

Bylaws of the Soil Science Society of North Carolina

Article 1. Name

The name of the Society shall be the Soil Science Society of North Carolina, Inc. (SSSNC).

Article 2. Organizational Incorporation

SSSNC is a North Carolina nonprofit organization established exclusively for charitable, educational, and scientific purposes as an exempt organization pursuant to Section 501(c)3 of the Internal Revenue Code of 1954 or as subsequently as amended.

Article 3. Vision and Mission

Section 3.1. Vision

The vision of SSSNC is to improve knowledge of soils by professionals in North Carolina.

Section 3.2. Mission

The mission of the SSSNC shall be to promote the accumulation, dissemination, and utilization of knowledge pertaining to the soils of North Carolina and to provide a forum for the exchange of information by those interested in soil and related sciences on both professional and non-professional levels.

Section 3.3 Goals

In furtherance of its educational mission, SSSNC's goals are to:

- Promote soil science among SSSNC Members and the public;
- Share knowledge about soil properties and functions in the natural and disturbed environments;
- Support, organize and provide soils related short courses, workshops and scientific meetings; and
- Publish or promote appropriate soils related educational publications.

Article 4. Membership, Divisions and Committees

Section 4.1. Membership, Divisions, and Dues

There shall be four classes of Membership as follows:

- (a) Individual Member – Persons who maintain active status by payment of annual dues.
- (b) Supporting Organization – An organization which maintains active status by the payment of annual dues. Each Supporting Organization may designate one individual

who shall have the same rights as an Individual Member. The designated individual shall not have dual Membership as a Supporting Organization and Individual Member.

- (c) Sustaining Member – Any individual that provides financial support in excess of their annual dues and in accordance with the various levels of support as determined by the Board of Directors. A Sustaining Member shall have the same rights as an Individual Member.
- (d) Student Member - Persons who currently are undergraduate or graduate students in soil or related science. Individuals involved in post-doctorate work are not included in this Membership category and must join in one of the other three Membership categories. Student Members are exempt from paying registration fees for the annual meeting if registered prior to the registration deadline.

Section 4.2. Active Status

Active status of a Member is defined as a Member in good standing and has paid annual dues. Active status shall enable Individual Members to vote for or serve on the Board of Directors or to serve on any Board Standing Committee, Special Committee, or Task Force.

Section 4.3. Divisions

The Membership may further participate in the following Divisions:

1. Academic and Research – represents the interests of the academic and research sector.
2. Business, Consulting and Industry – represents the interests of the business, consulting and industry sector
3. Public Health – represents the interests of the public health sector.
4. Government Agency – represents the interests of the government agency sector.

Divisions shall meet during the annual meeting before the SSSNC business meeting and shall report during the SSSNC Business Meeting on issues discussed during the Division Meeting.

Section 4.4. Membership Dues

Membership dues shall be established by the Board of Directors consistent with current SSSNC budget policy. Membership dues are payable on a calendar year basis (January – December). Dues are expected to be paid prior to or at the time of the Annual Meeting. Any dues received after the annual call for dues, and prior to the call for annual dues for the subsequent calendar year, shall be for that calendar year in which the dues were received. New Members shall pay dues at the time of application for Membership.

Article 5. Officers

Section 5.1. Officers

The Officers of SSSNC will consist of a President, Past-President, President-Elect, Secretary and Treasurer. The Officers will serve on the Board of Directors.

Section 5.2 Nomination and Election of President-Elect

The President-Elect shall be elected by ballot at the annual meeting of the Society. The President shall appoint a Nominating Committee. This Committee shall nominate at least two candidates for the office of President-Elect. Other nominations may be made from the floor. Election shall be by a majority of the votes cast. In case no nominee receives a majority on the first ballot, the two receiving the highest number of votes on the first ballot shall be voted upon in a second balloting.

Section 5.3 Terms of Service

The term of service for President-Elect shall be one (1) year from the date of their election. Immediately after the President-Elect completes their term of services they shall succeed to the office of President for one (1) year. The term of service for President shall be one (1) year from completion of their term as President-Elect. Immediately after the President completes their term of service, they shall succeed to the office of Past-President for one (1) year. The term of service for Past-President shall be one (1) year from completion of their term as President. The Secretary and Treasurer shall be appointed by the Board of Directors and shall serve for one year (1) term of office, and thereafter, for subsequent one (1) year terms of office as may be mutually agreeable to him/her and the Board of Directors.

