

BYLAWS  
OF  
MINNESOTA ASSOCIATION OF  
SOIL AND WATER CONSERVATION DISTRICTS

ARTICLE 1

ORGANIZATION

1.1) DEFINITION OF MASWCD - The Minnesota Association of Soil and Water Conservation Districts is a nonprofit corporation subject to applicable state and federal laws.

1.2) AREAS - The Soil and Water Conservation Districts of Minnesota may be divided from time to time by the Board of Directors into not less than five nor more than fifteen Areas of approximately equal number and proximity. Any re-establishment of Areas shall be submitted to, and shall receive a majority vote of, the members present at the annual meeting of the Association before becoming effective.

ARTICLE 2

MEMBERSHIP

2.1) CLASSES AND QUALIFICATION:

(01) Voting Members - Five Supervisors of each Soil and Water Conservation District are eligible to become voting members upon payment of dues to the Treasurer, by the district, of which they are Supervisors.

(02) Affiliate Members - Any individual or business who is concerned with soil and water conservation activities in the state may become an affiliate member of this Association upon the making of an application and payment of dues in an amount as determined from time to time by the Board of Directors. They shall be non-voting members, shall be eligible to attend the meetings of the Association and to receive its publications.

2.2) DUES - Approval and determination of dues is made at the annual meeting; therefore, dues are payable by January 31<sup>st</sup> with invoice being sent out by December 23<sup>rd</sup>. Districts requesting relief from on time payment of dues because of financial hardship (or other reasons) must notify the MASWCD Board of Directors (in writing) no later than March 1<sup>st</sup> of the fiscal year, stating the reasons for the request for relief. The Board of Directors may request documentation, depending on each individual case. Those districts that have not paid their dues in full and/or have not been given exemption by the Board of Directors by April 1 of the fiscal year shall be considered delinquent and will forfeit their benefits and membership in the Association.

2.3) SUSPENSION OF MEMBERSHIP - At such time that a member ceases to be a Supervisor, his or her voting membership in the Association shall cease and he or she is no longer eligible to hold office in the Area or State Association. The following reasons shall suspend membership for that calendar year.

- (01) Non-payment of district dues
- (02) No longer a supervisor

## ARTICLE 3

### MEETINGS

3.1) ANNUAL MEETING - An annual meeting of the Association shall be held each year at the time and place designated by the Board of Directors. Written notice of such meeting shall be mailed to each member at least thirty-five days prior to such annual meeting. The purpose of the annual meeting shall be to conduct the necessary business of the Association, conduct an election of officers, establish annual dues payments, and vote on resolutions.

3.2) SPECIAL MEETINGS - Special meetings shall be called by the President upon request or concurrence of a two-thirds of the members of the Board of Directors. Ten days prior to the meeting, the Secretary/Treasurer shall mail a written notice to each voting member of the Association stating the time, place and purpose of such a meeting. No business shall be transacted at any special meeting except as stated in the notice.

3.3) QUORUM - One-fourth of the voting membership representing at least twenty-five Districts shall constitute a quorum at the annual meeting or special meetings of the membership.

3.4) VOTING - Each voting member shall have one vote in the transaction of business of this Association. In order to vote the member must be registered and in attendance at the annual meeting or special meetings and must display his/her official name badge.

3.5) PRE-ANNUAL MEETING VOTING ON RESOLUTIONS - Each voting member shall have one vote in the transaction of business of the Association in any pre-annual meeting voting on resolutions. The Association will use the resolution pre-annual meeting voting procedures adopted by the Board of Directors. Resolutions introduced by a Conservation District and subsequently approved by the membership shall set policy for the Association.

## ARTICLE 4

### BOARD OF DIRECTORS

4.1) MANAGEMENT - This Association shall be managed by a Board of Directors. Immediately following the annual meeting of the membership, the Board of Directors shall organize and elect a Secretary-Treasurer for the following year. The actions taken by the Board of Directors shall be reported to the membership.

