

Keystone Chapter of the Soil and Water Conservation Society BYLAWS
Revised March 2016

ARTICLE I – Chapter Authorization and Name

Pursuant to Article VIII of the bylaws of the Soil and Water Conservation Society, Incorporated, (which is incorporated under the laws of the District of Columbia, USA, a nonprofit corporation and hereafter referred to as the Society), a chapter of the Society shall be authorized for the geographic area bounded by the borders of the Commonwealth of Pennsylvania. The name of the chapter shall be the Keystone Chapter of the Soil and Water Conservation Society, hereafter referred to as the Chapter.

ARTICLE II – Purposes and Objectives

The purposes and objectives of the Chapter shall be the same as those of the Society. Like the Society, the 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 Keystone Chapter of the Soil and Water Conservation Society is to foster the science and art of natural resource conservation in Pennsylvania. To advance the mission of the Chapter, the governing body shall from time to time declare objectives to carry out activities and programs for soil and water conservation in professional development, scientific research and experimentation, education, and public affairs.

ARTICLE III - Membership

Section 1. Membership in the Chapter for the privileges of voting and holding office shall be limited to persons holding membership in the Society and affiliated with the Keystone Chapter.

Section 2. Each chapter member shall have one vote in Chapter elections, may serve on committees, and may hold office in the Chapter.

Section 3. Membership in the Chapter shall end upon termination of membership in the Society

ARTICLE IV Chapter Meetings

Section 1. Chapter Meetings. The Keystone Chapter must hold at least two meeting open to all members. One meeting will be held in the March timeframe (March) and is prior to the beginning of the fiscal year of the Society beginning on April 1st to retain its authorization from the Board of the Society. This March meeting of chapter member shall be held in a place and at time to be determined by the Executive Council. The second meeting, usually held in August timeframe (August), will serve the purpose of installing newly elected officers and other Executive Council representatives. Notice of any chapter or region-wide meetings shall be provided to the membership at least two months in advance in a manner determined by the Executive Council.

Section 2. Chapter Meetings Attendance. Any member of the Society or their guests may attend the meetings of the Chapter, but only Society members affiliated with the Chapter may vote in Chapter meetings.

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Section 3. The timing and location of the March meeting, special conferences, symposia, workshops, and other meetings shall be determined by the Executive Council, at the recommendation of the Past-President, with consideration for securing maximum attendance and participation by members, prospective members, and the public, and proper transaction of essential Chapter business as appropriate.

Section 4. Officers and Committee chairpersons or their representatives shall report verbally or in writing to the membership regarding their current or proposed activities, at intervals directed by the Executive Council.

Section 5. A quorum to transact business at a meeting of the Chapter shall include ten (10) members, at least three (3) of whom shall be Executive Council members.

Section 6. Parliamentary Authority. The rules contained in "Robert's Rules of Order - Revised" shall govern Chapter Meetings in all cases to which they are applicable, and in which they are consistent with the Bylaws or the special rules or order of this Chapter.

ARTICLE V– Executive Council

Section 1. Governance. The Chapter shall have a governing body known as the Executive Council made up of the five Regional Representatives, one from each of the five Regions as described in Section 2; one At-Large Representative, and five Officers as described in Article VI, for a total of 11 Executive Council members. Each Executive Council member shall be a member of the Society affiliated with the Chapter at the time of election and for the duration of the term of office. Headquarters of the Executive Council shall be the address designated by the President at the August meeting upon installment to office.

Section 2. Geographic Area and Regions. The Commonwealth of Pennsylvania shall constitute the geographic area of the Chapter. The Chapter geographic area is subdivided into chapter regions hereinafter referred to as Regions. Each Region boundary is identified by the following counties:

Region 1: Allegheny, Armstrong, Beaver, Butler, Clarion, Crawford, Erie, Fayette, Forest, Greene, Indiana, Jefferson, Lawrence, Mercer, Venango, Warren, Washington, Westmoreland

Region 2: Cameron, Centre, Clearfield, Clinton, Elk, Lycoming, McKean, Tioga, Potter, Union

Region 3: Bradford, Carbon, Columbia, Lackawanna, Luzerne, Monroe, Montour, Northumberland, Schuylkill, Sullivan, Susquehanna, Pike, Wayne, Wyoming

