

**SOIL AND WATER CONSERVATION SOCIETY**  
**California-Nevada Chapter**

**BYLAWS with AMENDMENTS**

Approved May 10, 2012

**ARTICLE I – Name**

SEC. 1 The name of this Chapter of the Soil and Water Conservation Society shall be the California-Nevada Chapter SWCS.

**ARTICLE II – Organization and Mission**

SEC. 1 The California-Nevada Chapter Soil and Water Conservation Society (hereafter referred to as the Chapter) is a non-profit corporation organized pursuant to Part 1 of Division 2, of Title 1, of the California Corporations Code.

SEC. 2 The Chapter is a multidisciplinary scientific and educational organization dedicated to natural resource enhancement through an ethic which recognizes the interdependence of human communities and natural systems. The Chapter achieves its mission through its members using mutual cooperation and understanding to create opportunities for improving soil and water conservation in California and Nevada.

**ARTICLE III – Territory**

SEC. 1 The headquarters of the Chapter shall be the address designated by the Chapter Executive Council.

SEC. 2 The entire states of California and Nevada shall be included in the territory of the Chapter.

**ARTICLE IV – Objectives**

SEC. 1 The objectives of the Chapter shall be the same as those of the Soil and Water Conservation Society (hereafter referred to as the Parent Society).

SEC. 2 The Chapter's objectives shall be carried out through policies which encourage and promote active member participation.

**ARTICLE V – Membership**

SEC. 1 Membership in the Chapter shall be limited to persons holding membership in the Parent Society.

SEC. 2 The classes of membership shall be the same as those of the Parent Society.

SEC. 3 Upon payment of Chapter dues, such persons as qualified under SEC. 1 above shall acquire membership in the Chapter.

SEC. 4 Membership is non-transferable and non-assignable.

**ARTICLE VI – Termination of Membership**

SEC. 1 Membership will be terminated upon cessation of membership in the Parent Society, or upon failure to pay Chapter dues which are delinquent, or upon transfer to another Chapter, or upon voluntary resignation.

**ARTICLE VII – Regional Subdivisions and Sections**

SEC. 1 Authorization for the following Sections is rescinded and they are terminated: Shasta-Lassen Section, Capitol Section, San Francisco Bay Section, Central Coast Section, San Joaquin Section, South Coast Section, Los Angeles Section, Kern Section, Riverside Section, and the San Diego Section.

Regional Subdivisions or Sections of the Chapter may be authorized by the Chapter Executive Council upon written petition of five or more Chapter members.

SEC. 2 The officers of each Regional Subdivision and Section shall include a President, a Secretary, a Treasurer or Secretary-Treasurer, and such others as may be found necessary.

SEC. 3 Regional Subdivisions and Sections must hold at least one meeting each year to retain their authorization.

**ARTICLE VIII – Officers**

SEC. 1 The officers of the Chapter shall consist of a President, a President-Elect, a Secretary, a Treasurer, or a Secretary-Treasurer, six Council Directors, and the immediate Past-President. At least one officer shall reside in the State of Nevada.

SEC. 2 All officers shall be elected from the membership and shall perform the duties of their respective offices until their successors shall qualify. The terms of the office shall commence upon the close of the Annual Meeting.

Terms of office are as follows:

President: **2 years.**

President-Elect: **2 years.** The President-Elect will succeed to the Presidency without election following his or her term as President-Elect.

Secretary: 2 years.

Treasurer or Secretary-Treasurer: 2 years.

Council Director: 2 years. “A” group elected in even years; “B” group elected in odd years. “A” group will have three Council Directors; ”B” group will have three Council Directors. The year they take office determines the group designation.

Past-President: **2 years.**

SEC. 3 The President shall have general responsibility for the affairs of the Chapter, shall arrange the program for the Annual Business Meeting, shall preside at the Annual Business Meeting and sessions of the Chapter Executive Council, and shall have charge of the election of officers.

SEC. 4 In the absence or disability of the President, the President-Elect shall perform the duties of the President. The President-Elect shall serve as the coordinator of the membership of the Chapter and arrange the program for the Annual Conference.

