

MICHIGAN CHAPTER
SOIL AND WATER CONSERVATION SOCIETY
BYLAWS - 2012 Edition

ARTICLE I Name and Location

The name of this organization shall be THE MICHIGAN CHAPTER OF THE SOIL AND WATER CONSERVATION SOCIETY (hereinafter referred to as "the Chapter" or "Chapter." The geographical boundaries of this Chapter shall be the State of Michigan. The Chapter headquarters shall be designated by the Executive Council.

ARTICLE II Purpose and Objectives

Section 1 - Purpose. This Chapter is organized for educational, scientific, and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. The mission of the Chapter is to foster the science and art of natural resource conservation by carrying out activities and programs in professional development, conservation science, education, and public affairs.

Section 2. Objectives. The Michigan Chapter shall be guided by the declared objectives of the Soil and Water Conservation Society. The Objectives of the Michigan Chapter shall include:

- (a) Sponsoring public and Chapter meetings for presenting and discussing soil and water conservation subjects.
- (b) Participating in meetings and discussions with other local, regional, state, national and international conservation groups.
- (c) Stimulating communication among professional workers in soil and water conservation and with other conservation workers for the mutual exchange of knowledge, facts, and experience.
- (d) Promoting development of conservation education among all levels of public and private educational institutions including other youth groups and adults.
- (e) Providing awards and recognition to groups and individuals for significant contributions to the science and art of good land use.
- (f) Developing chapter position statements concerning soil, water and related renewable natural resources, and informing the public and governmental units about these positions.
- (g) Communicating with and representing its members on legislation or proposed legislation of direct interest to the Chapter's objective of promoting the conservation of all renewable natural resources.
- (h) Promoting research, experimentation, demonstrations and other technical work in soil and water conservation.
- (i) Encouraging preparation and publication of papers and reports on the conservation of renewable natural resources.

ARTICLE III Membership

Section 1 - The membership of this Chapter shall consist of any person whose residence or work location is within the State of Michigan, who chooses to be a member of the Chapter and who is a member of the SOIL AND WATER CONSERVATION SOCIETY. All individual members shall have the privilege of the floor and the right to vote upon any proposition or in any election at any meeting of the Chapter or of the region to which they belong, except in the meeting of any committee, in which only members of the committee may vote.

Section 2 - Any firm, contributor, corporation, group, organization or unit of government may become a member with rights, privileges, and responsibilities of an individual member, including one vote.

ARTICLE IV Officers

Section 1 - The officers of the Chapter shall be the President, President-Elect, Vice-President, Secretary, Treasurer, Immediate Past President, three Regional Directors and one At-large Director, each of whom shall be a member of the Michigan Chapter. No individual member shall simultaneously hold more than one office in the Chapter, except as provided in Section 4 of this Article. A member who holds an office in the National Society may also hold a Chapter office.

Section 2 - The terms of office shall commence at the close of the annual meeting following their election or upon their appointment and continue through the next annual meeting, except as provided in Sections 3, 4 and 5 of this Article.

Section 3 - The President-Elect and Vice-President shall be elected annually as hereinafter provided. The current year President-Elect shall automatically assume the position of President the following year. However, if the President-Elect is unable to assume the position of President, then the position of President shall be elected to fill the vacancy. The three Regional directors and the At-large Director shall be elected for a term of 2 years hereinafter provided. Regional directors of Regions 2 and the At-large shall be elected in even numbered calendar years. The Regional director of Regions 1 and 3 shall be elected in odd numbered calendar years.

Section 4 - The Secretary and Treasurer shall be appointed by the President, and shall serve at the pleasure of the President. The offices of Secretary and Treasurer may be combined in one officer at the discretion of the Executive Council.

Section 5 - Each officer shall serve until his or her successor has been elected or appointed, except as described for President-elect in Section 3.

Section 6 - The President shall preside at all meetings of the Chapter and Executive Council, appoint members of standing and temporary committees, and perform all other duties incident to the office. In the absence of the President, the President-Elect shall preside at the meetings of the Chapter and otherwise function as President. In the absence of the President and President-Elect, the Vice-President shall preside and function as President. The Secretary shall keep the minutes and the past records of the Chapter (other than those which may be delegated to an Archives Committee) and shall conduct its correspondence. The Treasurer shall be custodian of all monies received by the Chapter and of its financial records. The President shall delegate additional responsibilities to the President-Elect, the Vice-President and other officers.

Section 7 - Regional Directors:

- (a) Shall be responsible for promoting Chapter objectives and programs within their region.
- (b) Shall appoint such committees as necessary to implement regional responsibilities.
- (c) May arrange time, place, date and program for regional meetings.
- (d) Shall promote membership in the Chapter and parent Society within their region.
- (e) Serve as members of the Executive Council.

