

Proposed Bylaw Amendment #007

Eliminate Board appointment of Nominating Committee members (Article XI)

Status: APPROVED for submittal to the Board. Initiated by the Bylaws and Resolutions Committee, August 26, 2008. Approved by the Committee September 16, 2008.

Action: Revise Article XI.A.2 by deleting and adding text.

The current text of article XI.A.2 reads:

- 2) "The Nominating Committee shall be selected by the Board of Directors and shall consist of six (6) Regular Members. Each Committee Member shall serve three-year terms with the terms of two members expiring at the close of old business during each annual meeting of the Society. In addition the immediate Past President shall serve as chairperson of the Nominating Committee for a period of one year."

Delete: "The Nominating Committee shall be selected by the Board of Directors and shall consist of six (6) Regular Members. Each Committee Member shall serve three-year terms with the terms of two members expiring at the close of old business during each annual meeting of the Society. In addition"

Add to the end of the subsection: "The immediate Past President shall assign as many other members as necessary to fulfill the purposes of the committee."

The new text of Article XI.A.2 now reads:

- 2) "The immediate Past President shall serve as chairperson of the Nominating Committee for a period of one year. The immediate Past President shall assign as many other members as necessary to fulfill the purposes of the committee."

Rationale: This change supports the current practice and gives authority to the Past President to select whomever he/she needs to assist in nominations.

Proposed Bylaw Amendment #008

Eliminate Professional Conduct, a standing committee (Article XI)

Status: APPROVED for submittal to the Board. Initiated by the Bylaws and Resolutions Committee, August 26, 2008. Approved by the Committee September 16, 2008.

Action: Delete Article XI.B.3.

The current text of article XI.B reads:

B. "Standing Committees. The following shall be Standing Committees.

- 1) Bylaws and Resolutions
- 2) Nominating
- 3) Professional Conduct"

Delete: "3) Professional Conduct"

The new text of Article XI.B now reads:

B. "Standing Committees. The following shall be Standing Committees.

- 1) Bylaws and Resolutions
- 2) Nominating

Rationale: In conjunction with Proposed Bylaw Amendment #009, this consolidates ethics issue functions with the Board of Examiners as opposed to a separate Board of Director committee functions.

Proposed Bylaw Amendment #009

Move professional conduct and ethics responsibilities from Directors to Examiners (Article XIV)

Status: APPROVED for submittal to the Board. Initiated by the Bylaws and Resolutions Committee, August 26, 2008. Approved by the Committee September 16, 2008.

Action: Add new Article XIV.A.6.

The current text of article XIV.A.6:

None.

The new Article XIV.A.6 shall read:

“6) The Board of Examiners shall be the Society's overseeing authority on professional conduct and ethics.”

Rationale: In conjunction with Proposed Bylaw Amendment #008, this consolidates ethics issue functions with the Board of Examiners as opposed to a separate Board of Director committee functions.

Proposed Bylaw Amendment #012

Reduce regional representation from 6 to 4 regions (Article VI)

Status: FAILED TO PASS. Initiated by the Bylaws and Resolutions Committee, September 16, 2008.

Action: Over the past 15 months there has been debate within both the Board of Directors and the Bylaws Committee on (1) whether or not to consolidate from 6 to 4 regions, and (2) how to deal with the redistribution of directors. Feelings have been mixed on both issues. The Committee voted 4-1 against this proposed amendment.

Barrett Kays has been supportive of the consolidation and expansion of representation for areas with the most members:

Tom,

I move that we consolidate SC & SE Regions into one Southern Region, consolidate NW & SW Regions into one Western Region, and create two new special board members. The combination of these action will reduce the number of regions, but keep the number of board members the same. The two new special board members shall be selected yearly by the board, and shall be assigned special duties, such as assigned to a particular state to assist in the state's licensing efforts, or assigned to a particular state(s) and tasked with goals to increase the membership in state(s). The special board members shall be established only for particular tasks and if the board does not elect to establish roles in a given year then the board seat will remain open.

Barrett Monday, November 16, 2009 1:46 PM

Phil Scoles, Jim Fincham, Bob Kendall and Tom Flack see no reason to consolidate, and believe we can bolster director representation by getting more at-large candidates from member-heavy regions such as the Southeast:

Tom,

Thanks for correcting me (I was pretty far off, too).

Just so you all know, I oppose this amendment. Really big "no" from me. I think it's a giant mistake to reduce the number of regional board members and increase the number of at-large board members. I don't think you'll find many of the regional directors supporting this. Sorry to disagree.