Region 4: Adams, Bedford, Blair, Cambria, Cumberland, Franklin, Fulton, Huntingdon, Juniata, Mifflin, Perry, Snyder, Somerset

Region 5: Berks, Bucks, Chester, Delaware, Dauphin, Lancaster, Lebanon, Lehigh, Montgomery, Northampton, Philadelphia, York,

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Section 3. Regional and At-Large Representatives and Duties. Regional Representatives and the At-Large representative to the Executive Council shall be elected for three year terms beginning at the August Meeting. Regional Representatives must either reside, work or otherwise be affiliated with the chapter region they represent and may only represent one Region at a time. The At-Large Representative must reside within Pennsylvania and be affiliated with the Chapter. In case of vacancy of an elected Regional or At-Large Representative position prior to its normal time of expiration, the vacancy shall be filled through appointment by the President.

Regional and the At-Large Representative shall engage SWCS members in their respective Regions by: i) contacting new members to welcome them to the Keystone Chapter and performing follow-up with those whose membership is about to (or has) expired, ii) encouraging active participation of members in state, regional and international workshops, meetings and other events via quarterly email contact, iii) hosting membership recruitment efforts at least once a year, and iv) informing the Keystone Chapter Executive Council of opportunities for Chapter participation in local events, tours demonstrations, etc.

Section 4. Nominations and Elections Procedures

Not later than 120 days before the August Meeting, a Nominating Committee will be appointed by the chairperson. The Nominating Committee shall consist of a chairperson (President-Elect) and two other members. For all Executive Council positions, the Nominating Committee shall consider Society members affiliated and in good standing with the Chapter and who have consented in writing to have their names appear on the ballot.

Electronic or paper ballots shall be provided to all members not later than 60 days before the August Meeting. Each ballot shall include the names of all persons nominated by the Nominating Committee. The ballots will provide space for "write in" candidates for each elected position. Ballots shall be returned to the chairperson of the Nominating Committee.

The nominee receiving the most votes cast for each Executive Council member position shall be declared elected. Tie votes shall be broken by vote of the Executive Council. Elected Executive Council members will be duly installed at the August Meeting of the Chapter. The Nominating Committee chairperson shall send the names of newly elected officers to the Society within 30 days of the August Meeting.

Section 5. Executive Council Business. The Executive Council shall meet at least quarterly for the transaction of its business and at other times as determined by the President or by a majority of the Executive Council, and shall have power to act on matters that arise between regularly scheduled Chapter meetings and are not otherwise specifically provided for in the Bylaws. At least a 10 day notice of the date and place of each meeting shall be given to all members of the Executive Council. **Executive Council members are expected to attend a minimum of two executive council meetings per year, or at least 50% of the executive council meetings, whichever is greater. The executive council shall have the option to remove and replace executive council members who do not attend this minimum number of meetings.** A quorum for Executive Council meetings will be considered to be a minimum of seven Executive Council members. Executive Council meeting may be conducted virtually by phone, video or internet conferencing. Executive Council authorization to transact business may be desirable between regular Executive Council meetings. Verbal consent by seven Executive Council members including the Secretary will be necessary for approval. The Secretary shall assure that the action taken is documented in the next regular business meeting minutes.

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Section 6. Executive Council Duties. The Executive Council shall have such powers and shall perform such duties as may be prescribed by these bylaws and amendments thereto, which may be adopted. The Executive Council shall direct the policies of the Chapter within the framework of the Society, in support of the educational and scientific objectives of the Society, in coordination with the Society's Northeast Regional Director. The Executive Council shall develop or review operating plans and budgets, give counsel and guidance to, and coordinate the work of committees; conduct Chapter business not requiring action by the membership and perform similar duties. The Executive Council shall approve any formal statement of the policy or position of the Chapter on any issue. Executive Council members may be appointed by the President to speak for the Chapter. The Executive Council shall encourage active participation of officers, representatives, committee chairpersons, and other Chapter members in Chapter, regional, and international workshops, meetings, and other sponsored events.

Section 7. Committees. The Chapter President shall appoint standing committees and such other committees and representatives as are necessary to conduct the affairs of the Chapter and to contribute toward regional or international education and scientific aims of the Society. Such committees and representatives shall function during the term of office of the President or until their assignment is accomplished. Standing committees shall include Annual and Long Range Planning, Budget and Finance, Membership, Awards, Education, Audit, and Nomination. No committee shall expend over \$50.00 annually without prior authorization from the Executive Council.

