

North Dakota Chapter Soil and Water Conservation Society By-Laws
Revised 2007

Article I – Name

The name shall be North Dakota Chapter, Soil and 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 Board of Directors.

Section (2) The state of North Dakota shall constitute the area of the Chapter.

Article III – Objectives

Section (1) The mission of the Society is to foster the science and art of natural resource conservation by carrying out activities and programs in professional development, conservation science, education, and public affairs.

Section (2) The Chapter may formulate, issue, and publish statements expressing the attitude of the Chapter on matters within the scope of this Article.

Article IV – Membership

Section (1) Membership in the Chapter shall be limited to persons holding membership in the Soil and Water Conservation Society (hereinafter referred to as the 'Society').

Section (2) The classes of membership shall be the same as those of the Society.

Section (3) Upon payment of Chapter dues, such persons as qualify under Section (1) above shall acquire similar type membership in the Chapter.

Section (4) The annual dues of the Chapter shall be proposed by the board of directors and established by the membership at the annual meeting of the Chapter. Society dues and Chapter dues shall be payable together to the Society in advance of or on the individual members anniversary date.

Section (5) All members shall have the privilege of the floor at any meeting the Chapter and shall have the right to vote on any proposition or in any election. Voting may be by USPS mail, email ballot, or at a scheduled meeting.

Section (6) Membership in the Chapter shall end upon termination of membership in the Society, upon failure to pay Chapter dues within 60 days after the membership anniversary date as set by the Society; or by resignation.

Section (7) Membership in the North Dakota Chapter does not restrict membership in other chapters of the Society.

Article V – Officers

Section (1) The officers of the Chapter shall consist of a past president, president, president-elect, a secretary-treasurer, and two directors.

Section (2) The past president, president, and president-elect shall be two year terms. Each of the two director positions are two year terms. One director shall be elected every year. The secretary-treasurer shall be elected annually. All positions must be elected from the membership.

Section (3) The president-elect will automatically become president for the ensuing two years.

Section (4) No officer, except the secretary-treasurer, shall be eligible for reelection to the same office until one year from the date the officer's term of office expires. The secretary-treasurer may be re-elected for more than one year.

Section (5) Terms of office shall begin and end with the adjournment of the appropriate annual meeting.

Section (6) The president shall preside at meetings of the Chapter, shall be chairman of the board of directors, shall appoint all committees including those established by the board of directors, and shall perform all other duties usually vested in this office. In the absence of the president, the president-elect shall perform the duties of the president.

Section (7) Duties of secretary-treasurer shall be those usually pertaining to this office. The secretary-treasurer shall issue notices of annual or special meetings as determined by the board of directors. The secretary-treasurer shall be responsible for all funds of the Chapter, and shall be bonded if the board of directors determines that bonding is needed, and at the Chapter's expense. The secretary-treasurer's accounts shall be audited at the close of the operations year by the first year Director. A financial report will be presented at the annual meeting.

Section (8) Vacancies among officers shall be filled from the Chapter membership for the unexpired term of office by vote of the board of directors.

Article VI – Elections

Section (1) Candidates for office of president-elect, secretary-treasurer, and director shall be selected by a nominating committee named by the president.

Section (2) Nominations shall be submitted to the entire membership not later than fifteen (15) days prior to the annual meeting. Voting shall be by secret ballot or e-mail ballot should the member waive secrecy rights. Additional nominations may be made by write-in vote. Sealed ballots shall be returned to the secretary-treasurer prior to the annual meeting and delivered unopened to a committee named by the president for counting. A candidate receiving a plurality of the votes cast for each office shall be declared elected.

Article VII – Board of Directors

Section (1) The governing body of the Chapter shall be the board of directors consisting of the president, president-elect, secretary-treasurer, immediate past president, and two directors elected by the Chapter membership according to provisions in Article IV.

Section (2) The board of directors shall have the power to fill any vacancies occurring in its offices; recommend to the Chapter for action bylaw consistent with the bylaws of the Society;

provide direction of expenditures and funds; and perform such duties as may be hereinafter prescribed.

Section (3) Meetings of the board of directors shall be called by the chairman or upon request to the president by a quorum of the board of directors. Except in cases of emergency, all members of the board of directors shall be notified at least five (5) days in advance of the date and place of the meeting and of business to be acted upon.

Section (4) One-half of the members of the board of directors shall constitute a quorum for transaction of business.

Article VIII – Committees and Delegates

Section (1) The president shall appoint Committee Chairpersons and committee members may be established by the board of directors for any purpose within the scope of the objectives of the Chapter.

Section (2) No committee may expend funds unless authorized by the board of directors.

Section (3) The board of directors of the Chapter shall select a delegate and an alternate delegate. The delegate or alternate, if the delegate is unable to attend, will represent the Chapter in the House of Delegates during the Society annual meeting.

Section (4) Selection of the delegate will be made by the board of directors at the request of the Society

Article IX – Meetings

Section (1) The Chapter shall hold an annual meeting and board of directors meetings at place and date elected by the board of directors.

Section (2) Notices of Chapter meetings shall be given by the secretary-treasurer to all members at least thirty (30) days prior to the meeting date.

Article X – Status and Dissolution

Section (1) The Chapter is a nonprofit organization without capital stock, dedicated to the furtherance of conservation for benefit of the general public, not for the monetary profit or gain of its members.

Section (2) This Chapter may be dissolved by resolution requesting dissolution if passed by a majority of members voting by USPS mail, email, provided that notice of such action has been sent to all members at least fifteen (15) days prior to deadline.

Section (3) If dissolution is favored in accordance with Section (2), the last board of directors shall pay all just debts out of Chapter funds and transfer all remaining monies and assets to the Society. All records, correspondence, and other papers shall be forwarded to the Society.

Article XI – 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.

Article XII – Amendments to Bylaws

Section (1) These bylaws may be amended by a majority vote at a regular meeting or by USPS mail and email if the proposed changes have been provided to all members at least fifteen (15) days prior to the voting deadline or meeting.

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

Section (3) Amendments shall, unless otherwise provided therein, be declared being in effect upon receiving a majority of votes cast by the members voting.

Article XIII – Effective Date

These by-laws were adopted by majority vote of the membership on October 4, 2007.

President Lena Bohm

President Elect (vacant)

Secretary – Treasurer Robert Bird / Kirsten Wild

Director Michael Collins

Director Richard Well