Cheers - Phil Monday, November 16, 2009 2:48 PM

Tom: Sorry I have not responded, out of the country on "honey moon". I agree with Pablo. Leave the regions as they are as well as leaving the number

of directors divided as they are. Strength of the regions seems to fluctuate, and giving emphasis to a region might work for a while but then would need to be changed as membership increases or decreases.

Regards to all!

Jim Fincham Wednesday, November 18, 2009 10:17 PM

Tom,

I looked over all of the communications yesterday but didn't get time to reply. I don't know that there is any advantage to consolidating from 6 to 4 regions and therefore I see no reason to change the status quo.

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Bob Thursday, November 19, 2009 2:06 PM

Proposed Bylaw Amendment #015
Specify Board voting eligibility (Article VI)

Status: APPROVED for submittal to the Board. Initiated by the Bylaws and Resolutions Committee, September 16, 2008. Approved by the Committee November 5, 2009.

Action: Delete and add text to Article VI.C.1.

The current text of Article VI.C.1 reads:

C. Determination of Voting Eligibility and Voting Power

- 1) Voting eligibility shall be determined by the Executive Secretary immediately prior to each Board of Directors meeting and shall be announced by the Executive Secretary at the opening business session of each meeting. Dues must be paid by each Director prior to the opening of new business during the annual meeting of each year in order to qualify each Director to be seated or counted during voting.

Delete from first sentence: "...and shall be announced by the Executive Secretary at the opening business session of each meeting."

Add as a replacement to the above deleted text: "...and shall be used to determine a quorum at the beginning of each Board meeting."

The new text of Article VI.C.1 now reads:

C. Determination of Voting Eligibility and Voting Power

- 1) Voting eligibility shall be determined by the Executive Secretary immediately prior to each Board of Directors meeting and shall be used to determine a quorum at the beginning of each Board meeting. Dues must be paid by each Director prior to the opening of new business during the annual meeting of each year in order to qualify each Director to be seated or counted during voting.

Rationale: This change clears up any source of confusion by specifying a Board meeting and not an annual meeting.

Proposed Bylaw Amendment #016
Allow annual meetings in March (Article X)

Status: APPROVED for submittal to the Board. Initiated by Executive Committee, June 9, 2009. Approved by the Committee October 28, 2009.

Action: Revise Article X.A by deleting and adding text.

The current text of article X.A reads:

- A. *"Society Meetings.* The NSCSS Annual Meeting shall be held between October 01 of each year and no later than the end of February of the new calendar year. New officers shall be installed at the close of old business during the Society's annual meeting. The annual meeting shall provide an opportunity for the exchange of ideas among members and for presentations and discussions concerned particularly with the operation and promotion of soil science consulting firms, and the furtherance of reaching the common goals of consulting soil scientists."

Delete: "...between October 01 of each year and no later than the end of February of the new calendar year..."

Add as a replacement to the above deleted text: "...sometime during the months of February and March of the year following elections. The annual meeting may be held outside this period if the President-Elect so petitions the Board of Directors at least eight (8) months in advance of the proposed meeting date, and the Board approves with a simple majority vote."

The new text of Article X.A now reads:

- A. *"Society Meetings.* The NSCSS Annual Meeting shall be held sometime during the months of February and March of the year following elections. The annual meeting may be held outside this period if the President-Elect so petitions the Board of Directors at least eight (8) months in advance of the proposed meeting date, and the Board approves with a simple majority vote. New officers shall be installed at the close of old business during the Society's annual meeting. The annual meeting shall provide an opportunity for the exchange of ideas among members and for presentations and discussions concerned particularly with the operation and promotion of soil science consulting firms, and the furtherance of reaching the common goals of consulting soil scientists."

Rationale: This revision supports current practice and establishes a narrower meeting period, but allows the President-Elect flexibility in selection of meeting dates.

Proposed Bylaw Amendment #017
Refund policy (Article V)

Status: REMANDED BACK TO THE BOARD.

Action: Consistent with the President's opinion, the Committee remands this amendment to the Board for further discussion. The Committee also suggests the Board, once they've come to a decision, initiate the amendment and send it back to the Committee for review and write-up. Below is a summary of what has transpired to date (at least what I've seen in e-mails):

Discussion Thread:

Subject: Fwd: [website feedback] 2009 Renewal of membership.

Hello folks most interested in using the website for collecting funds for the scholarship fund:

I am forwarding my email exchange with returning lapsed member Sam Asady, because it reveals essential facts about our current situation in bringing lapsed members back into the fold (They still owe 2009 dues if they rejoin before July 1, 2011) but mostly because it reveals the fact that we cannot both accept credit cards and accept donations to the scholarship fund until we achieve 501(c) status. Golf, silent auctions items are OK because that is item sales. Meeting and professional registration fees are OK. Naked donations/contributions are not.