Section 5.4. Duties

The President shall preside at all meetings of the Board of Directors. The President shall insure that the business of the Board is conducted in compliance with applicable law, the Bylaws of the SSSNC, and the Board's policies. The President shall appoint all Committee Chairs and Committee Members, subject to approval by the Board of Directors. The President shall perform such other duties as may be assigned by a majority vote of the Board of Directors. The Past-President shall attend all meetings of the Board of Directors in an advisory capacity to the President and the Board of Directors. The Past-President shall perform such other duties as may be assigned by the President or a majority vote of the Board of Directors.

The President-Elect shall preside at all meetings at which the President is not in attendance and shall serve in the event that the President is unable to complete their term of office or to perform other duties. The President-Elect shall succeed to the Presidency after serving the year's term as President-Elect. The President-Elect shall perform such other duties as may be assigned by the President or a majority vote of the Board of Directors.

The Secretary shall insure the Board's compliance with responsibilities required by law and the SSSNC's Bylaws and policies. Representative duties include, but are not limited to, recording minutes of all regular and special meetings; documenting and monitoring Board policies; recording and reporting on the Directors' attendance at Board meetings; and maintaining and assuring the accuracy of all SSSNC documents. The Secretary shall be responsible for developing, implementing, assessing, and overseeing the SSSNC's document retention policy and reporting on the same to the Board. The Secretary shall perform such other duties as may be assigned by the President or a majority vote of the Board of Directors.

The Treasurer shall have and maintain supervision over SSSNC's funds, receipts and disbursements; shall maintain full and accurate records of SSSNC; and shall provide financial reports to the Board of Directors and other organizations as may be required. The Treasurer shall perform other duties as may be assigned by the President or a majority vote of the Board of Directors.

Section 5.5. Vacancies

In the event of death, resignation, disqualification or temporary absence or disability of any Officer of SSSNC, the Officer's duties and powers may be delegated by the Board of Directors to any other Officer or Director of SSSNC for the remaining term.

Section 5.6. Committee or Task Force Term and Conflict of Interest Policy

The term of service for each Committee or Task Force Member shall expire at the conclusion of the Annual Meeting or upon completion of the work required by a Task Force matter, whichever occurs first. All Members serving on a Board Committee or Task Force shall be subject to the Board's Conflict of Interest Disclosure policy (Section 6.8).

Section 5.7. Employees

SSSNC is a volunteer organization and as such has no paid employees. If and when paid employees are needed, these Bylaws will be changed and/or adjusted.

Article 6. Board of Directors

Section 6.1. Board of Directors

All business and affairs of this organization shall be managed by a Board of Directors which consists of the Officers and Division Chairpersons, and will be referred to as Directors in these Bylaws.

Section 6.2. Terms of Service and Elections

The Division Chairperson shall be elected by procedures established by the Division Membership and approved by the Board of Directors.

The terms of service for Officers are defined in Section 5.3.

Division Chairpersons shall be elected by Division Membership every two years and shall serve a two (2) year term from their date of election. The Academic and Research, and the Public Agency Divisions shall hold their elections during odd numbered years. The Business, Consulting and Industry, and the Public Health Divisions shall hold their elections during even numbered years.

Section 6.3. Duties

Each Director shall discharge their duties, including their duties as a Member of a Division or Committee, in good faith, with the care of an ordinary prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably

believes to be in the best interests of the SSSNC. Directors shall abide by SSSNC's policies. Duties of the Officers shall include those defined those in Section 5.4.

Section 6.4 Board Committees

The board shall have the following standing committees:

Nominating – annually solicit prospective candidates to run for the elected office of President-Elect.

Finance – annually audit the Treasurer's books, prepare a budget and report to the general Membership at the Annual Meeting.

Organization and Policy – appointed by the Board of Directors. Review and propose changes to the policies and procedures of the SSSNC to the Board of Directors for approval.

Special – appointed by the Board of Directors as needed.

Committees are appointed and serve at the discretion of the Board of Directors. All Committees will consist of at least 3 Members.

Section 6.5. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business and, whenever a quorum is present, all acts and decisions taken by the Directors at the meeting shall be valid as a corporate act.

Section 6.6. Voting

Each Director shall be entitled to one vote on each matter submitted to a vote at a meeting of the Board. Voting on all matters shall be by voice vote, by show of hands, or by such electronic medium as to insure the integrity of the voting process. Silence or failure to vote by a Director shall be counted as an affirmative vote on the matter before the Board. The Secretary shall record the votes on all matters in the meeting minutes. Robert's Rules of Order shall govern the conduct at meetings. A simple majority shall carry matters being voted on.

