

# Constitution and Bylaws

Southern New England Chapter

February 2009

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# Constitution and Bylaws

## Southern New England Chapter SWCS

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### 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 percent of members in good  
51 standing shall constitute a quorum for the  
52 transaction of business at a meeting of the  
53 Chapter.  
54  
55 *Section 3.* Notice shall be given of all  
56 annual and special meetings by distributing  
57 a notice thereof to each member not less  
58 than 15 days before the date of the  
59 proposed meeting.  
60  
61 *Section 4.* The President, Secretary and  
62 Treasurer or Secretary/Treasurer shall  
63 report to the Chapter at the annual meeting  
64 regarding their respective Chapter  
65 activities.  
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  
54 online or by mail. Ballots will be  
55 distributed to the membership at least 45  
56 days prior to the Annual Meeting, and must  
57 be received by the Secretary or Secretary/  
58 Treasurer, and will be counted by the Board  
59 or a 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 decree 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 Effective Date: April 15, 2019

31

32 Revisions:

33 April 15, 2019

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 March 22,  
42 2019 Chapter meeting of the membership.

43

44

45 Thomas Akin

46 President