

**By-Laws of the Oregon Chapter of the Soil and Water Conservation Society  
1997**

**Article I – Name**

**Section 1.** The name of this organization shall be the Oregon Chapter of the Soil and Water Conservation Society as provided by the authorization granted by the Board of Directors of the Soil and Water Conservation Society hereafter referred to as the parent Society. The geographic area of the Chapter shall be the state of Oregon. (amended 1988)

**Article II – Objectives**

**Section 1.** The objectives of the Chapter shall be as stated in the Constitution of the parent Society and their accomplishments shall be as stated in the By-laws of the parent Society with special emphasis on the State of Oregon. (amended 1988)

**Article III – Membership**

**Section 1.** Membership in the Chapter shall be limited to persons holding membership in the parent Society

**Section 2.** The classes of membership shall be the same as those of the parent Society. (added 1988)

**Section 3.** Upon payment of Chapter dues such persons holding regular membership shall acquire membership in the Chapter. Student members shall not be required to pay Chapter dues. (added 1988)

**Article IV – Termination and Reinstatement of Chapter Membership**

**Section 1.** Membership will be terminated upon: (1) failure to pay chapter dues, or (2) transfer to another chapter. (amended 1988)

**Section 2.** A person dropped from membership in the Chapter by reason to pay chapter dues shall be automatically reinstated upon membership renewal. (amended 1988)

**Article V – Officers**

**Section 1.** The principle officers of the Chapter shall be the President, Vice President, and Secretary-Treasurer, each whom shall be a member, sustaining member, or life member of the parent Society. The principle officers shall also serve as members of the Chapter Board of Directors. (amended 1966, 1972, and 1994)

**Section 2.** The president shall be elected by the Board of Directors from among the Board members at the next regularly scheduled Board meeting following the election of Board members. (added 1972, amended 1994 and 1997)

**Section 3.** The President, Vice-President, and Secretary shall be elected annually from the Board of Directors and shall perform the duties of their respective offices. The Treasurer shall be appointed by the Board from the general membership. Each officer shall serve a one year term and serve until a successor has been elected or appointed and has qualified. Officers may succeed themselves, if so elected or appointed. (added 1966, 1972, 1988, 1994, and 1997)

**Section 4.** The President shall preside at meetings of the Chapter. The President shall appoint such committees as are necessary and proper, make appointments to the committees and perform all other duties incident to his or her office. (amended 1988 and 1994)

**Section 5.** In the absence or disability of the President, the Vice President shall serve in the capacity of President. In the absence or disability of the Vice President, the Secretary, shall perform the duties of the President. (amended 1972 and 1994)

**Section 6.** The Secretary shall keep minutes of all regular and special meetings of the Chapter. The Secretary shall, at the direction of the President, issue notices to all meetings, and shall perform such other duties as are incident to the office. The Secretary shall submit a report at the last meeting of the Chapter during the term and at such other times as requested by the President. (amended 1988 and 1997)

**Section 7.** The Treasurer will be responsible for all funds of the Chapter. The Treasurer shall perform such other duties as are incident to office. At the discretion of the Board, which is described in Article VII, the Treasurer may be required to furnish bond as Chapter expense. The Treasurer shall submit a report at last meeting of the Chapter during the term and at such other times as requested by the President. The books shall be audited annually by a committee appointed by the President.

**Section 8.** A vacancy occurring in one of the offices shall be filled for the expired term by the Board. (amended 1988 and 1994)

#### **Article VI – Sections**

**Section 1.** The Oregon Chapter authorizes the formation of functional geographical Sections in order to stimulate additional interest in the Society. Each Section authorized by the Chapter may develop their own by-laws and conduct programs in accordance with parent Society and Oregon Chapter policies. (added 1966, amended 1988)

**Section 2.** There shall be as many Sections in the Chapter as there is interest to form and run.

**Section 3.** Sections are encouraged to hold meetings at least annually and more often if the Section membership wishes. These meetings may be planned and conducted as joint business sessions and conservation field meetings. (added 1966)

**Section 4.** Sections are encouraged to take turns hosting the Chapter summer meeting. (added 1966, amended 1988)

#### **Article VII – Board of Directors**

**Section 1.** The Board of Directors, hereafter referred to as the Board, shall consist of seven elected members; and 2-at large members, Each Board member will be elected to a three year term. Terms will be staggered. All members of the Board shall have equal voting power. Zone map becomes part of the by-laws. (amended 1966, 1988, 1994, and 1997)

