

BYLAWS
of the
Minnesota Association of Soil and Water Conservation Districts, Area IV,
(MASWCD Area IV)

Article I – NAME

The name of the association shall be: Minnesota Association of Soil and Water Conservation Districts, Area IV. This name may be abbreviated to MASWCD Area IV.

Article II – PURPOSE

The purpose of MASWCD Area IV 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 Districts' jurisdiction and MASWCD Area IV as a whole will be maintained and improved to the greatest possible extent.

Article III – BOUNDARIES

The boundaries of MASWCD Area IV are defined by the Minnesota Association of Soil and Water Conservation Districts representing the following counties: Anoka, Chisago, Carver, Dakota, Hennepin, Isanti, Ramsey, Scott, Sherburne, Washington, and Wright.

Article IV – MEMBERSHIP

Section 1. Eligibility. Membership in MASWCD Area IV will be limited to those Soil and Water Conservation Districts and Conservation Districts within the boundaries of MASWCD Area IV.

Section 2. Voting Members. Each supervisor of a member District of MASWCD Area IV will be a voting member upon payment of dues by their District or upon receiving an exemption. Each eligible supervisor is entitled to one vote.

Article V – DUES

Section 1. Assessment. The proposed amount for dues for the next fiscal year for each District shall be set and approved by a majority vote at the fall meeting. Dues must be paid to the MASWCD Area IV Secretary/Treasurer before the annual meeting of each fiscal year. The MASWCD Area IV fiscal year begins January 1 and ends December 31.

Section 2. Exemptions. A District may request relief from payment of all or a portion of their assessed dues from the Executive Committee of MASWCD Area IV if that District has requested dues relief from MASWCD by March 1 of the year the dues are due.

Article VI – OFFICERS

Section 1. Definition. The officers of MASWCD Area IV shall be a Director, Co-Director, and Secretary/Treasurer. An officer must be a Supervisor from a member District.

Section 2. Duties. The officers shall perform the duties described by these bylaws and by the parliamentary authority adopted by MASWCD Area IV.

a. Director - The Director shall preside at the official business meetings of the association and shall represent MASWCD Area IV at official business functions when MASWCD Area IV representation is called upon. The Director shall serve as a representative for MASWCD Area IV on the MASWCD Board of Directors. The Director shall appoint members to the standing committees.

b. Co-Director - The Co-Director performs the duties of the Director where the Director is unable to serve. In the absence of the Secretary/Treasurer, the Co-Director shall disburse and receive funds.

c. Secretary/Treasurer - 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 MASWCD Area IV. The Secretary/Treasurer is entrusted with the MASWCD Area IV funds. The Secretary/Treasurer shall manage all receipts and disbursements of MASWCD Area IV funds in accordance with the approved budget. Any discrepancies from the approved budget must be approved by the Executive Committee and reported at the next regular meeting of MASWCD Area IV. Disbursement of MASWCD Area IV 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 annual meeting for the previous fiscal year.

Section 3. Succession of Office. In the event of a vacancy in the Director's office, the Co-Director shall fill the vacancy. If a vacancy in the Co-Director or Secretary/Treasurer offices occurs, the Executive Committee must call for an election and may appoint an officer pro-tem from the voting members to serve until the election occurs. If no officers remain, an election must be held at the earliest possible date.

Section 4. Removal. An officer may be removed from office with cause by a 2/3 vote.

Article VII - ELECTIONS

Section 1. Nomination Procedure. There shall be a Nominating Committee of a minimum of 3 voting members to be formed at the summer meeting. One Supervisor from each member District may be selected to the Nominating Committee by action of each member District prior to the summer meeting. The Nominating Committee shall prepare a slate of candidates to report to the Executive Committee at least 8 weeks before the fall meeting. The Director must request nominations from the floor before the members vote.

Section 2. Time of Elections. The election of officers will be held at the fall meeting in even numbered years.

Section 3. Elections Procedure. Voting shall be by paper ballot. 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. Three staff members from separate districts shall be selected as tellers by the assembly at the summer meeting.

