

# Wisconsin Chapter of Soil and Water Conservation Society

## BYLAWS

September 1997 Proposed Revisions

*Approved 1/23/98*

### Article I - Name

The name of this organization shall be the Wisconsin Chapter of the Soil & Water Conservation Society (hereinafter referred to as the Chapter).

### Article II - Area

Section 1. Headquarters of the Chapter shall be the address designated by the Council.

Section 2. The entire State of Wisconsin shall constitute the area of the Chapter.

Section 3. The chapter area is subdivided into six units hereinafter referred to as sections. The names and boundaries of each section are:

Section I. The counties of: Ashland, Barron, Bayfield, Burnett, Douglas, Florence, Forest, Iron, Langlade, Lincoln, Oneida, Polk, Price, Rusk, Sawyer, Taylor, Vilas and Washburn.

Section II. The counties of: Buffalo, Chippewa, Clark, Dunn, Eau Claire, Jackson, Pepin, Pierce, St. Croix and Trempealeau.

Section III. The counties of: Adams, Juneau, Marathon, Menominee, Portage, Shawano, Waupaca, Waushara and Wood.

Section IV. The counties of: Crawford, Grant, Green, Iowa, LaCrosse, Lafayette, Monroe, Richland, Vernon and Sauk.

Section V. The counties of: Columbia, Dane, Dodge, Fond du Lac, Green Lake, Jefferson, Kenosha, Marquette, Milwaukee, Ozaukee, Racine, Rock, Sheboygan, Walworth, Washington and Waukesha.

Section VI. The counties of: Brown, Calumet, Door, Kewaunee, Manitowoc, Marinette, Oconto, Outagamie and Winnebago.

### Article III - Objectives

The objectives of the Chapter shall be the same as those of the Soil & Water Conservation Society (hereinafter referred to as the Society), as a nonprofit educational and scientific organization dedicated to advancing the science and art of good land and water use.

## **Article IV - Membership**

- Section 1. Membership in the Chapter shall be limited to persons holding membership in the Society.
- Section 2. Only persons who qualify under Section 1 and who have paid annual Chapter dues shall be members in the Chapter. Each shall have one vote in Chapter elections, may serve on committees, and may hold office in the Chapter.
- Section 3. Membership in the Chapter shall end upon termination of membership in the Society; by failure to pay Chapter dues within 60 days after the membership anniversary date as set by the Society; or by resignation.
- Section 4. Annual dues of the Chapter shall be an amount set by the Council based on the needs of the Chapter. Society and Chapter dues shall be payable together to the Society headquarters or to the Chapter Treasurer.

## **Article V - Officers**

- Section 1. The officers of the Chapter shall consist of President, President-elect who serves as Vice President, Immediate Past President, Secretary and Treasurer.
- Section 2. The officers shall be elected from the membership and shall perform the duties of their respective offices until their successors assume their duties. Term of the office shall be one year for the President commencing immediately following the Chapter's annual meeting, or on March 1 if an annual meeting is not to be held, after their election and continue until immediately following the next annual meeting or on March 1 if an annual meeting is not to be held. Terms of office shall be two years for the Secretary and Treasurer commencing immediately following the Chapter's annual meeting, or on March 1 if an annual meeting is not to be held, after their election and continue until immediately following the second annual meeting or March 1 if an annual meeting is not to be held. Vacancies between elections shall be filled as provided under Article VI.
- Section 3. The President shall have general responsibility for the affairs of the Chapter; preside at Chapter meetings and sessions of the Council (see Article VI); ensure the timely election of Chapter officers; and appoint committees and representatives provided under Articles VII and VIII.
- Section 4. The President-elect shall automatically become President when the President's term expires (or the position otherwise becomes vacant). The President-elect may appoint committee members and plan activities to become effective at the time he or she becomes President. In the absence of the President, the President-elect shall assume the responsibilities and perform the duties of the President.
- Section 5. The Secretary shall give notice of Chapter meetings and other activities to all Chapter members; keep a record of all business meetings; be responsible for all Chapter correspondence; keep the master copy of the Bylaws, membership list, and other records belonging to the Chapter or pertaining to its business; and perform other duties incident to the office of Secretary.

