

**All Ohio Chapter Soil & Water Conservation
Society BYLAWS**

September 16, 2005

Article I - Name

The name of this organization shall be the All Ohio Chapter of the Soil and Water Conservation Society, Inc., hereinafter called the Chapter. The Soil and Water Conservation Society, hereinafter is referred to as the Society.

Article II - Territory

The legal headquarters of the Chapter shall be the office of the Division of Soil and Water Conservation, Ohio Department of Natural Resources in Columbus, Ohio. The territory of the Chapter is the State of Ohio.

Article III - Objectives and Purpose

Section 1. The objectives of the Chapter are to:

- (a) Advocate the conservation, protection, enhancement and wise use of soil, water, and related natural resources,
- (b) Foster the development and application of science-based resource policies and practices, and
- (c) Promote through education and example, an ethic that recognizes the interdependence of people and the environment.

Section 2. Purpose: the Chapter is organized for educational, scientific, and charitable purposes within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986, as amended. It is comparably registered with the Ohio Secretary of State.

Article IV - Membership and Voting Rights

Section 1. The classes of Chapter membership are: regular, student, and life members. Society membership categories are: regular, student, sustaining, life, honorary, and fellow.

Section 2. Qualifications for membership. Members shall be persons who, with respect to the conservation, protection, enhancement and management of soil, water and related natural resources, are or have been engaged in: (a) practicing or teaching,
(b) research, technical assistance or educational work, (c) administering

activities, or (d) pursuing a personal interest. Only members of the Society who pay Chapter dues [whether or not their membership entitles them to receive the journal] shall be eligible for Chapter membership. Any eligible person may become a member of the Chapter, regardless of residence.

Section 3. Any member of the Society is entitled to attend the meetings of the Chapter. All regular and life members of the Chapter may vote, serve on standing committees, or hold office. Student members may vote on matters pertaining to their activities.

Section 4. Membership in the Chapter shall end upon (a) cessation of membership in the Society, (b) failure to pay dues that are delinquent, (c) transfer to another Chapter, or (d) resignation.

Article V - Officers and Duties

Section 1. The officers of the Chapter shall consist of a President, a President-Elect, a Secretary, and a Treasurer. Officer duties shall be fully described in position descriptions, augmenting that appearing below.

Section 2. The officers shall be elected annually from among the Chapter membership, prior to the annual business meeting. See Article VII. After installation, they shall serve until the close of the next annual business meeting, or until their successors are elected and installed. However, the newly installed Secretary and Treasurer will begin their duties not later than two months after the annual meeting, at which time the terms of the previous Secretary and Treasurer would expire.

Section 3. The President shall have general responsibility for the affairs of the Chapter, preside at the meetings of the Chapter and the Executive Council, appoint or otherwise arrange for staffing standing and temporary committees, and perform all other duties incident to the office.

Section 4. The President-Elect shall automatically become President when the President's term expires (or the position otherwise becomes vacant). This officer should chair the program committee, delegating substantial work to others. This will facilitate the President-Elect appointing committee members and planning activities to become effective when he/she becomes President. In the absence of the President, the President-Elect shall preside at meetings of the Chapter and the Executive Council.

Section 5. The Secretary shall keep the meeting minutes and the past records of the Chapter (other than those that may be delegated to an archives committee),

conduct correspondence, keep the master copy of the Bylaws, and perform other duties incident to the office of Secretary. In the absence of the President and President-Elect, the Secretary shall preside at meetings of the Chapter and the Executive Council. The Secretary, in consultation with membership committee chair, shall maintain an official record of the Chapter membership. *He/she shall maintain the Chapter's registration with the Ohio Secretary of State.*

Section 6. The Treasurer shall be custodian of all monies received by the Chapter and of its financial records. He/she shall receive and disburse all funds of the Chapter, keep account of all financial transactions, and report at each business meeting the financial status of the Chapter. *(The President may also disburse funds when the Treasurer is unavailable.)* The Treasurer also shall receive all contributions to the Chapter, earmarked for specific purposes, separately accounting for and investing these as authorized by the Executive Council. The accounts maintained by the Treasurer shall be audited at least annually and when directed by the Executive Council. The Treasurer may be bonded in such an amount as the Executive Council may determine, at the Chapter's cost. The Treasurer shall be responsible for submitting yearly financial reports to the Ohio State Attorney General and Internal Revenue Service to maintain the Chapter's legal status.