Section 4. Term of Office. Officers shall take their position January 1st, and serve for a term of two years. No member shall hold more than one office of MASWCD Area IV at a time, and no member shall be eligible to serve more than two consecutive terms in the same office.

Section 5. Compensation of Officers. Compensation in the form of per diem and expenses shall be set by the annual budget. Levels of compensation must meet requirements of state and federal law. Checks for compensation of officers must not be self issued.

Article VIII – EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of the Director, Co-Director and Secretary/Treasurer. The Executive Committee shall have general supervision of the affairs of MASWCD Area IV between regular meetings and perform other duties as are specified in these bylaws.

Article IX – MEETINGS

Section 1. Notice. All meetings of MASWCD Area IV will be in compliance with Minnesota's Open Meeting Law (M.S. 13D).

Section 2. Quorum. Voting members representing 6 member Districts must be present, with a least 12 voting members present to constitute a quorum.

Section 3. Number. A minimum of three meetings, (annual, summer and fall) of MASWCD Area IV will be held annually.

Section 4. Annual Meeting. The annual meeting of MASWCD Area IV shall be held in March or April. Annual reports from the Director, Secretary/Treasurer and any standing committees shall be presented. New standing committees shall be appointed by the Director.

Section 5. Summer Meeting. The summer meeting of MASWCD Area IV shall be the meeting hosted by a member District and may include a tour or special presentation on activities of that District. The summer meeting shall consider resolutions from member Districts for approval and submission to the Minnesota Association of Soil and Water Conservation Districts. Resolutions must be approved by their originating Districts before the summer meeting to be eligible for consideration. A Nominating Committee must be formed and tellers chosen in even numbered years.

Section 6. Fall Meeting. The fall meeting of MASWCD Area IV must be held after the general election in even numbered years and election of officers shall be held at this meeting. The proposed budget for the next fiscal year shall be discussed and approved at every fall meeting.

Section 7. Special Meetings. Special meetings may be called by the Executive Committee or by petition of at least 5 member supervisors representing at least 2 Districts. A written notice to each District stating the time, place and purpose of such meeting shall be sent and must be in compliance with the Minnesota Open Meeting Law. Only business prescribed in the call of the special meeting will be considered.

Article X – COMMITTEES

Section 1. Appointment. Members of standing committees shall be appointed at the annual meeting. Appointments shall be made after committee reports have been completed.

Section 2. Budget Committee. A Budget Committee composed of the Secretary/ Treasurer and 4 other voting members shall oversee the budget of the current fiscal year and propose a budget for the following fiscal year. The budget committee may propose changes to the budget for the current fiscal year. The proposed changes shall be approved by a majority vote of the association.

Section 3. Auditing Committee. 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 annual meeting.

Section 4. Education Committee. An Education Committee composed of five voting members shall be appointed by the Director whose duty shall be to review educational programs and proposals and make recommendations to MASWCD Area IV.

Section 5. Nominating Committee. There shall be a Nominating Committee of a minimum of 3 voting members to be formed at the summer meeting in even numbered years. One Supervisor from each member District may be selected to the Nominating Committee by action of each member District prior to the summer meeting. The Nominating Committee shall prepare a slate of candidates to report to the Executive Committee at least 8 weeks before the fall meeting.

Section 6. Other Committees. Such other committees, standing or special, shall be appointed by the Director as the membership or Executive Committee shall from time to time deem necessary to carry out the work of MASWCD Area IV.

Section 7. Director's Ex-Officio Committee Membership. The Director shall be an ex officio member of all committees except the Nominating Committee.

Article XI – PARLIAMENTARY AUTHORITY.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern MASWCD Area IV in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order MASWCD Area IV may adopt.

Article XII – AMENDMENT OF BYLAWS.

These bylaws may be amended at any regular meeting of MASWCD Area IV by a 2/3 vote. The amendment must be presented in writing to the voting members at least 6 weeks prior to the meeting at which it is to be voted on and noticed within the call of the meeting. Any approved amendment becomes effective upon adoption unless otherwise stipulated within the amending motion.

These revised Bylaws of MASWCD Area IV were reviewed and approved by membership on March 12, 2009.