4.2) MEMBERSHIP - The Board of Directors of the Association shall consist of one Director from each Area plus the President and the Vice President. The President, Vice President and each Area Director and Co-Director shall be voting Soil and Water Conservation District Supervisors. The Co-Director from each Area shall serve on the Board of Directors in the absence, either temporarily or permanently, of the Area Director and shall have all of the powers that the Area Director had. When an Area Director is elected State Association President, the Co-Director of the Area assumes the full duties of the Director.

4.3) TERM OF OFFICE - Area Directors shall be elected by the Supervisors of the Soil and Water Conservation Districts of their respective Area at either their annual Area meetings or at the time of the annual meeting of the State Association and they shall serve until their successors are duly elected and take office at the MASWCD organization meeting conducted after the State Annual meeting.

4.4) MEETINGS - In addition to the organization meeting as stated in paragraph 3.1 of Article 3, the Board of Directors shall have regular meetings at such times and places as they shall determine necessary to conduct the business of this Association. The Districts shall be notified of all Board of Directors meetings.

4.5) QUORUM - A majority of the Board of Directors shall constitute a quorum with a majority vote being decisive in the transaction of business.

4.6) VACANCIES - In the event that a vacancy on the Board of Directors is created by the resignation, death or failure of an Area Director or Co-Director to be re-elected as a Supervisor in his or her Soil and Water Conservation District, such vacancy shall be filled first by the Co-Director and then by the remaining officer of the Area in which the vacancy exists, or if there are no officers, then the Board of Directors of this Association shall name a Supervisor from within said Area to serve the balance of the term.

4.7) VOTING - Each Area Director shall have one vote in the transaction of business. The President, or the Vice President if acting in the capacity of President as per paragraph 6.4(02), may cast one vote to make or break a tie. A majority vote shall be required for the approval of presidential appointments referred to in paragraph 6.4(01) of article 6.

4.8) EXECUTIVE COMMITTEE - The President, Vice President and Secretary-Treasurer shall constitute the Executive Committee, which shall be empowered to take emergency actions, subject to ratification by the Board, during the interim between board meetings. Any two members of the Executive Committee may call a meeting of the Executive Committee.

4.9) ATTENDANCE AT BOARD OF DIRECTORS MEETINGS - It will be the Area Directors' responsibility to provide representation from the Area at the MASWCD Board of Directors meetings. In the event that neither the Area Director nor the Co-Director can attend a Board of Directors meeting, the Area Director may name a proxy to represent the Area at the Board of Directors meeting and proxy will have the same voting privilege as the Area Director. The proxy must be a voting Soil and Water Conservation District Supervisor from the Area the Director represents. If an Area fails to provide representation at three consecutive MASWCD Board of Directors meetings, the remaining members of the Board may, by two-thirds vote, remove the Area Director and request the Area to either appoint the Co-Director as Area Director or arrange election of a new Area Director.

## ARTICLE 5

### NOMINATION AND ELECTION OF PRESIDENT

5.1) NOMINATION - The President shall appoint a nominating committee of not less than three Supervisors, whose duty it shall be to select a candidate or candidates for President and Vice-President. A minimum of one name shall be nominated for each office. The nominating committee shall send a call for suggestions for nominations to all districts by August 1. The nominating committee shall make its report to the Board of Directors at their September Board meeting. The Association shall send the names and biographies of all the candidates for President and Vice President to all Districts by November 1. Any voting member or Supervisor may nominate any additional member or members of the Association for the office of President or Vice President on the floor at the annual meeting. Such nominees shall be placed on the ballot as a candidate. Candidates for President or Vice President shall be voting Soil and Water Conservation Districts Supervisors and may, but need not, be members of the Board of Directors.

5.2) ELECTION - The President and Vice President of this Association shall be elected for two-year terms by the members at the annual meeting of the Association. Voting for President and Vice President shall be by paper ballot. The person receiving a majority of the votes cast shall be declared elected. If no candidate receives a majority of the votes cast, a run-off will be held with the candidates with the lowest number of votes deleted for each subsequent ballot until one candidate receives a majority of the votes cast.

