

**BYLAWS AND STANDING RULES
SOCIETY OF WETLAND SCIENTISTS
SOUTH CENTRAL CHAPTER
Revised 10/2018**

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BYLAWS

ARTICLE I.

Names and Objectives

The name of the organization shall be the SOUTH 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 Alabama, Arkansas, Kentucky, Louisiana, Mississippi, Oklahoma, Tennessee, and Texas who are also members in good standing with the Society 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 South 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.
- f) Encourage a fraternity of scientists based on shared knowledge, dedication, friendship, and mutual professionalism 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 4a-f, 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

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

- a) Regular Members: Persons involved in the study, management, or regulation of wetlands and in any other appropriate wetland activity including research and educational endeavors.
- b) Student Members: Persons involved in full-time academic training toward any appropriate wetland endeavor.
- c) Family Members: Two members of a family may be Society members with full, active member privileges, but shall receive a limited set of publications (usually only one copy per issue of the Society's journal, Wetlands).
- d) Lifetime Members: Members joining for the rest of their lives will receive full active member's privileges.
- e) Emeritus Members: Individuals who have retired.

2. As used in the Bylaws and Standing Rules, the term "member in good standing" refers to a Chapter member 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 South Central Chapter shall be President, President Elect, Past President, Secretary, Treasurer, and four Board Members who are elected by Chapter members. These Officers and Board Members 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. The President, President-elect, and Past-president shall each serve for a period of two years, ending at the next annual meeting, for a total commitment of six years. The Secretary, Treasurer, and Board Members shall serve for a period of two years. Board Members shall be elected to serve two-year terms, so that in each calendar year, two new Board Members are elected and two will rotate off the Executive Board, with four elected Board Members serving in overlapping years.
 - a) The President shall serve one term (two years) in office, and upon the termination of that term shall immediately become the Past President, and continue as a member of the Executive Board.
 - b) The President-elect shall serve one term (two years) in that office, and shall automatically succeed the President for one term (two years) in office.
4. In the event of cancellation of an annual meeting, 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 and an annual meeting are held.
5. 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.
6. If the President cannot attend the Society annual meeting or the Society Board of Directors meeting(s), the President shall appoint another active Member in good standing to represent the Chapter at that specific meeting.
7. If no eligible person is nominated (by self or others) for any of the offices listed above, then the standing officer may continue to serve in the same position in excess of the term limits mentioned above.

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 a majority of the active members attending the previous annual meeting. The Program Committee will consist of members residing in or near the place of meeting and other duly appointed active members.
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. A quorum for the transaction of official business among the Executive Board shall consist of a simple majority.

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.

6. Electronic voting may be used for any Chapter business the Board of Directors deems necessary. Should electronic voting be used, the question will be distributed and managed by the Society business office with a closing date for the vote. Once the vote is closed, the President will distribute the results to the full Board and membership when applicable.

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

The Bylaws may be amended by a two-thirds vote of the members in good standing who attend a Chapter business meeting or respond to an electronic vote as authorized by the Board of Directors. Proposals for amendments may be generated in the following ways:

a) Recommendation of a majority of voting members of the Executive Board or

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. The petition will be presented for a vote at the next Chapter business meeting.

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 VIII.

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 Officers and Board Members

a) Duties of the President (2-year term)

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.

b) Duties of the President Elect (2-year term)

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.

c) Duties of the Immediate Past President (2-year term)

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

d) Duties of the Secretary (2-year term)

The Secretary shall:

- 1) Serve as chairperson of the Membership Committee.
- 2) Coordinate Chapter membership with Society Secretary and reply to or direct all correspondence pertinent to Chapter membership.
- 3) Maintain and update Chapter Bylaws and Standing Rules as needed.
- 4) Work to maintain current contact information for active members and shall prepare and disburse literature pertinent to increasing membership and/or coordinate that function with the Newsletter Editor.
- 5) Serve as the Parliamentarian during Chapter business meetings.
- 6) Be responsible for maintaining a Chapter record of all meetings and affairs and other pertinent activities of the Chapter (archives).

e) Duties of the Treasurer (2-year term)

