



# Soil and Water Conservation Society

## Virginia Chapter Bylaws

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*October 22, 1988*

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### **ARTICLE I - NAME**

Sec. 1 - The name of this Chapter of the Soil and Water Conservation Society (hereinafter referred to as the parent Society) shall be the Virginia Chapter (hereinafter referred to as the Chapter).

### **ARTICLE II - TERRITORY**

Sec. 1 - The entire State of Virginia shall be included in the territory of the Chapter.

Sec. 2 - Within the Chapter territory, Chapter-authorized Sections and Student Branches and parent Society-authorized Student Chapters may be formed as provided under Article VI.

Sec. 3 - The Headquarters of the Chapter shall be the address designated by the Executive Council.

### **ARTICLE III - OBJECTIVES**

Sec. 1 - The objectives of this Chapter shall be the development and advancement of the science and art of good land and water use and management and the promotion of the conservation of soil, water, air and related renewable natural resources, including without limitation, trees, grass, fish, wildlife, and all forms of beneficial plant and animal life, and other appropriate means, to the end that people of all nations may have the use and enjoyment of these resources forever.

### **ARTICLE IV - MEMBERSHIP AND DUES**

Sec. 1 - The membership of the Chapter shall be open to all grades of members of the Soil and Water Conservation Society working or residing within the territory of the Chapter and to such other members of the Society who wish to be affiliated with the Chapter.

Sec. 2 - Annual dues shall consist of parent Society dues plus Chapter dues. The annual dues of the Chapter shall be determined by a majority vote of the membership present at the annual meeting. Dues for a member's spouse desiring membership shall be one-half of the regular Chapter dues.

Sec. 3 - Dues will be collected in accordance with the policies of the parent Society.

Sec. 4 - The Chapter may raise additional operating funds in accordance with the bylaws of the parent Society and state and federal laws and regulations.

#### **ARTICLE V - TERMINATION OF MEMBERSHIP**

Sec. 1 - Membership will be terminated upon cessation of membership in the parent Society, upon failure to pay Chapter dues which are delinquent, upon transfer to another Chapter, or upon voluntary resignation.

#### **ARTICLE VI - CHAPTER SECTIONS AND STUDENT SECTIONS**

Sec. 1a. - A Section of the Chapter may be authorized by the Executive Council upon written petition of 10 or more members.

b. - A Student Section may be authorized by the Executive Council upon written petition of 10 or more student members. Four or more students may organize a Student Section to be affiliated with the Virginia Chapter.

c. - Although Student Chapters may be authorized to exist within the territory of this chapter by the parent Society's Board of Directors, Student Chapters are independent of this chapter.

Sec. 2 - Any Section or Student Section may, subject to the approval of the Executive Council, adopt such bylaws as it may find expedient, provided that no part thereof shall conflict with the articles of incorporation or bylaws of the parent Society or bylaws of the Virginia Chapter. No Section or Student Section bylaws may provide for Section or Student Section membership privileges of voting and holding office by any person who is not also a member of the parent Society. Neither the parent Society nor the Virginia Chapter shall be responsible for the debts or obligations of any Section or Student Section.

Sec. 3 - The Executive council may rescind the authorization and terminate the existence of any Section or Student Section. Any Section or Student Section that fails for two successive years to maintain a minimum of ten members in good standing in the parent Society may, at the discretion of the Executive Council, be asked to forfeit its title and rights.

Sec. 4 - Sections or Student Sections may be dissolved by a resolution requesting dissolution, passed by a majority of its membership and submitted for approval by the Executive Council.

Sec. 5 - Each Section or Student Section must hold at least one meeting each year to retain its authorization.

Sec. 6 - The officers of each Section or Student Section may include a President, President-Elect, Secretary and such others as may be found necessary. In addition, each Student Section shall have an advisor who is a member of the Virginia Chapter.

Sec. 7 - Sections and Student Sections may establish membership dues as are agreeable to its membership and necessary for a program.

Sec. 8 - The Virginia Chapter will encourage and assist the Sections and Student Sections in planning and implementing the activities desired by their membership.

Sec. 9 - Sections and Student Sections are authorized to appoint a delegate to serve in an advisory capacity to the Executive Council. Such delegates are encouraged to attend and participate in the meetings of the Executive Council.