ARTICLE VI - Officers

Section 1. The Officers of the Chapter shall consist of President, President-Elect, immediate Past-President, Secretary and Treasurer. The terms of all elected officers will be for one year from the end of the August Meeting to the end of the next August Meeting.

Section 2. The President shall:

- a. Be responsible for the overall objectives and affairs of the Chapter with advice of the Executive Council and according to the Chapter Bylaws.
- b. Preside at all regular and special meetings of the Executive Council and Chapter.
- c. Be responsible to see that officers, committee chairpersons and others with specific duties carry out their responsibilities.
- d. Constitute committees and make or delegate appointments to the same.
- e. Utilize the services of a Corresponding Secretary if needed.
- f. Prepare the Annual Activities Report for the Chapter. In the absence or disability of the President, the President-Elect shall perform the duties of the President. Should the President-Elect not be available the immediate Past-President would assume the office of the President.

Section 3. The President-Elect shall:

- a. Be elected annually from the membership at the August Meeting of the year elected.
- b. Automatically succeed to the Presidency immediately after completion of the one year term as President-Elect.
- c. Serve as the Chairperson of the Nominations Committee.
- d. Serve as a member of the Membership Committee.
- e. Serve as a member of the Chapter Annual and Long Range Planning Committee.
- f. Serve on the Budget and Finance Committee.

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Section 4. The Secretary shall:

- a. Record minutes of all regular and special meetings and prepare copies of same for distribution to members with meeting notices prior to all meetings.
- b. At the discretion of the President, issue meeting notices and agendas prior to Executive Council meetings.
- c. Keep a record of Chapter elections and inform the Chair of the Nominating Committee of which terms expire annually and which Executive Council members are not eligible for reelection.
- d. Develop an annual Keystone Chapter directory.
- e. Keep a copy of the Bylaws, current membership list, and other records of the Chapter pertaining to its business.

Section 5. The Treasurer shall:

- a. Receive and disburse all funds of the Chapter; keep account of all financial transactions; and report at each business meeting the financial status of the Chapter.
- b. Receive any and all contributions to the Chapter, either for meeting Society objectives or earmarked for specific projects and invest these and other funds as authorized or approved by the Executive Council; and shall keep account of all transactions, expenditures, and transfers of such funds that may be authorized by the Chapter, the Executive Council, or a committee established by or reporting to the Chapter officers.
- c. Serve as Chairperson of the Budget and Finance Committee.
- d. Develop a budget for the coming year, to be approved by the Executive Council, prior to the August Meeting.
- e. Participate in an annual audit by an audit committee appointed by the President.
- f. The Treasurer may be bonded in such amounts as the Executive Council may determine, at the expense of the Chapter.

Section 6. The immediate Past President shall:

- a. Serve as Chairperson of the August Meeting Committee.
- b. Serve as Chairperson of the Annual and Long Range Planning Committee which will update these plans annually and submit them for approval at the first Executive Council meeting of each calendar year.
- c. Assist with preparation of the Annual Activities Report.
- d. Serve on the Budget and Finance Committee.

Section 7. A vacancy in the office of President-Elect, Secretary, or Treasurer, shall be filled for the unexpired term by the President designating a member of the Executive Council to take the duties of the vacant office.

ARTICLE VII – Finances

Section 1. Membership dues of the Society are payable annually to the Society; the Chapter receives a portion of dues paid.

Section 2. The funds of the Chapter shall be the responsibility of the Treasurer. All funds received by the Chapter shall be deposited by the Treasurer in the appropriate account of the Chapter. All accounts of the Chapter will be retained in a reputable bank at the discretion of the Treasurer.

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Section 3. A budget will be developed for approval by the Executive Council. Annual objectives will be developed in conjunction with the budget.

Section 4. A financial report will be prepared for the Annual Meeting and will be provided to all Chapter members. An annual audit of the financial records will be completed after the Annual Meeting by an Audit Committee appointed by the President.

ARTICLE VIII – Student branches and chapters.

Section 1. Student branches. Four or more student members may organize a student branch to be affiliated with the Chapter. The President of the Chapter will designate a liaison between the Executive Council and the affiliated student branch of the Chapter.

