

Bylaws of the Pacific Northwest Section Society for Range Management

ARTICLE I. MEMBERSHIP

SECTION 1. Membership in the Pacific Northwest Section shall extend to members in good standing of whatever class of the Society for Range Management who reside or work within the States of Oregon, Washington, Alaska, or the Province of British Columbia, Canada, which constitute the geographical limits of the Section, provided that any such resident member may request to the Executive Secretary of the Society to become a member of a different section; and provided further that any member may request to be unsectioned or may elect to be a member of more than one section. A member who does not reside or work within the geographical boundaries of the Pacific Northwest Section may request to the Executive Secretary of the Society to become a member of the Pacific Northwest Section.

SECTION 2. The amount of dues for the Pacific Northwest Section shall be established by a majority vote of members by letter ballots which shall be sent to all Section members by the Secretary. Annual Section dues shall be paid to the Executive Secretary, Society for Range Management, at the time of paying Society dues.

ARTICLE II. OFFICERS AND DIRECTORS

SECTION 1. The officers of the Section shall include a President, First Vice-President and a Second Vice-President. The Second Vice-President shall be elected to that office as hereinafter provided, and in the first following year shall succeed to the First Vice-Presidency and in the second following year shall succeed to the presidency.

SECTION 2. The Section shall have a Board of Directors consisting of the officers named in the foregoing section, and six elected members, each of whom shall be a member in good standing of the Section.

SECTION 3. The President, First Vice-President and Second Vice-President shall serve in succession one year in each position. Each elected director shall serve for a term of three years, with two of the six directorships being filled by election each year. No elected officer or director shall be eligible for reelection to the same office until at least one year has passed after the completion of the elected term. The terms of office for the newly elected officers and directors shall begin after their official installation during the Annual Meeting of the Section next following their election. Elected officers are expected to attend all meetings. If excessive absences occur the President shall review the reasons and recommend to the Board

appropriate action to be taken up to and including removal and subsequent replacement as outlined in Article II, Section 5.

SECTION 4. The President, First Vice-President and Second Vice-President shall represent the Section on the Society for Range Management Advisory Council.

SECTION 5. Vacancies in any unexpired term of the elected members of the Board of Directors shall be filled from among the Society membership of good standing by a two-thirds majority vote of the remaining Board of Directors. The President shall nominate two candidates and conduct a vote by the Board to fill any vacancies on the Board prior to the next meeting. Vacancies in any unexpired term of the President or First Vice-President shall be filled in order of automatic succession to the Presidency to serve the unexpired term and the term for which they were elected. A vacancy of the office of the Second Vice-President shall be filled by election at the next regular election, thus requiring election of both First and Second Vice-Presidents for the succeeding year.

SECTION 6. No elected officer or director shall receive a salary or other remuneration for their services in such offices, but they may be reimbursed for certain direct expenses incurred in carrying out their official duties. The policy for such reimbursement to be established from time to time by the Board of Directors.

ARTICLE III. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. Second Vice-President and Directors shall be elected by the membership.

SECTION 2. A nominating committee of not less than three members of the Section in good standing shall be appointed by the President not later than January 30 of each year. The immediate past president if available shall serve as chairman of this committee.

SECTION 3. It shall be the duty of the nominating committee to prepare a list of candidates who are qualified for the elective offices. Persons qualified for elective office are to be Society Members in good standing of the Section. This list shall include at least two candidates for each elective office for which they are being nominated. Such a list of candidates shall be furnished to the Board of Directors at the summer meeting for their reaction.

SECTION 4. Petitions for the purpose of nominating a person as a prospective candidate for an elective position in the Section shall be made in accordance with the following provisions: (a) each petition shall name but one candidate for any elective office; (b) persons nominated as a prospective candidate must be eligible to hold the elective office for which they are being

nominated; and (c) such petitions shall be submitted to the chairman of the nominating committee no later than May 1 of each year.

SECTION 5. Proposed candidates nominated by petition, as set forth above, shall be included in the list of all prospective candidates being considered by the nominating committee, but their names shall appear on the ballot only if they are finally selected by the nominating committee in accordance with the committee's procedures and operating guidelines as approved by the Section Board of Directors.

SECTION 6. The Secretary will serve as Election Official unless another Election Official is appointed by the President with approval of the Board. The Election Official shall provide all Section members instructions for accessing the ballot which contains a list of all candidates nominated by the nominating committee. Such notification will occur at least six (6) weeks prior to the annual meeting.

SECTION 7. Election day for the Pacific Northwest Section shall be five (5) days prior to the annual meeting.

SECTION 8. Ballots will be returned to the Election Official who, with the assistance of at least two other members appointed by the President, will count the ballots and certify the results of the election to the President. All ballots received by the Election Official on or before election day shall be counted. The single candidate for Second Vice-President receiving the greatest number of votes shall be declared elected to that office, and the two candidates for Director who receive the greatest number of votes shall be declared elected to the Board of Directors. A tie vote will be decided through the use of lottery by the counters.

