

**GUIDELINES OF THE
MINNESOTA AREA V
ASSOCIATION OF SOIL AND WATER CONSERVATION DISTRICTS**

Section 1. Name. The name of the Association is Minnesota Area V Association of Soil and Water Conservation Districts.

Section 2. Activities. The purpose of the Association is to improve and maintain the quality of the natural resource base and our environment. To carry out this purpose of the Association it will conduct educational, scientific, charitable, and religious work concerning the conservation improvement, development, and use of land, soil, water, trees, vegetation, fish, and wildlife, open space, and other renewable natural resources.

Section 3. The Voting Members. Every supervisor of a Soil and Water Conservation District designated by the Minnesota Area V Association of Soil and Water Conservation Districts Board of Directors to be within the boundaries of the Association, shall be deemed to be a voting member of this Association, each supervisor, shall be entitled to one vote on every question put to a vote at any Association meeting.

Section 4. Membership Dues. Each district will pay annual dues to the Association of an amount to be determined. Any change in dues proposed shall be approved by resolution of the members at an annual meeting.

Section 5. Non-Voting Members - Advisory Members. The Soil Conservation Service, University of Minnesota Extension, Minnesota Department of Natural Resources, Agricultural Stabilization and Conservation Service, State Soil and Water Conservation Board, and state association of Soil and Water Conservation Districts or others shall be invited to provide advisory members to the Association.

Section 6. Board of Directors. The affairs of the Association shall be managed by a three member board of directors: These are director, co-director, and secretary-treasurer. The director, co-director and secretary-treasurer are known as the officers of the Association. No soil and water conservation district can have more than two of its supervisors on the board of directors.

Section 7. Powers and Duties of the Board. The Board of Directors shall have the following powers and duties:

- (1) It shall make provisions for the annual or other meetings of the members of the Association and such meetings of the board of directors as it may deem advisable;
- (2) It shall keep the members of the Association informed of the Association's affairs and activities, and of the programs, accomplishments, and problems of the districts within the Association;
- (3) It shall propose the annual budget of the Association;
- (4) It shall maintain constructive working relations with all advisory agencies listed under section 5, to render more effective service to the people within the boundaries of the Association;
- (5) The Board of Directors shall be authorized to transact all business of the Association during the interim between meetings of the Association.

Section 8. The Board of Directors: Terms of Office. The Board of Directors of the Association shall be elected at the annual meeting of the Area. The Board of Directors shall serve their office January 1 to December 31 of a calendar year.

Section 9. Powers and Duties of Officers.

- (1) The Director shall preside at meetings of the Board of Directors Association meeting and other meetings of the members of the Association, and shall designate a presiding officer for any meeting at which neither he/she nor the Co-Director will be present. He/she shall be responsible for seeing that the policies of the Association are carried out in accordance with the applicable procedures and requirements. He/she is authorized to perform the functions customarily performed by the president

of an association or corporation. He/she is authorized to delegate to one or more officers from time to time the performance of any of his/her functions or responsibilities, to supervise the performance of such delegated duties as shall be assigned to the director from time to time by the board of directors.

(2) The Co-Director and Secretary-Treasurer shall each perform the duties customarily performed by holders of their respective offices, and such other functions as the director may assign to any of them. The officers of the Association shall assist all committees in the performance of their responsibilities.

(3) The Secretary-Treasurer shall deposit all funds that come into his/her possession in a bank approved by the Board of Directors and, in accordance with the approved budget or upon authorization by the Board, make all disbursements by check therefrom for the necessary expenses of the Association. Checks shall be signed by the Secretary-Treasurer. The Secretary-Treasurer shall submit to the board at each annual meeting statements showing the receipts and disbursements of the Association for the preceding year and its assets and liabilities.

(4) The Director shall be the MASWCD Director. The Co-Director shall be the first alternate, and the Secretary-Treasurer shall be the second alternate. Any other supervisor shall serve as a representative if so designated by the Director.

(5) The Co-Director is responsible for public relations and information. He/she is responsible for informing the districts in the Association of activities and legislation which may affect them in their conservation program areas.

Section 10. Meetings.

(1) Meetings for the supervisors of the Soil and Water Conservation Districts which are voting members of this Association, shall be held for the discussion of common problems, at a time and place chosen by the Board of Directors after suitable consultation with the members.

(2) The Board of Directors shall hold such additional meetings as may be called from time to time by the Director, at such time and place as the Director may designate in not less than 10 days notice to the Board of Directors. In case of emergency, meetings may be called on shorter notice if this is later approved by the Board of Directors. Special meetings of the Board shall be called by the Director upon the written request of a majority of the Board of Directors at a time and place designated by them.

(3) The Association may adopt resolutions for consideration by the Minnesota Association of Soil and Water Conservation Districts. No resolution may be submitted unless it has been approved by the district or unless it is proposed by the board of directors, or unless a motion to consider the resolution has been approved by a majority of the members present and voting at the annual meeting.

(4) At least seven districts shall constitute a quorum at any Association meeting.

(5) At least two members shall constitute a quorum at the Board of Directors meeting.

Section 11. Committees. The Board of Directors may create by resolution any necessary committees and define their functions. The members of any such committee need not be members of the Association.

Section 12. Guideline Changes. These guidelines, or any part thereof, may be altered, amended, added to or repealed by a majority of the members present and voting at any regular meeting or at any special meeting when a notice of such meeting shall contain a notice of such proposed changes.