SEC. 5 The Secretary shall keep the minutes of the meetings of the Chapter and the Executive Council; the Secretary shall conduct the correspondence of the Chapter; the Secretary shall keep an accurate record of the attendance at regular meetings of the Chapter and Executive Council; the Secretary shall perform all other duties ordinarily associated with the office of Secretary.

SEC. 6 The Treasurer shall be collector and be custodian of all funds of the Chapter; the Treasurer shall pay out said funds upon order of the Chapter Executive Council or upon statements signed by the President and Secretary or when the expenditure is within the limits of the adopted annual budget; the Treasurer shall file an audited annual report with the Chapter Executive Council within thirty days after close of the Chapter’s fiscal year; the Treasurer shall keep a complete and continually revised roll of the membership; and the Treasurer shall perform all other duties ordinarily associated with the office of Treasurer.

SEC. 7 The office of Secretary-Treasurer can replace the offices of Secretary and Treasurer. The duties of the Secretary-Treasurer shall be the combined duties of the Secretary and Treasurer.

SEC. 8 The immediate Past-President will automatically become a member of the Chapter Executive Council and Chair of the Nominating Committee for that year.

**ARTICLE IX – Elections**

- SEC. 1 Candidates for the offices of the Chapter and elected Council Directors of the Chapter Executive Council shall be nominated by the Nominating Committee provided under Article XII, Section 1. In addition, nominations may be submitted by written petition signed by no fewer than ten Chapter members in good standing.
- SEC. 2 Before any candidate is nominated, it shall first be ascertained that the member is willing to serve.
- SEC. 3 Nominations shall be made not later than 60 days prior to the Annual Business Meeting and the nominations submitted to the entire Chapter membership for vote. Voting shall be by secret mail ballot except that, upon approval by the Chapter Executive Council, ballots may be returned by FAX with a cover sheet that contains the member's name, or by email that contains the member's name. Ballots shall be returned to the Secretary and counted by a committee appointed by the President. The candidate receiving a plurality of the votes cast for the office for which the person is running, shall be declared elected.

**ARTICLE X – Chapter Representative to the Parent Society,  
House of Delegates**

- SEC. 1 The Chapter's official delegate to the Parent Society HOUSE OF DELEGATES shall be the President-Elect.
- SEC. 2 An alternate delegate to the Parent Society HOUSE OF DELEGATES shall be selected by the Chapter Executive Council. The alternate need only be a member of the Chapter who has shown an active interest in the affairs of the Chapter.
- SEC. 3 The duties and responsibilities of the delegate are as set forth in Article IX of the Bylaws of the Parent Society.
- SEC. 4 The Chapter shall submit certification of its official delegate and one alternate to the Executive Director of the Parent Society at least 60 days prior to the Parent Society's Annual Meeting.

**ARTICLE XI – Chapter Executive Council**

- SEC. 1 The Chapter Executive Council shall consist of the President, President-Elect, Secretary, Treasurer, or Secretary-Treasurer, immediate Past-President and six Council Directors determined in accordance with the provisions of Article IX. Their terms of office shall be as stated in Article VIII, Section 2.
- SEC. 2 The Chapter Executive Council shall appoint one student representative from a Student Chapter in California or Nevada as a voting member of the Chapter Executive Council.
- SEC. 3 The Chapter Executive Council shall also serve as Director of the Corporation and is the legal representative of the Chapter and as such shall have, hold and administer all funds and property of the Chapter.
- SEC. 4 Vacancies in offices occurring between elections shall be filled by appointment by the Chapter Executive Council.
- SEC. 5 The Chapter Executive Council shall have the power to act on matters that arise between the Annual Business Meetings and are not specifically and otherwise provided for in the Bylaws.
- SEC. 6 A quorum shall consist of any six voting members of the Chapter Executive Council, one of which must be the Chapter President or President-Elect.
- SEC. 7 The Chapter Executive Council shall meet at least quarterly. Special meetings may be called by the President or any two Chapter Executive Council members. Notice of the time and place of any regular or special meeting shall be given at least seven days prior thereto.