Section 6.7. Ratification of Action

Any action taken and assented to in writing by the Board of Directors shall be valid and effective as if passed by the Board at any regular meeting or special meeting called for that purpose, except as to the removal of a Director for good cause, which action must occur at a scheduled meeting.

Section 6.8. Conflict of Interest

The term conflict of interest shall be construed broadly and liberally with the intent to protect the interests of the SSSNC in fulfillment of its charitable, educational, and scientific exempt purposes and to avoid the taint of a decision which could be construed by those outside the SSSNC as having been inappropriately influenced by a Board or Committee Member with a conflict of interest.

A conflict of interest is, but is not limited to, any transaction or activity with the SSSNC, another entity, relationship, interest, or activity in which a Director or Board Committee Member's interests are or may be considered to be at odds with their fiduciary obligation and responsibilities to the SSSNC and which results in the appearance of personal, organizational, or professional gain.

A conflict may be of either a direct or indirect interest and of either a non-financial or a financial nature and includes any bias or the appearance of bias in the decision making process that could reflect a dual role played by the affected Member of the Board or those related to the Board Member. A direct conflict of interest is any transactions of any nature involving a Director or Committee Member. For purposes of determining whether an indirect conflict of interest exists, a Director or Board Committee Member has an indirect interest in a transaction if: (a) another entity in which the Director or Board Committee Member or any Member of their family to include parents, siblings, spouse, children or children's spouses, and grandchildren; or a co-owner, partner, shareholder, employee, or other significant individual connected to or with the Director has a material interest; or in which the Director or Board Committee Member is a general or limited partner to a party to the transaction and has a material interest, or (b) another entity in which the Director or their family to include their parents, siblings, spouse, children or children's spouses, and grandchildren are an Officer, Director, shareholder, partner, owner, or trustee is a party to the transaction and the transaction is or should be considered by the Board.

Directors and Board Committee Members at all times have an affirmative and continuing duty to disclose to the Board at the earliest possible time any actual or potential conflict of interest and all facts surrounding the matter. Thereafter the Board or Committee Member then shall recuse themselves from any further consideration of the issue under discussion to permit full discussion and a decision by the remaining Board Members who do not have conflict of interest. After having disclosed a conflict and the facts surrounding the matter, the affected Board Member or Board Committee Member then shall be required to remove themselves both substantively and physically from any further discussion or consideration of the matter by the remaining unaffected Board Members.

Section 6.9. Liability of Directors

In addition to other liabilities imposed by law upon the Directors, a Director shall be subject to the following liabilities:

(a) All Directors who vote for or assent to any distribution of assets of the SSSNC contrary to any lawful restriction in the North Carolina Nonprofit Corporation Act (the "Act"), the Articles of Incorporation, or these Bylaws, shall be jointly and severally liable to the SSSNC for the amount of the distribution that exceed what could have been distributed without violating such restrictions.

(b) All Directors who vote for or assent to the making of any loan or guaranty or other form of security by the SSSNC to or for the benefit of the Directors or Officers of the SSSNC, or any of them, except loans, guaranties or others forms of security made to full-time employees of the SSSNC who are also Directors or Officers of the SSSNC shall be jointly and severally liable

to the SSSNC for the repayment or return of the money or value loaded, with interest thereon at the legal rate until paid, or for any liability of the SSSNC.

Section 6.10. Actual Knowledge and Reliance on Others

Unless actual knowledge concerning the matter in questions makes such reliance unreasonable, an Officer or Director shall not be liable under the above provisions, if the Officer or Director performed any and all duties in compliance with this article or the Officer or Director relied on information, opinions, reports, or statements, including financial statements and other financial data, if prepared and presented by (a) one or more Officers or employees of the SSSNC whom the Director reasonably believes to be reliable and competent at in the matters presented; (b) legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within their professional or expert competence; or (c) a Committee of the Board of which the Director is not a member if the Director reasonably believes the Committee merits confidence.

Section 6.11. Vacancies

In case of any vacancy in the Board of Directors through death, resignation, disqualification or other cause, the Board of Directors may elect a successor to hold office for the remainder of the unexpired portion of the departing Member's term.

Section 6.12. Compensation

No Member of the Board of Directors, Division Chairpersons or Committee Members shall be compensated for service as a Director of SSSNC except for reimbursement of actual expenses incurred with prior approval of their duties as a Board Member.