The Treasurer shall coordinate Chapter finances with the Society Treasurer, and reply to or direct all correspondence pertinent to Chapter business affairs. The Treasurer shall maintain financial files and records of Chapter business. The Treasurer shall attend to all appropriate financial matters of the Chapter and work with the Society staff to ensure payment of bills and collection of dues are completed. The Society staff will handle any Internal Revenue Service reporting requirements and will engage with the Chapter as necessary.”

f) Duties of Board Members (2-year term)

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, and could include the duties of the newsletter editor and committee chairs.

g) Duties of the Newsletter Editor

A Newsletter Editor, appointed by the President, shall prepare and distribute a regularly-scheduled newsletter to all Chapter members with pertinent Chapter business and information, including news of individual members and notices of Chapter meetings. The Editor is authorized to solicit information from all member and Society sources.

Section 2. 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 insure Chapter representation.

Section 3. Dues and Fees

- a) Chapter dues shall be determined by the Society Board and collected as part of the dues of the Society.
- b) Chapter dues are payable with Society dues, and members in arrears for one year are removed from the Chapter roster.
- c) The Chapter Executive Board is authorized to establish and charge a registration fee for all Chapter meetings and to assist the Program Committee with appropriate financial obligations of same.

Section 4. Standing Committees

Standing Committees, composed of Chapter members in good standing, shall be appointed by the President in consultation with the Executive Board at the Fall Chapter business meeting or the Chapter business meeting held at the Society annual meeting. 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, 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 insure 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 at a place and time established at the previous meeting, 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 as chairperson, 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 for distribution in the Chapter Newsletter. The Committee shall be responsible for providing official Chapter ballots (electronic or hard copy) not later than one month prior to the Chapter meeting coinciding with the Society annual meeting to all members in good standing. The Past President shall serve as chairperson, and shall appoint members to serve on the committee.

d) Education and Outreach Committee

This committee shall be responsible for fostering the exchange of accurate information on wetland science among wetland professionals, wetland educators, and the general public. The Committee shall consist of members with the ability and knowledge to promote education and exposure to wetland science in a variety of settings, not limited to workshops/training/other society meetings. The committee shall also be responsible for soliciting association and information exchange with other regional and/or state chapters of related professional organizations such as The Wildlife Society, The Ecological Society of America, the American Fisheries Society, the American Ornithologists' Union and its affiliated technical groups (Colonial Waterbird Group, Pacific Seabird Group, and others), and other societies and organizations. The President shall appoint a chairperson, and the chairperson shall appoint members to serve on the Committee.

e) 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 5. Special Committees

At the President's discretion and at the recommendation of the Chapter membership at the Fall or 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 6. Section 6. Order of Business

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

- a) Determination of a quorum by the Secretary; Call to order by the President
- b) Address of the President
- c) Introduction of guests and visitors
- d) Approval of the minutes circulated by the Secretary
- e) Treasurer's report
- f) Reports of the chairpersons of Standing Committees
- g) Reports of the chairpersons of Special Committees
 - a) Unfinished business
- h) Installation of newly elected officers

- i) New business
- j) Adjournment

Section 7. Rules of Order

The Chapter shall adopt Robert's Rules of Order for conduct of business meetings. The Secretary shall function as a parliamentarian at business sessions.

Section 8. Support of Outside Organizations and Their Activities

- a) The Chapter can consider supporting outside organizations and their activities. Criteria for consideration of Chapter support include that the organization and activity must be focused on the communication of sound wetland science, management, and/or conservation. Chapter resources may be used for various purposes but they may not be used to support the salary or remuneration of the activity organizers.
- b) Requests from outside groups that do not include financial support by the Chapter may be entertained at any time and should be transmitted in writing (electronic or hard copy) to a member of the Chapter Board.
- c) Request for financial support will only be considered at official meetings of the Chapter Board, either at the annual or fall meetings. Requests must be received by a member of the Board in advance of the meeting. The request must include the following information: the purpose for which requested funds will be used and a justification for the need of the requested funds. Decisions on funding will be based on the justification, merit relative to other requests, and on the availability of funds within the Chapter account.