**ARTICLE XII – Other Committees**

- SEC. 1 The Nominating Committee for Chapter offices and Council Directors shall consist of the immediate Past-President and two or more members (who are not members of the Chapter Executive Council) appointed by the Chapter President, or if there is not an immediate Past-President, the President shall appoint a member who also will serve as Chair.
- SEC. 2 All Past-Presidents of the Chapter shall comprise an Advisory Board to the Chapter Executive Council and shall meet with the Chapter Executive Council at least once a year and as requested by the Chapter President to advise on program development. The immediate Past-President shall be Chair of the Advisory Board.
- SEC. 3 The Chapter President shall appoint standing committees as follows: membership, financial oversight, awards, scholarship, CPESC promotion, and communications. The Chapter President shall appoint such other committees and representatives as are necessary to conduct the affairs of the Chapter.

**ARTICLE XIII – Dues and Finances**

- SEC. 1 The annual Chapter dues for all classes of membership shall be determined by the Chapter Executive Council. National dues and Chapter dues shall be payable together to the Parent Society.
- SEC. 2 The fiscal year of the Chapter shall be from January 1<sup>st</sup> to December 31<sup>st</sup>, inclusive. The Chapter Executive Council shall adopt an annual budget.
- SEC. 3 The Chapter may receive gifts, bequests, donations or grants or funds for any conservation purpose within the scope of the objectives.

**ARTICLE XIV – Meetings**

- SEC. 1 At least one Annual Conference and one Business Meeting of the Chapter shall be held each year. The time and location shall be determined by the Chapter Executive Council with consideration for securing the maximum membership attendance. At least six weeks advanced notice of such meeting shall be given, in writing, to each member.
- SEC. 2 Officers and members of the Parent Society and their guests will be encouraged to attend the Annual Conference of the Chapter.
- SEC. 3 The Annual Conference shall provide the opportunity for members to present technical papers, report on activities, and to conduct the normal business of the Chapter
- SEC. 4 The members present at any business session shall constitute a quorum for the transaction of business. Only members of the Chapter may vote.

**ARTICLE XV – Dissolution**

- SEC. 1 The Chapter may be dissolved by a resolution requesting dissolution, and passed by the majority vote of the Chapter membership.
- SEC. 2 The property of this Chapter is irrevocably dedicated to scientific and charitable purposes. Upon the liquidation or dissolution of this Chapter, or upon abandonment of its corporate purposes, none of assets shall inure to any individual but shall be distributed to an organization whose property is dedicated to exempt purposes as specified in California Revenue and Taxation Code, Section 214 and Section 501 © (3) of the Internal Revenue Code of 1954, specifically, in the event of such liquidation, dissolution, or abandonment of corporate purposes, the property of this Chapter shall be given to the Chapter or Chapters succeeding the Chapter .

In case no such Chapter is organized, or is in the process of being organized, said assets to become the property of the Parent Society. In case the aforesaid Chapter, Chapters or Parent Society are not organized to accept said assets, they shall be given to the President of the State University System to fund Soil and Water Conservation and Natural Resource Scholarships.

**ARTICLE XVI – Adoption and Amendment of Bylaws**

- SEC. 1 Anything contained in the Bylaws adopted by the Chapter deemed by the Parent Society to be in conflict with the Bylaws of the Parent Society, or any provision thereof, shall be void and of no effect. Any Section of the Bylaws thus declared void, shall in no way have any effect on the validity of the remaining Sections of these Bylaws.
- SEC. 2 Bylaws and amendments thereto shall be voted upon by the membership by using the voting procedures in Article IX, Section 3 or at any Annual Business Meeting, provided that notice of said meeting shall contain a written copy of the Section or Sections proposed to be amended and the proposed amendments thereto.
- SEC. 3 Bylaws and amendments thereto shall be declared as being in effect upon receiving a majority of votes cast by the membership voting, and upon receiving approval by the Chapter Executive Council.

The Bylaws set forth were approved, with amendments, at an official meeting of the Chapter on May 10, 2012 and this action is so recorded in the official minutes of such meeting.

ATTEST:

  
Secretary

APPROVED:

  
President