

# CONSTITUTION OF THE SOIL ECOLOGY SOCIETY

## ARTICLE I

### NAME

The name of this organization will be The SOIL ECOLOGY SOCIETY and shall be referred to as the Society in this document.

## ARTICLE II

### PURPOSES AND OBJECTIVES

**Section 1. Purpose.** Within the framework of an entity organized exclusively for charitable, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) the Society exists to 1) Provide an understanding of the importance of the structure, function and dynamics of soil systems among ecologists, soil scientists, and members of related disciplines; 2) Encourage education and research in soil ecology, to sponsor meetings and publications for the communication of research and educational activities in soil ecology, and to increase student participation in the Society; 3) Provide for the exchange and transmittal of information on the status, protection, and understanding of belowground soil ecology. For the purpose of the Society the term "belowground" is intended to include vegetation, soil biota and the soil itself.

**Section 2. Objective.** To stimulate and support studies in all phases of ecology, management and protection, and related intrinsic values of below ground systems.

**Section 3. Objective.** To provide a clearinghouse of information among all agencies, organizations, and individuals engaged in work on belowground systems through appointment of work committees, preparation of bibliographies and abstracts, and related methods.

**Section 4. Objective.** To function in an advisory capacity on questions involving management, conservation, and protection of belowground systems, and to adopt such measures as shall tend to ensure the continued survival and maintenance of healthy below-ground systems.

**Section 5. Objective.** To establish scientific programs whereby the public is made aware of the importance of proper management and protection of below-ground systems.

**Section 6. Objective.** To publish scientific symposium proceedings and transactions of meetings in order to present current information on problems relating to

the preservation of below-ground systems and to commend outstanding action by the public and professionally engaged individuals supporting the purposes of the Society.

### **ARTICLE III MEMBERSHIP**

Any person or organization interested in or engaged in the management, protection, or scientific study of below ground ecosystems or some related phase of soil or soil ecology shall be considered eligible for membership upon application. Membership categories shall include individual and student memberships. All members shall have equal voting privileges.

### **ARTICLE IV OFFICERS**

The executive committee will consist of the officers of the Society. This committee will consist of a President, President elect, Treasurer, and Secretary, whose duties are described in the Bylaws.

### **ARTICLE V BOARD OF DIRECTORS**

The Board of Directors shall consist of the officers of the Society, (i.e., executive committee) President elect, chairs of the standing committees, and not more than three other at large members of the Society and shall be presided over by the President of the Society.

### **ARTICLE VI MEETINGS**

Biennial Meeting. A biennial meeting of the Society shall be held. Other meetings may be held at the call of the Board of Directors.

### **ARTICLE VII MANAGEMENT**

The Society shall be governed by the Board of Directors.

### **ARTICLE VIII TAX EXEMPT STATUS**

The affairs of the Society shall at all times be managed in such a way as to preserve and safeguard its tax-exempt status. Specifically, no part of the net earnings of

the Society shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objectives set forth in Article I hereof. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution or statements) any political campaign on behalf of any candidate for public office. Notwithstanding, any other provision of these articles, the Society shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes and objectives of the Society.

## **ARTICLE IX DISSOLUTION**

**Section 1. Dissolution Defined.** The Soil Ecology Society shall be deemed dissolved after a two-thirds vote favoring dissolution by the attending membership at any Biennial Meeting and upon the cessation of all administrative functions, provided, however, that in no event shall said administrative functions continue for a period in excess of six months from the date of the dissolution vote.

**Section 2. Obligations upon Dissolution.** The Dissolution Committee shall, upon the dissolution of the Society and after paying or making provision for the payment of all of the liabilities of the Society dispose of all the assets of the Society in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Dissolution Committee shall determine. Any such assets not so disposed of shall be disposed of by the appropriate Court of the county in which the principal office of the Society is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE X AMENDMENTS TO THE CONSTITUTION**

The Constitution may be amended by a majority vote of SES members, including electronic balloting. Proposed changes to the Constitution must be submitted to the membership at least thirty days prior to the vote.

## **BYLAWS**

### **ARTICLE I**

## **MEMBERSHIP**

Application for membership shall be transmitted in writing to the Treasurer.

## **ARTICLE II OFFICERS**

**Section 1. President.** The President shall have general direction of the Society officers, shall appoint, with the assistance of the Board of Directors (Article III, Section 4, 5), Chairs of all regular and special committees, shall preside at meetings of the Board of Directors and shall be ex-officio a member of all committees. The President shall serve in office for two years.

**Section 2. President Elect.** The President elect shall serve as a member of the Board of the Directors. In the absence of the President, or Treasurer, or in the event of the inability of the President or Treasurer to act, the President's duties shall be assumed by the President-Elect.