Article VI - Executive Council

Section 1. The Executive Council shall consist of the President, President-Elect, Secretary, Treasurer, immediate Past-President, *and* two elected Council Members-at-large.

Section 2. Council Members-at-large are expected to contribute to establishment of well-founded Chapter activities, policies and procedures and provide additional leadership as needed.

Section 3. *The Executive Council may appoint non-voting Assistants and/or Consultants to the Executive Council to provide a variety of consultative or administrative services that may be described in position descriptions.*

Section 4. The Executive Council shall be the legal representative of the Chapter and shall administer all funds and property of the Chapter, which shall be placed in the custody of the Treasurer.

Section 5. The Executive Council shall be responsible for the routine functioning of the Chapter and for recommending annual and multiple year objectives for membership approval. It shall develop or review operating plans, activities, and budgets; give counsel and guidance to,

and coordinate the work of committees; decide Chapter business not requiring action by the membership; and perform similar duties. Executive Council members or other members appointed by the President may speak for the Chapter. No committee or member may expend Chapter funds unless authorized by the Executive Council. The Executive Council's activities shall be subject to the review and approval or disapproval by the membership.

Section 6. The Executive Council shall meet at least quarterly for the transaction of its business and at other times as determined by the President or by a majority of the Executive Council. It shall have power to act on matters that arise between regularly scheduled Chapter meetings that are not otherwise specifically provided for in the Bylaws. A quorum for legal transaction of business is a majority of the voting members of the Executive Council.

Section 7. The Executive Council should strive to provide enthusiastic leadership, motivating the membership to participate and take ownership of mutually established objectives.

Section 8. The Executive Council shall direct the policies of the Chapter within the framework of the Society, in support of its educational and scientific objectives. It shall encourage active participation in regional and international meetings, workshops and other events.

Article VII - Elections, Nominations, and Vacancies

Section 1. The annual election of President-Elect, Secretary, Treasurer, and a Council Member(s)-at-large shall be held by mail ballot sent to members on or before October 31, to be returned to the teller chairperson, hand delivered or post-marked by November 30. *These dates may be postponed by the Executive Council.* These officers are elected for a one year term and may succeed themselves, except the President-Elect automatically becomes President in the following year. Council member-at-large terms are for two years, with one member-at-large elected each year. Council member-at-large may be re-elected to a second consecutive term.

Section 2. Any nominating petitions must be in the hands of the Nominating Committee by August 10 unless this date is postponed by the Executive Council. Each nominating petition shall name but one candidate for a specific office and shall bear the signature of at least three (3) voting members of the Chapter. A member may sign only one petition for each office to be filled at any given election. The names of willing candidates provided by properly drawn nominating petitions shall appear on the ballot, with one exception: Such a petition may be rejected by the Nominating Committee only if in its judgment the petition

threatens an appropriate Executive Council balance as explained in Section 3.

Section 3. The Nominating Committee shall offer by direct nomination or through received petitions, a minimum of two (2) candidates for each position to be filled. The Committee shall consider members from various institutions, agencies, and professions represented within the Chapter. No person's name shall be placed on the ballot without his/her consent.

Section 4. Ballots shall be counted by tellers designated by the Chapter President. The candidate receiving a plurality of votes cast for the office for which he/she is nominated, shall be declared elected. Any ties shall be broken by the Executive Council. Results of the election shall be announced by the Chapter President. *The President is responsible for notifying all candidates in writing of the results.*

Section 5. If death or other reasons prevent an elected officer or council member-at-large from being installed and serving, a replacement shall be elected at the annual meeting by plurality vote. (Exception: The office of President is covered by the President-Elect.) The Nominating Committee shall present a slate of at least two (2) candidates for the vacated position. Nominations may be made from the floor. (The Executive Council may later install a member-at-large or an officer-elect who expects to serve but is prevented from attending the annual Chapter meeting.)