**Section 2.** The Board is the legal representative of the Chapter and as such shall have, hold, and administer all funds and property of the Chapter. (added 1988)

**Section 3.** The Board shall have the power to act on matters that arise between Chapter meetings that are not specifically and otherwise provided for herein. A majority of the Board shall constitute a quorum for the transaction of business. (added 1988)

**Section 4.** Board members shall be nominated by a 3-member nominating committee appointed by the President. There shall be at least one nominee for each position and a space provided for a write-in candidate on the ballot. Nominations shall be made sixty (60) days prior to the annual meeting each year and the nomination submitted to the entire Chapter membership for a vote. Voting shall be by secret mail ballot. Votes shall be returned to the Secretary thirty (30) days prior to the annual meeting and shall be counted by two tellers appointed by the President. The candidates receiving a plurality of the votes cast for office for which they are running shall be declared elected. (added 1997)

#### **Article VIII – Meetings**

**Section 1.** The Oregon Chapter shall hold an annual meeting, and such other meetings as may be provided by the by-laws or determined by the Board. The date and place for the ensuing year shall be established at the annual meeting. (amended 1988)

**Section 2.** The Oregon Chapter summer meeting shall be hosted by a Section. (added 1966, amended 1988)

#### **Article IX – Voting**

**Section 1.** Ten members in good standing shall constitute a quorum for the transaction of business at a Chapter meeting. (amended 1988)

**Section 2.** All of the Chapter membership in good standing shall be entitled to vote on all matters of the Chapter. Voting by proxy may be permitted at the discretion of Board. A proxy shall be valid for not longer than two months, shall bear the signature of the person giving it and of one attesting witness and shall be submitted to the Secretary prior to the meeting at which such proxy is to be used. Any member of the Society may attend meetings of the Chapter. (amended 1988)

#### **Article X – Dues**

**Section 1.** The annual dues of each class of membership shall be determined by the Board based on the needs of the Chapter and in addition to dues prescribed by the parent Society. (amended 1969 and 1988)

**Section 2.** All funds received by the Chapter, whether derived through dues or other sources, shall be deposited into the treasury of the Chapter and may be disbursed as directed by the Board. (amended 1988)

**Article XI – Rules**

**Section 1.** The rules contained in Robert’s Rules of Order shall govern the Chapter in all cases to which the same may be applicable, except as such rules may be inconsistent with the Constitution, By-laws, or Special Rules of Order which may be adopted by the Chapter.

**Article XII – Committees**

**Section 1.** The President, with the concurrence of the Board, may appoint such standing and special committees as are necessary to transact the business of the Chapter. (amended 1988)

**Article XIII – Constitution**

**Section 1.** Anything contained in the By-laws adopted by the Chapter deemed to be in conflict with the Constitution or By-laws of the parent Society or any provision thereof shall be void and of no effect.

**Article XIV – Adoption of By-Laws**

**Section 1.** By-laws and amendments thereto shall be declared as being in effect upon receiving a two-thirds vote cast by the membership voting and upon receiving approval by the Board of Directors of the parent Society. (amended 1988)

**Section 2.** By-laws and amendments thereto may be voted upon by the membership at any regularly or specially called meeting provided the proposed By-laws or amendments have been submitted to the membership at least thirty (30) days in advance of such meeting.

**Article XV – Status and Dissolution**

**Section 1.** The Chapter is a nonprofit organization without capital stock, dedicated to the furtherance of conservation for the benefit of the general public and not for the monetary profit or gain of its members. (added 1988)

**Section 2.** This Chapter may be dissolved by a Resolution requesting dissolution passed by a majority mail vote of the membership, or by a majority vote of the members in a majority of the Sections comprising the Chapter at a meeting called for that purpose, providing that notice of such action has been mailed to all members as least sixty (60) days prior to closing date for mail ballots, or date of meeting, if the vote is to be taken at a meeting. (added 1988)

**Section 3.** If dissolution is favorably acted upon in accordance with Section 2, the last Board shall pay all just debts of the Chapter out of Chapter funds, and transfer all remaining monies and other assets to the parent Society or another nonprofit, scientific, and educational organization. All records, correspondence, and other papers will be forwarded to the parent Society. (added 1988)

