

**BYLAWS
OF THE
WEST CENTRAL MINNESOTA ASSOCIATION OF
SOIL AND WATER CONSERVATION DISTRICTS-AREA II**

ARTICLE 1 - NAME

1.1) The name shall be: West Central Minnesota Association of Soil and Water Conservation Districts-Area II. This name may be abbreviated to WC MASWCD–Area II.

ARTICLE 2 - PURPOSE

1.1) The purpose of WC MASWCD-Area II is to provide opportunities for education, communication, cooperation, and coordination between and among its member Districts and affiliated partners in order that the quality of the natural resources and environment within the member District jurisdiction and WC MASWCD-Area II as a whole will be maintained and improved to the greatest possible extent.

ARTICLE 3 - MEMBERSHIP

1.1) Membership will be limited to those Soil and Water Conservation Districts within the boundaries of WC MASWCD-Area II; Benton, Big Stone, Chippewa, Douglas, Kandiyohi, Meeker, Morrison, Pope, Stearns, Stevens, Swift, Todd.

ARTICLE 4 - VOTING

1.1) Voting on all matters that come before the WC MASWCD-Area II shall be by individuals, in attendance, who are elected supervisors of the member districts which have paid their current dues or upon receiving an exemption from the WC MASWCD-Area II.

ARTICLE 5 - MEETINGS

1.1) The WC MASWCD-Area II shall have quarterly meetings each year held on a date selected by the Executive Committee.

(01) The 1st meeting of each year shall have the final reports from the previous year.

(02) The 2nd meeting of each year shall have the resolutions presented and the Nominating Committee shall be appointed.

(03) The 3rd meeting of each year, the Elections shall take place.

2.1) Special meetings may be called by the Executive Committee or by petition of at least 5 member supervisors representing at least 2 Districts. Only business prescribed in the call of the special meeting will be considered.

3.1) A quorum for any meeting shall consist of at least one supervisor from seven or more member district. Situations not covered by these by-laws shall be resolved by reference to the latest edition of Roberts Rules for Order.

4.1) The WC MASWCD-Area II may adopt resolutions for consideration by the Minnesota Association of Soil and Water Conservation Districts (MASWCD) and must comply with their deadline. No resolution may be submitted unless it has been approved by a district or unless it is proposed by the Officers, or unless a motion to consider the resolution has been approved by a majority of the members present and voting at a regular meeting.

ARTICLE 6 - DUES

1.1) Each district will pay annual dues to the WC MASWCD-Area II an amount to be determined. The proposed amount for dues for the next fiscal year for each District shall be set and approved at the last meeting of the year.

1.2) The WC MASWCD-Area II fiscal year begins January 1 and ends December 31. Dues must be paid to the WC MASWCD-Area II Secretary/Treasurer prior to the first regularly scheduled meeting of the year.

1.3) A District may request relief from payment of all or a portion of their assessed dues from the Executive Committee of WC MASWCD-Area II if that District has received dues relief from the MASWCD by April 1st of the year the dues are due.

ARTICLE 7 - OFFICERS

1.1) All officers of the WC MASWCD-Area II must be elected supervisors of member districts in good standing with MASWCD. The officers shall consist of: Director, Co-Director, and Secretary-Treasurer. These three officers are the Executive Committee. No soil and water conservation district can have more than one of its supervisors on the Executive Committee.

1.2) The Director shall preside at all meetings of the WC MASWCD-Area II and shall perform the duties normally associated with this office.

1.3) The Director shall serve as a representative for WC MASWCD-Area II on the MASWCD Board of Directors. The Director shall appoint members to the standing committees.

1.4) The Co-Director shall perform the duties of the Director in his/her absence, or when he/she is unable to serve.

1.5) In the absence of the Secretary/Treasurer, the Co-Director shall disburse and receive funds.

1.6) The Secretary/Treasurer shall arrange to record minutes of the membership meetings and Executive Committee meeting minutes and shall maintain and store the records of the WC MASWCD-Area II. The Secretary/Treasurer is entrusted with the WC MASWCD-Area II funds. The Secretary/Treasurer shall manage all receipts and disbursements of WC MASWCD-Area II fund in accordance with the approved budget. Any discrepancies from the approved budget must be approved by the Executive Committee and reposted at the next regular meeting of WC MASWCD-Area II. Disbursement of WC MASWCD-Area II funds shall be by check-signed either by the Secretary/Treasurer or the Co-Director. The Secretary/Treasurer shall prepare statements showing cumulative receipts and disbursements for the current fiscal year and report these at each regular meeting. The Secretary/Treasurer shall prepare an annual Treasurer's Report to be presented at the first meeting of the new year for the previous fiscal year.