Section 6. The Treasurer 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 Treasurer also shall arrange with Society headquarters for proper notice of dues payments, and alert the President-elect, Membership Committee, and President periodically of delinquent members so they may be encouraged to rejoin. The Treasurer also shall receive any and all contributions to the Chapter, either for meeting Society objectives generally or earmarked for specific projects or aims; shall invest these and other funds as authorized or approved by the Council; and shall keep account of all transactions, expenditures, and transfers of such funds that may be authorized by the Chapter, the Council, or a committee established by or reporting to the Chapter officers. The accounts of the Treasurer shall be audited at least annually and when directed by the Council. The Treasurer may be bonded in such amounts as the Council may determine, at the cost of the Chapter.

#### **Article VI - Council**

Section 1. The Council shall consist of the President, President-elect, Immediate Past President, Secretary, Treasurer, six Council members representing each Chapter section, all of which are elected as described in Article VII and Chapter Editor.

Section 2. The Council shall be the legal representative of the Chapter and shall have, hold, and administer all funds and property of the Chapter which shall be in the direct custody of the Treasurer.

Section 3. Vacancies in Chapter offices occurring between elections shall be filled by appointment by the Council, except as provided in Article VII, Section 4.

Section 4. The Council shall meet at least quarterly for the transaction of its business and at another times as determined by the President or by a majority of the Council, and shall have power to act on matters that arise between regularly scheduled Chapter meetings and are not otherwise specifically provided for in the Bylaws. At least 30 days notice of the date and place of each meeting and the general nature of the business to be acted upon shall be given to all members of the Council by mail or in person; provided that in case of an emergency, which shall be stated in the notice, a meeting may be called upon not less than 10 days notice.

Section 5. A quorum of the Council, defined as a majority of the officers, must be present in order that business can be legally transacted.

Section 6. The Council shall direct the policies of the Chapter within the framework of the Society, in support of the educational and scientific objectives of the Society, in coordination with the member of the Society's Board of Directors who represents the West Northcentral Region. The Council shall develop or review operating plans 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. The Council shall approve any formal statement of the policy or position of the Chapter on any issue. Council members or other members appointed by the President may speak for the Chapter.

Section 7. The Council shall encourage active participation of officers, committee chairpersons, and other members in Chapter, regional, and international workshops, meetings, and other events.

#### **Article VII - Elections**

Section 1. Not later than 90 days before the annual meeting, or before March 1 if an annual meeting is not to be held, the Secretary shall notify the membership that nominations are being accepted. The announcement shall include provision for nominations by written petition with the Nomination Committee chair not later than 60 days before the annual meeting, or March 1 if an annual meeting is not to be held.

Section 2. For the offices of President-elect, Secretary, Treasurer and Council members, the Nominating Committee shall consider members from the various institutions and professions represented in the Chapter.

Section 3. Council members shall be limited to three 2-year terms of consecutive service with the exception of the President, President-elect, and Immediate Past President, which serve one year.

Section 4. Council members shall be elected by members within the Chapter and shall serve for a term of two years. Three Council members shall be elected each year. In addition, one shall be elected to fill any Council member vacancy which may have occurred during the year, to complete the unexpired term.

Section 5. Before any member's name is placed on the ballot for an office or Council member position in the Chapter, the member shall certify that he or she is willing to serve.

Section 6. Ballots shall be mailed to all members not later than 30 days before the annual meeting, or March 1 if an annual meeting is not to be held. The ballots shall state the election date which shall be no later than 15 days prior to the annual meeting or March 1 if an annual meeting is not to be held. Ballots shall be returned to the President-elect. Each ballot shall include the names of all persons nominated by the Nominating Committee and by petition.

Section 7. The President-elect shall deliver the cast ballots to the Council prior to the annual meeting, or March 1 if an annual meeting is not to be held. The nominee receiving a plurality of the votes cast for each office or Council member position shall be declared elected. Tie votes shall be broken by vote of the Council.

