

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

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.

Article II – Objectives

Section 2. The objectives of the Chapter shall be 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 with special emphasis on the State of Oregon.

Article III – Membership

Section 1. Membership in the Chapter shall be limited to persons holding membership in the parent Society and designating Oregon as their chapter.

Section 2. Members shall be individuals, businesses, groups, or organizations who, with respect to the conservation, protection, enhancement and wise use of soil, water and related natural resources are or have been engaged in; (a) practicing or teaching, (b) conducting research, providing technical assistance, supplying information or educational work, (c) administering activities, or (d) pursuing a personal interest. The classes of membership shall be the same as those of the parent Society.

Section 3. Upon payment of Chapter dues such persons holding regular membership shall acquire membership in the Chapter. The annual dues shall be a percentage of the national dues. Membership will be for one calendar year starting the month of payment. The Treasurer shall notify members one month in arrears and those whose dues are not paid within three months thereafter shall be automatically dropped from membership in the Society.

Article IV – Officers

Section 1. The officers of the Chapter shall be the President, Vice President, and Secretary. The officers shall also serve as members of the Chapter Board of Directors.

Section 2. The officers shall be elected annually by ballot from the Board of Directors at the next regularly scheduled Board meeting following the election of Board members. They shall perform the duties of their respective offices prescribed by these bylaws and by the adopted parliamentary authority. Each officer shall serve a one-year term and serve until a successor has been elected or appointed and has qualified. Their term of office shall begin at the close of the board meeting at which they were elected.

Section 3. No member shall hold more than one office at a time, and no member shall be eligible to serve more than three consecutive terms in the same office.

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.

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.

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.

Section 7. The role of Treasurer shall be appointed by the Board from the general membership and then shall be a voting member of the Board of Directors. The Treasurer will be responsible for all funds of the Chapter. The Treasurer shall perform such other duties as are incident to office. 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.

Article V – 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 regular meeting on the first Tuesday in April shall be known as the annual meeting and shall be for the purpose of electing the board of directors, receiving reports, and for any other business that may arise

Section 2. The regular meetings of the society shall be on the first Tuesday of April, November and February unless otherwise ordered by the society.

Section 3. Special meetings may be called by the President or Board of Directors and shall be called upon the written request of at least five members. The purpose of the meeting shall be stated in the call of the meeting and sent to all members at least three days before the meeting.

Section 4. Five members of the society shall constitute a quorum.

Article VI – Board of Directors

Section 1. The Board of Directors, hereafter referred to as the Board, shall consist of six elected members. Each Board member will be elected to a three-year term. Terms will be staggered with two new board members elected each year.

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.

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.

Section 4. Board members shall be nominated by a 3-member nominating committee appointed by the President. Nominations shall be made thirty (30) days prior to the annual meeting each year and the nomination submitted to the entire Chapter membership for a vote. Voting shall be by ballot from the entire membership.

Section 5. Unless otherwise ordered by the board, regular meetings of the board of directors shall be held on the first Tuesday of the month prior to the regular meetings of the full society. Special meetings may be called by the president or upon the written request of three members of the board.

Article VII – Committees

Section 1. The President, with the concurrence of the Board, may appoint such special committees as are necessary to transact the business of the Chapter. This includes an annual auditing committee to review the records of the treasurer.

Article VIII – Parliamentary Authority

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

Article IX – 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.

Section 2. By-laws may be amended 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 X – 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.

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 at 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.

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.

