

October 15, 2009

## BYLAWS

of the

### PROFESSIONAL SOIL CLASSIFIERS ASSOCIATION OF NORTH DAKOTA

#### PREAMBLE

Recognizing that soil is a natural body and that the advancement of the intelligent utilization of this fundamental natural resource is an obligation of the professional soil classifier, the Professional Soil Classifiers Association of North Dakota is hereby dedicated to foster the profession of soil classifying and to further the increase and dissemination of information concerning all phases of soil science in order to contribute to the general human welfare.

#### ARTICLE I. NAME

The name of this corporation shall be the "Professional Soil Classifiers Association of North Dakota," hereinafter referred to as the Association.

#### ARTICLE II. PURPOSES

This corporation is organized as a business league within the meaning of section 501 (C) (6) of the Internal Revenue Code of 1954. Within this general limitation, the specific purposes of the corporation shall include the following, all of which are intended to advance the profession of soil classifying in the State of North Dakota:

- A. Promote the wise utilization of soils as a natural resource.
- B. Protect the public welfare by encouraging all qualified soil classifiers to register.
- C. Advance the professional interests of the professional soil classifier (P.S.C.).
- D. Advance and protect the interests of the soil classifier-in-training.
- E. Promote high standards of education in soil science.
- F. Enhance public appreciation of the profession.
- G. Establish high standards of ethical conduct in all professional matters.

### ARTICLE III. POWERS

The Association shall have all of the powers of nonprofit corporations described in Section 10-24-05 of the North Dakota Century Code.

### ARTICLE IV. REGISTERED OFFICE AND AGENT

- A. The registered office of the Association shall be at 4525 Hillsboro Drive, Bismarck, North Dakota, 58503. The registered agent of the Association at such office shall be Cornelius J. Heidt.
- B. The Association may change its registered office or agent or both, or the registered agent of the Association may resign, by following the procedure required by Section 10-24-09 of the North Dakota Century Code.

### ARTICLE V. MEMBERSHIP

- A. There shall be classes of membership as follows:
  - 1. Member (P.S.C.)
  - 2. Associate Member
  - 3. Student Member
  - 4. Honorary Member
  - 5. Life Member
  - 6. Affiliate Member
- B. Membership qualifications
  - 1. Member (P.S.C.) shall be one who meets one of the following qualifications:
    - a. Be a registered professional soil classifier, registered under the laws of the State of North Dakota.
    - b. Be a registered professional soil classifier, registered under the laws of any state or territory, meeting the qualifications to register as a professional soil classifier in North Dakota, and a resident of the State of North Dakota.
  - 2. Associate Member shall be one who is a nonregistered soil classifier but otherwise is qualified for registration or a soil

classifier-in-training or one qualified to be certified as a soil classifier-in-training or one practicing soil classifying but not qualified to be certified as a soil classifier-in-training.

3. Student Member shall be any undergraduate or graduate student pursuing a soil science curriculum approved by the officers of the Association.
4. Honorary Member shall be one whom the Association desires to honor because of outstanding contributions to the profession, state, or nation.
5. Life Member shall be a Member (P.S.C.) and shall be one whom the Association desires to honor because of outstanding contributions to the Association, profession, state, or nation.
6. Affiliate Member shall be one who does not qualify under 1, 2, 3, 4, or 5 but who desires to participate in the advancement of the profession.

C. Election to membership

1. Candidates for membership in the Association shall submit an application accompanied by a statement of academic background and present position to any officer of the Association. This application shall be reviewed by the Board of Directors and membership class determined. Upon approval of the application, the secretary-treasurer shall issue a membership card.
2. A candidate for honorary membership or life membership shall be nominated by any member of the Association in good standing at a regular or special meeting of the Association. If the nominee is approved by a majority vote of a legal quorum, the secretary-treasurer shall complete the processing and issuance of a membership card. An honorary member or life member shall be elected for life, or until such time as the membership is revoked by a majority vote at a special or regular meeting of a legal quorum for just and sufficient cause.