#### **Article VIII - Committees**

Section 1. The Chapter President shall appoint standing committees and such other committees and representatives as are necessary to conduct the affairs of the Chapter and to contribute toward regional or international educational and scientific aims of the Society. Such committees and representatives all function during the term of office of the President or until their assignment is accomplished.

Section 2. Standing committees shall include Program, Membership, Awards, Finance, Booklet Sales and Publications, Legislation, Students Relations & Scholarship, and Nomination (for Chapter officers and Council members, and for members of the Society's Board of Directors).

#### **Article IX. Meetings**

Section 1. Unless otherwise ordered by the Council, the annual meeting of the Chapter membership shall be held the first quarter of the calendar year.

Section 2. The timing and location of the annual meeting, special conferences, symposia, workshops, and other meetings will be determined by the Council, at the recommendation of the President-elect, with consideration for securing maximum attendance and participation by members, prospective members, and the public, and proper transaction of essential Chapter business if appropriate.

Section 3. Any members of the Society or their guests may attend meetings of the Chapter. Only members of the Chapter may vote.

Section 4. Officers and Committee chairpersons or their representative shall report verbally or in writing to the membership regarding their current or proposed activities, at intervals directed by the Council.

#### **Article X. Parliamentary Authority.**

Section 1. The rules contained in "Robert's Rules of Order - Revised" shall govern the Chapter in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the special rules of order of this Chapter.

#### **Article XI. Status and Dissolution**

Section 1. Notwithstanding any other provision of these Bylaws, the Chapter shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding revision of any future United States Internal Revenue Law).

Section 2. The Chapter may receive in the name of the Society gifts, bequests, donations, grants, or funds for any purpose within the scope of Society objectives. No part of the funds of the Chapter shall inure, or be distributed, to Chapter members, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered; to provide awards, scholarships, and other incentive programs to further the objectives and purposes of the Society; and to financially support chapter, regional and Society activities and programs.

Section 3. This Chapter may be dissolved by a resolution requesting dissolution passed by majority vote of mail ballots received, provided that 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.

Section 4. Should the Chapter dissolve in accordance with Section 3 or from any other cause, any assets not required for payment of its liabilities and obligations and not held upon condition requiring return, specific transfer, or conveyance upon dissolution, shall be paid over and transferred to the Society. If the Society is dissolved, then the Council in office in the Chapter at the time of dissolution shall select organization(s) to which the assets covered in this section may be transferred. Such organizations, corporations, or societies shall be engaged in activities substantially similar to those of the Society and regularly organized and qualified as charitable, educational, scientific, or philanthropic organizations.

Section 5. Should the Chapter dissolve, the Council shall forward to the Society (or, if the Society is dissolved, to the National Agricultural Library) all significant records, correspondence, and other papers.

Section 6. The fiscal year shall be the calendar year.

**Article XII. Adoption and Amendment of Bylaws.**

Section 1. These Bylaws may be amended by majority vote of mail ballots received or of Chapter members present at any regular meeting of the Chapter, provided notice of all proposed changes has been mailed to all members at least thirty (30) days prior to (a) the closing date for receiving these mail ballots, or (b) the date of the meeting at which the vote is to be taken.

Section 2. Amendments shall, unless otherwise provided therein, take effect when the Election Committee (or the presiding officer in case of a vote at a meeting) determines that a majority of the votes cast are favorable. The Chapter Secretary shall notify the members of the result, along with revised text of the Bylaws.

Section 3. No Bylaw provision or amendment may be adopted which is not in keeping with the Society Bylaws 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 4. Any change(s) required by the Internal Revenue Service in order to establish or maintain status of the Society or the Chapter as an educational and scientific organization under Section 501(c)(3) of the Internal Revenue Code shall automatically be deemed a fully approved amendment to these Bylaws. The Secretary shall notify each Chapter member of such change(s) and reasons therefore and provide revised text of the Bylaws.

**Article XIII. Effective Date**

These Bylaws were adopted by vote of the membership at a Chapter meeting on date

Amended by [unanimous or majority] vote on date

[signature]  
President

[signature]  
President-elect

[signature]  
Secretary