Section 6.13. Removal

A Director may be removed for good cause, to include, but not limited to, failure to attend Board meetings; to disclose conflict of interests; or to abide by Board policy, at a regular or Special Meeting by a vote of the majority of the Board of Directors only if written notice has been given not less than ten (10) days before the meeting.

Section 6.14. Attendance and Automatic Resignation

Attendance at Board or special meetings of the Board is a primary responsibility and duty for a Director and Committee meetings for a Committee Member. Any Director or Committee Member who misses three consecutive scheduled meetings or who, in the course of the calendar year, misses fifty (50%) per cent of the scheduled or special meetings shall be deemed to have resigned immediately and automatically. Their automatic resignation shall not require any action or vote by the Board of Directors or Committee to effect said automatic resignation. The Secretary shall record in the meeting minutes the fact of a Director's or Committee Member's automatic resignation by nonattendance and shall send a copy of the minutes to the Director or Committee Member. Any Director or Committee Member who has resigned due to absences shall not be eligible for reappointment or election to the Board or Committee for a period of not less than one calendar year following their automatic resignation.

If a Board or Committee Member's absence is due solely to a significant health or medical considerations, the Board of Directors or Committee may excuse their absence on that basis by a majority vote of the Board or Committee during the meeting at which the absence occurred. An absence excused under these circumstances shall be recorded contemporaneously in the minutes of the meeting for which an absence has been excused. The Board shall not authorize any other basis for an excused absence by a Board or Committee Member from a Board or Committee Meeting.

Article 7. Meetings

Section 7.1. Annual Meeting

The Annual Meeting shall be held once each calendar year. At the Annual Meeting the Board of Directors shall conduct a Business Meeting to inform the Membership of the current status of SSSNC including:

- Report on the previous year's accomplishments regarding meeting the Mission of the organization;
- Make available an annual report of accomplishments and activities of the SSSNC to such entities and persons as Board of Directors shall deem appropriate;
- Report on the state of current organization finances;
- Welcome new Officers and Board Members;
- Receive reports from the Division Chairpersons;
- Set the forthcoming annual calendar of meetings;
- Transact other business as deemed necessary and appropriate;
- Report on upcoming professional soils short courses, workshops and scientific meetings from which Members can obtain Continuing Education Credits (CEs).

The annual meeting will also consist of a scientific portion in which appropriate research and education, reports and posters may be presented. Volunteered presentations and posters that are determined to be appropriate for the goals and mission of SSSNC as determined by the Board of Directors may be presented within the time frame available at the meeting.

Section 7.2. Board and Special Meetings

Board Meetings shall be held at a time and place to be determined by the Board of Directors. The Board may also meet via electronic medium as may be determined appropriate by the Board.

Special meetings may be called for by the President or by two or more Members of the Board of Directors at any time. Special meetings shall be held at date, time, and site determined by the Board of Directors. Special meetings shall be held in person and the Board shall not meet via any electronic medium as may be permitted by a regular meeting.

Section 7.3. Calling Meetings

The President shall be responsible for calling the Board and/or Special Meetings. The President-Elect, with the advice and cooperation of the President shall be responsible for final assembly of the Divisional programs and the coordination of the overall program of the Annual Meeting.

Section 7.4. Notice of Meetings

Notice of a Board Meeting or Special Meeting shall be given not less than ten (10) days by mail or by telephone, fax, e-mail, or other electronic communication medium as the Board may determine appropriate before said meeting unless such notice is waived by a majority of the Board at the meeting. Notice of a Special Meeting to remove a Director for good cause shall be given not less than ten (10) days prior to said meeting date and said notice shall not be waived by the Board of Directors. Notice of the meeting shall include the purpose of the meeting, who called the meeting, as well as the date, time, and place for said meeting.

Article 8. Balloting Procedures

Section 8.1. Votes not held at the Annual Meeting

In all matters except changes of Bylaws, submitted to voting members for decision by ballot, the issue shall be decided by the majority vote of individuals whose ballots are received by the Secretary within a length of time as set by the Board of Directors from the date on which the ballots are provided to the voting members of record.

Section 8.2. Opinion Polls

Results of opinion polls shall not be binding on the Board of Directors. Such issues shall be clearly designated as opinion polls, for advisory purposes only, and the closing date for receipt of ballots may be established as desired by the Board of Directors.

Section 8.3. Certification of Ballot Results

In all cases of balloting the Board of Directors of SSSNC shall approve the content of the ballots and shall certify the results of the balloting.

