

**BY-LAWS OF
AREA III ASSOCIATION OF
SOIL AND WATER CONSERVATION DISTRICTS**

Article I: Membership

Members of the Association shall be Soil and Water Conservation Districts within the boundaries of Area III as established by the Minnesota Association of Soil and Water Conservation Districts (MASWCD).

Each member Soil and Water Conservation District shall have one vote for each active District Supervisor. The Supervisor must be present to cast his/her vote.

If the dues of any member District remain unpaid beyond the end of the calendar year they shall not be allowed to cast votes or submit resolutions at Association meetings.

Article II: Dues

Each member District shall pay annual dues to the Association for an amount to be recommended by the Executive Committee and approved at the Fall Annual Meeting.

Article III: Officers

All officers of the Association shall be publicly elected or duly appointed Supervisors of the member Districts. The Officers shall consist of Director, Co-Director, Secretary and Treasurer and shall be elected at the Annual Meeting of the Association. These officers are the Executive Committee.

Article IV: Executive Committee

The director shall preside at all meetings of the Association and serve as Area III Association representative of the MASWCD.

The Co-Director shall perform duties of the Director in his/her absence or inability to complete their term.

The Secretary shall take and keep minutes of all Association meetings and coordinate with the Director on agenda items needing inclusion for action at future meetings. Minutes of meetings shall be prepared and submitted to Executive Committee members within sixty days of meetings.

The Treasurer shall bill member Districts for annual dues, collect, deposit and disburse monies authorized by the Association with a depository approved by the Executive Committee and present a financial statement at each Association meeting.

The Executive Committee shall make provisions for the Annual or other meetings of the Association and meetings of the Executive Committee, as it deems necessary. The Executive Committee shall propose and submit the Annual Budget of the Association at the Annual Meeting. A quorum of the Executive Committee shall be three members.

Article V: Elections and Terms of Office

The Director shall appoint a nominating committee of two or more who must be Supervisors of Member Districts, preferably supervisors of the hosting district. This committee shall be appointed at the Resolution Meeting. Nominations shall also be accepted from the floor.

Elections shall be by secret ballot if more than one person is nominated for any office.

All persons elected to office shall take office at the conclusion of the MASWCD State Convention or no later than January 1 and hold such office until the conclusion of the MASWCD State Convention or January 1 of the following year.

If one of the Executive Committee positions becomes vacant, the remaining Executive Committee members shall fill this vacancy by appointment until the next annual meeting.

Article VI: Compensation

Officers of the Association shall be reimbursed for mileage, meals and per diem at the rate approved by the Area III membership at their Annual Meeting.

Article VII: Meetings

The Association Annual Meeting shall be held each September at a date, time and place selected by the host district. Host districts shall rotate alphabetically unless a change of host district is agreed upon between two districts.

The Director or a quorum of the Executive Committee may appoint committees or call for other meetings as needed.

Any expenses for special Ad-hoc meetings that are called but not paid for by MASWCD or the Board of Water and Soil Resources may be reimbursed if approved in advance by the Executive Committee.

A quorum of the Association is a majority of the Districts of the Association in attendance at meetings.

Article VIII: Resolutions

A Resolution Meeting shall be held each June at a date, time and place selected by the Director. Each District must be furnished with copies of each proposed resolution at or before the time of introduction at the meeting.

A resolution will pass when a majority of votes are cast in favor of the resolution. Resolutions passed at the meeting will be forwarded to the MASWCD for consideration and/or inclusion at their Annual Meeting.

A resolution may be rescinded by a majority vote of members.

Article IX: Amendments

These By-laws after approval may be amended by a two-thirds vote of the member district supervisors attending the Fall Annual Meeting.

Notice of any proposed changes of the By-laws shall be made available to all Association member districts thirty days before such meeting.

Article X: Finances

The fiscal year shall be September 1st through August 31st.

Treasury records including bank statements shall be kept a minimum of three years and may be destroyed after the Annual Meeting of the Association or upon audit approval.

The Treasurer and Director shall be signatories on record at all financial institutions.

Adopted September 29, 2005