Section 8 - If any elected officer resigns or leaves the Michigan Chapter before the regular election, the Nominating Committee shall present candidates for the vacancy at the election. If the vacancy occurs too late for the regular election but before the annual meeting, the Executive Council shall present a candidate or candidates for election at the annual meeting. If any elected officer resigns or leaves the Michigan Chapter after the regular election, the Executive Council shall fill the vacancy as prescribed in ARTICLE VI, Section 1-c-2.

ARTICLE V Fiscal Year

The fiscal year of the Chapter shall be from January 1 through December 31 following.

ARTICLE VI Executive Council and Committees

Section 1 - Executive Council

- (a) The Chapter shall have an administrative body known as the Executive Council consisting of the President, President-Elect, Vice-President, Immediate Past President, Secretary, Treasurer, and the four Regional Directors. Any officers or Council members of the National Society residing in Michigan shall serve ex-officio on the Council. Each member of the Executive Council shall be a member of the Michigan Chapter.
- (b) Executive Council members shall hold office concurrent with their term of office.
- (c) The Executive Council shall:
 - (1) Handle routine and emergency Chapter business and manage the affairs and funds of the Chapter between regular or special Chapter meetings and shall report their actions at the next regular or special meeting and in the official newsletter of the Chapter. It shall arrange for place, time, date and program of all annual or special meetings.
 - (2) Fill office of any Executive Council vacancies until the next regular election as described in Article IV, Section 8.
 - (3) Develop and recommend to the Chapter membership the adoption of any program or action the Executive Council deems advisable that would further Chapter objectives.

(4) Perform such other duties as may be prescribed by the Bylaws or directed by the membership.

(d) Five members of the Executive Council shall be required as a quorum for transaction of Chapter business.

(e) All members of the Executive Council shall have the privilege of the floor and the right to vote at all meetings of the Executive Council, except the Presiding Officer, who only has a tie breaking vote.

(f) The Executive Council shall place on a ballot at the next regular officers election or at a special election any action presented to it as a petition duly signed by 10% or more of the membership of the Chapter as of the December 31 membership numbers of the previous year. Each petition must be submitted to the President for action by the Executive Council at least 90 days prior to the annual meeting, except that all arrangements for a special election other than to amend the Bylaws, shall be made by the Executive Council.

(g) The Executive Council shall arrange for auditing the Treasurer's records prior to the annual meeting and will submit a report at the annual meeting and in the official Chapter newsletter.

Section 2 - Policy Committee

(a) The Chapter shall have a Policy Committee consisting of the five most recent Past Presidents of the Michigan Chapter who are current members of the Michigan Chapter with the most recent Past President presiding. If five Past Presidents are not available or unable to serve, the President shall appoint past Chapter officers who are current members to fill the Committee to five members.

(b) The Policy Committee shall meet at the request of its chairman or the Executive Council. It shall review and discuss general policy and program matters of the Chapter and develop recommendations for consideration by the Executive Council.

Section 3 - Legislative Committee

(a) The Chapter shall have a Legislative Committee consisting of one Executive Council member and a minimum of four representatives of the Chapter. Any staff person employed by the Chapter and being responsible for legislation will be an ex-officio member of this Committee.

(b) The purpose of the Legislative Committee is to foster, implement, organize and administer ways and means by which the Chapter can communicate with, and represent, its members with respect to legislation or proposed legislation of direct interest to the Chapter's objective of promoting the conservation of all natural resources.

Section 4 - Scholarship Committee

(a) The Chapter shall have a Scholarship Committee consisting of one Executive Council member and at least two other Chapter members. The Chairperson shall be appointed by the Chapter President.

(b) The purpose of the Scholarship Committee is to administer the Michigan Scholarships in Conservation Program and to encourage qualified students to enter the field of natural resource conservation and to prepare

them for such careers through an organized program of study in an institution of higher education offering training in appropriate areas. Awards will be based on interest in conservation as evidenced by scholastic ability and participation in conservation activities.

Section 5 - Other Committees

Except as otherwise provided in these Bylaws, standing or temporary committees may be established by the Executive Council for any purpose within the scope of the objectives of the Chapter. The President shall appoint the members of all committees except as otherwise directed by these Bylaws. All committees shall report their activities as directed by their originating office or the Bylaws. The Executive Council shall determine the duties of each committee except as otherwise provided in the Bylaws.

ARTICLE VII Regions

To give the membership the greatest opportunity to participate in Chapter affairs, the Chapter will be divided into three Regions. An At-large representative shall be elected in alternate years from any of the three Regions. A member's voting Region shall be the area in which their address of record at SWCS Headquarters is located.