1.7) The Director will be a MASWCD Director. The Co-Director will be the first alternate and the Secretary/Treasurer will be the second alternate.

1.8) Powers/Duties of the Board. The Executive Committee shall have the following powers and duties.

- (01) it shall make provisions for the meetings of the members of the WC MASWCD-Area II and such meetings of the Executive Committee as it may deem advisable;
- (02) it shall keep the members of the WC MASWCD-Area II informed of the WC MASWCD-Area II's affairs and activities, and of the programs, accomplishments, and problems of the districts within the boundaries of the WC MASWCD-Area II;
- (03) it shall propose the annual budget of the WC MASWCD-Area II;
- (04) it shall maintain constructive working relations with all advisory agencies to render more effective service to the people within the boundaries of the WC MASWCD-Area II.
- (05) the Executive Committee shall be authorized to transact all business of the WC MASWCD-Area II on/during the interim between meetings of the WC MASWCD-Area II.

1.9) Elections and Term of Office

- (01) At the second meeting, the Director shall appoint a Nominating Committee of three who must be supervisors. The election shall be held at the last meeting of the year with the exception of in the organizational year, (2009) the election will be held in June.
- (02) Nominations may also be made from the floor.
- (03) Elections shall be by secret ballot if more than one person is nominated for any office. The person receiving a majority of votes cast shall be declared elected. If no candidate receives a majority of votes cast, a run off will be held with the candidates with the lowest votes deleted for each subsequent ballot until one candidate receives a majority of the votes cast. One ballot will be distributed to each voting member.
- (04) All officers must be elected supervisors of member districts and must remain supervisors to continue to hold office. The normal term of office shall be two years, beginning at the close of the MASWCD Annual Meeting.
- (05) Officers shall hold office for a term of two years or until their successors are elected. No one can serve more than two consecutive terms in one office. No SWCD can have more than one of its supervisors serving as officers.
- (06) The Director shall be elected in odd-numbered years. The Co-Director and the Secretary-Treasurer shall be elected in even-numbered years.
- (07) Vacancies in any office shall be filled by appointment by the remaining members of the Executive Committee. Appointees shall serve only until the next election at which time the vacancy shall be filled by election for either a one or two year term, whichever is appropriate to maintain the two year rotation established above.
- (08) Officers of the WC MASWCD-Area II shall be reimbursed for mileage and meals at the rate approved by the State when on official WC MASWCD-Area II business. They shall receive per diem payment as established by the WC MASWCD-Area II. The Director or Co-Director shall receive per diem payment when representing the WC MASWCD-Area II at State Association meetings.
- (09) An officer may be removed from office with cause by a 2/3 vote. Prior notice must be sent to member SWCD's 10 days before the meeting.

ARTICLE 8 - EXECUTIVE COMMITTEES

1.1) The Executive Committee of the WC MASWCD-Area II shall be Director, Co-Director, and Secretary-Treasurer. The designated NRCS Area Conservationist and the designated BWSR Board Conservationist shall serve as advisory, non-voting members of the Executive Committee. Representatives of other agencies and organizations may be invited to non-voting membership when deemed appropriate.

2.1) Other committees shall be appointed by the Director or the Executive Committee as needed. Such committees may include representation from other agencies or organizations concerned with natural resources in the Area.

ARTICLE 9 - COMMITTEES

1.1) Other committees shall be appointed by the Director or the Executive Committee as needed. Such committees may include representation from other agencies or organizations concerned with natural resources in the Area.

2.1) Committee Compensation: WC MASWCD-Area II elected SWCD Supervisors appointed by the MASWCD President to MASWCD standing committees will receive a per diem for state meetings they attended. A signed claim voucher must be submitted to the WC MASWCD-Area II Treasurer for payment.

- 3.1) An Auditing Committee composed of 3 voting members shall audit the Secretary/Treasurer's accounts at the close of the fiscal year and report at the first meeting.
- 4.1) The Director shall be an ex-officio member of all committees, except the Nominating Committee.

ARTICLE 10 - AMENDMENTS

- 1.1) These by-laws may be amended by two-thirds majority vote of the member district supervisors attending any Area or special meeting of the WC MASWCD-Area II. Notice of any proposed change must be mailed to all member districts at least thirty days before such meetings.

ARTICLE 11 - RULES OF ORDER

- 1.1) The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the WC MASWCD-Area II meetings in all cases where they are applicable and they are consistent with the guidelines of the WC MASWCD-Area II.

adopted June 4, 2009