ARTICLE IV. MANAGEMENT OF THE SECTION

SECTION 1. The Board of Directors will manage the affairs of the Section in conformance with the provisions of the Articles of Incorporation. It shall direct the investment and care of funds of the Section; take measures to advance the interest of the Section; disseminate technical knowledge of publications, meetings, and other media; and generally direct its business. The Board shall meet at the time and place of the annual meeting of the Section, and at other times and places as it shall direct or at the call of the President. Five Board members shall constitute a quorum, authorized to conduct business of the Section.

SECTION 2. The President shall have general supervision of the affairs of the Section. He/she shall appoint members of the Society to standing and other necessary committees and preside at meetings of the Board of Directors and of the Section.

SECTION 3. The First Vice-President in the absence or incapacity of the President, shall discharge the duties of that office. Likewise, the Second Vice-President shall discharge the duties of the First Vice-President should that officer be absent or incapacitated.

SECTION 4. A Secretary shall be appointed by the President with the consent of the Board of Directors. The Secretary of the Section shall serve as an ex-officio, non-voting member of the Board of Directors. The Secretary is accountable to the Board of Directors and is under the immediate direction of the President. The Secretary shall be expected to attend all business meetings of the Section. Duties of the Secretary will be to outline and duly record the business and proceedings thereof; maintain a suitable membership file; conduct the correspondence of the Section and keep full records of the same; make a report which shall be presented at the annual meeting of the Section, and perform all other duties which may from time to time be assigned by the President. The Secretary shall make reports to the Executive Secretary of the Society on activities of the Section.

SECTION 5. The President shall appoint, with the approval of the Board of Directors, a permanent Treasurer whose term of office shall be unlimited except that it may be terminated by the Board at its pleasure. The Treasurer's responsibility is to maintain an accounting of the Section's financial affairs, collect, receive and deposit all revenue, and pay all bills with the approval of the Board.. The Treasurer will make a financial report annually to the membership, to the Board at its direction and to the Corporate Representative as requested.

SECTION 6. The President, with approval by the Board of Directors, shall appoint a Corporate Representative whose term of office shall be unlimited, except that it may be terminated by the Board at its pleasure. The Corporate Representative's duties shall be to maintain a permanent address for the Section within the State of Oregon and to represent it to the Federal Internal Revenue Service, the Oregon Corporation Commission, and any federal, state, or provincial government which may regulate the business of corporations. The Corporate Representative shall make such reports to government agencies as required by them. In carrying out responsibilities, the Representative will be assisted by the Secretary and Treasurer.

SECTION 7. The Section shall operate under the standards of fiscal integrity. The Section shall not knowingly develop a deficit operating budget for regular activities. Expenditures beyond the income shall be authorized only for short-term activities of direct benefit to the Section and Society. Such expenditures will be recognized by the elected officers and be secured by cash reserves of the Section.

SECTION 8. It shall be the duty of the Board of Directors to formulate policies, and carry out the will of the Section Membership as expressed at official meetings. Board members should

stand ready to represent the Section regarding Society business when called upon by the President.

SECTION 9. The President at each annual meeting, will appoint a committee to audit the Treasurer's book for the past year and report to the general membership on their accuracy at that meeting.

ARTICLE V. MEETINGS

SECTION 1. An annual meeting of the Section for the presentation and discussion of professional papers to exchange ideas and for professional intercourse shall be held annually between September 1 and November 30 at such place as the Board of Directors may determine. Notice of such meeting, including the tentative program, shall be announced to the membership by the President at least six (6) weeks in advance of the meeting. Regular business meetings of the Section shall be held in connection with the annual meeting.

SECTION 2. Business meetings, summer meetings and other meetings may be called at intervals by the Board of Directors. Upon written request of not less than 20 members, which request will state the purpose of the meeting, the Board of Directors shall call a special meeting of the Section. The call for such a meeting shall be issued not less than 30 days in advance and state the purpose thereof, and no other business shall be transacted at such meeting.

SECTION 3. The order of business at annual meeting(s) of the Section unless otherwise provided shall be as follows:

Report of the President

Report of the Secretary

Report of Audit Committee

Announcements by the Secretary

Committee Reports

New Business

Presentation of Papers

Installation of Officers

SECTION 4. A Local Arrangements Committee for the next annual meeting shall be appointed by the President at the annual meeting. The First Vice-President shall be chairman of the Program Committee and will be responsible for the program and scheduling of committee and business meetings.

ARTICLE VI. ADVISORY COUNCIL

SECTION 1. An Advisory Council shall serve as a consultative and advisory body to the Board of Directors, to provide the means for discussion and evaluating Section affairs and to provide the opportunity for reporting on, exchanging ideas about, and evaluating Chapter activities and programs.

SECTION 2. The Advisory Council shall be composed of the President and two elected officers of each Chapter of the Section. For the purpose of conducting normal business at the meetings of the Advisory Council duly authorized members of Chapters may serve as alternates. The Advisory Council shall be chaired on an annual basis in accordance with the Advisory Council procedures as approved by the Board of Directors.

SECTION 3. The Advisory Council shall meet in separate session at the place and time of each annual meeting of the Section and report recommendations to the Board of Directors.