The Regions of the Chapter are:

1. Northern Region - Comprising all of the upper peninsula of Michigan and the Northern portion of the Lower Peninsula comprising the counties of Alcona, Alpena, Antrim, Arenac, Bay, Benzie, Charlevoix, Cheboygan, Clare, Crawford, Emmet, Gladwin, Grand Traverse, Isabella, Iosco, Kalkaska, Lake, Leelanau, Manistee, Mason, Midland, Missaukee, Montmorency, Ogemaw, Osceola, Oscoda, Otsego, Presque Isle, Roscommon, and Wexford.
2. Southeastern Region - Comprising the counties of Genesee, Gratiot, Hillsdale, Huron, Ingham, Jackson, Lapeer, Lenawee, Livingston, Macomb, Monroe, Oakland, Saginaw, Sanilac, Shiawassee, St. Clair, Tuscola, Washtenaw, and Wayne.
3. Southwestern Region - Comprising the counties of Allegan, Barry, Berrien, Branch, Calhoun, Cass, Clinton, Eaton, Ionia, Kalamazoo, Kent, Mecosta, Montcalm, Muskegon, Newaygo, Oceana, Ottawa, St. Joseph, and Van Buren.

ARTICLE VIII Meetings

There shall be an annual meeting of the Chapter membership during the last three months of a calendar year. The date, time, place and program shall be determined by the Executive Council.

At least three months notice of the annual meeting shall be given to the members. A further notice giving details of the meeting agenda shall be delivered to the membership not later than 30 days before the annual meeting.

An annual meeting quorum for conduct of business shall be at least 10 voting members consisting of not less than 5 Chapter officers and not less than 5 Chapter members who are not officers. The agenda for the business meeting shall be drafted by the Executive Council, but may be amended during the annual meeting by vote of the membership in attendance.

Each region may hold meetings. The date, time, place and program shall be determined by the Director of the region with the approval of the Chapter President. At least two months notice of a regional meeting shall be given the Chapter Secretary who shall notify the Chapter membership.

ARTICLE IX Nomination and Election Procedure

1. A Nominations Committee and an Elections Committee consisting of Chapter members shall be appointed by the President not later than 180 days before the annual meeting. The Nominations Committee shall have state-wide representation. The Elections Committee may all be from one general area, so it may quickly and efficiently meet to do its required business.

2. The Nominations Committee shall nominate and submit to the President, not later than 60 days before the annual meeting, a list of candidates for the elective offices who have consented to have their names appear on the ballot.

3. At least 30 days before the annual meeting, the President shall be responsible for delivering a notice thereof to each member together with instructions for voting and a ballot containing a list of all candidates verified by the Nominating Committee. Suitable instructions for returning the ballots shall be made available to members. The completed ballots shall be received by the Secretary at least 10 days before the annual meeting. The Secretary shall then deliver the ballots to the Election Committee chairman.

4. Upon receiving the ballots, the Elections Committee shall meet and count the ballots, and certify results of the election to the President. A ballot marked for more than one candidate for the same position shall be held void with respect to that position.

5. The candidate receiving the greatest number of votes for each position shall be elected to that position. In case of a tie vote for a position in any election, the Executive Council shall determine, by an unbiased method, who shall be elected to that position.

6. The Elections Committee shall deliver the counted ballots to the Secretary who shall make them available for inspection by any member for six months after which they may be destroyed.

7. Announcement of the results of the election shall be made at the annual meeting and in the official newsletter of the Chapter.

ARTICLE X Finances

Section 1 - Compensation and Distribution to Individuals

(a) No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purpose set forth in Article II hereof. Notwithstanding any other provision of these articles, the Chapter shall not carry on any other activities not permitted to be carried on:

(1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or

(2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(b) No compensation shall be paid to any elected officer or Council member.

(c) Council members, committee members, and other representative of the Chapter may, if expressly authorized by the Council, be reimbursed for actual expenses incurred in attending meetings or transacting Chapter business.

Section 2 - All resources of value available to the Chapter shall be used only to promote Chapter objectives.

Section 3 - The Chapter may receive gifts, bequests, donations, grants or funds for any purpose within the scope of its objectives.

Section 4 - Prohibited Transactions. No part of the net earnings of this Chapter shall inure to the benefit of any individual. No loans shall be made by the Chapter to its directors or officers. This Chapter shall not engage in any prohibited transactions, as defined in the Internal Revenue Code of the United States, or any amendment thereto. This Chapter shall not:

- (a) lend any part of its income or corpus, without the receipt of adequate security and a reasonable interest;
- (b) pay any compensation, in excess of a reasonable allowance for salaries, or other compensation for personal services actually rendered;
- (c) make any part of its services available on a preferential basis;
- (d) make any substantial purchase of securities or any other property, for less than an adequate consideration in money or money's worth; or
- (e) engage in any other transaction which results in a substantial diversion of its income or corpus;

to any person who has made a substantial contribution to this Chapter.