**Section 3. Treasurer.** The Treasurer shall serve as general business manager and shall be responsible for receiving and disbursing all funds of the Society. A report concerning all activities of the preceding year, and an auditing of accounts for that year, shall be made by the Treasurer to the Society biennially and at any time requested by the President. In the event that the President cannot serve in his/her capacity, the Treasurer will serve pro-tempore. The Treasurer shall serve in office for four years and shall be eligible for re-election.

**Section 4. Secretary.** The Secretary shall assist the President and Treasurer in duties where needed, shall issue notices of annual or special meetings, and other material to be distributed to its membership. The Secretary shall interface with the Communications Officer to distribute this material. The Secretary shall also record minutes of all meetings. The Secretary shall serve in office for four years and shall be eligible for re-election.

**Section 5. Communications Officer.** The Communications Officer will assist the President in promoting the society through its web page and social media. The Communications Officer shall serve for four years and shall be eligible for re-election.

**Section 6. Installation of Officers.** The officers shall take office January 1st of the year their term begins.

**Section 7. Vacancies.** Vacancies among officers shall be filled by the President, President elect, Treasurer or Secretary, in the same order of successional responsibility previously indicated for the unexpired term of the office. Should all offices be concurrently vacant, they shall be filled by majority vote of the Board of Directors for the unexpired term. Vacancies on the Board of Directors shall be filled by a majority of the

Board of Directors for unexpired term of the vacant position.

**Section 8. Nomination.** The three-member Nomination Committee (Article III, Section 1) shall present a slate of no more than two members for each elective position, namely President elect, Treasurer, Secretary, Communications Officer, and Members at Large and shall present a slate of nominees to fill vacant positions on the Board of Directors.

**Section 9. Approval of Nominations.** Prior approval shall be obtained from said candidates.

**Section 10. Announcement of Nominees.** The Committee's list of nominees shall be sent to the Secretary and shall be included in the meeting program.

**Section 11. Additional Nominees.** Additional nominations from SES Members may be placed on the Nominating Committee's slate at the time nominations are solicited, either electronically or at the Biennial Meeting. Such nominees must be members and formally accept the nomination.

**Section 12. Balloting.** When more than one nominee for an office has been nominated, written ballots shall be received from SES members and shall be counted by the Secretary and two members appointed by the President. Balloting may be taken by use of a written ballot at the Soil Ecology Society Business Meeting, or in electronic ballot that allows a minimum of 30 days for ballots to be cast and includes provisions for write-in nominations. Balloting for an individual nominee (a single candidate for an office) may be taken by a show of hands or indicated by voice, or by use of an electronic ballot that allows a minimum of 30 days for ballots to be cast and includes provisions for write-in nominations. All members in good standing (dues, which are valid for 2-years, have been paid/renewed before the business meeting) are eligible to vote. Board members who are on the ballot for re-election must recuse themselves from administering the vote and appoint another board member to serve in their place.

**Section 13. Alternate.** If the Secretary's office is being contested, the President shall fill the obligations of balloting.

**Section 14. Election.** The nominee receiving the largest number of votes (a plurality) shall be declared elected. No one may hold two elective positions simultaneously in the Society.

### ARTICLE III

#### BOARD OF DIRECTORS

**Section 1. Number and Qualification.** The Board of Directors shall consist of the Society officers, chairs of the standing committees, and not more than three other at-large members of the Society and one student member at-large. The Board of Directors

shall consist of those elected or appointed persons according to Article II of the Bylaws and shall hold office until the end of the calendar year of their respective term. At-large members shall serve a term of two years with the possibility of re-election. Society officers shall serve on the Board of Directors while in office or for a two-year term, whichever is longer.

**Section 2. Election of Directors.** At-large members of the Society shall be elected to the Board of Directors by the majority vote of members at the Society's Biennial Meeting.

**Section 3. Vacancies.** Vacancies on the Board of Directors may be filled by a majority of the remaining Directors.

**Section 4. Board Meetings.** The Board of Directors shall have at least one meeting each year. Meetings of the Board of Directors shall be held at such times and locations as determined by a majority of the Directors. Notices of Board Meetings need not be given.

**Section 5. Board Quorum.** A majority of the Board of Directors shall constitute a quorum at all meetings of the Board of Directors. At any meeting where a quorum does not exist, the Directors present may conduct the business of the scheduled meeting and later gain the concurrence of Directors sufficient to meet a quorum. Such concurrence may be gained through telephonic or similar communications equipment as permitted by law.

**Section 6. Removal and Resignation from Board.** Any Director may be removed from office by the vote of two-thirds of the Board of Directors. Any Director may resign from the Board by giving written notice to the President of the Society.

**Section 7. Compensation of Directors.** Directors shall receive no compensation for their service to the Society, but may receive reimbursement for actual expenses incurred on behalf of the Society.

