

**BY-LAWS OF**  
**MINNESOTA ASSOCIATION OF SOIL AND WATER CONSERVATION**  
**DISTRICTS – AREA VIII**

**Article I: Name**

The name of this Association is: Minnesota Association of Soil and Water Conservation Districts – Area VIII.

**Article II: Purpose**

The purpose of this Association is to promote education, conservation, and the wise use of all natural resources in the Soil and Water Conservation Districts of this Area, through educational, financial and technical assistance.

**Article III: Membership**

Membership in the Association shall consist of Soil and Water Conservation Districts in the Area as designated by the State Association.

Voting on all matters that come before this Association shall be by individuals, in attendance, who are elected supervisors of the member districts which have paid their current dues.

**Article IV: Dues**

Dues for the following year, for member districts shall be set by majority vote at the annual meeting of this Association. Dues are payable by March 1st of each year. The fiscal year shall coincide with the calendar year.

**Article V: Meetings**

This Association shall have three Area meetings each year held on a date selected by the Executive Committee.

1. The spring meeting shall be held during March or April.
2. The resolution meeting shall be held during June or July.
3. The annual meeting shall be held during October or November.

Other special meetings may be held on call of the Executive Committee and shall be held at the request of two or more of the Soil and Water Conservation Districts in the Area.

A quorum for any meetings shall consist of at least one supervisor from five or more member districts, with a minimum of 15 elected supervisors.

Situations not covered by these by-laws shall be resolved by reference to the latest edition of Roberts Rules of Order.

**Article V-1: Action Without a Meeting** (amendment adopted June 12, 2009)

The Executive Committee is authorized to act on all matters which the Association – Area VIII at a meeting may act, subject to the following:

1. The Director shall notify the District Manager of each Member of the action to be taken at least ten calendar days before taking the action, unless the Executive Committee determines that urgent action is needed, in which case not less than three business days notice shall be given. If urgent action is needed, the notice shall so indicate.
2. If within the notice period the District Manager of two or more Members notifies the Director that they object to the action, then the Executive Committee shall not take the action; otherwise the Executive Committee, acting by the Director, may take the action. The Director shall promptly notify the Members of the action taken.
3. Notice by telephone and supplemented by e-mail is sufficient. Each Member has the responsibility to keep the Director advised of the current telephone number and current e-mail address of its District Manager, and failure of a notice by reason of an incorrect or out-dated telephone number and/or e-mail address does not invalidate the sufficiency of the notice given.
4. The Director may, but is not required to, give notice by any other means which the Director reasonably believes will result in actual notice to any Member. Notice is given when given orally by telephone, sent by e-mail or other notice is sent.

**Article VI: Officers**

All officers of this Association must be elected supervisors of the member districts. The officers shall consist of: Director, Co-Director, Secretary, and Treasurer. These four officers are the Executive Committee.

**1. Duties**

The Director shall preside at all meetings of this Association and shall perform the duties normally associated with this office. The Director shall serve as Area Representative of the Association.

The Co-Director shall preside in the absence of the Director and perform the duties normally associated with this office. The Co-Director shall serve as Alternate Area Representative of the State Association.

The Treasurer shall bill the member districts for annual dues; shall collect, deposit and disburse monies authorized by the Association with a depository approved by the Executive Committee; shall present a financial statement at each Area meeting; and shall perform all other duties normally associated with this office.

The Secretary shall perform such duties as designated by the Executive Committee.

If neither the Director or Co-director is able to represent the area at a MASWCD board meeting, the Secretary or Treasurer may serve as Alternate Area Representative.

2. **Elections and Terms of Office**

The Director shall appoint a Nominating Committee of two or more who must be supervisors. Nominations may also be made from the floor.

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

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.

The Director and the Co-Director shall be elected in odd-numbered years and the Secretary and Treasurer shall be elected in even-numbered years.

3. **Vacancies**

Vacancies in any office shall be filled by appointment by the remaining members of the Executive Committee. Appointees shall serve only until the next annual meeting 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.

4. **Compensation**

The officers of this Association shall be reimbursed for mileage and meals at the rate approved by the State of Minnesota when on Association business. They shall also receive per diem payment at the established State Association rate. The Director or Co-Director shall receive per diem payment when representing the Area at State Association meetings.

**Article VII: Committees**

The Executive Committee of this Association shall be Director, Co-Director, Secretary, and Treasurer. The Joint Powers Board engineer and the BWSR Board Conservationist(s) shall serve as advisory, non-voting members of

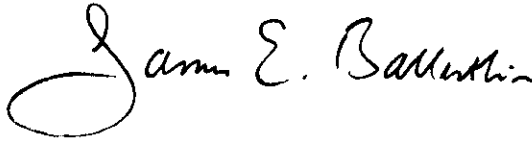
the Executive Committee. Representatives of other agencies and organizations may be invited to non-voting membership when deemed appropriate.

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 VIII: Amendments**

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

Adopted February 17, 2005

A handwritten signature in black ink that reads "James E. Ballenthin". The signature is written in a cursive style with a large, looping initial "J".

James E. Ballenthin, Secretary

The Executive Committee is authorized to act on all matters which the Association at a meeting may act, subject to the following:

1) The Director shall notify the District Manager of each Member of the action to be taken at least ten calendar days before taking the action, unless the Executive Committee determines that urgent action is needed, in which case not less than three business days notice shall be given. If urgent action is needed, the notice shall so indicate.

2) If within the notice period the District Manager of two or more Members notifies the Director that they object to the action, then the Executive Committee shall not take the action; otherwise the Executive Committee, acting by the Director, may take the action. The Director shall promptly notify the Members of the action taken.

3) Notice by e-mail is sufficient. Each Member has the responsibility to keep the Director advised of the current e-mail address of its District Manager, and failure of an e-mail notice by reason of an incorrect or out-dated e-mail address does not invalidate the sufficiency of the notice given.

4) The Director may, but is not required to, give notice by any other means which the Director reasonably believes will result in actual notice to any Member. Notice is given when an e-mail or other notice is sent.