

Constitution and Bylaws

Southern New England Chapter

February 2009

Constitution and Bylaws

Southern New England Chapter SWCS

Constitution

1
2
3 **Article 1 – Name**

4
5 The name of this Society shall be the
6 *Southern New England Chapter of the Soil*
7 *and Water Conservation Society,*
8 *Incorporated (to be referred to as the*
9 *Chapter).*

10
11 **Article 2 – Area**

12
13 *Section 1.* The states of Massachusetts,
14 Connecticut and Rhode Island shall
15 constitute the area of the Chapter.

16
17 *Section 2.* The Headquarters of the Chapter
18 shall be 451 West Street, Amherst,
19 Massachusetts 01002

20
21 **Article 3 – Objectives**

22
23 *Section 1.* The objectives of the Chapter
24 shall be to promote, educate and advance
25 all phases of the science of conservation of
26 soil, water and all related resources; to
27 provide a medium of exchange of facts,
28 experience and thoughts; and to represent,
29 advance and promote the standards of the
30 science of soil and water conservation.

31
32 *Section 2.* The immediate proceeding
33 objectives shall be implemented subject to
34 the limitation that no part of the assets of
35 the Chapter may at any time be used for any
36 activity not permitted to be conducted or
37 carried on by an organization (i) exempt
38 from taxation under Section 501(a) of the

39 Internal Revenue Code of 1954 as amended
40 (hereinafter called the I.R.C), as an
41 organization described in I.R.C Section 501
42 (c) (3); (ii) contributions to which are
43 deductible in I.R.C Section 170 (c) (2) and
44 (iii) classified as other than a private
45 foundation in I.R.C. Section 509 (a).

46
47 **Article 4 – Fiscal Year**

48
49 The Fiscal Year shall begin the first day of
50 September and close the following August
51 31.

52
53 **Article 5 – Membership**

54
55 Membership in the Chapter shall be limited
56 to persons holding membership in the Soil
57 and Water Conservation Society.

58
59 **Article 6 – Officers**

60
61 *Section 1.* The officers of the Chapter shall
62 consist of President, President-Elect, Vice
63 President, Secretary and Treasurer or
64 combined Secretary/Treasurer.

65
66 *Section 2.* The officers shall be elected
67 annually except the Treasurer who serves a
68 two-year term, from the membership, shall
69 perform the duties of their successors, shall
70 commence upon the close of the Annual
71 Meeting except the Treasurer or
72 Secretary/Treasurer who will remain to the
73 end of the fiscal year (August 31).

74
75 *Section 3.* The President shall preside at
76 meetings of the Chapter and the Board.
77 He/she shall constitute such committees as

1 he/she deems necessary and proper shall
2 make all appointments to the committees
3 and shall perform all other duties incidental
4 to this office and shall with approval of the
5 Board make such temporary appointments
6 of officers as may be necessary between
7 meetings.

8
9 *Section 4.* The Vice President in the
10 absence of the President shall assume the
11 responsibilities of the President. In case of
12 a vacancy in the Presidency: the Vice
13 President shall serve as President for the
14 remainder of that year; in case of a vacancy
15 in the office of President-Elect: the Vice
16 President shall serve as President-Elect for
17 the remainder of the year.

18
19 *Section 5.* The President-Elect shall
20 automatically become President when the
21 President's term expires. The President-
22 Elect may appoint committee members and
23 plan activities to become effective at the
24 time he/she becomes President. In the
25 absence of both the President and Vice
26 President, the President-Elect will assume
27 the responsibilities of the President; The
28 President-Elect shall take primary
29 responsibility for membership and budget
30 development and management in the
31 Chapter and other duties as deemed by the
32 President.

33
34 *Section 6.* The Secretary or
35 Secretary/Treasurer shall keep minutes of
36 all regular and special meetings of the
37 Chapter, and at the discretion of the
38 President, shall issue notices of all meetings
39 and shall perform such other duties as are
40 incident to the office.

41
42 *Section 7.* The Treasurer or
43 Secretary/Treasurer shall be responsible for
44 all funds of the Chapter. He/she shall be
45 elected for a minimum term of two years.
46 At the discretion of the Board, he/she may

47 be required to furnish bond. He/she shall
48 submit a report at the annual meeting of the
49 Chapter and at the Board meetings during
50 his/her term of office and at such other
51 times as may be requested by the President
52 or the Board. The Treasurer or
53 Secretary/Treasurer will annually file the
54 necessary forms with the Internal Revenue
55 Service and the State of Massachusetts. At
56 the end of the Treasurer's or
57 Secretary/Treasurer's term, a committee
58 appointed by the President will make an
59 audit.

60
61 **Article 7 – Board**

62
63 *Section 1.* The Board shall conduct the
64 business of the Chapter between regular
65 and special meetings.

