Constitution and Bylaws

Southern New England Chapter

February 2009
Constitution

Article 1 – Name

The name of this Society shall be the Southern New England Chapter of the Soil and Water Conservation Society, Incorporated (to be referred to as the Chapter).

Article 2 – Area

Section 1. The states of Massachusetts, Connecticut and Rhode Island shall constitute the area of the Chapter.

Section 2. The Headquarters of the Chapter shall be 451 West Street, Amherst, Massachusetts 01002.

Article 3 – Objectives

Section 1. The objectives of the Chapter shall be to promote, educate and advance all phases of the science of conservation of soil, water and all related resources; to provide a medium of exchange of facts, experience and thoughts; and to represent, advance and promote the standards of the science of soil and water conservation.

Section 2. The immediate proceeding objectives shall be implemented subject to the limitation that no part of the assets of the Chapter may at any time be used for any activity not permitted to be conducted or carried on by an organization (i) exempt from taxation under Section 501(a) of the Internal Revenue Code of 1954 as amended (hereinafter called the I.R.C), as an organization described in I.R.C Section 501 (c) (3); (ii) contributions to which are deductible in I.R.C Section 170 (c) (2) and (iii) classified as other than a private foundation in I.R.C. Section 509 (a).

Article 4 – Fiscal Year

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

Article 5 – Membership

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

Article 6 – Officers

Section 1. The officers of the Chapter shall consist of President, President-Elect, Vice President, Secretary and Treasurer or combined Secretary/Treasurer.

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

Section 3. The President shall preside at meetings of the Chapter and the Board. He/she shall constitute such committees as
he/she deems necessary and proper shall make all appointments to the committees and shall perform all other duties incidental to this office and shall with approval of the Board make such temporary appointments of officers as may be necessary between meetings.

Section 4. The Vice President in the absence of the President shall assume the responsibilities of the President. In case of a vacancy in the Presidency: the Vice President shall serve as President for the remainder of that year; in case of a vacancy in the office of President-Elect: the Vice President shall serve as President-Elect for the remainder of the year.

Section 5. The President-Elect shall automatically become President when the President’s term expires. The President-Elect may appoint committee members and plan activities to become effective at the time he/she becomes President. In the absence of both the President and Vice President, the President-Elect will assume the responsibilities of the President; The President-Elect shall take primary responsibility for membership and budget development and management in the Chapter and other duties as deemed by the President.

Section 6. The Secretary or Secretary/Treasurer shall keep minutes of all regular and special meetings of the Chapter, and at the discretion of the President, shall issue notices of all meetings and shall perform such other duties as are incident to the office.

Section 7. The Treasurer or Secretary/Treasurer shall be responsible for all funds of the Chapter. He/she shall be elected for a minimum term of two years. At the discretion of the Board, he/she may be required to furnish bond. He/she shall submit a report at the annual meeting of the Chapter and at the Board meetings during his/her term of office and at such other times as may be requested by the President or the Board. The Treasurer or Secretary/Treasurer will annually file the necessary forms with the Internal Revenue Service and the State of Massachusetts. At the end of the Treasurer’s or Secretary/Treasurer’s term, a committee appointed by the President will make an audit.

Article 7 – Board

Section 1. The Board shall conduct the business of the Chapter between regular and special meetings.

Section 2. The Board of Directors shall consist of the elected officers, the immediate past president, a student director(s) and three additional Board directors to be selected as follows. These directors will be elected by the Chapter membership to serve a three-year term. There shall be one from each of the three states represented in the Chapter, with the terms rotated in the following sequence – Rhode Island, Massachusetts and Connecticut. As each director’s term expires, he/she shall be re-elected or replaced by a member elected from the state, which he/she represents. All members are eligible to vote for all candidates.

Section 3. A vacancy occurring in the Board shall be filled by appointment of the Board until the next general election.

Section 4. The Vice President of the Chapter in the absence or disability of the
President, shall preside at meetings of the Chapter and the Board.

Section 5. The President-Elect, in the absence or disability of the Vice President, shall preside at meetings of the Chapter and the Board.

Section 6. The President-Elect, in the absence or disability of the Vice President, shall preside at meetings of the Chapter and the Board.

Section 7. The Board shall have such powers and shall perform such duties as may be prescribed by this Constitution, amendment thereto and Bylaws, which may be adopted.

Section 8. The concurrence of a majority of five members shall be required for the determination of any matter within the scope of the Board.

Section 9. Members of the Board, who have two unexcused, consecutive absences from Chapter and / or Board meetings, will be asked to resign upon a majority vote by the other Board members.

Article 8 – Subchapters

Section 1. Student Chapters shall be bonafide subchapters of the Chapter.