Section 8.4. General Balloting Procedures

The general procedure for all ballots involving the regular election of President-Elect shall be as follows:

- a. The Nominating Committee shall select at least two candidates for President-Elect as charged by the President and shall establish the willingness of their nominees to serve, if elected.
- b. The Chair of the Nominating Committee shall compile a complete list of all nominees for President-Elect for the year in question and shall submit this list to the President for certification.
- c. The SSSNC President shall receive the approved list of candidates in sufficient time to conduct the election.

- d. A ballot containing the names of all candidates for President-Elect shall be issued to Members.
- e. All ballots which have been properly completed and received by the Secretary shall be counted by the President or his appointee.
- f. Ballots shall be counted within 2 weeks of the final date set for their receipt unless an extension is approved by the Board.
- g. A Member may vote in all SSSNC and Divisional ballots.
- h. The Board of Directors shall certify the results of all ballots.

Article 9. Contracts, Checks and Funds

Section 9.1. Contracts

The Board of Directors may authorize the President, other Director, employee, agent, or any combination thereof to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general in nature or restricted to specific matters or instances.

Section 9.2. Checks, Drafts, and Other Orders of Payment

All checks, drafts, or other orders for the payment of money issued in the name of the organization shall be signed by such Director, Officer, employee, agent, or any combination thereof of the organization and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer. For checks, drafts, etc. in the amount of \$1500.00 written or electronic authorization is required by one of the three persons: President, President-Elect, or Past-President.

Section 9.3. Gifts

The Board of Directors may accept on behalf of the organization any contribution, gift, or bequest for the organization. The Board of Directors may authorize any Director, Officer, agent, or combination thereof to negotiate with any donor as to the terms of any gift, contribution, or grant.

Article 10. Nonliability

Directors, Officers, Division Chairpersons, Committee Members or other volunteers of SSSNC are not liable for the SSSNC's debts or obligations and Directors, Officers, Division Chairpersons, Committee Members, or other volunteers are not personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to SSSNC, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. The Directors, Officers, Division Chairpersons, Committee Members and other volunteers of SSSNC have agreed to serve in their respective capacities in reliance upon the provisions of this Article.

Article 11. Fiscal Year

The fiscal year for the organization starts July 1 and ends June 30.

Article 12. Indemnification

The organization shall, to the fullest extent permitted by law, indemnify any person made, or threatened to be made, a party to an action or proceeding by reason of the fact that the person, their testator or intestate, was an associate, Director, Officer or other agent of the organization, or of any other organization served by that person in any capacity at the request of the organization, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees.

The Board shall at all times maintain appropriate Board and liability insurance policies commensurate with the appropriate level of risk and liability to the Board of Directors and the SSSNC.

Article 13. Prohibited Activities

No part of the net earnings of the SSSNC shall inure to the benefit of or be distributable to, its Members, Directors, Officers, or other private persons except that the SSSNC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in the articles of incorporation or these Bylaws. No substantial part of the activities of the SSSNC shall be the carry on of propaganda or otherwise attempting to influence legislation, and the SSSNC shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, except as may be permitted by law. Notwithstanding any other provisions of these articles of incorporation or bylaws, the SSSNC shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code.

Article 14. Distribution Upon Dissolution

Upon the dissolution of the SSSNC, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the SSSNC, dispose of all of the assets of the SSSNC exclusively for the purposes of the SSSNC in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the Internal Revenue Code as the Board of Directors shall determine,

or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the SSSNC is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

Article 15. Corporate Seal

The Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation, year of incorporation, and the words, "Corporate Seal".

Article 16. Amendments to these Bylaws

Section 16.1. Proposing Amendments

The Organization and Policy Committee or any Member may propose amendments to these Bylaws. Such amendments shall be referred to the Organization and Policy Committee for analysis and recommendations to the Board of Directors. Upon the approval of the Board to approve a proposed amendment, the Board shall authorize the President to provide the proposed amendments, together with analyses, recommendations, and a ballot, to all voting Members of SSSNC.

In changes of Bylaws submitted to voting members for decision by ballot, the changes shall be decided by a majority of individuals whose ballots are received.

Section 16.2. Approved Amendments

Unless specified otherwise at the time amendments are provided to voting members, all amendments shall be effective as soon as the ballots are counted and certified by the President and shall remain in effect until changed as herein provided. The SSSNC Membership shall be notified of approved amendments.