#### **ARTICLE VII - OFFICERS**

Sec. 1 - Officers of the Virginia Chapter shall be a President, President-Elect, Vice President, Secretary and Treasurer. Each officer shall be a member in good standing of the Virginia Chapter. Terms of office shall be for one year. Each officer shall serve until his or her successor has been elected and qualified.

Sec. 2 - The following shall be the duties of the officers of the Virginia Chapter:

- a. - The President is responsible for the administration of Chapter business, presiding at Executive Council and Chapter business meetings, appointing all committees and task forces unless otherwise directed by the bylaws or the Executive Council, and performing all other duties incident to this office.
- b. - The President-Elect performs all duties of the President in the absence or disability of the President and chairs the Membership Committee.
- c. - The Vice President performs the duties of the President in the absence or disability of the President and President-Elect. This officer chairs the Program Committee.
- d. - The Secretary shall record minutes of Chapter and Executive Council meetings and shall, in collaboration with the President, perform all other duties incident to this office.
- e. - The Treasurer shall be responsible for all funds of the Chapter. The accounts shall be audited at the close of each year as directed by the President. The Treasurer shall prepare an annual report and financial statement for presentation at the annual meeting.

#### **ARTICLE VIII - ELECTIONS**

Sec. 1 - Chapter officers, one member of the Executive Council, and a nominating committee composed of three members of the Chapter who are not members of the Executive Council, shall be elected by the membership annually.

Sec. 2 - Chapter officers, an Executive council member and nominating committee members shall be elected by mail ballot at least thirty days prior to the annual meeting or not later than November 30. Election shall be by plurality vote of those voting.

Sec. 3 - The nominating committee shall solicit recommendations from Chapter members for officer and Executive Council nominees and nominees for nominating committee members who would serve on the committee the following year. Provisions shall be made on the ballot for additional names to be added by the voting membership.

Sec. 4 - Votes shall be counted by the nominating committee. 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 majority vote of qualified Chapter members attending the annual business meeting

shall determine who shall be certified to that position for the next office year. Results of elections will be announced to the membership in the first Chapter Newsletter issued after the election and at the annual business meeting.

Sec. 5 - The newly elected officers shall assume office at the annual meeting or no later than December 31.

Sec. 6 - The Executive Council shall elect annually a delegate (normally the President-Elect) and an alternate delegate to represent the Chapter in the House of Delegates of the parent Society. the names of the delegate and alternate delegate shall be certified to the Executive Vice-President of the parent Society by April 1 of the year for which they are designated to serve. Reimbursement for travel and meeting expenses of the delegate will be at the discretion of the Executive Council.

### **ARTICLE IX - EXECUTIVE COUNCIL**

Sec. 1 - The Executive Council shall be the governing body of the Chapter. It shall be composed of the following eight members: President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past-President and two Council Members elected for two years by the Chapter membership at the same time as the Chapter Officers. One Council Member shall be elected each year.

Sec. 2 - Vacancies occurring in offices or Council Member positions between elections shall be filled by majority vote of the remaining Executive Council members, except that in the case of vacancy in the office of President who shall be succeeded by the President-Elect and the Vice President in that order.

Sec. 3 - A quorum of the Executive Council shall be five of its members and the concurrence of a majority of those voting shall be required for all determinations.

Sec. 4 - The Executive Council shall conduct the business of the Chapter between meetings of its members. Changes of policy shall be voted upon by the membership in a regular meeting, special meeting or by mail ballot.

Sec. 5 - Expenditures of funds shall be only upon authorization of the Executive Council or by majority vote in regular or special meetings.

Sec. 6 - The Executive Council shall meet at least quarterly to transact business at a time and place to be determined by the Council. In addition, the President may call special meetings as deemed appropriate.

### **ARTICLE X - COMMITTEES AND TASK FORCES**

Sec. 1 - A Nominating Committee, elected as prescribed in ARTICLE VIII, shall select a slate of officers for the next year. One or more nominees for each office will be placed on the ballot with the exceptions that (1) not less than six candidates for the Nominating Committee (who are not members of the Executive Council) and (2) two or more nominees for each Council Member vacancy shall be on the ballot. Additional space for write-in names shall be provided for each position. The Nominating Committee shall tally votes of annual elections and certify the results to the Executive Council.

Sec. 2 - The following committees shall be appointed annually by the President:

a. - MEMBERSHIP - shall be responsible for recruiting and retaining members. It shall consist of the President-Elect as chairman and other members appointed by the President.