Section 2. Student Chapter. A student chapter of the Society may be authorized by the Board of the Society upon written petition of 10 or more student members.

ARTICLE IX – Official Chapter Delegate to the Society House of Delegates

Section 1. Official Chapter Delegate to the Society House of Delegates

- a. The Executive Council shall within 60 days of election appoint an official delegate and alternate delegates to represent the Chapter on the Society's advisory body known as the House of Delegates.
- b. The term of office of the delegate and alternate delegates shall end at the Chapter's August meeting following the Society's Annual Meeting of the year for which they were appointed by the Executive Council.

ARTICLE X – Scholarships and Awards

The Chapter may from time to time, at the direction of the Executive Council, offer scholarships, medals, or other awards in recognition of outstanding work or ability in the field of natural resources. Such scholarships, medals and awards shall be offered on a nondiscriminatory basis, and Executive Council members shall not participate in the granting of such items to the family members, as defined in Internal Revenue Code Sec 267(e)(4).

ARTICLE XI - Adoption and Amendment of Bylaws

Section 1. These Bylaws may be amended upon approval by the Board of the Society by majority vote of electronic or paper ballots received from Chapter members, provided notice of all proposed changes has been mailed or emailed to all members at least thirty (30) days prior to (a) the closing date of the meeting at which the vote is to be taken.

Section 2. Amendments shall, unless otherwise provided therein, take effect when the Election Committee (or the presiding officer in case of a vote at a meeting) determines that a majority of the votes cast are favorable. The Chapter Secretary shall notify the members of the result, along with revised text of the Bylaws.

Section 3. No Bylaw provision or amendment may be adopted which is not in keeping with the Society Bylaws, or educational and scientific purposes of the Chapter. Upon official notification

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by the Society that a provision is not in keeping, and after due opportunity for hearing the Chapter, such provision or amendment shall be void and of no effect.

Section 4. Any change(s) required by the Internal Revenue Service in order to establish or maintain status of the Society or the Chapter as an educational and scientific organization under Section 501 (c) (3) of the Internal Revenue Code shall automatically be deemed a fully approved amendment to these Bylaws. The Secretary shall notify each Chapter member of such change(s) and reasons therefore, and provide revised text of the Bylaws.

ARTICLE XII – Miscellaneous Provisions

Section 1. Informal Action by Chapter Members. Any action required or permitted by law or these Bylaws to be taken at a meeting of the Executive Council, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Executive Council members.

ARTICLE XIII - Dissolution

Section 1. Notwithstanding any other provision of these Bylaws, the Chapter shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding revisions of any future United States Internal Revenue Law).

Section 2. The Chapter may receive gifts, bequests, donations, grants, or funds for any purpose within the scope of Society objectives. No part of the funds of the Chapter shall endure, or be distributed, to chapter members, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered; to provide awards, scholarships, and other incentive programs to further the objectives and purposes of the Society; and to financially support Chapter, regional and Society activities and programs.

Section 3. This Chapter may be dissolved by a resolution requesting dissolution passed by majority vote of mail or emailed ballots received, provided that notice of such action has been mailed to all members at least sixty (60) days prior to the closing date for receiving the ballots.

Section 4. Should the Chapter dissolve in accordance with Section 3 or from any other cause, any assets not required for payment of its liabilities and obligations and not held upon condition requiring return, specific transfer, or conveyance upon dissolution, shall be paid over to the Society. If the Society is dissolved, then the Executive Council in office in the Chapter at the time of dissolution shall select organization(s) to which the assets covered in this section may be transferred. Such organizations, corporations, or societies shall be engaged in activities substantially similar to those of the Society and regularly organized and qualified as charitable, educational, scientific, or philanthropic organizations.

Section 5. Should the Chapter dissolve, the Executive Council shall forward to the Society (or, if the Society is dissolved, to the National Agricultural Library) all significant records, correspondence, and other papers.

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ARTICLE XIV - Effective Date

Adoption of these Chapter Bylaws was approved by the Board of the Society on April 25, 2016. These Chapter Bylaws were approved by Chapter members via electronic or paper ballot and adopted March 24, 2016 to replace Bylaws formerly approved by mail ballot and adopted September 14, 1995; revised and approved by mail ballot as adopted on August 19, 2008.