council. An annual business meeting shall be held during the statewide Council meeting. The State Council will be responsible for planning the program for this meeting. The selection of the host city for the annual meeting of the Council will be by majority vote of the Council during the annual meeting with each Council chapter having one vote for each delegate present not to exceed a maximum of three (3) votes for each chapter. In the absence of a bid to host the annual meeting, the Executive Committee will be responsible for securing a host city. Officers of the Council will have an individual vote. The selection of the host city for the annual meeting of the Council will be for the annual state meeting to be held two years later. The annual state meeting shall be rotated numerically each year between the five (5) Zones in Texas.

## **Article IX - Dues**

Each chapter will be requested to contribute \$2.00 per member or as to be established at the annual

business meeting (not including spouse or student memberships) per year. The number of members on the chapter rolls on December 31 will determine the dues of each chapter.

### **Article X - Voting**

All actions for the Council shall be by majority vote of members present and voting. Each chapter will have one vote for each delegate present not to exceed three (3) votes.

### **Article XI - Fund Management**

The Council will be equally responsible with the host chapter for all liabilities created as a result of the annual meeting. Funds in excess of expenses for the annual meeting will be divided one-half to the Council and one-half to the host chapter or chapters.

### **Article XII - Adoption and Amendments**

These Bylaws shall be considered adopted and the Council established upon ratification by a majority of the Texas chapters. After adoption, amendments to the Bylaws may be made by majority vote of the Council at a regular or called meeting or by mail ballot.

### **Article XIII - Dissolution**

The Council may be dissolved by resolution requesting dissolution passed by a majority vote of the Council membership. Upon dissolution of the Council, the State Council shall, after paying or providing for the payment of all liabilities of the Council, dispose all the assets of the Council, exclusively for the purposes of the Council in such manner, or to the parent Society or a similar organization which qualifies as an exempt organization 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 State Council may determine. Any such assets not so disposed shall be disposed of by the District Court having jurisdiction in the county in which the Council President's residence (office) is then located, exclusively for such purposes or to such organization(s) said Court shall determine, which are organized and operated exclusively for such purposes.

#### **Policy - Statement on Travel Reimbursement**

(Adopted by formal action of the Council July 14, 1972)

It will be necessary for Council officers to travel occasionally to conduct Council business during the year. When such travel is not compensated by the Council officer's organization of employment, the Council may pay 10 cents per mile for travel by private automobile or the cost of lodging for one night for travel in Texas. The official representative of the Council to the national SWCS annual meeting will be reimbursed by the Council for travel at the above rates, actual cost of lodging at the meetings, and the registration fee. The above amounts are the maximums that will be paid, but the Executive Committee may reduce the actual amount paid in a given year based on the availability of funds for that year.

#### **Policy - Special Projects Funds**

(Adopted by formal action of the Council June 16, 1989)

The interest income accrued or earned each year from the permanent special projects fund (i.e., belt buckle sales) shall be used by the Council as determined at an annual meeting of the Council or as designated by the Executive Committee of the Council, to promote soil and water conservation in Texas. These funds may be used for normal Council business operations or as necessary to promote special projects and activities of interest to the Council. Unused annual income from the special projects funds will be placed in the permanent special projects funds to increase the permanent special funds account.

This special funds account was developed as a permanent fund to provide interest income to be used for special projects to promote soil and water conservation in Texas.

### **Policy - Statement of Scholarships**

(Adopted by formal action of the Council June 16, 1989, amended by formal action of the Council June 13, 2003)

It will be the policy of the Council to award scholarship(s) to person(s) pursuing education in a conservation related field at an institution of higher education. Scholarship(s) shall be awarded to worthy applicant(s) based on application(s) to the Scholarship Committee. The Scholarship Committee shall have responsibility to review and recommend scholarship(s) be awarded based on merit of the applicant(s). The Scholarship Committee shall be appointed each year by the Council President. Funds for the scholarship(s) shall come from interest income earned from the Council permanent scholarship fund. The full interest income earned each year from the permanent scholarship fund shall be awarded to worthy applicant(s). Should there be no worthy applicants, the funds normally scholarship(s) will be placed in the permanent scholarship fund. The used for scholarship(s) shall be awarded at the annual meeting of the Council.

If worthy applicants are available, the annual scholarship with the highest monetary value that year shall be designated the Erwin A. Pavlik Scholarship.