- b. - PROGRAM - shall be responsible to make plans for the annual meeting subject to approval by the Executive Council. The Vice President shall be chairman.
- c. - FINANCE - shall be responsible to prepare and recommend an annual budget for the Chapter. The Treasurer shall be a member.
- d. - AWARDS - shall be responsible to make recommendations to the Executive Council for Chapter and parent Society awards.
- e. - AUDIT - shall be responsible to audit the Treasurers records and shall consist of three members who are not members of the Executive Council.

Sec. 3 - Except as otherwise provided in these bylaws, standing or temporary committees and problem-oriented task forces may be established by the Executive Council for any purpose within the scope of the objectives of the parent Society. Special temporary committees may be established by the President for which like purposes are not otherwise provided. The President shall appoint the members of all committees and task forces, except as otherwise directed by these bylaws or the Executive Council. All committees and task forces shall report on their activities as directed by the creating authority. A majority of the members of any committee shall constitute a quorum and a majority of those voting shall be required for all determinations.

#### **ARTICLE XI - MEETINGS**

Sec. 1 - There shall be one meeting of the Chapter each year which shall be designated as the annual meeting. The time and location of the annual meeting shall be determined by the Executive Council with consideration for securing maximum membership attendance and transaction of essential business. Notice of the annual meeting shall be mailed to the membership six weeks in advance of the meeting.

Sec. 2 - Other meetings may be called by decision of the Executive Council or by written petition of at least ten percent of the members of the Chapter. The business of such meetings shall be limited to that which is called for in the agenda or petition or is permitted by two-thirds of the members attending the meeting. All members shall be notified of such meetings at least 15 days prior to the meeting. Included with the notice of the meeting shall be an agenda or other notification of business to be transacted.

Sec. 3 - The order of business and all parliamentary procedure at any meeting shall be in accordance with the latest printing of Robert's Rules of Order, except where this may conflict with the bylaws of this Chapter or the parent Society.

Sec. 4 - Any member of the parent Society and their guests may attend the meetings of the Chapter. Only members of the Chapter may vote, serve on committees or hold office in the Chapter.

#### **ARTICLE XII - AWARDS**

Sec. 1 - The Chapter may from time to time at the direction of the Executive Council offer scholarships, medals or other awards in recognition of outstanding work or ability in the field of natural resources.

#### **ARTICLE XIII - ADOPTION AND AMENDMENTS OF BYLAWS**

Sec. 1 - The bylaws shall be amended when a proposal submitted by the Executive Council is approved by two-thirds vote of the members voting on the proposal by mail, at a regular annual election, or at a special election called by the Executive Council. A copy of the proposed amendment, with a ballot

stating clearly its general object and referring to the copy for particulars, shall be mailed by the secretary to each member of the Chapter in good standing at least 30 days before the date set for the election. An amendment shall, unless otherwise provided therein, be effective immediately upon its adoption. The ballots for any proposed amendment shall be counted as provided for in the election of officers and the results shall be announced by the President as soon as practicable. Anything contained in the bylaws adopted by the Chapter which is deemed by action of the Board of Directors of the parent Society to be in conflict with the bylaws of the parent Society, after due opportunity for the Chapter to be heard, shall be void and of no effect after official notification to the Chapter.

#### **ARTICLE XIV - STATUS AND DISSOLUTION**

Sec. 1 - The Chapter is a non-profit organization dedicated to the furtherance of conservation for the benefit of the general public and not the monetary profit or gain to its members.

Sec. 2 - The Virginia Chapter may be dissolved by two-thirds vote of the members present at a Chapter meeting, provided that written notice of the intention to vote upon dissolution be sent to each Chapter member 30 days in advance of voting.

Sec. 3 - If dissolution is favorably acted upon, all just debts shall be paid out of the Chapter funds. All remaining assets shall be transferred to the parent Society. All records, correspondence, and other papers of value shall be sent to the Executive Vice-President of the Soil and Water Conservation Society, Incorporated for filing or disposal. In no event will any Chapter member benefit from such assets except for authorized expenses incurred by such member in conducting Chapter business.

#### **ARTICLE XV - EFFECTIVE DATE**

These bylaws were adopted by vote of the membership at a Chapter meeting on June 16, 1949.

These bylaws were amended by majority vote on October 22, 1988.