

# CENTRAL CHAPTER BYLAWS AND STANDING RULES

## ARTICLE I

### Names and Objectives

The name of the organization shall be the CENTRAL CHAPTER OF THE SOCIETY OF WETLAND SCIENTISTS, hereinafter referred to as the Chapter and as the Society.

Qualified persons residing within the states of Kansas and Missouri who are also members in good standing with the Society of Wetland Scientists are eligible for Chapter membership.

The objectives are as follows:

- (a) Operate solely and exclusively as a charitable and educational organization to foster conservation and understanding of wetlands.
- (b) Provide an independent forum for an interchange of ideas and data developed within wetland science in the Central Region (hereinafter referred to as the Region).
- (c) Develop and promote wetland science as a distinct discipline within the Region.
- (d) Promote and evaluate the educational, scientific, and technological development and advancement of all branches of wetland science and practice within the Region.
- (e) Further the knowledge of wetland resources and encourage wetland protection, restoration, and stewardship within the Region.

For the administration of the affairs and the attainment of the objectives of the Chapter, the Chapter shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things, and to engage in any and all lawful activities that may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the objectives for which the Chapter is organized, as set forth in Article First a-e, and to aid and assist other organizations whose objectives are such as to further accomplish, foster, or attain any of such objectives.

Notwithstanding anything herein to the contrary, the Chapter shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would cause the Society to lose exempt status from Federal income taxation as a corporation as described in Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations as the same now exist or as they may hereafter be amended from time to time.

## ARTICLE II

### Membership and Election of Members

The membership of the Chapter shall be of the following classes:

- (a) Active Members. Persons involved in the study, management, or regulation of wetlands; or in any other appropriate wetland activity, including research and academic endeavors within the Region.
- (b) Student Members. Persons who are involved in academic training in any appropriate wetland endeavor within the Region are extended voting membership status as long as they maintain their student status as members of the Society.
- (c) Institutional/Corporate Members. Any institution, government agency or corporate organization with interest in the Chapter and the Society and the furtherance of the objectives may become an Institutional/Corporate member, but shall not be eligible to vote.
- (d) Family Members. Two members of a family may be Chapter members with full, active member privileges, but shall receive a limited set of publications (usually only one copy per issue of the Chapter newsletter).
- (e) Lifetime Members. Members joining for the rest of their lives will receive full active members privileges. Any Lifetime Member of the Society who resides or works within the Region is extended Lifetime membership status within the Chapter.

2. As used in the Bylaws and Standing Rules, the term "member in good standing" refers to a Chapter member within the Region who is a member of the Society in good standing, with dues paid in the current calendar year.

## ARTICLE III

### Officers and Board of Directors

1. The Officers of the Chapter shall be President, Vice President, Secretary, Treasurer, and Past President. The Past President and the elected officers constitute the Executive board of the Chapter who shall have the authority to meet in closed sessions.
2. Only active members in good standing shall be eligible for nomination for an elected Chapter office.
3. (a) All elected officers shall serve for a period of two years and all elected board members shall serve for a period of two years.

(b) The President shall serve one year in office, and upon the termination of that year shall immediately become the Past President, and continue as a member of the Executive Board.

(c) The Vice President shall serve one year in that office, and shall automatically succeed the President for the second year of the term in office.

(d) The officers and board members of the Chapter and the members in any Standing or special Committee shall continue to serve and be responsible for the business and activities of the Chapter in accordance with the provisions of the Bylaws, or Robert's Rules of Order in the absence of specific guidelines, until new elections are held.

(e) If an officer or board member cannot fulfill or complete the term of office to which he or she was elected, the Executive Board is authorized to appoint a replacement until an election is held at the next annual meeting.

(f) If the President cannot attend the Society annual meeting or meetings of the Society Board of Directors to represent the Chapter, the President shall appoint another active member in good standing to represent the Chapter at that specific meeting.

## ARTICLE IV

### Meeting and Voting

1. The Chapter shall meet twice annually; at the site of the Society annual meeting and at a place to be determined by the Executive Board.