## ARTICLE 6

### OFFICERS

6.1) NUMBER - There shall be a President, Vice President, Secretary-Treasurer.

6.2) APPOINTED OFFICER - The Executive Director is a salaried officer who is the administrative officer and general manager of the association as referred to in 6.4 (04) of Article 6.

6.3) QUALIFICATIONS AND TERMS OF OFFICE - The officers of the Board of Directors shall serve as the officers of the Association. Each officer shall serve until the adjournment of the next annual meeting of the State Association, subject to the provisions of paragraph 2.2 of Article 2. The President or Vice President shall not serve more than one two year term.

#### 6.4) DUTIES OF OFFICERS

(01) President - The President of this organization shall be the executive head of the Association and shall preside at all of its meetings of the Board of Directors. The President shall annually appoint finance committee, which shall report its findings at the annual meeting. He/she shall also appoint all other committees and representatives. All appointments shall be ratified by the Board of Directors.

(02) Vice President - The Vice President shall perform the duties of the President in his/her absence or when he/she is unable to serve.

(03) Secretary-Treasurer - The Secretary-Treasurer shall conduct such correspondence as the President, the Executive Committee or the Board of Directors may decide. The Secretary-Treasurer shall keep a record of all minutes of the meetings of the Board of Directors, of the Executive Committee, and of the annual or special meeting of the members, and be keeper of the archives of the Association. The Secretary-Treasurer shall keep account of all money, funds, and property of the Association and report annually all receipts and disbursements. He/she shall conduct the finances, the business office and the correspondence of the Association under the direction of the Board of Directors. He/she shall give bond satisfactory to the Board of Directors. He/she shall not disburse any funds except upon authorization of the Board of Directors or the Executive Committee.

(04) Staff Personnel - The State Association shall have the power to employ an Executive Director and to acquire and own such equipment as may be necessary for carrying out the objectives of the Association. The Executive Director shall be responsible to the Board of Directors and shall report regularly to the President. All additional staff shall report to the Executive Director.

(05) The Executive Director shall secure insurance satisfactory to the Board of Directors for all officers and staff who disburse or collect any funds.

## ARTICLE 7

### FINANCES

7.1) FISCAL YEAR - The fiscal year shall end October 31 of each year.

7.2) AUDIT OF BOOKS AND ACCOUNTS - The books and accounts of the Association shall be audited or reviewed once each year and a copy of the financial status of the Association shall be presented to each member at the annual meeting.

## ARTICLE 8

### COMPENSATION

8.1) COMPENSATION - Levels of compensation for officers and Directors shall not exceed compensation limits allowed by the State of Minnesota. Compensation for the Directors shall be determined and paid by their Area association. Travel and other expenses shall be paid to them, however, as determined by the Board of Directors.

## ARTICLE 9

### NATIONAL ASSOCIATION OF CONSERVATION DISTRICTS (NACD)

9.1) NACD BOARD OF DIRECTORS - Delegates to the Board of Directors of the National Association of Conservation Districts (NACD) shall be designated by the MASWCD Board of Directors at their state organizational meeting. The President of MASWCD and the Vice President of MASWCD shall be appointed to sit on the NACD Board of Directors. In the event that both the MASWCD President and Vice President are unable or unwilling to be present at a meeting of the NACD Board of Directors, the MASWCD Board of Directors, or their designee, shall designate a substitute.

## ARTICLE 10

### AMENDMENT

10.1) BYLAWS - Amendments to the bylaws may be introduced by a member Conservation District or the Association Board of Directors. The amendment shall be in writing and shall state the language being added and/or deleted and should be provided to the Board of Directors for review by July 15. Announcement of the proposed amendment shall be in the call of the meeting mailed to the members. The amendment shall be adopted by a two thirds vote at the annual meeting. Any amendment to the bylaws shall become effective after adjournment of the annual meeting.

## ARTICLE 11

### RULES OF ORDER

11.1) PARLIAMENTARY AUTHORITY – The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.