Section 2. Student Chapters shall adopt their own bylaws and shall conduct all business in accordance with the adopted Bylaws. Each Student Chapter shall file a copy of the adopted Bylaws and any revisions thereof with the Secretary of the Chapter.

Article 9 – Meetings

Section 1. The Chapter shall hold an annual meeting in June and such other meetings as may be provided in the Bylaws or determined by the Board.

Section 2. Ten members in good standing shall constitute a quorum for the transaction of business at a meeting of the Chapter.

Section 3. Notice shall be given of all annual and special meetings by distributing a notice thereof to each member not less than 15 days before the date of the proposed meeting.

Section 4. The President, Secretary and Treasurer or Secretary/Treasurer shall report to the Chapter at the annual meeting regarding their respective Chapter activities.

Articles10 – Constitution

Anything contained in this Constitution or in any Bylaws adopted by the Chapter deemed to be in conflict with the Constitution of the Soil and Water Conservation Society or any provision thereof shall be void and of no effect.

Article 11 – Amendments

This Constitution may be amended by two-thirds vote of the membership voting if such proposed amendment shall have been submitted to all the voting membership of the Chapter at least 30 days prior to the date set by the Board for the counting of ballots. An amendment, unless the same otherwise provides, shall become effective immediately upon adoption.

Article 12 – Dissolution

Section 1. The Chapter is a nonprofit organization dedicated to furtherance of natural resource conservation for the benefit
of the public and not for monetary profit or
gain to its members.

**Section 2.** In the event of liquidation,
dissolution or winding up of the Chapter,
whether voluntary, involuntary or by
operation of law, the remaining assets of
the Chapter, after the payment of all debts
and necessary charges and expenses, shall
be distributed exclusively to any
organization or organizations designated by
the Chapter, provided that such
organizations are nonprofit organizations (i)
exempt from taxation under I.R.C Section
501 (a) as an organization described in
I.R.C Section 501 (c) (3); (ii) contributions
to which are deductible in I.R.C Section (c)
(2) and (iii) classified as other than a
private foundation in I.R.C. 502 (a).

**Bylaws**

**I. Accomplishment of Objectives**

In advancing the objectives of the Chapter,
pursuant to Article III of the Constitution,
the Chapter shall be guided by the declared
objectives of the Soil and Water
Conservation Society, Inc., as
authoritatively expressed from time to time.
To this end, the activities of the Chapter
shall include educational advancement of
the theory and practice of the science of
conservation of soil and water and related
resources through:

(a) Encouragement of research,
experimentation and other original work in
soil and water conservation;

(b) Encouragement of the preparation of
original papers on soil and water
conservation topics;

(c) Holding of meetings for the presentation
and discussion of original papers and
participation in meeting with other
scientific and conservation groups and,
(d) Encouragement of communication
among workers in the field of soil and
water conservation and other conservation
groups generally for the mutual exchange
of knowledge, facts, experience and
thought.

**2. Definitions**

As used in these Bylaws, unless otherwise
indicated:

(a) Society shall mean the Soil and Water
Conservation Society, Inc.

(b) Chapter shall mean the Southern New
England Chapter of the Soil and Water
Conservation Society, Inc., including the
states of Massachusetts, Connecticut and
Rhode Island.

(c) Membership shall include all members
recognized by the Soil and Water
Conservation Society, Inc.

(d) Board shall mean the Board of the
Chapter.

**3. Qualifications for Membership**

Persons in good standing in the
membership of the Society shall, upon
payment of Chapter dues, acquire
membership in the Chapter. Exception will
be Students and Life Members who will be
recognized as Chapter members without
payment of Chapter dues. All classes of
membership will be the same as those in the
Society.

**4. Handling of Applications and Petitions
for Membership**

Applications for membership in the
Society, which are received by the Chapter,
shall be promptly forwarded to the Society.
5. Voting
All Chapter members in good standing shall be entitled to one vote on all Chapter matters. Voting by proxy may be permitted at the discretion of the Board. A proxy, if authorized by the Board, shall be valid for no longer than two months. It shall bear the signature of the person giving it and of one attesting witness and shall be submitted to the Secretary or Secretary/Treasurer prior to the meeting at which such proxy is to be used. Any member of the Society may attend meetings of the Chapter.

6. Termination of Membership
Membership in the Chapter shall be automatically terminated upon termination of membership in the Society, by resignation, or failure to pay dues.

7. Reinstatement of Membership
A member dropped from membership in the Chapter due to nonpayment of Chapter dues shall be eligible for reinstatement when Chapter or Society dues are paid.