66
67 *Section 2.* The Board of Directors shall
68 consist of the elected officers, the
69 immediate past president, a student
70 director(s) and three additional Board
71 directors to be selected as follows.

72
73 These directors will be elected by the
74 Chapter membership to serve a three-year
75 term. There shall be one from each of the
76 three states represented in the Chapter, with
77 the terms rotated in the following sequence
78 – Rhode Island, Massachusetts and
79 Connecticut. As each director's term
80 expires, he/she shall be re-elected or
81 replaced by a member elected from the
82 state, which he/she represents. All
83 members are eligible to vote for all
84 candidates.

85
86 *Section 3.* A vacancy occurring in the
87 Board shall be filled by appointment of the
88 Board until the next general election.

89
90 *Section 4.* The Vice President of the
91 Chapter in the absence or disability of the

1 President, shall preside at meetings of the
2 Chapter and the Board.
3
4 *Section 5.* The President-Elect, in the
5 absence or disability of the Vice President,
6 shall preside at meetings of the Chapter and
7 the Board.
8
9 *Section 6.* The Secretary or
10 Secretary/Treasurer of the Chapter shall act
11 as Secretary of the Board.
12
13 *Section 7.* The Board shall have such
14 powers and shall perform such duties as
15 may be prescribed by this Constitution,
16 amendment thereto and Bylaws, which may
17 be adopted.
18
19 *Section 8.* The concurrence of a majority of
20 five members shall be required for the
21 determination of any matter within the
22 scope of the Board.
23
24 *Section 9.* Members of the Board, who
25 have two unexcused, consecutive absences
26 from Chapter and / or Board meetings, will
27 be asked to resign upon a majority vote by
28 the other Board members.
29
30 **Article 8 – Subchapters**
31
32 *Section 1.* Student Chapters shall be
33 bonafide subchapters of the Chapter.
34
35 *Section 2.* Student Chapters shall adopt
36 their own bylaws and shall conduct all
37 business in accordance with the adopted
38 Bylaws. Each Student Chapter shall file a
39 copy of the adopted Bylaws and any
40 revisions thereof with the Secretary of the
41 Chapter.
42
43 **Article 9 – Meetings**
44
45 *Section 1.* The Chapter shall hold an annual
46 meeting in June and such other meetings as

47 may be provided in the Bylaws or
48 determined by the Board.
49
50 *Section 2.* Ten members in good standing
51 shall constitute a quorum for the transaction
52 of business at a meeting of the Chapter.
53
54 *Section 3.* Notice shall be given of all
55 annual and special meetings by distributing
56 a notice thereof to each member not less
57 than 15 days before the date of the
58 proposed meeting.
59
60 *Section 4.* The President, Secretary and
61 Treasurer or Secretary/Treasurer shall
62 report to the Chapter at the annual meeting
63 regarding their respective Chapter
64 activities.
65
66 **Articles10 – Constitution**
67
68 Anything contained in this Constitution or
69 in any Bylaws adopted by the Chapter
70 deemed to be in conflict with the
71 Constitution of the Soil and Water
72 Conservation Society or any provision
73 thereof shall be void and of no effect.
74
75 **Article 11 – Amendments**
76
77 This Constitution may be amended by two-
78 thirds vote of the membership voting if
79 such proposed amendment shall have been
80 submitted to all the voting membership of
81 the Chapter at least 30 days prior to the date
82 set by the Board for the counting of ballots.
83 An amendment, unless the same otherwise
84 provides, shall become effective
85 immediately upon adoption.
86
87 **Article 12 – Dissolution**
88
89 *Section 1.* The Chapter is a nonprofit
90 organization dedicated to furtherance of
91 natural resource conservation for the benefit

1 of the public and not for monetary profit or
2 gain to its members.
3
4 *Section 2.* In the event of liquidation,
5 dissolution or winding up of the Chapter,
6 whether voluntary, involuntary or by
7 operation of law, the remaining assets of
8 the Chapter, after the payment of all debts
9 and necessary charges and expenses, shall
10 be distributed exclusively to any
11 organization or organizations designated by
12 the Chapter, provided that such
13 organizations are nonprofit organizations (i)
14 exempt from taxation under I.R.C Section
15 501 (a) as an organization described in
16 I.R.C Section 501 (c) (3); (ii) contributions
17 to which are deductible in I.R.C Section (c)
18 (2) and (iii) classified as other than a
19 private foundation in I.R.C. 502 (a).

