

Bylaws of Society for Range Management WA Chapter

ARTICLE 1. PURPOSE

The purpose of Society for Range Management WA Chapter (hereafter called SRM WA) is to promote rangeland stewardship through awareness, knowledge, education, science, and practice.

ARTICLE 2. OFFICE

The office of SRM WA shall be located at the principal place of business or residence of its Registered Agent unless otherwise designated by the Board of Directors.

ARTICLE 3. MEMBERSHIP

Membership is open to any currently paid member of the Society for Range Management who wishes to publicly affiliate with the Pacific Northwest Section of the Society for Range Management and SRM WA by nature of current or past Washington State residency or business activity, hereafter called Member.

3.1 Voting Rights

Members are bestowed with voting rights on all issues before the organization and candidates for election. Members may designate or remove certain classes of issues to be decided by the Board of Directors.

3.2 Meetings

An annual meeting of the members will be held at the direction of the Board of Directors. There shall be provisions for both in person and remote participation. At minimum, it will include a President's report, a financial report, committee reports, and election of directors. Other meetings may be held from time to time as called for by the Board.

3.3 Notice of Meetings

The President or the President's designee shall notify in writing all members of meetings at least 15 days in advance. Members may specify whether they wish to receive notification in printed format or electronically.

3.4 Quorum

A quorum consists of those participating in membership meetings.

3.5 Manner of Acting

Majority of the votes is necessary for adoption of any matter before the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws. Voting shall be conducted in person and remotely.

ARTICLE 4. DIRECTORS

4.1 General Powers

Directors are elected by the Members and consist of the following: four officers, President, Vice President, Secretary, and Treasurer; two general Directors; and the Registered Agent, an appointed, non-voting, ex-officio director responsible for representing the Organization to Washington's Office of Secretary of State and as appropriate, the IRS. The Board of Directors (hereafter called Board) is composed of all of the Directors. Members delegate to the Board responsibility for managing the affairs of the Organization including, but not limited to, day to day operations, financial management, record keeping, communication, insurance, planning and conduct of meetings, and committee assignment. No person may hold two Director positions concurrently with the exception of the Registered Agent, who may also hold an elected Director position.

4.2 Qualifications

Directors must be members in good standing of the Organization.

4.3 Term of Office

Directors shall be elected to a two-year term of office.

4.4 President

The President shall be the chief executive officer and shall supervise and control all of the assets, business, and affairs of the Organization. The President shall preside over meetings of the Members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or Registered Agent of the Organization or are required by law to be otherwise signed or executed by some other officer or in some other manner. The President shall ensure that appropriate records are kept by officers, committee chairs, the Registered Agent, and other appointees. The President shall ensure that there is a slate of candidates for Director elections. In general, the President shall perform all duties incident to the office of President and chief executive of an organization and other duties as are assigned by the Board.

4.5 Vice President

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice President shall perform such other duties as may be assigned by the President or the Board.

4.6 Secretary

The Secretary shall keep minutes of Membership and Board meetings; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep contact information and preferences for all members and Directors; keep copies of the Organizations Bylaws and corporate records held under the Registered Agent's custodianship; and perform all duties incident to the office of Secretary and others assigned by the President or the Board.

4.7 Treasurer

The Treasurer shall have charge and custody of, and be responsible for all funds and securities of the Organization; keep complete records of all financial transactions of the Organization and provide them regularly to the Board, and upon request, to the Membership; pay bills; and in general perform all duties incident to the office of Treasurer and others assigned by the President or the Board.

4.8 Director

Two Directors will serve on the Board as general representatives of the membership. They shall liaise with the membership regarding issues facing SRM WA, including but not limited to membership and participation, opportunities for leadership, students, land managers and professionals, and local opportunities and concerns regarding rangeland management.

4.9 Registered Agent

The Registered Agent serves as the Corporate representative of the Organization registered with Washington's Secretary of State and as appropriate, the IRS; shall submit and maintain corporate records, registrations, tax filings, and other paperwork and records required by Washington's corporation rules and regulations; serve as custodian of corporate records and provide current copies to the Secretary, Treasurer, and webmaster. The Registered Agent is appointed by and serves at the pleasure of the President, shall be a Member and may be an elected Director, and serves as an ex-officio Board member without voting privileges.

4.10 Initial Directors

Initial directors are: President, Cathy Cannon; Vice President, Hannah Tomlinson; Secretary, Angela Williams; Treasurer, Tom Platt; Directors, Bob Gillaspy and Sandra Morris; Registered Agent (non-voting, ex-officio), Tom Platt.