D. Membership privileges

1. All classes of membership shall be permitted to attend meetings of the Association and to take part in the discussion of all business matters.
2. Only Members (P.S.C.) and Associate Members shall hold the offices of president, president-elect, vice-president, and secretary-treasurer.
3. Only a Member (P.S.C.) registered in the State of North Dakota shall be nominated for appointment to the State Board of Registration for Professional Soil Classifiers.
4. Members (P.S.C.), Associate Members and Affiliate Members may serve on committees, but only Members (P.S.C.) and Associate Members may chair committees. A majority of any committee shall consist of Members (P.S.C.) and Associate Members.
5. Only Members (P.S.C.) and Associate Members shall vote for the officers of the Association.
6. Only Members (P.S.C.) registered in the State of North Dakota shall vote for nominees to the State Board of Registration for Professional Soil Classifiers.
7. Life Members and Honorary Members shall be exempt from Association dues.
8. Life Members shall have all the membership privileges of a Member (P.S.C.) and shall be considered as such in all matters concerning the Association, except as specified in Article V, Sections C.2 and D.7.

E. Severance of membership

1. Voluntary
  - a. A member in good standing may resign his membership without prejudice at any time.

## 2. Involuntary

- a. A person shall automatically cease to be a member of the Association when membership has been permitted to lapse or membership has been revoked or withdrawn for any reason by the Board of Directors.
- b. Any member shall be listed as "delinquent" if dues remain unpaid for thirty (30) days after the due date specified by the Board and his name shall be dropped from the membership rolls of the Association if the dues remain unpaid for ninety (90) days after the due date. The request of such person for readmission must be accompanied by the dues for the current year plus any reinstatement fee which the Board shall prescribe.
- c. Members may be expelled from the Association by a two-thirds vote of the eligible voters present at an annual meeting, and then only when the matter has been presented to the Association by formal action of the Board.
- d. Any applicant or member who has been refused membership or suspended, censored or expelled shall have the right to appeal to the Board.

## F. Meetings

1. The annual meeting of the Association shall be held at a time and place to be designated by the Board.
2. At least twenty percent (20%) of the Members and Associate Members shall constitute a legal quorum.
3. Special meetings of the Association shall be called by the president on request by a majority of the Board or upon petition by a legal quorum of the membership.
4. All regularly scheduled and specially called business meetings of the Association shall be conducted according to Robert's Rules of Order.

## ARTICLE VI. OFFICERS

### A. Positions and terms

The officers of the Association shall be the president, president-elect, vice-president, and secretary-treasurer.

1. The president attains office by advancing from the office of president-elect at the beginning of the administrative year and serves for one year.
2. The president-elect is elected annually for a two-year term and advances to the position of president at the beginning of the second administrative year.
3. The vice-president is elected annually and serves for one year.
4. The secretary-treasurer is elected and serves a two-year term.
5. The officers shall assume their offices at the close of the annual meeting at which they are elected and each shall hold office until a successor has been duly elected or appointed.
6. Should a vacancy occur in either the office of president or president-elect, the vice-president shall assume the office so vacated. Other vacancies among the elected officers occurring during the year shall be filled for the unexpired term by appointment by the Board.
7. Any officer may be removed by a vote of the membership whenever in their judgment the best interests of the corporation will be served thereby (N.D.C.C. 10-24-24).\*

### B. Qualifications

1. Only Members (P.S.C.) and Associate Members in good standing shall be eligible to hold the offices of president, president-elect, vice-president, and secretary-treasurer.
2. Eligibility for retention of an elective office of the Association shall be contingent upon residence in the state.

## C. Duties

### 1. President

- a. The president shall preside at all meetings of the Association and the Board. He/She shall be an ex-officio member of all committees except the nominations committee. He/She shall conduct the business of the Association under the direction of the Board.
- b. In the absence of the president, the order of succession as presiding officer at meetings of the Association or the Board shall be the vice-president, the immediate past-president and the president-elect.

### 2. President-elect

- a. The president-elect shall be a member of the Board and shall serve as chairman of the membership committee, and shall serve as parliamentarian of all business meetings of the Association and Board of Directors.

### 3. Vice-president

- a. In the absence or disability of the president, the vice-president shall perform all the duties of the president. Should a vacancy occur in either the office of the president or president-elect, the vice-president shall assume the office so vacated.

### 4. Secretary-treasurer

- a. The secretary-treasurer shall keep an accurate record of Association membership and proceedings of the Association and Board meetings. He/She shall inform the president and the Board, from time to time, of duties to be performed at stated times or at stated intervals. He/She shall issue all calls and notices as instructed by the president or the Board. He/She shall conduct the correspondence of the Association and shall have custody of all books, papers, records and documents. He/She shall maintain a complete record of past members of the Board and officers for the purpose of establishing information for appointment or election. He/She shall maintain a set of books showing receipts and disbursements of the

Association, and the account of each member. He/She shall submit a complete financial report at each annual meeting, which shall be audited as directed by the Board. He/She shall have custody of all funds of the Association and shall deposit same as directed by the Board. He/She shall pay out all monies of the Association as authorized and as directed by the Board. He/She may be bonded at the expense of the Association, for an amount specified by the Board.

