

**BY-LAWS OF THE SOUTH EAST MINNESOTA ASSOCIATION OF SOIL & WATER
CONSERVATION DISTRICTS**

I. NAME – ARTICLE I

The name of the association is the South East Minnesota Association of Soil and Water Conservation Districts (SEMASWCD).

II. OBJECTIVES – ARTICLE II

1. Section 1 – The objective of the Association is to advance the wise use and protection of all the natural resources of the Soil and Water Conservation Districts of South East Minnesota and is organized under the Minnesota Association of Soil and Water Conservation Districts (MASWCD) for charitable, educational and scientific purposes.
2. Section 2 – To carry out the objectives, the Association will encourage, cooperate and participate with SEMASWCD Member Districts and Supervisors in promotional, educational and legislative efforts which will advance the conservation of all the natural resources with emphasis on agricultural lands and forested lands.
3. Section 3 – An issue or controversy may come up for which the Association should or must establish a position.

3A) **PROCEDURE FOR ESTABLISHING POSITIONS BY RESOLUTION**

Resolutions may be presented at any regular meeting for consideration by the membership. Each District will be presented a copy. A resolution will pass when a majority of votes cast are in its favor. Resolutions to be brought before the Minnesota Association of Soil and Water Conservation District's Annual Meeting must be considered by the SEMASWCD before the date set by the MASWCD. A position may be rescinded by resolution.

3B) RESOLUTIONS OF SIMILAR INTENT

Resolutions of similar interest or content will be considered by the Executive Board for combination.

3C) RESOLUTIONS EXPRESSING EXISTING POLICIES OR POSITIONS

Resolutions expressing existing policies or positions will be considered by the Executive Board, declared existing policy and then set aside.

III. MEMBERSHIP – ARTICLE III

1. Section 1 – Members of the Association are the Soil and Water Conservation Districts within the boundaries as set by the Minnesota Association of Soil and Water Conservation Districts (State Association). The SWCDs are: Dodge, Fillmore, Freeborn, Goodhue, Mower, Olmsted, Rice, Root River, Steele, Wabasha and Winona.
2. Section 2 – Each dues paying Soil and Water Conservation District will have five votes, one for each active District Supervisor. The supervisor must be present to cast a vote. A Supervisor is considered to be active when he/she is currently carrying out the duties of his/her office as an incumbent District board member.
3. Section 3 – Advisory members will be invited by the Executive Board from organizations interested in the Association’s objectives. Advisory members will have no voting privileges.

IV. DUES – ARTICLE IV

The Budget and Dues will be established by the Executive Board, subject to approval at the annual meeting.

V. OFFICERS AND EXECUTIVE BOARD – ARTICLE V

1. Section 1 – The officers of the Association will be the Director, Co-Director and Secretary-Treasurer. All officers will be active Supervisors of member Districts. The Director will serve a term of one year, beginning at the end of the State Association’s Annual Meeting. The Co-Director

and Secretary-Treasurer will serve a term of one year beginning January 1. The candidate receiving the highest number of votes will be elected.

1A) DIRECTOR'S DUTIES

The Director will preside at the meetings of the Association, serve as the representative of the Association, serve as the chairperson of the Executive Board and call its meetings, appoint members of committees as needed and perform other duties necessary to the office.

1B) CO-DIRECTOR'S DUTIES

The Co-Director will perform the duties of the Director in his/her absence, assume the office of Director should he/she be unable to complete his/her term and other duties as assigned by the Director.

1C) SECRETARY-TREASURER'S DUTIES

The Secretary-Treasurer will take and keep minutes of the Association meetings, collect dues, keep the financial affairs of the Association providing a financial report at the Annual Meeting and perform other duties necessary to the office.

2. Section 2. – The Association will be governed by an Executive Board which will include the Director, Co-Director, Secretary-Treasurer and four elected Board members. The four elected Board members will be active Supervisors from member Districts and will serve one year terms beginning on January 1. No more than one officer or member may come from each District and no more than one Executive Board member may come from each District. The four Board member candidates receiving the highest number of votes will be elected.

2A) A quorum of the Executive Board will be five members.

3. Section 3. – Compensation will be paid to the Director or his/her representative as set at the Annual Meeting. Travel, subsistence and communication expenses incurred by the Director or his/her representative in performing work of the Association will be reimbursed.

4. Section 4. – The officers will be limited to four consecutive terms in each office. The offices being Director, Co-Director and Secretary-Treasurer.

VI POWERS AND DUTIES OF THE EXECUTIVE BOARD – ARTICLE VI

1. Section 1 – The Executive Board will control the funds of the Association, fill vacancies within itself not to include the office of Director, establish special committees for periods of one year, prepare and annually review and update a written plan of action for the Association, prepare an annual Budget and Report, convene meetings established in the By-laws, keep members informed of its actions and Association affairs and keep constructive relationships with Advisory members.
2. Section 2 The Executive Board by favorable vote of six of its members may recommend, revise, amend or abolish Articles and Sections of the Bylaws. It shall bring these actions to the membership for referendum vote.
3. Section 3 – Any Executive Board action may be brought before the Association at-large for referendum by petition delivered to the director signed by five district Supervisors.
4. Section 4 – Individual tasks may be delegated to the officers with periodic reviewal by the Executive Board.

VII MEETINGS – ARTICLE VII

1. Section 1 – The Executive Board will convene an Annual meeting for the purpose of electing officers and Executive Board members and submitting Budget, Annual and Committee reports to the membership. The following additional meetings are to be convened annually by the Executive Board.

Resolutions meeting: Prior to the date set by the MASWCD.

2. Section 2 – Special Meetings of the membership may be called by the Executive Board with fifteen days notice to the membership. Special meetings will be limited to the consideration of the business as called for in the notice unless a quorum of the Association is present and a motion to consider other business is approved by a two-thirds majority of the members present.
3. Section 3 – A Nominating Committee of three will be appointed by the Director from the membership, not to include Officers or Executive Board members. The Nominating

Committee will be formed one month in advance of the Annual Meeting to prepare a list of members who would be willing to serve as officers or Executive Board members. The Nominating Committee will deliver its report to the Director one week in advance of the Annual Meeting to allow ballots to be prepared. Nominations will be taken from the floor. Write-in votes will be counted.

VIII. PUBLICATIONS – ARTICLE VIII

The Executive Board may prepare, publish, and/or distribute publications to further Association objectives for public distribution.

IX. AMENDMENTS – ARTICLE IX

The By-laws may be amended by the membership by resolution effective upon adoption.

Adopted by the membership at the SEMASWCD annual meeting September 22, 1977.

Amended September 3, 1988, April 12, 1993, September 6, 2007, and September 16, 2009.