4.11 Term of office of Initial Directors

Term of office of initial Directors shall be as follows: Vice President, Treasurer, and one Director shall serve until the first Annual Meeting subsequent to adoption of these Bylaws, at which time there shall be an election to fill their positions for two-year terms. President, Secretary, and the other Director shall serve until the Second Annual Meeting subsequent to adoption of these Bylaws, at which time there will be an election to fill their positions for two-year terms.

4.12 Manner of Elections

Directors shall be elected at the Annual Meeting. Nominees for Director positions shall be announced with the Annual Meeting notice at least 15 days in advance of the Annual Meeting. Nominations must be submitted to the Secretary at least 24 days in advance of the Annual Meeting. Nominees must agree to stand for election. Provisions shall be made for in person voting, voting by mail, voting electronically, and voting remotely during the annual meeting.

4.13 Resignations

Any Director may resign at any time by delivering written notice to the President or the Secretary or by giving oral or written notice at any meeting of the Board.

4.14 Vacancies

Vacant director positions shall be filled by majority vote of the Board and will serve the remaining term of the vacant position.

4.15 Regular Meetings

The Board will meet regularly twice a year at times and places of its choosing. The President will initiate planning for these meetings, which may be in person, via telephone, online, or a combination thereof. The President will inform the membership of these meetings at least two weeks in advance. Board and committee meetings shall be open to all members.

4.16 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person(s) calling the special meetings will set the time and location of that meeting and notify the membership at least one week in advance.

4.17 Quorum

Three voting Board members shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting.

4.18 Manner of Acting

The act of the majority of the Board members participating in a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law. President's or presiding officer's vote will break ties.

4.19 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if consent setting forth the action is recorded by the Secretary in the minutes of a Board meeting or addended thereto.

4.20 Removal

At a meeting of Members, one or more Directors (including the entire Board) may be removed from office, with or without cause, by a 60% vote of the participating Members.

4.21 Compensation

Board members shall receive no compensation for their service but may receive reimbursement for expenditures incurred on behalf of the Organization.

ARTICLE 5. COMMITTEES

5.1 Committees

Standing committees may be created by the Board, and temporary committees by the President. Committee authority will be specified at its creation but must not impinge on other authorities specified in these By Laws or the Articles of Incorporation. The

creation of any committee and appointment of members shall not relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

5.2 Quorum and Manner of Acting

A majority of the members of any committee shall constitute a quorum, and the act of that quorum shall be the act of the committee. Committees may meet in person, remotely, or a combination thereof.

5.3 Removal of Committee Member

The Board may remove from the committee any member.

5.4 Compensation

Committee members shall receive no compensation for their service but may receive reimbursement for expenditures incurred on behalf of the Organization.

ARTICLE 6. ADMINISTRATIVE PROVISIONS

6.1 Records

Records of the Organization shall be posted on the Organization's website with paper copies maintained as specified in Article 4 and summarized here:

- a) Corporate records, including but not limited to Bylaws and Articles of Incorporation, corporate registration records and reports shall be kept at the place of business or residence of the Registered Agent.
- b) Business records, including but not limited to meeting minutes and directives of the Board, Bylaws and Articles of Incorporation, membership contact information, notifications and newsletters sent to the membership, election records, and a list of current Directors dates of their term in office, shall be kept at the place of business or residence of the Secretary.
- c) Financial Records, including but not limited to financial transactions and ledger, bank records and statements, receipts, audit reports, and account reconciliation reports shall be kept at the place of business or residence of the Treasurer.
- d) It is the responsibility of the custodian of these records to ensure that co-custodians and the webmaster are provided current and updated copies.

6.2 Accounting Year

The accounting year of the Organization shall be calendar year.

6.3 Rules of Procedure

The rules of procedure at meetings of the Membership, Board, and committees shall be in accordance with Roberts' Rules of Order on Parliamentary Procedure so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 7. AMENDMENTS

These Bylaws may be amended by 60% majority vote of the members participating in any membership meeting, but no later than the next annual meeting following amendment proposals. Proposed amendments shall be endorsed in writing by any group of 5 or more members and submitted to the Secretary 24 days in advance of the meeting in which the proposed amendments are to be voted on. The Secretary shall notify the membership of the proposed amendments along with the regular meeting notice no less than 15 days in advance of the meeting.

ADOPTION

The foregoing Bylaws were adopted by the Membership on

_____ (date)

Secretary

President