2. In the event of an emergency, the Executive Board may cancel a meeting or change the place of meeting, or order a Special Meeting. If a meeting is canceled, the Executive Board shall schedule the next meeting and a place agreed upon among the Board.

3. A quorum for the transaction of official business of the Chapter shall consist of any number of active members in good standing present.

4. A motion to amend the Bylaws or to establish or dissolve a Standing Committee shall require a two-thirds majority of those voting. A Special Committee may be established or dissolved at the Executive Board's discretion or upon completion of that committee's appointed task(s).

5. The Chapter Secretary shall certify the voting status of members.

## ARTICLE V

### Adoption of Standing Rules

1. The Executive Board is authorized to adopt and amend Standing Rules necessary for conduct of Chapter business by a majority vote.
2. The Standing rules must include, but shall not be limited to, the following:
  - (a) Matters pertaining to Chapter finances.
  - (b) Prescribed duties of Chapter officers and Board Members.
  - (c) Provisions for the establishment, duties, and methods of selection of Standing Committees and other committees necessary to conduct the business of the Chapter. A Standing Committee is defined as one that is established permanently in the Bylaws as part of the basic organization of the Chapter, or by amendment of said Bylaws.

## ARTICLE VI

### Amendment of Bylaws

1. The Bylaws may be amended by a two-thirds vote of the members in good standing who attend a chapter business meeting. Proposals for amendments may be generated in the following ways:
  - (a) Recommendation of a majority of voting members of the Executive Board.
  - (b) Petitions signed by not fewer than twenty members in good standing or 10 percent of the Chapter membership eligible to vote, whichever is fewer, and presented to the President at the next business meeting.
2. Proposed amendments shall be submitted or petitioned at one business meeting, and be voted on at the next business meeting of the Chapter.

## ARTICLE VII

### Dissolution of the Chapter

1. If the Society is dissolved, the Chapter is also dissolved, and all Chapter net assets will be distributed to a similar not-for-profit organization. Designation of the organization(s) to receive said assets will be at the discretion of both the Chapter Executive Board and the Society Board of Directors.

## ARTICLE IX

### Chapter and Society Representation

1. No member of the Society will represent the Society without prior approval of the Society Board of Directors, nor represent the Chapter without prior approval of the Chapter Executive Board. STANDING RULES

The following rules are established to assist in conducting the Chapter business.

#### Section 1. Duties of the President

The President shall be responsible for the business of the Chapter, make appointments authorized in the Standing Rules, establish special committees required for the business of the Chapter, and exercise such other responsibilities determined from time to time by action of the Chapter and its Executive Board. The President shall chair all meetings of the Chapter and the Executive Board, and serves as an ex-officio member of all Standing and Special Committees. The President serves as Chapter Representative to the Society and as a member of the Society Board of Directors.

#### Section 2. Duties of the Vice President

The President-elect shall succeed the President without further election. The duties of the President-elect are to assist the President and to perform the duties of the President when that officer is absent or unable to act. The President-elect shall serve as chairperson of the Program Committee.

#### Section 3. Duties of the Secretary

The Secretary shall maintain a roster of Chapter members in good standing and serve as chairperson of the Membership Committee. The Secretary shall coordinate Chapter membership with the Society Secretary, and reply to or direct all correspondence pertinent to Chapter membership. The Secretary shall maintain files and records of Chapter meetings and business, and maintain and update copies of the Chapter Bylaws and Standing Rules.

#### Section 4. Duties of the Treasurer

The Treasurer shall coordinate Chapter finances with the Society Secretary. The Secretary-Treasurer shall attend to all appropriate financial matters of the Chapter, including payment of bills, collection of Chapter dues through the Society, and any Internal Revenue Service reporting requirements.

## Section 5. Duties of Board Members

Elected Board Members shall serve as two-year voting members of the Executive Board. Special duties of these board members are at the discretion of the President.

## Section 6. Duties of the Immediate Past President

The Immediate Past President serves as a member of the Executive Board for three years following completion of his/her term of office. The Immediate Past President serves as chairperson of the Nominating Committee.

## Section 7. Salaries and Expenses

Officers, Board Members, and committee-persons of the Chapter shall not receive any salary. They will not receive any clerical or other expenses unless approved by the Executive Board in advance. In emergency situations, the Executive Board may approve limited travel expenses for the President or his/her designee to the Society annual meeting to ensure Chapter representation.