8. Dues and Finances
(a) The annual membership dues in the Chapter shall be Society dues plus Chapter dues. The amount of the Chapter dues shall be established on the recommendation of the Chapter Board and approved by a majority vote of the members voting.
(b) The Chapter may receive gifts, bequests, donations, grants or funds for any purpose within the scope of its objectives.

9. Disposition of Funds
All funds received by the Chapter, whether derived through dues or other sources, except such funds as required to be remitted to the Society, shall be deposited into the Treasury of the Chapter and may be dispersed as directed by the Board or voted by the membership.

10. Nomination and Election Procedure
(a) The annual election of officers and of elective members of the Board shall be held by mail. Ballots will be distributed to the membership at least 45 days prior to the Annual Meeting, and must be received by the Secretary or Secretary/Treasurer, and will be counted by the Board or a committee appointed by the Board 5 business days prior to the Annual Meeting.
(b) The nominating committee will consist of the immediate past president, who shall be chairperson and the directors from each state. The nominating committee shall develop a slate of candidates to be placed on the ballot with blank spaces to permit the membership the opportunity to write in votes for others than those listed on the ballot.
(c) The candidate receiving the greatest number of votes shall be elected. A tie vote shall be resolved by the toss of a coin. The names of elected officers of the Chapter will be sent to the Society by August 1, and listed in the Chapter newsletter.
(d) Elected officers and Board members will be duly installed at the close of the annual meeting of the Chapter.

11. Certain Powers and Duties of the Board
(a) Meetings of the Board shall be called by the President (or in his/her absence or disability, by the Vice President or President-Elect), or upon request to the President of a majority of members of the Board. A Board member may authorize another member of the Board, in writing, to vote for him/her on any specified matter.
Such authorization or any attested copy thereof shall be filed by the Secretary or Secretary/Treasurer.

(b) The Board as a governing body of the Chapter may, at its discretion, formulates and issue statements expressing the attitude of the Chapter on matters within the purview of ARTICLE 3 of the Constitution of the Chapter and paragraph numbered 1 of these Bylaws.

(c) The Board shall, so far as practical, reproduce and circulates to the members copies of papers presented at meetings of the Chapter.

(d) The Board will establish standing and temporary committees and problem-oriented task forces within the scope of the objectives of the Society and the Chapter, except as otherwise directed by these Bylaws and Constitution or by the Board.

(e) Committees shall submit resolutions and position statements to the Board at least 60 days prior to the annual meeting. The Board shall have the Secretary or Secretary/Treasurer distribute copies of the resolutions and position statements to the membership at least 15 days prior to the annual meeting.

(f) The Board will select an official delegate and alternate to attend the annual meeting of the Society and to represent the Chapter during the House of Delegates Session. A Certification of the delegate and alternate will be made to the Executive Vice President of the Society by April 1 of each year. Selection of the individual to attend will be based on the policy established by the Chapter. The Board will decide on the appropriate amount to pay the delegate for travel expenses. The amount may vary from year to year depending on expected costs and resources available.

(g) The Board shall cause the Constitution and Bylaws adopted by the Chapter to be reviewed as necessary or every five (5) years upon adoption of this revision of the Constitution and Bylaws. Dated February 26, 2009.

12. Rule of Procedures

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, Bylaws or special rules of order, which may be adopted by the Chapter.

13. Indemnification

The Chapter, to the extent legally permissible, shall indemnify each of its officers, former officers and may indemnify all employees and agents of the Chapter against all liabilities and expense, including amounts paid in satisfaction of judgment, in compromise or as fines and penalties and counsel fees, reasonably incurred by any of the aforementioned in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he/she may be involved or with which he/she may be threatened, while in office, except with respect to any matter as to which he/she shall have adjudicated in any proceeding not to have acted in good faith, in the reasonable belief that his/her action was in the best interests of the Chapter, provided however, that as to any matter disposed of by a compromise payment by such officer, employee or agent, pursuant to a consent degree or otherwise, no indemnification for said payment or for any other expenses shall be provided unless such compromise shall be
approved as in the best interests of the
Chapter after notice that it involves such
indemnification if a majority of the officers
then in office are disinterest, by two-thirds
(2/3) of the disinterested officers then in
office. The right of indemnification hereby
provided shall not be exclusive or affect
any other rights to which any officer,
employee or agent may be entitled. As
used this paragraph, the terms “officer,”
“employee” and “agent” include their
respective heirs, executors, administrators
and an “interested director” is one against
who such capacity the proceedings in
question or another proceedings on the
same or similar grounds is the pending.

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

Effective Date: February 26, 2009

Revisions:
February 26, 2009
March 2, 1988
July 19, 1985
May 14, 1981
January 14, 1977
March 30, 1970

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

Eric Scherer
President