Section 6. In the event of a vacancy in the office of the Chapter President, the President-Elect shall become President. After this, he/she shall serve a full term as President as provided in Article V. If the presidential succession is broken due to a vacancy in the office of President-Elect, the office of President shall be filled along with other offices at the next regular election. A vacancy in the office of Secretary or Treasurer shall be filled by Executive Council appointment. Said appointee shall serve until a successor is chosen at the annual election and duly installed. The Executive Council may determine a position vacant if the officer or council member-at-large *cannot, or no longer chooses to, perform the duties.*

Article VIII - Committees

Section 1. Standing or temporary committees may be created (or dissolved) by the Executive Council for any purpose within the scope of the objectives of the Chapter. Temporary committees shall serve until their duties are accomplished or until dissolved by the Executive Council. Minimum standing committees include membership, program, awards, scholarship, long range planning, newsletter, archives, and nominating. Their duties shall be fully described in position

descriptions. Members of standing committees shall serve through the next annual business meeting and shall be eligible for reappointment. Refer to Article V, Section 3.

Section 2. The Membership Committee shall promote and maintain the membership of the Chapter. It may include a Membership Secretary, appointed by the Executive Council.

Section 3. The Program Committee shall be responsible for planning and carrying out the program meetings of the Chapter. The Chairman of the Program Committee shall be the President-Elect.

Section 4. Nominating Committee responsibilities appear in Article VII.

Article IX - Meetings

Section 1. There shall be an annual meeting of the Chapter to be held within the first three months of each calendar year. This and other regular meetings of the Chapter may be scheduled by the Executive Council. The membership shall be notified of the date and place at least thirty (30) days in advance.

Section 2. Any business that may properly come before the Chapter membership may be discussed and acted upon at the annual or other regular meetings. *The only business that may be discussed or acted upon at a special meeting is that which* has been announced by written notice sent to the Chapter membership at least fifteen (15) days in advance of such a special meeting.

Section 3. A quorum at any meeting of the Chapter consists of at *least* twenty-five (25) members. Others may attend as guests.

Section 4. The order of business and all parliamentary procedure at any meeting shall be in accordance with the current edition of Roberts' Rules of Order, except where this may conflict with the Bylaws of the Chapter or Society.

Article X - Dues and Funds

Section 1. Chapter dues shall be determined by the membership. *Annual dues shall be paid when billed in cooperation with the Society.*

Section 2. Chapter funds will be used to defray expenses incident to carrying out the *objectives* of the Chapter, as determined by the Executive Council. *An*

annual budget may be developed by the Executive Council to facilitate this process.

Section 3. The Chapter may receive gifts, bequests, donations, grants, or funds for any purpose within the scope of Society objectives. No part of the funds of the Chapter shall be distributed to Chapter members, except that the Executive Council is authorized to: (a) pay reasonable compensation for services rendered and (b) provide awards, scholarships, envirothon support, and other incentive programs to further the objectives and purposes of the Chapter and Society.

Article XI - Scholarship Fund Administration

Section 1. The Chapter, through a Scholarship Committee, may offer scholarships to encourage able students to enter the broad field of natural resource conservation to prepare them for such a career through an organized program of study in an Ohio college or university. Such scholarships shall be offered on a nondiscriminatory basis. Chapter selecting and approving authorities shall not participate in providing such funding to their own family members.