ARTICLE XI Publications

The Chapter shall periodically publish a newsletter and other subject matter under supervision of the Executive Council and the direction of an editor appointed by the President.

ARTICLE XII Awards, Scholarships, etc.

The Chapter may, at the direction of the Executive Council, offer scholarships, medals or other awards in recognition of outstanding effort in any field that promotes the objectives of the Chapter.

ARTICLE XIII Amendments

Section 1 - The Bylaws shall be amended when a proposal submitted by the Executive Council is approved by a two-thirds vote of the members voting on the proposal in a regular election or a special election called by the Executive Council. A copy of the proposed amendment, with a ballot stating clearly its general objective and referring to the copy for particulars, shall be delivered to each member of the Chapter at least 30 days before the date set for the election. The ballots shall be returned, counted and handled as provided for the election of officers.

Section 2 - Editorial changes in the Bylaws which do not materially alter their current provisions may be made by the Executive Council.

ARTICLE XIV Effective Date of Bylaws

These Bylaws shall take effect immediately after approval by a two-thirds majority of those members voting in a special or general election. Procedures will be the same for the adoption of amendments.

ARTICLE XV - Nonliability and Indemnification

Section 1 - Nonliability. A director, officer, employee, member, or other volunteer of the Chapter is not liable for the Chapter's debts or obligations, and a director, officer, employee, member, or other volunteer not personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the Chapter, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit.

Section 2 - Indemnification. This Chapter shall indemnify directors, officers, employees, members, or other volunteers of this Chapter, and each director, officer, employee, member, or other volunteer of this Chapter who is serving or who has served at the request of this Chapter, as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements, and reasonable expenses, actually incurred by such director, officer, employee, member, or other volunteer relating to such person's conduct as a director, officer, employee, member, or other volunteer of this Chapter or as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, except that that mandatory indemnification required by this sentence shall not apply (a) to breach of such director's, officer's, employee's, member's, or other volunteer's duty or loyalty to the Chapter; (b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (c) for a transaction from which such director, officer, employee, member, or other volunteer derived an improper personal benefit or against judgment, penalties, fines, and settlements arising from any proceeding by or in the right of the Chapter, or against expenses in any such case where such director, officer, employee, member, or other volunteer shall be adjudged liable to the Chapter.

ARTICLE XVI Dissolution

Section 1 - This Chapter may be dissolved by action of the Council of the parent Society, or by a two-thirds vote of the membership of the Chapter. Voting procedures shall be the same as prescribed for amendments in ARTICLE IX.

Section 2 - If dissolution is ordered, all debts shall be paid out of the funds of the Chapter, if sufficient funds are available. All remaining funds or debts and all other assets, records, and correspondence of the Chapter shall be transferred to the parent Society for disposal.

ARTICLE XVII Conduct of Business

All Chapter business shall be conducted according to Robert's Rules of Order, Revised.

Revisions and Amendments:

09/22/06 Editorial revision by Executive Council to change Soil Conservation Society of America to Soil and Water Conservation Society throughout; and to add Section 4 - Scholarship Committee, to the list of standing committees under Article VI.

12/10/08 Editorial revision by Executive Council to change fiscal year to January 1 - December 31 (to match current reporting to IRS); to add paragraph (a) to Article VI, Section 4 - Scholarship Committee, describing membership of the committee; to change previous Paragraph (a) to (b) and to add the scholarship name in paragraph (b).

12/07/11 Amendment to ARTICLE VIII Meetings by vote of the Chapter Membership to change the quorum requirements for an Annual Meeting and make two clarification edits by replacing paragraph 2 with paragraphs 2 and 3. Paragraph 1 remained the same, and Paragraph 3 was unchanged but became Paragraph 4.

01/06/12 Editorial correction by the Executive Council to the First sentence, third Paragraph, ARTICLE VIII Meetings - "An annual meeting quorum for conduct of business shall be at least 10 voting members consisting of not less than 5 Chapter officers and not less than 5 Chapter ~~lay~~ members who are not officers."

11/07/12 Complete revision adopted by Chapter membership by ballot.

10/29/18 Amendments to Article IV, Sections 1 and 3; and complete revision of Article VII. Purpose: to change from 4 Regions to 3 Regions, to renumber Region 4 to Region 2, to move the counties of Bay, Midland and Isabella from new Region 2 to new Region 1, and to add an At-large State-wide Director in place of the loss of one Regional Director. Amended by vote of membership through ballot distributed to all members via email on October 2, 2018.