

**SOIL AND WATER CONSERVATION SOCIETY**  
**CALIFORNIA-NEVADA CHAPTER BYLAWS**  
APPROVED & ADOPTED ON NOVEMBER 5, 2019

CALIFORNIA-NEVADA CHAPTER



**ARTICLE I – Name**

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

**ARTICLE II – Organization and Mission**

SEC. 1 The California-Nevada Chapter SWCS (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 Mission: Connect, grow, and support a community of individuals and organizations in California and Nevada with a passion for conservation of soil and water resources.

**ARTICLE III – Territory**

SEC. 1 Unless otherwise designated by the Chapter Executive Council, the headquarters of the Chapter shall be the business address or, if no business address is available, the home address of the Chapter President.

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

**ARTICLE IV – Goals**

SEC. 1 The goals of the Chapter are as follows:

- Support the Soil and Water Conservation Society by providing local content and activities for its members who reside in California or Nevada.
- Provide an opportunity for members of the Soil and Water Conservation Society who reside in California or Nevada an opportunity to develop leadership skills through involvement with the Chapter’s Executive Council.
- Provide an opportunity for conservationists who reside in California or Nevada an opportunity to share their experiences in support of developing the skills of current and future conservationists.

SEC. 2 The Chapter’s goals shall be achieved in a manner which encourages and promotes active member participation.

**ARTICLE V – Membership**

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

**SOIL AND WATER CONSERVATION SOCIETY**  
**CALIFORNIA-NEVADA CHAPTER BYLAWS**  
**APPROVED & ADOPTED ON NOVEMBER 5, 2019**

- SEC. 2           The classes of membership shall be the same as those of the Parent Society.
- SEC. 3           Such persons as qualified under Article V, Section. 1 who have selected either “CA/NV – California/Nevada”, a student chapter for an educational institution within the Chapter’s territory, or any other optional “chapter” or similar sub-organization that is related to the Chapter’s territory during their registration with the Parent Society 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, upon transfer to another Chapter, or upon voluntary resignation.

**ARTICLE VII – Regional Subdivisions and Sections**

- SEC. 1           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, at minimum, a President, a Secretary, and a Treasurer or a President and a Secretary-Treasurer.
- 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,, six Council Directors (Directors), and the immediate Past-President. With the exception of the President and President-Elect, the role of Secretary may be combined with any other position. 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 on January 1 of the calendar year representing the new officer’s term with the exception that current officers may choose to relinquish their duties upon the close of the Annual Business Meeting immediately preceding the end of their term, in which case the new officer’s term shall commence upon the close of the Annual Business Meeting immediately preceding the beginning of their term.

Terms of office are as follows:

President: Two calendar years.

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

Secretary: Two calendar years.

Treasurer: Two calendar years.

Council Director: Two calendar years. “A Term” Directors shall be elected in even years and their term shall commence on January 1 of the following odd year, except as allowed above; “B Term” Directors shall be elected in odd years and their term shall commence on January 1 of the following even year, except as allowed above. There shall be three “A Term” Directors and three “B Term” Directors.

**SOIL AND WATER CONSERVATION SOCIETY**  
**CALIFORNIA-NEVADA CHAPTER BYLAWS**  
**APPROVED & ADOPTED ON NOVEMBER 5, 2019**

Past-President: Two calendar 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, serve as the delegate to the Parent Society's House of Delegates, 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, shall assist the President in conducting the correspondence of the Chapter, shall keep an accurate record of the attendance at regular meetings of the Chapter and Executive Council, and shall perform all other duties ordinarily associated with the office of Secretary.
- SEC. 6 The Treasurer shall be the collector and custodian of all funds of the Chapter; shall disburse said funds upon order of the Chapter Executive Council, upon statements signed by the President and Secretary, or when the expenditure is within the limits of an adopted annual or project budget; shall file an audited annual report with the Chapter Executive Council within thirty days after close of the Chapter's fiscal year; shall ensure state and federal documentation is filed to maintain incorporation and non-profit status; and shall perform all other duties ordinarily associated with the office of Treasurer.
- SEC. 7 The immediate Past-President will automatically become a member of the Chapter Executive Council and Chair of the Nominating Committee, as needed.