**Section 8. Power and Duties.** All the powers and duties of the Society shall be exercised by the Board of Directors except as expressly set forth in the Constitution and bylaws.

## **ARTICLE IV COMMITTEES**

**Section 1. Standing Committees.** Standing committees of the Society shall be:

**Executive Committee** - Responsible for the day-to-day operation of the Society with the power to decide on all administrative procedures of the Society. This Committee shall consist of each officer, the immediate past-president, and any at-large members of

Society as designated by the Board of Directors. This Committee shall report its interim actions to the members of Society at the Biennial Meeting. Any action of the Executive Committee may be overridden by a two-thirds majority vote of the membership.

**Nomination Committee** - Shall be composed of three members of the Society appointed by the Society President and shall be responsible for those obligations as set forth in Article II, Sections 6, 7, 8, and 9.

**Dissolution Committee** - Shall be an automatic committee and shall be composed of the existing Board of Directors. Decisions of the Dissolution Committee shall be made by majority vote. Obligations of the Dissolution Committee are presented in the Constitution, Article IX, Section 2.

**Other Standing Committees** - A list of other potential standing committees will be determined by the Board of Directors, and will be presented in an appendix to the Bylaws.

**Section 2. Special Committees.** The Board of Directors may designate various special committees to be formed by one or more members or nonmembers of the Society. The Board shall determine the power and purpose of each such committee, which shall then fix its own rules of procedure. The Board may dissolve any special committee at any time.

**Section 3. Appointments.** The President shall with the assistance of the Board of Directors appoint chairs for all standing and special committees, except that the Society President shall appoint the chair and members of the Nominating Committee.

**Section 4. Committee Memberships.** Membership on standing committees is open to all Society members.

**Section 5. Accountability.** All committees shall be accountable to the Society President.

## **ARTICLE V RESOLUTIONS**

**Section 1. Resolutions and Public Statements.** Society members and committees shall submit resolutions and motions for action for consideration to the Board of Directors. These shall be submitted to the membership at least thirty days in advance of the Biennial Society Meeting. Information regarding previous actions taken by the Society may be issued by the Secretary/ Treasurer upon request. Resolutions shall be passed by a majority of the assembled membership at the Biennial Society Meeting.

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## **ARTICLE VI MEETINGS**

**Section 1. Biennial Meeting.** The Society shall hold a Biennial Meeting at a time and location to be determined by the Board of Directors.

**Section 2. Meeting Notice.** Notice of such meetings shall be given to the Society Officers at least six months prior to the Biennial Meeting. Society members shall be notified at least ninety days prior to the Biennial Meeting.

**Section 3. Quorum.** The quorum shall be over fifty percent of the indexed membership or twenty members, whichever is less.

**Section 4. Meeting Rules.** The rules contained in the latest revision of Robert's Rules Of Order shall govern the Society in all cases in which they are applicable, and in which they are not inconsistent with the Bylaws or the special rules of order of the Society.

**Section 5. Special Meetings.** Special meetings may be called as necessary by the President, the Board of Directors, or a majority of the full Society and shall be called whenever requested in writing by twenty members of the Society. The membership must be notified at least thirty days prior to a special meeting.

**Section 6. Minutes of Meetings.** Minutes of all meetings shall be recorded by the Secretary or any member designated by the President.

## **ARTICLE VII FINANCES**

**Section 1. Finance.** Funds of the Society shall be under the supervision of the Treasurer and shall be handled by the Treasurer.

**Section 2. Disbursement.** The Treasurer shall make no disbursements of the

Society's funds, other than routine purchases, without the authorization of the President. The Treasurer shall deposit, at frequent intervals, all funds of the Society in a bank approved by the Board of Directors and in the name of the Society. Signature authority on the Society's checks should be the current Treasurer and another member of the Board the Treasurer shall balance the accounts at the end of each fiscal year and his/her report shall reflect the adjustments as required by the annual audit.

**Section 3. Bond.** The Treasurer need not be bonded.

**Section 4. Funds.** Funds shall be derived primarily from annual dues, special assessments, or work projects.

**Section 5. Dues.** Dues shall be established by the Board of Directors and shall be approved by Society at the Biennial Meeting.

**Section 6. Fiscal Year.** The fiscal year of the Society shall end on December 31.

## **ARTICLE VIII**

### **AMENDMENTS TO THE BYLAWS**

Bylaws may be adopted, amended, or repealed by a majority vote of Society members, including electronic balloting. Changes to the Bylaws must be submitted to the membership at least thirty days prior to the vote.

## **APPENDIX I**

### **OTHER STANDING COMMITTEES**

**Standing Committees** - Names and Types of committees are to be determined by the Board of Directors.