22 **Bylaws**

23
24 *1. Accomplishment of Objectives*
25 In advancing the objectives of the Chapter,
26 pursuant to Article III of the Constitution,
27 the Chapter shall be guided by the declared
28 objectives of the Soil and Water
29 Conservation Society, Inc., as
30 authoritatively expressed from time to time.
31 To this end, the activities of the Chapter
32 shall include educational advancement of
33 the theory and practice of the science of
34 conservation of soil and water and related
35 resources through:
36
37 (a) Encouragement of research,
38 experimentation and other original work in
39 soil and water conservation;
40
41 (b) Encouragement of the preparation of
42 original papers on soil and water
43 conservation topics;
44
45 (c) Holding of meetings for the presentation
46 and discussion of original papers and

47 participation in meeting with other
48 scientific and conservation groups and,
49
50 (d) Encouragement of communication
51 among workers in the field of soil and
52 water conservation and other conservation
53 groups generally for the mutual exchange
54 of knowledge, facts, experience and
55 thought.
56
57 *2. Definitions*
58 As used in these Bylaws, unless otherwise
59 indicated:
60
61 (a) Society shall mean the Soil and Water
62 Conservation Society, Inc.
63
64 (b) Chapter shall mean the Southern New
65 England Chapter of the Soil and Water
66 Conservation Society, Inc., including the
67 states of Massachusetts, Connecticut and
68 Rhode Island.
69
70 (c) Membership shall include all members
71 recognized by the Soil and Water
72 Conservation Society, Inc.
73
74 (d) Board shall mean the Board of the
75 Chapter.
76
77 *3. Qualifications for Membership*
78 Persons in good standing in the
79 membership of the Society shall, upon
80 payment of Chapter dues, acquire
81 membership in the Chapter. Exception will
82 be Students and Life Members who will be
83 recognized as Chapter members without
84 payment of Chapter dues. All classes of
85 membership will be the same as those in the
86 Society.
87
88 *4. Handling of Applications and Petitions*
89 *for Membership*
90 Applications for membership in the
91 Society, which are received by the Chapter,
92 shall be promptly forwarded to the Society.

1
2 *5. Voting*
3 All Chapter members in good standing shall
4 be entitled to one vote on all Chapter
5 matters. Voting by proxy may be permitted
6 at the discretion of the Board. A proxy, if
7 authorized by the Board, shall be valid for
8 no longer than two months. It shall bear the
9 signature of the person giving it and of one
10 attesting witness and shall be submitted to
11 the Secretary or Secretary/Treasurer prior to
12 the meeting at which such proxy is to be
13 used. Any member of the Society may
14 attend meetings of the Chapter.

15
16 *6. Termination of Membership*
17 Membership in the Chapter shall be
18 automatically terminated upon termination
19 of membership in the Society, by
20 resignation, or failure to pay dues.

21
22 *7. Reinstatement of Membership*
23 A member dropped from membership in the
24 Chapter due to nonpayment of Chapter dues
25 shall be eligible for reinstatement when
26 Chapter or Society dues are paid.

27
28 *8. Dues and Finances*
29 (a). The annual membership dues in the
30 Chapter shall be Society dues plus Chapter
31 dues. The amount of the Chapter dues shall
32 be established on the recommendation of
33 the Chapter Board and approved by a
34 majority vote of the members voting.
35 Chapter dues are payable on the same
36 schedule as a member's Society dues.

37
38 (b) The Chapter may receive gifts,
39 bequests, donations, grants or funds for any
40 purpose within the scope of its objectives.

41
42 *9. Disposition of Funds*
43 All funds received by the Chapter, whether
44 derived through dues or other sources,
45 except such funds as required to be remitted
46 to the Society, shall be deposited into the

47 Treasury of the Chapter and may be
48 dispersed as directed by the Board or voted
49 by the membership.

50
51 *10. Nomination and Election Procedure*
52 (a) The annual election of officers and of
53 elective members of the Board shall be held
54 by mail Ballots will be distributed to the
55 membership at least 45 days prior to the
56 Annual Meeting, and must be received by
57 the Secretary or Secretary/Treasurer, and
58 will be counted by the Board or a
59 committee appointed by the Board 5
60 business days prior to the Annual Meeting.

61
62 (b) The nominating committee will consist
63 of the immediate past president, who shall
64 be chairperson and the directors from each
65 state. The nominating committee shall
66 develop a slate of candidates to be placed
67 on the ballot with blank spaces to permit
68 the membership the opportunity to write in
69 votes for others than those listed on the
70 ballot

71
72 (c) The candidate receiving the greatest
73 number of votes shall be elected. A tie vote
74 shall be resolved by the toss of a coin. The
75 names of elected officers of the Chapter
76 will be sent to the Society by August 1, and
77 listed in the Chapter newsletter.

78
79 (d) Elected officers and Board members
80 will be duly installed at the close of the
81 annual meeting of the Chapter.