Section 2. Donations made for scholarships in Section 1 may be directed in unrestricted form to the Chapter Treasurer who shall manage and account for said funds as hereinafter provided:

- (a) monies so received shall be deposited in the Chapter's scholarship fund in a federally insured account at a banking institution selected by the Executive Council,
- (b) interest accrued to said deposited funds may be withdrawn and disbursed by the Chapter Treasurer only for specific scholarship purposes, upon the recommendation of the Scholarship Committee and with the authorization of the Executive Council,
- (c) withdrawals from the corpus of said account, up to a total of fifty percent (50%) of the aggregate of funds deposited thereto during the previous calendar year, may be made only for the stated purposes of the scholarship fund and only upon the unanimous vote of the Executive Council.

Section 3. In the event the scholarship fund operation should become totally inactive for a period of five (5) consecutive years, the balance of funds on deposit in said fund shall be distributed for use in general scholarship programs to such Ohio institution(s) of higher learning as shall be designated by the Chapter's Executive Council.

Section 4. In the event of the dissolution of the All Ohio Chapter, Soil and Water Conservation Society, however caused, all scholarship funds remaining after satisfaction of its debts and liabilities shall be distributed for use in general

scholarship programs to such Ohio institution(s) of higher learning as shall be designated by majority vote of the Chapter's active membership at such time.

Article XII - Amendments

Section 1. These Bylaws may be amended by a two-thirds favorable vote of members present and voting at any annual or general meeting or at any special meeting called for this purpose. In every case written notice of the proposed amendments shall be sent to all Chapter members at least thirty (30) days in advance of the meeting at which the proposed action is to be taken. The Chapter shall notify the members of the result.

Section 2. No Bylaw provision or amendment may be adopted which is not in keeping with the Society Bylaws, Articles of Incorporation of the Chapter, or educational and scientific purposes of the Chapter. Upon official notification by the Society that a provision or amendment is not in keeping, and after due opportunity for hearing the Chapter, such provision or amendment shall be void and of no effect.

Section 3. Any change(s) required by the Internal Revenue Service under Section 501(c)3 of the Internal Revenue Code to establish or maintain the status of the Society and the Chapter as an educational and scientific organization shall automatically be deemed a fully approved amendment to these Bylaws, subject to review by the Executive Council. The Secretary shall notify each Chapter member of such change(s) and reasons therefore, and shall provide revised text of the Bylaws.

Article XIII - Status and Dissolution

Section 1. The Chapter is a non-profit organization dedicated to the furtherance of objectives cited in Article II, for benefit of the general public and not for monetary profit or gain to its members.

Section 2. The Chapter may be dissolved by:

- (a) vote of two-thirds of the members present at a Chapter meeting, providing that written notice of the intention to vote upon dissolution is sent to each Chapter member when the date of the meeting is announced.
- (b) if this approach seems inappropriate to the Executive Council, the Chapter may be dissolved by a resolution requesting dissolution passed by majority vote of mail ballots received, provided that (i) notice of such action has been mailed to all members at least sixty (60) days prior to the closing date for receiving these mail ballots and (ii) at least twenty-five (25) ballots are returned, the quorum for

meetings in Article IX, Section 3.

Section 3. If the Chapter should ever cease to exist as a corporation, any assets above and beyond that required to meet the obligations of the Chapter not held upon condition requiring return, specific transfer, or conveyance upon dissolution, will be disposed of by the last active Executive Council to a non-profit organization or institution with similar objectives and regularly organized and qualified with the Internal Revenue Service as a charitable, educational, or scientific organization. In no event will any officer or member benefit from such assets except for expenses incurred by such officers or members in conducting Chapter business.

Section 4. Should the Chapter dissolve, the Executive Council shall forward to the Society or the Ohio Historical society as appropriate, all significant records, correspondence, and other papers.

Article XIV - Effective Date and Certification

This Chapter was chartered as the All Ohio Chapter of the Soil Conservation Society of America on April 26, 1956, in Columbus, Ohio, and the bylaws (constitution) were adopted. Through successive amendments and a name change, the Bylaws of the Chapter were revised *several times, including* January 11, 1988, *June 14, 1996, March 6, 2002, and September 16, 2005.*

Dennis DeWeese
President

Steve Hall
Secretary