Regrets,

Phil October 31, 2009 12:40:03 PM GMT

This is troubling. What are the plans to get the renewal notices out? Yesterday, I hope. What are the plans to make sure that we have credit/debit card capabilities?

Mark S. McClain Monday, November 02, 2009 10:22 AM

On Mon, Nov 2, 2009 at 9:22 AM, Mark S. McClain <mmcclain1313@comcast.net> wrote:

This is troubling. **Educational, to say the least.**

What are the plans to get the renewal notices out? Yesterday, I hope. **With Pierre handily out of the office (finally) Sue and Liz and I are planning to get renewal notices snail-mailed out. Plan this year is for simplicity in the form.**

What are the plans to make sure that we have credit/debit card capabilities? **Pretty straightforward:**

- **For the scholarship fund and nscss website: Apply for 501(c)4 status.**

- For scholarship fund and meeting (the golf thing): Should be fine because that is an item purchase, not a donation/contribution to a fund per se.
- For member fees: Moving forward with MerchantPlus, as indicated below.

Phil Small Monday, November 02, 2009 11:13 AM

Hello Tom:

Going on the principle that if you think maybe you should, than you should, I figured I should tie you into this.

Our new payment processor, MerchantPlus, says that VISA/MC needs us to send them back the attached form within 90 days (about the end of January) The only part potentially beyond my paygrade is where it says:

___: My website clearly states the refund, return or exchange policy for purchases.

We don't have a concise process as such, and the Bylaws and Resolutions Committee seems the natural place to expect the Board to look to for direction this to.

I took a run at what it would look like if 1) we institute a 3-day refund policy and 2) add in what we are directed to do in the **Rules of Policy and Procedure** and in Article V of the **Bylaws**. I'll tie this into the join/renewal forms, or any alternative I get directed to post, but I am ready to post this on the website now, and do it like they want: "*the cardholder must be required to accept or acknowledge the policy*".

First Draft. This statement of policy is under discussion.

Refunds. Consistent with past practice, NSCSS will normally refund new member dues and registration fees if notified within 3 business days of the transaction. Beyond three days the NSCSS treasurer has discretionary responsibility to carefully consider (and the authority to respond to) any refund request submitted in writing. Timeliness and the particular circumstances underlying the request are important.

As stipulated in NSCSS Rules of Policy and Procedure, first year members may make a written request for their dues if they attend an annual meeting but are not satisfied. NSCSS feels confident that the opportunities and benefits available to our membership will provide complete satisfaction.

Dues Obligations. Members are liable for dues unless relieved from payment by the Executive Committee. Members stay current with dues obligations in order to vote, participate in elected office, and enjoy member discounts. Six month delinquency is treated as notice of resignation. Members rejoining within two years from when membership was discontinued are obligated to pay any dues owed at that time.

Philip Small, CPSS/SC, RPSS Monday, November 02, 2009 7:41 PM

It is my opinion that we waive the past due fees and amend the bylaws to reflect this. Why do we want to chase people off? We need to do everything that we can to get them back and involved. We need to do this the most expedient way either through the EC or the next BOD meeting.

Mark S. McClain Monday, November 02, 2009 12:18 PM

This needs more thought before we do this wholesale. Setting this precedent could end up blowing up in our faces in the future. We have a policy for people that have financial difficulties in which we can waive fees. But an across the board amnesty seems to me to encourage the scammer that figures out they can get away with renewing every other year and not get removed from the membership.

Rather than chasing them off, the issue is that they left the building without saying goodbye or why and we need to figure out how to get them back in the door.

Pierre Monday, November 02, 2009 3:13 PM

I generally agree with Mark; however, I believe this is a Board topic, since the EC has no authority to waive fees/past dues, etc.

Larry -- what's your thoughts on behalf of the Board?

Pablo November 3, 2009, 8:07am

Here's an easier-to-read copy of the e-mails related to the refund policy issue. I'm almost thinking the Board should discuss this [amendment 017] and initiate the proposal, and the Bylaws Committee can write it up next year.

Tom 12:04 PM -0700 11/16/09

Agreed. The board needs to talk about this -- we may be in for 1 to 5 years of past members wanting to re-join. It's not my call, but I favor some kind of waiver for the past dues -- it's nobody's fault the economy tanked and their work opportunities evaporated.

Pablo Monday, November 16, 2009 1:16 PM

Tom,

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On No. 17 I don't think we really need to worry about scam artists as much as we need to bring new members or keep old members in the fold. The less onerous this process is the better.

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Bob Thursday, November 19, 2009 2:06 PM