SECTION 4. The duties and authority of the Advisory Council are advising, consulting, and recommending, and by such actions serving as an effective liaison between the Board of Directors, Chapters, and the membership at large. Matters of which may properly come before the Advisory Council would include, but not necessarily be limited to: (a) presentation and discussion of annual reports from each Chapter, (b) requests by the Board of Directors for Council's consideration of a given matter, and (c) requests by individual members or by Chapters for Council's consideration of a given matter.

SECTION 5. Representatives to the Advisory Council, including duly authorized alternates, in attendance at any meeting of the Advisory Council, shall constitute a quorum. A simple majority vote of such representatives shall be sufficient to effect actions of the Advisory Council.

SECTION 6. The current Chairman of the Advisory Council shall preside at all meetings of the same. In the event of the Chairman's absence, the Chairman-elect who also serves as secretary of the Advisory Council, will preside. The Secretary shall be responsible for editing the proceedings of each meeting and distributing copies thereof to each member of the Board of Directors and to the Chapters. The Chairman may appoint committees to the Advisory Council as deemed necessary for the effective and efficient conduct of business, and also may

prepare and distribute to all Council members an agenda for each meeting. At the end of the Chairman's terms all records of the Council will be forwarded to successor in that office.

ARTICLE VII. CHAPTERS

SECTION 1. The Section may authorize establishment of Chapters in accordance with the provisions of the Society bylaws.

ARTICLE VIII. PUBLICATIONS

SECTION 1. The publications and papers of the Section shall be issued in such a manner as the Board of Directors may direct.

SECTION 2. Publications of the Section shall conform to the principles, policies, and objectives of the Society.

SECTION 3. The Section or the Society or their officers shall not be responsible for statements or opinions advanced in papers or discussions at meetings of the Section, or printed in publications.

ARTICLE IX. ENDOWMENTS AND SPECIAL GIFTS

SECTION 1. Endowments and special gifts are an appropriate means of recognizing and remembering members of our organization who choose to make a monetary contribution or who have passed away and whose family and friends wish to establish a memorial in their honor. While it is possible to establish such accounts for any of the several purposes which the Society for Range Management, Pacific Northwest Section fosters, it is most likely that these accounts will be used for youth activities and/or scholarships.

SECTION 2. *Endowments:* In order to establish an endowment account bearing the donor's name, a minimum of \$5,000 is necessary. (The PNW/SRM will accept \$2,500 and a promissory letter from the donor indicating that the remaining \$2,500 will be donated within a five-year time period.) Earned interest on that endowment will be used to disburse funds in the donor's name on a continuing basis.

SECTION 3. *Special Gifts–One-Time Awards:* Gifts can be accepted by the PNW/SRM and funds disbursed on a non-continuing basis. The principal will be disbursed in the donor's name until the gifted amount is exhausted.

SECTION 4. *Special Gifts–Endowment Holding Account:* If a donor chooses to make a contribution which would aid in providing distributions on a continuing basis, the gift could be accepted and added to an existing Endowment Holding Account. When that account reaches the \$5,000 minimum principal balance necessary to support a continuing disbursement of earned interest, it will be activated. These monies will be disbursed as Pacific Northwest Section, Society for Range Management funds, with no mention of individual donors.

SECTION 5. *Special Gifts–General Operating Fund:* There are occasions when a donor may wish to make a contribution (independent of gift size) to be used by the PNW/SRM as is deemed in the best interest of the organization. Such gifts should be accepted and placed in our General Operating Fund.

SECTION 6. An official of the PNW/SRM, either the President or a duly appointed representative, must be responsible for contacting individuals wishing to make donations and explain these options to them. Once the gift has been accepted, the chair of the Student Affairs, or other appropriate committee, needs to write the donor explaining how the monies were used each time a distribution of funds is made. The Student Affairs, or other appropriate committee, chair will also contact the recipient of the award, encouraging her/him to write the donor also.

ARTICLE X. AMENDMENTS

SECTION 1. Proposed amendments to these bylaws shall be submitted to a vote of the Section membership, and shall be effected by an affirmative vote of two-thirds or more of the members voting.

SECTION 2. Amendments may be proposed by submitting the same to the Board of Directors for its approval, in writing and bearing a signature of at least 25 members of the Section. Amendments also may be proposed by a majority vote of the Board of Directors. All proposed amendments approved by the Board of Directors shall be submitted to a referendum in the regular election next following, or, at the direction of the Board, a special referendum may be held.

SECTION 3. Proposed amendments shall be delivered to all members of the Section together with instructions for voting. If the referendum is held during a regular annual election of the Society, the ballots returned to the Secretary five (5) days prior to the annual meeting shall be counted by the Secretary or President's designee. If a special referendum is held, the ballot shall show plainly the date by which it is to be submitted, such specified date to be not less than ten (10) days from the date of emailing to the membership.

SECTION 4. A proposed amendment that receives the required two-thirds affirmative vote shall take effect immediately upon submission of the Secretary's or President's designee's report to the President.