82
83 *11. Certain Powers and Duties of the*
84 *Board*

85 (a) Meetings of the Board shall be called
86 by the President (or in his/her absence or
87 disability, by the Vice President or
88 President-Elect), or upon request to the
89 President of a majority of members of the
90 Board. A Board member may authorize
91 another member of the Board, in writing, to
92 vote for him/her on any specified matter.

1 Such authorization or any attested copy
2 there of shall be filed by the Secretary or
3 Secretary/Treasurer.
4
5 (b) The Board as a governing body of the
6 Chapter may, at its discretion, formulates
7 and issue statements expressing the attitude
8 of the Chapter on matters within the
9 purview of ARTICLE 3 of the Constitution
10 of the Chapter and paragraph numbered 1
11 of these Bylaws.
12
13 (c) The Board shall, so far as practical,
14 reproduce and circulates to the members
15 copies of papers presented at meetings of
16 the Chapter.
17
18 (d) The Board will establish standing and
19 temporary committees and problem-
20 oriented task forces within the scope of the
21 objectives of the Society and the Chapter,
22 except as otherwise directed by these
23 Bylaws and Constitution or by the Board.
24
25 (e) Committees shall submit resolutions
26 and position statements to the Board at least
27 60 days prior to the annual meeting. The
28 Board shall have the Secretary or
29 Secretary/Treasurer distribute copies of the
30 resolutions and position statements to the
31 membership at least 15 days prior to the
32 annual meeting.
33
34 (f) The Board will select an official
35 delegate and alternate to attend the annual
36 meeting of the Society and to represent the
37 Chapter during the House of Delegates
38 Session. A Certification of the delegate and
39 alternate will be made to the Executive
40 Vice President of the Society by April 1 of
41 each year. Selection of the individual to
42 attend will be based on the policy
43 established by the Chapter. The Board will
44 decide on the appropriate amount to pay the
45 delegate for travel expenses. The amount

46 may vary from year to year depending on
47 expected costs and resources available.
48
49 (g) The Board shall cause the Constitution
50 and Bylaws adopted by the Chapter to be
51 reviewed as necessary or every five (5)
52 years upon adoption of this revision of the
53 Constitution and Bylaws. Dated February
54 26, 2009.
55
56 *12. Rule of Procedures*
57 The rules contained in Robert's Rules of
58 Order shall govern the Chapter in all cases
59 to which the same may be applicable,
60 except as such rules may be inconsistent
61 with the Constitution, Bylaws or special
62 rules of order, which may be adopted by the
63 Chapter.
64
65
66 *13. Indemnification*
67 The Chapter, to the extent legally
68 permissible, shall indemnify each of its
69 officers, former officers and may indemnify
70 all employees and agents of the Chapter
71 against all liabilities and expense, including
72 amounts paid in satisfaction of judgment, in
73 compromise or as fines and penalties and
74 counsel fees, reasonably incurred by any of
75 the aforementioned in connection with the
76 defense or disposition of any action, suit or
77 other proceeding, whether civil or criminal,
78 in which he/she may be involved or with
79 which he/she may be threatened, while in
80 office, except with respect to any matter as
81 to which he/she shall have adjudicated in
82 any proceeding not to have acted in good
83 faith, in the reasonable belief that his/her
84 action was in the best interests of the
85 Chapter, provided however, that as to any
86 matter disposed of by a compromise
87 payment by such officer, employee or
88 agent, pursuant to a consent degree or
89 otherwise, no indemnification for said
90 payment or for any other expenses shall be
91 provided unless such compromise shall be

1 approved as in the best interests of the
2 Chapter after notice that it involves such
3 indemnification if a majority of the officers
4 then in office are disinterested, by two-thirds
5 (2/3) of the disinterested officers then in
6 office. The right of indemnification hereby
7 provided shall not be exclusive or affect
8 any other rights to which any officer,
9 employee or agent may be entitled. As
10 used this paragraph, the terms "officer,"
11 "employee" and "agent" include their
12 respective heirs, executors, administrators
13 and an "interested director" is one against
14 who such capacity the proceedings in
15 question or another proceedings on the
16 same or similar grounds is the pending.

17

18 *14. Amendments*

19 These Bylaws or any provision thereof may
20 be amended by a two-thirds vote of the
21 membership voting; providing that such
22 proposed amendment have been submitted
23 to all of the voting members at least 30 days
24 prior to the date set by the Board for the
25 counting of the ballots. An amendment,
26 unless the same otherwise provides, shall
27 become effective immediately upon its
28 adoption.

29

30

31 Effective Date: February 26, 2009

32

33 Revisions:

34 February 26, 2009

35 March 2, 1988

36 July 19, 1985

37 May 14, 1981

38 January 14, 1977

39 March 30, 1970

40

41 Approved and accepted at the February 26,
42 2009 Chapter meeting of the membership.

43

44

45 Eric Scherer

46 President