D. Nomination and election

1. The nominations committee shall report the names of the nominees for each office of the Association to the secretary-treasurer forty-five (45) days before the annual meeting. The names of the nominees shall be circulated to the membership no later than twenty-one (21) days prior to the annual meeting.
2. Two or more nominations shall be made for each office of the Association, but no member of the nominations committee shall be eligible for nomination by the committee. The nominations committee shall secure the consent of the nominee before placing his name in nomination for a given office. Additional nominations may be made from the floor at the annual meeting. Prior consent of the nominee must be obtained before placing his name in nomination.
3. Officers of the Association shall be elected at the annual meeting by a majority vote by secret ballot.
4. Any eligible voter may request an absentee ballot from the secretary-treasurer if unable to attend the annual meeting. This request must be made in writing at least fifteen (15) days prior to the annual meeting. The absentee ballot must be returned to the secretary-treasurer in a sealed envelope marked "ballot" prior to the annual meeting. Absentee ballots will be opened and counted at the annual meeting.

## ARTICLE VII. BOARD OF DIRECTORS

### A. Responsibilities

1. The Board is charged with the general welfare of the Association, shall carry on the work of the Association between annual meetings, shall make arrangements for the annual meetings and other necessary and desirable activities in accord with the purposes of the Association not provided for otherwise.
2. The Board shall consider all questions before it involving the rights and standing of members. The Board shall hear and decide all questions affecting the conduct of members and its decision in such matters shall be final.
3. The Board shall direct the investment and care of the funds of the Association and shall make appropriations for specific purposes.

### B. Composition

The Board shall consist of the immediate past-president, the president, the president-elect, the vice-president, and the secretary-treasurer.

### C. Meetings

1. The Board shall hold at least one meeting each year. All meetings of the Board shall be called by the president or upon petition of the majority of the Board.
2. Notice of each meeting must be received by each director at least five calendar days in advance of any meeting of the Board. Such notice may be waived; however, either before or after the meeting in question. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice at such meeting. (N.D.C.C. 10-24-14).\*

3. A majority of the Board shall constitute a quorum. An affirmative vote of a majority of the Board present at any regular or duly called meeting shall be required to pass any motion consistent with the Articles of Incorporation of the Association.
4. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if the consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof, or all of the directors, as the case may be (N.D.C.C. 10-28-13).\*
5. All meetings of the Board of Directors shall be conducted in accordance with the latest edition of Robert's Rules of Order.

D. Compensation

No member of the Board shall receive a salary or compensation, except for expenses incurred in behalf of the Association as approved by the Board.

ARTICLE VIII. COMMITTEES

A. Appointment

1. Standing committees and special committees shall be appointed by the Board.
2. The chairman and members of each standing committee except the registration committee and the chairman of the membership committee shall be selected by the Board after the annual meeting and prior to the following January 1. The membership shall be notified of committee appointments prior to January 1.

B. Reports

Each committee shall submit a written annual report to the Board on a date specified by the Board and to the Association at the annual meeting.

C. Joint committees

The Board will provide, as required, for the formation of joint committees with other groups for the promotion of measures in harmony with the declared objectives of the Association.

D. Standing committees

1. Finance committees

- a. The finance committee shall consist of not less than three members.
- b. The duties of the finance committee shall be as follows:
  - (1) To prepare and present to the Board for its approval a budget for the control of the expenditures of the Association.
  - (2) To make an annual audit of the books of the Association at the close of the fiscal year and to make a report thereof to the Association.
  - (3) To study the financial structure of the Association and recommend to the Board ways and means of improving the financial condition of the Association.

2. Bylaws committee

- a. The bylaws committee shall consist of not less than three members.
- b. The duties of the committee shall consist of the following:
  - (1) To maintain a continuing study of the Bylaws of this Association and the application of the provisions thereof.
  - (2) To receive and initiate proposed amendments to the Bylaws of the Association.
  - (3) To study carefully all suggestions for revisions to the Bylaws.
  - (4) To initiate appropriate resolutions at the request of the Board.

- (5) To receive and study resolutions submitted to the Association and refer them to the proper committees for consideration.