**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 any Chapter member. If more than four candidates are nominated for an open position, the President shall convene a Nominating Committee as described under Article XII, Section 1. The Nominations Committee shall use its best judgement to determine the four best candidates for a given position to be included in the Chapter election. The four candidates identified by the Nominating Committee shall be reviewed by the President-Elect who may approve the list or request a change to the list if discrimination due to race, gender, age, religious affiliation, etc. appears to have been an influence.
- SEC. 2 Before any candidate is nominated, it shall first be ascertained that the member is willing to serve.
- SEC. 3 The elections schedule shall be as follows:
- General nominations due: August 1.
- Final list of nominees approved by President and Nominating Committee, if necessary: Not later than August 15 (two weeks after general nominations are due).
- Announcement of final candidates: August 25 (one calendar week prior to election period).
- Election period: September 1 through September 21 (three calendar weeks).
- Announcement of newly elected officers: First business day of October.
- SEC. 4 Voting for officers and for other Chapter business requiring ratification by general membership shall be conducted by any method or combination of methods (e.g., mail ballot, FAX, email, or online voting platform) which allows members to submit votes in secret while providing the ability to verify a voter's

**SOIL AND WATER CONSERVATION SOCIETY**  
**CALIFORNIA-NEVADA CHAPTER BYLAWS**  
**APPROVED & ADOPTED ON NOVEMBER 5, 2019**

membership status. If applicable, mailed ballot, FAX, and email voting results shall be returned to the Secretary and counted by a committee appointed by the President, otherwise, ballots cast via online platform will be reported by the Secretary. The candidate receiving a plurality of the votes cast for the office for which the person is running, shall be declared elected. Ties shall be broken by a luck-of-the-draw methodology (e.g., random selection) conducted by Council members whose positions are not up for reelection.

**ARTICLE X – Chapter Representative to the Parent Society’s 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 all officers as described in Article VIII, as determined in accordance with Article IX, as well as one student representative appointed by the Officers.
- SEC. 2        The student representative shall be selected from a Student Chapter in California or Nevada and shall serve as a voting member of the Chapter Executive Council. Student representatives may serve in this role for as long as they are active student members with the Parent Society or until the Chapter officers select a new Student Representative. There shall be no discrimination due to race, gender, age, religious affiliation, etc. when selecting or replacing a Student Representative.
- 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, by a special election, or during regular elections.
- 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 clearly 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, in person or virtually, 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

**SOIL AND WATER CONSERVATION SOCIETY**  
**CALIFORNIA-NEVADA CHAPTER BYLAWS**  
**APPROVED & ADOPTED ON NOVEMBER 5, 2019**

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 An Advisory Board to the Chapter Executive Council shall be made up of any Past Presidents of the Chapter serving voluntarily at their convenience. If active, the Advisory Board 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 When any Chapter business, ordinary or otherwise, exceeds the capacity of the Executive Council to sufficiently address concerns at regularly scheduled Executive Council meetings, the Chapter President shall appoint a committee to address the business outside of regularly scheduled Executive Council meetings. Examples of possible necessary committees are as follows: membership, financial oversight, awards program, and scholarship program.
- SEC. 4 Committees shall have at least one chairperson and as many additional members as needed. All representatives in a committee shall be selected from Chapter membership. Committee chairs shall provide sufficient updates to the Executive Council either directly during Executive Council meetings or via email updates which are to be shared with the entire Executive Council. Sufficiency as it relates to committee updates depends on the business being handled by the committee.

**ARTICLE XIII – Finances**

- SEC. 1 The fiscal year of the Chapter shall be from January 1 to December 31, inclusive. The Chapter Executive Council should strive to adopt an annual budget.
- SEC. 2 The Chapter may receive gifts, bequests, donations or grants or funds for any conservation purpose within the scope of the Chapter's goals, as stated in Article IV.
- SEC. 3 Additional financial goals and strategies shall be developed in annual budgets and strategic plans.

**ARTICLE XIV – Meetings**

- SEC. 1 At least one Annual Conference and one Annual 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 meetings shall be given, in writing or via email, 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 All Chapter members present at an Annual Business Meeting shall be constituted as part of the quorum and may vote on Chapter business.

**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 its assets

**SOIL AND WATER CONSERVATION SOCIETY**  
**CALIFORNIA-NEVADA CHAPTER BYLAWS**  
**APPROVED & ADOPTED ON NOVEMBER 5, 2019**

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(c)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.

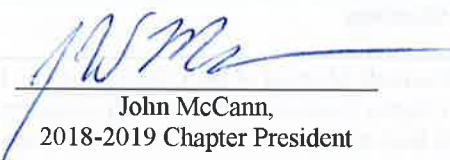
In case no such Chapter is organized, or is in the process of being organized, said assets are to become the property of the Parent Society. In case the aforesaid Chapter, Chapters, or Parent Society are not organized to accept said assets, they shall be split as evenly as possible and given to the President of the California State University System and the chancellor for the Nevada System of Higher Education 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 4 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 by Chapter members via plurality vote which concluded on October 12, 2019. The Bylaws set forth were adopted by the Executive Council at the Annual Business Meeting on November 5, 2019 and this action is so recorded in the official minutes of such meeting.

Approved:

  
\_\_\_\_\_  
John McCann,  
2018-2019 Chapter President