## Section 8. Standing Committees

Standing Committees, composed of Chapter members in good standing, shall be appointed by the President in consultation with the Executive Board within 15 days after the business meeting in conjunction with the Society annual meeting, unless otherwise specified. Standing Committees shall assist the President and Executive Board in the Conduct of affairs of the Chapter. The Chairperson or his/her representative of each Standing Committee shall report at the business meeting of the Chapter. The term of duty for members of Standing Committees shall extend for one year, unless otherwise specified. In event of failure of the President to make Standing Committee appointments within the specified time, chairpersons from the previous term of office will remain in their post until such appointments are made.

### (a) Membership Committee

The Membership Committee shall be chaired by the Secretary-Treasurer, and shall be responsible for maintaining and increasing the membership of the Chapter. The Committee shall take appropriate measures to attract new members, and committee representation should come from various states and sources of employment to ensure wide-reaching contacts and interest. The chairperson shall appoint members to serve on the Committee.

### (b) Program Committee

The Program Committee shall be responsible for the physical and technical arrangements for chapter meetings and shall consist of members in good standing residing in or near the place of meeting. The Program Committee shall be responsible for technical paper

sessions, tours of interest, and any auxiliary meetings connected with the Chapter meeting. The President elect shall serve ex officio, and shall appoint members to serve on the Committee.

(c) Nominations Committee

The Nominations Committee shall be responsible for soliciting and recommending the names of candidates for elected offices and for assembling their resumes and a sample ballot.

(d) Archives Committee

The Archives Committee shall be responsible for maintaining a Chapter record of all meetings and affairs and other pertinent activities of the Chapter. The Committee chairperson shall make a written report to the President annually of information and data in the Chapter Archives. The President shall appoint a chairperson and the chairperson shall appoint members to serve on the Committee.

(e) Bylaws and Standing Rules Committee

The Bylaws and Standing Rules Committee shall receive from the President all recommended and petitioned bylaw or rule changes, and incorporate them into a draft for submission at the next business meeting for vote. The Committee shall be responsible for identifying needed changes and shortcomings in the Bylaws and Standing Rules of the Chapter, and reporting them to the President. The Committee shall furnish a corrected set of Bylaws and Standing Rules to the Secretary-Treasurer after changes are voted upon by the membership. The President shall appoint a chairperson and the chairperson shall appoint members to serve on the committee. The chairperson or his/her designee shall also serve as parliamentarian at all Chapter business sessions.

(g) Special Issues Committee-The Special Issues Committee shall be responsible for receiving information and notices concerning regional wetlands and other issues from the pertinent public, local, state, and federal agencies and other organizations and the reviewing of same. Upon recommendations for action from the Committee, the chairperson shall draft a resolution or technical letter concerning a subject wetland issue to be reviewed by the President, and at his/her discretion, the Executive Board. The letter or technical resolution concerning special issues recommended by the Committee shall be approved by the Executive Board. The President shall appoint a chairperson and the chairperson shall appoint members to serve on the Committee.

## Section 8. Special Committees

At the President's discretion and at the recommendation of the Chapter membership at annual meetings, the President shall appoint special committees as necessary for conduct of Chapter business. Committees will cease to function upon completion of their assigned task(s).

## Section 9. Order of Business

The agenda for a Chapter business meeting shall include, but shall not necessarily be limited to, the following items:

- (a) Call to order by the President
- (b) Address of the President
- (c) Determination of a Quorum by the Secretary-Treasurer
- (d) Introduction of guests and visitors
- (e) Reading of the minutes and financial report by the Secretary-Treasurer
- (f) Reports of the chairpersons of Standing Committees
- (g) Reports of the chairpersons of Special Committees
- (h) Other old business
- (i) Installation of newly elected officers
- (j) New business
- (k) Adjournment

## Section 10. Rules of Order

The Chapter shall adopt Robert's Rules of Order for conduct of business meetings. The chairperson of the Bylaws and Standing Rules Committee shall function as a parliamentarian at business sessions.