3. Ethics committee

- a. The ethics committee shall consist of not less than three professional soil classifiers registered in the State of North Dakota.
- b. The duties of the ethics committee shall be as follows:
  - (1) To maintain a liaison with the State Board of Registration for Professional Soil Classifiers on all matters pertaining to ethics.
  - (2) To investigate any charges of unprofessional conduct and report the same to the Board of Directors for action.

4. Membership committee

- a. The membership committee shall consist of the president-elect as chairman and two other members.
- b. The duties of the membership committee shall be as follows:
  - (1) To bring the purposes and program of this Association before the entire profession in order to enlist endorsement and support and encourage affiliation with the Association.
  - (2) To encourage continuation of membership.

5. Nominations committee

- a. The nominations committee shall consist of the immediate past-president as chairman, and two other members in good standing.
- b. The duties of the nominations committee shall be as specified in Article VI, Section D and Article IX, Section A.

6. Public relations and education committee

- a. The public relations and education committee shall consist of at least three members.
  - b. The duties of the public relations and education committee shall be as follows:
    - (1) To conduct a planned publicity campaign through newspapers and other recognized media on behalf of the Association.
    - (2) To inform people of the opportunities in the field of soil classification.
    - (3) To encourage promising people to study soil classification in our educational institutions and to follow soil classification as a career.
7. Registration committee
- a. The registration committee shall consist of the Board of Directors.
  - b. The duties of the registration committee shall be as follows:
    - (1) To maintain a liaison with the State Board of Registration for Professional Soil Classifiers on all matters pertaining to registration.
    - (2) To receive comments from the members and committees of the Association relative to the problems of registration.
    - (3) To work with and assist the State Board of Registration for Professional Soil Classifiers on matters of mutual interest.

ARTICLE IX. STATE BOARD OF REGISTRATION FOR PROFESSIONAL SOIL CLASSIFIERS

- A. Nominees for vacancies on the State Board of Registration for Professional Soil Classifiers shall be selected as follows:
1. The nominations committee shall select two (2) candidates for each vacancy on the State Board of Registration which exists or will exist on the following July 1. The names of the candidates shall be submitted to the secretary-treasurer sixty (60) days before the annual meeting.
  2. Each candidate shall have his employer submit written approval to the secretary-treasurer at least thirty (30) days before the annual meeting. The names of the approved candidate shall be circulated to the membership no later than twenty-one (21) days prior to the annual meeting.
  3. A candidate for the State Board of Registration may be nominated from the floor at the annual meeting, provided (1) his name is placed in nomination by a Member (P.S.C.) in good standing and (2) a written statement of approval from the candidate's employer is on file with the secretary-treasurer at the time of the nomination.
  4. If two (2) candidates are being considered for a vacancy, the candidate receiving the highest number of votes by secret ballot shall be the nominee and the candidate receiving the second highest number of votes shall be the alternate nominee. If three (3) or more candidates are being considered, the candidate receiving a majority of votes cast shall be the nominee. If no candidate receives a majority, the name of the candidate receiving the lowest number of votes shall be dropped and balloting shall continue among the remaining candidates, in the same manner, until an alternate nominee is selected by majority vote.
  5. The secretary-treasurer shall submit the names of the nominee and an alternate nominee to the Governor. The preference of the Association, with respect to the nominee and alternate nominee, shall be specifically stated in the transmittal statement. In the event both nominee and alternate nominee are rejected by the Governor, and the Governor makes no other appointment, a vacancy shall exist and the procedure specified in Article IX, Section A.6 shall be followed.

6. When a vacancy occurs prior to June 30, subsequent to the annual meeting of the Association, the nominations committee shall submit the names of two (2) candidates to the Board of Directors which shall select the nominee and the alternate nominee.

#### ARTICLE X. HEADQUARTERS

The location of the headquarters of the Association shall be determined by the Board of Directors.

#### ARTICLE XI. FINANCES

- A. The fiscal year of the Association shall run from September 1 through August 31.
- B. Dues for Association members shall be determined by the Board of Directors.
- C. No loans shall be made by the corporation to its directors or officers (N.D.C.C. 10-24-27).\*

#### ARTICLE XII. AMENDMENT

Bylaws may be introduced or amended without prior notice at any annual meeting by an affirmative vote of the majority of the Members (P.S.C.) and Associate Members present.

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\*Sections referenced to the North Dakota Century Code are based on state law and should not be amended without checking the cited section.

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